

**Statutes of the Association
humedica e. V.**

§1 Name, Location and Financial Year

- (1) The name of the association is

humedica e. V.

The name shall be written in lower case letters.

- (2) The association is based in 87600 Kaufbeuren [Germany], Goldstrasse 8. It is registered in the German Register of Associations.
- (3) The financial year equals the calendar year.

§2 Purpose of the Association

- (1) The association pursues charitable and non-profit purposes.
- (2) The association's charitable purposes shall be pursued in particular through:
- a) aid for the starving, disaster victims, refugees and people in other emergency situations, especially by way of:

providing medication, medical equipment and other medical supplies, food, shelter, clothes and other essential commodities and/or deploying honorary personnel
 - b) fighting poverty, in particular by means of:

establishing education and training facilities, improving sanitary conditions and the quality of drinking water in order to avoid diseases, offering support with building a secure livelihood.
 - c) delivering medication, medical equipment and other medical supplies to hospitals, missionary stations and pharmacies for the poor for distribution to patients in need.
 - d) building, maintaining and operating children's homes, child day care centres and children's villages for orphans, half-orphans and other children living without parents.
- (3) The non-profit purposes shall include the promotion of youth welfare, old age welfare and welfare for the disabled. These purposes are pursued in particular through building, maintaining and operating kindergartens, schools, training facilities, homes and day care centres.

§3 Non-profit Status and Use of Resources

- (1) The association shall exclusively and directly pursue non-profit purposes as defined in the section titled "tax-privileged purposes" of the German Fiscal Code.
- (2) The association pursues non-profit-making ends. It does not primarily pursue its own economic purposes.
- (3) Members acting in their capacity as members shall receive no allowances from funds of the association. Upon leaving the association or upon dissolution of the association, members shall not receive any shares of the association's assets.
- (4) No person may benefit from expenditures unconnected to the association's purposes or from disproportionately high remuneration; funds of the association may only be used for the purposes set out in these Statutes.
- (5) Members, Managing Board and Supervisory Board members may receive a remuneration for fulfilling their duties under these Statutes. In this context, no person may benefit from expenditures unconnected to the association's purposes or from disproportionately high remuneration.

§4 Acquisition of Membership

- (1) Any person who supports the association's objectives can become a member of the association.
- (2) Membership is acquired by admission into the association. A written application for membership must be directed to the Managing Board.
- (3) Each application shall be validated by the Managing Board. The Managing Board may reject applications without providing a justification.

§5 Termination of Membership

- (1) Membership shall be terminated by resignation from the association, death, exclusion from the association or dissolution of the association.
- (2) A resignation must be indicated to the Managing Board in writing, whereupon membership terminates immediately.
- (3) A member may be excluded from the association by the Managing Board after being given an opportunity to be heard. Such exclusion may be performed:
 - a) if a member does not fulfil his/her obligations or the requirements under these Statutes even after a warning has been issued;
 - b) if a member severely infringes the association's interests (whether on professional or private level).

A member shall be notified of his/her exclusion by way of a registered letter. The exclusion may be appealed against within 14 days from receipt of the registered letter. A final decision on such appeal shall be adopted at the next General Meeting by a majority of at least two thirds of the members present and entitled to vote. Until adoption of a final decision the membership shall be suspended.

- (4) Even after termination of his/her membership, a member is obliged to maintain confidentiality as regards matters pertaining to the association and its members.

§6 Membership Fees

The amount of the membership fees shall be determined by the General Meeting.

§7 Liability

Liability for the obligations assumed by the association shall be limited to the assets of the association. Any liability on part of individual members of the association or the Managing Board shall be excluded internally, provided liability does not result from intentional misbehaviour or culpably negligent behaviour.

§8 Bodies of the Association

- (1) The organs of the association are:
 - a) the General Meeting
 - b) the Managing Board
 - c) the Supervisory Board

§9 General Meeting

- (1) The General Meeting is the supreme decision-making body. A main annual meeting (= General Meeting) shall convene at least once a year, following an invitation issued to all members by the Managing Board with no less than 14 days' notice by means of a simple letter indicating date, place and time as well as a preliminary agenda.
- (2) An extraordinary General Meeting shall be called if at least one third of the association's members direct a written request for such meeting to the Managing Board, indicating their reasons, or if the Managing Board considers such meeting necessary. Invitations to such meeting shall be issued no later than 8 days before the date of the meeting.
- (3) Written resolutions shall be permissible with the consent of all members.
- (4) In principal, the General Meeting shall have a quorum regardless of the number of members present. However, this shall not apply in case of dissolution of the association (see below). If the General Meeting has not been duly called, any resolution can only be passed if all members are present or duly represented and if no objections are raised against the resolution.

- (5) The General Meeting shall adopt resolutions by a simple majority of votes cast. A resolution to dissolve the association or to amend its Statutes requires a majority of three quarters of the votes cast. A member may be represented by another member or by his/her spouse upon granting that person a written authorisation, which is to be presented to the Meeting.
- (6) The course of a General Meeting shall be recorded in the minutes, which shall be signed by at least one member of the Managing Board and by the Keeper of the Minutes.
- (7) The tasks of the General Meeting are:
 - a) electing the Managing Board
 - b) electing the Supervisory Board
 - c) deciding on the amount of remuneration of the Supervisory Board members
 - d) giving formal approval to the actions of the Supervisory Board
 - e) adopting resolutions on amendments to the Statutes
- (8) The validity of resolutions adopted by the General Meeting may only be contested by means of a lawsuit within one month following the date the resolution was adopted.

§10 Managing Board

- (1) The Managing Board of the association consists of up to three persons, who are elected by the General Meeting for a period of six years.

The General Meeting shall also be entitled to dismiss members of the Managing Board.
- (2) Each member of the Managing Board is authorised to represent the association alone;
- (3) Minutes covering the Board Meetings shall be signed by two members of the Managing Board.
- (4) The tasks of the Managing Board are:
 - a) representing the association both in court and outside court in accordance with Sect. 26 BGB (German Civil Code);
 - b) conducting the association's ongoing business;
- (5) The Managing Board is entitled to draw up its own rules of procedure.

§11 Supervisory Board

- (1) The Supervisory Board shall consist of no less than three and no more than five persons.
- (2) A person shall not be eligible to be appointed as a member of the Supervisory Board if any reasons exist for him/her to be suspected of partiality.

- (3) At least one member of the Supervisory Board shall have economic competence and at least one member of the Supervisory Board shall have professional competence regarding the association's field of activity.
- (4) The members of the Supervisory Board shall be elected for a period of five years. Re-election is possible.
- (5) The Supervisory Board shall promote the entire activity of the association and act as controlling and advisory body for the Managing Board. In this context, individual members of the Supervisory Board may be assigned special tasks by way of a Supervisory Board resolution.
- (6) In this context, the Supervisory Board shall in particular be authorised to:
 - a) adopt resolutions on accounting
 - b) appoint an auditor
 - c) give formal approval to the actions of the Managing Board
 - d) agree on employment contracts with the members of the Managing Board, including their remuneration and allowances
 - e) keep a catalogue of legal transactions and legal actions carried out by the Managing Board, which require approval of the Supervisory Board
 - f) elect the Chairman of the Managing Board
- (7) The Supervisory Board shall convene at least three times a year.
- (8) The Supervisory Board shall have a quorum if at least one half of its members are present. The Supervisory Board shall pass resolutions by a simple majority of votes cast. Each member of the Supervisory Board may be represented by another member of the Supervisory Board upon granting such person a written authorisation, which is to be presented at the Supervisory Board Meeting.
- (9) A Supervisory Board member can also become active for the association beyond his/her activity as Supervisory Board member under a service or work contract. This contract must be approved by the Supervisory Board. In this context, the Supervisory Board member concerned shall not be entitled to vote.

§12 Annual Report

The association's income and expenditures as well as its accounting shall be reviewed and audited by a trust company or an independent auditor after the end of each financial year. The auditor/trust company shall at the same time act as cash auditor.

§13 Dissolution of the Association

- (1) A resolution on the dissolution of the association can only be adopted by the General Meeting. The General Meeting only has a quorum if at least 75% of the members entitled to vote are present. The resolution on the dissolution can only be passed by a majority of three-quarters of the members present and eligible to vote.

- (2) If the above-mentioned quorum of the Meeting is not present, a new General Meeting shall be called within 14 days upon issuance of a new invitation. This Meeting can adopt a resolution by a majority of three-quarters, regardless of the total number of members present and eligible to vote.
- (3) In case of dissolution or annulment of the association, or cessation of the tax-privileged purposes, the association's assets shall be transferred to

Stiftung Nächstenliebe in Aktion, Kaufbeuren [Germany]

who shall use such assets exclusively for non-profit purposes.

§14 Applicability of the German Civil Code

- (1) Unless indicated otherwise in these Statutes, the registered association shall additionally be subject to the provisions of the German Civil Code.
- (2) The Managing Board assures that the amended provisions of the Statutes are in accordance with the resolution on the amendment of the Statutes and that the unamended provisions are consistent with the latest filed Statutes.

Kaufbeuren, 29 June 2019

<signature>
Johannes Peter
Managing Board Member

<signature>
Heinke Rauscher
Managing Board Member