

Statute Electoral Rules



**german
agro
action**

In 1960 the United Nations Food and Agricultural Organisation (FAO) initiated a "Freedom from Hunger Campaign". At the same time, it called upon the UN member states to undertake increased efforts to fight against destitution, poverty and hunger with the help of non-governmental organisations.

In 1962 the German Federal President Heinrich Lübke appointed representatives of major social organisations to a "German Freedom from Hunger Campaign Committee".

In 1967 this Committee was renamed "Deutsche Welthungerhilfe e.V." (in English: "German Agro Action").

Article 1 Name, Registered Office and Financial Year

- (1) The name of the Association is "Deutsche Welthungerhilfe e.V." (German Agro Action).
- (2) The office of the Association is in Bonn and it is incorporated in the register of Associations at the district court in Bonn (eingetragener Verein).
- (3) The financial year is identical with the calendar year.

Article 2 Nonprofit-making and Charitable Status

- (1) The Association shall work exclusively and directly for nonprofit-making and charitable purposes in keeping with the section of the German Tax Code entitled "Steuerbegünstigte Zwecke" (tax privileged activities), the most recent version applying in each case.
- (2) The Association is a nonprofit organisation; its own economic gain shall not be the primary object of its activities.
- (3) The Association's funds shall only be used for such purposes as defined in the articles of the Statute.
- (4) Free reserves may be accumulated insofar as permitted by the tax regulations laid down in the German Charities Act.



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- (5) The members of the Association shall not, in their capacity as members, receive any allowance out of the Association's income or property.
- (6) The Association shall favour no person by means of expenditure foreign to the objects of the Association, or by means of excessively large remuneration.
- (7) In the event of the Association being dissolved or discontinued, or the purpose of its existence ceasing to apply, the assets of the Association shall be handed over to the German Red Cross, whose Board of Directors shall make use of them directly and exclusively for non-profit-making purposes.

Article 3 Objects and Activities

In order to achieve the aforesaid objects and thus related activities, the Association shall:

- (a) strengthen the concept of a shared social responsibility and willingness to provide help primarily for the people of developing countries amongst the citizens of the Federal Republic of Germany, by compiling and publicising information designed to create greater understanding for the social and economic conditions primarily in the Third World;
- (b) promote self-help activities primarily in developing countries in order to improve living conditions for the rural population and socially weak urban communities;
- (c) closely cooperate with all social groups, above all with young people, in order to accomplish the above mentioned objects on a broad scale;
- (d) promote children's programmes to help children and minors;
- (e) encourage international understanding through cooperation with other relief organisations in Germany and abroad, above all within Europe;
- (f) support institutions such as homes and day care centres, open access to social facilities and rehabilita-

tion centres for orphans and social orphans, handicapped children and young people of minor age as well as children in need with their families, in compliance with Article 53 of the German Tax Code, by means of relief programmes primarily in developing countries. For this purpose, the Association shall enlist the support of assistant staff within the meaning of Article 57, Section 1, Para. 2 of the German Tax Code;

- (g) provide people in need (e.g. victims of war, famine and natural disasters) with food and production input as well as other emergency supplies, by means of emergency aid programmes primarily in developing countries, in compliance with Article 53 of the German Tax Code.

Article 4 Membership

- (1) The president of the German Federal Parliament and the Chairpersons of the various parliamentary groups represented in the Federal Parliament are members of German Agro Action, as well as those groups which have already been members of the Association on the day of the coming into effect of the Statute, such as churches, associations and organisations.
- (2) The General Assembly may decide to grant membership to associations and organisations which promote the interests of German Agro Action.
- (3) Members unable to attend the General Assembly may appoint a proxy to vote on their behalf. For this purpose the members shall appoint permanent authorised representatives and shall inform the Board of Directors of their names and addresses without delay.
- (4) Membership shall expire in the event of resignation, exclusion or dissolution of the Association.
- (5) Termination of membership is possible only at the end of a financial year. Written notification to this effect must be given to the Board of Directors no later than three months before the end of the financial year in question.

(6) The General Assembly may decide to deprive a member of membership of the Association on the grounds of conduct deemed to be detrimental to the interests or reputation of German Agro Action or for any other serious reason. Before taking such action, when the deprivation of such member is considered, the member shall be provided with the opportunity of presenting its case.

Article 5 Governing Bodies

The governing bodies of German Agro Action shall be:

- (1) the General Assembly
- (2) the Board of Directors.

Article 6 The General Assembly

- (1) The General Assembly shall decide on the guidelines governing the activities of German Agro Action within the articles of the Statute.
- (2) In addition, the General Assembly shall be responsible for:
 - a) the election and removal of members of the Board of Directors
 - b) the election of auditors who shall not belong to the Board of Directors or to a body established by the Board of Directors
 - c) approval of the financial plan and approving the annual accounts based on the audit report
 - d) ratification of the Board of Directors' acts
 - e) fixing the membership fees
 - f) voting on
 - fa) accepting new members
 - fb) amending the Statute

fc) electoral rules, forming a constituent part of the Statute

fd) the dissolution of the Association.

- (3) A member may appoint another member as proxy to vote on his behalf, by issuing a written authorisation. A separate authorisation must be issued for each General Assembly. However, no member is allowed to cast more than one proxy vote.

Article 7 Resolutions of the General Assembly

- (1) The General Assembly shall constitute a quorum provided that it was convened in accordance with Article 11, para. 1 of the Statute and that at least half of the members of the Association are present. Should there be a lack of quorum, a new General Assembly must be convened immediately, which shall then be deemed to constitute a quorum, irrespective of the number of members present. This fact must be included in the invitation.
- (2) The General Assembly shall elect the members of the Board of Directors by secret ballot.
- (3) The Chairperson, Deputy Chairperson and Treasurer shall be elected in separate ballots, and up to four additional members of the Board of Directors are elected in a common ballot by means of a list system.
- (4) Each voting member shall have one vote for each elective office.
- (5) Such person shall be elected who receives more than half of the votes cast by all voting members (absolute majority). Should none of the candidates gain an absolute majority in the first run, the voting procedure shall be repeated.
- (6) Should none of the candidates running for the positions of Chairperson, Deputy Chairperson or Treasurer gain an absolute majority in the second run either, a run-off ballot shall be held for each position between the two candidates with the highest number of votes. Whoever gains

the most votes is then elected. Should the number of votes for each candidate be equal, the Chairperson of the Assembly shall come to a decision by drawing lots.

- (7) Should none of the candidates running for the position of one of the maximum of four members of the Board of Directors gain an absolute majority in the second run either, the voting procedure shall be repeated. Those candidates with the highest number of votes are then elected. Should two or more candidates receive the same number of votes, the Chairperson of the Assembly shall come to a decision by drawing lots.

Article 8 The Board of Directors

- (1) The members of the Board of Directors, having been nominated either by the members of the Association or by the Board of Directors, shall be elected by the General Assembly for a period of four years. If a member of the Board of Directors leaves office before his term of office expires, a new election shall take place for the remaining period. The members of the Board of Directors shall attend the General Assembly in an advisory capacity, without this affecting their rights of membership.
- (2) The Board of Directors shall be composed of the Chairperson, Deputy Chairperson, Treasurer and a maximum of four additional members of the Board of Directors.
- (3) In accordance with Article 26 of the German Civil Code, German Agro Action shall be represented with legally binding effect by two members of the Board of Directors, one of whom shall be either the Chairperson or the Deputy Chairperson.
- (4) The Board of Directors shall decide on the guidelines of German Agro Action project funding.
- (5) The Board of Directors shall decide on the approval of project applications discussed in the Project Assessment Committee on the basis of a simple majority of such members of the Board attending the meeting.

Recommendations unanimously approved by the Project Assessment Committee can only be rejected by the Board of Directors on the basis of a majority of its members.

- (6) Deletion after resolution passed by the General Assembly on November 16, 2000; now article 11, section 5.
- (7) The Board of Directors shall be deemed to be quorate provided that at least half of its members, including the Chairperson or Deputy Chairperson, are present.
- (8) The Board of Directors shall submit both the financial plan and the annual accounts, based on the audit report, to the General Assembly for approval.
- (9) The Board of Directors shall appoint the Secretary General.
- (10) Following expiry of the four-year term of office, all members of the Board of Directors shall remain in office until their successors have been elected and have taken up their positions. The term of office of the Board of Directors commences with the termination of the General Assembly at which it was elected.
- (11) The liability of the Board of Directors is restricted to wrongful intent and gross negligence.

Article 9 The Project Assessment Committee

- (1) The Project Assessment Committee consists of 19 members who are appointed by the Board of Directors for the period of the Board of Director's term of office. If a member leaves the Project Assessment Committee, a replacement shall be appointed for the remaining term of office.
- (2) The Project Assessment Committee is eligible to pass resolutions if at least half of its members, including the Chairperson and the Deputy Chairperson, are present. The Project Assessment Committee shall issue rules which set out the election of the Chairperson and Deputy Chairperson.

- (3) Regional committees which the Project Assessment Committee forms from its ranks with the consent of the Board of Directors shall also be deemed to be part of the Project Assessment Committee in the meaning of these Electoral Rules. The Chairperson and six members are part of the Regional Committee. The Regional committees shall be deemed to be eligible to pass resolutions if at least three members, including the Chairperson and Deputy Chairperson, are present.
- (4) The Project Assessment Committee shall review all of the project applications submitted to it either by the Board of Directors or the Secretary General for approval of funding before submitting them, together with their recommendation, to the Board of Directors for final decision (Article 8, para. 5).

Article 10 The Secretary General

- (1) The Secretary General shall manage the day-to-day affairs of German Agro Action for and on behalf of the Board of Directors. The Secretary General is the managing director of the Secretariat.
- (2) The Secretary General shall attend the meetings of the governing bodies and Project Assessment Committee in an advisory capacity. He shall inform the Board of Directors on a regular basis about general day-to-day affairs and report without delay any exceptional business of German Agro Action. He must supply the Board of Directors with all information which is relevant or has been requested, make documents available and allow for them to be examined.

Article 11 Meetings and Resolutions

- (1) Written invitations to General Assemblies as well as to the meetings of the Board of Directors or of the Project Assessment Committee shall be distributed no later than three weeks before the meetings and shall include the agenda thereof.

- (2) A General Assembly or a meeting of the Board of Directors shall be convened without delay, if this is requested by at least one-fifth of the members of the relevant body, by giving the reason for the request.
- (3) Resolutions shall be passed by a simple majority vote of those present, except as otherwise provided in the Statute. In the event of an equality of votes, the motion shall be considered rejected.
- (4) A vote may be taken on items which are not on the agenda, provided that one third of those present do not raise an objection. This shall not apply to items on the agenda with regard to Article 4, para. 6 and Articles 12 and 13 hereof.
- (5) Resolutions of the institutions may also be passed by written procedure if one-fourth of the members of the institution framing the resolution do not request an oral discussion. Resolutions shall be passed by a majority of all members of the institution framing the resolution. The majority set out in article 12 shall apply to amendments to the Electoral Rules.
The written procedure is not allowed for amendments of article 3 of the electoral rules (Objects and Activities).
- (6) Minutes must be taken from all meetings of the governing bodies and the Project Assessment Committee and must be signed by the person chairing the meeting.
- (7) For the rest, the governing bodies and the Project Assessment Committee shall be responsible for organising their own proceedings.

Article 12 Amendments of Statute

The Statute may be amended by not less than two-thirds of all members of the Association. This shall also apply to amendments of Article 3 hereof - Objects and Activities.

Article 13 Dissolution

- (1) A three-fourth majority of the members of the Association is required to act on a motion for dissolution of the Association.
- (2) The Association shall be dissolved if its purpose can no longer be achieved. A motion to this end shall require a majority of three-quarters of its members in order to be passed.
- (3) In the case of liquidation, Articles 48 to 53, and 76, 77 BGB (German Civil Code) shall apply.

Article 14 Effective Date

The Statute was adopted in the present version on 27 November 1997 and entered into effect when the Association was incorporated in the Register of Associations (under 20 VReg-Nr. 3810) at the district court in Bonn on 31 July 1998.*

Bonn, April 2001

* The inclusion of the electoral rules was decided at the General Assembly of 23 November 1994 (the inclusion of Article 6, para. 2 fc).

Amendments to articles 3, 8, 9, 11 and 12 were resolved at the General Assembly which took place on November 16, 2000.

Electoral Rules for the Election of the Board of Directors of German Agro Action

Article 1 Purpose of the Electoral Rules

1. The purpose of the electoral rules shall be to ensure the correct preparation and implementation of the election of the Board of Directors by the General Assembly. These regulations shall also apply in the event of individual positions on the Board of Directors having to be filled before the expiry of the fixed term of office.
2. The electoral rules shall lay down the procedure and time limits to be adhered to in submitting nominations, except as otherwise provided in the Statute.

Article 2 Calling the Election

1. The Chairperson of the Board of Directors shall inform the members and the Board of Directors of the expiry of the Board of Directors' four-year term of office no later than three months before the expiry; at the same time the Chairperson shall invite them to put forward nominations for the election of a new Board of Directors.
2. The nominations must be submitted to the Chairperson in writing no later than four weeks before the election. Nominations must be accompanied by the nominee's written declaration that he is willing to stand. In addition, a short curriculum vitae of the nominee must be enclosed.
3. In case of new elections during the Board of Directors' term of office, the general deadline for invitations is applicable; para. 2 hereof applies, provided that the deadline for nominations expires one week before the General Assembly at which the new election shall take place.

Article 3 List of Nominations and Notification of the Voting Members

Together with the invitation to the General Assembly, the Chairperson shall send the members and the Board of Directors the list of nominees, containing all those nominations received by the Chairperson in due time. The list shall include the relevant personal data of the nominees. The candidates shall be listed in alphabetical order. In addition, the Chairperson shall give information on nominations which were not received in due time.

Article 4 Holding the Election

The General Assembly shall elect a returning officer and two electoral assistants from its own members.

The returning officer shall announce the nominations on the basis of the list of nominees. Any addition to the list of nominees during the General Assembly shall require the consent of two-thirds of the votes represented at the General Assembly.

The returning officer shall inform the voting members of their rights and duties, as laid down in particular in Article 7, para. 2 to 7 of the Statute.

The elections are by secret ballot. A separate ballot paper must be filled out for each office (Chairperson, Deputy Chairperson, Treasurer, other members of the Board of Directors).

A vote shall be considered null and void if the ballot paper is left empty or contains illegible or contradictory information.

Article 5 Ascertainment of the Election Results

The votes shall be counted under the supervision of the returning officer. Should the returning officer discover an error putting the validity of the elections in question, the elective act may be repeated on his request.

The candidates elected shall be those who, in accordance with Article 7, para. 5 to 7 of the Statute, receive the required number of votes from the General Assembly.

The returning officer shall announce the results of the election and ask those elected whether they accept the outcome.

Article 6 Minutes of the Elections

Minutes of General Assemblies at which an election of the Board of Directors has taken place shall be signed by the returning officer and the Chairperson of the General Assembly.

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