



## **Preamble to the Statutes of Kindernothilfe e.V.**

He called a little child to him, placed the child among them and 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 for His world.

Jesus devoted himself to helping all kinds of people, regardless of culture, gender and religious persuasion. In His name and in keeping with His actions, we devote ourselves in particular to helping children. In respecting their dignity, we endeavour 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.

As a champion of children’s rights, we base our work on international human rights agreements – and in particular on the UN Convention on the Rights of the Child – and take active measures around the world to ensure that the rights of children are respected and that priority is given to their best interests.

We attract people who are touched by the fate of children and who are willing to assume responsibility.

In our programmes, projects, educational work, PR work and advocacy work, we involve children and listen 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. We at Kindernothilfe help children in need. We are active above all in the poorest parts of the world. Here, we support programmes and projects in which education and community development are accorded particular importance. We strengthen local civil society structures and work, based on shared values, with, preferably, local Christian partners (generally local or locally active non-governmental organisations, church organisations and charities – these will be referred to hereinafter as partner organisations/partners) who work effectively in the interest of children’s rights in their international and national context and are active in relevant networks. In this way, we contribute to expanding people’s economic, social and political scope for action and safeguarding this in the long term. We provide humanitarian aid. Children are the

focus of both our emergency aid and reconstruction aid. In Europe, too, we help children who are in dire need, for example who are refugees or even victims of human trafficking. Above all, we also promote, in this regard, the public awareness regarding development policy, and are the champions of children in need around the world *vis-à-vis* political and administrative decision-makers. We motivate people to work with passion in the interests of children. To this end, we offer many ways for people to actively make a difference.

2. In carrying out its tasks, the Association pursues the following tax-privileged purposes:

- Promotion of aid for children and young people
- Promotion of education
- Promotion of child development
- Promotion of environmental protection
- Promotion of development cooperation work

The Association's purposes are pursued in Germany and Europe, among other things through involvement in networks and by working together with other associations, foundations and organisations that share the same or similar purposes.

The Association works towards its purposes in Asia, Africa, Latin America, Europe and elsewhere by enlisting partners. In their respective countries, the partners contribute to efforts to combat poverty, achieve social justice and protect the environment.

In doing so, the independence of Kindernothilfe e.V. is to be preserved.

3. Children and young people and their education are promoted in the institutions, projects and programmes of Kindernothilfe's partners. Part of Kindernothilfe's funds is used for this purpose.

Funds for children and young people are used regardless of gender, religion, nationality, or ethnic, social or national background to promote the physical, mental, cultural and social development of children and young people.

4. The work of partners in the supported projects consists of providing direct support for 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 the interests of promoting the welfare and education of children and young people, Kindernothilfe can also 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 countries, as well as campaigns and lobbying work to promote the rights of children and young people;
- Ongoing training for project partners to ensure better utilisation of local resources for their work with young people;

- Construction/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. By achieving its purposes of promoting the welfare and education of children and young people in Asia, Africa, Latin America and Europe, Kindernothilfe – together with its partners – makes a contribution towards economic and social development. At the same time, this also achieves the purpose of promoting development cooperation.
  7. Education is promoted in Germany, Europe and the rest of the world. Here, the Association promotes measures for informing and educating different parts of society, including about children's rights in the One World. In addition, the Association organises training events and communicates information using a variety of media and communication forms.
  8. To achieve the purpose of promoting environmental protection, Kindernothilfe shall work to ensure that a sustainable, resource-friendly approach is taken in Germany and other countries of the world with regard to the living environments (creation) of people in the One World. Kindernothilfe helps to avoid damage being done to people's natural environments and, in other cases, helps to re-establish these sustainably. This is done for example by imparting knowledge in order to improve protection for living environments, and by this knowledge being taken into account in institutions, projects and programmes run by Kindernothilfe partners.
  9. For purposes set out in its Statutes, the Association can also enlist the help of auxiliary persons as defined under section 57(1) sentence 2 of the German Tax Code (AO).
  10. The Association's tasks will be carried out in a spirit of social service in keeping with the nature and outlook of the Protestant churches.

In this sense, Kindernothilfe is open to working together not only with persons of a Protestant confession, but also with all those for whom the words and deeds of Jesus Christ provide important guidelines and, if possible, belong to a church participating in the ACK (Working Group of Christian Churches in Germany).

Executive Board members should be members of a Protestant church, but in all cases a member of an ACK church. Administrative Board members and employees should be members of an ACK church. At the same time, these shall all subscribe to Kindernothilfe's purposes and its Protestant charitable profile.

### **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 as part of an employment relationship 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.
5. The Association is a member of Diakonisches Werk Rheinland-Westfalen-Lippe, recognised as the leading association of welfare service providers and is therefore also affiliated with Evangelisches Werk für Diakonie und Entwicklung [Protestant Agency for Diakonie and Development, EWDE).

#### **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. Natural persons who are members should be members of an ACK church. To be a member, juristic persons should also be affiliated with an ACK church. Every member shall pay the membership fee set by the Association's Annual General Assembly (Article 6.5 e). A partial or full exemption from the payment of membership fees in individual, well-founded cases shall be decided upon by the Executive Board with the consent of the Administrative Board.
2. Membership shall be applied for in writing and shall be approved by the Executive Board with the consent of the Administrative Board.
3. Membership shall be terminated through death, resignation or expulsion. A termination of membership shall be made in writing to the Executive Board. A member may be expelled on cogent grounds through a resolution by the Administrative Board, which shall then be deemed final, particularly in cases where the member's conduct conflicts with the Association's reputation or purpose. The person concerned shall be given the opportunity to state his/her case. The grounds for expulsion shall be submitted to the person concerned in writing. Membership shall expire automatically if no membership fees are paid for two years.

#### **Article 5 – Bodies of the Association**

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

## **Article 6 – Annual General Assembly**

1. The Annual General Assembly, led by the Chairperson of the Administrative Board, 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 shall be convened within four weeks in the event that the Administrative Board or at least one twentieth of the Association members call for a meeting, specifying the grounds in writing.
3. The General Assembly shall constitute a quorum when at least twenty members, who are not employees of Kindernothilfe, are present. If a quorum cannot be formed in the Annual General Assembly, the Chairperson shall close the meeting. In this instance, the Chairperson shall, in compliance with the requirements of Article 6(1) sentence 2, set a new date for an Assembly meeting within the following four weeks. This Assembly meeting shall constitute a quorum regardless of the number of attending members. This fact shall be expressly indicated in the invitation.
4. Resolutions shall be passed – irrespective of stipulations in Article 9 (1 and 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.
5. Minutes shall be taken regarding all General Assembly resolutions. They shall be signed by the person chairing the Assembly meeting, the Assembly secretary, and one other Association member, and subsequently made available to the Association members.
6. The Annual General Assembly shall have the following duties:
  - a) To elect the Administrative Board (Article 7.2)
  - b) To receive the reports submitted by the Executive Board and the Administrative 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 Administrative 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 Administrative Board**

1. The Administrative Board shall consist of a minimum of ten and a maximum of sixteen members and shall have the following duties:
  - a) To appoint and remove members of the Executive Board (Article 8.3) in consultation with the Foundation Council of the Kindernothilfe Foundation.
  - b) To supervise and monitor the activities of the Executive Board
  - c) To formally approve the activities of the Executive Board
  - d) To pass resolutions on matters specified in Article 8.4
  - e) To use committees to advise the Administrative Board and the Executive Board 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 Administrative Board. Their

- method of work is defined in the rules of procedure of the Administrative Board.
- f) To appoint up to three members to the Administrative Board
2. Up to twelve members of the Administrative Board shall be elected by the Annual General Assembly. Up to three members shall be appointed by the Administrative Board. In addition, the Chairperson of the Foundation Council or a member appointed by the Foundation Council for this purpose shall automatically be a member of the Administrative Board. Each term of office for all elected and appointed members of the Administrative Board shall be four years, whereby re-election and reappointment are possible. The task of preparing and conducting the election shall be assigned to a Nominating Committee (NC). Details regarding the Nominating Committee and the election of the Administrative Board shall be stipulated in election regulations to be approved by the Annual General Assembly in accordance with Article 6(3).
  3. In its first meeting after the Annual General Assembly, the Administrative Board shall elect from among its members the Chairperson, 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 Administrative Board meetings shall be chaired either by the Chairperson or one of the Vice-Chairpersons and shall be held three times a year. A meeting of the Administrative Board shall be convened within two weeks if the Executive Board or at least three Administrative Board members call for a meeting and specify their reasons in writing. The members of the Executive Board shall take part in the meetings of the Administrative Board, with the exception of consultations regarding Article 7.1 a and b.
  5. At least two weeks before a meeting of the Administrative Board, the Chairperson shall distribute a written invitation and agenda to its members. The Administrative Board shall constitute a quorum when at least half of its members are present. Attendance can also be ensured through the use of suitable means of telecommunications. Resolutions can also be voted upon in written form or using suitable means of telecommunications media. Unanimity should be sought in making resolutions. Resolutions shall be passed by a simple majority of votes cast by the members of the Administrative 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.
  6. Minutes shall be taken on the resolutions of the Administrative Board, and shall be signed by the person chairing the meeting and by one other member of the Administrative Board. In urgent cases, the Chairperson can also call for a vote on a resolution without holding a meeting of the Administrative Board; this is done in written form or by using suitable means of telecommunication and provided that all Administrative Board members consent to this procedure. In addition, a three-quarters majority of votes cast shall be required for passing a resolution. Resolutions approved in this way shall be minuted separately and shall be included in the agenda of the following Administrative Board meeting.

## **Article 8 – Executive Board**

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

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

2. The Executive Board 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 shall be involved in submitting a declaration in order for it to be legally binding.
3. The Executive Board members shall be appointed by the Administrative Board in consultation with the Foundation Council of the Kindernothilfe Foundation with a two-thirds majority of votes cast. The Administrative Board can remove Executive Board 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 shall be responsible for managing business. However, it does require the consent of the Administrative 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;
  - d) Individual investments exceeding one percent of the annual budget 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 Administrative Board;
  - f) Securing loans;
  - g) Approving new Association members and, in well-founded cases, exempting members from membership fees, either partially or completely.

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

5. With respect to legal transactions with other non-governmental organisations and other not-for-profit organisations, the Executive Board members are exempt from the multiple representation limitations defined in section 181 of the German Civil Code (BGB).

## **Article 9 – Statutory Changes and the Dissolution of the Association**

1. In order to amend the Statutes, to amend the purpose of the Association (Article 2) and to dissolve the Association itself, a majority of three-quarters of votes cast is required in both the General Assembly and the Administrative Board; abstentions shall not be counted.
2. In the event that the Association is dissolved or its tax-privileged objectives are invalidated, its assets shall devolve to the Kindernothilfe Foundation. Should the Kindernothilfe Foundation no longer exist when the Association is dissolved, its assets shall devolve upon another body that is recognised as tax-privileged and that is used in the service of needy children and young people, and shall thereby be used exclusively and directly 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.

3. In the event that the Association is dissolved, the Chairperson of the Administrative Board, the Chairperson of the Executive Board, and an independent lawyer or notary shall act as liquidators.
4. Resolutions regarding statutory changes relating to the purpose of the Association, its relationship with the Church, or its dissolution shall require the approval of Diakonisches Werk Rheinland-Westfalen-Lippe.

**The Statute amendments are based on resolutions passed by the Annual General Assembly 2018 and on resolutions passed by the Executive Board in March 2019, which were submitted to the Annual General Assembly 2019.**

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