



(logo) arche noVa

Initiative für Menschen in Not

Articles of Association

of 11 May 2015

§ 1 Name, Location, Place of Jurisdiction

- (1) The Association bears the name "arche noVa - Initiative für Menschen in Not" (arche noVa – Initiative for People in Need). After its registration in the Register of Associations it bears the addition "e.V." ("registered association").
- (2) The Association is located in Dresden.
- (3) Its place of jurisdiction is Dresden.
- (4) Its business year is the calendar year.

§ 2 Objectives and Purpose of the Association

- (1) The objective of the Association is the support of people in need or threatened thereby.
- (2) This support includes humanitarian aid, reconstruction, developmental cooperation, support in protection against disasters or care in the event of disasters, the promotion of worldwide support for refugees, the promotion of Global Learning and the development policy of educational efforts as well as public relations exercises.
- (3) For achieving the Association's objectives, the Association is aiming at closely cooperating with organisations that perform similar work. For this purpose, it may acquire membership in them.

§ 3 Non-profit-making Nature

- (1) The Association exclusively and immediately pursues non-profit-making as well as charitable purposes in the sense of the Section "Tax-privileged Purposes" in the Fiscal Code. The Association is selflessly active. It does not primarily pursue its own profitable purposes. The Association's funds must be used only for purposes in accordance with its Articles of Association.
- (2) Its members receive no allowances out of the Association's funds.



- (3) No person or institution must benefit from any expenses that are alien to the Association's purpose, or from unreasonable remuneration.
- (4) The Association is entitled to materialise its tax-privileged purposes, parallel and immediately, by support persons pursuant to Section 57 of the Fiscal Code and by passing on funds pursuant to Section 58 No. 1 and No. 2 of the Fiscal Code.

§ 4 Ordinary Membership

- (1) Natural persons, having completed 18 years of age, and legal entities, pursuing non-commercial purposes, may become ordinary members of the Association, if they actively commit themselves to achieving the Association's objectives and if they acknowledge its Articles of Association.

- (2) Ordinary membership commences upon acceptance by the Board of Directors. Prior to acceptance by the Board of Directors, a written application for membership must be submitted. The Board of Directors shall decide upon such application for membership in a Board Meeting. Upon acceptance by the Board of Directors, the member acknowledges the Articles of Association and is thus deemed to have become a member.

The applicant shall be notified in writing of any refusal of such application by the Board of Directors. Such refusal may be appealed in writing within one month of notification. The Members' Meeting shall take a decision on such appeal.

§ 7 Nos. (8), (9) and (12) of the Articles of Association shall apply respectively.

- (3) Ordinary membership shall cease upon death, withdrawal or exclusion, or, in the case of legal entities, upon their termination.

A member's withdrawal shall be possible only by the end of a month. It shall be effected by a written declaration submitted to the Board of Directors by observing a notice period of two weeks.

If a member violates the Association's objectives or interests, if they do not fulfil their assignments, if, despite a reminder, they are in arrears of paying their contribution for one year or if their behaviour gives reason for concern about harming the public image of the Association, they may be excluded by the Board of Directors with immediate effect or their membership be converted into a promoting membership. Prior to taking a respective decision, the



member concerned must have been granted the chance of justification or hearing. The decision of exclusion can be appealed within a period of two months of notification of such exclusion by calling upon the next Members' Meeting that will take a final decision. Such decision requires the absolute majority of members attending that Members' Meeting. Subsequently, a review of that decision by a national court is admissible.

- (4) An ordinary member has the following rights:
- to participate in the Members' Meeting as a voting member,
 - to be comprehensively informed by the Board of Directors about the current affairs of the Association,
 - to give an opinion regarding motions or applications,
 - to submit motions or applications,
 - to both passively and actively participate in the elections within the Association.
- (5) An ordinary member has the duty to pay their membership fee on time and to participate in the Members' Meetings, to immediately notify the Association of any change in their address and to duly support the Association's objectives. The amount of membership fees is decided by the Members' Meeting.

§ 5 Promoting Membership

- (1) Natural persons and legal entities that would like to support the Association's objectives in a particular way, but are not at all or only insufficiently capable of actively partaking in the Association's work, or that, pursuant to § 4 (1), do not obtain ordinary membership, may become a promoting member.
- (2) A promoting member has the comprehensive right of information and, at Members' Meetings, a right of speech.
- (3) The amount of the promoting fee is decided by promoting members themselves.

§ 6 Organs of the Association

- (1) The Members' Meeting, the Board of Directors and the Audit Commission are the organs of the Association.

§ 7 The Members' Meeting



- (1) Die Members' Meeting is the highest decision-making organ of the Association.

It is responsible for principal decisions and supervises the Board of Directors.

- (2) It consists of all ordinary members. Legal entities are entitled to one seat each.
- (3) The Members' Meeting is prepared by the Board of Directors and convened by issuing the agenda by means of a written invitation or invitation by e-mail of all ordinary members.
- (4) The ordinary Members' Meeting convenes at least once a year. The invitation period is 15 calendar days. The expiry period of this term commences on the day following the date on the invitation letter or in the e-mail. The invitation letter or the e-mail shall be deemed received if it was addressed to the address last known to the representatives of the Board.
- (5) The Members' Meeting shall be presided by the President, or by his Deputy in the event of his absence, or by another member of the Board in the absence of the latter. Should no member of the Board be present, the Meeting shall determine the chairperson.
- (6) Apart from the competences pursuant to law and resulting from these Articles of Association, it has the following competences:
 - to stipulate the principal work guidelines,
 - to take a decision on the number of the members of the Board to be elected,
 - to elect and to extraordinarily deselect the members of the Board,
 - to elect the auditor,
 - to approve the budget plan,
 - to relieve the Board of Directors,
 - to take the decision on the appeal of a refused application for membership,
 - to take a decision on the dismissal by the Board of the Special Representative appointed pursuant to § 9 and of the managing director appointed pursuant to § 10.
- (7) The extraordinary Members' Meeting convenes if and when the Association's interest or when and if a third of the members require to do so stating the purpose and reason in writing. The extraordinary Members' Meeting shall be convened in writing by the President by observing an invitation term of two weeks, announcing the agenda at the same time.



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- (8) The extraordinary Members' Meeting decides mainly upon short-term issues and tasks in the Association's work.
- (9) The Members' Meeting has a quorum if invitations have been effected pursuant to the Articles of Association and if 25% of the voting members are present. Should one or several members not have been invited pursuant to the Articles of Association, the decision is deemed to have not been made, also with retroactive effect. In the event of no quorum, the President shall convene a new Members' meeting within four weeks adhering to the same agenda, which has a quorum regardless of the number of members present. This shall be made clear in the invitation.
- (10) A decision is deemed made if a motion is given more than half of the votes cast, not considering any abstentions. Should the number of abstentions exceed fifty per cent of the votes cast, the decision is deemed to have not been made. Each member has one vote. Any transfer of votes is not admissible.
- (11) The Members' Meeting votes by secret ballot. A candidate member shall be deemed elected to the Board if they are given the majority of the votes cast. A two-third majority of votes cast is required for extraordinary deselection. The particular election procedure is decided by the Members' Meeting.
- (12) Election of the Board of Directors may only be carried out if it was particularly referred to in the invitation to the Members' Meeting. Therefore, the Board of Directors must be notified of an application for an election or deselection in good time.
- (13) The minutes of meeting shall be signed by the chairperson and the member of meeting having taken the minutes of meeting. The minutes of meeting must contain:
 - the venue and time of the meeting,
 - the name of the chairperson,
 - the number of members having appeared,
 - determination of proper convention and of the quorum,
 - the agenda,
 - the motions submitted and the decision-making result (number of Yes/No votes, abstentions, nature of voting, etc.)
 - applications regarding the Articles of Association and amendments to the



purpose,

- decisions that may have to be recorded literally.

All members shall have the right to inspect the minutes of meeting.

§ 8 The Board of Directors

- (1) The Board of Directors regulates the Association's business and reports to the Members' Meeting. It shall be responsible for all matters as far as they are not assigned – by the Articles of Association or by law – to the Members' Meeting or to any of the managing directors as appointed pursuant to § 9. It has the following tasks in particular:
 - execution of the decisions taken by the Members' Meeting,
 - convention and preparation of the Members' Meeting,
 - chairing the Members' meeting,
 - drafting the budget, accounting, drafting the annual report,
 - appointment and dismissal of the Special Representative pursuant to Section 30 BGB (German Civil Code).
- (2) The Board of Directors consists of three to five persons elected by the Members' Meeting.
- (3) The members of the Board of Directors can be natural persons only. They cannot be full-time employees of the Associations' operations at the same time.
- (4) The Board of Directors elects from among themselves its President and Deputy President and appoints further members to take offices on the Board.
- (5) The Board of Directors may impose on itself its own Rules of Business, which, in detail, stipulate the appointment to offices, the distribution of tasks and responsibilities of the various members of the Board of Directors
- (6) The Board of Directors is elected for a term in office for three years. Re-election is possible.
- (7) The members of the Board of Directors shall remain in office until new elections are held. In the event of early withdrawal of a member of the Board of Directors, the Board of Directors shall supplement itself until new elections are held at the next Members' Meeting.
- (8) The Board of Directors shall meet regularly. At its meetings, it shall have a quorum if all members have been invited and if at least two members of the



Board of Directors attend. The Board of Directors shall take decisions at simple majority. In the event of a tie, the proposed solution is deemed rejected.

- (9) On principle, the Association is represented to the outside – before court and out of court – by at least two members of the Board of Directors jointly.

§ 9 Special Representative

- (1) The Board of Directors may, pursuant to Section 30 BGB (German Civil Code) appoint one or several Special Representatives.
- (2) The Special Representative's duties include to handle all the Association's operative, economic and personnel matters.
- (3) The Special Representative can be dismissed by the Board of Directors. Beyond that and for being effective, such dismissal requires an approving decision taken by the Members' Meeting at a two-third majority.

§ 10 The Managing Director

- (1) Within its budgetary constraints, the Board of Directors elected by the Members' Meeting has the right to appoint a natural person to act as Managing Director. If the funds are available in the budget for a Managing Director, the Board of Directors is obliged to appoint a Managing Director.
- (2) The Board of Directors is superior to the Managing Director; the Managing Director reports to the Board of Directors.
- (3) An employment contract shall be concluded with the Managing Director to be signed by the President and the Deputy President and, in his absence, by another member of the Board of Directors. Such employment contract shall specify, *inter alia*, the distribution of tasks, responsibilities, the term of the contract and the remuneration in detail.
- (4) The Managing Director can be dismissed by the Board of Directors. Beyond that and for being effective, such dismissal requires an approving decision taken by the Members' Meeting at a two-third majority.

§ 11 The Audit Commission

- (1) The Audit Commission checks observance of financial and legal provisions, especially compliance with the provisions for proper accounting or the



provisions for the use of public subsidies. It checks the annual account submitted by the Board of Directors and makes a statement regarding their relief. Moreover, it checks the implementation of decisions concerning the Association. For that purpose, it is entitled to inspect any of the Association's documentation. The Audit Commission has the duty to report its findings to the Members' Meeting.

- (2) The Members' Meeting elects at least two audit officers at simple majority.
- (3) Neither members of the Board of Directors nor full employees must be audit officers.
- (4) The Audit Commission is elected for a term of three years in office.

§ 12 The Advisory Council

- (1) The Board of Directors may appoint an Advisory Council for advisory services and for the support of the Association in the sense of the Association's objectives in accordance with § 2. Members of such Advisory Council shall be personalities of public renown.
- (2) The election, composition and tasks of such Advisory Council are defined by the Board of Directors.
- (3) The Advisory Council shall convene upon the Board of Director's invitation. The Advisory Council has no authorisation to represent and no right to vote.
- (4) Upon invitation by the Board of Directors, members of the Advisory Council can participate in the Members' Meeting and Board Meeting.

§ 13 Funds of the Association and Remuneration for Working in the Association

- (1) For achieving the Association's objectives, the Association acquires its funds from:
 - membership fees,
 - promoting contributions,
 - donations,
 - one-off or permanent allocations from public entities,
 - other revenues.
- (2) Ordinary members may be exempted from paying membership fees by decision of the Board of Directors.



- (3) The members of the Association's organs are entitled to being reimbursed for expenses which appropriately arise to them out of their activities for the Association. Their amounts are approved by resolution taken by the Members' Meeting for the members of the Board of Directors; the amounts claimed by all other organs are approved by the Board of Directors by resolution.
- (4) Further details are regulated by the Associations' Rules of Finance as imposed and amended by the Board of Directors.

§ 14 Amendments to the Articles of Associations

- (1) These Articles of Associations can be amended only by an ordinary Members' Meeting at a three-quarter majority of all votes cast.
- (2) Motions for amending these Articles of Association must be submitted to the Board of Directors in writing prior to sending out the invitations for a Members' Meeting and must be contained in them.
- (3) Formal amendments which are required by state authorities so that the Association keeps complying with the regulations of Association Law and if they serve to maintain or re-establish the Association's capacity to perform legal business may unanimously be agreed upon by the Board of Directors.

§ 15 Termination

- (1) The termination of the Association must be approved by three quarters of all ordinary members.
- (2) When terminating the Association or in the case of omitting its tax-privileged purposes, its assets shall be made available to the "Deutscher Paritätischer Wohlfahrtsverband Landesverband Sachsen e.V." ("German Parity Charity Association Saxon State Association, registered association"), which must use them exclusively and immediately for charitable purposes.
- (3) Decisions on the future use of these assets must only be taken after their approval by the Tax Revenue Authorities.

§ 16 Linguistic Gender Equality

Any terms for persons or their functions contained in these Articles of Association shall be understood in both their male and female form.



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§ 17 Coming into Force

These Articles of Association shall come into force upon the resolution taken by the Members' Meeting on 11 May 2015 and upon their entry into the Register of Associations.

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arche noVa e.V. Board of Directors

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Initiative für Menschen in Not

arche noVa

Initiative für Menschen in Not e.V.

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I, the undersigned, do hereby certify the above and foregoing to be a true and complete English translation of a document in German presented to me this day.

Sworn translator for the courts of justice and notaries public in Saxony, Germany.

Dresden, Nov 24, 2015

Als vom Präsident des Landgerichts Dresden öffentlich bestellter und allgemein beeidigter Dolmetscher für die englische Sprache bestätige ich: Vorstehende englische Übersetzung des mir vorgelegten, in der deutschen Sprache abgefassten Dokumentes ist richtig und vollständig.

Dresden, 24. November 2015


(Karsten Uhl)

