

**Articles of Association
of UNO Flüchtlingshilfe e.V.
Status 18th April 2016**

§ 1 Name and registered office of the Association, financial year

The Association has the name "UNO-Flüchtlingshilfe e.V." with its registered office in Bonn. It is entered in the Register of Associations at the District Court of Bonn under no. 4539. The financial year of the Association is the calendar year.

§ 2 Purpose and activity of the Association

The purpose of the Association is to support refugees in need worldwide. The purpose of the Articles of Association is satisfied primarily by obtaining funds for

- a) relief work of the United Nations, in particular the United Nations High Commissioner for Refugees (UNHCR), as well as
- b) other organisations, which become involved in supporting refugees,

to achieve the tax-privileged purposes of these organisations.

In addition, the Association is active itself by informing the public about refugees and raising awareness of their situation: above all through exhibitions, poster campaigns, lectures and publications in all types of media (print, film and television, radio and the Internet, social media etc.).

Through this the UNO-Flüchtlingshilfe Association contributes to international understanding.

§ 3 Charitable status

- (1) The Association pursues purposes that are exclusively and directly charitable and benevolent within the meaning of the paragraph "Tax-privileged purposes" of the German Tax Code. The Association is wholly dedicated to charitable activities and does not primarily pursue purposes with a commercial interest.
- (2) The Association's funds can be used only for purposes in accordance with the Articles of Association. The members do not receive any financial benefits from the Association's funds in their capacity as members. Nobody may benefit from expenditure which is beyond the purpose of the Association or through disproportionately high remuneration.
- (3) Compensation for expenses can be paid to the members of the Board and anyone acting in any other honorary capacity for the Association within the statutory provisions.

§ 4 Membership

- (1) Ordinary members of the Association can be:
 - a) any natural person over 16 years of age,
 - b) any legal entity, in particular those whose responsibilities include supporting refugees in need.

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- (2) The Board will decide on applications for membership. In the event of a refusal, the person/entity who has been refused can call on the next meeting of members. The latter will make the final decision. The applicant has the right to attend and speak at this meeting of members under the appropriate item of the agenda.
- (3) Membership will end
- a) for natural persons when they die and for legal entities when they are terminated,
 - b) through resignation,
 - c) through exclusion.
- (4) Resignation is to be submitted in writing to the Board at the end of a financial year. The member remains obliged to continue to pay his contributions until the end of the financial year.
- (5) The Board will decide on the exclusion of a member. An exclusion is possible owing to a breach of member obligations (payment arrears of more than one annual contribution are also considered as such in particular), as well as gross violation of the interests and reputation of the Association. The member concerned will be granted an opportunity to express himself before the decision is taken by the Board. The exclusion is to be notified to the member concerned in writing with a statement of the reasons for the latter. The excluded member can call on the **next** meeting of members to reverse his exclusion. At this meeting of members the applicant has the right to attend and speak until the decision is taken.
- (6) The Board can admit supporting members as honorary members. The latter do not have a vote at the meeting of members.
- (7) If members or their relatives (spouses/children) enter into a contract of employment with the Association or if there are contractual relations between the latter and the Association, the voting right of the member will be suspended for the duration of the contract of employment or the contractual relations. This also applies if an employee of the Association or a contractor is admitted to the Association. In both cases the passive right to vote will also be suspended.

§ 5 Bodies of the Association

The bodies of the Association are:

- a) the meeting of members (supervisory body),
- b) the Supervisory Board (special supervisory body),
- c) the Board (managerial body)
- d) the auditors

§ 6 Meeting of members

- (1) The meeting of members is the highest body of the Association (supervisory body). It monitors the Board (managerial body) and adopts resolutions on all matters that are reserved for it by law or these Articles of Association. It can also adopt resolutions on all matters relating to the Association.

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- (2) The ordinary meeting of members takes place every year. The members are invited to attend in writing by the Board in a notification with the agenda at least three weeks in advance. The date of dispatch is the decisive date for the invitation.
- (3) Motions (topics of discussion) from the members must be submitted in writing to the Board no later than 14 days before the meeting of members. The Board must include the latter in the agenda. Motions, which are submitted after this date, may be discussed by the meeting of members if the latter determines their urgency in advance (§ 8 Paragraph 3).
- (4) The meeting of members can elect a participant to chair the meeting if a motion is put forward. If no corresponding motion is put forward, the meeting of members will be chaired by the Chair, or if the latter is prevented from attending, by the latter's deputies.
- (5) The meeting of members has the following responsibilities in particular:
 - a) receiving the Board's activity report,
 - b) receiving the report by the auditors including the annual accounts drawn up by the auditor.
 - c) determination of the annual accounts,
 - d) receiving the report by the Supervisory Board (special supervisory body)
 - e) discharge of the Board and the auditors,
 - f) adopting resolutions on motions,
 - g) election of the members of the Board, the Supervisory Board and the auditors as well as the ombudsman within the meaning of the anti corruption directive,
 - h) resolution on a contribution schedule
 - i) adopting resolutions on amendments to the Articles of Association.
- (6) An ordinary meeting of members can be convened at any time by the Board, the Supervisory Board or the auditors; it is to be convened if one-quarter of the members request this in writing indicating the purpose and the reasons.
- (7) Minutes are to be kept on the resolutions adopted by the meeting of members, which are to be signed by the person chairing the meeting.

§ 7 Resolutions adopted by the meeting of members

- (1) Every meeting of members that has been convened in accordance with the Articles of Association is quorate.
- (2) Insofar as the Articles of Association do not determine otherwise in individual cases, resolutions are adopted with a majority of the yes-votes over the no-votes. Abstentions do not affect the result.
- (3) Resolutions may be adopted only on topics of discussion if they have been mentioned in the invitation that has been sent out correctly or were included in the agenda by the meeting of members owing to their urgency at the start of their meeting.

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- (4) Resolutions on amendments to the Articles of Association (§ 6 Paragraph 5 letter i) require a majority of three-quarters of the yes-votes over the no-votes of the members attending. Without exception they may be passed only if the topic of discussion "Amendment to Articles of Association" indicating the provision(s) to be amended has been included in an invitation that has been sent out correctly.

§ 8 Elections

- (1) Elections to the bodies of the Association will take place in secret, insofar as the meeting at which the vote takes place does not decide anything to the contrary unanimously.
- (2) The three members of the Board (§ 10) will be decided through the election of individual candidates. If only one candidate is available for an office, he/she will be elected if he/she achieves the majority of the yes-votes over the no-votes in the first or a subsequent round of voting. If several candidates are available, a vote can be held on them together. In the election all those entitled to vote have only one vote each. In the first round of voting the relevant candidate is elected who achieves the most votes and at the same time the majority of validly cast votes.
- (3) If no majority is achieved in the first round of voting, one or several more rounds of voting will take place, in which new candidates can also put themselves forward. In the further rounds of voting the relevant candidate is elected, who achieves the most validly cast votes.
- (4) Insofar as the Articles of Association do not determine otherwise, elections can be held as a "list election". The relevant meeting at which the vote is being held will decide on this. In the case of list elections, each person who is entitled to vote has a maximum of votes that equals the number of elected positions to be filled. An accumulation of votes is not permitted. In the first round of voting those candidates are elected, who achieve the highest number of votes and for whom at the same time more than half the yes-votes were cast. In any additional rounds of voting that are necessary, in which new candidates can also put themselves forward for election, those candidates are elected, who achieve the relative majority of the valid votes cast. If several candidates have an equal number of votes, the decision will be made by drawing lots.
- (5) Further details regarding the election procedure can be determined by ballot regulations to be decided by the meeting of members.

§ 9 The Supervisory Board (special supervisory body)

- (1) UNO-Flüchtlingshilfe additionally appoints a Supervisory Board (special supervisory body) to monitor the Board (managerial body). Members of UNO-Flüchtlingshilfe can also be represented in the Supervisory Board.
- (2) However, no individuals may belong to the Supervisory Board who
- a) are members of the Board (managerial body),
 - b) are personally associated with members of the Board,
 - c) work as employees or honorary staff for UNO-Flüchtlingshilfe or any organisations or companies legally connected with the latter (an exception is the representative of the United Nations High Commissioner for Refugees –UNHCR- who does not have a right to vote – see Paragraph 3)

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- d) were instructed to provide advice or checks by UNO-Flüchtlingshilfe or are employed at such contractors, e.g. tax advisory and auditing companies.
- (3) The Supervisory Board consists of at least four and a maximum of six of the individuals elected by the meeting of members as well as a representative without a right to vote sent by the United Nations High Commissioner for Refugees. Chiefly people, who deal with or have dealt with refugees or refugee problems in a particular manner are considered as candidates for election to the Supervisory Board. In addition, at least one candidate should have experience in managing an organisation of the size of UNO Flüchtlingshilfe.
- (4) Conflicts of interest should be avoided if possible and must in any case be disclosed to the other members of the Supervisory Board and to the meeting of members.
- (5) The Supervisory Board has the following responsibilities and powers in particular:
- a) Advising and monitoring the Board in connection with the procurement of funds and their awarding as part of the responsibilities and purposes in accordance with the Articles of Association as well as public relations work in accordance with § 2 of these Articles of Association. It can attend every meeting of the Board for this purpose without a right to vote, submit motions and inspect all the documentation.
 - b) Monitoring the compliance of the agreements with the UNHCR by the Board,
 - c) Awareness of the annual accounts of the Association and approval of the annual budget.
- (6) The Supervisory Board will report to the meeting of members on its activities and the results of its work.
- (7) The members of the Supervisory Board will be elected for three years. Re-election is possible. The majority of the members of the Supervisory Board should however not belong to the latter for longer than ten years.
- (8) The Supervisory Board will give itself internal rules of procedure. It will meet regularly, at least three times per annum, of which at least two of these meetings must be in person. It is quorate if at least half of its members are present. The advisory functions will depend on the responsibilities of the Supervisory Board in accordance with Paragraph 4 and are more closely defined in its rules of procedure.
- (9) The members of the Supervisory Board generally work in an honorary capacity. Appropriate reimbursement of expenses remains unaffected by this.
- (10) If additional compensation for expenses or other remuneration is awarded, the reason and amount of this must be decided on by the meeting of members.

§ 10 The Board (managerial body)

- (1) The Board consists of the Chair and two deputies, who are elected in a secret vote for two years by the meeting of members from amongst the ordinary members. Re-election is permitted. Every member of the Board will remain in office until the election of his/her successor.

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- (2) The Board will manage the business of the Association in an honorary capacity. Appropriate reimbursement of expenses remains unaffected by this. If additional compensation for expenses or other remuneration is awarded, the reason and amount of this must be decided on by the meeting of members.
- (3) The Board will decide on all issues arising in connection with the management of the Association, in particular also the use of the incoming funds. It can appoint a managing director and other staff. It can establish offices.
- (4) The Board will represent the Association in court and out of court. Two members are each entitled to represent it together. The Board can stipulate further details in rules of procedure.
- (5) The Board is quorate if at least two of its members are present. § 7 Paragraphs 2 and 3 apply correspondingly to adopting resolutions.
- (6) The de-selection of a member of the Board is possible only with a majority of two-thirds of the validly cast votes in the meeting of members. A new Board member is to be elected at the same meeting.

§ 11 Rules on Membership Fees

The level of membership contributions will depend on the current rules on membership fees decided by the meeting of members. The membership fees are to be paid annually in advance in January.

§ 12 Annual accounts, budget

- (1) The Board will draw up a budget annually in advance. The annual budget is to be passed to the Supervisory Board for approval.
- (2) Annual accounts are to be compiled for every financial year.

§ 13 Auditing

- (1) Two auditors will be elected by the meeting of members. The provisions of § 8 Paragraphs 4 and 5 as well as § 10 Paragraph 6 apply accordingly to the election/de-selection of the auditors.
- (2) The auditors have the right to inspect the books at any time. They are to audit the annual accounts of the Board and to report on this at the next ordinary meeting of members. The Supervisory Board is to be notified in advance of the result of the audit.

§ 14 Winding-up of the Association

- (1) The Association can be wound up only in a meeting of members convened expressly for this purpose with a majority of three-quarters of the validly cast votes.
- (2) If the Association is wound up or if the tax-privileged purposes lapse, the assets of the Association will be assigned to the Deutsche Stiftung für UNO-Flüchtlingshilfe, Bonn, (German Foundation for UN refugee relief) for direct and exclusive use as refugee relief.

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§ 15 Editorial amendments to the Articles of Association

The Board is entitled to undertake editorial amendments to the Articles of Association that are necessary for entry in the Register of Associations at the District Court or that appear necessary for other reasons.

Bonn, 18th April 2016