



## **STATUTES**

### **MÉDECINS SANS FRONTIÈRES – ÄRZTE OHNE GRENZEN, Deutsche Sektion**

**(as of 04/05/2024)**

#### **Preamble**

The association “Médecins Sans Frontières (MSF) – ÄRZTE OHNE GRENZEN, Deutsche Sektion” [Médecins Sans Frontières (MSF) – DOCTORS WITHOUT BORDERS, German Section] is part of the worldwide network “Médecins Sans Frontières (MSF)” founded on 21/12/1971, which provides humanitarian medical emergency aid in crisis and war zones based on a common charter and international agreements. MSF was awarded the Nobel Peace Prize in 1999 for these efforts.

These statutes form the legal framework to enable the association’s bodies – General Assembly, Supervisory Board and Board of Directors – to ensure the association’s continued and sustainable existence and its contributions in the field of humanitarian medical emergency aid in accordance with the statutory goals of ÄRZTE OHNE GRENZEN. The MSF Charter is part of the statutes and attached as an annex.

The statutes transparently and comprehensibly define essential goals and include regulations for the management and supervision of the organisation. These are based on internationally and nationally recognised standards of good and responsible organisational governance and are aligned with the guidelines of the international network of ÄRZTE OHNE GRENZEN.

The statutes aim to foster trust in the management and supervision of the association and create a foundation for commitment to promoting humanitarian medical emergency aid in crisis and war zones through time, money and ideas.

#### **§ 1 Name, registered office and financial year**

(1) The association bears the name “Médecins Sans Frontières (MSF) – ÄRZTE OHNE GRENZEN, Deutsche Sektion”, abbreviated to “ÄRZTE OHNE GRENZEN”.

(2) ÄRZTE OHNE GRENZEN is based in Berlin and is registered in the association register at the Charlottenburg District Court.

(3) The financial year is the calendar year.

#### **§ 2 Purpose**

(1) The purpose of ÄRZTE OHNE GRENZEN is to help people in need and victims of natural or man-made disasters and armed conflicts, especially in a medical capacity.

(2) ÄRZTE OHNE GRENZEN exclusively and directly pursues charitable and non-profit purposes to promote public health and welfare, education, aid for people in need and civic engagement for the

aforementioned charitable or benevolent purposes as defined in sections 53, 52(2)(1)(3), (7), (10) and (25) of the section “Tax-privileged purposes” of the German Fiscal Code (AO).

(3) The statutory purpose is realised directly through its own activities or by providing funds to achieve their tax-privileged purposes through another tax-privileged corporation or a legal entity under public law domestically and abroad, for example by:

- a) Recruiting, preparing and deploying personnel to take on medical, logistical and administrative tasks in projects worldwide;
- b) Financing and participating in relief missions in coordination and cooperation with the international MSF network;
- c) Conducting events or initiating, financing and publishing publications and media aimed at imparting knowledge about humanitarian medical aid;
- d) Providing financial support to individuals who, due to their physical, mental or emotional condition or their economic situation, depend on the help of others;
- e) General public and media work for the concerns and tasks of ÄRZTE OHNE GRENZEN and promoting the willingness of individuals, companies and other private organisations to support their tax-privileged purposes through foundations, endowments and donations as well as voluntary engagement.

(4) The activities of ÄRZTE OHNE GRENZEN are politically and religiously independent and free from any form of discrimination.

(5) ÄRZTE OHNE GRENZEN does not need to be active simultaneously or to the same extent in the tax-privileged promotional areas under section 3(1) to fulfil its purpose.

### **§ 3 Tax privileges**

(1) The association is altruistic; it does not primarily pursue its own economic purposes.

(2) The association’s funds may only be used for statutory purposes. Members receive no benefits from the association’s funds in their capacity as members.

(3) No person may benefit from expenditures that are unrelated to the association’s purpose or from disproportionately high remuneration.

### **§ 4 Membership and its acquisition**

(1) The association should consist of at least 50 members. Each member should contribute to the implementation of the MSF Charter and the statutory goals of the association.

(2) Membership can only be granted to natural persons of legal age who:

- a) have been employed within the international network of ÄRZTE OHNE GRENZEN domestically or abroad for six months, or
- b) have worked on two short missions with ÄRZTE OHNE GRENZEN, or
- c) have supported ÄRZTE OHNE GRENZEN part-time or voluntarily for at least two years domestically or abroad.

(3) At least one third of all members should have international project experience in a mission country and at least one third of all members should have completed medical training. The proportion of association employees may not exceed one quarter of the total membership.

(4) The Board of Directors may admit members due to special qualifications, but their share must not exceed one twentieth of the total number of members.

(5) Admission to the association is granted by resolution of the Board of Directors following a written application for membership. Membership begins upon receipt of the admission confirmation. There is no entitlement to admission.

(6) Membership in multiple associations of the international MSF network is possible.

## **§ 5 Termination of membership**

(1) Membership ends

- a) upon death,
- b) by resignation, or
- c) by expulsion.

(2) Resignation is voluntary through written declaration to a member of the Board of Directors. It is permissible at any time with a notice period of six weeks. There is no entitlement to a refund of the membership fee already paid for the year.

(3) A member is expelled by a resolution of the Board of Directors through a written, justified notification in the following cases:

- a) if they are two years in arrears with the payment of the annual fee, have been reminded twice in writing and three months have elapsed since the second reminder was sent;
- b) if they have grossly violated the association's interests or are accused of gross misconduct during a mission in an MSF project, whereby the member must be given the opportunity to justify themselves personally or in writing to the Board of Directors within a reasonable period; an appeal against the expulsion can be lodged in writing within four weeks after notification, which the General Assembly decides upon; the expelled member, whose rights and obligations are suspended until the decision, must be given the opportunity to comment on this resolution.

## **§ 6 Financing**

(1) The financing of the statutory purposes of ÄRZTE OHNE GRENZEN is primarily through the collection of private donations, income from the investment of the association's funds and membership fees.

(2) The General Assembly decides on the amount and due date of membership fees. The Board of Directors can set a reduced membership fee in justified individual cases upon application.

## **§ 7 Bodies**

(1) The bodies of the association, which work closely together, are:

- a) the General Assembly as the central decision-making body;
- b) the Board of Directors as the management and representative body;
- c) the Supervisory Board as another body that oversees and advises the Board of Directors and is directly involved in decisions of fundamental importance for ÄRZTE OHNE GRENZEN.

(2) All bodies can adopt rules of procedure. They can – also in cooperation – decide to form special committees or advisory boards that work on or advise on specific topics, and define their tasks and procedures.

(3) All members of the bodies are fundamentally unpaid. However, members of the Board of Directors and Supervisory Board can be reimbursed for their actual, reasonable expenses and outlays. In addition, members of the Board of Directors can receive appropriate remuneration, including flat rates, provided the working time and effort invested for ÄRZTE OHNE GRENZEN justifies this. The General Assembly decides on the remuneration.

(4) Membership of the Board of Directors or Supervisory Board may only be granted to persons who are not:

- a) otherwise employed by the association,
- b) in ongoing business relationships with the association beyond the contractual relationship associated with their position,
- c) in a conflict of interest according to the association's internal guidelines for handling conflicts of interest,
- d) exercising a political mandate,
- e) elected members of the Board of Directors of another section of the international MSF network.

Otherwise, they are not eligible for election or must resign from the Board of Directors or Supervisory Board; the Supervisory Board determines the existence of incompatibility. If the member of the Board of Directors or Supervisory Board is contractually obligated within the international MSF network during their term (e.g., during a project mission), their voting right in the Board of Directors or Supervisory Board is suspended during this time.

(5) Members of a body must disclose to it if there is a potential conflict of interest; this applies especially when making decisions on matters that affect the private or professional interests of a member or their immediate family, including partners. The affected member does not participate in the decision-making. Compliance with this provision must be recorded in the minutes.

(6) All members of the Board of Directors and Supervisory Board ensure that they themselves and their engaged employees observe their confidentiality obligations.

(7) The liability of members of the Board of Directors and Supervisory Board is limited to intent and gross negligence. ÄRZTE OHNE GRENZEN insures members of the Board of Directors and Supervisory Board against risks.

## **§ 8 General Assembly**

(1) The General Assembly meets at least once a year.

(2) The Board of Directors convenes the General Assembly in writing with a notice period of at least four weeks, announcing the preliminary agenda. In the case of elections, proposals for candidacies for the Board of Directors should be requested.

(3) Applications to supplement the agenda and proposals for candidacies must be submitted to the Board of Directors in writing at least two weeks before the start of the General Assembly. The final agenda with the necessary documents and election proposals must be communicated to the members one week before the meeting. The deadlines begin on the day following dispatch.

(4) A General Assembly must be convened at any time if one third of the members request this in writing, stating the purpose and reasons.

(5) The General Assembly is responsible for the following matters:

- a) Election and dismissal of members of the Board of Directors and Supervisory Board;
- b) Acceptance of the annual report from the Board of Directors and Supervisory Board;
- c) Discharge of the Board of Directors and Supervisory Board;

- d) Decision on the principles of remuneration for members of the Board of Directors and Supervisory Board;
- e) Decision on amendments to the statutes and dissolution of the association.

(6) In matters within the Board of Directors' remit, the General Assembly can adopt recommendations for the Board of Directors. The Board of Directors can in turn seek the opinion of the General Assembly on matters within its remit.

(7) All members have the right to speak, propose motions and vote in the General Assembly. The right to vote can be exercised by another member through written authorisation. The authorisation must be granted separately for each General Assembly and submitted in writing before the start. Each member may exercise a maximum of two authorisations.

## **§ 9 Resolutions of the General Assembly**

(1) The General Assembly is quorate regardless of the number of members participating in the decision-making process. It passes resolutions with a simple majority of the votes cast unless the statutes specify otherwise. A two-thirds majority of the votes cast is required to amend the agenda, the statutes or the purpose of the association. Abstentions and invalid votes are considered not cast.

(2) The General Assembly usually adopts its resolutions in physical meetings. Resolutions can also be passed by written circular, video conference or using other similarly suitable media. Voting methods can be combined. The invitation to a meeting must provide for members to participate electronically without being present at the meeting venue.

(3) The chair of the meeting is elected by the General Assembly. Minutes of the General Assembly must be prepared and signed by the chair and the minute-taker. These minutes should include:

- a) Date, place and time of the resolution;
- b) Agenda and motions;
- c) Voting results, wording of the resolutions passed;
- d) Information on the handling of other motions.

## **§ 10 Board of Directors**

(1) The Board of Directors conducts the business of ÄRZTE OHNE GRENZEN in accordance with section 11. ÄRZTE OHNE GRENZEN is jointly represented by two members of the Board of Directors.

(2) The Board of Directors consists of a maximum of eleven members, including the following positions: Chair, Deputy Chair, Treasurer and Secretary. In justified exceptional cases, the Board of Directors can pass resolutions even if not all positions are filled.

(3) Up to eight members of the Board of Directors are elected individually by the General Assembly; they must be members of ÄRZTE OHNE GRENZEN. A candidate is elected if they receive at least half of the votes cast and – if there are fewer positions than candidates available – the most votes. In addition, up to three members of the Board of Directors can be co-opted based on special qualifications and/or from the international MSF network. The majority of members of the Board of Directors should have medical training.

(4) The first term of office of an elected member of the Board of Directors is three years; subsequent terms are two years. Terms of office for co-opted members of the Board of Directors, which can also be multiple, are two years each. An elected member of the Board of Directors remains in office until a new election. If a member of the Board of Directors resigns prematurely, the remaining members of

the Board of Directors can appoint a successor until the next General Assembly.

## **§ 11 Responsibilities and resolutions of the Board of Directors**

(1) The Board of Directors is responsible for all matters of the association unless they are assigned by law or by the statutes to the General Assembly or the Supervisory Board. Its tasks include, in particular:

- a) Developing the strategic direction and programme planning of ÄRZTE OHNE GRENZEN;
- b) Preparing the annual budget and establishing guidelines for the use of association funds;
- c) Preparing the annual financial statements and annual report;
- d) Risk management and risk control;
- e) Deciding on the admission and expulsion of members;
- f) Preparing and convening the General Assembly, including setting the agenda and executing the resolutions of the General Assembly.

(2) For the resolutions of the Board of Directors, section 9 applies, provided that at least half of its members participate in the decision-making process.

(3) Invitations are sent and meetings are chaired by the Chair or, when the Chair is unable to do so, by the Deputy Chair. In the event of a tied vote, the Chair has the casting vote; if the Chair is unable to attend, the Deputy Chair has the casting vote.

(4) In the case of circular resolutions, a reasonable deadline for response must be set with the invitation, which must not be less than three days. Within this period, each member of the Board of Directors has the right to request that the matter be discussed at a meeting.

## **§ 12 Supervisory Board**

(1) The Supervisory Board consists of three persons elected by the General Assembly for a term of three years.

(2) The Supervisory Board is composed such that its members collectively have the knowledge, skills and professional experience required to properly fulfil their tasks. This includes experience in the medical-humanitarian field, management experience in large organisations or commercial knowledge.

(3) To find suitable candidates, a nomination committee is established by the Board of Directors before upcoming Supervisory Board elections. It consists of two members of the Board of Directors and three association members, all of whom are not in any business relationship with the association. The committee prepares lists of suitable candidates with the necessary qualifications and proposes them to the General Assembly. Individuals with multiple qualifications may be listed on several lists. Each member selects one person from each list. The person with the most votes from a list is elected, provided they receive at least one third of all valid votes cast.

(4) No more than two former members of the Board of Directors may belong to the Supervisory Board, and their last Board of Directors mandate must have ended at least two years ago. Members of the Supervisory Board may not hold any office in other parts of the international MSF network or in associations with similar purposes. Their last permanent position within the international MSF network must have ended at least two years prior.

(5) The Supervisory Board elects a Chair and a Deputy Chair from among its members.

(6) A member of the Supervisory Board remains in office until a successor is elected. If a member of the Supervisory Board resigns prematurely, the remaining members of the Supervisory Board can appoint a successor until the next General Assembly.

### **§ 13 Responsibilities and resolutions of the Supervisory Board**

(1) The task of the Supervisory Board is to regularly advise and supervise the Board of Directors in managing the association. It is involved in decisions of fundamental importance for the association. The Board of Directors can seek the Supervisory Board's opinion on matters within its remit.

(2) The Supervisory Board's tasks include, in particular:

- a) Advising on the strategic direction and planning of the association;
- b) Advising on annual planning (including the annual budget) and adjustments in the event of significant deviations;
- c) Regularly comparing planned vs. actual results and receiving ongoing reports from the Board of Directors on significant events;
- d) Appointing the auditor and advising on the latter's reports;
- e) Advising on special transactions, such as fundamental changes in the appearance and image of ÄRZTE OHNE GRENZEN and the purchase or sale of real estate;
- f) Concluding, terminating and annulling contracts with members of the Board of Directors.

(3) The Board of Directors informs the Supervisory Board about all relevant matters concerning the strategic direction of the association and the implementation of strategies, planning, current developments, the risk situation, risk management and compliance with legal requirements and internal guidelines. It addresses deviations from established plans and goals, giving reasons. The Board of Directors regularly, promptly and comprehensively provides the necessary documents to the members of the Supervisory Board. The Supervisory Board is entitled to obtain further information required for the exercise of its mandate.

(4) The Supervisory Board submits a report to the General Assembly on the propriety of the Board of Directors' activities.

(5) For the resolutions of the Supervisory Board, section 11 applies accordingly.

### **§ 14 Management**

(1) To coordinate and manage the association's ongoing business, the Board of Directors should appoint full-time management. This management is responsible for the proper conduct of business, in particular for:

- a) The use of funds in accordance with the statutes;
- b) Preparing and implementing annual planning and developing and executing concepts to achieve the association's purposes;
- c) Managing full-time employees, including handling contractual matters;
- d) Reporting, controlling and accounting;
- e) Providing necessary support tools for the Board of Directors, General Assembly and Supervisory Board.

(2) In carrying out the business according to paragraph 1, the management is authorised to represent ÄRZTE OHNE GRENZEN. This representation includes, in particular:

- a) The right to open and manage the association's accounts;
- b) Concluding contracts to conduct ongoing business;
- c) All other legal acts necessary to fulfil management tasks.

The Board of Directors can make additional transactions subject to its approval.

(3) Beyond the powers of paragraphs 1 and 2, the Board of Directors can authorise the management to further represent the association if necessary.

(4) The Board of Directors can appoint the management as a special representative in accordance with section 30 of the German Civil Code (BGB).

## **§ 15 Dissolution of the association and allocation of assets**

(1) The dissolution of the association can only be decided in a special General Assembly convened for this purpose with a six-week notice period and a three-quarters majority of the votes cast.

(2) In the event of the dissolution of the association or the cessation of its tax-privileged purposes, the association's assets will be transferred to a tax-privileged corporation determined by the General Assembly to be used for the promotion of public health.

## **§ 16 Final provisions**

(1) Unless otherwise provided in these statutes, the relevant legal provisions apply.

(2) Where these statutes mention written form, text form (email) is sufficient. In its correspondence, particularly for invitations and hearings, ÄRZTE OHNE GRENZEN uses the address last provided by the member.

(3) The Board of Directors is authorised to make any amendments to the statutes required by the association register or the tax authorities. The General Assembly must be informed.

(4) Should any provision of the statutes or a provision incorporated into it in the future be wholly or partially invalid or unenforceable, this shall not affect the validity of the remaining statutes. In such a case, the invalid or unenforceable provision shall be interpreted or supplemented by a resolution of the members to achieve the intended purpose, considering the legal provisions. The same applies if a supplementary provision is required for the execution of the statutes.

## **Annex: The MSF Charter**

*MSF provides assistance to populations in distress, to victims of natural or man-made disasters and to victims of armed conflict. They do so irrespective of race, religion, creed or political convictions.*

*MSF observes neutrality and impartiality in the name of universal medical ethics and the right to humanitarian assistance and claims full and unhindered freedom in the exercise of its functions.*

*MSF members undertake to respect their professional code of ethics and maintain complete independence from all political, economic or religious powers.*

*As volunteers, MSF members understand the risks and dangers of the missions they carry out and make no claim for themselves or their assigns for any form of compensation other than that which MSF might be able to afford them.*