

## **Statutes of the association:**

**“BRAVEAURORA – Association for the support of vulnerable children and community development in Africa”**

### *BRAVEAURORA*

#### **Article 1: Name and Location of Principal Office**

- (1) The association bears the name: BRAVEAURORA – >Association for the support of vulnerable children and community development in Africa. The short name of the association is: „BRAVEAURORA“
- (2) The headquarters of the association are in Linz, Austria.
- (3) The association does also have a registered office in Switzerland (Zurich).
- (4) The association is also registered as an NGO with the Ghanaian Department of Social Welfare.

#### **Article 2: Field of activity and Purpose**

The activities of the association are not for profit. The association exclusively pursues the following non-profit and charitable aims:

- (1) The support of "vulnerable children" in Africa, as well as corresponding effective project activities for the long term re-integration of affected children into their social environment (development cooperation).
- (2) The initiation, support and implementation of rural community development projects in order to enable people to help themselves.
- (3) Using thorough support measures, the association intends to:
  - 3.1. Open new future prospects for vulnerable African children, which should also contribute to their continuing development and their social integration at a local level. Through this, the association hopes to not only influence individual destinies in a positive and lasting way and to make a contribution to the socio-structural development of Africa, but also to stabilise or reduce the number of orphaned children.
  - 3.2. Support the population in rural areas using a variety of measures in the areas of knowledge transfer and awareness building, so they can generate new sources of income in the long term and gain independence. The thorough inclusion of the community, and also especially of the women in that community, is of great importance. The responsibility should partly be borne by the community and taken over completely by the community in the long term („empowerment“, „capacity building“).
- (4) The purpose of the association's statutes can be realised in particular through: vocational support measures of both theoretical as well as practical nature, agriculturally-oriented support measures, educational measures (school education in particular), pedagogic leisure activities, development cooperation and any other supportive and incentive measures that may be beneficial to the purpose of the association's statutes. In this context, cooperation and support of local African projects, run by other charitable institutions that cooperate with the association, are also possible.
- (5) The advancement, extension and improvement of bilateral relations between Austria and African states (in particular the Republic of Ghana) through cooperation of the association with other not for profit organisations (such as NGOs and other associations or institutions - irrelevant of their state of domicile) that the association is working with.

- (6) The advancement of cooperation between Austrian and African institutions as well as the planning and execution of comprehensive development projects related to support for vulnerable children in Africa.
- (7) The so-called 'Friends of Braveaurora' support the association personally as volunteers and ambassadors for the association.

### **Article 3: Principles of the association**

- (1) The association has committed itself to the following principles:
  - (a) To conduct its activities with the utmost transparency (particularly in terms of cost transparency). This should, on the one hand, expose the activities of the association to public scrutiny and also allow the donors and sponsors to track the direct impact/effect their donations are having.
  - (b) The association has got 2 bank accounts in Austria: one donations account and one administrative account, as well as a donations account in Switzerland. All donations that are paid into the donations accounts are used for the association's projects in Africa on a 1:1 basis and they are used in full locally in a sustainable and responsible fashion.
  - (c) The administrative account is intended exclusively for donations that are earmarked for administration purposes only. Only donations that have been made to the association for the support of administrative tasks will be registered in this account. These earmarked donations are used exclusively for the necessary administrative expenses in Austria. At the same time, the association attempts to keep the costs as low as possible.
  - (d) The costs of organisation and communication inside the association, administration and public relations are also to be kept as low as possible.
  - (e) The organs of the association are entitled to also work on a non-voluntary basis. Only sums that are present on the administrative account may be used for remunerations.
  - (f) The association is entirely independent and politically as well as denominationally unbound in the state of domicile as well as the target country.
  - (g) In the target country, the association acts according to its self-imposed principles and the highest principles of sustainability and long term capacity building.

### **Article 4: Means of achieving the aims of the association**

- (1) The aims of the association will be reached using the material and non-material means detailed in sections 2 and 3 of article 4:
- (2) The following serve as non-material means:
  - (a) Exchange of information and advancement of contacts in the political, economical, cultural, scientific and social sphere;
  - (b) Implementation of lectures and any other kind of event;
  - (c) Support of development projects and humanitarian campaigns, including the collection of donations for this purpose;
  - (d) Advancement of partnerships and cooperation between Austrian and African public authorities, universities, schools or training institutions and other institutions and organisations.
  - (e) All of the means for the realization of aims mentioned in sections 3 to 6 of article 2.
- (3) The following serve as material means:
  - (a) Sponsoring
  - (b) Donations
  - (c) Grants
  - (d) Funding
  - (e) Exhibitions, lectures and any other kind of event that support the aims of the association.
- (4) The funds of the association may only be used for the purposes quoted. The members, organs or any others with power within the association may not receive any grants of any kind

from the donations accounts of the association. At no time are any of the aforementioned to profit from any administrative tasks outside the remit of the association or from any other grants.

#### **Article 5: Types of memberships**

- (1) Memberships are divided into sponsoring members and honourable members.
- (2) The association accepts sponsoring members. Interested persons may apply for membership by submitting the necessary membership application to the association.
- (3) Sponsoring members support the association by means of an annual fee which has originally been set by the committee. Any amendments to the height of the annual sponsoring fee must be authorised by the general assembly. The height of the annual fee can vary depending on if the person in question is a student or gainfully employed.
- (4) The sponsoring members have a reasonable right of withdrawal with regards to their membership application, which is stated clearly in the association's membership application form.
- (5) The association can appoint honourable members. Honourable members are those who have been appointed due to their special service rendered to the association. Honorary members are not required to pay an annual fee as part of their membership of the association.
- (6) (6) Apart from the association's members, in the sense of article 5, section 1, there are those who actively serve the association as "Friends of BRAVE AURORA" without being members of the association in the strictest sense of the word. The "Friends of BRAVE AURORA" are named by the committee. This can include legal entities as well as individuals. The "Friends of BRAVE AURORA" are not required to pay a membership fee.

#### **Article 6: Obtaining a membership**

- (1) Members of the association, in the sense of article 5, can be any natural person of any nationality over the age of 18, as well as legal entities and joint partnerships with legal capacity that support the aims of the association. Underage persons require the permission of their lawful representative. The committee decides on the acceptance of new members. An application can be rejected without the need to provide a reason.
- (2) Before the establishment of the association, the acceptance of members is in the hands of the founders of the association, if there should already be a committee, it will be responsible for this. The membership will only come into force with the establishment of the association.
- (3) The appointment of honorary members is done by the general assembly following an application from the committee.

#### **Article 7: Termination of membership**

- (1) Membership terminates through voluntary resignation, expulsion or death. In the case of legal entities and joint partnerships with legal capacity, the termination of membership occurs through loss of legal entity, through voluntary resignation or expulsion.
- (2) The resignation from membership may take place at any time, but the committee has to be informed of this in writing at least one month in advance.
- (3) The expulsion of a member from the association can also be ordered by the committee on the grounds of grave misconduct of other membership duties and because of dishonourable behaviour that is contrary to the interests of the association. Such an expulsion comes into force with immediate effect.

- (4) The withdrawal of an honorary membership, on the grounds cited in section 3, can be decided upon by the general assembly following an application from the committee.
- (5) (5) In case of the termination of membership according to article 7 section 1, article 18 section 3 is to be observed.

#### **Article 8: Members' rights and obligations**

- (1) Members are entitled to take part in all the events of the association. Sponsoring and honorary members have the right to vote in the general assembly which they can take advantage of in person.
- (2) The current statutes will be published on the home page of the association.
- (3) At the general assembly, the board must inform the members about the activities and the financial situation of the association. If demanded by more than a tenth of all members under the provision of reasons, the board must make such information available to the relevant members upon request within four weeks.
- (4) The board is to inform the members of the approved statement of account (rendering of accounts). If this is taking place during the general assembly, the auditors need to be involved.
- (5) All members are obliged to further the interests of the association to the best of their ability and to abstain from any activity that could damage the image or the purpose of the association. Furthermore, the members have to observe the statutes of the association as well as any other openly available documents of the association.

#### **Article 9: Organs of the association**

- (1) The organs of the association are: the general assembly and the committee, the auditors and the court of arbitration.

#### **Article 10: General assembly**

- (1) The general assembly is the "assembly of members" in the spirit of the [Austrian] Association Act 2002. The regular general assembly takes place every 2 years.
- (2) An extraordinary general assembly is called upon:
  - (a) A decision taken by the board or the general assembly,
  - (b) A demand by the auditors or a resolution taken by the auditors,
  - (c) A resolution of a court-appointed curator.
- (3) To both the ordinary and the extraordinary general assemblies, all members need to be invited in writing at least two weeks before the scheduled date via either fax or email (to the relevant address supplied to the association by each member). A call for the general assembly has to be accompanied by an announcement of the agenda. The assembly is called by the committee, the auditors or a court-appointed curator.
- (4) Any motions with regards to items on the agenda of the general assembly must be received in writing [by post] or via email at least three days before the date set for the general assembly.
- (5) Valid resolutions - apart from those requesting the calling of an extraordinary general assembly - may be added to the agenda.
- (6) In the general assembly, all members are entitled to take part and have personally got the right to vote with one vote each.
- (7) The general assembly is able to take valid decisions regardless of the number of members attending.
- (8) Any elections as well as the taking of decisions in the general assembly are as a rule based on a simple majority of the valid votes cast. Any resolutions that are supposed to amend

the statutes of the association or initiate the dissolution of the association do, however, require a qualified two thirds majority of the valid votes cast.

(9) The general assembly is chaired by the committee.

#### **Article 11: Functions of the general assembly**

The following functions are to be fulfilled by the general assembly:

- (a) Take decisions about the projected annual budget;
- (b) Reception and approval of the treasurer's report with involvement from the auditors;
- (c) Election and dismissal of the committee members and auditors.;
- (d) Approval of legal transactions between auditors and the association;
- (e) Discharge of the committee;
- (f) Approval of the professionalization strategy, including the approval of the annual adjustments
- (g) Appointment of a management for the association
- (h) Changing of the fees payable for support memberships;
- (i) Award and withdrawal of honourable memberships;
- (j) The taking of decisions about changes to the statutes and the voluntary dissolution of the association;

#### **Article 12: Committee**

- (1) The committee consists of 6 members, namely the chairman/woman and their deputy, the secretary and his/her deputy as well as the cashier and his/her deputy.
- (2) The committee is elected by the general assembly. Upon departure of an elected member, the committee has got the right to co-opt another electable member, subject to subsequent approval at the next general assembly. In case the whole committee retires or is absent for the foreseeable future, any auditor is obliged to call without delay for a general assembly for the election of a new committee. If the auditors should also be incapable of acting, any member who recognises the emergency situation must apply to the court for the appointment of a curator who in turn is to call for a general assembly without delay.
- (3) The term of office of the committee is four years. Re-election is possible. Every function within the committee is to be fulfilled personally.
- (4) The committee is being called, either in writing or verbally, by the chairman/woman, or, in his/her absence, by their deputy. If he/she are also unavailable for the foreseeable future, any other committee member may call in the committee.
- (5) The committee is able to take decisions if all its members have been invited and at least half of them are in attendance.
- (6) The committee makes decisions with a simple majority; in case of a tied vote, the vote of the chairman is decisive.
- (7) The committee is chaired by the chairman/woman, and in their absence by his/her deputy. If he/she should also be unavailable, the committee will be chaired by the committee member that is appointed by a majority of the other committee members.
- (8) Other than through death or the ending of their term of office, the function of a committee member can only end in dismissal or with their resignation.
- (9) Committee members can tender their resignation in writing at any time. Their letter of resignation is to be addressed to the committee or, in case of the resignation of the entire committee, to the general assembly. The resignation only comes into force with the election or co-optation of a successor.

### **Article 13: Functions of the committee**

Incumbent upon the committee is the leadership of the association. It is the leading organ of the association as per the [Austrian] Association Act 2002. It fulfils any functions that are not assigned to another organ of the association by the statutes. The following matters in particular are within their sphere of action:

- (1) Establishment of an accounting system which corresponds to the requirements of the association and, as a minimum requirement, continually records receipts and expenses and also includes a list of assets;
- (2) Preparation of the projected annual budget, the financial report and the statement of account;
- (3) Preparation for and calling of the general assembly including the determination of its location.
- (4) Informing the members of the association about the activities of the association, its financial conduct and the statement of account;
- (5) Administration of the association's funds;
- (6) Admission and expulsion of members of the association;
- (7) Determination of the agenda for the general assembly;
- (8) Admission and dismissal of employees of the association;
- (9) Nomination of the 'Friends of Braveaurora' as well as withdrawal of this membership status;
- (10) Selection of co-workers and external experts
- (11) Selection of cooperation partners
- (12) Strategic orientation of the association and the taking of decisions about projects to be implemented.

### **Article 14: Special obligations of particular committee members**

- (1) The chairman/woman is in charge of the day to day running of the association. The secretary supports the chairman/woman in their running of the association's affairs.
- (2) The chairman/woman represents the association in public. Written copies of association documents depend for their validity upon the signatures of the chairman/woman and the secretary, and in monetary matters, those of the chairman/woman and the treasurer. Legal affairs between members of the committee and the association require the agreement of another committee member.
- (3) Powers of attorney to represent the association in public, or to sign on its behalf, can only be granted by the chairman/woman or his/her deputy.
- (4) In case of emergency, the chairman/woman is entitled to make decisions under their own responsibility which would otherwise fall into the sphere of the general assembly or the committee; these will, however, be subject to subsequent internal approval by the relevant organ of the association.
- (5) The chairman/woman presides over the general assembly and the committee.
- (6) The secretary keeps the minutes for the general assembly and the committee.
- (7) The cashier is responsible for the proper management of the association's finances.
- (8) In case the chairman/woman or the secretary are unable to attend, their respective deputies may act as their replacements.

### **Article 15: Auditors**

- (1) The auditor and his/her deputy ("the auditors") are elected by the general assembly for a term of four years. Re-election is possible. The first auditors will be elected by the committee. The auditors may not be members of any organ of the association that may be a subject of their audit - apart from the general assembly.
- (2) Mrs RA Stb.Mag.Dr. Kornela Waitz-Ramsauer, LL.M., acts as the first auditor, Mr WP/Stb MMag. Dr. Jörg Jenatschek acts as her deputy..
- (3) Incumbent upon the auditors is the continuous monitoring of day to day business as well as the auditing of the association's financial management with regards to correctness of the financial reporting and the usage of funds in accordance with the statutes. The committee has to supply the relevant documents and disclose the relevant information to the auditors. The auditors have to inform the committee about the outcome of their audit.
- (4) Any legal transactions between the auditors and the association require the approval of the general assembly.
- (5) The business year is the calendar year.

### **Article 16: Amendment of the statutes of the association**

1. Amendments to the articles of the association are decided upon by a simple majority in the general assembly. Amendments to the articles of the association may only be voted on in the general assembly if this had been included on the agenda referred to on the invitation to the members' assembly and if the invitation included both the old and the proposed new text of the article.
2. Any amendments to the articles of the association that have been requested for formal reasons by regulatory, law or financial authorities can be implemented by the committee on its own. These amendments to the articles of the association must be made available to all members immediately after their implementation.
3. The committee can also independently implement amendments to the articles of the association regarding a change of address for the association in Austria or Switzerland. The updated statutes of the association are to be published at once on the association's home page.
4. Any amendment of the statutes is immediately communicated to the tax office in Linz, the cantonal tax authorities in Zurich as well as the relevant authority in charge of associations.

### **Article 17: The Court of Arbitration**

- (1) Any disagreements arising from the relationship with the association are to be resolved by the association's internal court of arbitration. It is a "mediation board" in the spirit of the Austrian Association Act 2002, not a court of arbitration as per article 577 ff of the Austrian Civil Process Order („ZPO“).
- (2) The court of arbitration is composed of three regular members of the association. It is being formed by one of the disputing parties naming a member in writing as arbitrator. Upon request by the committee, the other disputing party is to itself name a member of the court of arbitration within 14 days. After having been notified by the committee within 7 days, the named arbitrators have a further 14 days to elect a third member to be the chairman of the court of arbitration. In case of a tie, the decision between those suggested will be left to chance. The members of the court of arbitration may not belong to any organ - other than the general assembly - which is subject to the dispute.
- (3) The court of arbitration makes its decision after allowing both parties to make their case in the presence of all the members by a simple majority. It decides to the best of its knowledge and belief. Its decisions are final within the association.

**Article 18: Dissolution of the association**

- (1) The voluntary dissolution of the association can only be agreed in the general assembly and only with a two-thirds majority of the valid votes.
- (2) The general assembly also has to decide upon the winding up of the association's assets - if there should be any. In case of voluntary or magisterial dissolution of the association or in case of cessation of the charitable purpose of the association so far, the remaining funds of the association are to be used exclusively for charitable purposes or for purposes of developmental aid or disaster relief in the spirit of article 4a Z. 3 EstG.
- (3) Upon leaving the association and at the dissolution of the association neither the organs of the association nor the members or any other persons in a position of power within the association may receive any gratuities.