

# Statutes of the association

## EinDollarBrille e. V.

in the amended version dated 14.10.2023

### § 1

#### **Name, registered office, financial year**

(1) The name of the association is "EinDollarBrille". The association is entered in the register of associations at Fürth Local Court under the registration number VR 200672 and bears the suffix "e. V.".

(2) The association is based in Erlangen.

(3) The financial year is the calendar year.

### § 2

#### **Purpose of the association**

(1) The purpose of the association is to promote development aid and public health.

(2) This purpose is to be achieved in particular by

- the support and implementation of direct development aid and public health measures, particularly in the field of ophthalmic optics,
- supporting other organizations with the same objectives by providing expertise, specialist personnel and material and financial resources,
- the procurement of funds for use in its own development aid and public health measures and for forwarding to other organizations with similar objectives, and
- informing the public about development aid and public health issues, particularly in the field of ophthalmic optics in developing countries.

### § 3

#### **Non-profit status**

(1) The association pursues exclusively and directly charitable purposes within the meaning of the section "Tax-privileged purposes" of the German Tax Code. The association is selflessly active. It does not primarily pursue its own economic purposes. The association's funds may only be used for statutory purposes. No one may benefit from the association's assets through expenditure that is alien to the purpose of the association or through disproportionately high remuneration.

(2) In their capacity as members, members do not receive any benefits from the association's funds. When performing association tasks, they may receive appropriate remuneration or an expense allowance for their activities within the scope of budgetary possibilities on the basis of written contracts to be concluded with the Executive Board. For the conclusion of contracts for the activities of members of the Executive Board, the decision-making authority of the General Assembly also applies in accordance with § 9 Para. 1.

(3) Any resolution to amend the articles of association must be submitted to the responsible tax office before registration with the registration court.

## **§ 4**

### **Membership fees and financing of the association**

(1) Membership fees in cash are not charged.

(2) Every member with voting rights is obliged to volunteer for the association. The Board of Directors decides on the scope of the annual voluntary commitment, which must not exceed the usual scope.

(3) The association is financed by regular and extraordinary donations, public grants and other contributions.

(4) If, as a result of an appeal for donations for a specific purpose, more funds are received than are needed to achieve it, the remaining surplus must be allocated to as similar a purpose as possible.

## **§ 5**

### **Members**

(1) The type of membership is determined in the admission procedure (see § 6). A change of membership type is possible following a written application, provided the necessary requirements are met.

(2) Only natural persons may be members with voting rights.

(3) Supporting members can be natural and legal persons. They support the association by spreading its concerns and making financial contributions. Of the statutory membership rights, they only have a right to information - but only to the extent that this does not violate the interests of the association and the required confidentiality or cause disproportionate costs. Supporting members have the right to make proposals on all matters concerning the association.

(4) In special individual cases, selected persons may be appointed honorary members by the Board of Directors with all the rights and obligations of a voting member. These persons should have rendered outstanding services to the objectives of the association and support the association in its external impact through their appointment.

## **§ 6**

### **Acquisition of membership**

(1) Any natural person who agrees with the objectives of the association and is prepared to support their realization and, where possible, actively promote the interests of the association (through work contributions, campaigns and financial support) can become a voting member. The Executive Board decides on admission following a written application.

(2) Any natural or legal person who is willing to promote the objectives of the association can become a supporting member. For admission, a written application must be submitted to the Executive Board, which decides on the application.

(3) The applicant may lodge an appeal against a negative decision by the Board of Directors, which will be decided by the next General Meeting. The appeal must be submitted in writing to the Board of Directors within one month of receipt of the negative decision.

## **§ 7**

### **Termination of membership**

(1) Membership ends through resignation, expulsion or death.

(2) Resignation is effected by written declaration to the Board of Directors and can take place at any time.

(3) A member can be expelled from the association if they behave in a way that is detrimental to the association by grossly violating the interests of the association, if they are no longer involved in the association on a voluntary basis (§ 4 Para. 2) or if there is another important reason. A member can also be expelled if they have moved to an unknown address and a letter could not be delivered twice. The Executive Board shall decide on the exclusion. § Section 6 (3) applies accordingly. The member may lodge an appeal against the exclusion with the Arbitration Committee within four weeks of receipt of the exclusion. The committee may confirm the exclusion or declare it invalid. The appeal has a suspensive effect. The membership of the member lodging the complaint shall be suspended until a decision is made by the Arbitration Committee.

(4) Withdrawal from the association or loss of membership terminates all rights vis-à-vis the association.

## **§ 8**

### **Organs of the association**

The bodies of the association are

- the general meeting,
- the Management Board.

## § 9

### General meeting

(1) The General Meeting is responsible for

- the election and dismissal of members of the Board of Directors,
- deciding on the conclusion of contracts for the activities of members of the Board of Directors for the association, including the amount of remuneration,
- approving the budget to be drawn up annually by the Board of Directors,
- acceptance of the annual report and discharge of the Board of Directors,
- passing resolutions on amendments to the Articles of Association and the dissolution of the Association
- and all other tasks mandatorily assigned to it by law.

(2) The ordinary general meeting takes place once a year. Extraordinary general meetings must be convened if the Executive Board deems it necessary or if a quarter of all members request this in writing, stating the reasons.

(3) All members are entitled to participate in the General Meeting. Each member may authorize another member in writing to exercise their right to attend and vote. Only adult members are entitled to vote.

(4) Meetings are convened by invitation of the Executive Board with a notice period of two weeks. The invitation is issued in written or electronic form. The invitation must be accompanied by an agenda and the items on which resolutions are to be passed. Motions to amend the Articles of Association must be submitted to the Executive Board at least four weeks before the meeting.

(5) The General Meeting is chaired by the Board of Directors or by a chairperson appointed by the Board of Directors. The Executive Board appoints a secretary.

(6) The General Meeting has a quorum regardless of the number of members present. Resolutions are passed by a majority of the votes cast. Abstentions are counted as votes not cast.

A majority of two thirds of the members present is required for resolutions on amendments to the Articles of Association, whereby amendments to the purpose of the Association require the approval of the majority of Association members. Resolutions on the dissolution of the association are regulated in § 12.

Resolutions of the General Meeting are passed by a show of hands with a simple majority. At the request of a member, which is supported by another member, a secret ballot is held. The secret ballot is counted by a member elected by a simple majority and the secretary. The member elected to count the votes retains this function until the end of the meeting.

(7) Resolutions can also be passed without a meeting if the majority of the members entitled to vote approve the resolution in writing after each member has received the draft resolution in writing.

(8) A member of the association has no right to vote on resolutions that affect their personal interests or those of a relative. This also applies to resolutions on the discharge or release from a liability to the association and on the execution of a legal transaction or the initiation or settlement of a legal dispute. In the case of members who are in an employment relationship, the Executive Board may decide to suspend the voting right for the next General Meeting if measures under employment law (written warning, reprimand,

(change) termination) to the detriment of the member. The member has a right of appeal to the Arbitration Committee.

(9) Minutes must be taken of the General Meeting. These minutes must contain The date, place and time of the meeting, the names of the members present, the agenda and motions, the results of the vote, the wording of the resolutions passed and details of any other resolutions passed.

The minutes must be signed by the chairman of the meeting and the secretary.

## **§ 10**

### **The Executive Board**

(1) The Management Board in accordance with Section 26 of the German Civil Code consists of three members with equal rights, one of whom is the Chairman. The Executive Board can appoint additional members who are not authorized to represent the company as an extended Executive Board.

(2) The members of the Board of Directors are elected by the General Meeting for a term of four years. Re-election is permitted. Only voting members of the Association may be elected as members of the Board of Directors. A Board member whose term of office has expired remains in office until a new member has been elected.

(3) The Executive Board is responsible for managing the association and conducting its business. The Board of Directors is responsible for all matters of the association, unless they are assigned to the General Meeting by law or by the Articles of Association.

(4) The Board of Directors shall adopt its own rules of procedure.

(5) The Executive Board is entitled to commission members of the Association or third parties to perform executive or other tasks of the Association and to remunerate them appropriately. If members of the association are commissioned, the restrictions of the § However, the Executive Board remains responsible for the fulfillment of these tasks.

(6) Each member of the Board of Directors is authorized to represent the association individually in and out of court.

(7) Members of the Board of Directors may receive appropriate remuneration for their activities. The General Meeting decides on the granting and amount of remuneration in accordance with Section 9 (1). Furthermore, the restrictions of § 3 para. 2 apply.

(8) The Executive Board decides by a simple majority of its members. Resolutions passed against the vote of the Chairman are invalid. Resolutions can be passed at ordinary and extraordinary meetings of the Board of Directors, by circular resolution (including by email) and by telephone or video conference. Resolutions are recorded in minutes and made available to all members of the Board of Directors without delay.

(9) Each member of the Board of Directors shall disclose any conflicts of interest to the members of the Association and inform the other members of the Board of Directors without delay.

## § 11

### Auditing

- (1) The Board of Directors commissions an auditor to audit the annual financial statements and issue an audit certificate.
- (2) The auditor must present the results of its audit and the audit certificate at the General Meeting.
- (3) An auditor may audit a maximum of 5 annual financial statements.

## § 12

### Arbitration Committee

- (1) The association has an arbitration committee. Its task is to settle internal conflicts within the association, receive complaints and perform the tasks assigned to it by the articles of association.
- (2) The Arbitration Committee consists of three members, one director and two other members. The members are elected by the General Meeting for a term of two years and can only be members if they are also members of the association. The members of the committee elect a chairperson from among their number and adopt rules of procedure.
- (3) The arbitration committee is quorate if at least two members, including the management, attend the meeting. A member of the arbitration committee has no right to vote on decisions that affect their personal interests or those of a relative. Decisions of the arbitration committee are made by a simple majority; in the event of a tied vote, the head of the committee has the casting vote.
- (4) The Arbitration Committee must always be the first point of call in the event of disputes between members or disputes between a member and the association; only after a decision by the Arbitration Committee or in the event of inactivity for at least three months is recourse to the ordinary courts of law possible.
- (5) If there is no arbitration committee or if it is permanently inquorate, the general meeting shall assume all tasks of the arbitration committee.

## § 13

### Dissolution of the association, liquidators

- (1) The dissolution of the association can only be decided in a special extraordinary general meeting to be convened for this purpose with six weeks' notice and a majority of three quarters of the voting members present.
- (2) In the event of voluntary dissolution of the Association, liquidation shall be carried out by the Chairman appointed at the time of dissolution as liquidator, unless the General Meeting determines otherwise.
- (3) If the association is dissolved or if tax-privileged purposes cease to exist, the assets of the association shall be transferred to *Das Hunger Projekt e. V., Rüdeshheimerstr. 7, 80686 Munich*, which must use them directly and exclusively for charitable, benevolent or ecclesiastical purposes (specifically: promotion of development aid) or, if this is not possible, to a legal entity under public law or another

tax-privileged corporation for the purpose of promoting development cooperation.

## **§ 14**

### **Final provisions**

(1) The Executive Board within the meaning of § 26 BGB is authorized to make any formal and editorial amendments to the Articles of Association that may become necessary at the request of the local court.

(2) Should individual provisions of the Articles of Association or a provision included in them in the future prove to be invalid or unenforceable in whole or in part, this shall not affect the validity of the remainder of the Articles of Association. In such a case, the invalid or unenforceable provision shall be reinterpreted or supplemented by resolution of the members, if possible, in such a way that the purpose intended by the invalid provision is achieved, taking into account the statutory provisions. The same applies if a gap in the Articles of Association requiring amendment becomes apparent during the implementation of the Articles of Association.

Erlangen, October 14, 2023