

Statutes of

**Die Ofenmacher e.V.**

**Association for the Promotion of the Construction Of Smoke-Free and Safe Cooking Stoves**

**§ 1 Name, Headquarters**

The name of the association is "Die Ofenmacher e.V."

It is based in Munich.

The financial year is the calendar year.

**§ 2 Purpose**

The association pursues exclusively and directly non-profit and charitable purposes within the meaning of the section "tax-privileged purposes" of the General Tax Code. The purpose of the association is to promote development cooperation through the dissemination of smoke-free cooking stoves, especially in rural areas of developing countries.

In many rural households, especially in developing countries, cooking is still performed on an open fire and often indoors. This practice results in accidents (burns, scalding, often with severe disability or death as a result) and health risks (COPD, arterial disease, cancer), especially for women and children. The aim of the association is to replace open fires by means of suitable safe cooking stoves with a discharge of the fumes from the cooking area or to the outside.

In emergencies or life-threatening situations, disaster relief or emergency aid can also be granted to persons in developing countries in which the association is active.

The purpose of the Articles of Incorporation shall in particular be fulfilled by the following actions:

- Organization of events, exhibitions and lectures on the aims of the association and the projects
- Implementation of measures for the dissemination of smoke-free stoves, in particular education of the population and assistance with the financing of stoves.
- Collaboration with other organizations that are already building smoke-free stoves in various locations.
- Cooperation with organizations and programs to protect the climate through the energy-saving potential of smoke-free stoves.
- Further development and new development of furnace types for different regions and climatic zones. This is to be done in cooperation with suitable companies and research facilities. The association will not support commercial enterprises.

The association is committed to the following principles when dealing with the people in the target countries:

- a) Respect for culture, religion and tradition and respect for cultural autonomy
- b) Respect for customs and lifestyle
- c) Use of simple, adaptable, sustainable technology
- d) Helping people help themselves
- e) Sustainability of change and development

**§ 3 Activities**

The association acts selflessly; it does not pursue primarily economic purposes. The funds of the association may only be used for the purposes of its statutes.

The members do not receive any grants from the funds of the association. This shall not affect the reimbursement of proven expenses for the association and on behalf of the association. These may not

be unreasonably high. The members have no claims to the association's assets when they leave the association.

No person may benefit from expenses which do not serve the purpose of the association or from disproportionately high remuneration.

#### **§ 4 Membership**

Any natural or legal person who supports the aims of the association (§ 2) and who is willing to cooperate constructively can become a member.

In order to obtain the membership, an application for admission must be submitted in writing (by letter, fax or e-mail) to the Executive Board (§ 8 of the Articles of Incorporation). The Executive Board decides on the admission application. The Board shall notify the applicant of their decision. The membership becomes effective when the annual contribution is entered into the association's account. From this point in time, the member is deemed to have been accepted and is entitled to vote in the association.

There are different types of membership, for example:

- a) active
- b) passive
- c) promoter
- d) honorary member

Only active members have voting rights in the General Meeting. Active and passive members pay a yearly fee. The frequency and amount of the fees paid by the promoting members are agreed individually. Honorary members pay no fee.

The membership ends by

- a) voluntary withdrawal
- b) death
- c) expulsion
- d) removal from the member's list

Voluntary withdrawal shall be made by written declaration to the Executive Board (§8 of the Articles of Incorporation). The withdrawal becomes valid 4 weeks after receipt of the notice of withdrawal by the Executive Board or at a later point in time determined by the notice of withdrawal.

If a member has violated the aims and interests of the association, it can be excluded by decision of the board. The member must be given the opportunity to comment before the decision is taken. The decision shall be notified by registered letter to the member concerned. The member may object to the decision. The objection shall be lodged with the Executive Board within six weeks of receipt of the decision. In this case, the General Meeting decides by a simple majority on the resolution. Prior to the decision of the General Meeting, the member is not entitled to a judicial decision on the effectiveness of the exclusion decision.

A member may be removed from the list of members by decision of the Executive Board if he/she is behind in the payment for more than 6 months. The termination of the membership shall be communicated to the member in writing.

Upon termination of membership, no matter the reason, the former member shall not be entitled to any claims, including any membership fees already paid.

#### **§ 5 Fees**

The membership fees of active and passive members are to be paid for one year in advance. The fee applies for a calendar year (from January 1 to December 31). The General Meeting decides on the amount of membership fees and other fees.

#### **§ 6 Institutions of the Association**

Institutions of the association are:

- a) the authorized Executive Board in accordance with § 26 Civil Code (Bürgerliches Gesetzbuch)
- b) the General Meeting

### **§ 7 Authorized Executive Board according to § 26 Civil Code**

The Executive Board according to § 26 Civil Code (Bürgerliches Gesetzbuch) consists of:

- a) the chairperson
- b) the vice-chairperson

The 1st and 2nd chairpersons are individually authorized to represent the association.

The Executive Board, according to § 26 Civil Code, is authorized to amend or supplement statutes of the association, which are required by the Register Court or by the tax office. These amendments to the statutes must be communicated to all members of the association as soon as possible in written form and at the latest with an invitation to the next General Meeting.

### **§ 8 Executive Board**

The Executive Board consists of the following members.

- a) The Chairperson
- b) The Vice Chairperson
- c) The Treasurer
- e) 2 Board members

The Executive Board is elected for a period of two years. The members of the Executive Board shall remain in office until a successor is duly appointed. If a member of the Executive Board leaves prematurely, the Executive Board must elect a successor for the remaining term of the departed member.

The office of a member of the Executive Board ends with his departure from the Association. One person cannot hold more than one board position.

The Executive Board or a representative appointed by him shall be responsible for managing the day-to-day business of the association. The board or the representative is responsible for all tasks which are not assigned to the General Meeting by the statutes. These are the tasks of day-to-day administration, in particular:

- a) the preparation, convocation and management of the General Meeting,
- b) the implementation of the resolutions of the General Meeting,
- c) the preparation of the annual report, the financial statements and the annual budget,
- d) the preparation of an annual plan,
- e) the proper management and application of the association's assets,
- f) the commencement and termination of projects subject to confirmation by the General Meeting.

The Executive Board may make decisions in meetings that may be convened by each of the board members: the agenda does not need to be announced. A convocation period of one week is to be adhered to. At least two meetings should be held during the financial year.

The Executive Board makes up a quorum if at least three of its members are present. Decisions are made by the majority of the valid votes. In the case of a tie, the association's chairperson or the chairperson of the meeting decides.

The minutes of the meeting of the Executive Board are to be recorded by the secretary. The notes should include the place and time of the meeting, the names of the participants, the resolutions and the voting result.

### **§ 9 General Meeting**

General Meetings are to be held at minimum once a year. However, if the association deems it necessary, they may be held more often and at any time.

The General Meeting shall be convened by the Executive Board (§ 8) in writing or by e-mail stating the agenda and observing a deadline of four weeks. The period begins on the day of post to the last known address of all members. An extraordinary General Meeting must be convened within six weeks if more than 30% of the members apply in writing.

Each member of the association may apply in writing to the Executive Board to submit a supplement to the agenda no later than two weeks before a General Meeting. At the beginning of the General Meeting, the chairperson shall announce the amendment. The General Meeting decides on applications for supplements to the agenda, which are made in the General Meeting.

The General Meeting shall be chaired by the association's chairperson, if prevented by another member of the Executive Board. If no member of the Executive Board is present, the General Meeting determines the meeting chairperson

The General Meeting decides on

- a) accepting the annual report and the annual accounts
- b) the discharge of the Executive Board members
- c) the election and removal of the members of the Executive Board
- d) the annual planning to be submitted by the Executive Board
- e) start and finish of projects
- f) adoption or amendment of the Rules of Procedure
- g) the fixing of the membership fee and other fees
- h) amendments to the statutes
- i) termination of the association

### **§ 10 Decision-making**

The General Meeting is quorate regardless of the number of members present. In the General Meeting, each active member whose membership is older than 3 months has one vote. Resolutions shall be passed by a simple majority of the valid votes cast. In the event of a tie, the chairperson's vote shall be decisive for the acceptance or rejection of an application. A transfer of the voting rights by written authorization is permitted. The vote is non-disclosed. A member present may submit a request for secret ballot. The General Meeting decides on the request.

Amendments to the statutes require a majority of  $\frac{3}{4}$  of the valid votes cast and the presence of at least one member of the Executive Board. Changes to the statutes are to be reported to the relevant tax office and association register.

Elections shall be made to the person who has received more than half of the valid votes cast. If no one has received more than half of the valid votes cast, a selection will take place between the two candidates who have received the most votes. The person who receives the most votes is then chosen. If the number of votes is the same, the lot to be drawn by the meeting chairperson decides.

### **§ 11 Notification of decisions**

The decisions taken must be recorded. The minutes must be signed by the meeting chairperson and the secretary. If several meeting chairpersons were active, it is sufficient when the last meeting chairperson signs the entire minutes.

### **§ 12 Liquidation**

The termination of the association can only be decided in a General Meeting by a majority of nine tenths of the valid votes cast.

In the event of the liquidation of the association or in the event of the abolition of tax-privileged purposes, the assets of the association fall to a legal entity under public law or another tax-beneficiary body for use in development cooperation.

If the General Meeting does not decide otherwise, the association's chairperson and another member of the Executive Board are jointly authorized liquidators.

The new version of the statutes was decided at the General Meeting on June 17, 2015 in Munich.

Signatures of the authorized Board members

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Dr. Frank Dengler

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Matthias Warmedinger