

# **The People Against Landmines Foundation**

## **Articles of Association**

*approved on 03/02/2000*

### **Preamble**

The "People Against Mines Foundation" is dedicated to the people and the peaceful development of the world and an environment worth living in.

In view of the increasing world-wide danger to the civilian population posed by land mines, the foundation wishes to make a contribution towards minimising the associated risk potential and in particular towards reducing associated impediments to development in regions following a crisis. It strives to engage in internationally oriented activity and co-operation with domestic and foreign institutions that follow the same goals as it does.

Its actions are based exclusively on humanitarian principles. It is an independent institution and is open to people and institutions that participate in these tasks. It is active in the international arena and is not aligned to any party or group. It has no religious affiliation and is dedicated to integrative co-operation with all organisations and persons which have similar interests, but it shall maintain its independence. It assists persons and institutions in their activities to support peace and development.

It has an obligation to operate with a view towards efficiently without any enrichment or profit motive. From its inception, it shall actively be engaged in support activities.

### **1 Name, Registered Office, Financial Year**

1. The society bears the name "The People Against Mines Foundation" (hereinafter referred to as the "Society").

Its registered office is in Krefeld, and it shall be entered into the register of companies. After entry to the register, it will carry the name suffix "e.V." (registered society).

2. The financial year begins on the January 1<sup>st</sup> and ends on December 31<sup>st</sup> of the same year. The first partial financial year begins with the entry to the society register and ends on the following December 31<sup>st</sup>. Business transactions prior to registration are considered as being conducted on behalf of the Society.
3. The Society is established for an undetermined period of time.

## **2 Purpose of the Society**

1. The purpose of the Society is to counteract the increasing danger to the civilian population posed by land mines and similar weapons, and in particular to:
  - a) promote measures for disaster protection and the prevention of accidents as well as rescue from life-threatening danger
  - b) promote understanding among peoples as well as peaceful international attitudes
  - c) promote and provide charitable support for needy refugees and those disabled by weapons of war
  - d) promote education and vocational training as well as science and research in the areas mentioned

The Society shall operate in particular in regions of the world threatened by land mines. The nature of its goals is purely humanitarian. It participates in projects that are exclusively engaged in the complete destruction of explosive material, do not threaten the stability of a region and are conducted strictly unarmed.

2. The Society's purpose is achieved in particular by:
  - a) making technical, material, organisational and financial resources available for the removal of land-mines and munitions
  - b) conducting humanitarian mine removal operations and clearing mines from agricultural and residential areas for returning refugees
  - c) training the population in mine removal operations and promoting/conducting far-reaching educational programmes
  - d) preserving the life and health of a population affected by mines
  - e) restoring the usability of mined rail, road and other transportation links and securing the subsequent restoration of infrastructure, economic development and water supply
  - f) mapping of areas infested with mines

- g) identifying, caring for and supporting persons injured by mines and war
- h) conducting scientific development, testing and deployment of new technologies for mine detection and removal and making relevant know-how available
- i) performing additional scientific tasks within the scope of the Society's objective as well as other non-profit and charitable tasks assigned by other organisations or governments, which are within the scope of the Society's objective.

### **3 Non-profit Organisation**

1. The Society pursues exclusively and directly non-profit objectives in the meaning of the "Use with Favourable Tax Treatment" section of the Tax Code of the Federal Republic of Germany. It acts in an altruistic manner. It does not pursue objectives for its own economic advantage and is not oriented towards gain or profit. Its resources including any surpluses are used exclusively for purposes conforming to the Articles of Association.
2. The Society itself fulfils the tasks emanating from these Articles of Association. To the extent that it does not perform these tasks itself, it can make use of assistants or make its resources available to other bodies that also have tax-favoured status, if these resources are used to promote or implement measures that conform to the purpose of the Society.
3. No legal entity or natural person may benefit from expenditures that are alien to the purpose of the Society or from disproportionately high subsidies, gratuities or compensation. Members do not receive any share in profit based on their membership.

### **4 Capital Fund and Special Funds**

In the event that any contributions flow into the Society, which by statutory requirement or in accordance with the instructions of the donor are intended for the Society's assets, the following rules shall apply:

1. The Society can maintain a capital fund and/or possibly special funds.
2. Endowments and/or individual contributions are added to the capital fund only if the donor expressly

states that his donation is intended to provide assets to the Society or to increase assets.

3. Contributions resulting from death shall be placed in the capital fund if the donor does not stipulate use to meet the current expenses of the Society or other use.

4. Contributions in kind, which by their nature serve to increase assets, are also placed in the capital fund.

5. In the interest of long-term asset retention, the capital fund shall be maintained undiminished and, within the scope of statutory regulations, at its asset value. If the objectives of the Articles of Association cannot be achieved in any other way, a portion of the capital fund, but not more than 25% of the total capital fund, can with the approval of the meeting of members be broken into. The continued existence of the Society for an appropriate period of time must however appear to be guaranteed when such a measure is taken. The amount used in this manner must be placed back into the capital fund in subsequent years.

6. Moreover, the Society can maintain additional non-independent assets, which have been transferred to it, to support the objective of its Articles of Association.

## **5 Society Resources**

1. Resources of the Society may only be used for purposes conforming to the Articles of Association.

2. The Society may place resources wholly or partially in a lawful or free reserve or a reserve established for a particular purpose, when this is necessary to continually fulfil its objectives which have favourable tax treatment and conform to the Society's purpose.

## **6. Membership**

1. The regular body of members is composed of persons and/or bodies that promote the objectives of the Society on a permanent basis. The meeting of members decides on the acceptance or dismissal of regular members. Objection based on good reason against the decision is allowed, and a new decision will be reached. Termination of membership shall be declared to the management board. The management board must confirm in writing the validity of this declaration. Regu-

lar members pay dues, the amount of which is defined by the meeting of members.

2. Friends or supporters of the Society attain and end passive auxiliary membership by means of a declaration to the management board if the management board does not dissent within 4 weeks. Auxiliary members do not belong to the Society. They have no right to vote. They support the Society' work by making supporting contributions based on their own judgement or by working without compensation. The management board appoints a chairman of the auxiliary group, who represents the auxiliary members within the Society.

## **7 Patron**

On the recommendation of the management board, the meeting of members can nominate a patron who associates the objectives and principles of the Society with his or her person, promoting the Society's work on a continual basis.

## **8 Organisational Structure**

1. The organisation of the Society includes the following elements:
  - a. the meeting of the members
  - b. the management board
  - c. the advisory committee
  - d. the board of trustees

C and d are not constitutive bodies.
2. The meeting of the members can institute and name additional committees and bodies if required by the Society's business.

## **9. Meeting of Members**

1. All regular members belong to the meeting of members. It is the most senior body in the Society and makes decisions in particular about:
  - a. appointment, discharge and dismissal of individual members of the management board

- b. dissolution of the Society and changes to the Articles of Association
- c. the annual report and asset report and use of the annual surplus
- d. withdrawals from and payments into the capital fund
- e. all affairs of unusual importance if they are presented for decision by one-fifth of the meeting of members or a member of the management board to the meeting of members for decision.

When necessary, the meeting of members creates standing rules for its own use.

2. The management board shall convene the meeting of members by written notification including the agenda at least 4 weeks prior to the meeting. A meeting shall be called when there is a need to make a decision, when calling a meeting is in the interest of the Society for another reason or when one-fifth of the members or a member of the management board requires it.
3. If all members agree, it is possible on an exceptional basis to dispense with one or more formal or notification period requirements. Notification errors are regarded as cured, when all members are present and no protest is lodged.
4. The meeting of members is competent to pass a resolution if notification has been properly given and at least half of its members are represented.
5. Each member can be represented by another with written authorisation, but a member can only be represented by another member. Bodies send an authorised representative to the meeting of members. The management board presides over the sessions.
6. A written record of the meetings and resolutions shall be kept, which shall be signed by the person presiding of the meeting or in his absence by his representative. This record is deemed to be approved if within two weeks of delivery to all members no written objection has been received by the management board.
7. All resolutions required by the Articles or Association or by law, except for dissolution of the Society, can be formulated in writing, by circular (post, fax or e-mail) as long as no member protests without delay against this method of forming a resolution.

## **10. Management board**

1. The management board has one or more members. They are appointed by the meeting of members, conduct ongoing business and represent the Society in and out of court.
2. If only one member is appointed to the management board, he or she alone represents the Society. If more than one member is appointed to the management board, two members of the management board jointly represent the Society. In this case, the management board elects a chairman of the management board.
3. The meeting of members can authorise one or more members of the management board to be the sole representative of the Society. It also has the right to free one or more members of the management board from the limitations imposed by paragraph 181 of the Civil Code (BGB).
4. The rights and obligations of the members of the management board are derived from the law, these Articles of Association, the appointment contracts and, if applicable, the standing rules passed for the management board and the meeting of members.
5. The Society can appoint one or more managing directors who conduct the business of the Society or portions thereof as special representatives. The scope of the authorisation to act as a representative is defined in the appointment contract.
6. The complete management board reaches its decisions unanimously in regular sessions. If unanimity cannot be reached, another vote shall take place after an appropriate period of time during which a simple majority decides. The vote can also take place in writing or by fax after the chairman has given notification of a deadline for submitting a vote. If votes are split equally, the vote of the chairman is decisive.

If all persons authorised to be present agree, it is possible to dispense with one or more formal or notification period requirements. Notification errors are regarded as cured, when all members are present and no protest is lodged.

## **11 Advisory Committee**

1. The advisory committee assists the bodies in all professional matters. When necessary, it generates an internal,

non-public expert report about past and future professional development of the Society's work.

2. The advisory committee consists of individuals who have demonstrated suitability for providing professional assistance based on their practical, scientific, teaching, entrepreneurial or other activity and experience. The members are appointed individually by the management board for 2 years. Other bodies in the Society and the chairman of the advisory committee have the right to make nominations. Committee members may be re-appointed.
3. The advisory committee elects a chairman and his/her representative from among its members who represent the advisory committee within the Society. When votes are taken, it reaches a decision by simple majority. The management board can give the advisory committee standing rules, which define the details of membership and the tasks and working methods of the advisory committee.

## **12. Board of Trustees**

1. Personalities from business, the scientific community or public life, who associate themselves on a long-term basis with the purpose of the Society, are appointed to the Board of Trustees.
2. The task of the Board of Trustees is to ensure the economic and political independence of the Society.
3. The management board appoints members to the Board of Trustees individually for 2 years. Re-appointment is allowed.
4. The Board of Trustees has a chairman who is appointed by the management board. The management board can give the Board of Trustees standing rules, which define the details of membership and the tasks and working methods of the Board of Trustees.

### **13. Business Plan, Annual Account and Publicity**

1. The management board must within the statutory period present the annual account and schedule as well as a situation report to the meeting of members for adoption. It should provide a detailed view of the activity of the Society in the previous business year.
2. Before the annual account is adopted, it must be audited. The meeting of members shall designate a person or persons to perform the audit. Two internal auditors or one external tax practitioner or certified accountant may conduct the audit. Management board members and members of the management committee may not be appointed as auditors.
3. The Society shall publish its account and the activity report. In addition, all persons who have made contributions to the Society in the particular accounting year or are interested in the Society's work shall receive an account in summary form as well as an activity report for their information.

### **14. Changes to the Articles of Association**

1. The meeting of members shall decide upon changes to the Articles of Association.
2. A change to the Articles of Association is only valid if a draft of the change was attached to the notification for the meeting at which the decision is to be made, if the change was approved by 3/4 of those present who are entitled to vote and if 2/3 of those persons entitled to vote were present in person. If less than 2/3 of those entitled to vote were present, a further meeting must be held after a suitable period. This session shall constitute a quorum regardless of the number present.
3. If the change to the Articles of Association affects the purpose of the Society or provisions relating to the status of the Society as a charity, a decision to make the change shall only become valid after information binding under tax law has been received from the tax office which confirms that the status as a charity is not infringed upon by the change. The meeting of members can make the unanimous decision that information from the tax office is not a prerequisite for a change to the Articles of Association.

## **15. Dissolution, Accession to the Assets**

1. Dissolution of the Society shall be decided upon by the meeting of members.
2. It is only valid if this proposal was attached to the notification for the meeting at which the decision is to be made, if the change was approved by a 4/5 majority of those entitled to vote and if 2/3 of those persons entitled to vote were present in person. If less than 2/3 of those entitled to vote were present, a further meeting must be held after a suitable period. This session shall constitute a quorum regardless of the number present.
3. At dissolution of the legal entity or in case of forfeiture of tax status, the remaining assets must be given as a gift to another charitable entity or to the Federal Republic of Germany. In any case, the assets must be disposed of for purposes benefiting from favourable tax status within the meaning of these Articles of Association. Before transfer of assets, information binding under tax law must be obtained from the tax office in charge.

## **16. Final Provisions**

1. If individual provisions of these Articles of Association are or become disallowed, the remainder of the Articles of Association shall nevertheless remain valid. In this event, the meeting of members shall replace the invalid provision by another that achieves the intended purpose.
2. The management board is authorised to make changes to the Articles of Association prior to entry into the companies register and after changes to the Articles of Association have been made in conformance with the Articles of Association where changes to the text remedy objections made by the registration court or the tax office in charge and where such changes do not alter the will of the meeting of members.