



Preamble to the Statutes of *Kindernothilfe*

*He called a little child to him,
and placed the child among them,*

*And he said: Truly I tell you, unless you change and become
like little children, you will never enter the kingdom of heaven.*

*And whoever welcomes one such child in my name welcomes
me.*

Matthew 18, 3 and 5

Kindernothilfe derives its energy from God's love and promise for His world.

In following Jesus on the path of righteousness, *Kindernothilfe* works to promote universal human rights and to protect children's rights by overcoming exploitation, poverty and violence.

In the spirit of Christian charity, *Kindernothilfe* places children in the centre of its work. In respecting their dignity, it endeavours to protect the right of every child to life and to develop into an adult and works to preserve natural resources that are necessary for the survival of future generations.

Kindernothilfe bases its work on international human rights agreements, and in particular on the UN Convention on the Rights of the Child. Its aim is to ensure that children's rights are given priority worldwide.

Kindernothilfe attracts people who are touched by the fate of children and who are willing to assume responsibility in the long term.

In its programmes, projects, educational work and PR work, *Kindernothilfe* involves children and listens to them. We strengthen the children and their family and social environment and enable them to exercise their rights and to play an active role in shaping their future.

On this basis, *Kindernothilfe* sets out the following Statutes of the Association:

Article 1 - Name and Headquarters of the Association

The Association's name is "Kindernothilfe e.V.", and it has its registered office in Duisburg. It is listed in the legal register of associations of the Local Court of Duisburg.

Article 2 - Purpose of the Association

1. In order to fulfill the social and missionary commission of the followers of Jesus Christ, the Association aims to promote love of neighbor and a sense of responsibility for needy children and young people in our One World, especially in Asia, Africa, and Latin America, as well as to eliminate this state of need.
2. In Germany and Europe this is accomplished primarily by means of information and education, fundraising, cultivating and maintaining sponsorships, as well as through the Association's involvement in development cooperation networks. It can also cooperate with other associations, foundations, and federations, provided they serve the same or similar purposes. In developing countries, Kindernothilfe fulfills its statutory tasks mainly by supporting projects and programs undertaken by local churches and Christian organizations.

(Certified translation from German)

3. Partner institutions, projects, and programs aim to assist the physical, mental, cultural, and social development of children and young people irrespective of gender, religion, race, or nationality. In this way, young people experience the gospel of the love of God in Jesus Christ in both word and deed. With the aim of sustainability, the partners – or their associated project partners in each country – contribute to the fight against poverty, the achievement of social justice, and the preservation of the environment.
4. This work, which involves local churches, partners, and projects, consists in directly supporting children and young people within their social context (education in schools, outside schools, and in vocational training supported primarily through sponsorships) as well as in financing development plans (for example, to increase family income, for community development, and for building up the necessary infrastructure).
5. In addition, Kindernothilfe can make funds available to its partners for the following purposes:
 - Ongoing, professional training and social service education for their personnel
 - Awareness-raising work in the partner's country, as well as campaigns and lobbying work to promote the rights of children and young people
 - Ongoing training for project partners to ensure better utilization of local resources for their work with young people
 - Construction or improvement of buildings to accommodate work with children and young people
 - Coordination of and cooperation with the associated project partners, ensuring the proper use of allotted funds
 - Humanitarian aid as an integral part of development cooperation work.
6. The Association's tasks will be carried out in a spirit of social service in keeping with the nature and outlook of the evangelical churches. In this sense, Kindernothilfe is open to working together not only with persons of an evangelical confession, but also with all those who are members of churches participating in the ACK (Working Group of Christian Churches in Germany). Members of the Administration Board, members of the Executive Board of Directors, and Department Heads must, as a rule, belong to an evangelical confession. Other employees must, as a rule, belong to a church which participates in the ACK.

Article 3 - Charitable Status

1. In carrying out the tasks described in Article 2, the Association directly and exclusively pursues charitable purposes in accordance with "tax privileged purposes" as defined in the German Tax Code. The Association is a not-for-profit institution and undertakes primarily charitable work.
2. Association funds may be used only for those purposes described in its statutes.
3. Association members have no claim on its assets or profits, and may not receive any other benefits from Association funds. When work is undertaken by members on behalf of the Association, they are entitled only to the reimbursement of expenses. This, however, does not affect the payment of reasonable remuneration for services rendered under an employment contract or a special, individual work order.
4. No person may receive special benefit through expenditures that are not in keeping with Association purposes, or through an unreasonably high level of remuneration.

(Certified translation from German)

5. The Association is a member of the Diaconic Social Services of the Evangelical Church in the Rhineland (recognized as the leading association of welfare service providers) and, at the same time, is affiliated with the Diaconic Social Services of the Evangelical Church of Germany.

Article 4 - Membership

1. Natural or juristic persons who affirm and support the work and purposes of the Association may become members of the Association. To be a member, natural persons must, as a rule, belong to a church that participates in the ACK. Juristic persons must also be affiliated with such a church to be a member. Every member shall pay the membership fee set by the Association's Annual General Assembly. A partial or full exemption from the payment of membership fees in individual, well-founded cases shall be decided upon by the Executive Board of Directors with the consent of the Administration Board.
2. Membership must be applied for in writing and shall be approved by the Executive Board of Directors with the consent of the Administration Board.
3. Membership shall be terminated through death, resignation, or expulsion. It shall expire when no payment has been made to the Association for a two-year period. A termination of membership must be made in writing to the Executive Board of Directors. A member may be expelled on cogent grounds through a resolution by the Administration Board, which shall then be deemed final, particularly in cases where the member's conduct conflicts with the Association's reputation and purpose. The person concerned must be given the opportunity to state his / her case. Grounds for expulsion must be submitted to the person concerned in writing.

Article 5 - Bodies of the Association

1. The bodies of the Association are:
 - a) The Annual General Assembly
 - b) The Administration Board
 - c) The Executive Board of Directors
2. When filling positions in these bodies, the relationship with churches shall be taken into consideration.
3. Members of the Administration Board and the Executive Board of Directors must, as a rule, also be members of the Association.

Article 6 - Annual General Assembly

1. The Annual General Assembly, led by the Chairperson of the Administration Board (President of Kindernothilfe) shall meet once a year. The Chairperson shall send out a written invitation and agenda no later than two weeks before the date of each meeting.
2. A general assembly must be convened within four weeks in the event that the Administration Board or at least one twentieth of the Association members calls for a meeting, specifying the grounds in writing.
3. The General Assembly shall constitute a quorum when at least 20 members, who are not Association employees, are present. If a quorum cannot be formed in the General Assembly, the Chairperson must close the meeting. In this instance, the Chairperson must, in compliance with the requirements of Article 6, paragraph 1, clause 2, set a new date for an Assembly meeting within the following 4 weeks. This Assembly meeting shall constitute a quorum regardless of the number of attending members. This fact must be expressly indicated in the invitation. Resolutions shall be passed – irrespective of stipulations in Article 9, paragraphs 1 & 2 – by a simple majority of the valid votes cast; abstentions shall not be counted. In the event that an equal number of votes are cast, the resolution shall not be passed.

(Certified translation from German)

4. Minutes shall be taken regarding all General Assembly resolutions. They shall be signed by the chair of the Assembly meeting, the Assembly secretary, and one other Association member, and subsequently made available to the Association members.
5. The Annual General Assembly shall have the following duties:
 - a) To elect the Administration Board
 - b) To receive the reports submitted by the Executive Board of Directors and the Administration Board
 - c) To appoint the auditors for the new fiscal year
 - d) To accept the Annual Financial Report and to formally approve the activities of the Executive Board of Directors and the Administration Board
 - e) To set membership fees
 - f) To amend the Statutes
 - g) To pass resolutions regarding election rules
 - h) To pass resolutions regarding the dissolution of the Association

Article 7 - The Administration Board

1. The Administration Board shall consist of a minimum of ten and a maximum of twenty members and shall have the following duties:
 - a) To appoint and remove members of the Executive Board of Directors (Art. 8.3) in consultation with the Foundation Council of the Kindernothilfe Foundation.
 - b) To supervise and monitor the activities of the Executive Board of Directors
 - c) To pass resolutions on matters specified in Article 8
 - d) To constitute committees to advise the Administration Board and the Executive Board of Directors regarding, among others, the areas of fundamental principles, overseas work, work in Germany / public relations, finance / administration, and personnel. The committees shall be assigned specific tasks by the Administration Board. Their method of work is defined in the rules of procedure of the Administration Board.
 - e) To appoint up to four members to the Administration Board
2. Up to 16 members of the Administration Board shall be elected by the Annual General Assembly. Up to four members shall be appointed by the Administration Board. One of the members to be appointed shall be a member of the Foundation Council of the Kindernothilfe Foundation and shall be appointed in line with the suggestion of the Foundation Council. Each term of office for all members of the Administration Board shall be four years, whereby re-election and reappointment are possible. The preparation and conduct of the election shall be assigned to a nominating committee (NC). Details regarding the nominating committee and the election of the Administration Board shall be stipulated in election regulations to be approved by the Annual General Assembly in accordance with Article 6, no. 3.
3. In its first meeting after the Annual General Assembly, the Administration Board shall elect from among its members the Chairperson (President of Kindernothilfe), as well as one member as Vice-Chairperson, and one as Second Vice-Chairperson. Each shall hold a two-year term with the possibility of re-election.
4. The meetings of the Administration Board chaired either by the Chairperson (President of Kindernothilfe) or one of the Vice-Chairpersons, shall be held three times a year. A meeting of the Administration Board must be convened within two weeks if the Board executives or at least three Board members call for a meeting and specify their reasons in writing. The members of the Executive Board of Directors shall take part in the meetings of the Administration Board, with the exception of consultations regarding Article 7.1 a and b.
5. At least two weeks before a meeting of the Administration Board, the Chairperson shall distribute a written invitation and agenda to its members. The Administration Board shall constitute a quorum when at least half of its members are present. Unanimity should be sought in making resolutions. Resolutions shall be passed by a simple majority of votes cast by the members of the Administration Board, whereby abstentions and invalid votes shall not be counted. In the event that an equal number of votes are cast, no resolution shall be passed.

(Certified translation from German)

6. Minutes shall be taken on the resolutions of the Administration Board, and must be signed by the chair of the meeting and one other member of the Administration Board. In urgent cases, the Chairperson may call for a written vote on a resolution without holding a meeting of the Administration Board, provided that no member of the Board objects to this form within 10 days of the document being mailed. A three-quarters majority of votes cast shall be required for the written approval of a resolution. Resolutions approved in this way must be included in the agenda of the following Administration Board meeting.

Article 8 - The Executive Board of Directors

1. The Executive Board of Directors shall consist of two, or at most, three members, and is made up of
 - a) the Chairperson
 - b) and up to two Vice-Chairpersons

The members of the Executive Board of Directors shall, as a rule, be full-time paid employees.

2. The Executive Board of Directors shall represent the Association both judicially and extra-judicially; it shall be responsible for managing the business of the Association. Two members of the Executive Board of Directors must be involved in the submission of a declaration in order for it to be legally binding.
3. The members of the Executive Board of Directors shall be appointed by the Administration Board in consultation with the Foundation Council of the Kindernothilfe Foundation with a two-thirds majority of votes cast. The Administration Board can remove Board of Directors members from office in consultation with the Foundation Council of the Kindernothilfe Foundation with a two-thirds majority of votes cast.
4. The Executive Board of Directors shall be responsible for managing business. However, it does require the consent of the Administration Board for the following decisions:
 - a) Opening new areas of work and expanding into a new country; terminating this work
 - b) Annual guidelines and budget plans
 - c) Rules of procedure for the Executive Board of Directors
 - d) Individual investments exceeding EUR 50,000, when not included in b)
 - e) Purchase, sale or mortgaging of real estate, with the exception of the sale or mortgaging of real estate that was inherited or received as a gift. Such real estate may be sold or mortgaged without the consent of the Administration Board
 - f) Securing loans
 - g) Approving new Association members and, in well-founded cases, exempting members from membership fees, either partially or completely

The Directors' obligation to seek the consent of the Administration Board specified under a) through d) and g) is only of internal significance for the Association.

Article 9 - Statutory Changes and the Dissolution of the Association

1. In order to amend the Statutes or the purpose of the Association (Article 2), a majority of three-quarters of votes cast is required in both the General Assembly and the Administration Board.
2. The dissolution of the Association requires a majority of three-quarters of votes cast in the General Assembly.
3. If the Association is dissolved or annulled or its present purpose invalidated, its assets shall devolve upon another highly recognized, tax privileged, church-related body to be used in the service of needy children and young people, and must thereby exclusively and directly be used for charitable purposes in accordance with "tax privileged purposes" as defined in the German Tax Code. Resolutions regarding the future use of the assets may only be implemented after they have been approved by the tax authorities.

(Certified translation from German)

4. In the event that the Association is dissolved, the Chairperson of the Administration Board, the Chairperson of the Executive Board of Directors, and an independent lawyer or notary shall act as liquidators.
5. Resolutions regarding statutory changes relating to the purpose of the Association, its relationship with the Church, or its dissolution, require the approval of the Diaconic Social Services of the Evangelical Church in the Rhineland.

The present version was approved by the ordinary Annual General Assembly on 28/05/2016 and was registered in the register of associations of the Local Court of Duisburg under No. 1336 on 08/09/2016.

Last amended: September 2016