

Statutes

"Shelter Now International e.V."

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Preamble

Shelter Now is a recognized humanitarian aid organization which works primarily in Afghanistan and Pakistan, but also in other parts of the world, and which is supported actively by a network of bodies in various countries, including the Netherlands, England, the US and Germany. In order to coordinate and promote the work in the supporting countries and on the ground, as well as ensure continued high standards of quality within a growing global work, the founding members decided to set up an umbrella organization, based in Germany, designed to work alongside the international network.

§ 1 Name, Domicile and Registration

- 1.1 The newly founded Association is called "Shelter Now International" and shall be registered in Germany; once it is registered it shall bear the letters "e.V." (short for "registered association" in German); the Association shall also be known by the acronym SNI.
- 1.2 It shall be based in Sulzbach-Rosenberg, Germany.

§ 2 Objective of the Association

- 2.1 The Association is engaged directly and exclusively in nonprofit-making and charitable activities as defined under Section "Steuerbegünstigte Zwecke" (Tax-Privileged Purposes) of the German Fiscal Code (AO).
- 2.2 The purpose of the Association is to promote international awareness and cross-cultural understanding (§52 paragraph 13, AO), development cooperation (paragraph 15), tolerance and charity, training and education (paragraph 7), arts and culture (paragraph 5), and the selfless support of persons who fulfil the requirements of § 53 of the German Fiscal Code (for charitable cases)
as well as to **raise funds** in order to pursue the above-mentioned objectives; this shall be done **within Germany** through tax-privileged organizations or statutory bodies and

globally through foreign organizations. In this sense, the Association is also active as a **sponsorship society** in the spirit of § 58 paragraph 1 of the German Fiscal Code.

- 2.3 The Association's Christian understanding is based on the German Evangelical Alliance Basis of Faith from April 6th, 1972, in Berlin. It is politically, ethnically and denominationally neutral.
- 2.4 The Association objectives are realized at home and abroad in particular by:
- a. In the area of **nonprofit or public-benefit activities**, in particular by:
- (i) Conducting information and training events regarding the necessity of, and opportunities for, cross-cultural understanding and development cooperation as well as the opportunities and challenges involved in interaction between different cultures
 - (ii) Conducting presentations on the specific cultural features of the countries where SNI works, awakening inter-cultural understanding and building bridges between cultures through meetings and discussions
 - (iii) Initiating new projects in line with the objectives stated in these Statutes
 - (iv) Maintaining contact with persons in positions of responsibility in politics and society
 - (v) Working with the media to promote the objectives stated in these Statutes
 - (vi) Coordinating the activities of the sponsoring members and projects
 - (vii) Supporting and ensuring that quality standards are adhered to in the work carried out by members.
- b. In the area of **charitable activities**, in particular by:
- (i) As far as it is able, the Association shall seek to support the needy in emergency situations by providing financial or practical services, e.g. through supervision, care and assistance.
- 2.5 The purpose of the Association is also to **raise funds** to pursue the above-mentioned objectives; this shall be done **within Germany** through tax-privileged organizations or statutory bodies and **globally** through foreign organizations, who use their funds for purposes that qualify in nature and essence for preferential tax treatment, in particular through partner organizations that have a contractual agreement with SNI.
In this sense, the Association is also active as a **sponsorship society** in the spirit of § 58 paragraph 1 of the German Fiscal Code.

§ 3 Tax-Privileged Status

- 3.1 The Association is not self-serving, and shall not primarily pursue profitmaking activities.
- 3.2 Association funds can only be used for purposes that conform to these Statutes. Members of the Association shall not gain any personal financial benefit from Association funds in their capacity as members. Should they leave or should the Association be dissolved, members shall have no claim to Association funds or assets.
- 3.3 No individual shall receive preferential treatment leading to expenditure that is inconsistent with the organization's objective or disproportionately high payment.

- 3.4 Persons working for the Association on a voluntary basis shall only receive reimbursement for proven, reasonable expenses, unless the Executive Board – or for members of the Executive Board, the International Board – agrees an appropriate allowance for an individual case, not exceeding the tax-free amount allowed for voluntary workers. Where appropriate, reasonable payment for services based on a special contract can be agreed by the Executive Board – or for members of the Executive Board, the International Board – as far as the budget allows.
- 3.5 The Association is also entitled to give part of its funds, in accordance with § 58 paragraph 2 of the German Fiscal Code, to other tax-privileged organizations or statutory bodies inside Germany for using for tax-privileged purposes.
- 3.6 The Association shall fulfil its objectives directly or with the help of an auxiliary person in the spirit of § 57 paragraph 1 of the German Fiscal Code, provided this person is not active in fundraising in the sense of § 58 paragraph 1 of the Fiscal Code. The Association can run special-purpose enterprises to help it pursue its objectives.
- 3.7 Funds passed on to a foreign organization or Association auxiliary persons based outside Germany shall require a separate case-by-case or framework agreement.
- 3.8 The Association can join forces with other organizations in conducting joint projects in order to fulfil the objectives stated in these Statutes. Details for this can be laid down in a written project agreement.

§ 4 Budget

- 4.1 The Association receives the funds for its work through membership contributions, donations and other payments such as gifts, bequests or legacies, grants or other income.
- 4.2 **Membership contributions** shall be levied according to the latest resolution of the International Board, which decides the nature, amount, assessment criteria and due date of membership contributions and any distribution of costs among members for the future. If an amount is decided, this remains valid until a new resolution is adopted. The stipulated sum is to be paid in advance, subject to a renewed arrangement by the International Board.
The Executive Board can, where appropriate, fully or partially waive or defer due contributions, shares in costs or other fees.
Details for this can be laid down in a financial directive, agreed by the International Board at the recommendation of the Executive Board.
- 4.3 It is incumbent upon the Executive Board to keep a proper record of all income and expenditure.
- 4.4 The Association's financial year is the calendar year. The founding year shall be a shortened financial year.

§ 5 Membership

- 5.1 The Association is made up of,
(i) Full members and
(ii) Sponsoring members.

5.2 Every natural fully contractually capable person can become a member of the Association, provided he or she supports the Association's objectives and is prepared to be actively involved (a full member) or to support those objectives to a significant extent by giving financial or material resources (a sponsoring member); sponsoring members could also be legal entities or organizations

5.3 Members undertake

- i) to contribute to the fulfilment of the Association objectives as far as they are able,
- ii) to adhere to the Statutes and any other Association directives,
- iii) to comply with the instructions of the Executive Board and the decisions of the International Board
- iv) to also support the Association's objective in public, in an accurate and appropriate way.

They are aware that their life outside the Association also plays a decisive role in whether the Association objectives are fulfilled in a credible way, and that their behavior is significant in the achievement of those objectives. Details on the rights and responsibilities involved in working with the Association, the way in which the Association sees itself and a corresponding code of behavior can be laid down in Association directives, which shall be decided by the International Board at the recommendation of the Executive Board.

5.4 Membership shall be gained by written **application**, submitted to the Executive board and supported in writing by two full members; the Association shall then decide whether or not to accept the applicant. Should the application be rejected, the Association is not obliged to explain its decision.

Membership is non-transferable.

5.5 [This Paragraph is missing in the English Translation] „Juristische Personen als Mitglieder fügen ihrem alle notwendigen Dokument zum Nachweis ihres Körperschaftsstatus sowie ihrer Vertretungsberechtigungen bei. Sie verpflichten sich, jede Änderungen ihrer Körperschaftsstatuten sowie jeden Wechsel ihrer Vertretung unverzüglich unter Beifügung entsprechender Nachweise dem Vorstand anzuzeigen.“

5.6 The Association shall keep a directory of members. Members shall inform the Executive Board without delay of any change in address.

Members shall provide a current email address and agree to the disclosure of that address to other parties within the Association for the purposes of cutting down on administration, so that all procedures concerning the Association, including those that require written notification, such as invitations to the International Board meetings, can be effectively despatched in this way.

5.7 A **sponsoring member** could be anyone who supports the objectives of the Association longterm financially or through other means, instead of, or in addition to, active involvement. The Association shall decide at its own discretion whether to accept the application, which must be submitted in writing and supported by two full members likewise in writing. The Executive Board shall also decide on the nature, size, assessment criteria and due date of the sponsorship contribution, be of a financial or other nature. This could also be regulated in a separate agreement.

- 5.8 Sponsoring members have the right to propose motions and express opinions, but do not have active or passive voting or electoral rights. At the request of full members, sponsoring members can be excluded from individual points on the agenda.

Sponsoring membership can be terminated not only for the general reasons given in §5, paragraph 8 of these statutes, but also if agreements regarding the nature and size of contributions are not adhered to despite a warning from the Association or if the Executive Board decides to terminate the membership, a decision which it is not obliged to explain. The member shall then be removed from the directory.

A transfer from active to sponsoring membership or vice versa can only be undertaken by first terminating one membership and applying for the other in accordance with the rules set down in these Statutes.

- 5.9 Full members have the right to participate in International Board meetings and to exercise the rights of the International Board.

[This Sentence is missing in the English Translation]

Juristische Personen, die Mitglieder des Vereins sind, können die Nutzung an den Marken des Vereins unter Beachtung der eigens hierzu vom Vorstand beschlossenen Markenordnung beantragen. In der Ordnung werden die Voraussetzungen der Nutzungsberechtigung sowie des Entzugs geregelt.

- 5.10 Membership terminates in the event of
The **death** of the member, or in the case of a legal entity or organization, its dissolution, **Resignation**, which shall require a written statement that can be submitted to the Executive Board at any time,
Expulsion from the Association with immediate effect, a decision that can be taken by the Executive Board. Before such a resolution is taken, the member shall be given the opportunity to justify his or her position to the Executive Board in writing, within a reasonable deadline. Any resolution expelling the member shall be communicated to that member in a written letter, sent by registered post, stating the essential reasons for the decision. An appeal against the decision can be submitted up to a month after receiving this letter, for review at the next International Board meeting. The International Board shall then make a final decision on the resolution; the member concerned shall not be present at the meeting. If this right of appeal is not exercised, or not exercised in time, or if the resolution is upheld, the member shall comply with the resolution, with the result that he or she shall no longer have recourse to any further judicial review. This shall be stated in the expulsion resolution. Unless the Executive Board decides otherwise, the member's rights shall be suspended fully until a final decision is approved.

A member can be expelled in particular in the event of:

- (i) Gross or repeated violation of these Statutes, the directives anchored in the Statutes, other Association resolutions or the interests of the Association,
- (ii) Breaching the peace within the Association or behaving in a way that damages the Association
- (iii) Slandorous or untenable accusations against other Association members,
- (iv) Giving culpably false information to the Association
- (v) Prolonged neglect of responsibilities towards the Association,
- (vi) Dishonorable behavior within and/or beyond the activities of the Association,
- (vii) Disenfranchisement or criminal prosecution and conviction,
- (viii) Other serious offenses affecting Association rules and regulations,

- (ix) Or in the event that it is not reasonable to expect the Association and its members to continue working with that member, even if no offense has been committed.
- 5.11 Where appropriate, the Executive Board may opt for a full or partial suspension of member rights instead of expulsion; this does not entail the suspension of the member's responsibilities.
- 5.12 All claims linked with membership expire as soon as membership is terminated. Donations and non-cash contributions cannot be refunded, neither can compensation be given for any services performed within the Association and the departing member shall have no claim to a share in Association assets. This does not affect the Association's claim to any outstanding payments. Departing members shall return any property belonging to the Association, such as documents or records, administrative papers or equipment, without delay. Members who were entrusted with an office or responsibility, shall be obliged to give an account for their work at the handover.

§ 6 Organs

- 6.1 The organs of the Association are: the **International Board**, the **Advisory Board** and the **Executive Board**.
- 6.2 The members of the organs are obliged to discharge their responsibilities correctly. The members of the Executive Board are, insofar as they are acting on an honorary basis or their payment does not exceed the current annual tax-free allowance stated in § 3 no. 26a of the German Income Tax Law (EStG), only liable for willful misconduct or gross negligence. Should the volume of work for the Executive Board or the Advisory Board grow to such an extent that they can no longer be expected to fulfil all their responsibilities on an honorary basis, the Executive Board – or in the case of a member of the Executive Board, the International Board – can then agree an employment contract with suitable candidates, granting remuneration that is in line with standard market rates but takes into account the unique features of nonprofit-making organizations. A liability insurance covering damages caused by negligence shall be taken out for these employed person's at the Association's expense.
- 6.3 Should irreconcilable differences arise within or between the various organs, an organ can vote with a simple majority to appeal to the Executive Board of the umbrella organization to mediate. The Executive Board then decides what course of action is appropriate and may decide to set up mediation or arbitration proceedings, which shall then decide the dispute.

§ 7 International Board

- 7.1 The International Board is the Association's top decision-making body. It shall be responsible for clarifying all matters assigned to it by the Statutes or by the other Association organs, in particular:
- (i) Determining basic guidelines for the Association's activities
 - (ii) Appointing a CEO and/or an International Director (§ 8 no. 1)
 - (iii) Electing or endorsing the Executive Board, as required (§ 8 no.2)
 - (iv) Dismissing the Executive Board (§ 8 no.3)
 - (v) Approving the annual report and cash statement of the Executive Board

- (vi) Receiving the report of an auditor or tax adviser
- (vii) Receiving a report from the Advisory Board
- (viii) Approving the actions of the Executive Board
- (ix) Appointing 2 auditors and a substitute person, as a rule for two years, or a tax adviser, none of whom may be members of the Executive Board; but they may be members of the Advisory Board or sponsoring members. Using sample inspections, they shall be required to check the cash management and also expenditure, taking the budget plan as a basis, examining whether the expenditure was objectively justified, calculated correctly and documented, whether the funds have been used economically and the year-end accounts have been conducted correctly, and – if a tax adviser has been appointed – in particular if the expenditure complies with the objectives outlined in these Statutes (actual business conduct) and to report on their findings.
- (x) Deciding on any membership contributions or share in costs for the current financial year and passing directives on membership contributions (§ 4 no. 2)
- (xi) Approving the budget
- (xii) Reviewing the decision to expel members who have appealed against their expulsion within the given deadline (§ 5 no. 8)

- 7.2 The Executive Board shall call a meeting of the **International Board** as a rule every year. This shall be done in writing, stating the venue and the date of the meeting; this can also be done by email. The date of the meeting shall be publicized well in advance. Members shall be informed at least 14 days **in advance (period of notice)** of the preliminary agenda set by the Executive Board. In the event of any elections or changes to the statutes, the proposed candidates or particular text amendment should be identified in the notification, however this is not mandatory; identifying the events as such on the advance agenda shall be otherwise sufficient. The deadline shall be considered observed, if the invitation was posted punctually, i.e. the mail delivery time shall be included in the period of notice; the day of posting and the day of the actual meeting shall not be counted; § 193 of the German Civil Code (BGB) shall not apply. The letter of invitation shall be considered delivered if it has been sent to the last postal/email address given by the member in writing to the Association. Any errors in adhering to this formal period of notice shall be considered remedied if all members are involved and no member raises an objection.
- 7.3 The meeting of the International Board shall be **led** by the Chairman or another Executive Board member, previously appointed by the Executive Board. Should all Executive Board members be unable to attend and the Executive Board has not already entrusted the leading of the meeting to someone in writing, the International Board meeting shall choose a **chairperson for the meeting** as its first act. The chairperson shall then appoint someone to **take the minutes**.
- 7.4 The meeting of the International Board shall be quorate regardless of how many Association members attend.
- 7.5 Motions for a **resolution** can be tabled in writing in principle at any time. If one third of the members with voting rights present at the meeting vote in favor of the motion, it can be added to the agenda set by the Executive Board (emergency motion).
This shall not apply for motions to ammend a financial directive, amendments to the Statutes or elections, which must be submitted to the Executive Board in good time

before the period of notice begins, or in the event that the date of a meeting has only been announced with the period of notice, without delay following receipt of notice.

- 7.6 The International Board meeting shall generally **pass decisions** based on a simple majority of valid votes cast, unless otherwise stated in the Statutes, i.e. abstentions or invalid ballots shall not be counted.

At the International Board meeting, every full member has a vote. Members can only be represented by other members who have voting rights themselves and are in possession of a written or email **authorization to act as a proxy** for the absent member. The original copy of this written authorization must be presented at the meeting; an authorization that has been sent by email must also have been copied in advance (cc) to the Executive Board. This authorization must be issued for each international board meeting individually. Alternatively, or in addition, a member can submit a written statement to the Executive Board expressing his or her decision on any or all of the points on the agenda. These votes are to be submitted to the Executive Board in a sealed envelop, stipulating which subject they refer to, before voting begins on the relevant motion. These votes shall then be opened and counted after the members in attendance have cast their ballots on the given motion.

Members can also take part in an International Board meeting via video conference link. The person chairing the meeting determines what **form the vote** should take. However the vote must be conducted in writing, if this is requested by at least one third of the members present who have voting rights.

For **elections** the following shall apply – subject to a separate regulation in an Association directive (e.g. an electoral code) or a decision by the chairperson at the meeting: unlike when voting on general policy matters, elections shall always require the support of the majority of those members present that have voting rights, i.e. abstentions or invalid ballots shall be counted as a NO vote. If no one candidate gains the necessary majority through the valid votes cast in the first round, a run-off vote shall be conducted between the two candidates with the highest number of votes.

Resolutions can also be adopted beyond the confines of the International Board meeting in written correspondence, via FAX or using digital communication methods such as email, protected online forums or video conferences, but not via telephone. The following cannot be decided outside the International Board meeting: elections, resolutions concerning amendments to the Statutes or dissolution of the Association, unless the previous International Board meeting expressly authorized an amendment to the Statutes outside the meeting, pending only the receipt of outstanding authorization and/or legal advice. The motion for the resolution shall be formulated by the Executive Board. As a rule, the consideration period shall be 10 days. However, the date expressly stated in the written communication as the latest date for submitting votes to the Executive Board shall prevail. Voting can be conducted by circular resolution, by the submitting of individual votes or through participating in protected online forums. Here once again, a unanimous vote is not required; in this sense, the voting majorities stated in these Statutes apply here too. However if a member does not express an opinion, this shall be counted as a no-vote. The Executive Board shall count up the votes and announce the decision. A resolution adopted in this way shall be recorded in writing at the next meeting of the International Board for documentation purposes.

- 7.7 Amendments to the **Statutes** or the Association **Objective** or a **change in the Association's legal form** can only be adopted if the matter has been stated on the agenda sent out within the formal period of notice, with the proposed change given – a reference to the chapter and point number in the Statute is sufficient – and the resolution is supported by a 75% majority of all members with voting rights, including those not in attendance.

The Association Objective can only be changed insofar as this does not jeopardize its tax-privileged status under the German Fiscal Code; the Executive Board shall therefore first seek approval from the local tax office for the proposed change. The Association's Christian understanding and identity (§ 2) shall be excluded from any change.

- 7.8 The Executive Board can convene further **International Board meetings** at any time; this shall be done in writing. International Board meetings must be convened within 2 months, if required in the interests of the Association, or if at least one third of all Association members submit a written request to the Executive Board, stating the purpose and reasons for a meeting. These procedures and deadlines can however be waived if all members with voting rights agree to a meeting being convened without delay or are already present in person or by previously authorized proxy.
- 7.9 Minutes are to be kept of the resolutions of the International Board Meeting; the minutes are to be signed by the person who chaired the meeting and the person who took the minutes. The minutes shall be sent to every member by email.

Objections concerning the accuracy of the minutes can only be submitted in the first four weeks following the day of the meeting. Should the minutes not have arrived in that time, the Executive Board must be informed immediately; the deadline for raising objections shall be extended accordingly. The Executive Board shall decide on any objections raised, consulting both the person who chaired the meeting concerned and the person who took the minutes. The minutes shall be considered delivered once they have been sent to the last email address given to the Association in writing by the member.

§ 8 Executive Board

- 8.1 The Executive Board is made up of the **Chairman** and up to a maximum of four other **Board members**. If a CEO and/or an International Director have been appointed by the International Board, they are members of the Executive Board by virtue of their office and do not require election.
- 8.2 The Executive Board shall be elected by the International Board as a rule for a period of **three years**, calculated from the day of the election; however the Executive Board shall remain in office until a new board has been successfully elected to replace it. Each board member is to be elected individually. Board members can be re-elected. Only Association members can stand for election.
- 8.3 A member of the Executive Board can **step down** at the end of a quarter, if this intention has been communicated in writing to the remaining members of the board at least three months in advance. If there is an important reason, a board member can step down with immediate effect, as long as this will not be to the detriment of the Association. Executive Board members shall retire from the board after their 70th birthday, before the next meeting of the International Board, unless the International Board has decided other arrangements.

Terminating Association membership shall also result in a termination of the board membership.

If a member of the Executive Board **leaves** before completing his period of office, the Executive Board can appoint a replacement member to serve out the remaining time; this replacement must then be endorsed at the next International Board meeting, alternatively another replacement board member can be elected for the remaining period of office.

If the Chairman and all the other Executive Board members authorized to represent the Association leave at the same time before their term in office ends, it is incumbent upon the remaining Executive Board members to convene an extraordinary meeting of the International Board for the purpose of new elections.

If all members of the Executive Board leave at the same time, it is incumbent upon them to ensure without delay that a meeting of the International Board is convened correctly for the purpose of new elections; should the Association suffer loss or detriment as a result of a meeting not being convened, the Executive Board members shall be liable insofar as they were responsible for the failure to convene a meeting.

- 8.4 The International Board is authorized to **dismiss** Executive Board members if there is an important reason and 2/3 of the valid cast votes support the motion. If the dismissal results in the number of Executive Board members dropping below the minimum, new board members must be elected to at least make up the necessary number (constructive vote of no-confidence).
- 8.5 The Executive Board shall be responsible for the Association's day-to-day operations, unless these have been assigned in the Statutes to another organ, and administers the Association funds and assets. It has in particular the following responsibilities:
- (i) To keep proper and up-to-date records of the administration and use of Association funds, or to commission others to do the same.
 - (ii) To draw up a budget for each financial year and
 - (iii) To produce an annual report.
 - (iv) To convene and prepare meetings of the International Board (§ 7 no. 2)
 - (v) To decide on any membership contributions or share in costs for the current financial year and passing directives on membership contributions (§ 4 no. 2)
 - (vi) To decide on the admission of new members (§ 5 no. 4)
 - (vii) To decide on the expulsion of members (§ 5 no. 8)
 - (viii) To pronounce the appointment or dismissal of Advisory Board members (§ 9 no. 2 & 3)
 - (ix) To organize its actual business operations in such a way that the Association's tax-privileged status (nonprofit-making nature) is not jeopardized.
 - (x) The Executive Board shall undertake to uphold and to promote the Christian character, the principles and the vision of the work as defined by the Association.
- 8.6 The Executive Board members shall have the right to divide up their functions and responsibilities amongst themselves. The Executive Board shall determine its own **rules of internal procedure** - as far as this is necessary.

If the International Board has appointed a CEO and/or an International Director, they are members of the Executive Board by virtue of their office and do not require election. In their case, their responsibilities are defined firstly by their service contract and

additionally by rules of procedure decided by the Executive Board.

The Executive Board can call in members or advisory experts at any time.

8.7 The Executive Board is authorized to set up one or more **committees** at its own discretion, made up of Executive Board members or Association members appointed by the Executive Board or non-members who are nevertheless suitable because of their area of expertise.

8.8 A **meeting of the Executive Board** shall be convened as and when required, if the Board has not agreed regular meetings; a meeting must be convened, if one of the Board members calls for one, stating a reason. Meetings shall be convened as a rule by email; this is considered effective if a confirmation of receipt is received from all the board members. The Chairman of the Advisory Board shall be invited at the same time.

8.9 The Executive Board shall be quorate if, in the case of a three or more-member board, at least two are present or represented by an authorized proxy, one of the two should be the International Director, unless he is unable to attend for compelling reasons. Otherwise, where there is any doubt, all board members must be present.

Board members can be represented by other members with voting rights if a written or email authorization is provided.

8.10 **Resolutions shall be adopted** at Executive Board meetings when the majority of valid votes cast are in favor; abstentions and invalid ballots shall be counted as a "no" vote.

Resolutions taken by the board shall be recorded in the minutes of the meeting and signed by the person chairing the meeting and the person previously appointed by him to take the minutes.

Resolutions can also be adopted by the Executive Board in written correspondence, by FAX, digitally, e.g. by email or in online forums, if all board members are involved. Here once again, the majorities laid down in these Statutes are sufficient for passing resolutions. A resolution passed in this way is to be recorded in writing at the next ordinary board meeting – not constitutively but as a matter of form.

The resolutions shall be available for the perusal of any Association member; they shall be sent to the members of the Advisory Board as a matter of course.

8.11 In the context of § 26 of the German Civil Code (BGB), the Association shall be represented in court and out of court by the Chairman and the other Executive Board members, although the Chairman, the CEO and the International Director are each authorized to represent the Association **alone**, whereas **two** Executive Board members are otherwise required to **represent the Association**.

Any granting of financial power of attorney shall be signed by the Chairman and one other Executive Board member.

8.12 For the following operations concerning asset management, Executive Board members authorized to represent the Association shall require a unanimous resolution of the board:

- (i) Taking on outside liabilities, in particular by standing surety, assuming debt, promising to pay a debt or pledging a security,
- (ii) Taking up or issuing loans and credit of any kind outside the day-to-day delivery of goods and services,
- (iii) Real estate transactions,
- (iv) Buying shares in companies

- (v) Using Association assets for investments – including investments financed through leasing – in fixed assets outside the investment budget authorized by the Association, when the purchase and production costs for an individual case exceed 6,000 EURO,
- (vi) Accepting bequests, legacies and other donations that may involve liabilities,
- (vii) All speculative transactions
- (viii) Business deals with members of the Association organs.
- (ix) Signing individual contracts of any type with a duration of more than 1 year and with a total volume exceeding 15% of the Association's income in the previous year,
- (x) Issuing substitute power of attorney,
- (xi) Granting funds for an individual undertaking or project that exceed 15 % of the Association's income in the previous year,
- (xii) Resolutions concerning the use of surpluses, building up reserves and asset management.

These limitations to the Executive Board's legal power of attorney shall **not** be entered in the German Register of Associations.

§ 9 Advisory Board

- 9.1 The Advisory Board is made up of the **Chairman** and any number of other members. The Advisory Board elects its chairman from among its members, unless a chairman has already been elected by the Executive Board. Members of the Advisory Board do not have to be Association members.
- 9.2 Members of the Advisory Board can be nominated by the International Board or by the Advisory Board itself. It should be ensured that the Advisory Board members can contribute knowhow necessary for the work of the Association and the international network, to support the work of the Executive Board.

The Advisory Board is appointed by the Executive Board as a rule for an unlimited period, unless the appointment is to serve only a temporary purpose.

- 9.3 A member of the Advisory Board can **step down** at the end of a quarter, if this intention has been communicated in writing to the Executive Board at least three months in advance. If there is an important reason, a board member can step down with immediate effect, as long as this will not be to the detriment of the Association.

Advisory Board members shall retire from the board after their 75th birthday, before the next board meeting. The Executive Board and the Advisory Board can pass a resolution to request that a retiring member stay on for another 2 years as an advisory member to support the work of the Advisory Board.

In the case of Association members, **terminating** membership shall also result in the termination of Advisory Board membership.

The Executive Board and the International Board are authorized to **dismiss** Advisory Board members if 2/3 of the valid votes cast support the motion; in the event of a dismissal by the Executive Board, the Advisory Board member has a period of one month to appeal to the International Board, should he so choose, the International Board will then make a final decision on the matter.

- 9.4 The Advisory Board shall advise and support the Executive Board in its work and carry out sample inspections for the purpose of ensuring the Association objective is upheld.

The Advisory Board can be appealed to for advice in the event of a conflict within the Executive Board or the International Board or between members or organs or with issues regarding the interpretation of these Statutes. Sponsoring members that are legal entities or organizations also have the right to offer advice or appeal to the Advisory Board themselves for advice.

- 9.5 The Chairman of the Advisory Board or his representative can only be excluded from the Executive Board meetings in justified exceptional cases.

All Advisory Board members shall be invited to the International Board meetings and shall be informed on votes and other information just like members, even if they are not Association members. They have the right to propose motions and express opinions at International Board meetings.

In the event of a conflict between the Advisory Board and the Executive Board, each organ can invoke the International Board, where members with voting rights shall make a final decision on the matter.

- 9.6 The Advisory Board members shall have the right to divide up their functions and decide a working method amongst themselves.

The Advisory Board shall determine its own **rules of internal procedure** - as far as this is necessary.

The Advisory Board can call in members or advisory experts; if this is to be done at the expense of the Association, the Executive Board must be consulted first.

- 9.7 **Meetings of the Advisory Board** shall be convened as required, but at least once a year, insofar as the Board has not agreed regular meeting times; a meeting must be convened, if two of the Advisory Board members call for one, stating a reason. Meetings shall be convened as a rule by email; this is considered effective if a confirmation of receipt is received from all the board members.

All further matters can be clarified in the Advisory Board's rules of internal procedure.

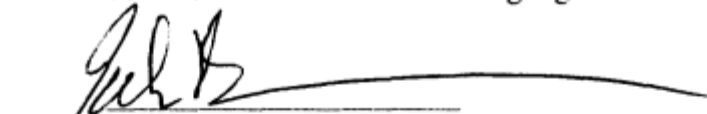
§ 10 Dissolution and Entitlement to Assets

- 10.1 The Association can only be dissolved if this has been expressly placed on the agenda and the International Board meeting convened with an extended period of notice of 3 months. To be valid, the resolution dissolving the Association requires the support of 75% of all members with voting rights. Invalid ballots and abstentions shall count as a rejection of the motion.

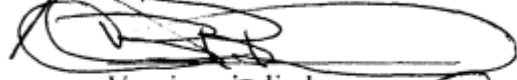
- 10.2 If the Association is dissolved or terminated, or should the Association cease to pursue tax-privileged purposes, the Association funds and assets shall fall to "Shelter Now Germany" e.V. a legally registered association in Braunschweig, Germany, or its legal successor, which shall be obliged to use the assets directly and exclusively for nonprofit and charitable purposes, in particular for purposes stated in these Statutes.

- 10.3 The Executive Board members authorized to represent the Association shall act as liquidators, unless the International Board decides otherwise.

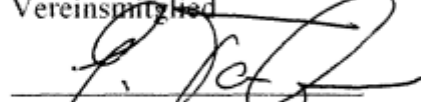
These Statutes were passed in the founding meeting in Dubai, on 12th October 2010 and shall come into force with the registration of the Association. The founding members sign as follows:



Versammlungsleiter



Vereinsmitglied




Vereinsmitglied

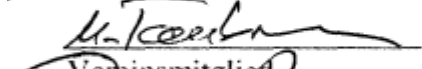
D.F.H. Pharoah
Vereinsmitglied

Anne Pharoah
Vereinsmitglied Gast

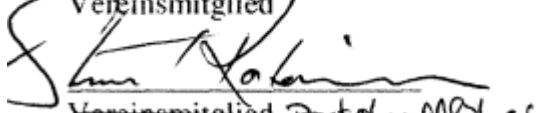
mitglieder zeichnen wie folgt:



Protokollführer Vereinsmitglied



Vereinsmitglied



Vereinsmitglied Protokollführer