

## **Articles of Association**

### **§ 1 Name, seat of the association**

The association bears the name "Pro NGO!" (Non-Governmental-Organisations = English for non-governmental organisations).

It is to be entered in the register of associations. After registration it will bear the name "e.V."

It has its seat in Cologne. The business year is the calendar year.

### **§ 2 Purpose of the association**

The association exclusively and directly pursues charitable purposes in the sense of the section "tax-privileged purposes" of the German Fiscal Code.

The purpose of the association is the promotion of development cooperation as well as the promotion of civic engagement in favour of charitable purposes. The purpose of the statutes is realized in particular through:

- Support of national and international work of NGOs whose purpose includes in particular the strengthening of democracy and human rights, environmental protection, integrative tourism, education and training. This includes among others

Consulting for the development of project initiatives

Procurement of international project partners

Improvement of the organisation in the NGOs (quality management)

Advice and information on funding opportunities for NGOs

Support in applying for subsidies, technical monitoring of ongoing projects, and project evaluations.

- Promotion of international understanding, e.g. by organising and accompanying intercultural encounter measures.

- Support of qualification measures, especially vocational training and further education.

- Development aid; e.g. through transnational projects, and through know-how transfer in project planning and implementation.

The association is selflessly active and does not primarily pursue its own economic purposes. Funds of the association or any profits may only be used for purposes in accordance with the statutes. The members do not receive any allowances from funds of the association.

No person may be favoured by expenses that are alien to the purpose of the corporation or by disproportionately high remuneration.

The Association shall not use its funds for the direct or indirect support or promotion of political parties.

### **§ 3 Implementation and tasks**

The association makes use of members, the association's organs and third parties to carry out its tasks. This is done through active participation in the preparation and implementation of further education and training measures, consultation and implementation of projects within the framework of its own expertise and specialist knowledge.

The offices within the association are basically honorary positions. The holder of an honorary office will be reimbursed for necessary expenses incurred in the exercise of the office, in particular travel expenses (including per diem and accommodation allowances) in accordance with the provisions of tax law.

Irrespective of this, contractual agreements may be made by the Board of Directors regarding cooperation in the Association, as well as regarding special remuneration for this, if the work involved exceeds the reasonable level of voluntary work or if it is necessary to obtain the cooperation of professionally qualified persons. The budget situation of the association is decisive.

#### **§ 4 Members**

Members can be natural persons who are expected to promote the aims of the association.

Apart from the participation as a founding member, membership is acquired by written acceptance.

The executive committee decides on the admission of members. Membership begins with the decision of the board.

Honorary membership can be conferred by resolution of the General Assembly of Members on individuals who have rendered special services in supporting the purpose of the Association.

The membership expires with:

- the death of a member;
- the voluntary resignation;
- the dissolution of the association;
- the exclusion of a member.

Resignation can be declared in writing to the board. The resignation is effective at the end of the financial year which has expired after the Board of Directors has received the resignation notice.

A member can be expelled by resolution of the Board if there is good cause, in particular violations of the statutes or the interests of the Association as well as of resolutions and requirements of the Association's bodies, default in payment of contributions for more than three months.

Against the decision of the board of directors the decision of the general meeting can be appealed within a period of one month.

#### **§ 5 Rights and duties of the members**

Each member shall participate in the decision-making process of the association by exercising the right to propose, discuss and vote at the general meeting. The members have the duty to promote the goals of the association through personal commitment or financial contributions.

The members are obliged to pay an annual subscription determined by the general meeting.

#### **§ 6 Organs of the association**

organs of the association:       - the general meeting  
  - the executive committee

advisory committees:           - the advisory board

By resolution of the general meeting further organs can be formed.

The resolutions passed by the organs of the association must be recorded in writing and signed by the respective chairman and secretary.

#### **§ 7 Cash audit**

The general meeting elects two cash auditors for a period of 3 years. These may not be members of the board. Re-election is permitted.

The cash auditors examine the accounting and cash management of the association at least once before each regular general meeting and report their cash audit report in this meeting.

#### **§ 8 The executive committee**

The Management Board consists of:

- the Chairman and;
- two deputy chairmen

The executive committee conducts the business of the association on a voluntary basis.

The association is represented to the outside world by the chairman and the vice-chairmen, each of whom has sole power of representation.

The members of the executive committee are elected in the general meeting for a period of 4 years. However, the representative board (chairman and the two vice-chairmen) remains in office until a new board is elected.

The meetings of the executive committee are not public.

#### **§ 9 General Assembly of Members**

The general meeting is responsible for:

- the amendments to the statutes;
- the election of the executive committee and its discharge;
- the allocation of honorary memberships;
- the modified fixing of membership fees;
- the admission of a member after appeal of the rejected member against  
Decision of the Management Board;
- the expulsion of a member;
- the dissolution of the association.

The general meeting is to be convened once a year by the board of directors. It can take place either in real or virtual form (online procedure) in a chat room accessible only to members with their identification data and a separate access word.

An extraordinary general meeting is to be convened by the board of directors if the board of directors or 25% of the members have requested the convening in writing, stating the purpose and reason.

The chairman of the executive committee invites to the general meeting in writing and under announcement of the agenda, with a period of notice of 4 weeks in case of extraordinary general meetings with a period of notice of 3 weeks; he leads the meeting.

Every general meeting convened in accordance with the statutes is recognised as having a quorum, regardless of the number of members present. Each member has one vote. The voting right is not transferable.

Decisions are made in the general meeting with a simple majority of votes.

Resolutions to change the statutes require the majority of  $\frac{3}{4}$  of the votes cast by the members present.

Amendments to the articles of association which are required by supervisory, judicial or financial authorities for formal reasons can be made by the executive committee on its own initiative. These changes to the statutes must be communicated to all members of the association in writing in a timely manner (within one month).

A record of the results of the general meeting must be drawn up and signed by the chairman and the secretary.

The decisions of the general meeting are to be executed by the executive committee, unless otherwise specified.

The meetings of the General Assembly of Members are generally not public.

#### **§ 10 The Advisory Board**

The advisory board consists of natural and legal persons. The members of the advisory board are appointed by the executive board. The Advisory Board advises the Executive Board on all factual and technical issues. It may be invited to meetings of the Executive Board. The term of office is four years. The Advisory Board shall meet as required.

#### **§ 11 Liability**

The association is only liable for damages in connection with membership if a member of an organ or other person for whom the association is responsible according to the regulations of civil law can be accused of intent or gross negligence. The regulations of § 31 BGB are not affected by this.

#### **§ 12 End of the association**

The dissolution of the association can only take place in a general meeting convened for this purpose. The resolution requires a majority of  $\frac{4}{5}$  of the members present. Unless the general meeting decides otherwise, the board of directors are appointed liquidators.

In the event of the dissolution of the Association or the discontinuation of its tax-privileged purposes, the assets of the Association, after deduction of the existing liabilities, shall be transferred to a legal entity under public law or to another tax-privileged corporation, which at that time shall be determined by the Board of Directors, which shall use them exclusively and directly for non-profit purposes in the sense of § 2 of these statutes.