

Certified translation from German into English

Articles of Association of Deutsche Welthungerhilfe e. V.

In 1960 the Food and Agriculture Association (FAO) of the United Nations decided to launch a "freedom from hunger campaign". At the same time, it urged the Member States to intensify their efforts in their fight against deprivation, poverty and hunger with cooperation from non-governmental organisations. Consequently, in 1962 the German Federal President Heinrich Lübke called together important representatives of social organisations in the "Deutscher Ausschuss für den Kampf gegen den Hunger" (German Committee for the Fight Against Hunger). In 1967 the Committee renamed itself "Deutsche Welthungerhilfe e. V."

Section 1 Name, head office and financial year

- (1) The Association has the name "Deutsche Welthungerhilfe e. V." (hereinafter also referred to as "Welthungerhilfe").
- (2) Its head office is in Bonn and it is entered in the Register of Associations at Bonn County Court.
- (3) The financial year is the calendar year.

Section 2 Nonprofit-making purposes

- (1) Deutsche Welthungerhilfe e.V., (corporate body) with its head office in Bonn, exclusively and directly pursues nonprofit-making and charitable objectives in accordance with the "Steuerbegünstigte Zwecke" (tax-privileged purposes) of the current German Fiscal Code.

The purpose of the organisation is to promote development cooperation. This purpose is particularly fulfilled through the following activities:

- a) Increasing the feeling of social responsibility amongst citizens of the Federal Republic of Germany and their willingness to help other people, especially those in developing countries, by compiling and disseminating information which deepens understanding of social and economic interrelationships in developing countries in particular;
- b) Improving the living conditions of the rural population and socially weak urban groups in developing countries in particular by helping people to help themselves;
- c) To realise the objectives mentioned above on a broad scale through close cooperation with all social groups, and above all young people;
- d) Helping children and young people through support programs;
- e) Promoting international understanding through cooperation with other aid agencies in Germany and abroad, and especially with those in Europe;
- f) Using support programs to help institutions for orphans and social orphans, disabled children and young people, and needy children and their families set up homes, day-care centres, public social facilities, and rehabilitation centres - primarily in developing countries;

- g) Using emergency aid programs to provide people suffering from deprivation and poverty (victims of war, famine, or natural disasters for example) with food, means of production, and other relief aid primarily in developing countries.

In addition, the organisation supports charitable schemes, which provide people classified as needy in accordance with Section 53 of the German Fiscal Code [*Abgabenordnung – AO*] with any kind of support.

- (2) The organisation operates for nonprofit-making purposes; pursuing objectives in its own economic interests is not its main aim.
- (3) The organisation's funds are only allowed to be used for purposes in accordance with these Articles of Association. Members of the organisation are not allowed to receive financial bonuses from the organisation's funds.
- (4) The organisation is not allowed to benefit anybody through expenditure which is not related to the purpose of the organisation or through unreasonably high remuneration.
- (5) If the organisation is dissolved or disbanded or it ceases to pursue tax-privileged purposes, its assets shall be transferred to the German Red Cross e.V., which must use them directly and exclusively for nonprofit-making, charitable or church purposes.

Section 3 Membership

- (1) Members of Welthungerhilfe are the President of the German Federal Parliament, the chairmen of the political factions represented in the German Federal Parliament and the churches, associations and organisations belonging to this Association when these Articles of Association came into force.
- (2) Associations and organisations that serve the purpose of Welthungerhilfe may secure membership on the basis of a resolution of the General Assembly.
- (3) The members are entitled to exercise their membership rights in the General Assembly through permanent authorised representatives. The members appoint the permanent authorised representatives and immediately inform the Executive Management in a text form, citing the names and addresses of these permanent authorised representatives.
- (4) The membership shall expire in the case of resignation, exclusion and dissolution.
- (5) The resignation may only be declared at the end of a financial year. The declaration must be received by the Executive Management in a written or a text form no later than three months before the end of the financial year.
- (6) A member may be excluded because of behaviour that damages the interests or image of Welthungerhilfe or because of an important reason on the basis of a resolution by the General Assembly. Before the resolution is passed the member must be given the opportunity to comment on the motion for exclusion of this member.

Section 4 Bodies

The bodies of Welthungerhilfe are:

- a) General Assembly,
- b) Board of Directors,
- c) Executive Management.

Section 5 General Assembly

- (1) The General Assembly determines the guidelines for the activities of Welthungerhilfe.
- (2) The General Assembly is also responsible for:
 - a) the election and recall of the members of the Board of Directors,
 - b) the election of the auditors, who are not allowed to belong to the Board of Directors nor to the Executive Management, nor to a committee appointed by the Board of Directors,
 - c) the passing of the resolution on the economic plan and the approval of the annual financial statements on the basis of the report on the auditing of the accounts,
 - d) discharging of the Board of Directors and the Executive Management,
 - e) stipulating the contribution of the members,
 - f) passing a resolution on
 - fa) the acceptance of new members,
 - fb) amendments to the Articles of Association,
 - fc) the election regulations that are part of these Articles of Association,
 - fd) the dissolution of the Association.
- (3) Another member may be authorised in a written or a text form to exercise the voting right. The authorisation must be granted separately for each General Assembly; however, one member is not allowed to represent more than one third-party vote.
- (4) The members of the Board of Directors have an advisory vote on the General Assembly. Membership rights shall remain unaffected hereby.

Section 6 Passing of resolutions at the General Assembly

- (1) The General Assembly may be held either on site, or as a virtual General Assembly. The Executive Management, in consultation with the Board of Directors, shall issue a written or a textual invitation to the General Assembly at least three weeks in advance, announcing (i) the agenda, (ii) the manner of the General Assembly (on site or as a virtual General Assembly) and (iii) the place of the meeting.
- (2) A virtual General Assembly on the dissolution or transformation of the Association is not permitted.
- (3) A General Assembly shall have a quorum, insofar as it was convened in accordance with subsection 1 and half of the members are represented. If there is no quorum, a new General Assembly with the same agenda is to be convened without delay, which shall be deemed to have a quorum irrespective of the number of members present. This must be pointed out in the invitation to the meeting.

- (4) A General Assembly must be convened without delay if this is requested by one fifth of the members, the Board of Directors or the Executive Management, and the reason for convening the meeting has to be stated.
- (5) The General Assembly shall be chaired by the Chair of the Board of Directors.
- (6) The General Assembly shall pass its resolutions with a simple majority of those present unless explicitly envisaged otherwise by the Articles of Association.
- (7) If requested by the Executive Management in consultation with the Board of Directors, resolutions can also be passed in a written procedure, unless a quarter of the members requests oral deliberation. The passing of a resolution requires a majority of all members. For amendments to the Articles of Association the majority shall apply pursuant to Section 10. The written procedure is not permissible for amendments to Section 2 of the Articles of Association (nonprofit status).
- (8) Minutes are to be prepared, detailing the results of the General Assembly. These must be signed by the chairman of the meeting. These minutes must be sent to the members in a text form.

Section 7 Board of Directors

- (1) The members of the Board of Directors are elected by the General Assembly upon the proposal of members of the Association and the Board of Directors for the duration of four years. If a member of the Board of Directors leaves during the term in office, a by-election is held for the rest of the term in office.
- (2) The Board of Directors consists of the Chair of the Board, the Vice Chair of the Board, the Chair of the Finance Committee and up to four other members. The following shall apply to the elections:
 - a) The General Assembly elects the members of the Board of Directors by means of secret ballots or comparable secret, electronic forms of voting.
 - b) The Chair of the Board, the Vice Chair of the Board and the Chair of the Finance Committee are elected in separate ballots, and the remaining members of the Board of Directors – which can be up to four members – are elected in a joint ballot through a list election.
 - c) Each eligible voter has one vote for each post that is to be elected.
 - d) The person who has received more than half of the votes of the members eligible to vote (absolute majority) is elected. If none of the candidates receives an absolute majority in the first ballot for individual posts that are to be elected, the ballot will be repeated for electing these posts.
 - e) If none of the candidates receives an absolute majority in the second ballot for the elected post of Chair of the Board of Directors, Vice Chair of the Board, or Chair of the Finance Committee, a tie-breaking vote shall be held for the respective post, with a choice between the two candidates with the most votes. The person who receives the most votes is elected. If both candidates receive the same number of votes, the Chairman of the meeting will draw lots to decide who shall occupy the respective post.

- f) If none of the candidates receives an absolute majority in the second ballot for one or more of the four additional posts that are to be elected, the ballot will be repeated. In each respective case the candidate with the most votes will be elected for the respective post. If both candidates receive the same number of votes, the Chairman of the meeting will draw lots to decide who shall occupy the respective post.
- (3) The Board of Directors has the following tasks and authorisations:
- a) The Board of Directors represents Welthungerhilfe externally and internally insofar as the representation is not passed to the Executive Management.
 - b) The Board of Directors decides on the appointment and recall of the Secretary General and the other members of the Executive Management and regulates their employment relationships.
 - c) The Board of Directors appoints the members of the Advisory Committee.
 - d) The Board of Directors monitors and advises the Executive Management.
 - e) Within the framework of the guidelines stipulated by the General Assembly the Board of Directors decides on the basic positions and strategies of the development policy as well as on the basic principles of the project support.
 - f) The Board of Directors decides on the economic plan that is to be presented to the General Assembly for the passing of a resolution and on the annual financial statements that are to be presented to the General Assembly for the passing of a resolution.
 - g) The Board of Directors may install an Ambassador Council and appoint its members. The Ambassador Council has to support and advise the Board of Directors and the Executive Management in fulfilling their tasks and duties. The Board of Directors may define the tasks and duties of the Ambassador Council and stipulate its rules of procedure.
- (4) The Chair of the Board shall convene the meetings of the Board of Directors and chair these meetings. The Chair of the Board acts internally and externally on behalf of the Board of Directors. The Vice Chair of the Board assumes the tasks and duties as well as the authorisations of the Chair of the Board when the Chair of the Board is not available.
- (5) Meetings of the Board of Directors may be held virtually by decision of the Board of Directors Committee.
- (6) The Board of Directors shall have a quorum to pass a resolution if at least half of its members, including the Chair of the Board or the Vice Chair of the Board, is present.
- (7) The Board of Directors may transfer individual tasks and duties as well as authorisations to committees. It has to install a finance committee. Persons who do not belong to the Board of Directors may also be appointed as members of the committees. The majority of the committee members must be members of the Board of Directors. Apart from the finance committee, the committees must be chaired by the Chair of the Board of Directors or the Vice Chair of the Board.
- (8) After their four-year term in office expires the members of the Board of Directors remain in office until their successors have been elected and have taken up their respective posts. The Board of Directors' term of office begins with the completion of the General Assembly in which the Board of Directors is elected.

- (9) The members of the Board of Directors act in an honorary capacity. Their liability is limited to wilful intent and gross negligence.
- (10) The Board of Directors may stipulate its own rules of procedure.

Section 8 Executive Management

- (1) The members of the Executive Management shall be appointed and recalled by the Board of Directors.
- (2) The Executive Management consists of the Secretary General and at least one further member.
- (3) The Executive Management is an Executive Management within the meaning of Section 26 of the German Civil Code. Welthungerhilfe is jointly represented by two members of the Executive Management.
- (4) The Secretary General chairs the Executive Management. The Executive Management passes its resolutions with the majority of votes cast. In the case of a parity of votes the vote of the Chairman (Secretary General)* is decisive.
- (5) The Executive Management shall conduct the business transactions of Welthungerhilfe, while complying with the resolutions of the General Assembly and of the Board of Directors.
- (6) The Executive Management participates in an advisory capacity in the General Assemblies and in the meetings of the Board of Directors, the meetings of the Advisory Committee, the meetings of the committees installed by the Board of Directors and any meeting which may be held by a possible Ambassador Council, unless the respective committee decides to meet without the Executive Management or without individual members of this Board. The Board of Directors must be regularly informed about the ongoing business transactions of Welthungerhilfe and notified without delay of its extraordinary business transactions. All pertinent or requested information and documents are to be made available to the Board of Directors and the Board is to be granted permission to inspect said documents.
- (7) If the Advisory Committee speaks out against a program or project plan (Section 9, subsection 4), the Executive Management is only allowed to further pursue the program or project plan if this has been approved by the Board of Directors.
- (8) The Executive Management may issue itself rules of procedure, unless the Board of Directors has issued such rules of procedure.
- (9) The members of the Executive Management shall receive an appropriate remuneration for their work. More specific details of such remuneration shall be regulated by the Board of Directors.

Section 9 Advisory Committee

- (1) The Advisory Committee consists of up to 19 members, who are appointed by the Board of Directors for the duration of the term of the Board of Directors. If a member retires from the committee, a successor is appointed for the remaining term.
- (2) The Advisory Committee shall have a quorum to pass a resolution if at least half of its members, including the Chairman or Vice-Chairman, is present.

* Translator's note: added for clarification

- (3) The Advisory Committee can be divided into subcommittees, which are formed using members of the Advisory Committee with the consent of the Board of Directors. The details are regulated by the Advisory Committee's rules of procedure.
- (4) The Advisory Committee checks the programs and project plans that have been presented to it by the Executive Management or by the Board of Directors in consultation with the Executive Management to determine whether they are worth supporting, taking into consideration the resolutions passed by the Board of Directors (Section 7, subsection 3 e).
- (5) The members of the Advisory Committee serve in an honorary capacity. Their liability is limited to wilful intent and gross negligence.
- (6) The Advisory Committee shall issue itself rules of procedure, unless the Board of Directors has issued such rules of procedure. The rules of procedure must contain a regulation for electing the Chairman and the Vice-Chairman.

Section 10 Amendment to the Articles of Association

Amendments to the Articles of Association require a majority of two thirds of all members.

Section 11 Dissolution

- (1) A decision on a motion for the dissolution of the Association may only be passed with a two-thirds majority of all members.
- (2) The Association must be dissolved if its purpose can no longer be achieved. A motion aimed at achieving this requires a three-quarter majority of all members.
- (3) Sections 48 to 53 and 76 and 77 German Civil Code [*Bürgerliches Gesetzbuch – BGB*] shall apply for the implementation of the liquidation.

Section 12 Entry into force

These Articles of Association were concluded on 25 November 2021 in the current version.

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I hereby certify that the photocopy above /
overleaf corresponds with the original document
available to me

Bonn – Bad Godesberg, 8 April 2022

(signature illegible)
(Dr. Kevekordes)
Notary public

[Adhesive seal
no writing]

End of the certified translation

Moers, 22 July 2022

I, Pamela Lynn Green, authorised translator for the
Higher Regional Court of Düsseldorf, hereby certify that
this is a true and faithful translation of the copy of the
original document in the German language presented to me
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Reyer

