

Constitution
of the
Menschen für Menschen Foundation
- Karlheinz Böhms Äthiopienhilfe -



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§ 1 Name, legal form, registered office

(1) The name of the Foundation is

Menschen für Menschen Foundation

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(2) It is a foundation with legal personality under German civil law [*rechtsfähige Stiftung des bürgerlichen Rechts*]. It serves public purposes.

(3) The Foundation has its registered office in Munich, Germany.

§ 2 Objects of the Foundation

(1) The Foundation shall further the aims of development aid, healthcare and international understanding in Ethiopia and all other African countries. The Foundation shall also have the objective of providing charitable assistance to persons who are dependent on the support of others by reason of their physical, intellectual or mental condition, and to the poor within the meaning of section 53(1) No. 2 of the German Tax Code [*Abgabenordnung*].

(2) A further object shall be the donation of funds for realisation of the tax-privileged objects of other similarly tax-privileged corporations or for realisation of tax-privileged objects by a public-law entity, provided that the activities of such corporations or entities are in accordance with the objects of the Menschen für Menschen Foundation.

(3) In particular, the objects of the Foundation shall be realised by means of

1. provision of emergency aid and funds to improve
 - food supply,
 - preschool and school education,
 - general and vocational education and training,



- health education, awareness raising and medical infrastructure,
 - agriculture, forestry and livestock farming,
 - environmental protection
 - housing and transport,
 - medical knowledge, eradication of harmful traditions and control of epidemics including pandemic preparedness.
2. Public relations work aimed at publicising the objects of the foundation among the population and raising awareness of global inequality by means of suitable media and events, including of a cultural nature.
- (4) Initiatives of the type specified in paragraph 3 should in the first instance benefit people in Ethiopia and other African countries.
- (5) The Foundation is permitted to hold and to administer dependent foundations and other special-purpose funds.
- (6) The Foundation can carry out the activities of another corporation or public-law entity or work with such corporation or entity, provided that its activities are in accordance with the objects of the Foundation in accordance with paragraph 1.
- (7) The Foundation may collect funds or material resources for other tax-privileged corporations or public-law entities provided that such funds and material resources are applied in support of measures in accordance with the objects of the Foundation under paragraphs 1 and 2.
- (8) The Foundation shall cooperate with the Menschen für Menschen organisations abroad.
- (9) There is no legal entitlement to payments from the Foundation and no such entitlement shall be



- (3) In order to guarantee the capabilities of the Foundation, the Foundation can create reserves to the extent permitted under tax law. Gifts not explicitly donated as endowment contributions may be recognised as reserves, unless they must be used to fulfil the objects of the Foundation.
- (4) Asset substitution is permitted. Profits from such substitution may be allocated to a reserve.
- (5) Reserves in accordance with paragraphs 3 and 4 may also be used for the objects of the Foundation.

§ 5 Statutory bodies of the Foundation

- (1) The statutory bodies of the Foundation are the Executive Board and the Supervisory Board.
- (2) Members may not serve on both bodies simultaneously.
- (3) The Executive Board and the Supervisory Board shall cooperate with trust for the benefit of the Foundation.
- (4) In its internal dealings, the foundation shall hold the voluntary members of its statutory bodies harmless against liability claims by the tax authorities for issue of inaccurate donation receipts or for causing gifts to be used for purposes contrary to the tax-privileged purposes specified in the donation receipts, provided that they did not act intentionally or negligently.
- (5) A person who has rendered outstanding service to the Foundation may be appointed as honorary chairperson and/or patron without a statutory function by decision of both executive bodies. [His or her] duties and function shall be specified in rules of procedure decided by the Executive Board and approved by the Supervisory Board.



§ 6 Executive Board, composition and decision-making

- (1) The Executive Board shall comprise at least two and no more than seven members. Up to three members of the Executive Board shall form the Executive Board in accordance with section 26 BGB [*geschäftsführender Vorstand*] within the meaning of section 26 of the German Civil Code [*Bürgerliches Gesetzbuch, BGB*] and shall be remunerated on the basis of written service contracts.
1. The members of the Executive Board shall be appointed by the Supervisory Board. The Executive Board shall have the right to submit proposals; the Supervisory Board shall not be bound by them.
 2. The Supervisory Board shall appoint a member of the Executive Board in accordance with section 26 BGB as Spokesperson of the Executive Board.
 3. The term of office of a member of the Executive Board shall end, other than on the death of the member,
 1. by resignation, which may be submitted at any time,
 2. three years from the date of appointment,
 3. on the member's 70th birthday,
 4. by dismissal on the basis of a decision of the Supervisory Board passed with a majority of three quarters of votes cast,
 5. if a custodian for the member is appointed by order of a court or the member is found to have no legal capacity.
 6. A member of the Executive Board whose term of office ends in accordance with point 2 or 3 shall remain in office until a successor is appointed. Members may be re-appointed, subject to the age limit.



- (6) The Executive Board shall make its decisions in meetings. Meetings shall usually be held monthly. Further specifications are given in the rules of procedure for the Executive Board.

§ 7 Executive Board, management and representation

- (1) The Executive Board in accordance with section 26 BGB shall manage the business of the Foundation in accordance with this Constitution and the relevant statutory provisions and shall ensure compliance with them. The Executive Board shall administer the assets of the Foundation securely and soundly and fulfil the object of the Foundation as effectively as possible.
- (2) The Executive Board in accordance with section 26 BGB shall have the status of statutory representative. If the Executive Board in accordance with section 26 BGB has more than one member, two members of the Executive Board in accordance with section 26 BGB shall represent the Foundation jointly.
- (3) On request, the members of the Executive Board shall provide the members of the Supervisory Board with full and prompt information regarding the affairs of the Foundation.
- (4) The Supervisory Board shall adopt rules of procedure for the Executive Board. The Executive Board shall have a right of proposal; the Supervisory Board shall not be bound by such proposals. The rules of procedure shall contain further stipulations, particularly regarding the convocation and holding of meetings (including by conference call), quorum and decision-making, rules regarding impartiality and disclosure of conflicts of interest with regard to members of the Executive Board and the Supervisory Board, the taking of minutes, allocation of duties and areas of responsibility in Germany and abroad, non-delegable duties, code of conduct, cooperation with and reporting to the Supervisory Board and other institutions of the Foundation and cooperation with Menschen für Menschen partner organisations abroad.



- (5) The Executive Board may with the approval of the Supervisory Board establish further institutions or bodies of the Foundation without the status of a statutory body on a temporary or permanent basis and lay down rules regarding the duties and powers of such institutions or bodies.

§ 8 Composition of the Supervisory Board

- (1) The Supervisory Board shall comprise at least two and up to seven members. The members as a whole should possess skills in and practical experience of international development projects, fundraising, public relations, controlling and investments and foundations.

The Supervisory Board shall include no more than two former members of the Executive Board. Former members of the Executive Board in accordance with section 26 BGB may not be appointed as chairperson of the Supervisory Board until one year after the end of their term of office on the Executive Board.

Only persons who promote the principle of diversity and who do not engage in, promote or tolerate discrimination, in particular on the grounds of political party affiliation, ethnicity, skin colour, gender, marital status, pregnancy, religion, political opinion, nationality, ethnic origin, social origin, social status, disability, age, or trade union membership, may serve as members of the Supervisory Board.

The Supervisory Board shall ensure an appropriate balance between the genders and meaningful representation of local African expertise.

- (2) The members of the Supervisory Board shall serve in a voluntary capacity. The Supervisory Board can decide to pay reasonable remuneration for the performance of particular duties, particularly those undertaken by members of the Supervisory Board in the course of their professional activity or abroad. Remuneration may only be paid on the basis of a written agreement with the consent of the compliance officer appointed by the Supervisory Board. Reasonable and necessary documented



expenses incurred by members of the Supervisory Board shall be reimbursed. The travel costs guideline as amended from time to time shall apply. The Foundation can take out pecuniary loss liability insurance for the members of the Supervisory Board.

- (3) Members shall be appointed to the Supervisory Board by co-option.
- (4) The Supervisory Board shall elect a chairperson and a deputy from among its number.
- (5) The term of office of a member of the Supervisory Board shall end, other than on the death of the member,
 1. by resignation, which may be submitted at any time,
 2. four years from the date of appointment,
 3. on the member's 70th birthday,
 4. by dismissal by decision of the Supervisory Board, which must be passed by a majority of three quarters of votes cast and in respect of which the member concerned shall have no right to vote.
 5. if a custodian for the member is appointed by order of a court or the member is found to have no legal capacity.
- (6) A member of the Supervisory Board whose term of office ends in accordance with point 2 or 3 of paragraph 5 shall remain in office until a successor is appointed only if the minimum number of members required under section 8 paragraph 1 would no longer be met as a result of his or her departure. A member of the Supervisory Board whose term of office ends in accordance with point 2 or 3 of paragraph 5 may be reappointed by resolution of the Supervisory Board; the member concerned shall have no right to vote on such reappointment.



§ 9 Decision-making by the Supervisory Board

- (1) The Supervisory Board shall make its decisions in meetings held in person and/or virtually, in particular by way of conference call or video conference. Further specifications are given in the rules of procedure for the Supervisory Board. Meetings shall be held as required and at least three times per year, and shall be convened by the chairperson of the Supervisory Board in text form giving at least three weeks' notice; the invitation shall specify the agenda. A meeting shall also be convened if demanded by a member of the Supervisory Board.
- (2) Members of the Executive Board may be invited to attend meetings.
- (3) Meetings shall be chaired by the chairperson of the Supervisory Board. He or she shall also appoint the minute-taker.
- (4) The Supervisory Board shall be quorate if at least half of its members are present having been duly invited. A member may abstain from voting only if the matter for decision concerns that member personally.

Invitation errors shall be deemed to be cured if the member of the Supervisory Board whose invitation was affected by the error is present and participates without objection in discussions regarding the agenda.
- (5) Decisions requiring a simple majority may also be adopted in writing, if all members agree to this procedure.
- (6) The decisions of the Supervisory Board shall be recorded. The minutes shall be signed by the chair of the meeting and the minute-taker and forwarded to the members of the Supervisory Board.



- (7) The Supervisory Board shall adopt rules of procedure for itself containing stipulations regarding the allocation of duties, representation by other members, the holding of meetings and decision-making, impartiality rules, disclosure of conflicts of interest and cooperation with the Executive Board and other bodies of the Foundation.

§ 10 Supervisory Board, duties and representation

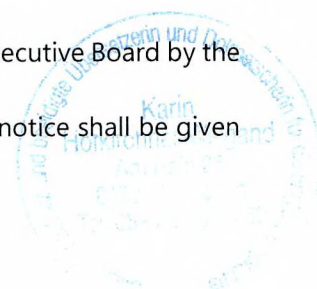
- (1) The Supervisory Board shall oversee the activities of the Executive Board, particularly as regards adherence to the intentions of the founder. It shall advise the Executive Board on all matters of fundamental significance and the Executive Board shall seek its involvement early enough that its views may be taken into account.
- (2) The chairperson of the Supervisory Board shall represent the Foundation vis-à-vis the Executive Board or individual members thereof, including in cases of liability of the Foundation for the actions of its statutory representatives.
- (3) Alongside the duties allocated to it in this Constitution, the following activities shall also be subject to decision by the Supervisory Board:
1. appointment and removal of members of the Executive Board,
 2. conclusion of service contracts with members of the Executive Board and regular review of such contracts,
 3. approval of the financial plan and strategic programme prepared by the Executive Board,
 4. adoption of the annual accounts and appropriation of the profit or loss for the year,
 5. appointment of the auditor of the annual accounts and of certified auditors in individual cases,
 6. approval of the actions of the members of the Executive Board,
 7. approval of rules of procedure for the Executive Board and the Advisory Board,



8. adoption of rules of procedure for the Supervisory Board,
 9. consent to the appointment and dismissal of the country representative in Ethiopia and for other African countries where applicable,
 10. the advancement of international cooperation with Menschen für Menschen partner organisations abroad.
- (4) The Supervisory Board shall appoint a compliance officer. The Executive Board can suggest candidates for this position; the Supervisory Board shall not be bound by such suggestions.

§ 11 Advisory Board

- (1) The Supervisory Board can establish an Advisory Board comprising at least four and no more than fifteen members. The members of the Advisory Board should be prominent representatives of fields closely related to the objects of the Foundation. The members shall be appointed for a term of five years by the members of the Executive Board and the Supervisory Board at a joint meeting. Reappointment is permitted.
- (2) The members of the Advisory Board shall serve in a voluntary capacity.
- (3) Without having any statutory role, the Advisory Board shall advise the Executive Board and the Supervisory Board regarding fundamental questions relating to realisation of the objects of the Foundation, shall establish useful connections for the Foundation and shall solicit donations and endowment contributions.
- (4) Meetings of the Advisory Board shall be convened after consultation with the Executive Board by the chairperson of the Advisory Board at least once per year; at least three weeks' notice shall be given and the invitation shall specify the agenda.



Meetings shall be chaired by the chairperson of the Advisory Board. Further stipulations shall be contained in rules of procedure which the Advisory Board shall adopt for itself. The rules of procedure must be approved by the Supervisory Board.

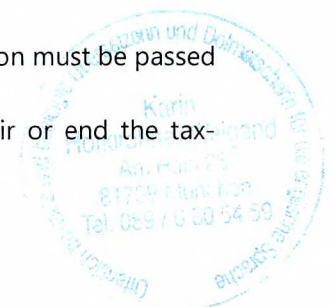
- (5) The Advisory Board shall elect a chairperson and a deputy from among its number.

§ 12 Financial year, annual accounts, audit

- (1) The financial year is the calendar year.
- (2) The Executive Board shall draw up annual accounts, substantially based on the provisions applicable to merchants [*Kaufleute*] of the German Commercial Code [*Handelsgesetzbuch*] following the end of each financial year and within the statutory deadline.
- (3) The annual accounts shall be audited by a certified auditor or auditing firm. The audit shall also include an examination of the preservation of the Foundation's assets and utilisation of funds in accordance with the Constitution.
- (4) The audited annual accounts shall be presented to the Supervisory Board for adoption and thereafter submitted to the supervisory authority for foundations and to the tax authorities.

§ 13 Amendment of the Constitution, change of legal form, merger, liquidation of the Foundation

- (1) The admissibility of amendments to the Constitution shall be subject to the applicable statutory provisions. Additionally, amendments to the Constitution are permissible only if they are consistent with the intentions of the founder. Decisions on motions to amend the Constitution must be passed by two thirds of the members of the Supervisory Board. They must not impair or end the tax-privileged status of the Foundation.



- (2) If achievement of the objects of the Foundation becomes impossible or no longer appears meaningful due to significantly altered circumstances, the Supervisory Board may move to change the objects of the Foundation by a decision which must be passed by a majority of three quarters of all its members; the tax-privileged status of the Foundation must be preserved. Such changes shall take fullest possible account of the intentions of the founder as stipulated in this Constitution.
- (3) If the change to the objects of the Foundation within the meaning of paragraph 2 is unsuccessful, the Supervisory Board may by unanimous decision of all its members move to merge the Foundation with another tax-privileged foundation with a comparable object or to liquidate the Foundation. Merger of the Foundation, transfer of its assets to another foundation, and liquidation of the Foundation shall be governed by the statutory provisions.
- (4) Decisions in accordance with paragraphs 1 to 3 shall not take effect until they are approved by the foundation supervisory authority.

§ 14 Supervision of the Foundation, entry into force

- (1) The Foundation is subject to legal supervision by the Government of Upper Bavaria. The foundation supervisory authority shall be notified without delay of changes of address, power of representation and composition of the Executive Board and the Supervisory Board and any revocation of the charitable status of the Foundation. The rules of procedure issued pursuant to this Constitution, as amended from time to time, shall also be submitted to the foundation supervisory authority.



- (2) This Constitution of the Foundation shall enter into force on approval by the Government of Upper Bavaria. The Constitution of the Foundation in the version of 26 February 2016 approved by letter No. 12.1-1222.1 M/M of the Government of Upper Bavaria on 17 May 2016, with amendments approved by letters of the Government of Upper Bavaria of 22 November 2019 and 24 November 2021, shall also expire at this time.

Munich, this 15 July 2025

[signature]

Dr Ingrid Sollerer

Chairperson of the Supervisory Board

Approved by letter of the Government of Upper Bavaria dated 11 February 2026. [stamp of the Government of Upper Bavaria, Bavaria]

No. 1222.12.1.3-M-M-1-43



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Karin Hofkirchner-Weigand


München/Munich, 05.03. 2026