

# Statutes

## § 1 – Name und seat

The association operates under the name “Children and Youth Aid Rwanda“ (*Kinder- und Jugendhilfe Ruanda*).

It shall be registered with the register of associations (*Vereinsregister*) and then bears the suffix “e.V.” (registered association).

The association has its seat in Düsseldorf.

## § 2 – Financial year

The financial year is the calendar year.

The financial year ending on 31.12.2016 is a short financial year.

## § 3 – Purpose of the association

The association exclusively pursues charitable purposes in the meaning of chapter “Tax-privileged purposes“ (*Steuerbegünstigte Zwecke*) of the German General Tax Code (*Abgabenordnung*).

Purpose of the association is the promotion of youth welfare, upbringing, public education and vocational training, including assistance for students, and the advancement of development cooperation.

The purpose of the association is, in particular, being realized through the support of children, youths and young adults in need as well as their families in Rwanda and other African countries by way of sponsorships as well as monetary donations and donations in kind intended to cover (i) school, vocational training and university fees as well as other costs of school education, vocational training and university studies and (ii) the general costs of living (with the goal of enabling school attendance and commencing and completing vocational training or university studies respectively).

## § 4 – Altruistic activity

The association operates altruistically; it does not primarily serve its own economic purposes.

## § 5 – Application of funds

The funds of the association may be used only for the purposes set out in the statutes. The members do not receive any benefits out of the funds of the association..

## § 6 – Prohibition of benefits

No person may benefit from expenditures unrelated to the purpose of the association or from disproportionately high remuneration.

## § 7 – Acquisition of membership

Any natural person or legal entity willing to promote the goals of the association may become a member of the association. The application for admission has to be submitted to the board in written form. The board decides upon the written application for admission at its sole discretion.

Any natural person or legal entity may become a sponsoring member. Sponsoring members do not have a right to vote in general assemblies. Paragraph 1 sentences 2 and 3 apply *mutatis mutandis*.

## **§ 8 – Termination of membership**

The membership ends

- a) upon the death of the member,
- b) by voluntary withdrawal
- c) by elimination from the list of members,
- d) by exclusion from the association,
- e) in case of legal entities upon their liquidation.

The voluntary withdrawal is effected by a written declaration vis-à-vis a member of the board. It is only permissible with a notice period of three months to the end of a financial year.

A member can be eliminated from the list of members by resolution of the board, if he/she has not paid his/her due membership fees despite two warning notices. The elimination has to be communicated to the member in written form.

A member can be excluded from the association by resolution of the general assembly provided it has grossly violated the interests of the association. Prior to the passing of such resolution, the member must be given the opportunity to personally justify himself/herself; the member may avail himself/herself of the assistance of a counsel who does not have to be a member of the association. Any written statement of the affected member has to be read out during the general assembly.

## **§ 9 – Membership fees**

The members are charged annual fees. The amount of the annual fee payable by ordinary members and its due date is determined by the general assembly in advance for the respective following financial year. The same applies to the annual fee payable by sponsoring members. In special circumstances the board may, upon corresponding application, partly or fully waive or defer the annual fee.

Honorary members are exempted from the obligation to pay annual fees.

The first honorary member of the association is Mrs. Ruth Suermann.

## **§ 10 – Bodies of the association**

Bodies of the association are

- a) the general assembly
- b) the board

## **§ 11 – The board**

The board in the meaning of § 26 German Civil Code (*Bürgerliches Gesetzbuch*) at least consists of

- a) the Chairman
- b) the Secretary
- c) the Treasurer
- d) the Honorary Chairman

The general assembly may elect further board members.

The association is, in court and out of court, represented by one member of the board.

The combination of several board functions in one person is permitted.

## **§ 12 – Honorary offices and liability**

All offices practiced within the association are honorary offices. Any remuneration of the board's activities and of members acting for the association is only feasible on the basis of a resolution of the general assembly passed by secret ballot and with a majority of three-quarters of the votes validly cast. Such a resolution is only valid until the next election of the board, but for two years at the most. The remuneration must not exceed the tax-free amount in accordance with § 3 No. 26a German Income Tax Act (*Einkommensteuergesetz*) as amended from time to time.

Board members and members of the association acting for the association are only liable for damages incurred by the association and caused by board members during performance of their duties or by active members of the association performing the tasks assigned to them respectively, if they have intentionally contravened a criminal law or intentionally acted to the detriment of the association.

The association will compensate board members and members of the association acting for the association for claims brought by third parties for compensation of damages caused by board members during performance of their duties or by active members of the association performing the tasks assigned to them respectively, unless the relevant board member or member of the association has intentionally contravened a criminal law or intentionally acted to the detriment of the association.

## **§ 13 – Term of office of the board**

The board is elected by the general assembly (from amongst the members of the association) for the period of two years from the day of the election. It remains in office until a new board has been elected.

Ms. Sonja Suermann is appointed as Chairman of the board for life. The revocation of her appointment for cause remains unaffected.

Mr. Manfred Suermann is appointed as Honorary Chairman of the board for life. The revocation of his appointment for cause remains unaffected.

If a board member resigns during the term of office, the board elects a substitute member (from amongst the members of the association) for the remaining term of office of the resigning board member.

## **§ 14 – Board resolutions**

The board generally passes its resolutions at board meetings that are convened by the Chairman or by another board member in written form, by phone, by telegram or in text form. In any case, a convocation period of one week has to be observed. An agenda does not have to be communicated. The board shall have a quorum if at least three board members are present. Board resolutions are passed with the simple majority of votes cast. In the case of a tie, the person chairing the meeting has the casting vote.

The board meetings are chaired by the Chairman, in the case of his/her absence by another board member. For evidence purposes, the resolutions of the board have to be recorded and signed by the person chairing the meeting.

A resolution by the board can also be passed in written form, in text form or by phone, provided all board members declare their consent to the resolution and the manner of voting (in written form, in text form and by phone respectively).

## **§ 15 – The general assembly**

At the general assembly each attending member – including honorary members – has one vote. Another member may be authorized in writing to exercise the voting right. Such authorization has to be granted

separately for each general assembly. Each member may, however, not represent more than two other votes.

The general assembly is, in particular, concerned with the following matters:

- a) Acceptance of the yearly report of the board; exoneration of the board.
- b) Determination of the amount and due date of the annual membership fees.
- c) Election and dismissal of board members.
- d) Election of the cash auditor.
- e) Resolution on amendments of the statutes and on the liquidation of the association.
- f) Appointment of honorary members.

#### **§ 16 – Convocation of the general assembly**

During the first half of each financial year, an ordinary general assembly takes place. It is convened by the board in written form or in text form specifying the agenda and with four weeks notice. The notice period commences on the working day following the day on which the invitation has been dispatched. The invitation is deemed received by a member if it has been sent to the last address notified to the association by that member. The agenda is determined by the board.

The ordinary general assembly elects a cash auditor for a term of one year. The cash auditor may not be a member of the board. Re-election is permitted.

#### **§ 17 – Resolutions by the general assembly**

The general assembly is chaired by the Chairman, in his/her absence by another board member. If no board member is present, the assembly determines a chairperson.

The minutes are recorded by the Secretary. In his/her absence, the chairperson determines a minute-taker.

The voting procedure is determined by the chairperson. If requested by one third of the voting members present, the vote has to be in written form

The general assembly is not open to the public. The chairperson may allow guests. An admission of the press, radio or television is resolved upon by the general assembly.

Each ordinarily convened general assembly has a quorum regardless of the number of people attending.

In general, the general assembly passes its resolutions with an ordinary majority of the valid votes cast; abstentions from voting are not taken into account. Any amendment of the statutes (including the purpose of the association) and any appointment of honorary members requires a majority of three quarters of the valid votes cast, while the liquidation of the association requires such a majority of four fifths.

For elections the following applies: If no candidate obtains a majority of the valid votes cast in the first ballot, a second ballot shall be held between the two candidates that have obtained the highest number of votes. If both candidates obtain the same number of votes in the second ballot, the lot drawn by the chairperson shall decide.

Minutes of all resolutions of the general assembly shall be drawn up and signed by the chairperson and the minute-taker. Such minutes shall include: Place and date of the assembly, the chairperson and the minute-taker, the number of members attending, the agenda, the result of each vote and the voting procedure. In case of an amendment of the statutes, the clause being amended has to be specified.

### **§ 18 – Subsequent motions on the agenda**

Any member may, until one week prior to the day of the general assembly at the latest, request the board in writing to place further matters on the agenda. The chairperson has to amend the agenda accordingly at the beginning of the general assembly.

Motions on the amendment of the agenda which are filed only at the general assembly, are resolved upon by the general assembly. The acceptance of such a motion, requires a majority of three quarters of the valid votes cast. Amendments to the statutes, the liquidation of the association as well as the election and revocation of board members and the appointment of honorary members may only be resolved if such motions have been announced to the members together with the agenda.

### **§ 19 – Extraordinary general assemblies**

The board may convene an extraordinary general assembly at any time. An extraordinary general assembly has to be convened if required in the interest of the association or if its convocation is requested by one tenth of all members (but at least two members) by written notice to the board specifying the purpose and reasons of the request. §§ 14, 15, 16 and 17 shall apply *mutatis mutandis* to extraordinary general assemblies.

### **§ 20 – Liquidation of the association and accrual right**

Upon liquidation of the association or upon cessation of its tax-privileged purposes the assets of the association shall accrue to a body corporate organized under public law (*juristische Person des öffentlichen Rechts*) or any other tax-privileged corporate body for the exclusive and direct use for the promotion of youth welfare, upbringing, public education and vocational training, including assistance for students, and/or the advancement of development cooperation.

The above statutes were established at the foundation assembly on 8th September 2016.

Düsseldorf, 8th September 2016