

## STATUTES

### VISION HOPE INTERNATIONAL e.V.

#### **§1 Name, Seat, Business Year**

- (1) The name of the association shall be "Vision Hope International". After entry in the register of associations it shall bear the addition "eingetragener Verein", in the abbreviated form "e.V."
- (2) Its registered office is in Herbolzheim, Breisgau.
- (3) The business year is the calendar year.

#### **§2 Purpose and non-profit character of the Association, tasks**

- (1) The Association shall exclusively and directly pursue charitable or benevolent purposes within the meaning of the section "Tax-privileged purposes" of the German Tax Code. The purpose of the Association is to promote development cooperation and peaceful coexistence and to support persons in need in developing countries.
- (2) The purposes of the statutes shall be realised in particular by:
  - (i) Informing the public and promoting activities that create awareness of the problems of developing countries.
  - (ii) Helping people in acute need and supporting people who are dependent on the help of others due to their physical, mental or psychological condition.
  - (iii) Measures to improve living conditions and infrastructure, procurement of relief supplies and their transport.
  - (iv) Provision of aid in the event of natural disasters, famine, crop failure, etc.
  - (v) Help for self-help and the promotion of self-initiative (e.g. in the field of gainful employment).
  - (vi) Realisation of the rights laid down in the UN Convention on the Rights of the Child.
  - (vii) Mediation of child and project sponsorships.
  - (viii) Promotion of sustainable drinking water supply and environmentally sound sanitation.
  - (ix) Construction of sanitation facilities and accompanying hygiene counselling.
  - (x) Teaching projects to impart knowledge of a specific craft (e.g. for prisoners and orphans)
  - (xi) Measures to enable women in particular to participate in state-provided education.
  - (xii) Vocational training (e.g. computer courses, craft courses, other), which improve the income of the local population.

- (xiii) In-service training for teachers to improve the quality of teaching.
  - (xiv) Courses on basic health care and hygiene.
  - (xv) Training of health personnel, e.g. basic health workers and birth attendants
- (3) This purpose may also be achieved by raising funds to support other tax-privileged bodies pursuing the same aims and objectives.
- (4) The Association is politically independent and has no religious affiliation.

### **§3 Selflessness**

- (1) The association is selfless in its activities and does not primarily pursue its own economic purposes.
- (2) The Association's funds may only be used for purposes in accordance with the Statutes. Members shall not receive any benefits from the Association's funds. No person may be favoured by expenses that are alien to the purpose of the association or by disproportionately high remuneration and disproportionately high expense allowances.
- (3) The members of the Association may not receive any benefits from the funds of the Association in their capacity as members. The reasonable payment of board members, employees and assistants etc. is permissible.

### **§4 Membership, Acquisition of Membership**

- (1) The Association may have the following members:
- a) Sustaining members (without voting rights). Sustaining members are members who promote and support the work, aims and purpose of the Association in an appropriate manner, in particular through regular financial contributions.
  - b) Voting members. Any natural person who has reached the age of 18 and who is committed to Vision Hope International e.V. through active cooperation of a certain duration may become a voting member.
- (2) An application to become a sustaining member of the association can be made via an online form on the website of the association or by sending it to the address of the association. Natural persons or representatives of legal persons or partnerships are entitled to apply. In the case of minors, the application must also be signed by a legal representative. The legal representatives must undertake to pay the membership fees for the minor by means of a separate written declaration. After verification of the applicant by the management of the association, he/she will be admitted directly in the case of natural persons. In the case of legal persons and corporations, the Board of Directors shall vote on the admission of the applicant. Sustaining membership begins with the decision on admission. There is no right to be admitted as a supporting member.
- (3) The Executive Board shall decide on the admission or rejection of a voting member by resolution after a written application. Voting membership begins with the decision on admission. There is no legal entitlement to admission to the Association.
- (4) With the application for membership, the statute is recognised. The applicant shall be notified of the decision on the membership application. Digital notification by e-mail is permissible.

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

- (1) All members are obliged
  - a) to support the aims and interests of the Association,
  - b) to observe the statutes and by-laws of the Association and to comply with the resolutions and orders of the organs of the Association,
  - c) to report all data necessary for the proper administration of the Association to the Executive Committee or to any other person authorised to do so,
- (2) Sponsoring members have the right to make suggestions for projects and activities of the Association and to receive information on a regular basis. This applies in particular to information on the use of the funds.
- (3) Voting members have the right, within the framework of the statutory purpose, to submit proposals to the General Assembly on the content and work of the Association. Voting members have active and passive voting rights. They have equal voting rights. This can only be exercised in person.

## **§6 Termination of membership**

- (1) Membership with the right to vote shall expire
  - a) by death,
  - b) by written resignation, or
  - c) by exclusion.
- (2) Membership as a sustaining member ends
  - a) by death, in the case of legal entities by dissolution or in the case of partnerships by their termination,
  - b) by termination of the sustaining membership,
  - c) by cessation of regular membership fee payments,
  - d) by exclusion.
- (3) The exclusion of a member is only possible if there is an important reason. Good cause shall be deemed to exist in particular if the member
  - a) grossly violates the Statutes,
  - b) grossly violates resolutions and orders of the organs of the Association or
  - c) grossly violates the interests of the Association.
- (4) A resolution of the Executive Committee is required for expulsion. The member shall be given the opportunity to respond to the allegations in writing. The member shall be requested to do so in writing within a period of 14 days.
- (5) The decision on the exclusion shall be justified in writing and notified to the person concerned by registered letter.

- (6) The person concerned has the right to appeal against the exclusion decision. The General Assembly decides on the appeal.

### **§7 Membership fees**

The Association is financed by voluntary donations and public subsidies and does not charge membership fees.

### **§8 Organs of the Association**

- (1) The organs of the Association are:
- a) the Board
  - b) the General Assembly
- (2) Board members are entitled to reimbursement of expenses incurred. The General Meeting may decide on an appropriate allowance for the exercise of the Association's functions within the limits of the budgetary possibilities as defined in § 3 No. 26a EStG (Income Tax Act).

### **§Article 9 Executive Committee**

- (1) The Executive Committee of the Association shall consist of at least three and up to seven members elected by the General Meeting, namely:
- a) the 1st Chairperson,
  - b) the Vice-Chairperson(s),
  - c) the Treasurer,
  - d) the Secretary, and possibly other members.

Anyone who has reached the age of 18 and is a member of the Association may be elected.

- (2) If a position is not filled, the task can be taken over by another member of the Executive Committee on a provisional basis.
- (3) The 1st Chairperson and his/her Deputy represent the Association judicially and extra-judicially according to § 26 BGB. Each of them is entitled to represent the Association alone and is exempt from the restrictions of § 181 BGB. The Vice-Chairman shall be entitled to represent the Association internally only if the 1st Chairman is prevented, for whatever reason, from exercising his office.
- (4) At the beginning of the term of office, the Executive Board shall determine the internal distribution of tasks and responsibilities by resolution and shall regulate the details of the working methods of the Executive Board in rules of procedure.
- (5) The Executive Board may appoint one or more managing directors to handle the day-to-day business. His/her duties shall include, in addition to the conduct of current business in accordance with the general business instructions, the preparation of the financial plan and the annual report. The Executive Director(s) shall attend the meetings of the Executive Board and the General Assembly in an advisory capacity.

### **§10 Duties of the Executive Board**

- (1) The Executive Committee shall be responsible for all matters of the Association, unless they are assigned by the Statutes to the General Assembly or to another organ of the Association. It conducts the business of the Association, determines its guidelines and its main activities. In particular, it has the following tasks:
  - a) Preparing and convening the General Assembly and drawing up the agenda; b) Preparing and convening the General Assembly and drawing up the agenda;
  - b) Drafting the business plan and the annual budget;
  - c) Drafting the strategic plan of the organisation;
  - d) Decision-making on the admission and exclusion of members (supporting or voting members);
  - e) Appointment and dismissal of the Executive Director(s) and the recruitment of staff, including key expatriate staff (e.g. Country Director and his/her deputy)
  - f) Approval of the annual accounts and preparation of the annual report;
  - g) Conclusion of important contracts, including project contracts;
  - h) issuing guidelines for the organisation and its work;
- (2) The following matters of the Association require the prior approval of the General Assembly:
  - a) All transactions involving real estate;
  - b) Assumption of third party liabilities, e.g. guarantees, debt assumption, debt repayment: sureties, debt commitments, promises of debt and guarantees, which burden the association;
  - c) Granting of general powers of attorney;
  - d) Granting of funds, provided they are essential for an individual project of the Association and are granted outside the budget;
  - e) resolutions on the use of surpluses, the formation of reserves and the management of assets
  - f) taking up new fields of activity of the Association which are not yet the purpose of the Statutes (according to § 2 of these Statutes).
- (3) These limitations on the legal authority of the Executive Committee shall not be entered in the Register of Associations.
- (4) The Executive Committee may appoint committees for the planning and implementation of the affairs of the Association.

### **§11 Term of office of the Executive Board**

- (1) The term of office of the Executive Board of the Association shall in principle be 3 years from the date of election and acceptance of office. However, it shall remain in office until the election of a new Board. Re-election (also several times) of the Board members is permissible.

- (2) The office ends by death, by written notice of termination of the office four weeks before resignation, to be submitted to a member of the Executive Board, as well as by revocation of the Executive Board appointment by the General Assembly (dismissal). Furthermore, the office of a board member ends with the termination of membership in the association.
- (3) A dismissal is only possible for important reasons. An important reason is in particular if the board member commits a gross breach of duty or is incapable of conducting the business of the association properly.
- (4) If a member of the Executive Committee resigns before the end of the term of office, the remaining members of the Executive Committee may co-opt a substitute member into the Executive Committee from among the members of the Association until the next General Assembly. A maximum of two Executive Committee members may be co-opted.

### **§12 Resolutions of the Executive Committee**

- (1) Resolutions of the Executive Committee are passed in meetings. The 1st Chairman or the Vice-Chairman shall convene the meetings of the Executive Committee as required (but at least twice a year), stating the agenda. They shall also be held if the interests of the Association so require or if a member of the Executive Committee so requests. The meetings of the Board may be held by electronic means.
- (2) The Executive Committee shall be invited in writing, stating the agenda, with a notice period of two weeks, not counting the day of dispatch and the day of the meeting. Invitations by electronic means are permitted.
- (3) A Board member may be represented at the meeting by another Board member. No Board member may represent more than one other Board member.
- (4) The Executive Board has a quorum if, after proper invitation, at least half of its members are present or represented. If this is not the case, the Board shall be convened again within four weeks with the same agenda. It shall then be quorate irrespective of the number of members present,
- (5) Resolutions shall be adopted by a simple majority of the votes cast. Abstentions shall be considered as votes not cast. In the event of a tie, the vote of the 1st Chairperson, or alternatively the Vice-Chairperson, shall be decisive.
- (6) The Secretary shall prepare minutes of the Board meetings.
- (7) Resolutions of the Executive Board may be passed in ordinary and extraordinary meetings of the Executive Board, by circulation (also by e-mail) and by telephone or videoconference.
- (8) Each member of the Executive Board shall disclose any conflicts of interest and inform the other members of the Executive Board thereof without delay.

### **§13 Limitation of liability**

- (1) Members of the executive bodies or special representatives shall be liable to the Association for damage caused in the performance of their duties only in the case of intent or gross negligence. Sentence 1 also applies to liability towards members of the association.

- (2) If it is disputed whether a member of a body or a special representative has caused damage intentionally or through gross negligence, the Association or the member of the Association shall bear the burden of proof.

#### **§14 General meeting**

- (1) The general meeting is the supreme body of the association.
- (2) At the general meeting, each member with voting rights has one vote.
- (3) The General Assembly is responsible for the following matters:
  - a) Acceptance of the reports of the Board, the cash report and the auditor's report;
  - b) Discharge of the Executive Board on the basis of the auditors' report;
  - c) Adoption of resolutions on the budget and the annual report;
  - d) Election and dismissal of one or two auditors;
  - e) Election and dismissal, for important reasons, of members of the Executive Committee;
  - f) Resolutions on amendments to the Statutes and the dissolution of the Association.
- (4) In addition, the General Assembly is also responsible for the prior approval of the Association matters listed in §10, paragraph 2.

#### **§15 Convening and passing resolutions at the General Assembly of Members**

- (1) An ordinary General Assembly of Members shall be held at least once a year. It shall be convened by the Executive Committee with 2 weeks' notice in writing, stating the agenda. The period begins with the working day following the dispatch of the invitation. The invitation shall be deemed to have been received by the member entitled to vote if it is addressed to the last address given in writing by the member to the Association. Invitations by electronic means are permitted.
- (2) All members are entitled to submit written proposals on the agenda with reasons to the Executive Committee up to one week before the date of the General Assembly. This must be pointed out in the notice of the meeting with reference to the deadline.
- (3) Any General Assembly duly convened shall constitute a quorum irrespective of the number of members present.
- (4) At the beginning of the meeting, the General Assembly elects the chairman of the meeting and the keeper of the minutes on the proposal of the Executive Board.
- (5) Upon written request of at least 25% of the members and stating the agenda to be discussed, the Executive Committee shall convene an extraordinary General Assembly within one month after receipt of the request. The notice period is 1 week. In all other respects, the regulations for the ordinary General Assembly of Members shall apply analogously.
- (6) The General Assembly generally passes its resolutions by simple majority. Abstentions and invalid votes are not taken into account. A tie vote means rejection. The same applies to elections. If the required simple majority is not reached in an election, the election procedure shall be repeated and the relative majority shall decide. Resolutions of the

General Assembly may be passed in ordinary and extraordinary meetings, as well as by telephone or videoconference.

- (7) Amendments to the Statutes require a majority of 2/3 of the valid votes cast by the members present. For a resolution involving a change of purpose or the dissolution of the Association, a majority of 3/4 of the votes cast is required.
- (8) Voting and elections shall be open by show of hands. If a motion is made for a secret ballot or election, the General Assembly shall decide on this by a simple majority. Motions of urgency aimed at amending the Statutes, changing the purpose of the Association or dissolving the Association are not admissible.
- (9) The resolutions of the organs shall be recorded in writing and signed by the respective secretary and the chairman of the meeting. Minutes shall be kept as records of the results.

#### **§16 Cash audit**

- (1) The General Assembly shall elect two auditors for a term of two years, who shall not be members of the Executive Committee or of a committee appointed by the Executive Committee and who shall not be employees of the Association.
- (2) If an elected Treasurer resigns during the term of office, for whatever reason, the General Assembly may appoint another member of the Association to serve for the remaining term of office of the Treasurers until the next regular election.
- (3) The auditors shall be responsible for auditing all the funds of the Association, including the cash fund. The auditors shall be entitled and obliged to carry out a comprehensive audit of the accounts, including the vouchers, with regard to factual and arithmetical matters.
- (4) The auditors shall submit an audit report to the General Assembly, explain it and, if the cash transactions are conducted properly, propose the discharge of the Executive Board. In the event of any objections, the Executive Board must be informed beforehand.

#### **§17 Data protection**

- (1) The collection and processing of personal data of members and employees by the Association shall only take place to the extent necessary to fulfil the purpose of the Statutes or in individual cases with the express consent of the person concerned.
- (2) The collection and processing of personal data shall be carried out in accordance with the provisions of the EU Data Protection Regulation and the Federal Data Protection Act.

#### **§18 Dissolution of the Association and accrual of assets**

- (1) The dissolution of the Association can only be decided in an extraordinary General Assembly convened for this purpose with a notice period of four weeks.
- (2) At least 2/3 of all members entitled to vote must be present at this meeting. If this majority is not reached, another general meeting must be convened within 14 days, which then has a quorum regardless of the number of members present. This must be expressly pointed out in the invitation.
- (3) A majority of 3/4 of the votes cast is required to dissolve the Association.



- (4) Unless the General Assembly decides otherwise, in the event of the dissolution of the Association, the members of the Executive Committee are appointed as liquidators in accordance with § 26 BGB.
- (5) In the event of the dissolution or termination of the Association or in the event that tax-privileged purposes cease to exist, the assets of the Association shall pass to Humedica e. V., Kaufbeuren, which shall use them exclusively and directly for charitable or benevolent purposes. Should this not be possible, the assets of the Association shall then pass to another tax-privileged corporation for the purpose of promoting development cooperation.

#### **§19 Validity of the Statutes**

- (1) These Statutes were adopted by the General Assembly on 20.10.2022 and shall enter into force upon entry into the Register of Associations.
- (2) All previous statutes of the association shall cease to be in force with the entry of these statutes.

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Marcus Rose  
*1. Vorsitzender*

Matthias Böhning  
*Stellvertretender Vorsitzender*