

Doctors for Developing Countries – German Doctors Registered Society

Constitution

(Redraft dated 20th November 2010)



Offenbacher Landstraße 224

60599 Frankfurt am Main

Telephone: 069 – 707 997 0

Telefax: 069 – 707 997 20

www.aerzte3welt.de

e-mail: aerzte3welt@aerzte3welt.de

§ 1 Name, headquarters and financial year

(1) The society bears the name „Doctors for the Developing World/German Doctors“ and has its headquarters in Frankfurt am Main. It is registered in the society register at the municipal court of Frankfurt am Main, nr. 8269.

(2) The society's financial year is the calendar year.

§ 2 Purpose of the society

(1) The society pursues exclusively and directly non-profit making and benevolent purposes as defined in the paragraph „Tax-privileged purposes“ in the Tax Code. The purposes of the society are the promotion of public health service, the promotion of welfare work and the promotion of benevolent purposes in accordance with § 53 of the Tax Code in depressed areas of the developing world.

The constitutional purposes are particularly realised by:

- the organisation, procurement and care for medical, social and humanitarian aid for sick and needy persons as well as
- the planning, provision and care for medical aid projects

in depressed areas and medically undersupplied parts of the developing world.

To this end, the society sends or procures doctors and assistants for the projects and supplies the necessary conditions and medicaments for the free medical, social and humanitarian provision of the poor and sick. To prepare the doctors for their deployment on to the projects the society trains the doctors in all relevant aspects. It ensures the willingness of its supporters and donors for sustained promotion of its work by measures to shape their political ideas concerning the poverty and needs of people in the developing world and contributes to networks cooperating in development work. Beyond this, it works together with other societies, institutions and associations, in so far as they share the same or similar objectives. In so doing, the society's independence is to be preserved. With all its measures, it is a matter of concern to the society that the protection of children and others in need of protection is safeguarded from all types of abuse.

(2) The society works selflessly; it does not, in the first place, pursue profit-making purposes.

(3) The society's resources may only be used for purposes in accordance with the articles. Its members receive no monies from the society's funds.

(4) In the annual accounts, reserves may be formed in tax allowable amounts.

(5) No person may benefit from expenditure on any purpose which is alien to that of the corporation or from any disproportionately high remuneration.

(6) Persons working for the constitutional purposes of the society must account to the society on their activities and the use made of funds they have been provided with for this purpose.

§ 3 Origin of membership

(1) Anyone can become a member of the society if they apply in writing to the society's board of directors for admission.

(2) A meeting of members will decide on the admission, though only after a positive comment from the presiding committee.

§ 4 Termination of membership

(1) Membership shall be terminated

- a) by voluntary withdrawal
- b) by exclusion
- c) by death.

(2) Voluntary withdrawal takes place by written declaration to the board of directors. It will become effective on receipt of the notice of withdrawal by the board of directors.

(3) The exclusion of a member by the presiding committee can take place if identification with the aims of the society has ceased. The exclusion must be accounted for to the member in writing. The member has the right to appeal against the decision to a meeting of members within thirty days. The meeting of members shall then make the final decision on the exclusion.

(4) A member can be excluded if three consecutive members' meetings are missed without excuse.

§ 5 Organs

The society's organs are:

- a) the members' meeting
- b) the presiding committee
- c) the board of directors.

§ 6 Members' meeting

(1) The members' meeting will take place at least once a year. It should be convened by the board of directors in writing with a simultaneous announcement of the agenda in agreement with the presiding committee with a time-limit of four weeks.

(2) At least two weeks before the members' meeting the board of directors will send the following documents to the members:

- Report by the presiding committee
- Report on work by the board of directors
- Annual accounts and annual report
- Other draft proposals according to the agenda.

(3) Up until two weeks at the latest before the day of the members' meeting each voting member can apply in writing to the board of directors that further considerations be placed on the agenda.

(4) The members' meeting is quorate if at least half of the membership is present. If a quorum is not available, then a new members' meeting must be convened immediately with the same agenda, which regardless of the number of attendees shall be deemed quorate. The procedure in the second sentence is only permissible if the invitation also referred to this second meeting and drew attention to the reduced requirements for a quorum.

(5) An extraordinary members' meeting must be convened by the board of directors if a member of either the presiding committee or the board of directors or one third of the society's members demands it. The agenda is to be announced along with the written invitation.

(6) The members' meeting will make its resolutions, in so far as nothing in the constitution determines otherwise, by a simple majority of members present.

(7) However, for an alteration to the constitution or for the new admission of a society member a voting majority of 2/3 of members present is required and for the dissolution of the society a voting majority of 3/4 of all members is required.

(8) For an alteration to the purpose of the society the agreement of 3/4 of all members is required. The agreement of members not present at the members' meeting must be presented in writing.

(9) If the board of directors, in consultation with the presiding committee, so requires its resolutions can also be passed in writing, as long as one quarter of the members does not demand an oral discussion. The written procedure is not permissible for alterations to the purpose of the society.

(10) The members' meeting will be presided over by the chairman and if his attendance is prevented by the vice-chairman.

(11) The members' meeting is the society's highest organ. It is particularly competent for:

- establishing guidelines for the work of the society
- the adoption of the annual accounts and annual report
- the approval of actions by the presiding committee and the board of directors
- the election of the members of the presiding committee
- the new admission of a society member
- the exclusion of a society member in the cases of § 4 para. 3 S. 3 and 4
- the auditor's appointment
- alterations to the constitution and purpose
- the dissolution of the society.

(12) The members of the presiding committee belong to the members' meeting in an advisory capacity. Membership rights remain unaffected by this.

(13) A record of the resolutions of the members' meeting is to be drawn up and is to be signed by the respective secretary and chairman.

§ 7 Presiding committee

(1) The presiding committee consists of the chairman, the vice-chairman and three committee members. The members should belong to as many different professions as is possible and preside over a balanced professional competence. In the presiding committee the medical field should be represented by at least three members and the financial sector by one member. Members of the presiding committee do not have to be members of the society.

(2) The chairman, the vice-chairman and the committee members will be elected by the members' meeting by a simple majority of the members present for a period of three years. Re-election is possible. Only persons not yet seventy five years of age at the time of the vote should be elected to the presiding committee. If a member of the presiding committee leaves during the period of office then a by-election for the remainder of the period of office will take place at the latest at the next regular members' meeting.

(3) The members of the presiding committee can resign their office with a written declaration to the chairman subject to one month's notice.

(4) The members of the presiding committee perform their official duties without remuneration. Necessary expenditure in the context of their work will be reimbursed on presentation of receipts. The members' liability to the society and to the members is limited to damage caused intentionally or by gross negligence. A demand is possible only within a cut-off period of six months, which with the knowledge of the society or the member begins with the date of the damage. The time period will be kept by the filing of a complaint or a written claim.

(5) The presiding committee advises and monitors the board of directors in business management. In particular it can:

- a) demand a written report from the board of directors at any time and can inspect and check the society's books itself or by an individual member appointed by it. To this end, the presiding committee may also use a chartered accountant, tax consultant or a lawyer;
- b) require information directly from the society's co-workers, in agreement with the board of directors. However, beyond that, the presiding committee has no authority to give instructions to the co-workers;
- c) demand information from the board of directors at any time with regard to its actions or non-actions and after hearing the board of directors give it instructions with respect to type, content and scope of one or several actions.

(6) The chairman is authorized, in the name of the presiding committee, to provide necessary explanations for the implementation of resolutions or to receive explanations sent to the presiding committee. If in urgent cases, a timely resolution from the presiding committee is not possible then the chairman, or if he is prevented, the vice-chairman can give assent to an action in the place of the presiding committee. The chairman or vice-chairman must then inform the other presiding committee members immediately.

(7) In spite of possible meetings of committees, which the presiding committee has formed from its number to take over certain, and firstly clearly defined subtasks, meetings of the presiding committee will take place at least four times per financial year. Of these, at least two meetings must take place in the personal presence of the committee members. The details on the formation and internal ordering of committees including their competences will be governed by the rules of procedure for the presiding committee.

(8) The presiding committee has particularly the following tasks and powers:

1. The presiding committee is responsible for the implementation of the resolutions arising from members' meetings, in particular, within the context of the guidelines prescribed by the members' meeting, it will decide on the society's strategies and the principles of the projects' furtherance.
2. The presiding committee has to consider its earlier assent to all actions of the board of directors, referring to the questions of principle on business policy as well as essential business and actions taken by the board of directors. Among these in particular are:
 - a. commencement of new work and the task of previously performed work including decisions concerning the expansion or termination of work in certain countries;
 - b. basic alterations to the organisation of the society;
 - c. conclusion of continuing obligations, including employment and service contracts, where the period of notice is more than six months or where the annual remuneration amounts to more than € 40,000;
 - d. actions which are not in harmony with the planning or strategy adopted by an organ of the society;

- e. institution or aversion of legal disputes or official proceedings of considerable significance;
 - f. issuing of advisory tasks outside the current business dealings;
 - g. decisions on individual investments or other management actions over EUR 50,000,--, in so far as they are not already contained in the economic plan. This does not apply in the case of state or alternatively co-financed projects of humanitarian aid and development collaboration drawn on funds provided by a third party;
 - h. purchase, sale and encumbrances on real assets;
 - i. other business and actions which the organs have declared in need of approval.
3. The presiding committee decides on the appointment and dismissal of the members of the board of directors and arranges their terms of service.
 4. The presiding committee approves the economic plan drawn up by the board of directors.
 5. The presiding committee approves the annual accounts and annual report to be presented to the members' meeting.

(9) The presiding committee can institute a board of trustees and appoint its members. The board of trustees is to support and advise the presiding committee in the fulfilment of their tasks. If possible, it should bring in further competences to further the fulfilment of the society's purpose. The presiding committee can stipulate in finer detail the tasks of the board of trustees and give it rules of procedure.

(10) The presiding committee will sort out its rules of procedure, which will regulate the organisation and decision-making of the presiding committee. The members of the board of directors will take part in the presiding committee's and its committees' meetings in an advisory capacity without the right to vote, in so far as the presiding committee does not decide otherwise.

§ 8 Board of directors

(1) The society's board of directors consists of the secretary general and at least one other and a maximum of two other persons. The members of the board of directors are employed on a full-time basis for the society.

(2) The board of directors manages the society's transactions and represents the society in and out of court. It is a board of directors as defined in § 26 of the Civil Code. Each member of the board of directors is individually authorized to represent, but the other members of the board of directors should only make use of their power of representation in the case of the secretary general if his attendance is prevented.

(3) The board of directors is competent for all the affairs of the society, in so far as the constitution does not assign them to another organ of the society.

(4) In its business management the board of directors must exercise the care of a prudent and conscientious manager. It is not liable to the society and its members in cases of simple negligence. A demand is only possible within a cut-off period of 12 months, which with the knowledge of the society or the member begins from the date of the damage. The time period will be kept by the filing of a complaint or a written claim.

(5) In certain business sectors, the board of directors can authorize representatives for the legal representation of the society. The issue of a legal power of agency, whose scope is comparable with the scope of a full power of attorney or commercial power of attorney in accordance with the Commercial Code, requires the assent of the presiding committee.

(7) By the unanimous decision of all the members of the board of directors a set of rules of procedure will be sorted out, which will also regulate the distribution of business between the various members of the board of directors. The rules of procedure and the business distribution require the assent of the presiding committee.

§ 9 Membership fees and financing

(1) Membership fees are not collected.

(2) The society finances its activities through donors and bestowals from parties and institutions.

§ 10 Dissolution and rights of accrual

In the event of the annulment or dissolution of the society or the cessation of tax-privileged purposes, the society's asset shall be assigned in equal parts to the relief organisations „Bread for the World“ and „Misereor“, who are to use them directly and exclusively for non-profit making or benevolent purposes.

Resolved in the extraordinary members' meeting on 20th November 2010 (see minutes of the meeting)

Frankfurt, 20. 11. 2010

Dr. Wolfgang Schafnitzl
Chairman of the Board of Directors

Dr. Harald Kischlat
Managing Director