

# AMADEU ANTONIO STIFTUNG

## STATUTES

### § 1

#### **Name, Legal Form, Place of the Foundation**

- (1) The name of the foundation is Amadeu Antonio Stiftung.
- (2) It is a legally responsible foundation constituted under civil law.
- (3) The legal place of the foundation is Heidelberg, Germany.

### § 2

#### **Objective of the Foundation**

- (1) The foundation acts as a patron of education in general, national and vocational education, youth services as well as transnational communication, tolerance and the idea of international understanding.
- (2) The foundation achieves its objectives in particular by conducting projects and initiatives which serve the purposes described in § 2, (1), and by supporting projects and initiatives carried out by authorized bodies serving official and non-profit purposes. The foundation supports the projects and initiatives by making donations, by consulting them, by offering organizational and logistic help, or otherwise if it serves the purpose.
- (3) In addition, the foundation is supposed to document and mediate democratic culture and measures to counter right-wing extremism and youth violence.
- (4) To fulfil its objectives, the foundation is allowed to maintain organizations, conduct its own meetings and events (e.g. workshops, seminars), and to conceive and conduct measures of further education.
- (5) In singular instances the foundation is allowed to financially support people in need in order to stabilize their living.
- (6) The foundation is allowed to award a prize (money in particular) to individuals or groups. Moreover, it can edit publications or support the publishing, and it can take any steps in order to achieve its own objectives.
- (7) Another objective of the foundation is to advertise publicly its concerns and purposes in an appropriate way, to trigger off people's willingness to financially support the foundation, and to do fundraising work in order to obtain endowments for long-term use.

- (8) The foundation's sphere of action is not limited to Germany.
- (9) The interpretation of the founder's will as put into writing in § 2, (1) - (7) is incumbent on the Board of Trustees. Regarding the realization of the objective of the foundation, it is the Board of Trustees which solely decides on the main areas of work of the foundation. If applicable the Board of Trustees can also decide to realize only some parts of the objective.

### § 3 Non-Profit Status

- (1) The foundation exclusively and directly pursues non-profit and charitable objectives in terms of the chapter "Tax-Privileged Objectives of the General Fiscal Law".
- (2) The foundation does not act on its own behalf. It does not pursue goals primarily serving its own financial interest. It may not favor any corporate body or individual person by means of expenses, contributions, other forms of payment alien to the objective of the foundation, or by means of disproportionately high payments.

### § 4 Capital of the Foundation

- (1) At the time of licensing the capital of the foundation amounts to 150,000 Euros.
- (2) The capital of the foundation shall be invested profitably and maintained continually and unimpaired.
- (3) Contributions which are destined for that purpose (endowments for long-term use) add to the capital of the foundation. The foundation is entitled but not obliged to accept these contributions.
- (4) In order to maintain its economical potential, the foundation may make provisions (if they amount to a sum permitted by law) from the revenues of its capital. At the earliest, these reserve assets can be appropriated into the capital in the year after their formation at the earliest.
- (5) With respect to the basic principles of a merchandiser and to the particular responsibility of a trustee of external capital, the Board of Directors may undertake the redeployment of the foundation's capital. The selection of assets to be acquired has to conform to the guarantee and profitability resp. the practical effect to the realization of the foundation's objectives. It shall not conform to the nature of the disposed asset. When choosing the assets, the foundation shall consider not only the aspect of income return but also evaluate whether the assets are ecologically, socially and culturally compatible with the foundation's objective. The foundation is free to form its opinion on this.

- (6) As a basic principle, acquisitions accruing in the course of the restructuring of assets accrue to the basic capital. For this purpose, they are included in a reserve asset. Losses arising from the restructuring of assets minimize the reserve asset. With the consent of the Board of Trustees, the Board of Directors may decide to make use of this reserve asset in order to finance the fulfilment of the foundation's objective.
- (7) By refunding the respective expenses, the foundation may take over the sponsorship of foundations which are not legally responsible, or it may take over the management of legally responsible foundations with the same or similar objectives.

## § 5 Funds

- (1) The foundation fulfils its tasks with the help of
- its capital,
  - contributions, provided that they are not endowments for long-term use,
  - official grants,
  - other revenues.
- (2) Funds are to be used exclusively for the statutory tasks of the foundation.
- (3) There is no legal entitlement to the benefits of the foundation. When allocating funds, the entities of the foundation are only bound to the legal requirements and to the requirements of this statute.
- (4) Beneficiaries of funds are committed to give an account of the utilization of the funds.

## § 6 Organization

- (1) The entities of the foundation are
1. the Board of Trustees,
  2. the Board of Directors.
- Members of the Board of Trustees cannot be members of the Board of Directors at the same time.
- (2) In order to fulfill its tasks, the foundation may employ assistants or temporary workers (also for money), or it may transfer tasks fully or partially to a third party. The place of the management of the foundation may differ from the official place of the foundation.
- (3) The foundation is committed to keep an account of its capital, gains and expenses according to commercial principles. Moreover, it is committed to build a budget before the end of each financial year and an annual statement of accounts at the end of each financial year. The annual statement of accounts is to be verified by a public

accountant. The audit assignment is also to cover the maintenance of the foundation's capital as well as the statutory usage of the funds.

- (4) The financial year corresponds with the legal year.

## § 7 Board of Trustees

- (1) The Board of Trustees consists of up to 15 (fifteen) natural persons.
- (2) The first members of the Board of Trustees are appointed by the founders. Subsequently the Board of Trustees is completed through cooptation.
- (3) The period in office for the members of the Board of Trustees amounts to five years. Re-election is allowed.
- (4) Before its period in office comes to an end, the Board of Trustees has to elect the members of the subsequent Board of Trustees. If this election does not take place on time, the Board of Trustees remains in office until the new members have been elected. The election has to be carried out without delay. Until this election the Board of Trustees may only make decisions in a case of urgency. If a member of the Board of Trustees resigns during his period in office, the alternative member is co-opted only for the rest of the period in office of the remaining members.
- (5) The Board of Trustees elects its chairperson from its midst.

## § 8 Tasks of the Board of Trustees

- (1) The Board of Trustees takes care of the will of the founder being observed. It decides upon matters of basic concernment.
- (2) The Board of Trustees particularly decides upon
1. the authorization of the budget,
  2. the realization of the annual statement of accounts,
  3. the appointment of a public accountant,
  4. the appeal, dismissal and exoneration of the Board of Directors,
  5. legal transactions which require approval supervised by the foundation,
  6. the revision of this statute,
  7. the liquidation of the foundation.
- (3) The chairperson of the Board of Trustees represents the foundation towards the Board of Directors and its members.

§ 9  
Bylaws of the Board of Trustees

- (1) As a general rule, the Board of Trustees makes its decisions in board meetings. Without the objection of any of the board members, decisions can also be made in written form. To participate in this procedure, the members have to be allowed a respite of three weeks.
- (2) Specifying the agenda and subject to a term of two weeks, the chairperson of the Board of Trustees convenes a meeting as required. However, meetings have to be held at least once a year. Moreover, meetings are to be convened if two members of the Board of Trustees or the Board of Directors call for them. The meetings are conducted by the chairperson of the Board of Trustees.
- (3) The members of the Board of Directors are entitled to participate in the meetings of the Board of Trustees, provided that the matter to be decided does not personally affect any concerned member of the Board of Directors.
- (4) The Board of Trustees can constitute a quorum if the meeting takes place in the proper form and at due date and if at least half of the members attend the meeting. Provided that all members consent to it, form and time of the invitation can be abandoned.
- (5) The members of the Board of Trustees are entitled to act by proxy of another member of the Board of Trustees during meetings. Represented members are counted as present but at least three members have to attend the meeting personally. If the proxy wants to participate in decisions, he or she has to show a written authority.
- (6) The Board of Trustees considers a decision to be accepted if the majority of the present resp. represented members agree to accept it. Exceptions are decisions under the terms of § 13 of this statute.
- (7) The results of the meetings and the decisions being made have to be put down in written form. The minutes have to be signed by the chairperson of the Board and then forwarded to all members of the entities of the foundation. It is important that the exact wording of the decisions is put down.
- (8) If the chairperson of the Board of Trustees is unable to attend a meeting, he or she is represented by the eldest of the remaining members.
- (9) The Board of Trustees works in an honorary capacity. The Board is allowed to make up any expenses of its members.
- (10) The requirements of a male chairperson apply to a female chairperson accordingly. [Translator's note: Please note that this reacts to the German spelling of "Vorsitzende/r", not to the content of the statute!]

§ 10  
Board of Directors

- (1) The Board of Directors consists of up to three individual persons or one corporate body. The members of the Board of Directors are appointed by the Board of Trustees. If the Board of Directors consists of more than one member, one of the members can be appointed chairperson.
- (2) The period in office for the Board of Directors amounts to five years. Re-appointment is allowed. If a member of the Board of Directors resigns during his or her period in office, the alternative member is appointed only for the rest of the period in office of the remaining members (if applicable). At the end of their period in office the members of the Board of Directors remain in office until their successors have been appointed.
- (3) The members of the Board of Directors represent the foundation judicially and extra-judicially. If the Board of Directors consists of more than one member, two members of the Board of Directors are authorized to represent the Board conjointly by way of a legal transaction.
- (4) The Board of Directors conducts the business of the foundation. It draws up the bills for the decisions of the Board of Trustees and provides for their implementation. Moreover, it provides for the duly administration of the foundation's capital and the fulfillment of the foundation's objective.
- (5) The Board of Directors has to present a progress report and an annual statement of accounts to the Board of Trustees at least once a year. After having presented the implied documents, the Board of Directors is entitled to be exonerated by the Board of Trustees, provided that the Board of Trustees does not have a reason to refuse.
- (6) The members of the Board of Directors may work full-time, part-time or in an honorary capacity, depending on the economic circumstances and the volume of work in the foundation. The employment contract and (if applicable) the exact salary are decided upon by the Board of Trustees. Granted payments have to be proportionate to the amount and type of work and to the non-profit objective of the foundation.

§ 11  
Advisory Bodies

- (1) If the Board of Trustees decides so and if the tasks and the amount and type of work make it seem necessary, the foundation may set up advisory bodies, e.g. a curatorship or an advisory body for research matters. The decision includes the arrangement of the tasks and the structure of the implied boards.
- (2) The decision-making power of the foundation must not be transferred to these bodies.

## § 12

### Revision of the Statute and Liquidation of the Foundation

- (1) Decisions on a revision of this statute can only be made if two thirds of the members of the Board of Trustees approve. These decisions must not affect or suspend the tax concession of the foundation.
- (2) In the event that through a revision of the statute it is not possible to continue the foundation, or provided that due to major changes of the circumstances it seems pointless or impossible to fulfill the objective of the foundation, the foundation is to be liquidated. This decision requires the agreement of two thirds of the members of the Board of Trustees.
- (3) In the event that the foundation is liquidated or dissolved, or if the tax-deductible purposes no longer apply, the foundation's assets shall fall to the Freudenberg Foundation, Freudenberg Str. 2, D-69469 Weinheim, Germany, which must use them solely and directly for charitable purposes within the meaning of § 2.

## § 13

### Governmental Supervision

- (1) The foundation is subject to legal supervision of the government, provided that the legal requirements include this supervision as a compulsory aspect.
- (2) The foundation has to present the statements required by law, obtain approvals and furnish particulars.
- (3) The foundation acquires the status of being legally responsible through the approval of the Regierungspräsidium in Karlsruhe. This statute comes into effect with the approval of the Regierungspräsidium.

Berlin, March 12<sup>th</sup>, 2002

sgd,

Karl Konrad Graf von der Groeben

Forschungsgruppe Modellprojekte e.V.