

ASSOCIATION STATUTES: 17.04.2021**TABLE OF CONTENTS****§ 1 NAME AND REGISTERED OFFICE****§ 2 FISCAL YEAR****§ 3 PURPOSE OF THE ASSOCIATION****§ 4 NON-PROFIT STATUS****§ 5 MEMBERSHIP****§ 6 MEMBERSHIP FEE****§ 7 BODIES OF THE ASSOCIATION****§ 8 GENERAL MEETING OF MEMBERS****§ 9 BOARD OF DIRECTORS****§ 10 ADVISORY BOARD****§ 11 CASH AUDIT****§ 12 DISSOLUTION OF THE ASSOCIATION**§ 1 NAME AND REGISTERED OFFICE

- a. The association bears the name "Zweitzeugen e.V."
- b. The registered office of the association is Essen.

§ 2 FISCAL YEAR

The fiscal year is the calendar year.

§ 3 PURPOSE OF THE ASSOCIATION

- a. The association exclusively and directly pursues charitable purposes within the meaning of sec. "Tax-privileged purposes" of the German Tax Code.
- b. The purpose of the association is the promotion of internationalism, tolerance in all areas of culture and international understanding. In particular, the association pursues the purpose of actively preventing anti-Semitism and racism.

and raise awareness of the issue among young people in particular.

c. The purpose of the statutes is realized in particular by:

- the documentation of life stories of contemporary witnesses of the Holocaust in the form of texts, images, videos and audio files.
- the promotion of a living culture of remembrance of the National Socialist era, in particular by processing the life stories of contemporary witnesses, for example in the form of exhibitions, documentary concepts and publications. Publications include books, brochures, magazines, digital media and teaching materials.
- Awareness-raising measures, particularly in schools, with school classes (from the third grade onwards) and youth groups, for example by organizing lectures, seminars, teaching units, projects, training courses and guided tours of exhibitions, and by publishing teaching materials.
- the implementation and publication of scientific research projects, such as the development of pedagogical concepts for the active encouragement of children and young people to act against anti-Semitism and racism.

§ 4 NON-PROFIT STATUS

- a. The association is selflessly active; it does not primarily pursue its own economic purposes.
- b. The Association's funds may only be used for the purposes set out in the Articles of Association. The members do not receive any benefits from the association's funds.



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c. No person may benefit from expenditures that are alien to the purpose of the corporation or from disproportionately high remuneration.

d. Persons working for the association are only to be reimbursed for concrete and proven expenses in an appropriate amount.

e. Persons working for the Association may perform their activities in return for appropriate remuneration on the basis of a contract of service or in return for payment of appropriate lump-sum remuneration for their activities or lump-sum reimbursement of expenses (in particular in accordance with Sections 3 No. 26 and 26a of the German Income Tax Act (EStG)).

§ 5 MEMBERSHIP

a. Member of the association can

- any natural person of legal age,
- every natural person from the beginning of the ninth year of life, provided that the written consent of the legal representatives is available,
- as well as any legal entity that supports the goals of the association.

b. The following forms of membership are distinguished:

- **Ordinary Members** Any natural or legal person who has reached the age of 18 and is actively and committed to the goals of the Association and their realization may become an ordinary member of the Association. Ordinary membership requires that the member participates in the exchange of experience and knowledge. Full members have the right to vote.
- **Supporting Members** Supporting members of the Association may be natural persons or legal entities who agree with the objectives of the Association.

The members of the association must feel connected to the association, support the association financially and ideally and contribute to the dissemination of its goals. Supporting members are invited to attend the general meeting, but have no voting rights.

· **Honorary Members** Honorary members are those who have made an outstanding contribution to the aims of the Association. Honorary members are invited to attend the general meeting, but have no voting rights.

c. The board of directors decides on the admission as a full member or sustaining member upon written application; membership begins with the payment of the first fee. The board and the general meeting can propose honorary members. The board of directors decides on the appeal. Membership begins with the acceptance by the honorary member.

d. The applicant has the right to appeal against the rejection, which must not be justified, to the general meeting, which then makes a final valid decision.

e. The members undertake to inform the Executive Board immediately of any changes in their personal and contact data, in particular their respective e-mail addresses, and agree that, in order to relieve the Association's administration, all matters concerning the Association, including those requiring the written form, may be sent to them by e-mail.

f. Membership ends by resignation, exclusion, death or dissolution of the legal entity.

g. Resignation shall be effected by written declaration to the Board of Management. It must be declared in writing to the Executive Board with a notice period of three months to the end of the fiscal year.



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h. An exclusion can only occur for important reasons. Important reasons are, in particular, conduct detrimental to the objectives of the association, violation of statutory obligations or arrears in contributions of at least one year. The board of directors decides on the exclusion. The member must be given the opportunity to justify or comment before the decision is made. The member has the right to appeal against the exclusion to the General Assembly of Members, which must be addressed to the Executive Board in writing within one month. The General Meeting shall make the final decision.

§ 6 MEMBERSHIP FEE

a. Dues are levied from the members. The board is authorized by the general meeting to decide on the amount and due date of the contributions. They shall be laid down in a contribution regulation and published on the Association's homepage. Increases in membership fees can only be decided for the following year and only until July 31st of the current year. They will be announced to all members within one month after the decision.

b. Honorary members are exempt from paying dues.

§ 7 BODIES OF THE ASSOCIATION

The organs of the association are the general meeting, the advisory board and the board of directors.

§ 8 MEMBERS' MEETING

a. The highest body of the association is the general meeting. Only full members are entitled to vote.

The General Meeting is in particular responsible for:

- the election and deselection of the Board of Directors, the Advisory Board and the auditors,
- Receipt of the reports of the Executive Board and the Advisory Board,
- the ratification of the actions of the Board of Management, ,
- the adoption of resolutions on amendments to the Articles of Association,
- the resolution on the dissolution of the Association,
- the decision on admission and exclusion of members in appeal cases,
- as well as other tasks, insofar as these result from the Articles of Association or according to the law.

The General Meeting may specify the provisions of these Articles of Association in more detail by means of rules of procedure.

b. An ordinary General Meeting shall be held at least once a year, if possible in the first quarter of each fiscal year.

The general meeting is usually held as a face-to-face meeting of the members. If the situation makes it necessary or sensible, the Executive Board may decide to hold a members' meeting virtually, e.g. as a video conference.

All of the following provisions concerning the General Meeting apply equally to General Meetings held in person, virtually and in hybrid events.

c. The Board of Directors shall convene an extraordinary General Meeting if the interests of the Association so require or if at least one third of the members entitled to vote request this from the Board of Directors in writing, stating the reasons.

d. The General Meeting shall be convened by the Executive Board in writing with six weeks' notice, stating the agenda. The period begins on the day following the date of



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of the invitation letter. The invitation letter shall be deemed to have been received by the members if it was addressed to the last address or e-mail address made known to the Association.

e. The agenda is set by the Executive Board. The agenda must be supplemented if a member requests this in writing no later than two weeks before the date set. The addition must be announced at the beginning of the meeting. Motions concerning the deselection of the Executive Board, amendments to the Articles of Association and the dissolution of the Association which have not already been sent to the members with the invitation to the General Meeting may only be decided at the next General Meeting.

f. At the beginning of the general meeting, a pro-collector shall be elected.

g. The right to vote may only be exercised in person or on behalf of a member upon presentation of a written power of attorney.

h. The general meeting is able to pass resolutions regardless of the number of members present.

i. The General Meeting shall decide by a majority of the votes cast. If no candidate can obtain the majority of the valid votes cast, a run-off election shall be held between the two candidates with the most votes.

j. Abstentions are considered invalid votes.

k. Voting shall be decided by a simple majority of the votes cast.

l. Amendments to the Articles of Association, the premature dismissal of a member of the Board of Directors and the dissolution of the Association may only be resolved by a two-thirds majority of the voting members present.

m. Minutes shall be taken of the resolutions of the General Meeting and shall be signed by the chairman of the meeting and the keeper of the minutes.

n. Resolutions may in principle also be passed outside a general meeting in writing, but not by telephone, with the exception of elections and resolutions on amendments to the Articles of Association, changes to the purpose of the Association or dissolution of the Association. The proposal for a resolution shall be formulated by the Executive Board. The deadline for the submission of votes to the Executive Board shall be the date expressly stated in the letter. Voting shall take place by casting individual votes. The Board shall count the votes and announce the result. Such a resolution shall be recorded in writing at the next general meeting.

§ 9 BOARD OF DIRECTORS

a. The board of directors in the sense of § 26 BGB (German Civil Code) consists of the 1st, 2nd and 3rd chairmen as well as a treasurer. They represent the association judicially and extrajudicially. Two members of the board represent the association jointly. In addition, the extended board (not in the sense of § 26 BGB) includes a number of assessors to be determined by the general meeting.

b. Members of the Executive Board may be paid appropriate remuneration for all activities on behalf of the Association. The General Meeting may authorize individual members of the Executive Board to conclude (including the decision on the amount of remuneration) and terminate corresponding contracts with other members of the Executive Board. Members of the Executive Board may also be paid an appropriate lump-sum remuneration for their work or a lump-sum expense allowance (in particular in accordance with sections 3 no. 26, 26a of the German Income Tax Act (EStG)). Irrespective of the amount of remuneration, members of the Board of Management shall only be liable to the Association for damage caused in the performance of their duties as members of the Board of Management in the event of intent or gross negligence. This also applies to liability towards the members of the association.



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c. The Board of Directors has the following duties in particular:

- the convening and preparation of the members' meetings, including the drawing up of the agenda,
- the execution of resolutions of the General Meeting,
- the management of the association's assets,
- the preparation of the annual report,
- the admission of new members,
- the implementation of the purpose of the association.

d. The members of the board are elected individually by the general meeting for a period of two years. Members of the board can only be members of the association of full age; with the membership in the association also the membership in the board ends. Re-election or early dismissal of a member by the general meeting is permissible. A member remains in office after the expiry of the regular term of office until the election of his successor. If a member leaves the board prematurely, the remaining members are entitled to elect a member of the association to the board until the election of the successor by the general meeting. A contract of service concluded with members of the Executive Board ends - within the contractual or statutory periods of notice - at the end of the Executive Board member's term of office without the need for notice of termination.

e. The Executive Board shall meet as required. The meetings shall be convened by the chairman, or in his absence by his deputy, by letter or e-mail. A notice period of one week shall be observed. The Executive Board shall constitute a quorum if at least three members are present, including at least one member of the Executive Board in accordance with a., sentence 1.

valid votes. In the event of a tie, the motion shall be deemed rejected.

f. Resolutions of the Board of Management may in principle also be adopted outside a meeting of the Board of Management by letter, e-mail or telephone if all members of the Board of Management agree to this. Such a resolution must be recorded in writing at the next ordinary meeting of the Board of Management.

g. The resolutions of the Board of Directors shall be recorded in minutes.

§ 10 ADVISORY BOARD

a. The advisory board consists of four to 10 persons, including one member of the association as defined in § 5b and one further person who has been actively involved in an honorary capacity for the association for at least one year. Other persons who are members of the association, who are engaged in the association on a voluntary basis or who are employed by the association may not be members of the advisory board.

b. The advisory board is active on an honorary basis.

c. The members of the Advisory Board are elected individually by the General Meeting for a period of two years. Re-election is permissible. If a member leaves the Advisory Board prematurely and this results in the Advisory Board consisting of fewer than four persons, the remaining members shall be entitled to elect a person to the Advisory Board until the election of the successor by the General Meeting. Members of the Advisory Board may be removed before the end of their term of office by the General Meeting with a majority of two-thirds of the votes cast.

d. The Advisory Board has the task of advising the Executive Board and supporting it in the further development of the association, in particular by contributing its own ideas, experience and networks.

e. The Advisory Board meets at least twice a year.



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It constitutes a quorum if at least



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three persons take part in the meeting. The Advisory Board shall elect a chairman from among its members. The meetings of the Advisory Board shall be minuted.

f. The Executive Board is obliged to provide the Advisory Board with information on the activities of the Executive Board upon request.

g. The members of the Executive Board shall be informed of the date of each meeting of the Advisory Board at least two weeks in advance. They shall have the right to attend the meetings of the Advisory Board in an advisory capacity.

§ 11 CASH AUDIT

The General Meeting elects two cash auditors for a period of two years. These auditors may not be members of the Executive Board or the Advisory Board. Re-election is permissible.

§ 12 DISSOLUTION OF THE ASSOCIATION

In the event of the dissolution or termination of the Association or in the event of the discontinuation of tax-privileged purposes, the assets of the Association shall pass to "AMCHA Deutschland e.V." or its legal successor, which shall use them directly and exclusively for the purposes formulated in these Articles of Association.