

Articles of Association according to the resolution passed by the Members' Meeting on 5.6.2003

**Articles of Association of "HELP - Hilfe zur Selbsthilfe e.V."**  
*(HELP - help to self help - a registered association)*

**§1 Name, Registered Office and Business Year**

1. The association shall be named "HELP - Hilfe zur Selbsthilfe e.V."
2. The Association's Registered Office is in Bonn and it is listed in the Official Register of Societies and Associations.
3. The business year corresponds to the calendar year.

**§2 Purpose**

1. The purpose of the Association shall be to provide help to people so that they may lead a humane existence. These people will principally be youths and children - at home and abroad - who, for reasons of race, religion and political persecution or due to war, disaster or individual persecution, are forced to flee their homelands or otherwise suffer deprivation. This aim will be achieved primarily through educational and training activities, medical care, reintegration and reconstruction/rebuilding. Educational activities shall also endeavour to preserve cultural, religious and ethnic identities.
2. In the fulfilment of its purpose the Association may establish schools, particularly in refugee camps in the third world, build, lease or run industry-wide training facilities, educational establishments and social care facilities and provide such social care facilities as may be required in such context. Help shall be provided rapidly and normally, subsidiarily.
3. Within the scope of fulfilling its purpose the Association shall also pursue its aim of recruiting other people to assist;
  - a) in order to help young people abroad who find themselves in such a deprived situation as described under Art. 1., above, to lead a fulfilled life and
  - b) to promote respect and tolerance for other religions, cultures and ethnic groups.
4. The Association shall publicly draw attention to and promote greater understanding of the plight of refugees.
5. The Association shall support state and private initiatives of the same or similar type through the dissemination of information, specialist conferences, published works and - as far as is necessary - co-ordinated activities.

6. The Association shall have the additional purpose of helping people altruistically, in particular through the promotion of social assistance programmes and through the support and care of people forced to flee or who may be otherwise endangered, whereby such actions shall fulfil the requirements of §53 of the tax code of 16.03.76 (1977 Tax Code).
7. Following armed conflicts and wars the Association will help with the clearance of landmines and unexploded ordnance. This action is intended to protect human life and promote the rapid return to their homelands of refugees and other expelled peoples.
8. The Association shall be entitled to provide all of its human and material resources in the form of donations or through another similar form of tax-deductible institution under public law for use for tax-deductible purposes as defined by § 51 et sqq. of the tax code of 1997.
9. The Association may not make payment for services in situations where such services or payments are contrary to the aforesaid purpose of the Association and are out of proportion or excessive.

### **§3 Non-profitmaking Character**

1. The Association exclusively and directly pursues non-profit purposes within the meaning of the section on "Steuerbegünstigte Zwecke" (purposes entitled to tax relief) of the German tax code. The Association is a non-profit making enterprise, i.e. it does not pursue its own economic interests as its primary purpose.
2. The Association's resources together with any surpluses are to be employed exclusively for purposes that correspond with the aims of the Association. No person shall be favoured by receiving payment for services in situations where such services or expenses are contrary to the purpose and aims of the Association or are excessive. Members shall not receive any share in profits neither shall they receive any allowances from the Association's resources. Should members resign from the Association they shall have no claim on the Association's assets.

### **§4 Membership**

1. Any person who is appointed upon recommendation of the Executive Council and who commits to uphold the purpose and aims of the Association and its Articles of Association may become an ordinary member.

There shall be no more than 15 ordinary members. There are no compulsory membership fees for members.

2. Upon recommendation by the Executive Council sponsoring members may be individuals or corporate bodies under public and/or civil law. These shall merely support the purpose of the Association through their financial contributions or other

assistance. These members shall not be subject to the same obligations as ordinary members insofar as this is permitted under §2 of the Articles of Association.

3. Following submission of a written application, ordinary and supporting members shall be admitted by a 2/3 majority decision of the Executive Council. There shall be no automatic right of membership.
4. Membership expires upon:
  - The death (natural person) or the liquidation (corporate body) of the member
  - voluntary resignation
  - being struck from the Association's membership list

Resignation is only possible by giving a three month period of notice in writing, effective as of the end of a calendar month, to at least one member of the Executive Council .

A member may be expelled from the Association should that member have seriously damaged the Association's interests. Members may only be expelled on the basis of a decision by the Executive Council and with a 2/3 majority. Any member so expelled shall have the right to appeal against such decision within 2 weeks of receipt of the written notification of expulsion, but no later than two weeks before the next Members' Meeting is due. Any appeal must be made in writing. An appeal shall have suspensory effect. The Members' Meeting shall reach a decision on any expulsion by a 2/3 majority vote of members present.

The decision shall be communicated in writing to the member making the appeal. Expulsion shall become effective upon receipt of written communication from the Executive Council or following a decision reached at the Members' Meeting.

Upon termination of membership, members shall have no claim on the Association's assets.

## **§5 Organs of the Association**

Organs of the Association are:

- The Executive Council
- The General Management
- The Members in Meeting (the Members' Meeting)

The Members in Meeting may elect to establish further organs of the Association or other committees.

## **§6 Executive Council**

1. The Executive Council shall be composed of not more than 12 members. The President of the Executive Council shall be a member of the subcommittee for Human Rights and Humanitarian Aid of the Committee on Foreign Affairs of the German Bundestag (The Lower House of German Parliament). Members of Parliament from the

parties represented in the Bundestag together with further ordinary members shall belong to the Executive Council. The Executive Council comprises the Executive President, two Vice-Presidents and the remaining Executive Council members.

2. The President and Vice-Presidents are the legal representatives of the Association as defined by § 26 of the German Civil Code (Executive Council). The Association shall be represented both legally and out of court by the President or one of his Vice-Presidents. Employees of the Association may not become members of the Executive Council.
3. Members of the Executive Council are elected for a period of four years at a Members' Meeting. The Executive Council shall remain in office until re-election. Should any member of the Executive Council leave prematurely, the overall Executive Council may appoint a replacement member for the remaining period of office. The election of a successor shall be subject to the provisions contained in these Articles of Association relating to the election of the Executive Council.
4. The Executive Council shall be responsible for the general management and administration of the Association unless such matters are the responsibility of another of the Association's organs.

In particular the Executive Council shall be responsible for:

- implementing the resolutions adopted by the Members' Meeting
  - convening and preparing the Members' Meeting
  - chairing the Members' Meeting by the President or one of his Vice-Presidents
  - preparing the annual budget, annual report and final accounts
  - admitting new members and expelling members from the Association
  - engaging employees of the Association and terminating their employment
5. The Executive Council may, during its period of office, form other specialist panels with the function of providing professional advice and support to the Executive Council in the discharge of its duties. The Chairperson and members of the specialist panel shall be appointed by the Executive Council. The General Manager shall convene and prepare the meetings of the specialist panels and report to the Executive Council and panel members on all issues associated with the work of the specialist panels. All meetings of the specialist panels shall be documented by way of minutes and these shall be distributed to the Executive Council members within four weeks.
  6. The Executive Council may form a committee that should not comprise more than 31 members. The committee shall promote and support the work of the Association, especially through its work in the public domain. The committee shall be kept informed by the Executive Council on the work of the Association.
  7. The Executive Council may appoint Honorary Members. Honorary Members shall be parties that have made a significant contribution to the Association and its purpose and aims.
  8. During its period in office, the Executive Council may co-opt persons from all walks of public life.

9. No business shall be transacted at any meetings of the Executive Council unless a quorum is present. There shall be a quorum when all members have received notification of the meeting and at least three members, including the President or one of the Vice-Presidents are present. Invitations shall be effected by the President, or in his absence, one of the two Vice-Presidents, in writing - even when meetings are convened urgently - at least one week before the date in question. It shall not be necessary to state the meeting agenda in the invitation. The Executive Council shall adopt resolutions by a simple majority of all votes cast. In the event of an equality of votes the President shall have a casting vote. Should the President be unable to attend, the Vice-President chairing the meeting shall have the casting vote. The resolutions of Executive Council meetings shall be recorded as minutes and signed by the Chairperson. The minutes shall include:

- Location and time of the meeting
- The names of those present and of the Chairperson
- The resolutions adopted at the meeting and the voting results.

Should all Executive Council members expressly agree in writing, the Executive Council's resolutions may be effected by written vote. All documents pertaining to the adoption of a resolution shall be archived as an annex to the minutes.

## **§ 7 General Management**

The General Manager shall conduct the day to day business of the Association and shall act upon the instructions of the Executive Council. The General Manager holds the position of special representative pursuant to § 30 of the BGB (German Civil Code).

## **§ 8 Members in Meeting**

1. The Members in Meeting shall be responsible for all of the Association's affairs insofar as such matters are not the responsibility of the Executive Council or another of the Association's organs. It shall be solely responsible for the following affairs:
  - issuing general guidelines for the Association's work
  - approving the budget prepared by the Executive Council for the next business year
  - accepting the Executive Council's annual report
  - approving the annual accounts
  - electing and voting out members of the Executive Council and releasing the Executive Council from responsibility
  - amending the Articles of Association
  - dissolving or liquidating the Association
  - adjudication on objections raised against Executive Council decisions on expulsion
  - appointment of the auditor and accepting the auditor's report

2.

- a) An ordinary Members' Meeting shall be convened by the Executive Council at least once every business year.

An extraordinary Members' Meeting shall be convened if

- the Executive Council considers it necessary for urgent reasons of major importance
- one third of the Ordinary members of the Association makes a request for such a meeting to the Executive Council in writing, giving their reasons therefor. For an extraordinary Members' Meeting the period of notice is 2 weeks.

- b) The President or Vice-President shall convene the Members' Meeting by special invitation in writing including notification of the agenda. The invitation shall be issued at least four weeks prior to the Members' Meeting.

The four week period of notice shall commence on the day following that when the invitations were posted. Once the invitation has been posted to the address last notified to the Executive Council by the member, he/she shall be considered to have received the invitation.

Any member may request amendments to the meeting's agenda upon providing written notification at least one week before the meeting is due to take place. After this period, and during the Members' Meeting itself, requests to amend items on the agenda may only be accepted upon a 2/3 majority decision by the Members in Meeting.

The Members' Meeting shall be chaired by the President of the Executive Council or in his/her absence one of the Deputy Presidents or in his/her absence one of the other members of the Executive Council. Should no other member of the Executive Council be present then the meeting's Chairperson shall be appointed by those present. For the duration of elections to the Executive Council the Members in Meeting shall elect an election committee.

The person taking the minutes shall be designated by the meeting's Chairperson. The voting procedure shall be designated by the meeting's Chairperson should 1/3 of members with voting rights request different rules of procedure on voting rights. Elections to the Executive Council shall be effected by secret ballot.

The Members' Meeting shall have a quorum when at least 5 members are present. Resolutions shall be passed by simple majority vote or with a 3/4 majority in the case of those resolutions treated in § 8, amendments to the Articles of Association and dissolving or liquidating the Association. Voting rights may be exercised through a proxy. Members present at the meeting may vote for members not present, the right to vote having been granted in writing. The Member's Meeting shall pass resolutions by simple majority of those members present and represented.

If a quorum is not present the President shall, within two weeks, convene a new Members' Meeting that shall have a quorum if at least two members are present aside from the President. This should be noted in the invitation.

The members of the Executive Council shall be individually elected, first the President, then both Vice-Presidents followed by the remaining members. The candidate that receives more than half of all the votes cast shall be deemed to have been elected. Should no candidate receive more than half of all the votes cast then a final ballot shall be held during the second round between the two candidates who received the most votes. Should both candidates receive an equal number of votes then a decision shall be made by drawing lots.

- d) The minutes of the Members' Meeting shall be signed by the Chairperson and the person taking the minutes. It shall include:
- Location and time of the meeting
  - The names of the Chairperson and the person taking the minutes
  - The number of members present at the meeting
  - Determination of compliance with the requirements for convening the meeting and with the rules for constituting a quorum
  - The agenda
  - The motions put forward for resolution, the voting results (number of yes votes, number of no votes, the number abstaining, the number of invalid votes), the voting procedure used.
  - Motions to amend the Articles of Association and the purpose of the Association
  - Any resolutions adopted, which should be recorded word for word.

## § 9 Finances

1. The Association is financed by the voluntary contributions of its members, donations, support from public organisations and further receipts foreseen in the budget plan.
2. The provisions of the German Federal Budgetary regulations shall apply *mutatis mutandis* to the Association's cash and accounting systems. The past economic provisions, cash rules and the accounting rules of the German Reich, together with any corresponding future regulations issued by the present Federal Republic, in their respective form, shall constitute the definitive legal basis.

## § 10 Dissolution of the Association

The Association may only be dissolved by a resolution passed at the Members' Meeting with a majority vote as set out in § 8 of these Articles of Association. Should the Members' Meeting not instruct any other person to carry out this task then the President and Vice-Presidents shall be vested with powers of representation to act as joint liquidators.

The aforesaid provisions shall apply correspondingly should the Association be dissolved for different reasons or should it lose its legal status as an entity.

Upon dissolution, the Association's assets shall be passed to the *Deutscher Paritätischer Wohlfahrtsverband* (a German Association of Charities), which shall employ them wholly and immediately for further non-profit purposes.

