

# Centre for Humanitarian Action (CHA) Articles of Association

## Preamble

The Centre for Humanitarian Action (CHA) is a civil society initiative to strengthen humanitarian aid in accordance with the international humanitarian principles of humanity, impartiality, independence, and neutrality. As a think tank, the association is committed to the independent analysis, critical discussion, and public communication of issues relating to humanitarian aid and its principles. It promotes science and education in these fields, as well as international awareness and the idea of international understanding. It builds bridges between science and practice, as well as between German-speaking and international discussions.

## § 1 Name, registered office, and financial year

- I. The Association bears the name "Centre for Humanitarian Action" (abbreviated to "CHA").
- II. The Association shall be entered in the register of Associations. After registration, it shall bear the "e.V." addition to its name.
- III. The Association is based in Berlin, Germany.
- IV. The Association's financial year is the calendar year.

## § 2 Purpose of the Association

The purpose of the Association is to promote science and research based on globally applicable humanitarian principles, as well as to promote education and vocational training within the field of humanitarian aid, its challenges and the aid and protection of refugees and politically, ethnically, and religiously persecuted people. The purpose of the Association is particularly realised through:

- I. Intensifying the social discourse on the necessity and meaningfulness of cross-border humanitarian aid, with

particular emphasis on the protection of refugees and politically, ethnically, or religiously persecuted people.

- II. Scientific research and analysis of the challenges, possibilities, and limits of humanitarian aid, in particular the assistance and protection of refugees and politically, ethnically, or religiously persecuted people.

- III. Informing public institutions and interested members of the public regarding concepts and strategies of humanitarian aid by organising and conducting free discussion and information events, as well as public relations work, whereby the Association is guided by the humanitarian principles of humanity, impartiality, independence, and neutrality.

- IV. Promoting the exchange between science, humanitarian practice, and politics by initiating the debate between prominent experts in their respective fields in speech and writing, through publications, the operation of a website, and through communicating information via social media, thereby reflecting the current state of the scientific debate and the Association's activities in a timely manner.

## § 3 Non-profit status

- I. The Association exclusively and directly pursues charitable purposes within the meaning of the "tax-privileged purposes" section of the German Fiscal Code (§§ 51 ff. AO).

- II. The Association is a non-profit organisation; it does not serve its own economic purposes. With the exception of the full-time and salaried Managing Committee, the Association's bodies (§ 7) carry out their activities on an honorary basis.

- III. The Association's funds may only be used for the purposes defined in these Articles of Association.

- IV. The Members receive no form of benefit of any kind from the Association's funds.

V. No person may benefit from expenses that are unrelated to the purposes of the Association or from disproportionately high remuneration.

VI. The Association fulfils its tasks itself or through one or more auxiliary aides within the meaning of § 57 para. 1 sentence 2 AO, insofar as it does not engage in fundraising in accordance with § 58 no. 1 AO.

VII. The Association may maintain special-purpose enterprises to realise the purpose of the Association.

VIII. The Association may participate in other non-profit organisations and associations with the same purpose.

IX. The Association may also make financial or material resources available to other corporations, institutions, and foundations under private law or legal entities under public law in Germany and abroad for the realisation of tax-privileged purposes. The transfer of funds to a corporation under private law with unlimited tax liability requires that the corporation itself is tax-privileged.

## §4 Status

The Association is politically independent. It acts on its own initiative and independent of guidelines and instructions from state or private organisations. The majority of the bodies and committees are comprised of people from civil society or representatives of civil society organisations and are as diverse as is possible.

## §5 Membership

I. Natural and legal persons who support the goals of the Association and have demonstrated their commitment to humanitarian aid in accordance with the international humanitarian principles that are binding upon the Association may become members.

II. A legal entity or other institution may become a *sponsoring member* with voting rights by decision of the General Meeting if it financially supports the activities and economic foundations of the Association in an outstanding and long-term manner. A legal entity or other institution that fulfils the above-stated requirements for acceptance as a sponsoring member by the General Meeting but decides against membership may propose a natural person to the General Meeting as a temporary member of the Association to represent its interests. This natural person has full voting rights.

III. A legal entity or other institution may also become an *endorsing member* with voting rights by decision of the General Meeting if it financially supports the activities and economic foundations of the Association in a substantial and long-term manner. A legal entity or other institution that fulfils the above-stated requirements for acceptance as an endorsing member by the General Meeting but decides against membership may propose a natural person to the General Meeting as a temporary member of the Association to represent its interests.

IV. Natural and legal persons who support the purposes of the Association in an advisory capacity may become *supporting members*. Supporting members have the right to attend and speak at General Meetings, but no voting rights. The supporting member designated in accordance with Section 5 (5), dash 4, (6) of these Articles of Association as the representative of the interests of the CHA's full-time employees also has voting rights.

V. The General Meeting shall adopt a membership fee schedule and a catalogue of criteria for determining the classification of the following membership categories by a two-thirds majority of the members present:

a. *Sponsoring member* with voting rights and with representatives of the sponsors' interests within the meaning of § 5 Para. 2 of these Articles of Association. Both have the right to propose a member of the Supervisory Board for election at the General Meeting in accordance with Section 9 (3) of these Articles of Association

b. *Endorsing member* with voting rights and with representatives of the endorsing members' interests within the meaning of Section 5 (3) of these Articles of Association

c. *Supporting member* without voting rights in accordance with Section 5 (4) of these Articles of Association

d. *Supporting member* with voting rights in accordance with Section 5 (6) of these Articles of Association as a representative of the interests of CHA employees.

VI. The General Meeting decides on the admission of new members by a simple majority of votes after they have applied for admission in writing. The General Meeting may decide on a temporary membership for a maximum period of 2 years. There is no entitlement to membership, with the exception of the applicant for membership determined by a majority vote of the CHA office employees. Membership for this representation of the interests of the CHA's team of salaried office staff is only ever granted by the General Meeting for a limited period.

VII. Membership ends:

- a. By voluntary resignation: This may only be declared in writing to the Managing Committee. Resignation is permitted at the end of a calendar year subject to a notice period of three months;
- b. By expulsion: A member may be expelled by resolution of the General Meeting with a two-thirds majority if they have acted in gross contravention of the Association's goals and/or have significantly damaged the Association or its public reputation;
- c. By cancellation from the list of members: A member may be removed from the list of members by the Managing Committee if, despite two reminders and the threat of cancellation of membership, the member has not fulfilled their obligation to pay the annual membership fee within the defined payment period;
- d. By the death of a natural person or the termination of a legal entity;
- e. By expiry of the term of temporary membership.

VIII. Membership is non-transferable and non-inheritable.

## §6 Finances and membership fees

- I. A diversified funding of the CHA underscores its independence and scientific freedom.
- II. The CHA is financed through contributions and funding from institutional partners and endorsing partners in particular, the majority of which are to be anchored in civil society. It is also financed through project funding and donations.
- III. Supporting members pay membership fees. Further details are defined in a membership fee schedule, which is to be determined by the General Meeting.

## §7 Bodies and committees

The Association bodies are:

- I. The General Meeting
- II. The Supervisory Board
- III. The Managing Committee
- IV. The Board of Trustees (optional)

## §8 General Meeting

- I. The General Meeting establishes the directives for the activities of the Association and decides on issues of fun-

damental significance. The tasks of the General Meeting particularly include:

- a. Decisions on the admission and expulsion of members.
- b. Resolutions on a membership fee schedule and a catalogue of criteria for the decision on the classification of membership categories (DBL see Section 5 (5) of these Articles of Association).
- c. Election and recall of individual Supervisory Board members; block elections are permitted.
- d. Acceptance of the annual reports of the Supervisory Board and the Managing Committee.
- e. Adoption of the annual economic and work plans submitted by the Managing Committee.
- f. Resolutions on the discharge of the members of the Supervisory Board and the Managing Committee.
- g. Resolutions on a reorientation of the Association's work within the framework of the existing purposes and realisation of the purposes of Section 2 (1) and (2) of these Articles of Association.
- h. Resolutions on amendments to these Articles of Association and on the dissolution of the Association.

II. The Chairperson of the Supervisory Board shall invite the members and authorised non-members (see Section 8 (1) (a) of these Articles of Association) to the General Meeting stating the provisional agenda in writing or in text form with at least four weeks' notice. The General Meeting meets at least once a year. The invitations are sent by electronic mail or letter post to the members' last postal address or email address provided to the Managing Committee. The date on which the invitation is posted or sent by electronic mail is decisive for compliance with the four-week invitation period.

III. A General Meeting may be held virtually, in the physical presence of the members, or in a hybrid form. The Supervisory Board decides in which form the General Meeting is to be held. The Chairperson of the Supervisory Board chairs the General Meeting. The Chairperson of the Supervisory Board may delegate the chairpersonship of the meeting to another member of the Supervisory Board or to the Managing Committee.

IV. A extraordinary General Meeting must be convened if at least one quarter of the members request this stating the reasons in writing. It must meet no later than five weeks after receipt of the request by the Association.

V. The General Meeting constitutes a quorum if more than half of the members are present. If no quorum is

reached, the Supervisory Board shall immediately convene a second General Meeting with the same agenda. This constitutes a quorum regardless of the number of members present. This fact must be indicated in the second invitation.

VI. By way of derogation from Section 32 (2) of the German Civil Code, a resolution or an election without a meeting of the members is also valid if the members vote in text form if:

- a. all members were involved,
- b. the Chairperson of the Supervisory Board's invitation to vote was sent to the members in writing, by email, or in any other text form,
- c. it occurs at least two weeks from the date on which the invitation was sent to the members to cast their votes in text form,
- d. at least 51 % of the members entitled to vote have cast their votes in writing or in another text form, and
- e. the resolution or election was passed with the majority required by these Articles of Association.

VII. A member with voting rights may be represented by another member with voting rights. Such a proxy member may only represent one other member. When determining attendance and quorums, members who have effectively transferred their voting rights to another member are deemed to be present.

VIII. Resolutions and elections are decided by a simple majority of the votes cast, including the votes of members participating by telephone or video conference, unless these Articles of Association stipulate a qualified majority. Abstentions are considered invalid votes. Legal entities are represented as members by an authorised person. The Supervisory Board decides on the type of voting.

IX. Minutes of the resolutions and election decisions must be taken and, also of the general course of the meeting if necessary to understand how these actions occurred. They shall be signed by the Chairperson of the meeting and the Secretary. These minutes must be made available to the members within six weeks. Objections may only be raised within one month of the minutes being made available.

## **§9 Supervisory Board**

I. The Supervisory Board consists of three to five members elected by the General Meeting:

- a. The Chairperson

- b. The Deputy Chairperson
- c. one to three additional members of the Supervisory Board

Members of the Supervisory Board may be natural persons and legal entities (with the latter represented by a natural person). They need not be members of the Association.

The Supervisory Board may decide to co-opt up to two additional members to the Supervisory Board by a simple majority of its elected members. Co-opted members may not be employees of organisations that are already represented on the Supervisory Board.

II. The members of the Supervisory Board are elected by the General Meeting for a period of three years. Re-election is permitted. The elected members of the Supervisory Board remain in office until their successors are elected. The election of the Supervisory Board members is conducted by a member from among the members of the General Meeting or an external, neutral person; the election officers are appointed by the General Meeting. The members of the Supervisory Board may be elected in a block election.

III. The sole right to nominate candidates for election to the Supervisory Board for the first two election periods following the foundation of the Association lies with the sponsoring members and sponsors of the CHA. They may each nominate one person for the Supervisory Board. If more than five candidates are nominated, the General Meeting decides on the selection.

Beginning with the third election period after the foundation of the Association, candidates for election to the Supervisory Board may also be nominated by the other members of the Association, by the Managing Committee, by the Supervisory Board members themselves, and by the members of an advisory Board of Trustees. If more than five candidates are nominated, the General Meeting decides on the selection.

IV. The Supervisory Board as a whole must possess sufficient professional qualifications to be able to assess and monitor the decisions of the Managing Committee. In this respect, at least one member of the Supervisory Board should have appropriate knowledge, skills, and experience in the areas of finance, the Association itself, association law, and the specific purposes of the Association as defined in Section 2 of these Articles of Association.

The members of the Supervisory Board may not simultaneously hold a position on the CHA Managing Committee

or have held such a position in the twelve months prior to the election. The members of the Supervisory Board may not simultaneously be employees of CHA or have been employed by CHA in the last twelve months. Possible conflicts of interest must be immediately reported to the General Meeting prior to the election and subsequently to the Supervisory Board and the Managing Committee.

V. The Chairperson of the Supervisory Board, or their deputy if they are unable to attend, represents the Supervisory Board vis-à-vis the Association bodies.

VI. The Supervisory Board tasks, among others, include the following:

- a. Appointment and dismissal of the Managing Committee with a two-thirds majority of the members present and representation of the Association vis-à-vis the Managing Committee in all other legal matters.
- b. Consultation on the business plans submitted by the Managing Committee.
- c. Receipt of the Managing Committee's reports and decisions regarding the handling of significant deviations from the plan.
- d. Decision-making in fundamental financial and economic matters, e.g.,
  - Disposals by the Association relating to real estate or rights equivalent to real estate, as well as transactions involving such disposals.
  - Securing medium and long-term loans.
- e. Selection and commissioning of an audit.
- f. Ascertainment of the annual financial statements.
- g. Consultation and resolution regarding the rules of procedure for the Supervisory Board and the Managing Committee.

VII. Based on the work and business plan submitted by the Managing Committee and approved by the General Meeting, the Supervisory Board monitors compliance with the content and financial guidelines, as well as the corresponding activities of the Managing Committee. The Supervisory Board may request information from the Managing Committee at any time on all matters relating to the Association; in particular, it may request to inspect the books and all other documents itself or have them inspected by third parties.

VIII. The Supervisory Board meets at least twice a year as a face-to-face, virtual, or hybrid body, as decided by the Chairperson. The Supervisory Board reaches a quorum if all members have been invited and at least two-thirds of the members are present. Invitations to Supervisory

Board meetings must be issued by the Chairperson in writing or in text form two weeks before the date of the meeting. With the exception of the election of the Managing Committee, the Supervisory Board makes decisions by a simple majority of votes of the members present, including those connected by telephone or video conference. In the event of a tie, the Chairperson of the Supervisory Board, or the Deputy Chairperson in their absence, has the decisive vote.

IX. Resolutions may be passed between Supervisory Board meetings in writing or electronically or by conference call. Resolutions are only effective once they have been recorded in writing and forwarded to all members of the Supervisory Board in the form of minutes.

X. The Managing Committee participates in the Supervisory Board meetings without voting rights, insofar as the Supervisory Board does not exclude participation in individual cases.

XI. The Supervisory Board generally works on an honorary basis. Proven expenses are reimbursed in an appropriate amount.

## **§10 Managing Committee**

I. The Managing Committee is comprised of at least one natural person. This may constitute the Managing Committee (Board) within the meaning of Section 26 BGB. The Managing Committee represents the Association externally in legal transactions.

II. The term of office of the Managing Committee is five years. If the Managing Committee leaves office prematurely, the Supervisory Board may appoint a temporary representative for the remaining term of office of the departing Managing Committee until a successor is appointed.

III. The Managing Committee manages the business of the organisation within the framework of the Articles of Association, the resolutions of the other bodies of the Association, and the applicable laws and regulations. The Managing Committee manages the office responsibly and based on a participatory organisational culture. It is responsible for budget and personnel decisions as well as for the annual presentation of an economic, personnel and work plan for the organisation and its implementation. It informs the Supervisory Board regularly and immediately about the course of business in important matters, particularly in the event of deviations from the



plan. The Managing Committee member is a full-time employee of the CHA. The Supervisory Board decides on their remuneration and the other terms and conditions of their employment contract.

IV. The Managing Committee may form a Board of Trustees to advise it on programme and strategic issues. In addition to the Managing Committee itself, members of the Association and the Supervisory Board have the right to nominate members of the Board of Trustees who should be characterised by special knowledge and merit in the field of humanitarian aid. They are appointed to the Board of Trustees by the Managing Committee, which takes the proposals into account as much as possible. Members of the Board of Trustees work on an honorary basis. Regulations on any expense allowances and reimbursement of travelling expenses are decided by the General Meeting as necessary.

### **§ 11 Amendments to these Articles of Association, dissolution of the Association and utilisation of assets**

I. The General Meeting decides on amendments to these Articles of Association, changes to the purpose of the Association, and the dissolution of the Association. Decisions through the written procedure in accordance with Section 8 (6) of these Articles of Association are also permitted. Resolutions in this regard require a majority of three quarters of the members entitled to vote.

II. Insofar as the General Meeting does not decide otherwise, the Managing Committee acts as the liquidator authorised to represent the Association in the event of its dissolution.

III. If the Association is dissolved or ceases to exist, or if its tax-privileged purposes cease to exist, the assets of the Association, insofar as the assets exceed the existing liabilities, are to be transferred to a legal entity under public law or another tax-privileged corporation to be determined by a simple majority of the General Meeting, with the provision that the assets are to be directly and exclusively utilised for the charitable purposes in accordance with Section 2 (1) of these Articles of Association.