

Statutes of terre des hommes Germany

terre des hommes Deutschland e.V.

As amended at the Annual General Meeting of 28./29. September 2019

terre des hommes
Help for Children in Need
Ruppenkampstr. 11a
49084 Osnabrück

Phone ++/(0)5 41 / 71 01-0
Fax ++/(0)5 41 / 70 72 33
info@tdh.de
www.tdh.de

IBAN:
DE34 2655 0105 0000 0111 22
Sparkasse Osnabrück
BIC NOLADE22XXX



Preamble

terre des hommes Deutschland e.V. (hereafter called terre des hommes Germany) is a children's aid agency concerned with development policy. It works for the creation of a just and peaceful world for all children, those alive today and the generations to come. Its endeavours are based on the fundamental principles of human rights, tolerance and equal rights for all people regardless of their origin, legal status, gender, religion and sexual orientation. terre des hommes Germany is independent of governments, business, religious communities and parties.

terre des hommes Germany works for a world in which survival is guaranteed for all children, no child is exploited any more, all children have educational and development opportunities, economic and social justice and peace prevail and conflicts are solved without recourse to violence. terre des hommes Germany defines itself as a citizens' action group and seeks people in the South and North ready to join it in working to realise this vision.

§ 1 Name and registered office

The association bears the name "terre des hommes Deutschland e.V." and the by-line "Hilfe für Kinder in Not" (help for children in need). Its registered office is in Osnabrück (Germany). It is registered as a charitable association.

§ 2 Aims of the association

- (1) In order to give a future to all children in a just and peaceful world terre des hommes Germany supports projects that, in particular,
 - a) safeguard the children's survival and health
 - b) promote education and vocational training
 - c) protect children from economic or sexual exploitation
 - d) assist children and their families who have become victims of war and violence, of displacement and of political, racial, religious or gender-specific persecution.
- (2) The association draws attention to the causes of hardship and injustice, and advocates for a worldwide development that is peaceful, and both socially and environmentally sustainable, with the aim of fostering internationalism and tolerance.
- (3) The association is a charitable organisation; its aims are exclusively and directly non-profit-making in accordance with the chapter on "tax-privileged purposes" of the German Fiscal Code. The funds of the association may only be used for objectives as set out in these statutes. Members shall receive no grants from association funds. No-one may benefit from expenditure that is not in conformity with the aims of the association, or from unreasonably high compensation for services.

§ 3 Terms of reference

terre des hommes Germany shall

- (1) support girls and boys in their social context, always striving for gender equality, in particular regarding access to education, resources and social participation and acting with respect for their particular cultural circumstances; project work shall always focus on finding the most effective way to improve the children's situation,
- (2) protect children in their social environment from mistreatment and take all measures necessary to do so, both in its programme activity and also in the framework of an institutional child safeguarding policy,
- (3) act with children and not just for them, encouraging children to take action themselves,
- (4) work to achieve its aims together with partner organisations in the South and in the North,
- (5) decide with its partner organisations in the South and North on how the aims of terre des hommes Germany can be most effectively realised in the respective region,
- (6) support its partner organisations through education and training programmes, in particular during the process of organising themselves, and by putting them into contact with each other,
- (7) involve its partner organisations and its staff in important decisions.

§ 4 International Federation

The association is a member of the Terre des Hommes International Federation and shall contribute actively to its work.

§ 5 Working groups

- (1) The voluntary work of the association shall take place in local, regional and national working groups, which actively advocate for the objectives of terre des hommes Germany. They have no legal capacity. The founding of a working group shall require the approval of the Presidium.
- (2) The local and regional working groups shall publicly represent terre des hommes Germany at the local and regional level, receive donations for the association and sell goods on its behalf. They are obliged to observe the rules agreed by the association to this end. They shall appoint convenors for contact purposes, public relations and the financial affairs of the working group, and forward their names to the Presidium.
- (3) The Presidium may also approve working groups that are not located at the local or regional level, but work on specific issues (theme groups). The Presidium shall, in particular, approve working groups on the focal themes of the association when there are no other working groups with the same or similar mandates. Each theme group shall appoint a convenor to coordinate

its work, and forward his/her name to the Presidium; convenors for public relations and financial affairs shall only be appointed if required by the theme group's mandate.

- (4) Children and young people may form their own groups. These groups require the support of an adult, who shall be elected by the children and young people and take responsibility in all legal matters and for carrying out the activities set out in paragraph 2 above. The adult support person shall be named with the group's application and shall affirm his/her willingness to assume the function by applying for membership and signing these statutes. He or she shall commit to compliance with the Child Safeguarding Policy adopted by the association. The Presidium shall approve the group's application and the membership of the adult support person. The group may revoke the appointment at any time if there are any doubts about the suitability of the support person.
- (5) Should the Presidium refuse the application for a working group or the endorsement of a support person for a children's or youth group, or an individual application for membership, it shall communicate its decision in writing, accompanied by the grounds for its decision. The applicants may then appeal to the next General Meeting within four weeks on receipt of the decision.
- (6) The Presidium may revoke the status of a working group if the activity is no longer recognisably in the spirit of the association or it has not designated convenors as defined in paragraph 2 above. The Presidium may revoke the endorsement of the support person of a children's or youth group if doubts arise about their suitability. Paragraph 5 shall apply mutatis mutandis.

§ 6 Membership

- (1) Natural persons may be members of the association. The admission of a member must be approved by the Presidium.
- (2) There shall be no membership fees.
- (3) Members must submit a written statement of their desire to work for the aims of the association. They must agree to the admission to the association, sign these statutes and commit to compliance with the Child Safeguarding Policy adopted by the association.
- (4) Members expressing willingness to work at the local level for terre des hommes Germany, without belonging to a working group, may be appointed correspondents by the Presidium, if this reflects the association's interest in the active representation of its aims at the local level. Correspondents shall have the tasks mentioned in §5(2) and are committed to observe the rules adopted by terre des hommes Germany for fulfilling these responsibilities. § 5(6) shall apply mutatis mutandis.

- (5) Persons employed by terre des hommes Germany may not become members. Membership shall expire when the employment begins.
- (6) The Presidium may refuse an application for membership. In this case it must communicate its decision in writing to the applicant or working group concerned, stating the grounds for the decision; §5(5) sentence 2 shall apply mutatis mutandis.
- (7) Non-members whom the general meeting has elected to the Presidium, the Board of Trustees of the Foundation “terre des hommes - Hilfe für Kinder in Not” or as auditors, shall, with the acceptance of their election, become members of the association until they leave office.
Non-members appointed to the Executive Board by the Presidium shall, with the acceptance of their appointment, become members until their appointment ends.

§ 7 Expiry of membership, resignation, exclusion, suspension

- (1) Membership shall expire through resignation, exclusion or death.
- (2) The Presidium may exclude members who harm the association or its aims; in urgent cases the Chair may order the provisional suspension of membership and the functions of the member until the next Presidium meeting. The member and, as appropriate, the working group concerned shall first be given the opportunity to respond. § 5(5) sentence 2 shall apply mutatis mutandis; all rights and duties of the said member shall be suspended until the General Meeting votes on the matter.

§ 8 Governing bodies of the association

The association’s governing bodies are:

- a) the General Meeting
- b) the Regional Conferences
- c) the Delegates’ Conference
- d) the Presidium
- e) the Executive Board
- f) the Auditors

§ 9 General meeting

- (1) The general meeting shall elect
 - a) every three years, in separate ballots, as members of the Presidium
 - the Chair
 - the Deputy Chair and
 - three to five additional members
 - b) every two years, two auditors
 - c) its delegates to the Delegates’ Conference, their number being laid down in the Delegates’ Order.

- d) its members of the Board of Trustees of the Foundation “terre des hommes - Hilfe für Kinder in Not”
- (2) The general meeting shall
 - a) decide on amendments to the statutes
 - b) receive the reports of the Presidium, the Executive Board, the auditors and the members it elected to the Delegates’ Conference and the the Foundation “terre des hommes - Hilfe für Kinder in Not”
 - c) decide on releasing the Presidium from its liability
 - d) take decisions in the other cases named in these statutes and the statutes of the Foundation “terre des hommes - Hilfe für Kinder in Not”
- (3) An ordinary general meeting must be held annually (the annual general meeting - AGM). The written invitation by the Presidium Chair shall be sent to all members at the latest four weeks in advance, stating the place, time and the proposed agenda.
- (4) The Presidium may call an extraordinary general meeting (EGM) at any time with the same period of notice as stated in §9(3). Further, it must be called if at least one third of the members so request in writing stating the desired agenda; such an EGM should be held at the latest eight weeks after reception of the request. A general meeting shall have a quorum without regard of the number of members present, inasmuch as the statutes do not stipulate otherwise.
- (5) Minutes shall be kept of all decisions taken by general meetings. The general meeting shall adopt its rules of procedure.

§ 10 Regional conferences

- (1) Depending on their place of residence the members shall belong to one of the regions, the general meeting having determined its boundaries. The members of a region shall share in the exchange of opinion and decision-making of the association by means of the regional conferences.
- (2) Each German regional conference shall elect a Regional Coordinator. His/her term of office shall be two years and re-election shall be admissible; regional coordinators may exercise their office without interruption for at most for five electoral periods (10 years). This restriction of the overall term shall not exclude a later re-election as regional coordinator after a break. In this case, terms of office before the break shall not be counted.
- (3) The Regional Coordinator shall be responsible for
 - a) liaison with the working groups in the respective region
 - b) integrating the region into the work of the Presidium, raising the region’s concerns in the Presidium and regularly reporting back to the regional working groups on the Presidium’s activities.

- (4) The Regional Coordinator shall be integrated into the work of the Presidium through the Deputy Chair. To this effect, a Presidium meeting shall be held annually with all regional coordinators, focusing particularly on membership development and the work of the regional working groups.
- (5) The Regional Coordinators are obliged to report to their respective regional conference.
- (6) The regional conferences shall take place at least once a year. The annual general meeting shall adopt rules of procedure applicable to all regional conferences.

§ 11 Delegates' Conference

- (1) The Conference of Delegates shall consist of the delegates from the Presidium, the Executive Board, volunteers, staff and project partners. The AGM shall adopt a Delegates' Order setting out the exact proportion and duties of delegates along with rules for the special participation of children and young people.
- (2) The Delegates' Conference shall decide on
 - a) strategic goals of international project work
 - b) joint campaigns by the association in cooperation with project partners
 - c) common focal themes relevant to all groups of delegates
 - d) resolutions on important international issues.
- (3) The Delegates' Conference shall meet every five years in ordinary session. The invitation shall be issued by the Presidium, at least two months in advance, and shall include the agenda.
- (4) The Delegates' Conference shall be open to members of the association. It shall have a quorum if at least half the delegates are present. The delegates from the head office and the project partner organisations shall have the right to vote at the Delegates' Conference without being members of the association. The Delegates' Conference shall adopt its own rules of procedure.

§ 12 The Presidium

- (1) The Presidium is a body whose members serve in an honorary capacity. It shall consist of
 - a) the Chair
 - b) the Deputy Chair
 - c) three to five additional members
 Over half of Presidium members must have been members of terre des hommes Germany for at least one year and come from local working groups, theme groups, or be individual members. At least one Presidium member must have special competence in development policy and at least one Presidium member must have special business expertise.

- (2) The Presidium's period of office shall be three years; the members shall remain in office until the election of a new Presidium. While re-election is possible, no member may remain in office for more than ten years without a break.
- (3) The Presidium shall convene at least three times a year.
- (4) If the Chair or Deputy Chair should leave office prematurely the Presidium shall elect a successor from its number to serve until the next annual general meeting. If other members of the Presidium should leave office prematurely by-elections shall take place at the next annual general meeting in accordance with §9(1) a).
Should the number of Presidium members be lower than four, due to premature withdrawal, by-elections must be held within three months in accordance with §9(1) a), if necessary at an extraordinary general meeting.
- (5) Presidium members may be the object of a vote of no-confidence at a general meeting. A Presidium member shall be voted out if, with at least one third of all members being present at the general meeting, a simple majority approves the vote of no confidence in the said Presidium member and elects a successor in his/her stead.
- (6) The responsibilities of the Presidium are
 - a) appointing and ending the appointment of the Executive Board members
 - b) appointing from its number the members participating in the Delegates' Conference
 - c) appointing one of its number as a member of the Board of Trustees of the Foundation "terre des hommes - Hilfe für Kinder in Not"
 - d) supervising the work of the Executive Board and the annual decision on releasing it from its liability
 - e) deciding on the strategic orientation, business policy and budget planning of terre des hommes Germany, including taking up or terminating activities or project work in individual countries, participation in coalitions or joint campaigns with other organisations and alliances
 - f) deciding on further development of the voluntary activity of terre des hommes Germany in conjunction with the general meeting, Regional Conferences and Regional Coordinators
 - g) taking decisions in the context of internal complaints management
 - h) deciding on stakes in business partnerships or joint stock companies
 - i) deciding on the purchase and sale of landed property from the association's assets and on borrowing capital
 - j) finalising the annual financial statement
 - k) appointing the auditors
 - l) all other responsibilities assigned to the Presidium in these statutes

- (7) The Presidium shall represent the organisation in and out of court in accordance with section 30 German Civil Code (BGB) in all matters relating to the conclusion, amendment and cancellation of the employment contract of a member of the Executive Board and entries in the register of associations. The Chair or the Deputy Chair are authorised to represent the association conjointly with another Presidium member.
- (8) The Presidium shall adopt its own rules of procedure.

§ 13 The Executive Board

- (1) The Executive Board is composed of staff members and shall conduct association business. It shall consist of the Chair of the Executive Board and two other persons.
- (2) The members of the Executive Board shall be appointed by the Presidium.
- (3) The period of office of Executive Board members shall generally be five years but extension is admissible. The members of the Executive Board may be removed from office at any time by the Presidium.
- (4) The Executive Board shall represent the association in all judicial and non-judicial matters, conjointly by two of its members. It is not subject to the provisions of §181 German Civil Code. Exceptions from the right of representation are the matters reserved for the Presidium in accordance with §12 (7) of these statutes.
- (5) The Executive Board is responsible for all matters that are not the responsibility of other association bodies. Aside from the decisions reserved for the Presidium, it has, in particular, the following responsibilities:
 - a) developing and implementing the strategic orientation and business policy of terre des hommes Germany with respect to its identity as a citizens' initiative and preparing for and implementing the decisions of the Presidium
 - b) managing the head office and international representations with their professional staff and taking all action regarding service law under the Executive Board level (in particular employing and dismissing staff) and conducting collective bargaining
 - c) developing the budget and organisational chart in the context of budgetary constraints
- (6) The Executive Board Chair is in charge of external representation of terre des hommes Germany and shall coordinate the work of the Executive Board.
- (7) The Executive Board shall adopt its own rules of procedure.

§ 14 Auditors

- (1) The general meeting shall elect two auditors for two years. Re-election is admissible; the auditors may exercise their office for at most three electoral periods (six years). Through the restriction of their overall term, a

later re-election as auditor shall not be excluded after a break. In this case, terms of office before the break shall not be counted. Auditors must not belong to the Presidium or the Executive Board. In the event of resignation, by-elections may be held at a general meeting for the remaining period of office.

- (2) The Auditors have the task of checking on business management to see whether
- a) the law and these statutes have been respected
 - b) the decisions of the general meeting, the Delegates' Conference and the Presidium are respected
 - c) funds have been used economically
- They must report to the annual general meeting on the result of the audit. The general meeting shall adopt rules of procedure for them.

§ 15 Head office

In order to fulfil its mandate the association maintains an office with professional staff; besides the head office at the place of registration of the association there may be branch offices at other locations.

§ 16 Amendments to the statutes, dissolution

- (1) Amendments to the statutes shall require a majority of two thirds of members present at a general meeting. Motions to amend the statutes must be announced in writing at least four weeks before the general meeting.
- (2) A motion to dissolve the association or change its legal form can only be passed if at least two thirds of the members are present at the meeting. If fewer members are present a new general meeting must be called within six weeks that may take decisions without regard to the number of members present. The decision to disband requires a majority of three quarters of members present.
- (3) If the association is dissolved or no longer pursues non-profit aims its assets shall go to the Foundation "terre des hommes - Hilfe für Kinder in Not". The foundation must use the assets directly and exclusively for non-profit purposes in accordance with §2 of these statutes. Decisions on the future use of assets may only be made with the approval of the competent tax authority.

§ 17 Taking effect and transitional arrangements

The amendments to the statutes shall take effect on the day after entry in the registry of associations. The previous version shall cease to be effective on the same day.