



help2kids.org

## Articles of Association of help2kids



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## I. Name and Registered office

### *Art. 1 Name*

- <sup>(1)</sup> Under the name help2kids, an association is established as defined by Art. 60 ff. of the Swiss Civil Code. Its duration is unlimited.

### *Art. 2 Registered office*

- <sup>(2)</sup> Its registered office is in Zug, Canton of Zug, Switzerland.

## II. Aim and Independence

### *Art. 3 Main aim and business activities*

- <sup>(1)</sup> The aim of help2kids is to improve the living conditions of children in Africa, especially orphans, and to stimulate increased international awareness and solidarity, charity, tolerance, and international understanding about the plight of children in poor countries. This shall be achieved by building orphanages and supporting basic local projects and activities, with the aim to equip disadvantaged people with long-term skills and tools for selfhelp and self-reliance, to support social justice and to improve awareness amongst the Swiss population about the causes of poverty. help2kids adjusts its activities to social and ecological circumstances and strives to preserve local cultural values. help2kids may carry out some business activities in order to achieve funds for supporting the main aims of the Association.

### *Art. 4 Independence and Cooperation with other organisations*

- <sup>(2)</sup> The Association help2kids is a purely non-commercial Organisation. Any possible profit, resulting from any activities, has to be fully and exclusively



used to realize the aims of the Association, as well as for the development of the necessary infrastructure of the Association.

- (3) The Association help2kids is politically, denominationally and socially independent.
- (4) As a rule, the independence must be maintained at all times when realising the aims of the Association.
- (5) help2kids can collaborate with other humanitarian or non-profit organisations with similar objectives, as long as it serves to achieve the aim of the Association.

### III. Funds

#### *Art. 5 Income*

- (1) To pursue the aims of the Association, the income consists of:
  - a) Membership fees
  - a) Benefits from friends, benefactors and Sponsors
  - b) Endowments
  - c) Proceeds from events and fund raising
  - d) Rental of rooms of the orphanages or other real estates to volunteers, employees or tourists.

#### *Art. 6 Beneficiaries*

- (1) The beneficiaries shall be
  - a) Orphans and Orphanages
  - b) Other disadvantaged members of the society
  - c) Other community based organisations dealing with disadvantaged people.



#### *Art. 7 Liability*

- (1) The liabilities of the Association may be enforced against its assets only. Members are not personally liable.

#### *Art. 8 Signature*

- (1) Each Member of the board has single signatory authority.

### **IV. Membership**

#### *Art. 9 General Provisions*

- (1) The Association consists of Active Members and Passive Members. The members of the board are automatically Active Members from the moment of election. All other persons may apply for an Active or Passive Membership. The board decides about all these applications.

#### *Art. 10 Admission Procedure, Requirements and Rights of Members*

- (1) **Active Members**  
Natural persons and legal entities can apply in writing or orally for a Membership once they have accepted a patronage. Natural persons and legal entities of the level Gold are entitled to an Active Membership. The Board decides on the admission of Members. Active Members shall have a voting power.
- (2) **Passive Members**  
Natural persons and legal entities willing to support the objectives of help2kids are entitled to a Passive Membership. Passive Members have a right of co-determination, but no voting power. The Board decides on the admission of Members.



- <sup>(3)</sup> All Members must be at least 18 years of age at the time of joining and must be in a sound state of mind.

#### *Art. 11 Membership Fees*

- <sup>(1)</sup> The level of the annual Membership fee will be determined by the General Assembly.

#### *Art. 12 Cessation of Membership*

- <sup>(1)</sup> A member of help2kids shall cease to be a member if such a member:
- a) Resigns by giving three months notice in writing to the office bearers.
  - b) Becomes of unsound mind.
  - c) Breaches the code of conduct for employees of help2kids
  - d) Dies
  - e) Is proved to have bad reputation in public or in the opinion of the Board his conduct renders himself unfit to retain membership status.
  - f) In case of help2kids being wound up according to the laws governing non-profit organisations.
  - g) Provided always that any member who ceases to be a member shall remain liable for all annual fees falling within the years he / she was an active member.

#### *Art. 13 Suspension of members*

- <sup>(1)</sup> The Board shall have the power by the majority vote to suspend any member from membership for reasonable cause.
- <sup>(2)</sup> During this period of suspension all the member's rights and privileges will cease except that of Appeal to the Board of help2kids in Switzerland.
- <sup>(3)</sup> The Board of help2kids in Switzerland shall share the power by majority vote to remove any member from membership, including the executives.



#### *Art. 14 Termination of Membership*

- (1) Membership may end through voluntary termination per year end, expulsion or through death. For a legal entity the Membership may end through voluntary termination per year end, expulsion or dissolution of Status.
- (2) The Membership can be terminated at the end of each membership year respectively.

#### *Art. 15 Expulsion*

- (1) A Member can at any time be expelled without cause. The decision of the expulsion is made by the Board. The expelled Member has the right to appeal to the General Assembly.

## V. Organisation

#### *Art. 16 Organs*

- (1) The Association consists of the following bodies:
  - a) The General Assembly
  - b) The Board
  - c) The Auditors.

#### *Art. 17 Annual General Assembly*

- (1) The most important body is the General Assembly of all Members. A General Assembly will be convened by the Board on a yearly basis, generally within the first six month of the year.
- (2) The written invitation, including the draft agenda, has to be sent at least 14 (fourteen) days before the appointed date of any Annual General Assembly.



- (3) Each Annual General Assembly convened according to the rules and regulations of the articles of Association can pass valid resolutions, irrespective of the number of the present members. Each Member has one vote. Valid resolutions for items that are listed on the agenda can be adopted with a simple majority of the valid votes cast. In case of parity of votes, the Chairperson of the Board will cast an additional and deciding vote when passing a resolution, elections shall be assigned by drawing lots. Valid resolution of items that are not mentioned in the agenda can be adopted upon approval of two thirds of the valid votes cast.

#### *Art. 18 Extraordinary General Assembly*

- (1) An Extraordinary General Assembly can be convened upon decision of the Board or upon request of at least one fifth of the Members by indicating the nature of the business.
- (2) The written invitation, including the draft agenda, has to be sent at least 14 (fourteen) days before the appointed date of any Extraordinary General Assembly.
- (3) Each Member has one vote. Legal entities and family Memberships count as one Member and exercise their voting rights through an authorized representative. The casting of votes for Members who are not personally present is not allowed.
- (4) Each Extraordinary General Assembly convened according to the rules and regulations of the articles of Association can pass valid resolutions, irrespective of the number of the members present. Valid resolutions for items that are listed on the agenda can be adopted with a simple majority of the valid votes cast. In case of parity of votes, the Chairperson of the Board will cast an additional and deciding vote when passing a resolution, elections shall be assigned by drawing lots. Valid resolution of items that are not mentioned in the agenda can be adopted upon approval of two thirds of the valid votes cast.



### *Art. 19 Duties*

- (1) The General Assembly has the following non-transferable duties:
- a) Adoption and amendments of the articles of Association
  - b) Approval of the Annual Report of the Chairman, the Annual Financial Statement and the Report of the Auditors, as well as discharging the Board and the Auditors
  - c) Approval of the Annual Budget
  - d) Assessment of the annual Membership fees
  - e) Expulsion of existing Members and dealing with expulsion appeals
  - f) Passing resolutions of all items on the agenda
  - g) Passing resolutions of motions of Single Members
  - h) Passing resolutions of the voluntary dissolution of the Association and the liquidation of the assets.
  - i) Passing resolutions of matters which are by law or by the Articles of Association reserved to the General Assembly.

### *Art. 20 The Board*

- (1) The Board consists of at least of three natural persons who are elected for a period of five years. The Board is self-constituting, Re-election is possible.
- (2) The Board has got the following rights and obligations:
- a) Election and deselection of members of the Board
  - b) Determining and Assignment of functions of Board members
  - c) Representation of the Association externally
  - d) Regulations of the signatory powers
  - e) Administration of the Association and conducting the day-to-day business
  - f) Managing the funds of the Association
  - g) Preparation of the Annual Report, the Annual Financial Statement and the Budget

- h) Convocation, preparation and management of the Ordinary and Extraordinary General Assemblies
- i) Execution of the resolutions of the Association
- j) Admission of new Members and expulsion of existing Members
- k) In addition, the Board has all powers, which are not reserved to the General Assembly.

- (3) The Board assembles at the invitation of the Chairman, as often as business requires it (Ordinary General Assembly). A written invitation, including the draft agenda, has to be sent at least 10 (ten) days before the appointed date of any meeting of the Board. Meeting minutes have to be taken.
- (4) The Ordinary General Assembly can pass valid resolutions irrespective of the numbers of board members present. Valid resolutions for items that are listed on the agenda can be adopted with a simple majority of the valid votes cast. In case of parity of votes, the Chairperson of the Board will cast an additional and deciding vote when passing a resolution, elections shall be assigned by drawing lots. Valid resolution of items that are not mentioned in the agenda can be adopted upon approval of two thirds of the valid votes cast. The casting of votes for Members who are not personally present is not allowed.
- (5) The President and Vice-President of the board are responsible for the operational day-to-day management of the association and form an Executive Committee. The other board members decide about the compensation of the members of the Executive Committee. All other board members work in a “volunteer” capacity.
- (6) In general, the Board has all powers, which are not reserved to another body of the Association, in particular the manning of the project unit.

### *Art. 21 The Auditors*

- (1) The Auditors are elected by the Board for a period of three years.



- (2) They perform an annual audit of the management of the finances, the Financial Statement and the Balance Sheet and submit a written statement. They report to the General Assembly.
- (3) The financial year coincides with the calendar year.
- (4) The Auditors cannot be Members of the Board.

## VI. Help2kids in Tanzania

### *Art. 22 Address*

- (1) For purposes of its operations in Tanzania, the address of help2kids in Tanzania will be:

help2kids  
Luinga Street  
Plot No. 2073  
Mbezi Beach, Kinondoni  
P. O. Box 75728  
Dar es Salaam, Tanzania

### *Art. 23 Leadership (Office bearers)*

- (1) The Leadership of help2kids in Tanzania shall be vested in the hands of a Chairman, a Treasurer and a Secretary.
- (2) The chairman shall be elected every two years. He/she is eligible for re-election for three terms of office. The Chairman shall be the leader of help2kids in Tanzania and shall in that capacity
  - a) Preside over meetings
  - b) Represent and act on behalf of help2kids in Tanzania



- c) Undertake the day-to-day management of help2kids in Tanzania
  - d) He/She shall keep full and up-to-date records of help2kids in Tanzania affairs
  - e) Carry out publicity on-behalf of help2kids in Tanzania
  - f) Carry out the instructions and report directly to the Board of help2kids in Switzerland.
- (3) The Board will appoint the Treasurer who will be the chief accountant for help2kids in Tanzania. He/she shall serve for two year and he/she is eligible for re-election for three terms of office.
- a) The Treasurer will be the Chief Accountant of help2kids in Tanzania
  - b) Shall keep all financial records of help2kids in Tanzania
  - c) Shall not have sole signing authority in any financial matters, but
  - d) Shall operate the bank account subject to the approval of the Chairperson.
- (4) The Board of help2kids in Switzerland will appoint the Executive Secretary to help2kids in Tanzania. He/She shall be responsible to the Chairman and the Executive Committee in the course of executing his/her duties. He/she shall serve for three years and he/she is eligible for re-election for three terms of office.

The Executive Secretary shall be vested with among other duties the following:

- a) He/She shall keep full and up-to-date records of help2kids in Tanzania affairs.
- b) Shall record and keep minutes of meetings.
- c) Shall carry out correspondence on behalf of help2kids in Tanzania.
- d) Shall convene meetings of help2kids in Tanzania as shall be directed by the Chairman.
- e) Shall do all such other duties as shall be directed by the Chairman.

#### *Art. 24 Financial Matters*

- (1) help2kids in Tanzania expects to raise funds from the following sources.



- a) Donations from internal and external donors (Benefits from friends, benefactors and sponsors)
- b) Endowments
- c) Proceeds from events and fund raising.

(2) The financial year of help2kids in Tanzania shall be the calendar year.

#### *Art. 25 Dissolution of help2kids in Tanzania*

- (1) help2kids in Tanzania may be dissolved voluntarily by a resolution of qualified majority of two thirds passed in an Annual General Meeting or Extra Ordinary Meeting upon which arrangements for the care and or welfare of the beneficiaries shall be made and effected with the permission of the Board of help2kids in Switzerland.
- (2) The Board of help2kids in Switzerland has the power to dissolve help2kids in Tanzania at any time. All debts and properties held by help2kids in Tanzania shall be paid and disposed of respectively in accordance with law and rules governing the dissolution of charitable Non-Governmental Organisations in Tanzania.
- (3) In case of dissolution of association any remaining assets will be transferred to a legitimate organisation that pursues the same or similar aims.



## VII. Final remarks

### *Art. 26 Amendments of the Articles of Association*

- <sup>(1)</sup> The present articles of Association can be amended by the General Assembly if a qualified majority of two thirds of all present Members are in agreement.

### *Art. 27 Voluntary dissolution of the Association*

- <sup>(1)</sup> The voluntary dissolution of the Association is possible upon decision by a qualified majority of two thirds of the present Members at the Annual Assembly. In case of dissolution of the Association any remaining assets will be transferred to a legitimate Organisation that pursues the same or a similar aims.

### *Art. 28 Effectiveness*

- <sup>(1)</sup> These Articles of Association were approved by the General Assembly on May 14, 2013 and came into effect on this date. They replace the former Articles of Association dated 26 May 2010.

The President of **help2kids**  
Frank Hakenjos

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