

# **Statutes**

## **§ 1 Name, Seat of the Association**

The association bears the name "Pro NGO!"  
(Non-Governmental-Organisations).

It shall be entered in the register of associations. After registration, it shall bear the suffix "e.V."

It has its registered office in Cologne. The financial year is the calendar year.

## **§ 2 Purpose of the association**

The association pursues exclusively and directly non-profit purposes in the sense of the section "tax-privileged purposes" of the tax code.

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

Support of national and international work of NGOs whose purpose includes in particular the strengthening of democracy and human rights, environmental protection, inclusive tourism, education and upbringing.

This includes but is not limited to:

- Advice on 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 the application for funding, professional monitoring of ongoing projects, as well as project evaluations.
- Promotion of international understanding, e.g. by organising and accompanying intercultural encounters.
- Support of qualification measures, especially vocational training and further education.
- Development aid; e.g. through transnational projects, as well as 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 statutory purposes. The members do not receive any benefits from the association's funds.

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

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

## **§ 3 Implementation and tasks**

The association makes use of the members, the association bodies and third parties to carry out its tasks. This takes place through active participation in the preparation and implementation of training and further education measures, consultation and implementation of projects within the framework of its own expertise and professional knowledge.

The offices within the association are in principle honorary offices. The holder of an honorary office shall be reimbursed for necessary expenses incurred in the exercise of the office, in particular travel expenses (including daily and overnight allowances) shall be reimbursed in accordance with the provisions of tax law.

Notwithstanding the foregoing, the Board of Directors may conclude contractual agreements on cooperation in the Association, as well as on special remuneration for such cooperation, if the work involved exceeds the reasonable scope of voluntary work or if it is necessary to obtain the cooperation of professionally qualified persons. The budgetary situation of the association is decisive.

#### **§ 4 Members**

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

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

The board of directors decides on the admission of members. The membership begins with the decision of the board.

By resolution of the General Assembly, honorary membership may be conferred on individuals who have rendered outstanding services in support of the purpose of the Association.

The membership expires with:

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

The resignation can be declared in writing to the board. The resignation is effective for the end of the fiscal year that has elapsed after receipt of the resignation by the Executive Board.

A member can be excluded by a decision of the board of directors if there is an important reason, in particular violations of the statutes or the interests of the association as well as of resolutions and requirements of the organs of the association, default in payment of dues for more than three months.

The decision of the Board of Directors may be appealed to the General Meeting 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 membership fee determined by the general meeting.

#### **§ 6 Bodies of the Association**

The organs of the association are:

- the general meeting of members
- the Executive Board

Advisory committees are:

- the advisory board

Further organs can be formed by resolution of the general meeting.

The resolutions passed by the organs of the Association shall be recorded in writing and signed by the respective chairman of the meeting and the 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 permissible.

The auditors shall examine the accounts and cash management of the Association at least once before each ordinary General Meeting and shall submit their auditors' report at this meeting.

## **§ 8 The Executive Board**

The Board of Directors consists of:

- the Chairman and
- two vice-chairmen

The board of directors conducts the business of the association on an honorary basis.

The Association shall be represented externally by the Chairman and the Vice-Chairmen, each of whom shall have sole power of representation.

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

The meetings of the Board of Directors are not open to the public.

## **§ 9 General Meeting**

The general meeting is responsible for:

- the amendments to the Articles of Association
- the election of the Executive Board and its discharge
- the awarding of honorary memberships
- the amended assessment of contributions
- the admission of a member following an appeal by the rejected member against the Board Decision
- 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 person or virtually (online procedure) in a chat room accessible only to members with their legitimisation data and a separate access word.

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

The chairman of the board invites to the general meeting in writing and under announcement of the agenda, with a period of notice of 4 weeks for extraordinary general meetings with a period of notice of 3 weeks; he chairs the meeting.

Any General Meeting convened in accordance with the Articles of Association shall be recognised as having a quorum, irrespective of the number of members present. Each member has one vote. The right to vote is not transferable.

Resolutions are passed in the General Assembly by a simple majority of votes.

Resolutions to amend the Articles of Association shall require a majority of  $\frac{3}{4}$  of the votes cast by the members present.

Amendments to the statutes, which are required by supervisory, judicial or financial authorities for formal reasons, can be made by the Board of Directors on its own initiative. These amendments to the

statutes must be communicated in writing to all members of the association in a timely manner (within one month).

Minutes of the General Meeting shall be taken and signed by the Chairman and the Secretary.

The resolutions of the General Meeting shall be carried out by the Executive Board, unless otherwise stipulated.

The meetings of the General Assembly are generally not open to the public.

### **§ 10 The Advisory Board**

The advisory board consists of natural and legal persons. The members of the Advisory Board are appointed by the Board of Directors. The Advisory Board advises the Board of Directors in all factual and technical matters. It may be invited to attend meetings of the Board of Directors. The term of office is four years. The Advisory Board meets as required.

### **§ 11 Liability**

The Association shall only be liable for damages in connection with membership if a member of a governing body or another person for whom the Association is liable according to the provisions of civil law can be accused of intent or gross negligence. The provisions of § 31 BGB are hereby unaffected.

### **§ 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 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 in the event of the discontinuation of its tax-privileged purposes, the assets of the Association, after deduction of existing liabilities, shall pass to a legal entity under public law or to another tax-privileged corporation to be determined at that time by the Executive Board, which shall use them exclusively and directly for charitable purposes within the meaning of § 2 of these Articles of Association.