



welt  
hunger  
hilfe

# ARTICLES OF ASSOCIATION

# ARTICLES OF ASSOCIATION OF DEUTSCHE WELTHUNGERHILFE E. V.

*In 1960 the Food and Agriculture Association (FAO) of the United Nations decided to launch a “freedom from hunger campaign”. At the same time it urged the Member States to intensify their efforts in their fight against deprivation, poverty and hunger with cooperation from non-governmental organisations. Consequently in 1962 the German Federal President Heinrich Lübke called together important representatives of social organisations in the “Deutscher Ausschuss für den Kampf gegen den Hunger” (German Committee for the Fight Against Hunger). In 1967 the Committee renamed itself “Deutsche Welthungerhilfe e. V.”.*

## **Section 1 Name, head offices and financial year**

- (1) The Association has the name “Deutsche Welthungerhilfe e. V.” (hereinafter also referred to as “Welthungerhilfe”).
- (2) Its head offices are in Bonn and it is entered in the Register of Associations at Bonn local court.
- (3) The financial year is the calendar year.

## **Section 2 Non-profit-making and charitable purposes**

- (1) The association exclusively and directly pursues non-profit-making and charitable purposes in the sense of the “Steuerbegünstigte Zwecke” (tax-privileged purposes) of the German Tax Code in the respective valid version.
- (2) The association operates for non-profit-making purposes; it does not primarily pursue objectives in its own economic interests.
- (3) The association’s funds are only allowed to be used for purposes in accordance with the Articles of Association.
- (4) Uncommitted reserves may be built up, insofar as this is allowed by legislation governing non-profit-making organisations.
- (5) In their capacity as members, the members of the association are not allowed to receive any benefits from the association’s funds.

- (6) The association is not allowed to benefit anybody through expenditure which is not related to the purpose of the association or through unreasonably high remuneration.
- (7) In the event of the dissolution or winding down of the association or the ceasing of its previous purpose the assets of the association shall be transferred to the German Red Cross, whose Supervisory Board shall use it for non-profit-making purposes.

### **Section 3 Objects, tasks and purposes**

The association pursues the following objects, tasks and purposes:

- a) Increasing German people's social joint responsibility and willingness to help people primarily in developing countries, through processing and disseminating information which improves the understanding for the social and economic interrelationships primarily in the Third World;
- b) Improving the living conditions for the rural population and socially weak urban groups, primarily in developing countries through promoting aid for self-help;
- c) Fulfilling the above-mentioned objectives on a broad basis through close cooperation with all social groups, especially young people;
- d) Helping children and young people through promotion programmes;
- e) Promoting international understanding through cooperation with other aid organisations at home and abroad, especially with those in Europe,
- f) Using promotion programmes to support institutions for orphans and social orphans, disabled children and young people as well as needy children and their families within the framework of homes and day homes, public social institutions and rehabilitation centres – primarily in developing countries;
- g) Using emergency help programmes for providing food and production goods as well as other relief goods for people suffering deprivation and poverty (for example victims of wars, famine and natural disasters) primarily in developing countries.

## Section 4 Membership

- (1) The members of Welthungerhilfe are the President of the German Federal Parliament, the Chairmen of the political factions represented in the German Federal Parliament and the churches, associations and organisations belonging to this association when these Articles of Association came into force.
- (2) Associations and organisations that serve Welthungerhilfe may secure membership on the basis of a resolution of the general assembly of members.
- (3) The members are entitled to exercise their membership rights in the general assembly of members through Permanent Authorised Representatives. The members appoint the Permanent Authorised Representatives and immediately inform the Executive Board, citing the names and addresses of these Permanent Authorised Representatives.
- (4) The membership expires in the case of resignation, exclusion and dissolution.
- (5) The resignation may only be declared at the end of a financial year. The written declaration pertaining to this must be received by the Executive Board at the latest three months before the end of the financial year.
- (6) A member may be excluded because of behaviour that damages the interests or image of Welthungerhilfe or because of an important reason on the basis of a resolution by the general assembly of members. Before the resolution is passed the member must be given the opportunity to comment on the application for exclusion of this member.

## Section 5 Organs

The organs of Welthungerhilfe are:

- a) General assembly of members,
- b) Supervisory Board,
- c) Executive Board.

## Section 6 General assembly of members

- (1) The general assembly of members determines the guidelines for the activities of Welthungerhilfe.
- (2) The general assembly of members is also responsible for:
  - a) the election and dismissal of the members of the Supervisory Board,
  - b) the election of the auditors, who are not allowed to belong to the Supervisory Board nor to the Executive Board, nor to a committee appointed by the Supervisory Board,
  - c) the passing of the resolution on the economic plan and the approval of the annual account on the basis of the report on the auditing of the accounts,
  - d) the formal approval of the Supervisory Board and the Executive Board,
  - e) stipulating the contribution the members,
  - f) adopting a resolution on
    - fa) the acceptance of new members,
    - fb) amendments to the Articles of Association,
    - fc) the election regulations that are part of these Articles of Association,
    - fd) the dissolution of the association.
- (3) Another member may be authorised in writing to exercise the voting right. The authorisation must be separately conferred for each general assembly of members; however, one member is not allowed to represent more than one third-party vote.
- (4) The members of the Supervisory Board have an advisory vote on the general assembly of members. Membership rights remain unaffected by this.

## Section 7 Adoption of a resolution by the general assembly of members

- (1) The Executive Board must provide written invitations to the general assembly of members in consultation with the Supervisory Board at the latest three weeks before, motions on the agenda must also be provided with this invitation.

- (2) A general assembly of members is competent to make a decision, insofar as it was summoned in accordance with Section 1 and half of the members are represented. If a quorum is not present, a new general assembly of members with the same agenda must be summoned which is competent to make a decision without taking into consideration the number of members present. This must be pointed out in the invitation to the meeting.
- (3) A general assembly of members must be immediately summoned if this is requested by one fifth of the members, the Supervisory Board or the Executive Board, and the reason for summoning the meeting has to be stated.
- (4) The general assembly of members is chaired by the President of the Supervisory Board.
- (5) The general assembly of members makes its resolutions with a simple majority of those present unless the Articles of Association specifically specify otherwise.
- (6) If the Executive Board requests this in consultation with the Supervisory Board, resolutions can also be passed in a written process, unless a quarter of the members requests oral consultation. The adoption of a resolution requires a majority of all members. For amendments of the Articles of Association the majority applies in accordance with Section 11. The written procedure is not permissible for amendments of Section 3 of the Articles of Association (objects, tasks and purposes).
- (7) Minutes must be prepared, detailing the results of the general assembly of members. The chairman of the meeting must sign these. These minutes must be sent to the members.

## **Section 8 Supervisory Board**

- (1) The members of the Supervisory Board are elected by the general assembly of members upon the proposal of members of the association and the Supervisory Board for the duration of four years. If a member of the Supervisory Board leaves during the term in office, a by-election is held for the rest of the term in office.

- (2) The Supervisory Board consists of the President, the Vice-President, the Chairman of the finance committee and up to four other members. The following applies to the elections:
- a) The general assembly of members elects the members of the Supervisory Board with concealed ballot papers.
  - b) The President, the Vice-President and the Chairman of the finance committee are elected in separate ballots, and the remaining members of the Supervisory Board – which can be up to four members – are elected in a joint ballot through a list election.
  - c) Each eligible voter has one vote for each post that is to be elected.
  - d) The person who has received more than half of the votes of the members eligible to vote (absolute majority) is elected. If none of the candidates receives an absolute majority in the first ballot for individual posts that are to be elected, the ballot is repeated for electing these posts.
  - e) If none of the candidates receives an absolute majority in the second ballot for the elected post of President, Vice-President, or Chairman of the finance committee, a tie-breaking vote is held for the respective post, with a choice between the two candidates with the most votes. The person who receives the most votes is elected. If both candidates receive the same number of votes, the Chairman of the meeting draws lots to decide who shall occupy the respective post.
  - f) If none of the candidates receives an absolute majority in the second ballot for one or more of the four additional posts that are to be elected, the ballot is repeated. In each respective case the candidate with the most votes is elected for the respective post. If both candidates receive the same number of votes, the Chairman of the meeting draws lots to decide who shall occupy the respective post.

- (3) The Supervisory Board has the following tasks, duties and powers:
- a) The Supervisory Board represents Welthungerhilfe externally and internally insofar as the representation is not left to the Executive Board.
  - b) The Supervisory Board decides on the appointment and dismissal of the secretary general and the other members of the Executive Board and regulates their service conditions.
  - c) The Supervisory Board appoints the members of the expert committee.
  - d) The Supervisory Board monitors and advises the Executive Board.
  - e) Within the framework of the guidelines stipulated by the general assembly of members the Supervisory Board decides on the basic positions and strategies of the development policy as well as on the basic principles of the project support.
  - f) The Supervisory Board decides on the economic plan that is to be presented to the general assembly of members for adopting a resolution and on the annual account that is to be presented to the general assembly of members for adopting a resolution.
  - g) The Supervisory Board may deploy a board of trustees and appoint its members. The board of trustees must support and advise the Supervisory Board and the Executive Board in the fulfilling of their tasks and duties. The Supervisory Board may define the tasks and duties of the board of trustees and stipulate its rules of procedure.
- (4) The President summons the meetings of the Supervisory Board and chairs them. The President acts internally and externally on behalf of the Supervisory Board. The Vice-President assumes the tasks and duties as well as the authorities of the President when the President is not available.
- (5) The Supervisory Board is competent to pass a resolution if at least half of its members, including the President or the Vice-President, is present.



- (6) The Supervisory Board may transfer individual tasks and duties as well as authorities to committees. It must deploy a financial committee. Persons who do not belong to the Supervisory Board may also be appointed as members of the committees. The majority of the committees must be members of the Supervisory Board. Apart from the financial committee, the committees must be chaired by the President or the Vice-President.
- (7) After their four-year term in office runs out the members of the Supervisory Board remain in office until their successors have been elected and have taken up their respective posts. The Supervisory Board's term of office begins with the completion of the general assembly of members in which the Supervisory Board is elected.
- (8) The members of the Supervisory Board act in an honorary capacity. They are only liable for intent and gross negligence.
- (9) The Supervisory Board may stipulate its own rules of procedure.

## **Section 9 Executive Board**

- (1) The members of the Executive Board are appointed and dismissed by the Supervisory Board.
- (2) The Executive Board consists of the secretary general and at least one further member.
- (3) The Executive Board is a Executive Board in the sense of Section 26 of the German Civil Code. Welthungerhilfe is jointly represented by two members of the Executive Board.
- (4) The secretary general chairs the Executive Board. The Executive Board passes resolutions with the majority of votes cast. In the case of a parity of votes the Chairman's vote is decisive.
- (5) The Executive Board conducts the business transactions of Welthungerhilfe, while observing the resolutions of the general assembly of members and of the Supervisory Board.

- (6) The Executive Board participates in an advisory capacity in the general assembly of members and in the meetings of the Supervisory Board, the meetings of the expert committee, the meetings of the committees used by the Supervisory Board and any meeting which the board of trustees might hold, unless the respective committee decides to meet without the Executive Board or without individual members of this board. The Supervisory Board must be regularly informed about the ongoing business transactions of Welthungerhilfe and immediately informed about its extraordinary business transactions. The Supervisory Board must be provided with all pertinent or requested information and documents must be made available and they must be allowed to be inspected.
- (7) If the expert committee speaks out against a programme or project plan (Section 10, sub-section 4), the Executive Board is only allowed to further pursue the programme or project plan if the Supervisory Board has approved it.
- (8) The Executive Board may give itself such rules of procedure, unless the Supervisory Board has enacted such rules of procedure.

## **Section 10 Expert committee**

- (1) The expert committee consists of up to 19 members, who are appointed by the Supervisory Board for the duration of the term of the Supervisory Board. If a member retires from the committee, a successor is appointed for the remaining term.
- (2) The expert committee is competent to pass a resolution if at least half its members, including the Chairman or Vice-Chairman, is present.
- (3) Regional committees which are formed by the expert committee with the approval of the Supervisory Board from its ranks can also be defined as expert committees in the sense of these Articles of Association. The Chairman and up to six members belong to the regional committees. The regional committees are competent to pass a resolution if at least three members, including the

Chairman of the expert committee or the Vice-Chairman, are present.

- (4) The expert committee checks the programmes and project plans that have been presented to it by the Executive Board or by the Supervisory Board in consultation with the Executive Board to determine whether they are worth supporting, taking into consideration the resolutions passed by the Supervisory Board (Section 8, sub-section 3 e).
- (5) The members of the expert committee serve in an honorary capacity. They are only liable for intent and gross negligence.
- (6) The expert committee gives itself rules of procedure, unless the Supervisory Board has enacted such rules of procedure. The rules of procedure must contain a regulation for electing the Chairman and the Vice-Chairman.

### **Section 11 Amendment of the Articles of Association**

Amendments to the Articles of Association require a majority of two thirds of all members.

### **Section 12 Dissolution**

- (1) A decision on a resolution for the dissolution of the association may only be passed with a two-thirds majority of all members.
- (2) The association must be dissolved if its purpose can no longer be achieved. A motion aimed at achieving this requires a three-quarter majority of all members.
- (3) For implementing the liquidation Sections 48 to 53 and 76 and 77 of the German Civil Code apply.

### **Section 13 Coming into force**

These Articles of Association were concluded on 29.11.2007 in the current form. They come into force on 1<sup>st</sup> October 2008.

**Welthungerhilfe, Bank Code 370 501 98, Account No. 1115**

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