

**Statutes**

**of the Association of German Development and  
Humanitarian Aid Non-Governmental Organisations, reg.  
Ass.**

(adopted at the Members' Assembly on the 07.12.2016)

**Preamble**

The development and humanitarian aid non-governmental organisations of the Federal Republic of Germany have joined together with the aim of strengthening their contribution to more justice in the One World. They regard it as their common mission to optimally serve poverty reduction, the realisation of human rights, humanitarian aid and the conservation of natural resources.

The members and guest members of the Association of German Development and Humanitarian Aid Non-Governmental Organisations act in the conviction that a course of sustainable development requires the participation of society as a whole, i.e. of each individual. Far-reaching political reforms, changes in our lifestyles as well as a greater measure of solidarity and support for the poor in the developing countries are required. Poverty, environmental destruction and the curtailing of opportunities in life for future generations have attained dimensions that are politically and ethically unacceptable.

The Association regards its chief task as that of promoting awareness-raising on issues of development co-operation, humanitarian aid and international understanding at the societal level and more firmly establishing this as a central task in developing the future in society as a whole. Furthermore, the Association has been

entrusted with the task of promoting the exchange of experience and co-operation among its member organisations, voicing their common interests in issues of development policy, humanitarian aid and international understanding and representing these in public.

The Association of German Development and Humanitarian Aid Non-Governmental Organisations also invites government and parastatal organisations to become involved in its working groups and attend its Members' Assemblies.

The Association is non-partisan and non-denominational. The work of the members and guest members is guided by the basic principles of non-discrimination, tolerance, participation, non-violence and openness to other cultures and religions.

## **§ 1**

### **Name, Legal Status and Seat**

The Association bears the name "Association of German Development and Humanitarian Aid Non-Governmental Organisations, reg. Ass.". The abbreviated form is VENRO. The Association is entered in the Register of Associations. Its seat and office is Berlin.

## **§ 2**

### **Purpose**

- (1) VENRO exclusively and immediately pursues non-profit purposes in the sense of the section on "tax-privileged purposes" in the Tax Code.
- (2) The purpose of the Association is to promote education, in particular in the areas of development co-operation, humanitarian aid and international understanding.
- (3) The purpose of the Association is realised in particular by
  - setting up working groups dealing with the topics of development co-operation, humanitarian aid and international understanding both at national and international level,

- running public campaigns and events to promote awareness-raising of the needs of developing countries,
  - organising congresses on education in the fields of development co-operation, humanitarian aid and international understanding,
  - media and public relations activities to raise awareness among the public of the need for development co-operation, humanitarian aid and international understanding,
  - representing the commonly defined interests and positions of the non-profit Association members in the areas of development co-operation, humanitarian aid and international understanding vis-à-vis government bodies at Land and federal government level as well as in the international organisations.
- (4) The right of the members and guest members to independently represent their views, also in public, remains untouched.
- (5) The Association's resources may solely be used for purposes in accordance with the Statutes. The Association acts in a charitable manner. It does not predominantly pursue purposes in its own economic interest. The members and guest members do not receive grants from Association funds. No person or member or guest member may draw benefits from expenditure alien to the purpose of the Association or from disproportionately high remunerations. If members or guest members become active for the Association in accordance with its mission, they are only entitled to a reimbursement of their expenses.

### **§ 3**

#### **Membership**

- (1) Membership of VENRO is open to independent, non-governmental, non-profit legal persons as well as umbrella organisations of regional and local non-governmental organisations involved in development co-operation, humanitarian aid and/or development information and educational activities. They are required to have been active in one of the areas mentioned before at supra-regional level for at least two years. Their organs have to decide

independently on the use of funds raised in Germany. A further condition is that they be seated and registered in Germany and conduct their administration of funds here (including the annual audit and annual audit report). Details are provided in a catalogue of criteria to be adopted by the Members' Assembly with an absolute majority of those members present and entitled to vote.

- (2) The status of guest member may be acquired by non-profit non-governmental organisations that pursue tasks in the field of development co-operation, humanitarian aid and/or development information and education but do not fulfil all membership criteria. The status of guest member may also be acquired by non-governmental organisations fulfilling all membership criteria but only wishing to become involved as guest members. In this case, membership as a guest member is limited to two years.
- (3) The Board decides on the adoption as a member or guest member by a three-quarters majority. Reasons for negative decisions are to be given in writing. Board decisions in both directions can be appealed to the Members' Assembly.
- (4) Expulsion of a member or guest member is possible if, despite written notice to pay being given twice, there are arrears of fees of more than 12 months or if this organisation severely harmed the Association's reputation or is guilty of a severe violation of the rules of conduct or codes adopted by the Members' Assembly. Expulsion of a member is by resolution of the Members' Assembly and requires a two-thirds majority. Furthermore, the organisation affected must have been given an opportunity to state its position. The organisation concerned has a right to cast a vote on the resolution of expulsion. It is to be informed in writing of the reasons for its expulsion.
- (5) A member or guest member may declare its resignation of membership for the end of the year in writing by the 30<sup>th</sup> June. The fee for the ongoing business year is to be paid in all circumstances.

## **§ 4**

### **Right to Vote and Eligibility for Office**

- (1) The VENRO members have the right to vote for all of the Association's organs. They have the right to vote on all subject-related issues and issues of rules of procedure. Each member has a vote. There is no vote transfer.
- (2) The guest members enjoy neither an active nor a passive right to vote. Neither do they have the right to vote in the Members' Assembly. They are only entitled to cast their vote on subject-related issues in the working groups. There, each guest member has one vote. There is no vote transfer.
- (3) In votes taken in the Association's organs, decision is by the majority of valid votes in favour of or against a motion; in the event of a tie, a motion is regarded as rejected. Abstentions are not counted in calculating the majority.
- (4) The full-time members of the Office have the right to take the floor in all bodies.

## **§ 5**

### **Organs**

#### **a) Members' Assembly**

- (1) The Members' Assembly (MA) is the Association's supreme decision-making organ. It takes place at least once a year. Furthermore, it is to be convened if this is in the Association's interest or if a fifth of the members request this in writing, stating their reasons.
- (2) In particular, the MA has the following tasks:
  - electing the Board Chair and his or her up to three deputies,
  - electing the Treasurer,
  - electing the further Board Members,
  - electing the Auditors,
  - choosing the chartered accountant or company of chartered accountants,
  - determining the budget,
  - determining the members' fees,

- electing the delegates to national and international bodies (e.g. the delegates to the CONCORD General Assembly),
  - electing the Arbitration Board,
  - recalling the above-mentioned officials should an important reason arise,
  - adopting of the annual audit report and approval of the Board's actions,
  - amending the Statutes,
  - deciding on draft resolutions that are submitted to the MA in particular on behalf of a working group or the Board,
  - dissolving the Association.
- (3) Members' Assemblies are to be convened in writing by the Board, giving notice of four weeks and stating a proposal for an agenda. The Members' Assembly constitutes a quorum if it has been convened in accordance with the Statutes.
- (4) Amendments to the Statutes and the dissolution of the Association require a three-quarters majority of the members entitled to vote who are present. Abstentions are counted as negative votes in calculating the three-quarters majority. Corresponding motions must have been made available together with the proposal for the agenda.
- (5) The Board has the authority to immediately make any amendments to the Statutes that have been demanded by the local court and/or that are required to attain non-profit status without convening an additional Members' Assembly if all Board members approve.
- (6) Minutes are to be kept of the Members' Assembly that are to be signed by the Assembly Head and the person keeping the minutes. The minutes shall state the following: place and time of the Assembly, name of the Assembly Head and of the person keeping the minutes, number of members present, agenda, results of voting and type of voting. In the event of amendments to the Statutes, the exact wording is to be stated.
- (7) The Members' Assembly adopts rules of procedure. Amendments to the rules of procedure may only be performed by an absolute majority of the members who are entitled to vote and are present.

## **b) Board**

- (1) The Board consists of a minimum of six and a maximum of ten natural persons, who are to be elected by secret ballot by the MA by an absolute majority of the members entitled to vote who are present. The period of office is two years. Re-election is permissible three times. If a Board member stands for election as Chair, the election as Chair and three re-elections as Chair are permissible. Only those may be elected members of the Board who work either full-time or in an honorary capacity for a member organisation. If this activity ends during a member's ongoing period in office, the Board decides by a two-thirds majority of the Board members present whether the member of the Board may remain in office until the next Members' Assembly. The Board member in question is not entitled to vote in this ballot.
- (2) The following positions are to be staffed:
  - aa) the 1<sup>st</sup> Chair and up to three deputies, who, together, form the Board Presidium,
  - bb) the Treasurer,
  - cc) the other members of the Board
- (2a) Gender ratio:
  - (aa) If the Presidium consists of more than one person, it must include persons of both genders; if it consists of four persons, it must include two female and two male persons.
  - (bb) If the Board consists of six persons, it must include at least three female and three male persons. If less than three female or male persons obtain the absolute majority of votes, the gender ratio is allowed to deviate accordingly, without prejudice to the provision on the composition on the Presidium (paragraph aa).

If the Board consists of seven persons, it must include at least three female and three male persons; if it consists of more than seven persons, it must include at least four female and four male persons.
  - (cc) Paragraphs aa and bb do not apply if the number of Board members decreases because a member leaves office during the period of office.

- (3) The duties of the Board are:
- to implement the resolutions of the MA,
  - to represent the Association externally,
  - to appoint the Association’s Director as a special representative in accordance with §30 BGB and the Association’s full-time staff,
  - to approve new and dissolve existing working groups,
  - to draw up the budget,
  - to supervise the Office,
  - to define the Office’s priority areas of activity within the framework of decisions taken by the MA.
- (4) The Board constitutes a quorum if at least half of its members as well as a further member of this body are present, including a member of the Presidium. Financial decisions may not be taken against the Treasurer’s vote.
- (5) Issuing legally binding statements requires the participation of two Board members, including the Chair or a Deputy.
- (6) In urgent cases, the Board Chair or his/her Deputies may initiate the adoption of a resolution in writing outside a Board meeting if two thirds of the Board Members approve of this procedure.
- (7) The Board adopts rules of procedure, which require the approval of the Members’ Assembly.

### **c) Arbitration Board**

- (1) The Members’ Assembly may appoint an Arbitration Board as an organ of self-regulation of the members.
- (2) The Arbitration Board consists of a chair and a minimum of two and maximum of six members who are elected by the Members’ Assembly for a period of two years. Re-election is permissible three times.
- (3) Board Members may not be members of the Arbitration Board.
- (4) Responding to a request by the Board, the Arbitration Board settles disputes between members regarding rules of conduct and codes that the Members’ Assembly has adopted. In particular, the Arbitration Board has the duty to settle disputes and ascertain violations of VENRO rules and codes.



- (5) In addition, the Arbitration Board advises the Board regarding measures in accordance with § 3 Subparagraph 4 of the Statutes (expulsion of members), provided that a violation of such rules of conduct is at issue in this context.
- (6) The procedure of the Arbitration Board is defined in rules of procedure, which require approval by the Members' Assembly.

**d) Director**

- (1) As a special representative in accordance with §30 BGB, the Director is appointed by the Board.
- (2) He/she primarily has the following responsibilities:
  - representing the organisation and its interests in public and vis-à-vis others,
  - legally binding representation of the Board in all ongoing affairs,
  - recruiting staff,
  - advising the Board, supporting the organs and bodies,
  - overall co-ordination of Association activities,
  - supervision and supervisory power for the Office,
  - involvement in projects of particular importance to Association policy.

**§ 6**

**Working Groups**

- (1) VENRO has working groups that can be proposed by the Members' Assembly. The Board decides on the establishment of working groups.
- (2) There is a member in the Board responsible for each working group.
- (3) The working groups submit draft resolutions and working proposals concerning their area of responsibility to the Board and the MA. In the context of their thematic area, they may also appear in public as a division of the Association if this is approved by the Board member responsible for the

respective working group. It has to be ensured that no resolutions or declarations of the MA and the Board contradict this.

## **§ 7**

### **Financial Matters**

- (1) The Association of German Development and Humanitarian Aid Non-Governmental Organisations is funded via members' fees and grants.
- (2) The members' fees are defined in a table which, on the proposal of the Board, is adopted by the MA by an absolute majority of those members present who are entitled to vote. The Board decides on applications for exemption.
- (3) The guest members pay a promotional fee which, subject to an identical procedure, is only half as high as the members' fee.
- (4) The budgetary year is the calendar year.

## **§ 8**

### **Dissolution of the Association**

- (1) The decision has to be taken by the MA by a three-quarters majority of the members present and entitled to vote. Abstentions are counted as negative votes in calculating the three-quarters majority. A corresponding proposal must have been distributed with the invitation.
- (2) If the Association is dissolved or if tax-privileged purposes no longer apply, the Association's assets go to a legal person under public law or another tax-privileged incorporated body, to be used for promoting development cooperation and humanitarian aid. Resolutions on the future use of the assets may only be executed with consent of the Tax Office.

Berlin, 7<sup>th</sup> December 2016