

# Articles of Association



November 7<sup>th</sup>, 2013

## Preamble

The HELVETAS Intercooperation gGmbH is politically and denominational independent and active on the basis of fundamental and human rights for a just world where all human beings can live self-determined in dignity and security. It is active in a series of selected countries in the South and the East for the continuous improvement of the bases of life of poor and disadvantaged human beings.

The HELVETAS Intercooperation gGmbH is committed to the social justice as well as gender equality, independent from age, origin, language, religion, culture and social beliefs. It respects the cultural values of the partners and expects respect for its basic values from them as well. In the programmes the organisation strives for the balance between economic, ecological and social concerns.

The focus of the activities of the HELVETAS Intercooperation gGmbH lies in the fair implementation of development programmes in cooperation with the population. The organisation puts special emphasis on sustainability and innovation, on good governance as well as on democratic control of power and the fighting of corruption. It works with actors of civil society, private business and state and supports the mutual exchange. Furthermore the employees of the organisation support government agencies, development organisations as well as local institutions and groups with technical and methodical specific questions and procedures as well as with the elaboration of guidelines on specialised policy.

## 1. General provisions

### § 1 Organisation, headquarters, duration and financial year

- (1) The organisation is called

**HELVETAS Intercooperation gGmbH.**

- (2) The organisation is situated in Bonn (Germany).  
(3) The duration of the organisation is indefinite.  
(4) The financial year corresponds to the calendar year.

### § 2 Purpose and subject matter of the organisation

- (1) The purposes of the organisation are the support of the development cooperation as well as the support of international attitude, the tolerance in all areas of culture and the understanding among nations within the meaning of the § 52 par. 2 sentence 1 no. 13 and no. 15 of the tax code.

The organisation is active for a self-determined development of disadvantaged human beings and communities in development countries and helps people to help themselves. It supports the fair access of the population to vital resources and is committed to the protection of social, economic, political, ecological and cultural rights and obligations.

In Germany the organisation supports a behaviour and politics of solidarity with regard to development countries which is geared to the needs of human beings in development countries.

(2) The organisation pursues its targets especially

1. in development countries by means of
    - a. support and execution of development programmes with the aim of strengthening the self-help and independence of disadvantaged human beings and population groups and to support the social justice,
    - b. collaboration based on partnership with and the support of population groups and their organisations and institutions which have joined together for a common aim,
    - c. direct project and programme support and implementation, the support with regard to technical and methodological specific questions as well as the dialogue with partners with regard to development policy and
    - d. (further) training of organisations and persons in the development collaboration with the aim of supporting local expertise.
  2. in the Federal Republic of Germany by means of
    - a. support of the awareness and the information in the German population on North / South relations,
    - b. participation in the opinion-forming with regard to development policy in the Federal Republic of Germany and
    - c. collaboration and dialogue with private organisations, public institutions and authorities at home and abroad which pursue the same or similar target(s) as well as
  3. obtaining funds in favour of other corporations and / or in favour of legal entities under public laws whereas the obtaining of funds for entities under public law with unrestricted tax liability which are based in Germany requires themselves to be tax-advantaged due to charitable status (sponsorship within the meaning of the § 58 no. 1 of the tax code).
- (3) The organisation has a close collaboration with national and international actors of the civil society and the international collaboration. It is cross-linked to a variety of expert committees with similar purpose.
  - (4) The organisation shall create in Germany a basis with benefactors for the commitment and the activity in the South and in the East. It shall simultaneously apply for the financing of development programmes at private foundations and public institutions.
  - (5) The organisation works with the implementation of its development programmes and supporting benefits in a strategic partnership with its founding partner (HELVETAS Swiss Intercooperation) insofar as this collaboration corresponds to these articles of association and does not affect the legal independence of the organisation.
  - (6) The organisation can open subsidiaries at home and abroad and participate in other organisations. The organisation can acquire, hold and alienate properties insofar as no permission is required for that. The organisation can perform all activities which are connected to the non-profit purpose of the organisation.

### § 3 Charitable status

- (1) The organisation only pursues direct non-profit purposes in accordance with § 2 par. no. 1 and no. 2 within the meaning of the paragraph "Tax-advantaged purposes" of the tax code. The organisation works selflessly; it does not pursue in the first place own economical purposes. Means of the organisation may only be used for statutory purposes. No person may be favoured through expenses alien to the purpose of the organisation or through disproportionately high remunerations.
- (2) Under the conditions of the § 2 par. 2 no. 3 the partners may receive shares in profits and other contributions from funds of the organisation.
- (3) Unless they are tax-advantaged themselves due to charitable status, the partners shall receive in the case of their retirement or in the case of liquidation of the organisation or in the case of discontinuation of tax-advantaged purposes not more than their deposited capital shares and the fair market value of their contributions rendered.

### § 4 Announcements

The announcements of the organisation shall be made in the electronic Federal Gazette.

## **II. Assets of the organisation**

### § 5 Founding capital, share

- (1) The founding capital of the organisation amounts to EUR 25,000 (in words: euros twenty five thousand).
- (2) The HELVETAS Swiss Intercooperation based in Zurich, Switzerland, shall take over a share of EUR 25,000 (in words: euros twenty five thousand). The nominal amount of this share shall be paid in cash immediately.

### § 6 Disposal of shares

- (1) The partner may assign, mortgage or debit its share or parts of its contribution, if the purchaser or other beneficiaries offers guarantee for the constant fulfilment of the organisation purpose.
- (2) The partner must not receive any return from funds of the organisation on the occasion of disposals of its own share.

### III. Organisation

#### § 7 Bodies

Bodies of the organisation are

1. the organisation general meeting (§ 8) and
2. the management (§ 9).

#### § 8 Organisation general meeting

- (1) The organisation general meeting is called by the management at least once a year. Furthermore the management has to call an organisation general meeting, if this is necessary on behalf of the organisation or is asked for by the partner in writing mentioning the reason. The calling is made in writing with a notice of summons of two weeks (excluding the day of sending and the day of the meeting), enclosing the agenda, the last annual financial statement, if necessary, and the last audit report. The partner can abstain from the notice of summons as well as the written form requirement.
- (2) The meetings may take place at the headquarters of the partner. They are lead by the managing director, insofar as the organisation general meeting does not determine another leader of the meeting. The meeting can decide that the managing director temporarily leaves the session.
- (3) Decisions of the organisation general meeting are taken in meetings or, insofar as the articles of association do not contain any opposite provisions, by way of circulation (in written, by fax, by email or by telephone). By way of circulation there is an expression period of one week from the time the call for votes has been sent; the partner can abstain from complying with the expression period.
- (4) Every organisation general meeting has to be minuted insofar as there is no notarial documentation. Decisions are to be registered in the exact wording. The leader of the meeting has to sign the minutes and provide the partner with a copy.
- (5) The organisation general meeting can call an advisory board (e.g. board of trustees) and determine its tasks. The members of the advisory board work without remuneration. However, they have a legal claim to reimbursement of their expenses and costs which demonstrably arose for the committee work insofar as their amount is appropriate; a lump reimbursement due to legal provisions such as the reimbursement of costs for rides with the own car in accordance with the commuter's tax allowance is allowed. They shall only be liable for damages caused by them while fulfilling their obligations as member of the committee in the case of intent or gross negligence.

#### § 9 Management, representation

- (1) The organisation has one or more managing director(s). They represent the organisation in legal and business transactions. If the organisation has only one managing director, he will represent the organisation alone. If the organisation has several managing directors, two of them will represent the organisation together. In the case of conclusion, change or termination of employment contracts with managing directors the organisation shall be represented by the organisation general meeting.
- (2) The managing directors are appointed and recalled by means of decision of the organisation general meeting.

- (3) The rights and obligations of the managing directors result from the law, these articles of association and the corresponding employment contract.
- (4) The managing directors report the organisation general meeting about the progress of the activities.
- (5) The managing directors require the prior approval of the organisation general meeting for
  1. all activities which are declared as requiring consent by the partner,
  2. the foundation or cancellation of subsidiaries,
  3. the acquisition, the alienation or the charge of participations in other companies,
  4. the acquisition or the alienation of establishments of operational units,
  5. all activities which exceed the normal operation of the organisation.
- (6) The organisation general meeting can create rules of procedure for the management.

#### **IV. Annual financial statement and application of funds**

##### **§ 10 Annual financial statement**

- (1) The financial year is the calendar year. The first financial year ends with the 31 December following the registration.
- (2) The management shall draw up the annual financial statement and, insofar as required by law, also the management report within the statutory period.
- (3) The organisation annual meeting decides whether the annual financial statement is to be checked insofar as this is not required by law. It also decides who is to check the annual financial statement.

##### **§ 11 Application of funds**

- (1) The organisation general meeting determines the annual financial statement and decides on the use of the annual surplus.
- (2) The annual surplus may only be used in accordance with § 3.
- (3) There are no legal claims to performances of the organisation.

## V. Final provisions

### § 12 Changes of the articles of association, liquidation, conversion

The organisation general meeting shall decide on changes of these articles of association as well as the liquidation and conversion of the organisation. Such decisions must not be made by way of circulation.

### § 13 Non-profit asset accumulation

In the case of liquidation of the organisation or in the case of discontinuation of tax-advantaged purposes the assets of the organisation, insofar as they exceed the deposited capital shares of the partners and the fair market value of the contributions rendered by the partners, shall be given to an entity under public law or to another tax-advantaged corporation for the purpose of use for the support of the development cooperation as well as for the support of international attitude, the tolerance in all areas of culture and the understanding among nations within the meaning of the § 52 par. 2 sentence 1 no. 13 and no. 15 of the tax code.

### § 14 Costs of the formation of the organisation

All costs for the formation of the organisation shall be borne by the founding partner.

