



Revised statutes Resolution of the General Assembly of 19.10.2017

Revised statutes of the Association *medica mondiale e.V.*

Art. 1

Name, domicile and fiscal year

- (1) The name of the Association is "*medica mondiale e.V.*". The Association has its domicile in Cologne and is registered in the Cologne register of associations.
- (2) The Association's fiscal year shall be the calendar year.

Art. 2

Purpose

- (1) *medica mondiale* is an association by and for women. The aim of the Association shall be the empowerment and support of women and girls in and from areas of war and crisis who are affected by traumatic experiences, regardless of their political affiliations, ethnicity or religious beliefs.

The Association shall pursue the following charitable purposes (S. 52 German Fiscal Code) in particular:

- (a) Promotion of the public health system and public healthcare;
 - (b) Promotion of assistance for persons persecuted for political, racial or religious reasons, for refugees, displaced persons and victims of war;
 - (c) Promotion of international understanding and tolerance in all areas of culture and society and promotion of intercultural understanding;
 - (d) Promotion of development cooperation and reconstruction aid.
- (2) The statutory purpose defined in a) above shall be achieved by the following in particular:
 - Projects for women and girls to promote public health;
 - Education, training and consultancy of and for healthcare professionals in adequately supporting women and girls affected by sexual violence in war.

The statutory purpose defined in b) above shall be achieved by the following in particular:

- Enforcement of the human rights of women and girls in and from areas of war and crisis;
- Vocational training projects for women and girls and projects aimed at improving these women's income, nutrition and housing conditions;

- Support for women and girls in establishing self-help structures and creating autonomous spaces for women;
- Training and qualification of state and civil society stakeholders in working with women and girls affected by traumatic experiences;
- Science and research in view of the root causes and prevention of violence against women in areas of war and crisis and concerning adequate support for dealing with the consequences of violence;
- Political lobbying, information and awareness-raising of the public, as well as media and campaign work.

The statutory purpose defined in c) above shall be achieved by the following in particular:

- Information of the public regarding the situation of women and girls in affected regions and regarding the causes and background of violence against women in areas of war and crisis;
- Multinational events, projects and programmes promoting peace and the exchange between people from different countries and regions.

The statutory purpose defined in d) above shall be achieved by the following in particular:

- Establishment and promotion of development and emergency aid projects and programmes in areas of crisis to provide medical, psychosocial and legal support for women and girls who have been raped in war and are affected by traumatic wartime experiences;
- Consultancy and training of and for civil society organisations in areas of crisis in organisational development, the promotion of women's rights and the provision of adequate support for women and girls affected by sexual violence in war.

- (3) The Association may take any measures that serve to promote its statutory purposes. It may in particular establish companies or acquire interests in companies and provide financial and organisational support to other charitable organisations that pursue the same or similar purposes.

Art. 3 Charitable status

- (1) The Association shall exclusively and immediately pursue charitable purposes within the meaning of the chapter headed "Tax-privileged purposes" of the German Fiscal Code. The Association shall be dedicated to altruistic purposes and shall not pursue purposes that primarily serve its own economic purposes.
- (2) Association funds shall only be used for purposes in keeping with these Statutes. Association members shall not receive any allocations from the Association's funds. No person shall benefit from expenditure unrelated to the purpose of the Association or from disproportionately high remuneration.

- (3) Financial means from the Association's funds or other allocations may be transferred to an endowment fund or a foundation aimed at promoting the Association or purposes within the meaning of Art. 2(1) of these Statutes or used to establish such funds or foundations if such financial means are not used promptly or for another reason.

Art. 4 Members

- (1) The Association shall have ordinary members and supporting members.
- (2) Any woman who has reached the age of majority and wishes to become a part of the Association to actively contribute to achieving the Association's goals may become an ordinary Association member ("Member").
- (3) Any natural person who has reached the age of majority and any legal person or group of persons who wishes to support the Association's goals conceptually and financially may become a supporting member.

Art. 5 Membership

- (1) The decision on admitting members following their written membership application shall rest with the Supervisory Board. Membership shall commence at the time the member is notified of their admission.
- (2) If an application for membership is rejected by the Supervisory Board, the person concerned shall be entitled to appeal to the General Assembly, which shall have the final decision.
- (3) Membership shall be terminated by:
 - (a) the member's death or, for legal persons and groups of persons, the dissolution of the person or group respectively;
 - (b) written resignation submitted to the Executive Board giving three months' notice as per the end of the calendar year;
 - (c) exclusion from the Association. Members shall be excluded by written notification by the Supervisory Board. Exclusions shall become effective at the time the member receives the notification. The exclusion of members shall in particular be permitted if they have acted substantially against the Association's interests. Prior to any exclusion, members shall be given the opportunity to respond to the intended exclusion in person or in writing. Exclusions shall also be permissible where members have defaulted on payment of their membership fees despite two reminders. In this case, there shall be no obligation to consult with the member prior to exclusion. Any decision to exclude a member shall be substantiated by providing written reasons.
 - (d) the member concerned shall be entitled to appeal to the next General Assembly against their exclusion. All membership rights shall be suspended until the General Assembly has resolved the matter.

Art. 6 Membership fees

- (1) Membership fees may be levied from members. The General Assembly shall decide on the amount of membership fees and their due dates.
- (2) The Supervisory Board may partially or fully exempt members from their obligations to pay membership fees.

Art. 7 Bodies of the Association

The Association's organs shall be:

- a) The General Assembly;
- b) The Supervisory Board;
- c) The Executive Board.

Art. 8 General Assembly

- (1) The Association shall hold its regular General Assembly annually.
- (2) The General Assembly shall be called in writing by the Executive Board, giving at least four weeks' notice and notifying members of the agenda in writing. The day the notification of the General Assembly is sent out and the day on which the General Assembly is held shall not count towards this period. The period of notice shall be complied with if it can be reasonably expected that members would receive the notice of the Assembly in time by normal postal delivery within Germany.
- (3) The Executive Board shall call an extraordinary General Assembly without undue delay if:
 - a) This is in the interests of the Association;
 - b) This is requested by the Supervisory Board, stating the items for discussion and relevant reasons;
 - c) This is requested in writing by at least one third of the members, stating the items for discussion and relevant reasons.

Where an extraordinary General Assembly is requested according to b) or c) above, the call for the meeting shall be sent out within two weeks from the relevant request.

The form and due date for calling an extraordinary General Assembly shall be subject to para. 2) above.

If a General Assembly is called following a request according to b) or c) above, the relevant request shall be attached to the call for the Assembly.

If the Executive Board fails to comply with a request for calling a General Assembly according to b) or c) above in a timely manner, the Supervisory Board shall be authorised and obliged to call an extraordinary General Assembly.

- (4) The General Assembly shall be chaired by the Chair of the Supervisory Board or her deputy, if the Chair is unable to head the meeting. The General Assembly may also elect another person to head the meeting.

Art. 9

Tasks and resolutions of the General Assembly

- (1) The General Assembly shall have the following tasks in particular:
- a) election of the Supervisory Board;
 - b) acceptance of the Supervisory Board's report and discharge of the Supervisory Board;
 - c) acceptance of the Executive Board's annual report and discharge of the Executive Board upon recommendation by the Supervisory Board;
 - d) setting of membership fees;
 - e) decision of amendments to the Statutes, upon application; this shall also apply to any amendments to the Association's statutory purpose;
 - f) decision regarding a member's exclusion upon application of the member concerned.
- (2) The General Assembly shall elect a minute-taker upon recommendation by the Chair of the meeting. The resolutions of the General Assembly shall be minuted. The minutes shall be signed by the Chair of the General Assembly, a member of the Executive Board and the minute-taker and shall be sent to members within a period of three months.
- (3) The General Assembly shall have a quorum regardless of the number of members present, unless otherwise required by law or by these Statutes.
- (4) Unless otherwise required by law or by these Statutes, the General Assembly shall pass its resolutions by simple majority of the total votes cast by members. Abstentions shall not be included in the count.
- (5) In elections, the candidate receiving the majority of votes shall be considered elected. If several positions need to be filled, individual votes may be collated on a single form unless the General Assembly objects to this approach.
- (6) The Chair of the General Assembly shall determine the form of votes or elections. A secret ballot shall be performed upon request by a quarter of the members present.
- (7) Each member shall have one vote.
- (8) Supporting members may be invited to attend the General Assembly and participate in a consultative capacity. Voting rights of natural persons shall only be exercised in person. Legal persons and groups of persons shall be represented by a proxy authorised in writing. The written proxy shall remain with the Association.
- (9) The voting rights of members employed by the Association shall be suspended for the duration of their employment.

- (10) Where votes concern a contract between the Association and a member, the relevant member shall not have a voting right. Any further exclusions of voting rights required by law shall remain unaffected by the above.

Art. 10 Supervisory Board

- (1) The Supervisory Board shall be comprised of an odd number of members and have a minimum of three and a maximum of seven members, including:
- a) The Chair of the Supervisory Board;
 - b) The Deputy Chair of the Supervisory Board and up to five Committee members. The number of Committee members shall be determined by the General Assembly.

Members of the Executive Board and persons employed by the Association shall not be eligible for membership in the Supervisory Board. If circumstances of this nature subsequently apply to members of the Supervisory Board, the relevant person shall resign from the Supervisory Board.

- (2) The members of the Supervisory Board shall be elected by the ordinary General Assembly for a term of three years each on a staggered basis. Members may be re-elected. At the end of their term, the members of the Supervisory Board shall remain in office until new elections have taken place.
- (3) If one of the members of the Supervisory Board resigns during their term of office, the remaining Supervisory Board members shall appoint a substitute member, who will initially remain in office until the next General Assembly, when a by-election shall take place for the remaining term of the resigned Supervisory Board member.
- (4) The Supervisory Board members shall act on an honorary basis. They shall be reimbursed for their necessary expenses. Reimbursements for necessary expenses shall be subject to a Supervisory Board resolution.
- The General Assembly may determine lump-sum reimbursements for individual or several Supervisory Board members up to the tax-free threshold defined in S. 3(26a) German Income Tax Act (as amended; currently € 720,00 per year).

Art. 11 Tasks of the Supervisory Board

- (1) The Supervisory Board shall have the following tasks:
- a) Appointment and removal of Executive Board members;
 - b) Making, amending and terminating the employment contracts of Executive Board members;
 - c) Resolution of the strategic plans, business plans, medium-term financial plans and the annual financial statements;
 - d) Decision whether to have the Association's annual financial statements audited by an auditor or auditing company and appointment of the auditor, if applicable;
 - e) Supervision of the Executive Board;

- f) Motion to the General Assembly to discharge the Executive Board;
- g) Approval of the appointment of special representatives according to S. 30 German Civil Code;
- h) Approval of legal transactions that are not provided for in the business plan and do not form part of ordinary business;
- i) Decision on admitting members;
- j) Decision on excluding members.

- (2) The Supervisory Board shall set its own internal regulations.
- (3) The Supervisory Board shall have a quorum if more than half of its members are present or participate otherwise in passing resolutions.
- (4) Supervisory Board meetings where matters referred to in para. 1a), b) or g) are to be decided shall be called in writing giving at least two weeks' notice and notifying members of the agenda.

The day the notification is sent out and the day on which the meeting is held shall not count towards this period.

The meeting shall be called by the Chair or her deputy, if the Chair is unable to call the meeting.

A Supervisory Board meeting shall be called without undue delay upon the written request of an Executive Board member stating the items for discussion and relevant reasons.

The period of notice may be shortened to three days for resolutions regarding the dismissal of Executive Board members and the summary termination of an Executive Board member's employment contract.

The Supervisory Board may also resolve matters entirely informally and without complying with time periods if all members of the Supervisory Board agree on passing resolutions in this manner.

- (5) The Supervisory Board may at any time request that the Executive Board members provide it with comprehensive information about all Association matters and may inspect the Association's books and other documentation. It shall have access to all business premises. It may instruct one or several of its members to administer the above-mentioned rights.
- (6) The Association shall be represented by two Supervisory Board members in dealings with members of the Executive Board, both in and out of court. The Chair and Deputy Chair of the Supervisory Board shall be authorised to represent the Association only in terms of its internal relationships. If one of the above-mentioned persons is unable to represent the Association, the Association shall be represented by the Chair or Deputy Chair of the Supervisory Board and another Supervisory Board member.

Art. 12 **Executive Board**

- (1) The Executive Board shall comprise up to three women, including the Chair; these three women shall form the Executive Board within the meaning of S. 26 German Civil Code.

- (2) Each Executive Board member shall be authorised to represent the Association individually. The Supervisory Board shall be authorised to resolve alternative powers of internal representation for the Executive Board members.

Art. 13

Tasks of the Executive Board

- (1) The Executive Board shall manage the Association's business according to the law, these Statutes, its internal regulations and the resolutions of the General Assembly and Supervisory Board. The Executive Board members shall form trusting and cooperative working relationships.
- (2) The tasks of the Executive Board shall include the following in particular:
- Preparation of the strategic plans, business plans, medium-term financial plans and the annual financial statements;
 - Employment/dismissal of staff and determination of remuneration according to the Association's internal salary system;
 - Conclusion of contracts based on the business plan;
 - Giving substance to the tasks defined in Art. 2 of these Statutes.
- (3) The Supervisory Board may regulate the allocation of responsibilities within the Executive Board; if the Supervisory Board does not regulate these matters, the Executive Board shall regulate the allocation of responsibilities by resolution. The Executive Board shall set its own internal regulations.
- (4) The Executive Board shall inform the Supervisory Board about any important Association matters at an ongoing basis and without being requested to do so.
- (5) The Executive Board may appoint a full-time employee as its special representative according to § 30 German Civil Code with the Supervisory Board's approval.

Art. 14

Liability of the Executive Board

The Executive Board shall be liable to the Association for acting with the due care and diligence of a prudent manager.

Art. 15

Public liability insurance for members of Association bodies

The Association shall take out an adequate directors' and officers' (D&O) liability insurance for the members of the Supervisory Board and Executive Board to cover third-party and Association claims for unintentionally or knowingly breaching the obligations of Supervisory Board or Executive Board members respectively.

Art. 16
Advisory Board

- (1) The Executive Board may form and dissolve Advisory Boards to advise and support the Association. Advisory Board members may be appointed from among Association members and external persons that are not in paid employment by the Association. Advisory Boards shall not be Association organs. The Executive Board shall be responsible for managing the business of Advisory Boards.
- (2) Advisory Board members shall be appointed and dismissed by the Executive Board.

Art. 17
Amendments to the Statutes and dissolution of the Association

Any amendments to these Statutes and the dissolution of the Association shall only be resolved by a General Assembly called specifically for this purpose with this item on the agenda.

A resolution regarding the Association's dissolution can only be passed if more than two thirds of the members are present at the General Assembly. If a first General Assembly called to resolve the Association's dissolution does not have a quorum, a second General Assembly with the same item on the agenda may be called within a period of three months.

The second General Assembly shall have a quorum regardless of the number of members present; members shall be made aware of this in the invitation to the second General Assembly.

A resolution regarding an amendment to these Statutes or the dissolution of the Association requires a majority of two thirds of the valid votes cast. The General Assembly shall appoint two liquidators by simple majority.

Art. 18
Transfer of assets following dissolution of the Association

- (1) In the event that the Association is dissolved or terminated or if it ceases to pursue tax-privileged purposes, the Association's assets shall be transferred to a legal entity under public law or another tax-privileged corporation with a feminist purpose to be allocated to tasks that include the Association's purposes.
- (2) The recipient shall be resolved by the General Assembly. The relevant resolution may only be carried out once the tax authority has confirmed in writing that the grant to the recipient is not prejudicial to the Association's charitable status.

Art. 19
Transitional arrangement for the election of the Supervisory Board

- (1) The General Assembly that resolves the above Statutes shall elect the Chair and the remaining members of the Supervisory Board. Their term shall commence with the registration of the amended Statutes in the register of associations.

- (2) Notwithstanding the provisions set out in Art. 10(2) of these Statutes, the Chair of the Supervisory Board shall be elected for a term of four years and the Deputy Chair of the Supervisory Board for a term of three years at the first election. If only one other Supervisory Board member is elected, she shall be elected for a term of two years at the first election.

If several other Supervisory Board members are elected, the majority of the members shall be elected for a term of three years and a minority for a term of two years at the first election; the General Assembly shall determine the Supervisory Board members' term prior to the vote.

- (3) Successors shall then be elected for the full three-year term.

Art. 20

Transitional arrangement for the election of the Executive Board

The Executive Board members elected during the General Assemblies held on 26.08.2015 and 28.09.2016 respectively shall remain in office until the amended Statutes resolved by the General Assembly on 19.10.2017 have been recorded in the register of associations and the Supervisory Board has dismissed these members and appointed new Executive Board members.

Art. 21

Authorisation

The Executive Board is hereby authorised to resolve amendments to the Statutes resolved during the General Assembly held on 19.10.2017 if and to the extent that this is required to have the amended Statutes recorded in the register of associations or to secure the Association's charitable status.

Amendments shall be submitted to the next ordinary General Assembly for approval.