

HUMAN STUDY



KNOWLEDGE FOR A BETTER LIFE

SCHOOL OF REHABILITATION SCIENCES

Registered Association Human Study

**Charter of Human Study, drawn upon the General
Assembly of August 16th, 2015**

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I Basic Details

§ 1 Name, Registered Address, Business Year

- (1) The registered name of the Association is: Human Study
- (2) The registered address of the Association is in Nuremberg (orig. Nürnberg)
- (3) The business year shall correspond to the calendar year.

§ 2 Purposes and Responsibilities

- (1) The purpose of the Association is to provide support to people in need, both locally and abroad. The support shall be given regardless of the origin, race, religion or gender.
- (2) The purpose as laid down in this Charter shall be pursued especially through support in development of key skills. The Association shall provide support to individuals so as to improve their level of education and enable them to use the modern information media and learning tools. Educational programs will be aimed at enhancing our beneficiaries' chances on the labour market. Project activities shall specifically be aimed at improving the beneficiaries' situation, so as to achieve sustainable improvement of their life prospects. Through support of the local projects, the beneficiaries will be trained to independently solve problems in future. The aims as laid down in this Charter shall also be carried out through:
 - a) Assistance in emergency situations and in need (such as disability),
 - b) Formal and informal assistance in case of educational deficits (i.e. computer courses),
 - c) Assistance to people with special needs (children, disabled, socially marginalised persons etc.),
 - d) Aid in case of medical, psychological and social problems,
 - e) Aid in case of financial difficulties and employment problems,
 - f) Assistance with administrative issues,
 - g) Education, professional training, additional education and training,
 - h) Aid to establishing and developing organisations and initiatives,
 - i) Help for self-help,
 - j) Establishment of general structures,
 - k) Building a network of co-workers home and abroad,
 - l) Cooperation and partnership with other organisations.

§ 3 Non-Profit Status

- (1) The Association pursues exclusively and directly charitable purposes within the according to the Section "Tax-Privileged Purposes" of the Tax Code.
- (2) The Association is altruistic; it does not primarily pursue its own economic purposes.
- (3) The Association's assets can be used only to pursue purposes laid down in this Charter. The Association members cannot receive subventions from the Association's assets.
- (4) No person may receive benefits or grants which are not in accordance with the Association's purposes, nor through inappropriately high remuneration.
- (5) In the event of dissolution of the Association or upon obsolescence of the non-profit status, its property and assets shall be assigned to Handicap International e.V. to use it directly and exclusively for common good, donation or church purposes.

II Membership

§ 4 Membership

- (1) Any private or public legal entity and any physical person may become a member of the Association. The membership can be full membership or sponsoring membership.
- (2) The members shall share their address, e-mail and fax number, as well as communicate any change thereto without delay.
- (3) The legal entities shall exercise their membership rights through an authorised representative entitled to represent the legal entity towards the Association in other issues as well. The Association shall send invitations to the General General Assembly to the authorised representative. The authorised representative shall share his/her address, e-mail and fax number as well as any change thereto to the Association. The Managing Executive of the Association may request a written notification on the legal representative of the Association member.

- (4) The request for full membership is submitted to the Managing Executive in writing. The Managing Executive shall present the request with a recommended resolution to the General Assembly who shall decide on the admission. The membership starts when the Managing Executive notifies the applicant of their acceptance into the Association. There is no entitlement to admission into membership. It will not be necessary to provide or send any explanation if a membership application is denied. The rejection of the application to membership is not contestable.
- (5) The request for membership as sponsor shall be submitted to the Managing Executive in writing. The Managing Executive shall present the request with a recommended resolution to the General Assembly who shall decide on the admission. The membership starts when the Managing Executive notifies the applicant of their acceptance into the Association. There is no entitlement to admission into membership. It will not be necessary to provide or send any explanation if a membership application is denied. The rejection of the application to membership is not contestable.
- (6) The members may change their status from ordinary membership into sponsorship and vice versa. For each modification in membership status, a new admission procedure should be carried out. A new membership status ends the previous membership status. If a request for new membership status is rejected, the previous membership remains in force.

§ 5 Members Rights and Obligations

- (1) Members have rights and obligations that are laid down in this Charter. Members are committed to a trusting and productive collaboration within the Association.
- (2) Members must pay the stipulated membership fee. Members are required to actively support the purposes and tasks of the Association. Members are required to promote the reputation and the interests of the Association according to their abilities, and abstain from any action that would damage the interests and reputation of the Association.
- (3) In the scope of their activities for the Association, members must abide by this Charter, and the decisions of the General Assembly and other bodies of the Association.

- (4) All Full Members have voting rights and rights to submit motions within the framework of this Charter. The Sponsoring Members do not have voting rights or rights to submit motions. They may, however, participate in the General General Assembly and join discussions.

§ 6 Membership Fees

- (1) Membership fees are collected from the members. Levies for special purposes may be raised upon the members. Such levies can be raised not more than once per calendar year and amount to a maximum of three monthly membership fees. The amounts and due dates for membership fees and levies shall be determined by the General Assembly. Sponsoring members are exempted from the obligation to pay membership fees and levies.
- (2) During the calendar year in which the full membership begins or ends, the membership fees and levies that are due or have become due in the current financial year or until the membership is terminated must be paid. Membership fees and levies that have already been paid and due for payment shall not be reimbursed.

§ 7 Termination of Membership

- (1) The membership ends in case of:
- a) Death;
 - b) Withdrawal (§ 8);
 - c) Exclusion (§ 9);
 - d) Deletion from the membership list according to § 10;
 - e) In case of legal entities by dissolution of the legal entity. Legal or organisational restructuring of a member does not lead to termination of membership. In such event, the membership shall be passed on to the legal successor.
- (2) After a membership in the Association has ended, a new application for membership may be filed.

§ 8 Withdrawal from the Membership

- (1) Withdrawal from the membership in the Association is done by a written request.
- (2) Withdrawal from the membership can be done as per the end of a calendar year, at three months' notice. Timely receipt of the withdrawal request is necessary for the observance of the notice period .
- (3) Upon receipt of the withdrawal request, the member's right to vote at the General General Assembly is suspended.

§ 9 Exclusion of Members

- (1) Members may be excluded from the Association if there is a valid reason. A valid reason exists in particular if a member does not fulfil his/her obligations under this Charter over a longer period of time, or seriously violates the interests of the Association or if it is to be feared that his/her membership damages the realization of the purposes of the Association or the reputation of the Association.
- (2) Any member of the Association, as well as any member of the Board of Directors or the Board can submit a request for exclusion of a member. The request must indicate the reasons for exclusion. Such a request must be justified and submitted in writing to the Managing Executive. The voting right of the member concerned shall be suspended from the day of the receipt of the request until a decision is made.
- (3) The Managing Executive must notify the member concerned of the request and urge the member to respond until an appointed deadline. The period for responding shall be at least two weeks. The period begins on the day following the dispatch of the invitation to respond. After this period ends the General Assembly decides on the request by a two-third majority of received votes. A detailed written statement is to be read before the General Assembly deciding on the exclusion. If the decision is made in the General Assembly, the member concerned must be given the opportunity to be heard personally.
- (4) The exclusion take effect immediately after the resolution is passed. If the member concerned was not present in the decision-making process, he/she should immediately be notified in writing of the exclusion by the Managing Executive.

§ 10 Deletion from the Membership List

- (1) Members who are in arrears with the payment of the membership fee or levies in the amount of at least three monthly contributions can be removed from the list of members by the Board of Directors if they do not clear the arrears within 30 days after a written notice has been sent by the Managing Executive to the last known member's address. The imminent measure in case of non-fulfilment must be indicated in the notice.

III The Structure and Organs of the Association

§ 11 General Assembly

- (1) The General Assembly decides upon all matters of the Association unless these are expressly assigned to another organ by this Charter. The General Assembly performs the tasks explicitly attributed to it by this Charter, as well as the following tasks:
- a) Approval of the budget drawn up by the Managing Director for the following financial year. The General Assembly can adopt guidelines for the preparation of the budget.
 - b) Establishing the annual accounts of the Association. The General Assembly can adopt guidelines for bookkeeping and preparation of the annual accounts.
 - c) Approval of management measures of the Managing Director, insofar as the General Assembly has reserved the right to such approval. The General Assembly can also decide that the approvals for management measures are given by the Board. The scope of representation power by the Managing Director is not restricted in this way.
 - d) Approval of the activity and business reports by the Managing Director, Executive Committee and Board.
 - e) Resolution on the discharge of members of the Managing Director, Executive Committee and the Board.
 - f) Resolution on the admission (§ 4, Par. 4) and exclusion (§ 9) of members.

- g) Resolution on the amount and due date for membership fees, as well as resolution on the collection, amount and due date for levies in accordance with the § 6, Par. (1)
 - h) Resolution on amendments to this Charter. These decisions require a majority of two-thirds of submitted votes. Any amendments to this Charter that are required according to the regulations of the relevant register or financial authority, are carried out by the Managing Director and do not require a resolution by the General Assembly. The said amendments are to be communicated to the members at the latest with the invitation for the next General Assembly.
 - i) Resolution on the dissolution of the Association in accordance with the § 21.
- (2) The General Assembly takes place at least once per calendar year. The ordinary General Assembly should be held in the third quarter of the financial year at the latest. It should at least approve the annual reports of the organs of the Association, approve the annual accounts for the previous financial year, as well as adopt the budget for the following financial year, and decide on the discharge of the members of the Association organs.
- (3) The General Assembly should take place at the registered seat of the Association. The General Assembly can take place at another location in a country of the European Union if the Executive Committee and the Board agree thereon. Remote participation at the General Assembly, including video conference and other electronic means, are possible if all members who are not physically present have the technical ability to participate and consent.
- (4) The Managing Director summons the General Assembly at his/her own discretion. The Managing Director has to convene the General Assembly:
- a) If it is in the interest of the Association, or
 - b) When summoning of 10% of all members is requested in writing by the Managing Director stating the purpose and reasons.
- (5) The General Assembly are to be convened by the Managing Director by written notice including the agenda, with a notice period of at least 28 days. The notice period begins on the day following the sending of the invitation and ends on the day on which the General Assembly takes place. The invitation is deemed as received if it is sent to the last address communicated to the Managing Director by the member.

- (6) Any member, any member of the Board of Directors, and any member of the Board can submit motions for resolution by the General Assembly and motions to add to the agenda. Requests for passing of resolutions submitted to the Managing Director less than seven days prior to the General Assembly do not have to be concerned. Resolutions in the General Assembly are only permitted if the subject was communicated to the members in writing and the notification was sent four days prior to the General Assembly at the latest, unless all the members are represented and agree to a resolution.
- (7) The General Assembly is not a public meeting. The chairman of the General Assembly may approve presence of visitors and press, unless the General Assembly decides otherwise.

§ 12 Passing of Resolutions by the General Assembly

- (1) Each full member has one vote in the General Assembly. A voting member can also authorise another member to vote instead of him/her. In this case, the power of attorney must be proven in writing to the chairman of the General Assembly upon request before voting. Exercising more than three votes is not permitted.
- (2) The General Assembly is chaired by the Chairman or another member of the board of directors, unless the General Assembly decides otherwise. In case of elections, the chairmanship of the meeting can be assigned to an election committee for the duration of the ballot and the preceding discussion, to which the election candidates do not belong.
- (3) The chairman of the meeting determines the voting method. The voting is to be carried out in secret and in writing if so requested by one third of the represented voting members. In case of election of individuals, this request by one represented voting member is sufficient.
- (4) The General Assembly has a quorum regardless of the number of present voting members.
- (5) Resolutions of the General Assembly are passed by a simple majority of the votes cast. The necessary majority is calculated only on the basis of 'yes' and 'no' votes cast. Abstentions and invalid votes do not count. In case of an equal number of 'yes' and 'no' votes, the request will be refused. The provisions of this paragraph only apply if this not established otherwise by this Charter.
- (6) Resolutions of the General Assembly can also be passed in writing without a formal meeting. Votes must be cast within a deadline set by the chairman. The

deadline must be at least 28 days after the invitation to vote in writing was sent and the votes cast on the last day of the deadline must still be taken into account. The votes can only be cast in writing. Representation is not permitted. For the required majorities and the determination of the voting result, the regulations for the General Assembly apply accordingly. If at least 10% of the voting members object to a resolution by a written vote within the set voting deadline, the resolution will fall through.

§ 13 Managing Director

- (1) The Board, in the sense of § 28 of the Federal Code (Managing Director) consists of the Chairman.
- (2) The Chairman can only be a physical person. He/she does not have to be a member or an authorised representative of a member himself/herself.
- (3) The Chairman's office term ends:
 - a) At the end of the third calendar year after his/her election, not including the year of the election. In this case, the Managing Director remains in office until a successor is elected. Re-election is permitted.
 - b) With the dismissal by a resolution by the Board, without having to provide a justification.
 - c) With a notice to the Board from the Chairman that he/she is stepping down from the position.
- (4) If the Chairman leaves office prematurely, the Board of Directors can elect a new Chairman. At the next General Assembly, the Chairman appointed by the Board of Directors will be confirmed or a new Chairman elected.
- (5) The Chairman can also be paid on the basis of an employment contract. The amount of the agreed remuneration must not be unreasonably high (§ 55, Par. 1, no. 4 of the Regulations on Salaries). Reimbursement of expenses and efforts for the work carried out in connection with board activities remain unaffected.

§ 14 Management and Representation through the Managing Director

- (1) The Managing Director is responsible for the judicial and extrajudicial representation of the Association, the management of the Association in accordance with this Charter and the resolutions of the General Assembly, and all tasks assigned to him/her elsewhere in this Charter. The Managing Director has the following tasks in particular:
 - a) Represents the interests of the Association towards its members and the public.
 - b) Prepares the General Assembly and implements the decisions of the General Assembly.
 - c) Prepares the budget in accordance with the guidelines provided by the General Assembly and is responsible for the bookkeeping and the preparation of the annual report in accordance with the guidelines provided by the General Assembly. He/she submits the annual budget forecast and annual report to the General Assembly for approval.
- (2) The Managing Director can set up an office and use a full-time Executive Director to perform its tasks. In particular, the Managing Director can delegate the management of the office and day-to-day management of the Association to the Executive Director. The Executive Director works under the supervision and according to the instructions. The Managing Director can engage external consultants for accomplishment of his/her tasks.
- (3) The Managing Director can be released from restrictions under the § 181 of the Federal Code by a resolution by the Board.

§ 15 Executive Committee

- (1) The Executive Committee has the following responsibilities:
 - a) It advises and supports the Chairman.
 - b) It discusses technical issues and prepares position statements of the Association.
- (2) The Executive Committee includes the Managing Director ex officio and up to seven appointed members. The Executive Committee members do not have to be members of the Association. The Board can decide that the Executive Committee consists of more or less members. The members of the Executive Committee are exempted from the power of representation according to § 14, Par. (1). The Chairman preside over the Executive Committee ex officio.

- (3) The members of the Executive Committee are appointed by the Chairman. The Board can adopt guidelines on appointment of members of the Executive Committee.
- (4) The office of a member of the Executive Committee ceases:
 - a) At the end of the third calendar year upon his/her appointment according to Paragraph (3), not counting the year of the appointment. Re-appointment is permitted.
 - b) By dismissal by the Chairman, without having to provide special motives.
 - c) By resolution by the General Assembly, without having to provide special motives.
 - d) By a statement from the member on resigning from the office submitted to the Chairman.
- (5) Each member of the Executive Committee must immediately communicate his/her summonable address, email and fax number as well as any change thereto to the Association.
- (6) The members of the Executive Committee can be engaged in the Association with or without remuneration. Reimbursement of expenses and efforts for the work carried out in connection with the activities in the Executive Committee remain unaffected.
- (7) The Executive Committee may pass Work Regulations for its own purposes.

§ 16 Executive Committee Meetings and Decisions

- (1) Meetings of the Executive Committee are to be convened in writing by the Chairman and with a reasonable notice period, if the date has not been announced in the previous meeting. The invitation is deemed to have been received by the member of the Executive Committee if it has been sent to the last known address shared with the Association, in accordance with § 15, Par. (5). The agenda is to be communicated within a reasonable time before the meeting. An extraordinary meeting must be called if two Executive Committee members request it in writing, stating the motives.
- (2) Any member of the Executive Committee can submit motions for resolutions to be passed by the Executive Committee.

- (3) The Executive Committee meetings are chaired by the Managing Director unless the Executive Committee appoints another person.
- (4) The Executive Committee has a quorum if at least half of its incumbent members are present at the meeting. The Executive Committee is also quorate when it counts fewer incumbent members than specified by this Charter or stipulated on the basis of this Charter.
- (5) Resolutions of the Executive Committee are passed by a simple majority of the votes cast. The required majority can only be calculated based on the number of yes and no votes cast. Abstentions and invalid votes are not taken into account. In case of equal number of yes and no votes, the request will be refused. The provisions of this paragraph only apply if this not established otherwise by this Charter.
- (6) Each member of the Executive Committee has one vote. A member of the Executive Committee can also authorise another Executive Committee member to vote for him/her. In this case, the power of attorney must be proven in writing at the Chairman's request. Exercising more than two voting rights is not permitted.
- (7) Resolutions of the Executive Committee can also be passed in writing without a formal meeting. Votes must be cast within a deadline set by the Chairman. The deadline must be at least 14 days after the invitation to vote in writing was sent and the votes cast on the last day of the deadline must still be considered. The votes can only be cast in writing. Representation is not permitted. Paragraphs (4) and (5) apply accordingly to the required majority and determination of the voting result. If an incumbent member of the Executive Committee objects to a resolution by a written vote within the set voting deadline, the resolution will fall through.

§ 17 Board of the Association

- (1) The Board has the following responsibilities:
 - a) The Board supervises the management of the association. The members of the Board are consulted in particular with regard to the possibilities of achieving the purposes and tasks of the Association. They advise the Executive Committee and the Managing Director of the Association.
 - b) The Board appoints and dismisses the Managing Director. The Board represents the Association in and out of court through the Managing Director. If the Managing Director is engaged with remuneration, the Board decides on the employment contract.

- c) The Board has to summon the General Assembly if the interests of the Association require it. Resolutions are passed by a simple majority. The obligation of Managing Director to convene the meeting remains unchanged.
- (2) The Board has the following rights:
- a) The Board can at any time request a report from the Managing Director on affairs of the Association. A single member can also request a report but only to the Board. The reports must comply with the principles of conscientious and faithful accountability. They are to be delivered as early as possible and in writing as a general rule. Each member of the Board is entitled to see the reports. Insofar as the reports were submitted in writing, they are also to be sent to each member of the Board upon request, unless the Board has decided otherwise. The Chairman has to inform the members of the Board about the reports at the latest in the following Board meeting.
- b) The Board can inspect and check the books and documents of the Association, as well as the assets, namely the Association's state of accounts and the stocks of securities and goods. For these purposes, it may commission individual members or special experts. The Board can also resolve the audit of the annual financial reports, select the auditor and issue work orders to the auditors.
- (3) A maximum of 10 persons can be appointed to the Board. Members of the Board do not have to be members of the Association. Members of the Board are elected by the General Assembly. Board membership ends:
- a) by dismissal by the General Assembly, without having to provide special motives, or
- b) by a statement by the member of the Board to the Managing Director that he/she is resigning from office.
- (4) The elected members of the Board must immediately communicate his/her summonable addresses, email and fax number as well as any change thereto to the Association. The Board members shall not receive any kind of remuneration and they will work on voluntary basis. However, they will be entitled to a reasonable amount of reimbursement for the expenses incurred due to their work in the Association.
- (5) A member of the Board cannot be a member of the Management or of the Executive Committee at the same time.
- (6) If no Board is elected or if it counts less than two members, the General Assembly assumes the duties of the Board.

§ 18 Board Meetings and Resolutions

- (1) Meeting of the Board should take place at the seat of the Association. The meetings can also be held elsewhere within the European Union, if the members of the Board agree. Meetings with remote participation, including video conferencing and other electronic means, are allowed if all members who are not physically present have the technical means to participate and if they consent.
- (2) The Managing Director calls meetings of the Board with a reasonable period of notice if the date has not been announced in the previous meeting. The invitation is deemed to have been received by the member of the Board if it was sent to the last known address in accordance with § 17, Par. (5) The agenda is to be communicated within a reasonable period of time before the meeting.
 - a) Any member of the Board or the Managing Director may, stating the purpose and reasons, request that the Managing Director convene the Board immediately. The meeting must take place within two weeks from the day of invitation.
 - b) If the request is not complied with, a member of the Board or the Managing Director can convene the Board himself/herself by communicating the facts and specifying the agenda.
- (3) Any of the members of the Board, as well as the Managing Director can submit motions for resolution by the Board.
- (4) The meetings of the Board are chaired by the Managing Director unless the Board appoints another chairman. Members of the Executive Committee can be present. The Board can exclude the Managing Director and/or Executive Committee members from participation.
- (5) The Board has a quorum if at least half of its incumbent members are present or represented at the meeting. The Board is also quorate if it has fewer members than specified in this Charter.
- (6) Resolutions of the Board are passed by a simple majority of votes present or represented. The majority required in each case can only be calculated based on the number of "YES" and "NO" votes cast. Abstentions and invalid votes do not count. In the event of equal number of yes and no votes, the motion for a resolution is rejected.

- (7) Each Board member has one vote. A Board member can also authorise another member of the Board to vote for him/her. Voting on behalf of more than two voting members is not allowed.
- (8) Resolutions of the Board can also be made in writing without a formal meeting. Such decisions require a majority of 75% of the voting members whose votes are received within the term set by the Managing Director. The deadline must be at least 28 days after the written invitation to vote was sent, not counting the day on which the invitation was sent, and the votes received on the last day of the deadline must still be taken into account. Votes can only be cast in writing. Representation is not permitted. If two members of the Board who are entitled to vote at the time the invitation is sent object to the resolution being passed in writing and do that within the deadline set for voting, the resolution will fall through.

III Other Provisions

§ 19 Elections

The person who wins the absolute majority of submitted votes is elected. If no candidate has achieved the absolute majority of the votes cast, a runoff election between the two candidates who won the highest number votes. If more than two candidates win the highest number of votes, the ballot will be repeated. In the runoff election, the candidate who wins the most votes is elected. If the shortlisted candidates receive the same number of votes, the winner shall be decided by random drawing.

§ 20 Minutes, Written Form

- (1) Written minutes are to be kept of assemblies and meetings. These are to be signed by the chairman and the secretary of the meeting. It will sufficed to report the conclusions of the meeting. Written resolutions are to documented in text form. The results of resolutions are to be communicated promptly to those involved. Writing down of resolutions and their communication are not prerequisites for their effectiveness.
- (2) Insofar as this Charter foresees the use of the written form, § 127 of the Federal Code does not apply, in particular the written form cannot be replaced by telecommunications (such as a simple e-mail). Insofar as this Charter foresees the use of the written form, only legally prescribed written form (§ 126 of the

Federal Law), the legally prescribed electronic form (§ 126a of the Federal Law), or telefax can be used. In the cases expressly described below, a simple e-mail without an electronic signature is sufficient:

- a) Invitation to the General Assembly in accordance with § 11, Par. (5) and notification on the resolutions according to § 11, Par. (6)
- b) Invitation to the Executive Committee meeting and sharing of the agenda according to § 16.
- c) Invitation to the Board meeting and sharing of the agenda according to § 18.

§ 21 Dissolution of the Association

- (1) The dissolution of the Association can only be decided in a General Assembly with a majority of two thirds of the votes cast.
- (2) Unless the General Assembly decides otherwise, the Chairman and the Deputy Chairman are jointly authorised liquidators.

I hereby confirm that this Charter is complete, correct and up to date.

Nürnberg, 08.03.2016

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Geschäftsführender Vorstand

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