

**Statutes**

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

(adopted at the Members' Assembly in Bonn on the 15.12.2009)

**Preamble**

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

The members and guest members of the Association of German Development Non-Governmental Organisations, reg. Ass. act under the conviction that a course towards 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 no longer acceptable.

The Association regards its chief task as that of promoting awareness raising in development aid issues and international understanding at societal level and achieving a better establishment of 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 development issues and international understanding and representing these in public.

The Association of German Development 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 to religions.

## **§ 1**

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

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

## **§ 2**

### **Purpose**

- (1) The Development Association 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 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 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 aid and international understanding,
  - media and public relations activities to raise awareness among the public of the need for development aid and international understanding,
  - representing the commonly defined interests and positions of the non-profit Association members in the areas of development aid, development co-operation,

international understanding and humanitarian aid vis-à-vis government bodies at Land and Federal Government level as well as in international organisations.

- (4) The right of 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 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 three areas 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 (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) Non-profit legal persons may acquire the status of a guest member who pursue tasks in the field of development co-operation/humanitarian aid and/or development information and education are partly or wholly supported by government bodies 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. A transitional period of 2 years after the regulation has entered force applies for existing guest members.

- (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. The Members' Assembly can be consulted to contest decisions made by the Board in both directions.
- (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 harms the Association's reputation. Expulsion is treated with the same decision-making process as adoption. Furthermore, the organisation affected must have been given an opportunity to further a statement. It is to be informed in writing of the reasons for its expulsion.
- (5) A member or guest member may declare his resignation of membership or guest member status in writing at any time. 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 in all of the Association's organs. They have the right to vote in 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 fulltime members of the Office have the right to take the floor in all committees.

**§ 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 appointed if this is in the Association's interest or if a fifth of the members request this, having given written 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,
  - defining the budget,
  - determining the members' fees,
  - electing the delegates to national and international committees (e.g. the delegates to the CONCORD General Assembly)
  - recalling the above-mentioned official should an important reason be given,
  - 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. Corresponding motions must have been submitted together with the proposal for the agenda. Abstentions are counted as negative votes in calculating the three-quarters majority.
- (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 a 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 following notes are to be contained: place and time of the Assembly, name of the Assembly Head and Keeper of 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 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. Only those may be elected members of the Board who work either fulltime 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
- (3) The duties of the Board are:
  - to implement the resolutions of the MA,
  - to represent the Association outside,
  - to appoint the Association's Director and fulltime staff, as a special deputy in accordance with §30 BGB,
  - to approve new and dissolve existing working groups,
  - to draw up the budget,
  - to supervise the Office,

- to define the Office’s priority areas 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 committee 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 Deputy may initiate a written resolution outside a Board meeting if two thirds of the Board Members approve of this procedure.
- (7) The Board adopts rules of procedure requiring the approval of the Members’ Assembly.

### **c) Conciliation Board**

- (1) The Members’ Assembly may appoint a Conciliation Board as a self-controlling organ of the members.
- (2) The Conciliation 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.
- (3) Board Members may not be members of the Conciliation Board.
- (4) Responding to an application by two members or the Board, the Conciliation Board settles disputes between members regarding rules of conduct that the Members’ Assembly has adopted. In particular, the Conciliation Board has the duty to settle the disputes. It does not make any arbitration decision of its own.
- (5) In addition, the Conciliation Board advises the Board regarding measures in accordance with § 3 Subparagraph 4 of the Statutes (expulsion of members), provided that rules of conduct have been contravened in this context.
- (6) The procedure of the Conciliation Board is defined in Rules of Procedure.

**d) Director**

- (1) As a special representative in accordance with §30 BGB, the Director is appointed by the Board.
- (2) As such, he/she 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 committees
  - overall co-ordinating 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 setting up of a working group.
- (2) There is a member responsible for each working group in the Board.
- (3) The working groups submit draft resolutions and working proposals concerning their areas 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 Development Association is funded via members' fees and grants.
- (2) The members' fees are defined in a table which, on the proposal of the Board, will be 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.
- (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 incorporated body with a tax-privileged purpose and with the aim of promoting development aid. Resolutions on the future use of the assets may only be executed with consent of the Tax Office.

Bonn, 15<sup>th</sup> December 2009