

# **Transform e.V. - The Interdisciplinary Centre for Conflict Analysis, Political Development and World Society Research**

## **Bylaws of the Association**

### **§ 1**

#### **Name and Registered Office of the Association**

1. The Association shall be entered into the Register of Associations and shall be called TRANSFORM: The Interdisciplinary Centre for Conflict Resolution, Political Development and World Society Research.
2. The registered office of the Association shall be Berlin, Germany
3. The business year shall be the calendar year.

### **§ 2**

#### **Purpose of the Association**

The Association shall solely and directly pursue non-commercial purposes in the spirit of the section "Tax-Privileged Purposes" of the Tax Code 1977 (§§ 51ff. AO) as amended.

1. The Association shall serve to promote science and research in the areas of political, economic and social development, intercultural tolerance, integration and mutual understanding and to promote social commitment and international understanding.
2. In particular, it shall promote science and research within the framework of conflict analysis and transformation at the local, national and global level.
3. To achieve these objectives, the Association will, on its own responsibility, carry out scientific studies and research programs and projects and develop problem-solving models. In addition, meetings, conferences, seminars, lectures, training sessions and workshops will be organised and conducted, as well as evaluations of projects dealing with handling conflicts/conflict resolution.
4. The results of the research studies, projects and events will be made available to the public promptly in the form of publications.

### **§ 3**

#### **Non-Profit Status/Altruism**

1. The work of the Association is altruistic; it shall pursue primarily non-profit purposes.
2. The Association's resources may only be used for the purposes stipulated in the Bylaws.
3. The members of the Association may not receive any benefit from the resources of the corporate body in their capacity as members.
4. The members may not receive shares of the Association's assets upon their withdrawal or in the event of dissolution or termination of the Association.
5. The Association may not favour any person through expenditures which are alien to the purpose of the Association or through disproportionately high compensation.

## **§ 4**

### **Membership**

1. The Association shall be composed of regular and sponsoring members.
2. Regular members: only natural persons may become regular members. The Executive Committee shall decide on membership on the basis of a written application; it is not obliged to justify its decision. Regular members shall be entitled to vote in the General Meeting.
3. Sponsoring members: natural persons, legal entities or associations which are willing to support the purpose of the Association non-materially and financially through help and advice may become sponsoring members. The Executive Committee shall decide on the basis of a written application. Sponsoring members shall not be entitled to vote in the General Meeting.

## **§5**

### **Termination of Membership**

1. Membership shall terminate through withdrawal, exclusion or death or through the loss of legal capacity in the case of persons without legal capacity through dissolution. Withdrawal shall be possible at any time. Notice of withdrawal shall be submitted to the Executive Committee in writing. The period of notice shall be three months. The notice of withdrawal shall take effect at the end of the calendar year.
2. Members may be excluded from the Association if they act contrary to the endeavours of the Association or, despite request for payment, are three months in arrears with payment of the annual membership dues. The Executive Committee shall rule on the exclusion after previous hearing of the member. The member shall be notified in writing by registered letter of a ruling for exclusion. The member shall be entitled to appeal the ruling of the Executive Committee at the next General Meeting. The appeal must be received by the Executive Committee within one month after notification of the ruling. The membership and function of the member concerned shall be suspended until the decision by the General Meeting.

## **§ 6**

### **Dues and Financing**

1. The Association shall finance its projects primarily through:
  - membership dues
  - contributions
  - grants for projects of the Association
  - donations from private supporters and sponsors.

No income is anticipated from the Association's activities.

2. The amount of the dues for regular and sponsoring members shall be determined by the General Meeting and shall become effective in the business year following the General Meeting. Dues shall be paid annually in advance or debited in advance by the administrative office.

## **§ 7**

### **Organs of the Association**

The organs of the Association are:

1. the Executive Committee
2. the General Meeting

## **§ 8**

### **Executive Committee**

1. The Executive Committee shall be composed of the first chairperson and the second chairperson in the spirit of § 26 BGB (German civil code). They shall represent the Association jointly.
2. The members of the Executive Committee must be regular members of the Association. The Association shall be represented in and out of court by the two chairpersons. The Executive Committee shall be responsible for all business of the Association, unless it is assigned to another organ of the Association in the Bylaws. It shall be bound to the decisions of the General Meeting and shall be accountable to it.
3. The Executive Committee shall be elected by the General Meeting for a term of two years. If a new Executive Committee has not been elected at the end of the term of office, the outgoing Executive Committee shall remain in office in an acting capacity until the new election. Men and women must be appropriately represented on the Executive Committee.
4. The Executive Committee shall have the following duties in particular:
  - Calling and preparation for the General Meeting and drawing up the agenda
  - Implementation of the decisions of the General Meeting
  - Compilation of an activity and budget report and preparation of an activity plan and budget for each business year
  - Conduct of the Association's current business
  - Management of the Association through decisions, particularly on the Association's goals and working programmes
  - Appointment and dismissal of the managing director, acceptance of the annual report and approval of the managing director's acts
  - Voting on admission and exclusion of regular and sponsoring members.
5. The Executive Committee may of its own accord undertake amendments to the Bylaws which are required by regulatory, court or tax authorities as a matter of form.
6. The Executive Committee shall decide on cooperation with other organisations and entry into umbrella organisations.
7. The Executive Committee may appoint advisory councils to advise it. It shall determine the amount of reimbursement for expenses that must be documented and the expense allowance for advisory council members.
8. The members of the Executive Committee shall not receive any remuneration for their work, but they shall be reimbursed for necessary expenditures.
9. The Executive Committee shall generally meet once a month. The Executive Committee shall constitute a quorum if all Executive Committee members are present. Decisions of the Executive Committee shall be recorded in writing and signed by the person chairing the meeting. An Executive Committee resolution may be passed without calling an Executive Committee meeting if all Executive Committee members give their written consent.
10. The managing director shall participate in all Executive Committee meetings in an advisory capacity without voting rights.
11. Purchases amounting to more than 5000 euros require the approval of the General Meeting.

## **§ 9**

### **General Meeting**

1. The General Meeting shall be called by the Executive Committee in writing, with notification of the date and time, meeting place and preliminary agenda. Notice must be given at least 2 weeks prior to the General Meeting; the period of notice shall begin on the day after the convening notice is sent.
2. Proposed amendments to the Bylaws shall be sent to the members with the invitation to the meeting. The Executive Committee must call extraordinary General Meetings in writing, indicating the purpose and the reasons, if at least one-third of the members so request or if it is necessary in the interests of the Association.
3. The General Meeting shall be called as required, but at least once per year.
4. The General Meeting shall be chaired by the chairperson or his/her deputy.
5. The General Meeting shall be responsible for the following matters:
  - Acceptance of the audit report of the auditors, the activity and budget report of the Executive Committee and the activity plan and budget prepared by the Executive Committee and approval of the Executive Committee's acts
  - Voting on amendments to the Bylaws and dissolution of the Association
  - Determination of the amount of the annual membership dues
  - Election of the Executive Committee and the auditors
  - Voting on appeals of exclusion rulings by the Executive Committee
  - Voting on motions submitted
  - Voting on the establishment of societies and branch offices.
6. Only regular members shall be entitled to vote in the General Meeting.

## **§ 10**

### **Voting in the General Meeting**

1. One of the two Executive Committee members shall chair the General Meeting. If neither of the two Executive Committee members is present, the General Meeting shall elect a chairperson.
2. Every General Meeting which is called in conformity with the Bylaws shall constitute a quorum regardless of the number of regular members of the Association who appear. Natural persons may not appoint a proxy for the General Meeting. Legal entities shall be represented by proxies at the General Meeting. They must furnish written proof of their right to represent before the General Meeting.
3. As a rule, the General Meeting shall pass resolutions by a simple majority of the votes cast. In the event of a tie vote, the motion shall be deemed defeated. A majority of two-thirds of the valid votes cast shall be required for amendments to the Bylaws.
4. The following rules shall apply to elections:

The candidate who receives more than half of the valid votes cast shall be elected. If no candidate attains this majority in the first ballot, a runoff vote shall be held between the two candidates with the highest number of votes. The candidate receiving the most votes shall be elected. If only one candidate runs in the first ballot and does not receive the necessary majority, the list of candidates must be reopened in the second ballot. The candidate receiving the most votes shall be elected. An election officer shall be elected by the General Meeting to chair the meeting during the balloting and the preceding discussion.
5. The method of voting – with the exception of elections – shall be determined by the chairperson. Voting must be conducted by written ballot if one-third of the members present so request.
6. Minutes of each General Meeting shall be taken and signed by the chairperson and secretary of the meeting. The minutes must include the following statements in particular; place and time of the meeting, identity of the chairperson, names of the regular members present, the agenda, the results of voting and method of voting. In

- the event of amendments to the Bylaws, the exact wording must be quoted.
7. The minutes shall be sent to all regular members within four weeks.

## **§ 11**

### **Special Representatives under § 30 BGB**

1. The Executive Committee may appoint a managing director to conduct the business of the Association; this person shall be a special representative under § 30 BGB. If this is the case the Executive Committee must submit rules of order which define the duties of the managing director in concrete terms without delay.
2. The Executive Committee shall have the authority to supervise and issue instructions to the managing director.
3. The managing director shall submit an annual report each year which records the contentual and financial results. This report must be submitted four weeks before the Annual General Meeting. The managing director's acts of management shall be approved by the Executive Committee.
4. The managing director must convene the staff council once a month with the assistance of one Executive Committee member and the research director. The staff council shall be composed of representatives from the various departments of the Association.
5. The function of the managing director shall be the establishment and maintenance of contacts with national and international organisations, other public-sector institutions and public figures and collaboration with other cooperative organisations.

## **§ 12**

### **Advisory Council**

1. An Advisory Council shall be part of the Association and shall be consulted by the Executive Committee for assistance with specialised questions.
2. The members of the Advisory Council shall be appointed by the Executive Committee.

## **§ 13**

### **Annual Report**

The Executive Committee must prepare an annual report for the preceding year by 31 October of each year rendering an account of the Association's income and expenditures and assets and liabilities and submit it to the General Meeting.

## **§ 14**

### **Auditing of Accounts**

1. At least two auditors shall be appointed at the General Meeting for a term of two years to audit the financial management and annual accounts of the Executive Committee. They may not be members of either the Executive Committee or a committee appointed by the Executive Committee, nor may they be employees of the Association. The auditors shall prepare an audit report in every year during which an election meeting is held and submit it to the General Meeting.
2. Supplementary to the above-mentioned internal audit, the annual report shall be audited by an external auditor.

## **§ 15**

### **Dissolution of the Association**

1. Dissolution of the Association may only be voted on during a General Meeting in which the dissolution of the Association has been announced in the agenda. A resolution on dissolution of the Association may only be passed by a three-quarters majority of the regular members present.
2. In the event of dissolution of the Association or cessation of the tax-privileged purposes, the Association's assets shall go to a legal entity under public law or another tax-privileged corporate body after settlement of equitable claims. The assets shall be used for science and research only. The dissolution meeting shall determine which organisations or associations shall receive the Association's assets.

## **§ 16**

### **Place of Jurisdiction and Place of Performance**

The place of jurisdiction and place of performance shall be the registered office of the Association.

Berlin, Germany 09.September 2007