

Statutes of the Heinrich-Böll-Stiftung e.V.

Approved by the Members' Assembly on 28 March 1998

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§ 1 NAME, DOMICILE, YEAR OF BUSINESS

- (1) The association carries the title 'Heinrich-Böll-Stiftung' ('Heinrich Böll Foundation'), and shall be entered in the German Register of Associations ('Vereinsregister'). Following registration, the supplement 'e.V.' (registered association) shall be appended to the title.
- (2) The legal domicile of the association is Berlin.
- (3) The fiscal year is the calendar year.

§ 2 PURPOSE OF THE ASSOCIATION

- (1) The primary purpose of the Foundation is political education work in Germany and abroad with a view to promoting formation of the will for democracy, involvement in socio-political issues, and international understanding. In addition, the Foundation promotes arts and culture, science and research, and development co-operation.
- (2) The Foundation's work is oriented towards the fundamental political principles of ecology, democracy, solidarity and non-violence. Its work as a federal national foundation is characterised by legal autonomy and a spirit of intellectual openness.
- (3) A special concern is the realisation of a gender democracy in the form of a relationship between the sexes, which is free from dependency and dominance. This common task is an important model guiding both the internal co-operation and public activities of all departments.
- (4) In the framework of the purposes established in the statutes, the Foundation encourages and supports groups and individuals observing their responsibility to shape the world more peacefully, to conserve our natural environment and to advance the world-wide recognition of human rights. A major goal of the Foundation's activities is to comprehend the causes, reality and consequences of two totalitarian regimes in Germany, and to stop this history from being forgotten.
- (5) The educational work of the Foundation promotes the mutual respect between people of different origins, cultural and sexual identities, and political views, as well as political and cultural equality for immigrants.

(6) The Foundation's political education activities strive to counteract the world-wide sexual discrimination against gay men and lesbians. A further focal point is the furnishing of political education opportunities for young people and the support of youth initiatives. Young people will be encouraged to participate in the development of new strategies and accents for youth education programmes.

(7) In line with the tradition associated with the name of Heinrich Böll, the Foundation promotes arts and culture, including literary research, as an element of its political education activities and as a form of expression of societal self-understanding.

(8) In order to realise its statutory goals, the Foundation further pursues the aim of using federal budget funds on the regional level of the German „Bundesländer“ (states) for recognised state foundations pursuant to § 11a of the statutes.

(9) The Foundation is likewise bound by the stated principles in its internal organisation, and by appropriate measures promotes the self-organisation and assumption of responsibility on the part of all its staff. A basic prerequisite for all work in this 'learning organisation' is openness for, and opening-up to, society.

(10) In order to realise the above-mentioned goals:

- the Foundation offers a range of educational and further-education courses, which are accessible to the public, serve to promote the formation of the will for democracy and includes a wide spectrum of educational forms (e.g. meetings, seminars, congresses, publications, studies, lectures, excursions);
- the Foundation supports, in co-operation with other societal initiatives and institutions, measures consistent with its educational goals;
- the Foundation promotes gifted students, artists and academics/scientists from all fields and of all nationalities, who are of suitable personality, committed to the Foundation's goals as defined in the statutes, and actively involved in socio-political issues; this support may be employed to further both academic or artistic training, and to fund concrete work proposals and projects which are consistent with the goals of the Foundation;
- the Foundation engages in and promotes research;
- the Foundation supports, both in immaterial and financial terms, science, art and culture by means of project sponsorship and fellowships;
- the Foundation promotes international understanding by means of seminars held abroad and courses of study in foreign countries;
- the Foundation promotes co-operation in a spirit of partnership with developing countries;
- the Foundation co-operates with its affiliated state foundations and makes available to them global funds for deployment in their decentralised political education activities.

§ 3 NON-PROFIT-MAKING CHARACTER

(1) The Heinrich Böll Foundation is the result of a merger between the registered non-profit-making educational institutions Heinrich-Böll-Stiftung e.V. (Cologne), Frauen-Anstiftung e.V. (Hamburg) and Buntstift e.V. (Göttingen), and strives to continue the activities of these associations. The Foundation exclusively pursues directly public-benefit purposes as stipulated in §§ 51 – 63 of the German fiscal code. The work of the Foundation is carried out in a spirit of selflessness and is not primarily geared towards profitability.

(2) All funds of the Foundation may be used only for the purposes described in the statutes. Nobody may be permitted to benefit from expenditure which is inconsistent with the purposes of the Foundation or from unreasonably high remuneration.

(3) No funds of the Foundation may be passed on to a political party or any of its sub-organisations.

(4) The Foundation undertakes to keep its own administrative expenditure as low as possible, to use all funds sparingly and economically, and to publish an annual report on usage of funds together with a statement of income and expenditure and personnel development.

(5) Members shall receive no payments from Foundation funds.

§ 4 MEMBERSHIP

(1) Only natural persons of legal age may become members. Employees of the Foundation, of state foundations as described in § 11 a, or persons whose relationship to the Foundation is similar to that of an employee, cannot become members of the Foundation or one of its organs. New members are adopted by the vote of the Members' Assembly.

(2) The number of members is limited to 49. The elected period of membership is four years; re-election for one further period is possible.

(3) The members are elected individually by the Members' Assembly on the basis of electoral proposals submitted by

- a) the German federal party Bündnis 90/Die Grünen and its federal parliamentary group,
- b) every one of the state foundations,
- c) the Supporters' Circle.

(4) Membership is terminated when

- a) a member dies,
- b) a member directs a written statement of voluntary resignation to a member of the Executive Board,
- c) a member is barred from the Foundation.

(5) Any member who has violated the interests of the Foundation in considerable degree can be barred by a decision of the Members' Assembly passed with a majority sufficient for changing the statutes. The application to bar a Member can be submitted by the Executive Board or by one quarter of the Members' Assembly. Before the Members' Assembly votes on the application, the member must within an appropriate period of time be given an opportunity to present his/her case, either verbally or in writing, to the Members' Assembly.

(6) All stipulations regarding a limitation of the number of members come into force only after the conclusion of the necessary supplementary or new elections of members, but no later than 01 January 1997.

§ 5 COMPOSITION AND WORK OF THE ORGANS

(1) The organs of the association are:

- a) the Members' Assembly
- b) the Executive Board
- c) the Supervisory Board
- d) the Expert Advisory Councils
- e) the Women's Council

(2) A defined women's quota of at least 50% at all levels of work, as well as an immigrants' quota of 10%, must be observed with regard to the composition of the organs and bodies

and the full-time personnel of the Foundation. Every Expert Advisory Council must include at least one immigrant.

(3) As far as the statutes foresee a limited possibility of re-election to organs, it is permissible to re-apply for an office following the expiry of an intervening electoral term. The new period of office then counts as the first period of office exercised. This provision applies analogously to the acceptance of new members.

(4) The applicable internal code of procedure is binding for all organs. The organs and their members undertake to co-operate in realising the Foundation's goals.

(5) Full-time and part-time employees have no eligibility to be elected to any organs except the Executive Board and Supervisory Board. Further details are regulated by the applicable internal code of procedure.

(6) Only persons who are in the Supporters' Circle may belong to the organs.

(7) No more than a quarter of any one organ may be composed of persons holding a party office at state or federal level or possessing an electoral mandate in a parliament of one of the German states, in the German Federal Parliament or in the European Parliament. No member of the Executive Board may hold a party office or electoral mandate at the levels stated above.

(8) Members of expert advisory councils may belong to no more than one Expert Advisory Council at any one time, and neither to the Executive Board nor to the Supervisory Board.

(9) The Executive Board, Supervisory Board, Expert Advisory Councils and Women's Council assign to themselves internal codes of procedure requiring to be approved by the Members' Assembly.

§ 6 MEMBERS' ASSEMBLY

(1) The Members' Assembly is the highest decision-making body of the Foundation. Its functions are the following in particular:

- a) accepting new members
- b) electing the Executive Board and releasing the latter from responsibility for management
- c) election of its representatives on the Supervisory Board
- d) approving the internal codes of procedure drawn up by other organs in the association
- e) passing the budget
- f) approving the year-end financial statement
- g) appointing the auditors
- h) installing expert advisory councils and electing their members
- i) recognising the state foundations

(2) The Members' Assembly is made up by respectively four persons in accordance with § 4, para. 3 a), sixteen persons in accordance with § 4, para. 3 b) – with one person coming from each state foundation – and twenty-five further persons in accordance with § 4, para. 3 c). The electoral proposal made for each of the persons to be proposed in accordance with § 4, para. 3 c) must be supported by at least ten members of the Supporters' Circle. This support can be ascertained at a meeting or by written electoral proposals. The number of persons proposed for election must total at least twice the number of members to be elected to the Members' Assembly. This last provision comes into force only after the conclusion of the necessary election and re-election of Members, but no later than 01 January 1997.

(3) The Members' Assembly shall be convened at least once a year. The Executive Board summons the Assembly in writing, with at least four weeks' notice and with a statement of the agenda; as a general rule, members should be notified of an assembly eight weeks prior to its taking place. The Members' Assembly must be convened if a request to this effect is submitted by one tenth of all members, or by the Executive Board or the Supervisory Board or the Women's Council, or three or more Expert Advisory Councils.

(4) The Members' Assembly forms a quorum if at least half of all the members are present. In order to be effective, resolutions of the Members' Assembly must be passed by a majority of the members, unless otherwise regulated by the statutes.

(5) Every member is entitled to make an application at the Members' Assembly. As a basic rule, the Members' Assembly is open to the public. Full-time personnel of the Foundation and the elected representatives of the fellowship holders are entitled to speak and make applications.

(6) Any resolution passed by the Members' Assembly against the opposition of a majority of the female members present must be postponed until the next Members' Assembly if at least half of all female members are present at the 10 Members' Assembly and a majority of them votes in favour of this step (suspensive veto). Postponement can be put to the vote on the application of at least two of the women present at the Members' Assembly.

(7) The resolutions of the Members' Assembly are being verified through the protocols of each respective session. The protocols have to be signed by the moderators as well as by the person in charge of taking the protocols.

§ 7 EXECUTIVE BOARD

(1) The Executive Board is made up of three individuals working on a full-time basis. Part-time working arrangements may be made for members of the Executive Board. The Executive Board is responsible for the realisation of the Foundation's goals within the framework of the resolutions of the Members' Assembly. In particular, the Executive Board is responsible for ensuring that the Foundation and its institutions use the Foundation's funds, and assets endowed on the Foundation by third parties, in a way which is consistent with the Foundation's goals as well as being economical. The Executive Board is in a position of seniority to all employees. It promotes co-operation between the organs of the association, and endeavours to eliminate conflicts between these organs. In accordance with § 26 of the German Civil Code, two members of the Executive Board jointly represent the Foundation both in and out of court.

(2) The Executive Board's decisions are taken by majority vote. The Executive Board assigns to itself an internal code of procedure, which must be approved by the Members' Assembly. The members of the Executive Board are authorised to manage the Foundation's business only jointly. Specific details may be subject to an internal code of procedure.

(3) The areas of work 'Gender democracy', 'Promotion of immigrants' as outlined in § 2, para. 5 of the statutes, 'Co-operation with Heinrich Böll's community of heirs', 'Conceptual development' and 'Organisational development' are special tasks of the Executive Board.

(4) The members of the Executive Board are elected for a period of three years. The Supervisory Board is entitled to propose candidates for election. Members of the Members' Assembly can submit proposals for the list to be compiled by the Supervisory Board. Members of the Executive Board remain in office until a successor is elected.

(5) Each member of the Executive Board is entitled to speak and make applications at the Members' Assembly.

§ 8 SUPERVISORY BOARD

(1) The Supervisory Board oversees the work of the Executive Board. The Supervisory Board works in an honorary capacity.

(2) The Supervisory Board is made up by nine individuals who are elected for the duration of four years. Re-election for one further period of office is possible. The Members' Assembly elects from its own ranks seven individuals to the Supervisory Board, the full-time employees of the Foundation elect two persons to the Supervisory Board. The Supervisory Board must always include one member elected in accordance with § 4, para. 3 a).

§ 9 EXPERT ADVISORY COUNCILS

(1) The Expert Advisory Councils advise the Foundation with regard to putting in concrete terms and implementing the Foundation's goals for each specific field of work. For this purpose, the councils discuss and take decisions about - focal activity programmes - criteria and guidelines for project work and - projects which are outstanding in terms of their financial

outlay or political content. The decisions made by Expert Advisory Councils must be taken into account by the Executive Board as qualified recommendations. In the case of dissent, the Executive Board must substantiate and discuss its position with the applicable Expert Advisory Council before any final decision is made.

(2) The Expert Advisory Councils work in an honorary capacity. They are elected by, and accountable to, the Members' Assembly. The members of the Members' Assembly, the elected representatives of the fellowship holders, and the full-time employees of the Foundation are entitled to propose candidates for election to the Expert Advisory Councils.

(3) In particular, an Expert Advisory Council shall be installed to anchor national education work in the overall planning of the Foundation.

(4) Each Expert Advisory Council is composed of at least seven, and no more than ten, members. The Expert Advisory Council on Regional Education is excepted from this rule, each state foundation having one representative in the latter council.

(5) The period of office is four years; re-election for one further period of office is possible.

§ 10 WOMEN'S COUNCIL

(1) The Women's Council, which is closely linked with the co-ordinating department for the common goal, is set up to support the Foundation's goals with regard to women's issues in accordance with § 2 of the statutes and to implement the common task of gender democracy. For this purpose, the Women's Council discusses and takes decisions about - focal activity programmes - criteria and guidelines for project work and - projects which are outstanding in terms of their financial outlay or political content. The decisions made by Women's Council must be taken into account by the Executive Board as qualified recommendations. In the case of dissent, the Executive Board must substantiate and discuss its position with the Women's Council before any final decision is made.

(2) The Women's Council works in an honorary capacity. It is elected by, and accountable to, the Members' Assembly. The members of the Members' Assembly, the elected representatives of the fellowship holders, and the full-time employees of the Foundation are entitled to propose candidates for election to the Women's Council.

(3) The Women's Council is composed of at least seven, and no more than ten, women.

(4) The period of office is four years; re-election for one further period of office is possible.

(5) The Women's Council is entitled to make applications at the Members' Assembly.

§ 11 STATE FOUNDATIONS, FEMINIST INSTITUTE, ACADEMY

§ 11A STATE FOUNDATIONS

(1) The state foundations promote the goals of the Foundation at the level of the individual states (Bundesländer) making up the Federal Republic of Germany. They are a constituting element of the federal Foundation, and participate in developing concepts and realising the statutory goals of the federal Foundation.

(2) Only one state foundation of the Heinrich Böll Foundation may exist in each state (Bundesland) of the Federal Republic of Germany. A prerequisite for recognition by the federal Foundation is that a state foundation acknowledges the statutory goals of the Heinrich Böll Foundation and that the local state division of Bündnis 90/Die Grünen declares itself in favour of co-operation between the state foundation and the federal Foundation.

(3) The state foundations exist legally as independent associations or foundations. As part of the admission procedure, the goals, nature and scope of co-operation between the Foundation and the individual state foundation are defined with binding force in a co-operation agreement. The statutes of the state foundations must in particular correspond to the purposes of the following sections in the statutes of the federal Foundation: § 2 / Purposes of the Foundation, § 3 / Non-Profit-Making Character, § 5, para. 2 / Women's Quota, § 5, para. 7 / Restrictions on Numbers of Office-holders. Every recognised state foundation must include the name of the Foundation in its official name.

(4) In order to guarantee federally structured political education activities within Germany, the

Foundation makes global funds available to the state foundations. A minimum provision must be guaranteed, ensuring work can be pursued and allowing for the size and population of the state and amount of state-furnished means available. An allocation of funds to this effect must be approved by the Members' Assembly, and is part of the budgetary order. The state foundations are obliged to disclose their budgets and personnel plans before the Foundation draws up its budget plan.

(5) Recognised state foundations can apply for further global means of the Foundation for their project work. Equally, state foundations can participate in national and international projects of the Foundation or carry them out in their own name. Additional budget means will be furnished for this purpose.

(6) The state foundations must, in proportion to their size, deploy appropriate financial and personnel resources for the fulfillment of the common goal of gender democracy. If sufficient funds are not available for this purpose at the level of an individual state, additional means shall be furnished by the federal Foundation. In particular, state foundations in east Germany shall be enabled to set up women's departments.

§ 11B FEMINIST INSTITUTE

(1) Working from a feminist perspective and with the intention of bringing about innovation and societal change, the Feminist Institute engages in educational work and research with the object of realising the statutory goals.

(2) To ensure the Institute is able to structure its work professionally, it will be furnished with global funds in sufficient quantity. This allocation of funds will be approved by the Members' Assembly and is part of the budgetary order. The Feminist Institute may also, within the framework of international projects, apply for funds earmarked for projects abroad.

(3) In organisational terms, the Feminist Institute is part of the federal Foundation. As a self-operated institution, the Institute contributes to the realisation of the Foundation's goals. The work of the Institute will be supervised by a council as stipulated in § 9, para. 1.

§ 11C ACADEMY

(still under consultation)

§ 12 SUPPORTERS' CIRCLE

(1) Supporters are natural and legal persons, as well as initiatives, who support the goals of the Foundation as stipulated in § 2, declare this in writing and pay the minimum supporting contribution. The Supporters' Circle is constituted by all supporters.

(2) Supporters are informed about the events and activities organised by the Foundation, and as a basic rule have free admission to the Members' Assembly.

(3) The Supporters' Circle directly influences the development of the Foundation through its presence in the Members' Assembly. A meeting of the Supporters' Circle must be convened if requested by 10% of the Supporters' Circle.

§ 13 ACCOUNTING AND AUDITING

(1) Within a time limit complying with legal requirements and the requirements of the Members' Assembly, every year the Executive Board has to compile and present to the Members' Assembly the annual accounts and business report for the previous year. The reports required for this purpose must be submitted to the Executive Board in good time. Details are regulated by the internal codes of procedure for the applicable departments.

(2) The annual accounts must be inspected by at least two independent auditors in advance of the decision-making Members' Assembly; they have to be published following approval by the Members' Assembly. Members not belonging to any other organ of the Foundation can be appointed auditors for the duration of three years by the Members' Assembly; this appointment may be extended by one further three-year period. The Members' Assembly can by a two-thirds majority of members in attendance prematurely dismiss individual

auditors or all appointed auditors.

§ 14 AMENDMENTS OF THE STATUTES

(1) The Members' Assembly can adopt changes to the association's statutes or association's purpose if summoned with an agenda to this effect in accordance with § 6, para. 3, and with a written statement of the reasons for an application of this nature.

(2) Amendments of statutes require the approval of two thirds of the members present at the Members' Assembly, but at least that of a simple majority of all members of the Members' Assembly. Any amendment of the purpose of the association requires the approval of three quarters of all members.

(3) The task of editing and correcting the statutes shall be entrusted to the Executive Board and Supervisory Board. The Executive Board must unanimously accept the amendment of the provision to be changed before a change can be made.

§ 15 DISSOLUTION OF ASSOCIATION

(1) The Members' Assembly can resolve to dissolve the association by a three-quarters majority of all members if summoned with an agenda to this effect in accordance with § 6, para. 3, and with a written statement of the reasons for an application of this nature.

(2) Should an application to dissolve the association meet with the required majority, the last Executive Board in office shall handle the execution of the resolution.

(3) In the case of a dissolution of the association, or should its previous purpose become obsolete, the bodies to which the association assets of the Foundation shall be transferred will be determined by a resolution of the Members' Assembly. Decisions about the future usage of the assets may be put into effect only after approval is granted by government fiscal authorities. The receiver of the association assets must be a tax-favoured statutory corporation or a corporation under public law.

Berlin, 28 May 1998