

translation from
german*****

Articles of Association

§ 1 Name, registered office of the association

The association shall have the name "Pro NGO!" (Non-Governmental Organisations).

It is to be entered in the Register of Associations. After the entry, it shall bear the suffix "e.V." (non-profit-making association) after its name.

It has its registered office in Cologne. The fiscal year shall be the calendar year.

§ 2 Purpose of the association

The association shall exclusively and directly pursue charitable purposes within the meaning of "tax-privileged purposes" as defined in German Fiscal Code, in particular by:

- support of national and international work of NGO's, the purpose of which in particular entails strengthening democracy and human rights, environmental protection and ecology, integrative tourism, education and training. This shall, inter alia, entail:
 - consultancy in the development of project initiatives
 - arrangement of international project partners
 - improvement of the organisation in the NGO's (quality management)
 - consultancy and information about possibilities of support for NGO's
 - support in the application for support funds, technical support of ongoing projects as well as project evaluations
- support of understanding among nations, e.g. by organisation and accompaniment of intercultural meeting measures
- support of qualification measures, in particular of professional further training and instruction
- development aid, e.g. by cross-border projects as well as by know-how transfer in project planning and implementation.

The association shall be active selflessly and shall not primarily pursue purposes for its own profit. The association's funds or any profits may only be used for purposes corresponding to the Articles of Association. The members shall not receive any allocations from the association's funds. The association shall not use its funds either for direct or indirect support of political parties.

§ 3 Implementation and tasks

For the implementation of its tasks, the association shall make use of the members, the executive organs of the association and third parties. This shall be done by active participation in the preparation and implementation of measures of further training and instruction, consultancy and implementation of projects within the framework of its own knowledge of the matter and the field.

The offices within the association shall be honorary as a matter of principle. The necessary expenditure incurred in the exercising of an office, in particular travelling expenses (including daily

allowances and costs of overnight accommodation) shall be reimbursed to the holder of an office according to fiscal law provisions.

Notwithstanding sub-section 3, contractual agreements concerning work in the association and also concerning specific remuneration therefore can be made if the work to be done exceeds the degree of honorary activity which can reasonably be expected or if it is necessary in order to gain the cooperation of technically qualified persons. No person may be favoured by expenditure not pertaining to the purpose of the association or by disproportionately high benefits.

§ 4 Members

Members can be natural persons, from which a support of the objectives of the association is to be expected.

Apart from activity as a founding member, membership shall be acquired by written acceptance.

The Board shall decide on the acceptance of members. Membership shall commence with the decision made by the Board.

With a resolution of the Meeting of the Members, honorary membership can be awarded to individual persons who have acquired particular merits in the support of the purpose of the association.

Membership shall expire on:

- the death of a member
- voluntary resignation
- dissolution of the association
- exclusion of a member

Resignation can be declared to the Board in writing. Resignation shall be effective for the end of the fiscal year expiring following the receipt of the declaration of resignation by the Board.

A member can be excluded by a resolution of the Board if good and sufficient reason, in particular infringements of the Articles of Association or the interests of the association as well as resolutions and requirements of the executive organs of the association, arrears with payments of contributions of more than three months, exists.

A decision by the Meeting of the Members can be applied for against the decision of the Board within a period of one month.

§ 5 Rights and duties of the members

Each member is to participate in the formation of will in the association by exercising the right to make applications, discuss and vote at the Meeting of the Members. The members shall have the duty to support the objectives of the association by personal commitment or financial contributions.

The members shall be obliged to pay an annual contribution set by the Meeting of the Members.

§ 6 Executive organs of the association

The executive organs of the association are:

- the Meeting of the Members
- the Board

Advisory committees are

- the Advisory Board.

Further executive organs can be formed by a resolution of the Meeting of the Members.

The resolutions passed by the executive organs of the association shall be recorded in writing and signed by the Chairman and the Secretary for the minutes of the meeting in question.

§7 Auditing

The Meeting of the Members shall elect for a term of 3 years, two auditors. They may not be members of the Board. Re-election is admissible.

The auditors review the accounting and treasury management of the Association at least once before each regular general meeting and report this to their audit report.

§ 8 The Board

The Board shall comprise:

- the Chairman
- the 2 Deputy Chairmen

The Board shall manage the association's business on an honorary basis.

To the outside, the association shall be represented by the Chairman and the Deputy Chairman, each of them being entitled to represent alone.

The members of the Board shall be elected at the Meeting of the Members for a term of office of 4 years. However, the representing Board (Chairman and Deputy) shall remain in office until a new Board has been elected.

The meetings of the Board shall not be public.

§ 9 Meeting of the Members

The Meeting of the Members shall be responsible for:

- the amendments of the Articles of Association
- election of the Board and also their discharge
- granting of honorary memberships
- amending the amount of the contributions
- inclusion of a member after an appeal by a rejected party against a decision by the Board
- exclusion of a member
- dissolution of the association.

The Meeting of the Members shall be convened by the Board once a year.

An Extraordinary Meeting of the Members shall be convened by the Board if the Board or 25% of the members have demanded convening, stating the purpose and the reason.

The Chairman of the Board shall convene the Meeting of the Members in writing, stating the agenda, with a period of 4 weeks or 3 weeks for an Extraordinary Meeting of the Members, as the case may be; he shall chair the meeting.

Each Meeting of the Members convened according to the Articles of Association shall be deemed quorate without regard for the number of members present. Each member shall have one vote. The voting right shall not be transferable.

Resolutions shall be passed at the Meeting of the Members with a simple majority of votes.

Resolutions to amend the Articles of Association shall require a majority of $\frac{3}{4}$ of the votes cast by the members present.

Amendments to the Articles of Association demanded by supervisory, judicial or financial authorities for formal reasons can be made by the Board of its own accord. These amendments to the Articles of Association must be notified to all the members in writing at short notice (within one month).

Minutes of the outcome shall be produced for the Meeting of the Members and signed by the Chairman and the Secretary for the minutes.

The Board shall enforce the resolutions of the Meeting of the Members if nothing to the contrary has been determined.

As a matter of principle, the Meetings of the Members shall not be public.

§ 10 The Advisory Board

The Advisory Board shall comprise natural and legal entities. The members of the Advisory Board shall be appointed by the Board. The Advisory Board shall advise the Board in all technical and specialised questions. It can be invited to attend the meetings of the Board and the Meetings of the Members. Term of office is 4 years. The advisory board meets according to requirements.

§ 11 Liability

The association shall only be liable for damage in connection with membership if a member of an executive organ or any other person for whom the association shall be responsible according to the provisions of civil law can be blamed for malice aforethought or gross negligence. The provisions of § 31, German Civil Code, shall be unaffected.

§ 12 End of the association

The dissolution of the association can only take place at a Meeting of the Members convened for this purpose. The resolution shall require a majority of $\frac{4}{5}$ of the members attending. If the Meeting of the Members does not resolve to the contrary, the Board shall be appointed liquidators.

In dissolution of the association or forfeiture of tax-privileged purposes, the assets of the association, after deducting existing liabilities, shall fall to a legal entity under public law, or to another body, which is determined at this time by the Board, with the condition that it exclusively and directly for non-profit, charitable or humanitarian, to be used in particular in the sense of § 2 of this constitution.