

- Translation of these statutes is just for informational use and not legally effective -

§ 1

Name, Head Office, Financial Year

The association bears the name

HELPALLIANCE e.V.

Its Headquarters are in Frankfurt/Main. It was founded on Sept. 17, 1999 and has been registered in the register of associations since Dec. 8, 1999 at the Lower Regional Court (Amtsgericht) of Frankfurt.

The financial year corresponds to the calendar year.

§ 2

Aim

The association does not serve any economic purposes but pursues nothing but direct charitable/humanitarian aims in terms of § 53 General Tax Code.

The aims of the association are to be achieved in the following way:

1. By supporting people or groups of people who depend on others because of their physical, intellectual or mental state.
2. By collecting donations (charitable events, bazars, information stands etc.) and forwarding to tax-advantaged corporations in terms of the General Tax Code, who may only use these for charitable use.
3. By fundraising campaigns in case of current emergencies and disasters and the forwarding of the donations and donations in kind to local institutions and organisations.

The association may be supported by additional helpers in terms of § 57, paragraph 1, sentence 2, General Tax Code.

Beneficiary organisations and projects are laid down in the rules of procedure.

§ 3

Non-profit making character

The association exclusively and directly pursues charitable aims according to the rules of the General Tax Code.

The association acts selflessly. It does not primarily pursue profitable aims.

The funds of the association may exclusively be used for purposes corresponding to the statutes. The members of the association do not receive any financial contributions from the funds of the association.

Nobody may be favored by expenditure that does not correspond to the aims of the association or be favored by excessively high payment.

§ 4

Membership

The association has as members a) full members and b) supporting members.

To a) every natural person may become a full member (minimum age 18 years) who follows the aims of the association and conducts himself accordingly.

All full members of the association are entitled to vote. The number of full members at the general meeting is limited to 19. Vacancies are completed after application in written form at the general meeting.

To b): any natural person (minimum age 18 years) and any juridical person may become a supporting member, who behaves according to the aims and conducts himself adequately. Supporting members have no right to vote.

The adoption of full and supporting members is regulated as follows:

The application for admission to the association is to be submitted in written form to the board indicating full name, status, age and address.

The participants of the general meeting will decide on the membership after submitting of the application to become a full member. These are not obliged to publish any reasons for rejection. Admission of supporting members is decided on by the board.

The full members have to support the efforts and interests of the association to the best of their abilities. Performance of the duties of a full membership may not be assigned to another person. The full membership will be lost by a) death, b) voluntary resignation or c) expulsion.

Voluntary resignation is possible at any time and has to be reported on a written basis.

A full member may be expelled from the association by a decision by the general meeting in case of an important reason. Reasons for expulsion are especially

- a) serious offences against the statutes and interests of the association as well as against resolutions and orders of the executives of the association and
- b) dishonorable conduct within and outside the association.

Any passes/permits or other documentation belonging to the association as well as permits that have been received during the membership have to be returned to the board immediately.

Reimbursement of dues, fees, donations or donations in kind is not possible, regardless of any due or overdue claims of the association.

§ 5 Membership Subscription

The association uses voluntary dues for the execution of its tasks. There is no fixed membership fee for full members and supporting members per financial year. The amount of voluntary fee is determined by the individual. The membership fee will be debited once a year via direct debiting.

Full members encountering hard times without being responsible for that may be given time to pay the amount of the fees or may be partly or completely waived.

For specific performances the association levies fees which have been agreed upon by the board in advance.

§ 6 Executive Body

The executive bodies of the association are:

- a) The general meeting of the full members as the executive body and
- b) The board of the association

§ 7 Board

The board according to § 26 of the German civil code (BGB) is composed of the chairperson and two substitutes. The board may be completed by two more members not being authorized according to § 26 of the German civil code (BGB).

All full members of the association are eligible.

The board runs the association in an adequate way.

The board draws up the rules of procedure that have to be approved of by the members of the general meeting.

The association is judicially and extrajudicially represented by at least one member of the board.

The board is elected on recommendation by the participants of the general meeting in every second general meeting (period of office until this date).

Every full member may request a voting by ballot.

In case of withdrawal of individual members of the board during their tenure the board may independently complete the board by temporarily handing over the job to a full member.

The board reaches its decisions in meetings that are announced by the first chairperson. The invitations to the meetings may be issued orally, by phone or in written form to all members of the board.

The general meetings are not public. Decisions and results of the meetings have to be dealt with confidentially, especially the current directions of the Data Protection Act have to be considered. The board may, however, admit the public for handling specific items on the agenda.

The board reaches its decisions by simple majority of votes of at least two members of the board who are present.

The decisions of the board have to be laid down in written form.

§ 8 Annual General Meeting

The full members are invited to the annual general meeting by the first chairperson, the meeting is headed by this person as well.

This **full general meeting** takes place once a year. The invitation to this annual general meeting indicating the agenda has to be made in written form four weeks before the meeting at the latest. It has to be sent to the latest known address of the full member.

The general meeting decides on:

- a) Approval of the balance sheet presented and the annual calculation
- b) Approval of the new budget planned for the current financial year
- c) Discharge of the board
- d) New election of the board every two years
- e) Annual new election of the two banking auditors
- f) Motions of the board and the full members
- g) Amendment of the statutes
- h) Dissolution of the association

The annual general meeting is headed by the first chairperson or in case of inability to attend by another full member having to be elected by the board.

During the decision making process every full member can vote. Abstentions are considered as void.

For making decisions the simple majority of the full members present is necessary, subject to the following rules, unless law or the statutes stipulate a different majority of votes.

In case of a tie the election has to be repeated once. Should there be a tie again the vote of the first chairperson is decisive.

The annual general meeting has a quorum if at least half of the full members are present. If this is not the case the meeting is postponed by half an hour. Then the full members may pass resolutions. The statutes may only be amended with a $\frac{3}{4}$ majority of the full members present and entitled to vote. In case of any changes the lower regional court (Amtsgericht) and the tax office (Finanzamt) have to be informed immediately.

The **special general meeting** takes place if it is in the interest of the association or if an application in written form giving reasons and an agenda is available with at least $\frac{1}{5}$ of the full members present.

Special general meetings have the same authorizations as general meetings, they may also decide on matters of general meetings, subject to a different ruling in these statutes.

In a general meeting the rules mentioned above are to be applied as far as invitation, heading and decision making are concerned. In urgent cases the fixed period of time for invitation may be renounced.

The board is elected openly respectively in case of application by a member by secret ballot, as far as legal aspects or the statutes are not against that.

Applications of the members have to be submitted to the board in written form.

§ 9

Belated applications to the agenda

Every full member may propose in writing to the board that further topics are belatedly put onto the agenda until one week before the day of the general meeting at the latest. The items in question have to be of special importance. The head of the meeting has to complete the agenda accordingly at the beginning of the general meeting. Applications for completion of the agenda submitted during the meeting are decided on by the members of the general meeting. A two-thirds majority of the valid votes is necessary for acceptance of the application.

§ 10

Curing of defects in the decision making process

When a void decision is not contradicted or is only affected by errors that are not of great importance this decision is considered valid after a period of 4 months since the day of the decision making.

The expression "error of great importance" is especially applied to:

- Summoning of the meeting by person not in charge
- Publishing of the agenda not in accordance with the rules
- Invitation not sent to all of the full members
- Chairing of the general meeting by illegitimate person
- Participatiion of biased members
- Violation of the statutes in force
- Violation of the good manners
- Violation of statutory prohibition

§ 11 Distribution of Funds

Applications for project financing by HELPALLIANCE e.V. may be submitted at any time.

Up to 5 % of this budget per year may be made available to any HelpAlliance member upon application, however, not more than 5,000 euros per calendar year. The project application has to consider all items that are stipulated in the explanatory leaflet for application for project support to HELPALLIANCE e.V. The application has to be submitted to and decided by the board of HELPALLIANCE e.V.

Funds not applied for are available for HelpAlliance projects and special projects for disaster relief as well as further project financing of other ('third parties') projects.

§ 12 Rights and duties of full members

All full members have to actively contribute to the association HelpAlliance.

All the organisations, projects and interest groups especially benefitted by the rules of procedure shall actively participate in fundraising and activities of the association of HELPALLIANCE e.V. as well.

Details hereto are determined in the rules of procedure.

§ 13 Certification of resolutions

The resolutions of the general meeting and the results of the vote have to be recorded. The respective head of the meeting has to sign the resolutions and meeting minutes.

§ 14 Dissolution regulations

The association may be dissolved by resolution thru the general meeting. For this $\frac{3}{4}$ of the votes of the full members are necessary. As long as the general meeting does not decide differently the first chairperson and one of the deputy chairpersons together are the authorized liquidators. This is correspondingly true for the case that the association is dissolved for another reason or loses its legal capacity. The tax office is authorized to check this. Resolutions about a different usage of the society's assets in the future are subject to consent by the tax office.

In case of dissolution of the association or cessation of tax-privileged purposes the society assets are transferred to Médecins sans Frontières - Ärzte ohne Grenzen Deutsche Sektion e.V. – Zentrale Bonn – Lievelingsweg 102 – 53119 Bonn – medical disaster relief in countries in which people have got into difficulties due to (civil) wars or natural disasters (bearer of the DZI Spendensiegel=donation seal). This association must use these funds directly and exclusively for non-profit-making purposes.

§ 15

Place of jurisdiction and applicable law

The place of jurisdiction is Frankfurt/Main. German law is applicable to matters of legal reference.

§ 16

Final remark

These statutes which were discussed in detail and on which a majority decision was reached by the full members during the extraordinary meeting on May 6, 2009 cancels any older versions of the statutes and comes into force on May 7, 2009 provided that the laws do not provide different regulations to this.

Frankfurt, May 6, 2009 Basis Lufthansa

Rita Diop – 1. Chairperson

These statutes comprise 6 pages DIN - A4 paper