

Statutes

Tearfund Deutschland e.V.

Article 1 - Name, registered office and financial year

1. The name of the association shall be "Tearfund Deutschland", hereinafter referred to as the "Association".
2. The seat of the Association shall be in Berlin.
3. The Association is entered into the register of societies and associations of Berlin under the number 37890 and shall carry the addendum "e.V." (Registered association).
4. The financial year shall be the calendar year.

Article 2 - Purpose of the Association

The purpose of the Association is to promote sustainable development cooperation and emergency assistance with particular focus on fragile states and to promote migration and refugee work.

Tearfund Deutschland has the vision of a world where all human beings may have access to resources allowing them to live free from poverty and fear.

The task of Tearfund Deutschland is to serve vulnerable persons through projects relating to development cooperation, emergency assistance and integration, incorporating culture and faith as a crucial key for sustainability.

The work of the association is based on Christian values.

The association pursues only charitable purposes within the meaning of "tax-privileged purposes" of the tax code.

In order to achieve its aims, the Association is engaged in the following activities, respecting equal rights for all people, irrespective of their race, sex, faith, ideology, orientation, class, age, political opinion or culture:

- Implementation and organization of projects in the area of development cooperation,
- Implementation and organization of humanitarian aid projects, in particular in conflict and disaster areas,
- Information sharing, advocacy and public relations relating to the association's purpose

- Implementation and promotion of training and education relating to the purpose of the Association,
- Setting up of structures for providing financial, material and conceptual resources allowing to carry out projects,
- Organization of fund-raising, funds management and application of funds, both in terms of voluntary work or professional activity,
- Encouragement and support of the persons concerned,
- Organization of the persons interested in voluntary commitment, and
- Cooperation and promotion of cooperation with policy-makers and public authorities.

The association shall use its resources only for charitable purposes in accordance with the Tax Code § 58 No. 1 AO, including resources forwarded to other (foreign) corporations - the promotion of development cooperation within the meaning of § 52 . 2 sentence 1 No. 15 AO - have to use .

In conformity with its purpose, the Association shall be allowed to become a member of other associations or umbrella organizations.

Article 3 - Charitable status

1. The Association shall pursue exclusively and immediately charitable purposes as defined in the Section of German tax law dealing with 'Purposes subject to Tax Benefits' as amended.
2. All activities of the Association shall be non-profit and it shall not pursue primarily self-economical purposes.
3. The funds of the Association shall be used exclusively for purposes covered by the statutes. The members shall not receive any allocations from the funds of the Association.
4. No one shall benefit from expenses which are contrary to the purpose of the Association or from disproportionately high remuneration.

Article 4 - Membership

1. To qualify for association membership, the principles, the purpose and the objectives of the Association, as laid down in Article 2, have to be fully recognized. Any member shall have the right to participate in the activities of the Association and to receive information on association matters.
2. Each natural person over the age of 18 years, each non-governmental organization having a legal personality or other non-profit making or charitable organization supporting the Association by active participation can become a full member with voting rights at the General Assembly.

3. The association shall be composed of a minimum of seven (7) members.
4. Membership is granted by majority vote of the General Assembly in response to written application. Members must adhere to the rules of the association.
5. Members are elected for a term of three (3) years. .
6. Membership shall be automatically terminated in the following cases:
 - a. When a member gives notice of resignation to the Executive Board,
 - b. When a member's term limit has concluded,
 - c. When a member is excluded by the General Assembly as stated herein,
 - d. When a legal entity is dissolved,
 - e. In the event of a member's death.
7. A member, who has culpably committed gross violations of the interests of the Association, can be excluded and removed from the Association by majority vote of the General Assembly. Before the decision is made, the member shall be given the opportunity to comment. The exclusion shall be applied for by the General Assembly by at least 30 per cent of the members.
8. There are no membership dues.

Article 5 - Bodies of the Association

The bodies of the Association shall be:

- a) the General Assembly (Article 6)
- b) the Executive Board (Article 7)
- c) the Supervisory Board (Article 8)

Article 6 - General Assembly

The General Assembly is the supreme supervisory and controlling body of the Association.

1. The General Assembly shall have the following rights and obligations:
 - a. Decision on the purpose of the Association, including approval of mission and vision statements, and long-term strategic plans,
 - b. Acceptance and approval of the Executive Board's annual activity report,
 - c. Acceptance and approval of the Supervisory Board's statement of accounts and audit reports, discharge of the Supervisory Board and thereby approval of the discharge of the executive board; as well as election and dismissal of members of the supervisory board.
 - d. Appointment and dismissal of members of the Executive Board, and determination of the Chairperson and Deputy Chairperson.
 - e. decision on amendments of the statutes and on the dissolution of the Association;
 - f. Management of the membership list, to be delegated as needed to the Executive Board;
 - g. Approval of partnership and association agreements that implicate vision or mission objectives, assets, personnel, or other core elements of the association;
 - h. Approval of the annual budget and work plan that outlines the annual vision of the association.
2. Furthermore, the General Assembly shall take all other decisions relating primarily to the Association, unless they have been expressly conferred on the Supervisory Board or the Executive Board according to these Statutes.
3. Unless otherwise specified herein, decisions of the General Assembly shall be made by the majority of the valid votes cast.
4. Convocation and quorum of the General Assembly
 - a. Quorum for the General Assembly shall be at the simple majority of members.
 - b. The regular General Assembly shall take place in the second quarter of the calendar year. Written notice of the Assembly shall be given by Chairman of the Executive Board not less than four weeks prior to the date thereof, accompanied by the agenda. The term begins on the day following the date of the letter of invitation. The letter of invitation is deemed to be received if it is sent to the latest postal or e-mail address notified by the member to the Association.
 - c. An extraordinary General Assembly may be convened at any time by the Executive Board, the Supervisory Board, or upon request of at least twenty percent of the full members not less than two (2) weeks prior to the date thereof.

- d. The General Assembly shall meet annually at least once in person. Other meetings of the members may be held by digital medium, after proper notice, as long as all members are able to simultaneously hear and participate in real time.
 - e. Any action that may be taken by the General Assembly via meeting hereunder may also be taken in lieu of a meeting with majority written consent of all members, which may be delivered by an electronic record.
 - f. Each full member shall have one (1) vote.
5. Operation of the General Assembly.
- a. The General Assembly will elect a chair to serve for two years.
 - b. The General Assembly will elect a secretary to serve annually.
 - c. Minutes shall be taken during the General Assembly which shall contain all adopted decisions and shall be signed by the chairman or the secretary. The minutes shall be made accessible to all members. Objections have to be raised at the next General Assembly at the latest.

Article 7 - Executive Board

1. The Executive Board is appointed and recalled by the General Assembly. Executive board members may not be members of the association.
2. The Executive Board shall have not less than one member. The Executive Board shall be in charge of the organization on its own responsibility.
3. The Executive Board is responsible for the development and the implementation of the strategic orientation of the organization.
4. The majority of the Executive Board members may not personally be associated with the organization and may not be in a state of mutual dependence.
5. The Executive Board shall be responsible for all daily matters of the Association, unless they have been conferred by law or by the Statutes on other bodies of the Association. In particular, it shall have the following duties:
 - a) Representation, in and out of court, of the Association according to § 26 of the German Civil Code (BGB);
 - b) Responsibility for management;
 - c) Preparation of the economic plan, work plan, and budget;

- d) Preparation of annual accounts and of the annual report;
 - e) Decisions relating to personnel matters of the Association;
 - f) Conclusion of contracts;
 - g) Preparation and summoning of the General Assembly, including preparation of the agenda;
6. Each member of the Executive Board has the power of sole representation.
 7. The Executive Board shall adopt its rules of procedure allocating the management tasks to the Executive Board members and shall submit them to the Supervisory Board for approval.
 8. The term of office of the Executive Board shall be five (5) years. After the end of its term, it shall remain in office until the appointment of a new Executive Board by the General Assembly. Successive appointment is possible. If a member of the Executive Board retires, the General Assembly may appoint a substitute who shall remain in office until the end of the regular term.
 9. The Executive Board shall convene when required, but at least three (3) times a year. The meeting shall be convened by the Chairman of the Executive Board. To constitute a quorum, a written invitation for the meeting, accompanied by the agenda, shall be sent at least one day in advance and the presence of a majority of its members is necessary (more than half of the Executive Board members). Decisions shall be made by simple majority of the votes cast; in the event of a tie, the chair shall have the casting vote. The secretary shall draw up the minutes of each meeting of the Executive Board, which shall be made available to members of the Executive Board not attending the meeting and which shall be available for inspection during the General Assembly.
 10. In urgent cases, decisions of the Executive Board may be made in writing by unanimous, signed consent of Executive Board members.
 11. Board members can be reasonably compensated for their activity. The Executive Board members are not allowed to take part in decisions relating to their discharge or their remuneration.
 12. Depending of the financial situation of the Association, the General Assembly may vote that the Executive Board Members perform their duties on a full-time or part-time basis. The Supervisory Board sets the scope of work and remuneration of the Executive Board and establishes contracts of employment.
 13. Each member of the Executive Board shall disclose conflicts of interests to the (other) members of the Executive Board. If a member of the Executive Board effects a legal transaction with a company in which the member itself or a person personally associated with it has a share, the contract on this legal transaction requires the prior consent of the Supervisory Board.

Article 8 - Supervisory Board

1. The Supervisory Board shall consist of between three to five persons.
2. Each of the members of the Supervisory Board shall be elected by the General Assembly from among the members, by a simple majority for a period of three years. Members of the Supervisory Board can be re-elected. At no point must the majority of Supervisory Board members serve for more than 10 years in a row.

3. Every two years, the Supervisory Board shall elect in its first meeting the Chairman and the deputy Chairman.
4. The Supervisory Board shall meet at least three (3) times a year. At least two meetings a year shall be held personally.
5. The members of the Supervisory Board are not allowed to be in a contractual or employment relationship with the Association or to act on a different basis directly or indirectly on behalf of the Association in return for payment. Office holders of other bodies elected according to these Statutes or members of other bodies of the Association (except the General Assembly) are not allowed to be members of the Supervisory Board as well. The members of the Supervisory Board shall work on an honorary basis, the payment of a reasonable reimbursement of expenses remaining, however, unaffected.
6. The members of the Supervisory Board must have the necessary qualifications for their supervisory tasks. The members of the Supervisory Board are expected to undertake a particular commitment for the Organization. In addition, the members appointed for this body should cover, by virtue of their qualifications, the scope of functions which is relevant for the non-governmental development policy. At least one member of the Supervisory Board shall have professional economic competence.
7. To constitute a quorum, the presence of at least half of the members of the Supervisory Board is necessary. Decisions of the Supervisory Board shall be made by the simple majority of the votes cast; abstentions are not taken into consideration.
8. Minutes shall be taken of the meetings of the Supervisory Board.
9. The members of the Supervisory Board shall receive in good time before the meeting for the annual General Assembly the financial statement as well as any information required for preparing the resolutions.
10. Upon request of a member of the Association or a body of the Association, a member of the Supervisory Board can be recalled at any time by a resolution passed by a two-thirds majority of the valid votes cast at the General Assembly, After previous disclosure of the reasons for the planned recall, the member concerned of the Supervisory Board has to be given the opportunity to state his position.
11. If a member of the Supervisory Board retires or resigns before the end of his term, the General Assembly may appoint, by majority decision, a substitute member whose term is limited to the remaining term of the Supervisory Board.

Article 9 - Tasks and responsibilities of the Supervisory Board

1. Resolutions are passed by the Supervisory Board with a simple majority.
2. The Supervisory Board is responsible for the control of the day-to-day management of the Executive Board and the performance of the related tasks and activities. It shall have the right of supervision and inspection into the activities of the Executive Board and of the organization.
3. The Supervisory Board shall exercise continuous oversight and control over the Executive Board.

4. Subject to General Assembly decision and to budgetary needs, the Supervisory Board may draft, sign, amend, and cancel employment contracts with Executive Board members as needed. During the appointment process for the Executive Board, the Supervisory Board determines remuneration and the expense allowance of Executive Board members.
5. Review of the annual budget prepared by the Executive Board and presentation to the General Assembly.
6. Review of the audit report of the Certified Public Accountant and presentation to General Assembly.
7. The Supervisory Board is responsible to discharge the Association's responsibilities relating to the recently closed financial year, according to the budget and plan approved by the General Assembly for the recent financial year.
8. The Supervisory Board shall approve the Rules of Procedure for the Executive Board and shall monitor compliance with them.
9. Unless stated otherwise, the Supervisory Board shall be directly involved in all decisions of fundamental importance to the Association.
10. The Supervisory Board can form committees in order to perform its duties.
11. The following measures are subject to the prior consent in writing of the Supervisory Board:
 - a) Purchase, sale and charge of property rights and rights equivalent to real property being in the property of the Association,
 - b) Guarantees and commitments for liabilities of a third party, Conclusion of loan contracts, extension agreements as well as hedges exceeding ten percent of the income of the last financial year.

Article 10 - Annual Audit

1. In order to check the annual financial statements as well as the cash management of the Executive Board, a certified public accountant shall be appointed by the General Assembly.
2. The auditor will be appointed annually. The Supervisory Board will contract the appointed auditor.
3. The audit report must be submitted to the Supervisory Board not less than two (2) weeks before the meeting at which the report will be presented.
4. The audit report will be made in person by the auditor.

Article 11 - Amendments of the Statutes

1. Proposals for the amendment of the Statutes shall be submitted in writing to the Executive Board four (4) weeks in advance of a General Assembly meeting where amendments will be considered.

2. The Statutes may be amended only by resolution passed by a 75 percent vote of the members present at General Assembly.
3. If changes in legislation or other government regulations require an adjustment of the Statutes or if certain contents of the Statutes are in conflict with the entry in the register of societies and associations or with the recognition of charitable status by the competent tax office, the Supervisory Board shall be entitled to propose amendments required by law, and may request a special General Assembly meeting to address the urgent change.

Article 12 - Dissolution of the Association

1. The dissolution of the Association may only be decided upon by a nine-tenth (9/10) majority of the valid votes cast by the members present at the extraordinary General Assembly especially convened for this purpose in compliance with the procedures in Article 6, Section 4 and 5.
2. In the event of the dissolution of the Association or if the charitable purposes of the Association cease to exist, the assets of the Association shall be passed on to Tearfund Switzerland or to another tax-privileged body which has to use them directly and exclusively for charitable objectives according to Article 2 of these Statutes, i.e. for carrying out projects relating to development cooperation and emergency assistance within the meaning of Article 52 Section 2, Item 15 of the Tax Code. The intended use shall be decided upon by the General Assembly.

Article 13 - Dispute Resolution

The chosen method of resolution of disputes among members of the Association will be through mediation and, if necessary, binding arbitration.

Any claim or dispute arising from or related to these statutes shall be settled by mediation and, if necessary, legally binding arbitration in accordance with all involved

Judgment upon an arbitration decision may be entered in any court otherwise having jurisdiction.

End of the Statutes

These statutes are established by amendment during the General Assembly on April 24th, 2020.