

Articles of Association

For the Aid Association for the Children of Cambodia (Kinderhilfe Kambodscha e.V.)

§ 1

Name, Registered Seat, Fiscal Year

- (1) The association is called "Kinderhilfe - Kambodscha". It shall be entered into the Association Register. After registration, the association shall use the name "Kinderhilfe - Kambodscha e.V." (Registered Association).
- (2) The association's registered seat is in Aachen. The association is entitled to maintain its own organization in Cambodia in order to achieve the purpose of the association.
- (3) The association's fiscal year shall be the calendar year.

§ 2

Purpose, Non-profit Status

- (1) The purpose of the association shall be to support the development and maintenance of social facilities for children and young adults, particularly orphans and children who cannot grow up with their parents for various reasons, in Phnom Penh, Cambodia.
- (2) The association exclusively and directly pursues charitable and non-profit purposes according to the provisions in German tax regulation entitled "steuerbegünstigte Zwecke" (or "tax-privileged purposes") (§§ 51-66, in particular § 52, section 2, nos. 1 and 2, 53, German Tax Code).
- (3) The association acts altruistically and does not pursue activities solely for commercial purposes.
- (4) The association's resources may only be used for purposes that are in line with the Articles of Association. The members shall receive no personal benefit from the resources of the association. No person shall receive an unfair payment for services in situations where such services or expenses are contrary to the purpose of the Association or are excessive.

§ 3

Membership

- (1) Any person who is at least ten years old can become a member of the association.
- (2) Applications for membership must be made in writing and addressed to the Board. Minors must also have the application signed by their legal representatives, who must also submit a separate written statement in which they acknowledge the obligation to pay membership fees for the respective minor.
- (3) The Board shall use its own discretion in making decisions regarding applications for acceptance. If the application is rejected, the Board shall not be obliged to notify the applicant of the reasons for the rejection.
- (4) Applicants are not automatically entitled to membership.

§ 4

Expiration of Membership

- (1) Membership expires with death, exclusion, being struck from the membership list or resignation from the association.
- (2) Resignations shall be submitted in writing to a member of the Board. For minors, resignation shall be submitted by legal representatives. Resignation can only be recognized at the end of a fiscal year with at least two months' notice.
- (3) A member can be struck from the membership list based on a decision by the Board if payment of membership fees or other expenses is in arrears despite two written reminders. A member may only be struck from the list if two months have expired since the second payment reminder was sent and the reminder threatened this action. The member must be notified regarding the Board's decision in this regard.
- (4) A member can be excluded from the association based on a decision by the Board if he or she knowingly seriously violates the interests of the association. Before the decision is officially taken, the member must be given an opportunity to make a written or oral statement in this regard. The Board's decision must state its reasons for the decision in writing, which must be sent to the member. The member can submit an appeal of the decision to the General Assembly. The appeal must be submitted to the Board within one month after written notice of the decision has been received. If the appeal is submitted in a timely manner, the Board must convene a meeting of the members to make the final decision regarding the exclusion.

§ 5

Membership Fees

- (1) Each member shall pay a membership fee.
- (2) The nature and amount of the fee shall be set annually by the General Assembly.
- (3) Minor members shall only pay one-quarter of the set amount.
- (4) When membership fees are due shall be set annually by the General Assembly.

§ 6

Executive Organs of the Association

- (1) The executive organs of the association shall be the Board and the General Assembly.

§ 7

Board

- (1) The Board of the association, according to the provisions of § 26, German Civil Code, shall include at least the Chairman and the Deputy Chairman, but no more than three further members.
- (2) The members of the Board must be members of the association.
- (3) The Board shall manage the association's business on a volunteer basis.

§ 8

Responsibility of the Board

The Board represents the association both in court and out of court. The Chairman and the Deputy Chairman have been exempted from the limitations of § 181, German Civil Code and are each entitled to represent the association separately. If further members of the Board are appointed, each shall be authorized to represent the association both in court and out together with one further member of the Board. The Board shall be responsible for all the matters of the association to the extent that they have not been transferred to any other executive organ of the association by the Articles of Association.

§ 9

Appointment of the Board

- (1) The founding member Dipl.-Ing. Michael Weiss is appointed as a member of the Board for life (privilege in accordance with § 35, German Civil Code).

- (2) The remaining members of the Board shall be elected by the General Assembly for a term of three years from the date of election. Only members of the association can be appointed as members of the Board. When membership in the association expires, participation as a member of the Board ends as well.
- (3) If a member of the Board leaves office prematurely, the Board can elect a successor for the remaining term of office for the respective member.
- (4) For passing resolutions, § 28, section 1 of the German Civil Code applies in combination with § 32, with the proviso that the Chairman shall cast the deciding vote if voting is deadlocked.

§ 10

General Assembly

- (1) In the General Assembly, each adult member shall have one vote. This voting right can be exercised by another member with written authorization. Authorization shall be given separately for each respective member. However, one member may not exercise more than three other votes.
- (2) The General Assembly is responsible for:
 - Electing the Board
 - Amending the Articles of Association
 - Setting fees
 - Accepting a member following an appeal of a rejection of an application
 - Excluding a member following a timely appeal by the respective member
 - Approving the actions of the Board
 - Dissolving the association

§ 11

Convening of the General Assembly

- (1) The regular General Assembly takes place once a year. It shall be convened by the Board with written notice that includes the agenda. The assembly shall take place no earlier than two weeks after day on which the written invitations are sent to the members. The written invitation shall be considered to be delivered to the member if it is sent to the last known address of the member as given in writing. The agenda shall be set by the Board.
- (2) Each member can submit a request for an addition to the agenda to the Board no later than one week before the General Assembly. The chairman of the meeting shall inform the members regarding the addition when the General Assembly convenes. The General Assembly shall make decisions regarding requests for additions to the agenda.
- (3) An extraordinary meeting of the members shall be convened by the Board if the association's interests so demand or if one-tenth of the members submit written requests to the Board stating the purpose and the reasons for the meeting.

§ 12

Passing Resolutions in the General Assembly

- (1) The General Assembly is chaired by the Chairman of the Board and in his or her absence by the Deputy Chairman. If no member of the Board is present, the assembly shall elect a chairman for the day. The chairman of the meeting shall appoint a secretary to take the minutes.
- (2) The chairman of the assembly shall determine the nature of voting. Votes must be cast in writing at the request of one-third of the present members with voting rights.
- (3) The General Assembly shall constitute a quorum, regardless of the amount of members present.
- (4) The General Assembly can pass resolutions based on a simple majority of the valid votes cast; abstentions shall be considered invalid votes. In order to amend the Articles of Association or to dissolve the association, a majority of three-quarters of the votes cast shall be required. An amendment of the association's purpose can only be passed with the approval of all the members. Written approval of the members not present at the General Assembly must be declared to the Board within one month.
- (5) In elections, a candidate who receives more than half the valid votes cast shall be considered elected. If nobody receives more than half of the votes cast, there shall be a second ballot between the two candidates who received the most votes. The person receiving the most votes in the second ballot is then elected. If an equal amount of votes are cast for both candidates, the chairman of the assembly shall make the decision by drawing lots.
- (6) Minutes shall be taken on the resolutions passed by General Assembly and shall be signed by the respective secretary.

§ 13

Dissolution of the Association

- (1) In the event of the dissolution or the suspension of the Association or the elimination of its previous "steuerbegünstigte" (or "tax-privileged") purpose – subject to (2) -, its assets shall be transferred to the Stiftung Kinderhilfe Kambodscha im deutschen Stiftungszentrum, Stifterbund für die deutsche Wissenschaft (Kinderhilfe Kambodscha Foundation in the German Foundations Center, Association for the Promotion of Sciences in Germany), Barkhovenallee 1 in 45239 Essen, Germany, which shall use them directly and exclusively to support Don Bosco in Phnom Penh. The association's assets held in Cambodia shall be transferred to the Cambodian province of the Salesian Congregation of Don Bosco
- (2) A decision to dissolve the association can only be taken by a General Assembly with a majority of three-quarters of the votes.
- (3) If the General Assembly does not decide otherwise, the Chairman and the Deputy Chairman shall be liquidators with joint authorization for representing the association.
- (4) The cash assets left after liquidation is complete shall be transferred to the Kinderhilfe Kambodscha Foundation in accordance with §13 (1) of the Articles of Association.

Entry into the Association Register of the Amtsgericht Aachen: 29.09.2004
Aachen, 12.08.2004
revised, Aachen, 12.12.2005
revised, Aachen, 16.05.2008
revised, Aachen, 02.06.2010