

## **Statutes**

of the association "Mama Africa NGO".

### **§1. name, seat and field of activity**

- (1) The association bears the name "Mama Africa NGO".
- (2) It has its headquarters in Vienna and extends its activities worldwide, with a focus on Africa.

### **§ 2. purpose**

The association, whose activity is not aimed at profit, aims at the sustainable improvement of living realities in Africa in order to reduce the reasons for migration. The main focus is on education and the creation of jobs in the home countries of migrants.

Its assets are used only in the sense of the association's purpose.

### **§3. means to achieve the purpose of the association**

- (1) The purpose of the Association shall be achieved by the non-material and material means listed in paragraphs 2 and 3.
- (2) Non-material means include: free events, information media such as newsletters, networking, operating a website.
- (3) The necessary funds shall be raised by: Joining fees and membership dues, sponsorships and donations. Furthermore, paid events and special online courses are planned. Revenues shall be used exclusively to cover event costs.

### **§4. types of membership**

- (1) The members of the Association are divided into ordinary, extraordinary and honorary members.
- (2) Full members are those who fully participate in the work of the association, students and teachers of the free online homeschool and or language course, as well as volunteers. Full members are exempt from paying dues. Extraordinary members are those who support the activities of the association mainly by paying a membership fee. Honorary members are persons who are nominated by the Board of Directors for special services to the Association and appointed by the General Assembly with a simple majority.

### **§5. acquisition of membership**

- (1) All physical persons as well as legal entities may become members of the Association.
- (2) The Executive Board shall make the final decision on the admission of ordinary and extraordinary members. Admission can be refused without giving reasons.
- (3) The appointment as an honorary member shall be made by the General Assembly at the request of the Executive Board.
- (4) Prior to the formation of the Association, the (provisional) admission of members shall be made by the founder(s). This membership becomes effective only with the emergence of the association.

### **§6. termination of membership**

- (1) Membership shall be terminated by death (in the case of legal entities by loss of legal personality), by deletion and by exclusion.
- (2) The resignation can take place at any time. It must be communicated to the board at least 1 month in advance.
- (3) The Board of Directors may cancel the membership of an extraordinary member if the member is more than 2 months in arrears with the payment of membership fees despite 3 reminders. The obligation to pay the membership fees that have fallen due remains unaffected by this.
- (4) The exclusion of an ordinary member from the Association may be ordered by the Executive Board for gross violation of membership obligations and for dishonorable conduct. (An appeal against the exclusion is permissible to the General Assembly, until whose decision the membership rights are suspended).

- (5) The deprivation of honorary membership may be decided by the General Assembly upon motion of the Executive Board for the reasons stated in paragraph 4.

### **§7. rights and duties of members**

- (1) Members are entitled to participate in all events of the Association and to use the facilities of the Association. The right to vote in the General Assembly as well as the active and passive right to vote are only available to ordinary and honorary members.
- (2) Members are obliged to promote the interests of the Association to the best of their ability and to refrain from doing anything that could damage the reputation and purpose of the Association. They have to observe the statutes of the association and the decisions of the organs of the association. The extraordinary members are obliged to pay the membership fee and the membership dues on time in the amount decided annually by the General Assembly. The membership fees are collected for 12 months in advance.

### **§8. organs of the association**

The organs of the Association are the General Assembly (§§ 9 and 10), the Board (§§ 11 to 13), the Auditors (§ 14), and the Court of Arbitration (§15).

In the event of being prevented from attending, a deputy may be appointed once for one meeting. The appointment of a deputy must be communicated to the board by mail and by registered letter at least 2 weeks before the beginning of the meeting. The letter must state the full name, address, date of birth of the deputy with his authority. At the meeting he has to prove his identity by an official photo ID. Except he is personally known to the board. The Board of Directors may refuse a proxy in writing without giving reasons.

### **§9. the general assembly**

- (1) The ordinary General Assembly shall be held annually within three months of the beginning of the calendar year.
- (2) An extraordinary General Assembly shall be held within 8 weeks upon resolution of the Board of Directors or the ordinary General Assembly, upon written substantiated request of at least one tenth of the members of the governing body to convene a General Assembly, or upon request of the auditors.
- (3) All ordinary members are to be invited in writing (also by e-mail is permissible) to both the ordinary and the extraordinary General Assemblies at least 4 weeks before the date. The convocation of the General Assembly has to be made by stating the agenda. The convocation shall be made by the Board of Directors. Participation in the General Assembly can also take place live electronically (Zoom, team meeting, etc.).
- (4) Motions for the General Assembly must be submitted in writing to the Board of Directors at least 14 days before the date of the General Assembly.
- (5) Valid resolutions - with the exception of those concerning a motion to convene an Extraordinary General Meeting - may only be passed on the agenda.
- (6) All members are entitled to participate in the General Assembly. Only the ordinary and honorary members are entitled to vote. Each member has one vote (legal entities are represented by a proxy. The transfer of the right to vote to another member by means of a written proxy is permissible).
- (7) The General Assembly shall constitute a quorum if half of all members with voting rights (or their representatives) are present (para. 6). If the General Assembly does not have a quorum at the appointed hour, the General Assembly shall be held 60 minutes later with the same agenda, which shall have a quorum regardless of the number of those present.
- (8) Elections and resolutions in the General Assembly shall generally be passed by a simple majority of votes. However, resolutions to amend the statutes of the Association or to dissolve the Association shall require a qualified majority of two thirds of the valid votes cast.
- (9) The General Assembly shall be chaired by the Chairman or, in his absence, by his deputy. If the latter is also prevented, the oldest member of the Board present shall chair the meeting.

### **§10. scope of duties of the general assembly**

The following tasks are reserved for the General Assembly:

1. receiving and approving the statement of accounts and the financial statement;
2. adoption of resolutions on the budget;

3. appointment and dismissal of the members of the Board of Directors and the auditors;
4. fixing the amount of the joining fee and the membership fees for associate members;
5. awarding and revoking honorary membership;
6. decision on appeal against exclusions from membership;
7. passing of resolutions on amendments to the Articles of Association and the voluntary dissolution of the Association;
8. deliberation and resolution on other matters on the agenda.

### **§11. the board of directors**

- (1) The executive committee consists of 3 members, namely the chairman, the secretary, the treasurer and the chairman.
- (2) The Board of Directors, which is elected by the General Assembly, has the right to co-opt another eligible member in its place in the event of the resignation of an elected member, for which subsequent approval must be obtained at the next General Assembly.
- (3) The term of office of the Board of Directors is 4 years. In any case, it lasts until the election of a new board. Retired board members are eligible for re-election.
- (4) The Executive Board shall be convened by the Chairman, or in his absence by the Secretary, in writing or orally.
- (5) The Executive Board shall constitute a quorum if all its members have been invited and at least half of them are present.
- (6) The Executive Board shall adopt its resolutions by a simple majority of votes; in the event of a tie, the Chairman shall have the casting vote.
- (7) The chair shall be taken by the chairman or, if he is unable to do so, by the secretary. If the latter is also prevented, the chair shall be taken by the oldest member of the Executive Board present.
- (8) Apart from death and expiry of the term of office (para. 3), the function of a member of the Executive Board shall expire through dismissal (para. 9) and resignation (para. 10).
- (9) The General Assembly may at any time dismiss the entire Executive Board or individual members thereof by a qualified majority.
- (10) The members of the Board of Directors may declare their resignation in writing at any time. The declaration of resignation shall be addressed to the Executive Board or, in the event of the resignation of the entire Executive Board, to the General Assembly. The resignation shall only become effective upon election or co-optation (para. 2) of a successor.

### **§12. scope of duties of the board of directors**

The Board of Directors is responsible for the management of the Association. It is responsible for all tasks that are not assigned to another body of the Association by the Articles of Association. The following matters in particular fall within its scope of action:

1. to prepare the annual budget and to draw up the statement of accounts and the financial statements;
2. preparation of the General Assembly;
3. convening the ordinary and extraordinary general meetings;
4. management of the association's assets;
5. admission, exclusion and deletion of members of the Association;
6. admission and termination of employees of the Association.

### **§13 Special Obligations of Individual Members of the Management Board**

- (1) The Chairman is the highest official of the Association. He is responsible for representing the Association, especially externally, towards authorities and third parties. He chairs the General Assembly and the Board. In case of imminent danger, he shall be entitled to independently issue orders on his own responsibility, even in matters that fall within the scope of the General Assembly or the Board; these shall, however, require the subsequent approval of the competent body of the Association.
- (2) The Secretary shall support the Chairman in the conduct of the business of the Association. He is responsible for keeping the minutes of the General Assembly and the Board.
- (3) The Treasurer is responsible for the proper financial management of the Association.
- (4) Written documents and announcements of the Association, in particular documents binding the Association, shall be signed by the Chairman and the Secretary, but if they concern financial matters, they shall be signed jointly by the Chairman and the Treasurer.

#### **§14. the auditors**

- (1) The Auditors shall be elected by the General Assembly upon proposal of the Board for a period of 4 years. Re-election is possible.
- (2) The auditors are responsible for the ongoing business control and the review of the financial statements. They shall report to the General Assembly on the results of the review.
- (3) In all other respects, the provisions of §11 (3), (8), (9) and (10) shall apply mutatis mutandis to the auditors.

#### **§15 The Arbitration Court**

- (1) In all disputes arising from the association relationship, the court of arbitration decides
- (2) The Court of Arbitration shall be composed of five ordinary members of the Association. It shall be formed in such a way that each party to the dispute nominates two members as arbitrators to the Executive Board within 14 days. These shall elect a chairman of the arbitration tribunal by majority vote. In the event of a tie, the nominees shall be decided by lot.
- (3) The arbitral tribunal shall make its decisions in the presence of all its members by a simple majority of votes. It shall decide to the best of its knowledge and belief. Its decision shall be final.

#### **§16 Dissolution of the Association**

- (1) The voluntary dissolution of the Association can only be decided in an extraordinary General Assembly convened for this purpose, and only with a two-thirds majority of the valid votes cast.
- (2) This General Assembly shall also decide on the liquidation of the Association, provided that the assets of the Association are available. In particular, it shall appoint a liquidator and decide to whom the liquidator shall transfer the assets of the Association remaining after the liabilities have been covered. These assets shall, insofar as this is possible and permitted, go to an organization that pursues the same or similar purposes as this Association.