

Articles of Association of the Psychosoziales Zentrum für Geflüchtete Düsseldorf e. V.

§ 1 Name and registered office

The association bears the name "Psychosoziales Zentrum für Geflüchtete Düsseldorf e. V." (PSZ Düsseldorf).

It has its registered office in Düsseldorf and is entered in the register of associations at Düsseldorf Local Court under the number VR 6618.

§ 2 Purpose

- (1) The purpose of the association is to establish and operate a centre for refugees.
- (2) The purpose of the Articles of Association is realised in particular through the tasks in accordance with the following Section 4 para. 2.
- (3) The organisation's facilities serve refugees seeking help, regardless of, for example, origin, gender, ideology and social status.
- (4) In doing so, the association is exercising practical charity and social responsibility.
- (5) All employees share responsibility for the credible fulfilment of church and diaconal tasks in their area of responsibility. They must therefore act loyally towards the Protestant Church. Non-Christians must respect the Protestant character.
- (6) On and off duty, all employees are obliged to conduct themselves in such a way that the credible performance of their respective duties is not impaired.

§ 3 Membership

- (1) Natural and legal persons can become members of the association.
- (2) Membership must be applied for in writing to the Chairperson of the Board of Trustees. The Board of Trustees decides on the application.
- (3) The association charges membership fees.
- (4) Membership ends through resignation, expulsion, death, or loss of legal capacity in the case of legal entities. Resignation must be declared in writing to the Board of Trustees. Membership ends on 31 December of the year in which the resignation is declared.
- (5) Members who violate the interests of the association may be expelled by resolution of the Board of Trustees, which must be communicated to the member in writing. The member must be heard before expulsion. The member concerned may challenge the resolution in writing before the Chairperson of the Board of Trustees within one month of receipt of the resolution. Following a challenge, the next General Meeting (regular or extraordinary) shall decide on the exclusion with a majority of at least three quarters of the members present, where the member concerned shall not have the right to vote.

§ 4 Non-profit status and affiliation to the umbrella organisation

- (1) The association exclusively and directly fulfils charitable, benevolent and ecclesiastical purposes within the meaning of the section "Tax-privileged purposes" of the German Tax Code.
- (2) The purpose of the organisation is to promote aid for people persecuted for political, racial or religious reasons, for refugees and displaced persons and to support helpless people within the meaning of Section 53 of the German Tax Code.
- (3) The purpose of the Articles of Association is realised in particular by
 - psychosocial counselling and psychotherapy for refugees,
 - interdisciplinary, holistic counselling and treatment for refugees,
 - child and youth welfare services,
 - cooperation with specialists in relevant fields of work and through their expert support,
 - further education and training for people in psychosocial and migration-specific fields of work,
 - commitment to the human rights of refugees,
 - the promotion of transcultural understanding and racism-sensitive approaches, including through professional exchange (throughout Germany and internationally).
- (4) The association is non-profit-making and does not primarily pursue its own economic purposes.
- (5) The association's funds may only be used for the purposes set out in the Articles of Association. Members do not receive any benefits from the association's funds.
- (6) No person may be favoured by expenses that are alien to the purpose of the association or by disproportionately high remuneration.
- (7) With the exception of the full-time Executive Board, all holders of association offices work on a voluntary basis. Reasonable expenses and outlays incurred may be reimbursed.
- (8) The association is a member of the "Diakonisches Werk Rheinland-Westfalen-Lippe e. V. - Diakonie RWL", which is recognised as an organisation of the church and as an umbrella organisation of independent welfare services, and is thus also affiliated to the national umbrella organisation "Evangelisches Werk für Diakonie und Entwicklung e. V." (EWDE).

§ 5 Bodies of the association

- (1) The organs of the association are
 - the General Meeting
 - the Board of Trustees
 - the Executive Board.
- (2) The honorary board members are only liable for gross negligence and intent. Section 31a BGB applies.
- (3) The bodies meet either in person or virtually (online participation), and a combination of both types of meeting is possible. The bodies pass their resolutions by simple majority

- of those (physically or virtually) present and authorised to vote, unless otherwise stipulated in these Articles of Association. Abstentions count as votes against.
- (4) For online participation in board meetings, it is necessary that (a) online participation takes place exclusively within a closed user group, (b) the invitation to the board meeting contains the corresponding online access data and (c) the identification of all members of the board participating in this procedure can be established beyond doubt. Insofar as the identification of the members of the executive body is carried out via previously sent legitimisation data, the members of the executive body are obliged not to make their legitimisation data accessible to third parties and to keep it strictly confidential.

§ 6 General Meeting

- (1) General Meetings are held as required, at least once a year. They are convened and chaired by the Chairperson of the Board of Trustees or, if he or she is unable to attend, by the Deputy Chairperson of the Board of Trustees or, if he or she is absent, by another member of the Board of Trustees. Extraordinary General Meetings shall be convened if the Board of Trustees, at least one third of the members or the Executive Board so request, stating the purpose and reasons.
- (2) General Meetings are convened by the Chairperson of the Board of Trustees or his/her deputy in writing or by email, stating the agenda, two weeks before the date of the meeting, and are chaired by the Chairperson or deputy. Invitations by email are only permitted if the individual member does not object to this in writing beforehand and has notified the association of his/her email address. The member is responsible for ensuring that the postal address or email address is up-to-date and available. Motions for additions to the agenda must be submitted in writing to the Chairperson of the Board of Trustees at least one week before the meeting. Applications for amendments to the Articles of Association must be submitted in writing to the Board of Trustees four weeks prior to a General Meeting, stating the reasons.
- (3) Every properly convened General Meeting has a quorum regardless of the number of members present (online or in person).
- (4) Resolutions of the General Meeting are passed by a simple majority of the votes present. Resolutions concerning an amendment to the Articles of Association, the dissolution of the association or the exclusion of members require a three-quarters majority of the votes present.
- (5) Minutes must be taken of the resolutions of the General Meeting, which must be signed by the minute-taker and a member of the Board of Trustees present.
- (6) Employees of the association have no voting rights at the General Meeting for the duration of their employment. Furthermore, no employees of the organisation have the right to stand for election to the Board of Trustees.

§ 7 Tasks of the General Meeting

The tasks of the General Meeting include, among other things

- a) Election and dismissal of the members of the Board of Trustees in accordance with Section 8 para. 1
- b) Resolution on fundamental issues of the association
- c) Resolution on amendments to the Articles of Association
- d) Receipt of the annual work report of the Executive Board and the Board of Trustees
- e) Resolution on the annual financial statements
- f) Discharge of the Board of Trustees and the Executive Board
- g) Resolution on business plans (profit plan and financial plan)
- h) Determination of membership fees
- i) Final exclusion of members after contesting the exclusion resolution of the Board of Trustees pursuant to Section 3 para. 5
- j) Dissolution of the association

§ 8 Board of Trustees

(1) The Board of Trustees consists of up to 7 members, who are to be elected individually by the General Meeting and can also be dismissed without giving reasons. The members of the Board of Trustees must themselves be members of the association or – if the association member is a legal entity – their authorised representative body or authorised representative. Only natural persons can be elected to the Board of Trustees. When appointing the members of the Board of Trustees, the General Meeting shall take appropriate account of the interests of the church members in terms of representation.

(2) Employees of the PSZ and the Executive Board cannot be elected to the Board of Trustees.

(3) The members of the Board of Trustees are elected in accordance with Section 8.1 for a term of four years. Re-election is possible.

(4) The Board of Trustees elects a Chairperson and a Deputy Chairperson from among its members. The election is for four years. Re-election is possible.

(5) The Board of Trustees may adopt rules of procedure.

§ 9 Meetings of the Board of Trustees

(1) The Board of Trustees makes decisions at meetings convened by the Chairperson of the Board of Trustees in writing or by email. Section 6 para. 2 sentences 2 and 3 apply accordingly. The meeting dates are agreed with the members of the Board of Trustees and take place at least twice a year.

The Chairperson must convene a meeting if this is requested by at least three members of the Board of Trustees, stating reasons. The meeting is convened with seven days' notice and the agenda is announced.

(2) Members of the Executive Board participate in the meetings of the Board of Trustees without voting rights, unless the Board of Trustees decides otherwise.

(3) The Board of Trustees is quorate if at least half of the members are present. If less than half of the members are present, the Chairperson must immediately convene a new meeting, which must be held within a period of seven days

and is quorate regardless of the number of members present. This must be indicated on the invitation.

(4) Resolutions are passed by a simple majority of the votes present. The dismissal of members of the Executive Board requires a majority of three quarters of the votes present.

(5) Minutes of the Board of Trustees' resolutions shall be drawn up, signed by the secretary and another member of the Board of Trustees present and sent to all members of the Board of Trustees and the Executive Board.

§ 10 Tasks of the Board of Trustees

(1) The Board of Trustees has the following tasks:

- a) Supervision of and advice to the Executive Board
- b) Appointment and dismissal of members of the Executive Board.
- c) Conclusion, amendment and termination of service contracts with full-time members of the Executive Board
- d) Resolution on the rules of procedure for the Executive Board
- e) Representation of the association in all other matters vis-à-vis the Executive Board
- f) Consultation on the business plan to be drawn up by the Executive Board and submission to the General Meeting
- g) Consultation on the annual financial statements and presentation to the General Meeting
- h) Resolution on exceptions pursuant to Section 2 para. 5
- i) Resolution on membership applications pursuant to Section 3 para. 2
- j) Resolution on the exclusion of members in accordance with Section 3 para. 5

(2) The Chairperson of the Board of Trustees and the Deputy Chairperson have the right to inspect the association's books and papers in person or via an auditor and to request information from the Executive Board on all matters relating to the association.

§ 11 Executive Board

(1) The full-time Executive Board is appointed and dismissed by the Board of Trustees.

(2) The Executive Board consists of a maximum of three persons. The Executive Board elects the Chairperson from among its members.

(3) If only one person is appointed to the Executive Board, this person represents the association alone. If more than one person is appointed, the association is jointly represented in and out of court by two members of the Executive Board. The Board of Trustees may pass a resolution authorising each member of the Executive Board to represent the company individually.

(4) The Executive Board conducts business in accordance with the law, the Articles of Association and the rules of procedure for the Executive Board.

(5) The Executive Board receives appropriate remuneration for its activities within the framework of service contracts to be concluded.

§ 12 Dissolution of the association

If the association is dissolved or cancelled or if tax-privileged purposes cease to exist, the assets of the association shall be transferred to Diakonisches Werk Rheinland-Westfalen-Lippe e. V. - Diakonie RWL, which shall use them directly and exclusively for charitable or benevolent purposes as defined by the association.

Düsseldorf, ~~15 December 2022~~ 29 August 2023

Eva Weise (Chairwoman)

Günter Mettner (Treasurer)