

Articles of Association Human Study Association, as of 13 August 2015

Citizens Association Human Study

Articles of Association drawn up according to the Assembly's meeting of 08.08.2015

I General Details	4
§ 1 NAME, REGISTERED ADDRESS, BUSINESS YEAR	4
§ 2 PURPOSES AND RESPONSIBILITIES	4
§ 3 COMMON GOOD	6
II Membership	6
§ 4 MEMBERSHIP	6
§ 5 MEMBERS' RIGHTS AND OBLIGATIONS	7
§ 6 MEMBERSHIP FEES	7
§ 7 TERMINATION OF MEMBERSHIP	7
§ 8 RENUNCIATION	8
§ 9 DISCHARGE	8
§ 10 ERASING FROM THE MEMBERS LIST	9
III Organisational Structure of the Association	9
§ 11 ASSEMBLY	9
§ 12 ASSEMBLY DECISION MAKING PROCEDURE	10
§ 13 MANAGEMENT (EXECUTIVE OFFICERS)	10
§ 14 MANAGING AND REPRESENTATION BY THE MANAGEMENT OF THE ASSOCIATION	11
§ 15 DIRECTORATE	11
§ 16 DIRECTORATE MEETINGS AND DECISIONS	12
§ 17 COUNCIL	12
§ 18 COUNCIL MEETINGS AND DECISIONS	13
III Miscellaneous	14
§ 19 ELECTIONS	14
§ 20 MINUTES, WRITTEN FORM	14
§ 21 DISSOLUTION OF THE ASSOCIATION	14

I General 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 sex.

(2) The purpose stated herein shall be pursued especially by transferring the key skills. We shall provide support to people so to improve their education and capacitate them to use the modern technology. The educational programs shall be aimed at enhancing the opportunities on the labour market. The project activities shall specifically target the affected person's situation so to achieve sustainable improvement of his/her life prospects. Through support of the local projects, the users will be trained to solve upcoming problems in future. The purposes stated in these Articles of Association shall also be carried out through:

- a) Assistance due to impairment (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) Assistance to self-help,
- j) Establishment of general structures,
- k) Building a network of coworkers home and abroad,
- l) Cooperation with other organisations.

§ 3 Common good

- (1) The Association complies with the principle of common good exclusively and directly as stipulated in the Section "Dealing with Tax Benefits" of the Tax Assignment Regulations.
- (2) The Association is altruistic; it does not put its own economic interests first.
- (3) The Association's assets can be used only to achieve the purposes defined in these Articles. 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 or are excessive as to their amount.
- (5) In the event of dissolution of the Association or if the Association ceases to operate with tax benefits, its property and assets shall be assigned to Handicap International e.V. association 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 ordinary or promotional (sponsorship).
- (2) The members shall immediately submit their address, e-mail and fax number as well as any change thereto to the Association.
- (3) The legal entities shall exercise their membership and membership-related rights through an authorised person entitled to represent them towards the Association in other issues as well. The Association shall send invitations for the Assembly meeting to such authorised person. The authorised person shall immediately submit his/her address, e-mail and fax number as well as any change thereto to the Association. The

Management of the Association (Executive Officers) may require a written confirmation of the legal representative - Association member.

- (4) The request for ordinary membership is submitted to the Management in writing. The Management shall bring the request with the proposed conclusions before the Assembly which shall decide on admitting the applicant. The membership starts when the Management notifies the applicant of the admission. There is no right to membership. It will not be necessary to provide or send any explanation if a membership application is denied. The rejection of membership may not be challenged.
- (5) The request for membership as sponsor shall be submitted to the Management in writing. The Management shall bring the request with the proposed conclusion before the Directorate which shall decide on the admission. The membership starts when the Management notifies the applicant of the admission. There shall be no right to membership. The rejection of membership may not be challenged.
- (6) The members may change their status from ordinary membership into sponsorship and vice versa. A new admission procedure should be carried out in the event of modifications of membership. A new membership status shall end any previous membership. If a request for new membership status is rejected, the previous membership remains in force.

§ 5 Members' Rights and Obligations

- (1) The members shall have the following rights and obligations: They shall cooperate in a confidential and productive manner within the Association.
- (2) The members must pay the stipulated membership fees. The members shall support the purposes and responsibilities of the Association. The members must promote the reputation and represent the interests of the Association according to their possibilities, and abstain from any action that would damage its interests and reputation.
- (3) In their activities within the Association the members must abide by these Articles of Associations and the decisions of the Assembly and other Association's bodies.
- (4) All ordinary Association members have voting rights and rights to submit requests under these Articles of Association. The sponsors do not have voting rights or rights to

submit requests. They may, however, participate in the Assembly meetings and join discussions.

§ 6 Membership Fees

- (1) A membership fee can be charged to the members. Separate funding may be collected for special purposes. Such separate amounts can be collected not more than once a year, in the amount of three monthly membership fees. The Assembly shall provide for the amount and payment of membership fees and other funding. The sponsors do not have to pay membership fees or special amounts.
- (2) During the calendar year in which the ordinary membership starts or ends, the member must pay the membership fees and other amounts due either during that year or until the end of membership status. The membership fees already paid or due for payment shall not be reimbursed.

§ 7 Termination of Membership

- (1) The membership ends:
 - a) In case of death of a physical person;
 - b) By renunciation (Art. 8);
 - c) By discharge (Art. 9);
 - d) By erasing from the membership list according to Art. 10;
 - e) In the event of dissolution of a legal entity. Legal or organisational restructuring of a member shall not cause the termination of membership in the Association. In such event, the membership shall be passed on to the legal successor.
- (2) After a membership in the Association ends, a new request for membership may be filed.

§ 8 Renunciation

- (1) A member may leave the Association upon delivering a written statement.
- (2) Renouncing is allowed during the three last months of the calendar year. It is necessary to submit a statement on renouncing the membership timely and according to the schedule.

- (3) Upon receiving a statement of renunciation, the member's voting right shall be held in abeyance.

§ 9 Discharge

- (1) Members may be discharged from the Association if there is a valid reason. A valid reason shall especially refer to the situations when a member does not fulfil its obligations under the Articles of Association, or it seriously violates the Association's interests or if such membership seems to damage the Association's goals or reputation.
- (2) A request for discharge can be submitted by any Association member as well as any member of Directorate or Council. The request must state the reasons for discharge. Such request shall be motivated in writing and submitted to the Association Management. The voting right of such member shall be held in abeyance from the day the request is submitted until a decision is made.
- (3) The Association Management shall notify the affected member of the request for its discharge and the period for reply. The period for reply shall be at least two weeks. The said period shall start on the day when the invitation to reply to the discharge request is sent. After this period ends the Assembly shall decide on the request by a two-third majority of received votes. The received votes in writing shall be read before the Assembly Board that decides on the request. If the conclusion is approved before the Assembly, the affected member shall be entitled to a personal hearing.
- (4) The discharge shall take effect immediately after the conclusion is passed. If the member was not present in the decision-making process, the Board shall immediately send such member a written notification of discharge.

§ 10 Erasing from the Members List

- (1) The Management may erase an Association member from the list if its membership fee or donation is at least three months late and if the late payments are not settled in 30 days after a written notice has been sent by the Management to the last known member's address. The said notice shall refer to the measure foreseen in case of non-fulfilment.

III Organisational Structure of the Association

§ 11 Assembly

- (1) The Assembly shall decide upon all the Association's activities unless this is specifically assigned to another Association's body. The Assembly shall perform the tasks explicitly attributed to it by these Articles, as well as the following:
 - a) Approval of the budget for the following business year as prepared by the Association Management. The Assembly may pass guidelines for determining of the budget.
 - b) Approval of the Association's final annual account. The Assembly shall pass the guidelines for accounting and preparing of the final account of the Association.
 - c) Approval of business activities of the Management if the Assembly assumed the right to such approval. The Assembly may decide that the Management Board is not entitled to approve the business activities of the Association. The scope of representation rights of the Management Board shall not be restricted in this way.
 - d) Passing of the operation and business report by the Management, Directorate and Council.
 - e) Passing of decisions with regard to dismissal of Management, Directorate and Council members.
 - f) Passing of decisions on entry (Art. 4, Par. 4) and discharge (Art. 9) of Association members.
 - g) Passing of decisions on the amount and payment of membership fees and on collecting, amount and maturity of the donations in accordance with Art. 6, Par. 1)
 - h) Passing of decisions on amendments to these Articles of Association. These decisions require a two-third majority of submitted votes. Any amendment to the Articles of Association in accordance with the regulations of the relevant register or financial authority, shall be carried out by the Management Board and it will not require a decision by the Assembly. The said amendments shall be delivered to the members in form of a notification attached to the invitation for the next Assembly meeting.
 - i) Passing of decisions with regard to dissolution of the Association in accordance with Art. 21.
- (2) The Assembly meeting takes place at least once a year. The ordinary Assembly meeting shall be held at latest during the third quarter of the business year. Such meeting should at the minimum approve the business reports of the Association's bodies and the final account for the previous year, approve the budget for the following year, and decide on the release of Association's body's members.
- (3) The Assembly meetings shall take place at the registered seat of the Association. The Assembly may meet in another EU country if the Directorate and the Management Board agree thereon. The Assembly meetings can be held with distance participation, including video conference and other electronic means, if it is technically available for all present members and they agree to such distance meeting.

- (4) The Management shall call the Assembly meetings at its discretion. The Management shall call the Assembly if:
 - a) it is in the Association's interest, or
 - b) the Association Management requests a written confirmation of 10% of the Association members stating the reasons and purposes of the meeting.
- (5) The Assembly shall call the Association Management by written notice including the agenda, with a 28 day reply term. This term starts as of the day of sending of the invitation and ends on the day of scheduled Assembly meeting. The invitation shall be deemed as received if the Association Management sends it to the last known address of the Association member.
- (6) Each member, each Directorate member and each Management Board member may file a request for an Assembly decision and request for addendums to the agenda. Any requests for passing conclusions submitted to the Association Management during the seven days prior to the Assembly meeting does not have to be taken into account. The Assembly conclusions can be passed only if the issue has been delivered to the Assembly members in writing and if the notification was sent at latest on the fourth day prior to the Assembly meeting, unless all the members are represented and agree with the conclusion.
- (7) The Assembly meeting is not open to public. The chairman of the Assembly may approve presence of visitors and press unless the Assembly decides otherwise.

§ 12 Assembly Decision Making Procedure

- (1) Each ordinary member has one vote at the Assembly. A voting member may authorise another member to vote instead of him/her. In this case, the written power of attorney must be shown to the Assembly chairman before voting. One person may not cast more than three votes.
- (2) The Assembly meeting is conducted by the Chairman or another Directorate member, unless the Assembly decides otherwise. In case off elections, the Assembly meeting and the previous discussion can be conducted by the Election Board which does not include candidates on the list.
- (3) The voting method shall be established by the Assembly Chairman. The voting shall be secret and in writing if this is required by one third of the represented members with voting rights. In case of election of individuals, the request of one representing member with voting right is sufficient.
- (4) The Assembly passes the decisions regardless of the number of present members.

- (5) The Assembly decisions are passed by simple majority of submitted votes. The necessary majority is calculated only on the basis of affirmative and negative votes. The abstentions and invalid ballots shall not be taken into account. In case of an equal number of "YES" and "NO" votes, the request shall be denied. The provisions of this paragraph shall apply unless these Articles of Association establish otherwise.
- (6) The Assembly decisions can also be passed in writing without a formal Assembly meeting. The votes must be collected within term established by the Chairman. The said term must be at least 28 days prior to the date the request for votes is sent, not including the day of sending and including the last day of the stated term. The votes can only be cast in writing. A substitution shall not be possible. The Assembly regulations apply to the necessary majority and determining of the voting results. If 10% of members with voting rights as of the day when the notification is sent votes against a certain proposal during the stipulated period, the decision shall not be passed.

§ 13 Management (Executive Officers)

- (1) The Management, in the sense of Art. 28 of the Federal Code (Executive Officer) refers to the Chairman.
- (2) The Chairman can only be one physical person. Such person does not have to be a member of the Association or a person authorised by the member.
- (3) The Chairman's term of office ends
 - a) at the end of the third calendar year after his/her election, not counting the year of the election. In such case, the Management member shall remain in his/her position until the election of the new Management member. The Chairman can be reelected.
 - b) He/she can be released from duties by a Management decision, without having to provide special motives.
 - c) The Chairman shall submit a statement of leaving office to the Management Board.
- (4) If the Chairman leaves office before he/she is due, the Directorate may appoint a new Chairman. At the next meeting, the Assembly will confirm the Chairman appointed by the Directorate or elect a new Chairman.
- (5) The Chairman may receive remuneration for his/her work under a service contract. The amount of such salary may not be unreasonably high (Art. 55, Par. 1, no. 4 of the Regulations on Salaries). This shall not affect the expenses and fees for the work carried out in the Association Management.

§ 14 Managing and Representation by the Management of the Association

- (1) The Association Management represents the Association legally and otherwise, manages the Association according to these Articles and Assembly decisions and carries out all tasks invested upon it in other provisions of these Articles. The Association Management shall especially execute the following:
 - a) Represent the interests of the Association towards its members and the public.
 - b) Prepare the Assembly meetings and implement the Assembly decisions.
 - c) Prepare the budget according to the Assembly guidelines, keep the accounting and draw up the annual plan consistent with the Assembly guidelines. Present the budget and propose the annual plan before the Assembly for approval.
- (2) The Management may engage external consultants to aid with its tasks. The Management may establish an office (main branch), and employ an Executive Officer full time to carry out its tasks. The Management may place the Executive Officer as the head of the office and Association's ongoing business. The Executive Officer works under supervision and consistent with the instructions of the Association Management.
- (3) The Association Management can be released from restrictions under Article 181 of the Federal Code by a Council decision.

§ 15 Directorate

- (1) The Directorate shall have the following responsibilities:
 - a) Provide assistance and support to the Chairman.
 - b) Discuss technical issues and prepare notifications of the Association.
- (2) The Directorate includes the Association Management ex officio and up to seven appointed consultants. The Directorate members do not have to be Association members. The Directorate may decide to have less or more consultants. The consultants shall not have the representation rights from Art. 14, Par. (1) The Chairman shall preside over the Directorate ex officio.
- (3) The consultants shall be appointed by the Chairman. The Management Board may pass guidelines on appointment of consultants.
- (4) The consultants' office shall cease:

- a) At the end of the third calendar year upon his/her election according to Paragraph (3), not counting the year of the election. The consultants can be reelected.
 - b) By Chairman's decision on recall, without having to provide special motives.
 - c) By Assembly's decision on recall, without having to provide special motives.
 - d) By consultant's statement on resigning from office submitted to the Assembly.
- (5) The Directorate members shall immediately submit their addresses, e-mails and fax numbers as well as any change thereto to the Association.
- (6) The consultants in the Directorate can be engaged in the Association with or without remuneration. The provision on remuneration for work in the Directorate shall remain unchanged.
- (7) The Directorate may pass Work Regulations.

§ 16 Directorate Meetings and Decisions

- (1) The meetings shall be called by the Chairman in writing and within a reasonable term unless the date has been set at the previous meeting. The invitation shall be deemed received if it has been sent to the last known address of the Directorate member, as provided in Art. 15, Par. (5) The agenda shall be delivered in a reasonable term before the beginning of the meeting. An extraordinary meeting can be called if two Directorate members request it in writing, stating the motives.
- (2) Any member of the Directorate may submit a request for a Directorate decision.
- (3) The Directorate meetings shall be conducted by the Association Management unless the Directorate appoints another person.
- (4) The Directorate can pass decisions if at least half of its members are present at the meeting. The Directorate can pass decisions if it has less members than provided by these Articles of Association.
- (5) The Directorate decisions shall be passed by a simple majority of submitted votes. The necessary majority shall be determined by counting of the affirmative and negative votes. The abstentions and invalid ballots shall not be taken into account. In case of equal number of affirmative and negative votes, the request shall be denied. The provisions of this Paragraph apply only if these Articles of Association do not provide otherwise.
- (6) Each Directorate member has one vote. A Directorate member may authorise another Directorate member to vote for him/her. In this case, the written power of attorney

must be shown on request to the Chairman. Voting on behalf of more than two voting members is not allowed.

- (7) The Directorate decisions can also be passed in writing without a formal Assembly meeting. The votes must be collected within the term established by the Chairman. The said term must be at least 14 days prior to the date the request for votes is sent, not including the day of sending and including the last day of the stated term. The votes can only be cast in writing. A substitution shall not be possible. Paragraphs (4) and (5) apply to the necessary majority and determining of the voting results. If a Directorate member does not agree with a decision and submits his/her opinion in writing within a given term, the decision shall not be passed.

§ 17 Council

- (1) The Council shall have the following responsibilities:

- a) The Council shall supervise the business. The Council members shall specially be consulted with regard to the options of achieving the goals and executing the tasks of the Association. They shall provide counsel to the Directorate and the Management of the Association.
- b) The Council shall appoint and recall the Association Management. The Council shall represent the Association legally and otherwise with regard to the Association Management. If the Management has been engaged with remuneration, the Council shall determine the type of its work contract.
- c) The Council shall call the Assembly if necessary for the interests of the Association. The decisions shall be passed by simple majority. The Management's right to object shall remain unchanged.

- (2) The Council shall have the following rights:

- a) The Council may at any time request a report from the Management on issues concerning the Association. Individual members may also require a report from the Council members. The reports must be in accordance with the principles of conscientiousness and confidentiality. They shall be delivered timely and as a general rule in writing.

Each Council member shall be entitled to see the reports. If the reports are made in writing, they shall be delivered to each Council member upon request, unless the Council stipulates otherwise. The Chairman must inform the Council members of the reports at latest by the following Council meeting.

- b) The Council shall have access to business books and written documents and it can audit the assets, bank accounts, securities and property. For these purposes, it may

engage individual members or experts. The Council may also execute the annual reports, engage auditors and issue work orders to the auditors.

- (3) A maximum of 10 persons can be appointed to the Council. The Council members do not have to be Association members. The Council members shall be appointed by the Assembly. The membership in the Council shall cease:
 - a) by Assembly's decision on recall, without having to provide special motives, or
 - b) by statement of resignation submitted to the Management by the Council member.
- (4) The Council members shall immediately submit their addresses, e-mails and fax numbers as well as any change thereto to the Association. The Council members shall not receive any kind of remuneration and they will work on voluntary basis. However, they will be entitled to payment of expenses incurred due to their work in the Association.
- (5) A Council member cannot be member of the Management or the Directorate at the same time.
- (6) If the Council is not appointed or if it has less than two members, the Assembly shall take over the Council's responsibilities.

§ 18 Council Meetings and Decisions

- (1) The Council meetings shall take place at the registered seat of the Association. The meetings can also be held elsewhere in other EU countries, providing that the Council members agree. Distance meetings, including video conferences and other electronic means, can be organised if all members have the possibility to participate and follow the meeting and if they agree.
- (2) The Council meetings are called by the Management of the Association, stating a reasonable term, unless it was determined at the previous meeting. The invitation shall be deemed as received if it was sent to the last known address of the Council member in accordance with Art. 17, Par. (5) The agenda shall be delivered in a reasonable term before the beginning of the meeting.
 - a) Each Council member and the Association Management may submit a request to the Management to call the Council meeting, stating the motives and the purposes. The meeting shall be organised within two weeks from the day of invitation.
 - b) If there is no reply to the invitation, a Council member or the Management may call the meeting stating the subject matter and the agenda.

- (3) The request for decisions by the Council can be submitted by any Council member or the Association Management.
- (4) The Council meetings shall be conducted by the Association Management unless the Council appoints another person. The Council members may be present. The Council may release the Association Management and/or Directorate members from participating at the meetings.
- (5) The Council shall pass conclusions if at least a half of its voting members are present personally or through a representative. The Council may pass decisions if it has less members than provided by these Articles of Association.
- (6) The Council's decisions shall be passed by a simple majority of votes present or assigned. The necessary majority shall be counted only based on the total number of "YES" and "NO" votes. The abstentions and invalid ballots shall not be taken into account. In the event of equal number of votes, the request for decision shall be denied.
- (7) Each Council member has one vote. A Council member may authorise another member to vote for him/her. Voting on behalf of more than two voting members is not allowed.
- (8) The Council decisions can also be passed in writing without a formal meeting. Such decisions must be approved by 75% of voting members who submitted their ballots within the term designated by the Association's Management. The said term must be at least 28 days prior to the date the request for votes is sent, not including the day of sending and including the last day of the stated term. The votes can only be cast in writing. A substitution shall not be possible. If two Council members vote against a decision and submit their opinion in writing within a given term, the decision shall not be passed.

III Miscellaneous

§ 19 Elections

The person who wins the absolute majority of submitted votes shall be appointed. If none of the candidates has the absolute majority of votes, the voting process shall be repeated with the two candidates who won most votes. If more than two candidates win the majority of votes, a new voting shall be organised. In case of second voting from a short-list, the candidate who wins more votes shall be appointed. If the shortlisted candidates have the same number of votes, the winner shall be decided by random drawing.

§ 20 Minutes, Written Form

- (1) All meetings shall be noted in the minutes signed by the clerk or the person who conducts the meeting. Minutes with the results of the meeting shall be deemed sufficient. The conclusions shall be noted literally and in writing. The conclusions shall be timely delivered to all participants in the meeting. The implementation of the conclusions shall not be subject to their recording or notification.
- (2) If these Articles provide for written form, Art. 127 of the Federal Code shall not apply. Transfer of data through telecommunications (such as a simple e-mail) shall not replace the written documents. Unless these Articles define the written form, only legally provided written documents (Art. 126 of the Federal Law), electronic documents (Art. 126a of the Federal Law), or telefax can be used. In the following cases a simple e-mail without electronic signature will be sufficient:
 - a) Invitation to an Assembly meeting in accordance with Art. 11, Par. (5) and notification on the conclusions as in Art. 11, Par. (6)
 - b) Invitation to the Directorate meeting and delivery of the agenda according to Art. 16.
 - c) Invitation to the Council meeting and delivery of the agenda according to Art. 18.

§ 21 Dissolution of the Association

- (1) The Association will cease to exist only by virtue of a decision of a two-third majority of votes at the Assembly.
- (2) Unless the Assembly decides otherwise, the Chairman and the Deputy Chairman shall jointly represent the Association in the liquidation procedure.