

ARTICLES OF ASSOCIATION

I. General Provisions

§ 1 Name, Legal Form and Registered Office

- (1) The “Forum for International Future and Development Partnerships” is an association under German civil law. It is registered in the Register of Associations (Vereinsregister) at the Local Court (Amtsgericht) of Marburg.
- (2) The abbreviated name of the association is “FIZE”.
- (3) For international purposes, the official name of the association is “Forum for International Future and Development Partnerships”.
- (4) The registered office of the association is in 35083 Wetter.

§ 2 Purpose of the Association

- (1) The objective of the association is to promote society's capacity to address future challenges through international cooperation, education, integration, mutual understanding, and partnership-based development.
- (2) The purposes of the association include, in particular:
 - a. promoting science and research;
 - b. promoting education, public education, and vocational education and training;
 - c. promoting international understanding, tolerance in all areas of culture, and international friendship between peoples;
 - d. promoting international development cooperation;
 - e. promoting assistance for refugees, displaced persons, people affected by war, and persons facing integration-related challenges;
 - f. promoting arts and culture in the context of international understanding and social participation.
- (3) The association is committed to an open, democratic, and pluralistic society based on the free democratic constitutional order of the Federal Republic of Germany.
- (4) The association promotes international cooperation, social participation, integration, and education, while developing sustainable approaches to addressing future societal challenges, including skilled workforce development, demographic change, international mobility, education, international cooperation, social integration, and reconstruction processes.
- (5) The association pursues its statutory purposes primarily through thematic initiatives, programmes, projects, and partnerships. The association is not obliged to pursue all statutory purposes simultaneously or to the same extent. The Executive Board may determine temporal, regional, or thematic priorities. Persons involved in individual projects or initiatives may appoint a project lead to advise the Executive Board on professional and technical matters.

§ 3 Non-Profit Status

- (1) The association exclusively and directly pursues charitable purposes within the meaning of the section "Tax-Privileged Purposes" of the German Fiscal Code (Abgabenordnung).
- (2) The association operates on a non-profit basis and does not primarily pursue its own economic interests.
- (3) The funds of the association may only be used for purposes consistent with these Articles of Association. Members shall receive no distributions from the association's funds. No person may benefit from expenditures unrelated to the purposes of the association or from disproportionately high remuneration.
- (4) Upon dissolution of the association or if its tax-privileged status ceases to apply, the remaining assets shall be transferred to a legal entity under public law or another tax-privileged organisation for the promotion of education, vocational education and training, science and research, and international understanding.

II. Membership

§ 4 Membership

- (1) Any natural person, legal entity, or legally constituted association willing to support the objectives of the association to the best of its abilities may become a member of the association.
- (2) The association recognises the following categories of membership:
 - a) Ordinary Members,
 - b) Supporting Members,
 - c) Honorary Members.
- (3) Applications for membership shall be submitted in writing or electronically. Admission shall be decided by the Executive Board.
- (4) Subject to the approval of the Executive Board, membership shall commence on the first day of the month in which the application for membership was submitted.

§ 5 Termination of Membership

- (1) Membership shall terminate
 - a) upon the death of a natural person or the dissolution of a legal entity or legally constituted association;
 - b) upon the final and legally binding judicial determination of the loss of legal capacity;
 - c) by expulsion.
 - d) by expulsion.
- (2) Members may resign from the association by giving written notice at least three months before the end of the calendar year.
- (3) Expulsion from the association for good cause shall be decided by the Executive Board

§ 6 Membership Fees

- (1) Ordinary Members are required to pay membership fees as determined by the General Assembly. The corresponding provisions shall be set out in the Membership Fee Regulations.
- (2) The Executive Board, or another body authorised by the Executive Board, may reduce, defer, or waive membership fees in individual cases.
- (3) Annual membership fees shall be payable no later than the end of the first quarter of each calendar year.

§ 7 Honorary Membership

- (1) The General Assembly may confer Honorary Membership upon individuals who have rendered outstanding services to the purposes of the association.
- (2) Honorary Members shall enjoy the same rights as Ordinary Members but shall be exempt from the payment of membership fees.

§ 8 Supporting Membership

- (1) Supporting Members may be natural persons or legal entities wishing to support the objectives of the association financially or through non-material contributions.
- (2) Supporting Members shall not have voting rights at the General Assembly and may not hold office on the Executive Board.
- (3) Supporting Members shall pay a supporting membership contribution.
- (4) Admission of Supporting Members shall be decided by the Executive Board.
- (5) Supporting Membership shall terminate upon resignation, expulsion, death, or, in the case of a legal entity, its dissolution.

III. Bodies of the Association

§ 9 Bodies of the Association

The bodies of the association are:

- a) the General Assembly,
- b) the Executive Board,
- c) the Advisory Board (optional),
- d) the Executive Management (optional).

§ 10 General Assembly

- (1) The General Assembly is the supreme governing body of the association.
- (2) An Ordinary General Assembly shall be held at least once every two years. Members shall be invited by the Executive Board in writing or electronically with at least four weeks' notice. The meeting shall be chaired by a member of the Executive Board. The agenda shall be communicated together with the invitation.

- (3) An Extraordinary General Assembly may be convened by the Executive Board or at the request of at least ten percent (10%) of the members.
- (4) In view of the international character of the association and to enable all members to participate regardless of their place of residence, the General Assembly shall be held in a hybrid format. The Executive Board shall ensure that participation is possible in compliance with applicable data protection requirements.
- (5) Each member shall have one vote at the General Assembly. Members may be represented by another member of the association.
- (6) A General Assembly convened in due form and within the prescribed time limits shall constitute a quorum irrespective of the number of participating members, unless otherwise provided by law or these Articles of Association. Resolutions may only be adopted on items included in the agenda. Unless otherwise provided by law or these Articles of Association, resolutions shall be adopted by a simple majority of the votes cast by the members present. In the event of a tie, the motion shall be deemed rejected.
- (7) Minutes recording the resolutions of the General Assembly shall be prepared and signed by the chair of the meeting and another member of the Executive Board.
- (8) The General Assembly shall decide, in particular, on:
 - a. amendments to the Articles of Association;
 - b. the election and discharge of the Executive Board;
 - c. the annual budget and annual financial statements;
 - d. the Membership Fee Regulations;
 - e. the appointment of the auditors;
 - f. the review of the Rules of Procedure issued by the Executive Board in accordance with the purposes of the association;
 - g. the dissolution of the association.

§ 11 Executive Board

- (1) The Executive Board within the meaning of Section 26 of the German Civil Code (BGB) shall consist of:
 - a. the Chair
 - b. the Deputy Chair
 - c. additional Board Members, where required
 - d. where the association is predominantly funded by public authorities, the General Assembly may elect a person nominated by the funding institution to the Executive Board. Membership in the association shall not be required for this purpose.
- (2) The association shall be represented in and out of court jointly by any two members of the Executive Board.
- (3) For transactions relating to the ordinary course of business up to a value specified in the Rules of Procedure, individual authority to represent the association may be granted.
- (4) Members of the Executive Board shall serve a term of four years. Re-election shall be permitted. If a Board Member leaves office during the term of office, a replacement shall be elected at the next Ordinary General Assembly for the remainder of the term.

- (5) If vacancies arise on the Executive Board during its term of office, the remaining Board Members may co-opt additional members to the Executive Board. The term of office of co-opted Board Members shall end with the next General Assembly.
- (6) The Chair and the Deputy Chair shall represent the association externally.
- (7) The Executive Board shall regulate the responsibilities and allocation of duties among its members in the Rules of Procedure.

§ 12 Organisation and Responsibilities of the Executive Board

- (1) The Executive Board shall be responsible for all matters concerning the association unless these Articles of Association assign responsibility to the General Assembly.
- (2) The Executive Board shall determine the strategic direction of the association's activities in accordance with these Articles of Association. It shall adopt all measures necessary to fulfil the purposes of the association and shall be accountable to the General Assembly.
- (3) In particular, the Executive Board shall:
 - a. develop the association's strategy and objectives and ensure their implementation;
 - b. initiate, coordinate, and manage the association's professional activities;
 - c. adopt the annual budget and annual financial statements;
 - d. prepare the negotiations and resolutions of the General Assembly;
 - e. implement the resolutions of the General Assembly;
 - f. report to the General Assembly on the association's activities and obtain the decisions necessary for its future work.
- (4) The Executive Board shall adopt its resolutions at meetings convened by the Chair with at least four weeks' notice. The agenda shall be announced at least one week in advance. The relevant date shall be the date on which the invitation is sent. In urgent exceptional cases, these notice periods may be shortened.
- (5) Meetings of the Executive Board shall be held in a hybrid format.
- (6) The Executive Board shall constitute a quorum if at least one-third of its members are present or represented. Resolutions shall be adopted by a majority of the valid votes cast. In the event of a tie, the Chair shall have the casting vote. If the Chair is unable to attend, he or she shall be represented by the Deputy Chair.

§ 13 Managing Executive Board / Executive Management

- (1) The Executive Board may decide to delegate the operational management of the association to an Executive Management.
- (2) The Executive Board may appoint either a Managing Executive Board from among its own members or an external Executive Management. The appointment of a Managing Executive Board shall require the approval of the General Assembly if the position is to be remunerated.
- (3) The Executive Management shall conduct the day-to-day affairs of the association in accordance with the resolutions of the Executive Board.
- (4) Within the scope of the ordinary course of business, the Executive Management is authorised to enter into obligations on behalf of the association and to acquire rights

for the association.

- (5) The Executive Management may serve on either a full-time or voluntary basis.

§ 14 Advisory Board

- (1) In order to promote cooperation with other institutions, the association may establish an honorary Advisory Board. The Advisory Board shall advise the Executive Board and the Executive Management on strategic matters.
- (2) Members of the Advisory Board shall be appointed by the General Assembly upon proposal of the Executive Board. Appointment shall require a two-thirds majority of the participating members. Members shall be appointed for a term of five years and must be confirmed thereafter.

§ 15 Auditors

- (1) The General Assembly shall appoint at least one qualified auditor for a term of two years. Reappointment shall be permitted.
- (2) The audit may be carried out by members of the association or by suitably qualified external persons. Auditors may not be members of the Executive Board or the Executive Management and may not have a direct employment or remuneration relationship with the association.
- (3) The auditors shall examine the proper maintenance of the accounts and bookkeeping as well as the use of the association's funds in accordance with these Articles of Association. They shall report their findings to the General Assembly and make a recommendation regarding the discharge of the Executive Board.

§ 16 Conflicts of Interest and Compliance

- (1) Members of the Executive Board and other office holders shall disclose any conflicts of interest.
- (2) Where decisions concern matters in which a Board Member or another member has a direct or indirect financial interest, that person shall be excluded from discussion, voting, and decision-making.
- (3) Contracts with members of the Executive Board, members of the association, or companies affiliated with them shall be permissible provided that:
 - a. they serve the purposes of the association;
 - b. they are concluded on market terms;
 - c. they are documented in writing;
 - d. the member or office holder concerned does not participate in the decision-making process.
- (4) Positions within the association shall generally be held on a voluntary basis. Where necessary to achieve the purposes of the association, the General Assembly may approve remuneration for association functions. Remuneration shall be guided by the collective agreement for the public service of the State of Hesse (TVöD-Hessen).
- (5) Members may receive appropriate remuneration for services actually rendered, subject to the financial resources of the association and in compliance with the requirements governing its non-profit status.

IV. Dissolution of the Association and Amendments to the Articles of Association

§ 17 Dissolution

- (1) The dissolution of the association may only be resolved by a General Assembly convened specifically for this purpose.
- (2) A resolution on the dissolution of the association shall require a three-quarters majority of the participating members. Such resolution shall only be valid if at least two-thirds of all members of the association are present.
- (3) If fewer than two-thirds of the members are present at two consecutive General Assemblies, a third General Assembly shall be convened. It may resolve the dissolution of the association by a simple majority, regardless of the number of members present.
- (4) The Executive Board shall act as liquidator of the association.

§ 18 Amendments to the Articles of Association

- (1) Motions to amend these Articles of Association shall only be admissible if their full wording has been communicated in writing to all members at least four weeks before the General Assembly. The relevant date shall be the date on which the notification is sent.
- (2) Amendments to these Articles of Association shall require a three-quarters majority of the members participating in the General Assembly.

§ 19 Entry into Force

These Articles of Association shall enter into force upon adoption by the Founding Assembly on 1 June 2026.