

Statutes of Solidaridad Deutschland e.V.

Article 1 Name and Registered Office

- (1) The Association shall bear the name Solidaridad Deutschland and shall be domiciled in Freiburg im Breisgau, Germany. The Association shall pursue, exclusively and directly, charitable purposes within the meaning of the section on "Tax-Privileged Objectives" in the German Fiscal Code.
- (2) The Association shall be entered in the Register of Associations and subsequently bear the suffix e.V. (eingetragener Verein, registered charitable association)
- (3) The business year shall correspond to the calendar year.

Article 2 Object

- (1) The object of the Association shall be the promotion of development cooperation, education, as well as adult and vocational education.
- (2) The object of the Association shall in particular be realized by combating poverty.
- (3) In addition, the Association shall be permitted to promote, conceptually and financially, other tax-privileged bodies, and public bodies engaged in the conceptual and material promotion of development cooperation and of education, as well as adult and vocational education within the meaning of section 58 no. 1 of the German Fiscal Code.
- (4) As an independent organization, the association supports the activities and goals of the Solidaridad network, which is systematically committed to fighting poverty and promoting sustainable economic development in developing and emerging countries.
In this context, sustainable development shall be interpreted in the same way as defined by the German Federal Ministry for Economic Cooperation and Development (BMZ), as acting now with no possibility of restricting future generations.
- (5) Only organizations and projects are supported which are conducive to the realization of the purpose (Article 2, 1-4). This is done, for example, by promoting help for self-help in the form of lectures, training courses and training programs in agriculture, which aim to improve rural development and the living conditions of the local population.
- (6) The development and dissemination of information promotes understanding of the social and economic contexts in emerging and developing countries and strengthens the social responsibility and willingness to help of the population living in Germany for the people living there.

Article 3 Charitable Status

- (1) The Association shall be a charitable organization; it shall not primarily pursue its own economic purposes.

- (2) The Association's financial resources shall only be able to be used for the purposes defined in the Statutes. The members shall not receive any allowances from the Association's finances.
- (3) No person shall benefit from expenditure that is not related to the purpose of the Association or from inappropriately high remuneration.

Article 4 Remuneration of Activity on Behalf of the Association

- (1) Provide that this statute does not specify anything to the contrary, the duties of officers of the Association shall be carried out on a voluntary basis.
- (2) If required, the duties of officers of the association shall be able to be carried out, within the possibilities of budget law, in return for payment on the basis of an employment contract, or against payment of an appropriate expense allowance, which can also be a lump sum.
- (3) The management shall make any decision relating to activity on behalf of the Association in return for payment as defined in para. 2 above, including any decision about the contents of said contract and termination of the contract.
- (4) Within the parameters defined in para. 2 above, the management shall be authorized to commission activities on behalf of the Association in return for the payment of appropriate remuneration or expense allowance and/or employ full-time employees to complete management tasks.
- (5) Further details shall be regulated by the Association's Rules of Procedure, which the Board shall resolve if it so wishes.

Article 5 Membership

- (1) Only natural persons shall be permitted to be members of the Association.
- (2) Membership shall be acquired through written application to the Board.
 - a. The General Meeting of Members shall decide on admittance to membership of the Association.
- (3) Membership shall end through voluntary resignation (termination), death, or exclusion from the Association.
 - a. Voluntary resignation from the Association shall only occur by written declaration and only at the end of a month. There is a notice period of one month.
 - b. The exclusion of a member will be valid on the day of decision by the General Assembly.
- (4) No fees shall be charged for regular membership in the Association.
 - a. It shall be possible to have sponsoring membership.
- (5) Further details shall be governed by the Association's Rules of Procedure, which the Board shall resolve if it so wishes.

Article 6 Bodies of the Association

Bodies of the Association shall be

- A. the General Meeting of Members
 - B. the Board
 - C. the management as special representatives within the meaning of section 30 of the German Civil Code (BGB).
- (1) The General Meeting of Members shall be the main decision-making body of the Association.
- a. It shall make decisions relating to amendments to the By-law as well as to the admission and resignation of members.
 - b. Further duties of the General Meeting shall be the appointment and dismissal of members of the Board, as well as the approval of the actions of the Board and management.
 - c. Unless regulated separately in these Statutes, the General Meeting shall adopt resolutions by means of a two thirds majority of the votes cast.
 - d. The majority of the members consist of people who do not fulfill any other supervisory and control functions within the Solidaridad network, with the exception of Solidaridad Deutschland e.V.
- (2) The Board shall be made up of the Chair(wo)man and up to three other members.
- a. The board consists of people who do not perform any other supervisory and control functions within the Solidaridad network, with the exception of Solidaridad Deutschland e.V.
- (3) The association is individually represented by each member of the board of directors.
- (4) The Board and its Chair(wo)man shall be elected by the General Meeting of Members with a two thirds majority for a period of five years. Reelection shall be permissible.
- a. The General Meeting of Members shall be authorized, citing an important reason, to dismiss the entire Board or individual members of the Board prior to the end of the term of office.
 - b. Members of the Board need not be members of the Association.
 - c. The Board shall be responsible for enforcing the Statutes and appointing the management. It shall resolve Rules of Procedure if it so wishes.
- (5) The Board shall be authorized to appoint up to three managing directors as representatives within the meaning of section 30 BGB for day-to-day business administration.
- a. Their field of activity and power of representation can be defined in a Rule of Procedure resolved by the Board.
 - b. The appointment of new managing directors requires a resolution by the general meeting.
- (6) The management shall comprise a senior managing director and up to two further managing directors.
- a. The members of management shall work full-time and shall receive remuneration. They need not be members of the Association.
 - b. In the event of a management position being vacant the Association Board shall perform the relevant duties.

Article 7 General Meetings and Resolutions

- (1) The Ordinary General Meeting shall be held annually and shall be convened by the Board.
 - a. At the Meeting, the Board shall report on the last business year.
 - b. The period of notice for convening the Meeting shall be 28 days.
 - c. With regard to every General Meeting, the following shall apply: The Board shall accept proposals for the agenda, set said agenda, organize and hold the Meeting, and document resolutions.

- (2) Members of the Association shall be able to call for Extraordinary General Meetings.
 - a. This shall require informal notification in text form to the Board by at least three members.
 - b. The Board shall then schedule an Extraordinary General Meeting within 28 days. The period of notice shall be seven days.
 - c. Should the Board fail to comply with the demand for a General Meeting of Members by this deadline, the members themselves shall to convene a General Meeting. The period of notice shall be seven days.

- (3) The Board shall be able, at any time, to schedule votes by the General Meeting of Members.
 - a. Questions to be voted on shall be sent to members at least ten days prior to the relevant casting of votes.
 - b. The Board shall document the results of each vote and inform members accordingly with seven days of conclusion of voting.

- (4) Every member of the Association shall be entitled to vote.
 - a. Members shall be able to take part in a meeting of the Association by means of telephone or video conference.
 - b. Members shall each be able to represent another member for voting. To this end they shall require transfer of the voting right in text form.

- (5) Meetings of the Board shall be held as required and can be held by means of telephone or video conference.
 - a. There shall be no need for a period of notice.
 - b. The meetings of the Board shall be chaired by the Chair(wo)man, and should he or she be prevented, by one of the other members of the Board.
 - c. Resolutions shall be adopted by simple majority. Resolutions opposed by the Chair(wo)man shall be ineffective.

- (6) Amendments or additions to the statute that are stipulated by the relevant registration authority or the tax authority shall be put into practice by the Board and shall not require the General Meeting of Members to pass a resolution. The members shall be informed of these at the latest with the invitation to the next General Meeting of Members.

- (7) The members of the Association shall be obligated to inform the Board and the management of their postal and e-mail addresses, as well as of any changes to these.
 - a. Should a member of the Association be unable to be informed about a vote due to missing or incorrect address data, and consequently not make use of their voting right, the result of the vote shall be valid without the relevant vote. In this case the vote shall not be counted.

Article 8 Circulation Procedure, Digital General Meetings

- (1) Resolutions of the Board meeting and the General Meeting of Members can be adopted by circulation, outside of a meeting, in writing or by e-mail.
- (2) For a vote to be cast in writing, the person entitled to vote shall be given a written deadline that is at least seven days after dispatch of the written notification.
 - a. Should no answer be received by this deadline it shall be assumed that the relevant person has abstained from voting.
 - b. Fax and e-mail shall also be recognized as means of written notification and voting.
- (3) Meetings of the Board and General Meetings of members can be held as physical gatherings or as telephone or video conferences.
 - a. The body issuing the invitation shall make a decision in this respect at its discretion and shall inform the members accordingly in the invitation.
 - b. A Rule of Procedure, which the Board shall be able to decree, shall regulate further details.

Article 9 Dissolution of the Association / Discontinuation of Previous Tax-Privileged Object

- (1) In the event of the dissolution or annulment of the Association or the discontinuation of tax-privileged object, the assets of the body shall, following the settlement of debts and liabilities, be assigned to a legal entity under public law or another tax-privileged body to be used to promote development cooperation.

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Version	Date	Approved by
1.0	8th February 2018	Founding assembly of the members
2.0	November 2019	Written circulation approval by all members
3.0	18th March 2021	General Assembly of Members

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