



# Socio-ecological Association for the Promotion of German-Namibian Cooperation e.V.

## Constitution

### § 1

#### Name, Legal Form, Registered Office, and Fiscal Year

1. The association is named "Socio-ecological Association for the Promotion of German-Namibian Cooperation e.V."
2. It is an association of individuals, companies, and public bodies.
3. The association is registered as a non-profit organization. Its registered office is in Zossen, and the fiscal year is the calendar year. The association will be entered in the register of associations at the relevant local court.

### § 2

#### Purpose and Objectives

1. The association operates altruistically and does not primarily pursue its own economic interests. It pursues exclusively and directly charitable purposes in accordance with the section "Tax-privileged Purposes" of the German Regulation of Taxation. The association is politically and ideologically neutral.
2. The association's purpose is achieved by promoting socio-ecological cooperation, particularly between Germany and Namibia, in the societal handling of regional and local sustainability issues in urban and rural development, resource efficiency, biodiversity, and climate protection. This will be accomplished through:
  - Acquisition, organization, support, coordination, supervision, and implementation of sustainable socio-ecological, scientific, and cultural projects
  - Consulting on exchanges, training, and support
  - Projects for developmental and partnership cooperation focused on education, knowledge, and technology transfer
  - Cooperation with organizations pursuing similar goals
3. The funds of the association may only be used for purposes set forth in the constitution. No one may benefit from disproportionate compensation or expenditures unrelated to the association's purposes. Positions within the association or individuals providing services may receive appropriate compensation by resolution of the authorized board.
4. Volunteers are entitled only to reimbursement of proven expenses. Flat-rate allowances in accordance with § 3 No. 26a of the German Income Tax Act (the "volunteer allowance") may be granted by simple board resolution, provided the association's assets allow it.



### § 3

#### Membership

1. Membership is open to companies, public bodies, or natural and legal persons willing to support and promote the charitable purposes of the association.
2. Membership applications must be submitted in writing to the association's office. The board decides on the admission of new members. Applicants must commit to acknowledging and adhering to the constitution. If the board rejects an application, the applicant may appeal to the general assembly, which will decide on the application by a simple majority.
3. Membership may end through resignation, expulsion, death (for individuals), or dissolution (for legal entities).
4. Resignation from membership is only possible at the end of a calendar year with three months' notice, and must be submitted by registered letter.
5. A member may be expelled if they:
  - Violate the constitution or decisions of the association's bodies
  - Fail to pay dues for more than six months The board decides on expulsions. The expulsion decision is communicated to the member by registered letter. The member may appeal to the general assembly within one month. The appeal is considered submitted once it reaches the association's office. The next general assembly will decide on the appeal by a simple majority, and the member is given the opportunity to present their case in person. Until the general assembly decides on the appeal, all membership rights of the affected member are suspended.

Upon termination of membership, all rights against the association cease. Termination of membership does not relieve the member of any existing obligations toward the association and does not create any claims on the association's assets or parts thereof. Contributions paid are non-refundable.

### § 4

#### Rights and Obligations of Members

1. Members have the right to participate in the general assembly and to use the association's facilities and attend events in accordance with the constitution.
2. Each member has one vote in the general assembly.
3. Members are obligated to comply with the constitution and decisions of the association's bodies and to promote the common interests and goals of the association, particularly by paying dues punctually.



## § 5

### Bodies of the Association

1. The bodies of the association are: a. The General Assembly b. The Board c. The Executive Management
2. Members of the association's bodies must treat the association's business and operational matters and those of its members as confidential. They must observe data protection principles.

## § 6

### General Assembly

1. The general assembly must be convened at least once a year by the chairperson or, on their behalf, by the association's office, with a minimum of four weeks' written notice, including the agenda. Timely dispatch of the invitation satisfies the notice requirement.
2. Extraordinary general assemblies are to be convened if the board decides or more than one-third of the members request it. In such cases, a notice period of at least one week applies.
3. Motions by members to add items to the agenda must be submitted to the office at least two weeks before the assembly. These items are to be communicated to the members without delay.
4. The general assembly may only decide on items not on the agenda if the majority approves.
5. Decisions on amendments to the constitution, board discharge, and elections are only permitted if the motions were communicated at least two weeks before the general assembly. Each member has one vote in the general assembly.
6. Any properly convened general assembly is quorate, regardless of the number of members present. Decisions are made by a simple majority of those present with voting rights. Decisions may also be made in writing. A tie vote counts as a rejection.
7. Amendments to the constitution require a three-fourths majority of the votes cast.
8. The general assembly is responsible for the following matters:
  - Election of the board, discharge of the board, acceptance of board reports, election of auditors, approval of the financial statement and budget, setting membership dues and levies, approval of amendments to the constitution and dissolution of the association, formation and appointment of committees and advisory boards, decisions on member and body motions, and appeals against board decisions.
9. The chairperson or a deputy chairs the general assembly. Minutes of decisions made by the general assembly must be signed by the chair and distributed to the members.



## § 7

### Board

1. The board operates on a voluntary basis. It consists of the chairperson, two deputies, and at least two additional members. The chairperson or their deputies each represent the board in court or out of court individually (Board per § 26 BGB). Internally, the deputies act on behalf of the chairperson when the latter is unavailable.
2. All members are eligible for election to the board.
3. Board members are elected by a simple majority for a term of two years. The chairperson and deputies are elected by the board. If a board member leaves office prematurely, a new board member is appointed by the remaining board until the next general assembly. Re-election of the chairperson and other board members is permitted.
4. The board's duties include the voluntary management of the association according to the constitution. This includes overseeing economic, professional, and operational matters, appointing an executive manager, supervising executive management, issuing policies, managing association assets, implementing general assembly resolutions, and appointing committees and advisory boards for special tasks.
5. Board members are obliged to maintain confidentiality regarding internal board discussions.
6. The chairperson convenes the board at least once a year. It must also be convened if requested by at least two board members. A quorum is met if more than half of the members are present. Decisions require a simple majority. In the event of a tie, the chairperson's vote is decisive. Minutes must be kept of all board decisions.

## § 8

### Executive Management

1. By resolution of the general assembly, the association may establish an office to manage its daily business.
2. If an executive manager is appointed, they manage the office and participate in meetings of the association's bodies.
3. The board regulates the duties and powers of the executive manager based on a resolution.

## § 9

### Fiscal Year, Budget, Membership Fees

1. The association's funds may only be used for purposes consistent with the constitution.
2. The fiscal year is the calendar year.
3. An annual budget and financial statement must be prepared.
4. To fund the association's activities, members are required to pay dues and levies, as specified in the contributions policy, which is determined by the general assembly.



5. No person may benefit from expenses unrelated to the association's purpose or from disproportionately high remuneration.

### **§ 10**

#### **Auditors**

1. The general assembly elects two auditors for a two-year term. The auditors may not be current members of the association's bodies nor have been members during the previous term. Immediate re-election is not permitted.
2. The auditors must examine the entire accounting and financial management of the association and submit their report to the general assembly.

### **§ 11**

#### **Dissolution of the Association**

1. The association may be dissolved by a three-fourths majority vote in a general assembly convened specifically for this purpose.
2. In the event of dissolution, the association's assets, after settling all liabilities, will be transferred to a public-law corporation or another tax-privileged entity for charitable purposes.