

Articles of Association

§1

Name and Registered Office

1. The association founded on 29 October 2022 bears the name Unapendwa. The association shall be entered into the register of associations. From the time of registration, it shall bear the suffix “e.V.”
2. The association is based in 55596 Waldböckelheim.
3. The registered office of the association may be changed depending on needs and the development of its activities.
4. The financial year of the association is the calendar year.

§2

Aims and Objectives of the Association

1. The association pursues exclusively and directly charitable purposes within the meaning of the section “Tax-privileged purposes” of the German Fiscal Code (Abgabenordnung). It acts selflessly and does not primarily pursue its own economic purposes.
2. The purpose of the association is to promote development cooperation. Its task is to support institutions for people - especially women and children - in developing countries. The work focuses mainly on Tanzania and the city of Arusha. The aim is to improve the living conditions of women, children, and families from needy, disadvantaged, and socially vulnerable backgrounds, to break the cycle of poverty, and to improve quality of life. People with disabilities may also be supported. In particular, this includes securing basic needs, improving access to care, health, and education, while providing help for self-help. A sustainable concept is important to the association. To fulfil its tasks, the association may use an auxiliary person within the meaning of §57 (1) sentence 2 of the Fiscal Code if it cannot or does not wish to carry out the tasks itself. The association may also act as a supporting organisation within the meaning of §58 No. 1 of the Fiscal Code by providing idealistic and financial support to other tax-privileged organisations or public-law bodies in Germany and abroad. Funds may only be provided to taxable organisations if they themselves are tax-privileged. Foreign organisations must use the funds for tax-privileged purposes.
3. The statutory purpose is in particular fulfilled by forwarding funds to other charitable or foreign organisations, or to public-law bodies, which use these funds for tax-privileged purposes, especially:
 - i) Financial support of **existing** social, medical, cultural, technical, and agricultural projects in African countries.
 - ii) Financial support of **independently planned** and implemented social, medical, cultural, technical, and agricultural projects in African countries.
4. The purpose of the association shall be realized through:
 - i) Provision of financial resources obtained from membership fees, donations, proceeds from events, grants, and other contributions.
 - ii) Facilitation of sponsorships.

- iii) Provision of material resources and contributions.
 - iv) Promotion of volunteer work in the projects supported by the association.
 - v) Planning and implementation of information and fundraising events (e.g., seminars, information events, concerts, exhibitions, lectures, festivals, or similar) to promote external and internal social, medical, cultural, and agricultural projects in African countries.
 - vi) General public relations work.
5. The establishment of reserves is permitted within the framework of charitable regulations.
 6. Funds of the association may only be used for statutory purposes. Members do not receive any benefits from association funds. Upon leaving, members have no claims to the association's assets. No person may be favoured by expenses unrelated to the association's purpose or by disproportionately high remuneration.
 7. All members and the board work on a voluntary basis.
 8. The board is only entitled to reimbursement of proven expenses that correspond to the association's purpose.
 9. The association acts selflessly and does not pursue economic purposes.
 10. The association is politically and religiously neutral.

§3 Membership

1. Any natural or legal person who supports the association's objectives may become a member.
2. Membership is acquired through a declaration of accession and acceptance by the board. In case of minors, the application must be submitted by their legal representatives.
3. The board decides on the application at its discretion. It does not need to justify a rejection.
4. Each member must pay a quarterly membership fee.
5. The membership fee is always due at the beginning of each quarter.
6. Members joining during a quarter, pay the fee starting from the following quarter.
7. The amount of the membership fee is determined by the board. Changes take effect in the following quarter.
8. Members may resign by submitting a written declaration to the board with one month's notice to the end of the half-year (30 June or 31 December).
9. A member may be expelled by board resolution if they act contrary to the association's objectives or fail to meet their obligations.
10. A distinction is made between active and passive members.
11. Membership ends upon death.

§4 Rights and Duties of Members

1. Both active and passive members have the right to participate in the general assembly, to receive information from the board, and to informational self-determination.

2. Only active members have the right to vote in the general assembly and the right to convene an extraordinary general assembly.
3. All members (active and passive) are required to pay a quarterly membership fee. The board issues a fee schedule regulating the amount of the fee.
4. All members owe loyalty to the association. Violations may lead to termination of membership.
5. All active members participate actively in association life and events.
6. Every member has the right to receive information about matters within the scope of the association's activities.
7. Active members may and should participate in the sale or distribution of products produced by partner projects. At least one active participation per year is mandatory.
8. All members (active and passive) receive a board-determined discount on products offered for sale.

§5

Bodies of the Association

1. General Assembly
2. Board (maximum two persons)
3. Both the general assembly and the board may establish committees or advisory boards to address specific topics or provide advice. Membership is required for participation. Committees and advisory boards become official bodies of the association upon their formation.

§6

General Assembly

1. The general assembly is the highest governing body. It is usually chaired by the board.
2. The general assembly has the following tasks:
 - a. Election of the board
 - b. Election of members of other committees
 - c. Amendment of the articles of association
 - d. Establishment of guidelines for the work of the association
 - e. Receipt of the annual report
 - f. Dissolution of the association
3. The board invites all members to an ordinary general assembly at least two weeks in advance, stating the agenda. It meets as often as necessary, at least once a year.
4. The board must convene an extraordinary general assembly if required in the association's interest or if at least one quarter of the members request it in writing, stating the purpose and reasons.
5. Any properly convened general assembly is quorate regardless of the number of members present. Resolutions are passed by simple majority.
6. Amendments to the articles of association or the association's purpose require a $\frac{3}{4}$ majority of valid votes.
7. General assemblies may also be held virtually. The procedure must ensure traceability and integrity of decisions.
8. Minutes must be kept of all resolutions and the proceedings of the meeting. They must be signed by the chairperson and the secretary.

§7
Board

1. The board consists of the two chairpersons of the association. Board members work on a voluntary basis.
2. The term of office continues until the association is dissolved or a board member voluntarily resigns. A board member may be removed by the general assembly for good cause.
3. The first and the second chairperson each have sole power of representation and may represent the association individually, both in and out of court.
4. The board shall meet as required. A notice period of one week should be observed when convening a meeting. The board shall have a quorum if one of the two chairpersons is present and agrees to the resolution.
5. Resolutions must be recorded in writing and signed by the board.
6. The board decides on the approval of written membership applications.
7. In cases of neglect of duties or conduct contrary to the association's objectives, the board may expel members.
8. The board manages the association according to the resolutions of the general assembly and conducts its affairs. It manages the association's assets and decides on their use in compliance with §§52–58 of the Fiscal Code. It shall provide a detailed report on its activities to the general assembly.
9. The board appoints advisors as needed.

§8
Amendments to the Articles of Association and Dissolution

1. Amendments to the articles of association, changes to the association's purpose, and dissolution shall be decided by the general assembly. Amendment proposals must be sent to all members at least one month before the general assembly meeting. A $\frac{3}{4}$ majority of valid votes is required.
2. Amendments required by the registration authority or tax office may be implemented by the board without a resolution of the general assembly. Members must be informed no later than with the invitation to the next general assembly.
3. In the event of dissolution of the association or the loss of its tax-privileged purposes, the association's assets shall pass to Kupanda e.V. for the purpose of promoting development cooperation.

§9
Entry into Force

The articles of association dated 29 October 2022 were revised on 24 October 2024 during an ordinary general assembly. The first revised version of the articles of association entered into force on the day the amendment was registered by the district court.