



Articles of Association

§ 1 Name, location, registration and financial year

- (1) The name of the association is: "Tierärzte ohne Grenzen e.V." (ToG e.V.). The purpose of the association in accordance with § 2 is pursued at international level. In the areas of operation, ToGe.V. is registered as "Vétérinaires sans Frontières Germany" (VSF G).
- (2) It has its seat in Berlin.
- (3) It is registered with the register of associations of the Berlin-Charlottenburg local court.
- (4) The financial year is the calendar year.

§ 2 Purpose of the association

- (1) The association exclusively and directly serves public-benefit purposes within the meaning set forth in the chapter "Tax-privileged purposes" of the Fiscal Code of Germany -AO as amended.
- (2) The purpose of the association is to promote development cooperation, animal welfare and education.
- (3) The purpose of the association shall be achieved in particular through the following activities:
 - implementing measures of veterinary prevention, treatment, hygiene and training programs;
 - implementing measures to improve the health of humans and animals („One-Health“ approach), e.g. by combatting rabies;
 - implementing sustainable agricultural development measures, e.g. through the rehabilitation of pasture land, through the introduction of hay farming or supporting farmers in the introduction of new livestock and substitution of livestock species;
 - promoting and providing further training of veterinarians and smallholder livestock farmers within the framework of further training and education;
 - conducting emergency measures, in particular veterinary emergency and disaster relief, for example through emergency animal feeding, emergency aid and vaccinations in the event of disease outbreaks, establishment of disease reporting and monitoring systems;
 - Doing Public relations work, e.g. by publishing free brochures and annual reports, articles in electronic media, organizing and holding information events, public outreach at information stands at trade fairs and conferences;
 - promoting development education, e.g. through workshops, presentations for students and groups of volunteers.

In addition, the association may also provide non-material and financial support to other tax-privileged corporations, corporations under public law for the non-material and material promotion of development cooperation, animal welfare and education.

Furthermore, the association aims at a close cooperation exclusively with tax-privileged organizations performing similar work. For this purpose, the association may obtain such other organization's membership.

- (4) The financing of the purpose laid down in these Articles of Association is realized by collecting donations, public funds as well as the returns on the funds of the association, within the framework determined the Fiscal Code of Germany AO.



§ 3 Altruism

- (1) The association acts altruistically; it does not primarily pursue purposes serving its own economic interest.
- (2) The funds of the association may be used only for purposes laid down in these Articles of Association. The members of the association in their function as members must not receive any gratifications from funds of the association.
- (3) The members must not receive any shares of the association's assets when they resign or when the association is dissolved or upon annulment.
- (4) No person will receive expenses that are outside of the purpose of the association nor will any person receive excessive remunerations.

§ 4 Bodies and structure of the association

- (1) The bodies of the association are:
 - general meeting
 - board
- (2) The board may by resolution establish dependent or independent subdivisions as well as corporations at home and abroad. The rights and obligations of the subdivisions well as of the corporations are, as far as necessary, laid down in their own articles of association (e.g. Kenya Branch - Constitution of Veterinarians without Borders- Germany (VSG)).
- (3) The meeting as well as the board may pass the resolution to establish special committees, advisory councils or work groups which work on special topics or act in an advising capacity.

§ 5 Obtaining membership

- (1) The association consists of ordinary members and sponsoring members Only such natural persons who have reached their majority can be or become ordinary members
 - who were, on 23/09/2006, an ordinary member of „Tierärzte ohne Grenzen e.V.“ or
 - who worked as volunteers or staff members in a project or an office of Tierärzte ohne Grenzen e.V. or in another development cooperation organization or
 - who have performed extraordinary service in the interests of Tierärzte ohne Grenzen e.V..
- (2) Becoming an ordinary member of the association is effected upon written application requesting membership. There is no entitlement to membership. The board decides on the acceptance of ordinary members. Membership takes effect immediately. Deviating from this course, the board has the possibility of accepting ordinary members because of special qualifications. If the board refuses to confer membership, the rejected applicant may, within one month of receipt of such rejection, address a written appeal to the general meeting which will decide on the application requesting membership at the next regular meeting.
- (3) The percentage of employees of the association must not be more than 25 per cent of the number of all ordinary members
- (4) Associations and organizations as well as natural and legal persons who serve the purpose of the association, and, in particular, support the purpose of the association by paying an annual sponsorship fee, can become sponsoring members. They receive association periodicals. The admission is effected by a written declaration of membership and becomes effective upon written confirmation by the association. The board can reject sponsoring memberships on important grounds and can give notice of exclusion.



- (5) Every ordinary member has the right to change over to sponsoring membership at any given time. Such change is effected through a written statement

§ 6 Suspension of membership

Giving their reasons in application form, sponsoring and ordinary members may suspend their membership for one year. During this period, the ordinary members' right to vote is suspended. The board decides about the application, with immediate effect, and informs the member in writing about the decision.

§ 7 Termination of membership

- (1) Membership terminates
 - upon the death of the member
 - through resignation
 - through the loss of the legal capacity of legal persons
 - through exclusion from the association
 - through dissolution of the association
- (2) Resignation is effected by a written statement to a member of the board or the managing director(s). It is permitted anytime without notice.
- (3) A member can be excluded from the association by board resolution if there are more than twelve months' arrears of payment of the subscription, despite two written reminders, or if the member has moved house without a forwarding address. The exclusion must not be effected until three months have passed since sending the second reminder. In the case of arrears in the payment of the subscription, the exclusion is to be imparted to the member in writing. In the case of exclusion because of no forwarding address, the duty of information can be dispensed with.
- (4) An ordinary member can be excluded from the association with immediate effect upon unanimous resolution of the board if he has acted gravely in breach of the interests of the association. Before the resolution is passed, the member is to be given a one month deadline to have the opportunity to make a statement about the accusations, either in a personal talk, or in writing to the board. The resolution about exclusion is to be backed by reasons and to be made known to the member.
- (5) The next general meeting can be appealed to against exclusion within one month of receipt, and the meeting can make a decision about the exclusion at the next regular meeting

§ 8 Honorary membership

- (1) Bestowing an honorary membership is intended to demonstrate recognition of extraordinary services for the association as an institution and for its goals. These include commitment to the tasks of the association, as well as the emphatic and enduring support and promotion of other association activities.
- (2) Honorary members do not pay a subscription and have no vote. Honorary membership is independent of ordinary or sponsoring membership and does not affect them. Honorary membership is bestowed through a special certificate, whose text lists the extraordinary services of the honoured member which form the basis for the bestowal.
- (3) Every member of the association has the right to recommend, towards the board, candidates for honorary membership. The recommendations must be effected in writing, mentioning the extraordinary services.



- (4) The board makes a unanimous decision on the bestowal upon receiving the application. Abstention from voting is admissible. The bestowal is not supposed to be bound to a time schedule.
- (5) The certificate of honorary membership is handed over by the chairperson of the board or by another member of the board deputising for him/her. The nomination as an honorary member is mentioned in a suitable form in the association's publications.
- (6) § 7 shall apply mutatis mutandis to the termination of the honorary membership.

§ 9 Members subscriptions and other duties

- (1) The general meeting passes a resolution on the amount and the due date of members' subscriptions.
- (2) Every ordinary member cooperates in the achievement of the purposes of the association in accordance with these Articles of Association.

§ 10 General meeting

- (1) The regular general meeting is held once a year.
- (2) The convening of and invitation to all ordinary general meetings is effected by the board in writing no later than four weeks beforehand, including information on the agenda. Convening the meeting by e-mail is also permissible. The deadline begins on the day following the sending of the invitation or the e-mail. Another form of convening, especially via association periodicals, is permitted if it is ensured that the convening reaches all members according to the requirements named in sentence 1.
- (3) An extraordinary general meeting is to be convened at any time if so requested by one-third of the members. If the request is not met by the board within three weeks, the members may file an application with the competent court stating the facts, and the local court may authorize them to convene such meeting, § 37 of the German Civil Code, BGB.
- (4) The general meeting is, in particular, responsible for the following matters:
 - receiving the board's annual report, as well as disencumbering the board
 - approval of the board's budgetary plan set up for the financial year
 - supervision of the association's monies and business therewith
 - appointment of an independent auditor
 - election and recalling of members of the board
 - passing a resolution about alterations to the Articles of Association and about the dissolution of the association
 - determination of amount and due date of members' subscriptions
- (5) In matters which fall within the board's area of responsibility, the general meeting can resolve on recommendations to be made to the board. The board, for its part, can receive the opinion of the general meeting and/or of the advisory board insofar as such has been formed.
- (6) At the general meeting, ordinary members have the right to speak, make proposals and vote. Every ordinary member has one vote. The delegation of a vote is only admissible if a written power of attorney is submitted. One ordinary member cannot have more than three votes.

§ 11 Passing resolutions at the general meeting and minutes

- (1) The general meeting passes resolutions with a simple majority of the valid votes cast. For amendments the Articles of Association, however, a majority of two-thirds of the valid votes cast is necessary. Abstention from voting is disregarded in both of these cases.



- (2) If the general meeting desires a written and secret election of the members of the board, or the passing of resolutions in secret ballot, then this wish must be fulfilled if one-third of the voting members present thus request. The chairperson of the meeting can also comply with this method of voting if a smaller percentage of the members present proposes this.
- (3) A general meeting called in according with the Articles of Association is a quorum and able to pass resolutions irrespective of the number of members of the association present.
- (4) A member of the association has no vote in resolutions which in any way whatsoever touch on his/her financial interests concerning the association, or those of one of his/her relatives. In particular, a member who is supposed to be exonerated through the passing of a resolution or is intended to be freed of a debt, has no right to vote hereby. The same applies to the passing of a resolution which is concerned with the undertaking of a legal transaction, or the opening of, or the completion of a legal suit against a member.
- (5) A results report is to be compiled about the general meeting. The minutes are to be signed by the chairperson of the meeting and the minutes-taker.
- (6) The general meeting decides on subsequent amendments to the agenda.
- (7) If the finances of the association are going to be examined by an external company of auditors in the coming financial year, the general meeting can dispense with an internal audit and with appointing auditors. In this case the report of the external company of auditors will replace the auditors' report.
- (8) The board may decide that all (virtual general meeting) or individual (hybrid general meeting) members may participate in the general meeting without being present at the place of the meeting and exercise members' rights by means of electronic communication, in derogation of section 32 (1) sentence 1 of the German Civil Code-BGB. Details of the procedure shall be determined by the board at its due discretion.
- (9) The board may decide that members, without attending a general meeting, may cast their vote in text form* or in writing (postal vote).

§ 12 The board

- (1) The board consists of the chairperson, two vice-chairpersons and up to four further members. All the afore-mentioned must be ordinary members of the association.
- (2) Up to two additional members of the board can be co-opted for the current term of office due to their special qualifications. This ensues upon resolution of the board.
- (3) When the members of the board are elected, every ordinary member can cast one vote for each candidate nominated for election. Every member of the board is elected individually and must win at least 50 per cent of the votes cast for himself/herself. The candidates with the most votes occupy the vacant positions on the board. Only ordinary members who are not employees of the association can have themselves nominated for election.
- (4) The board compiles its rules of internal procedure and resolves on this by simple majority.
- (5) In accordance with § 26 of the German Civil Code-BGB, the association will be represented by two members of the board together, which is legally binding.
- (6) The board conducts all business on an honorary basis. Necessary outlays which arise directly in connection with board work can be reimbursed by applying to the association. The board is empowered to decide on allowances for expenditure and meetings' expenses, taking the budgetary status into consideration.

§ 13 Term of office of the board

- (1) The members of the board are elected for a two-years term of office.



- (2) The board assigns the functions of the chairperson and the vice-chairperson among its board members.
- (3) The board remains in office until a new board has been elected.
- (4) If a board member retires prematurely from office, a successor may be called by co-option from among the members of the remaining board members until the next general meeting. The replacing member must be an ordinary member of the association.

§ 14 The competence of the board

- (1) The board has the competence to regulate all business matters of the association to the extent they are not allocated to the general meeting by law or by the Articles of Association.
- (2) It has, in particular, the following tasks:
 - Combining the budget
 - Compiling the annual accounts
 - Compiling an annual report
 - Passing resolutions on the admittance and exclusion of members
 - Preparing and convening general meeting, setting out the agenda as well as the effecting of resolutions passed at the general meeting
 - Taking out credits for interim financing, especially for project work
- (3) The board is responsible for strategic planning to reach the association's goals.

§ 15 The board

- (1) To coordinate and steer the running business of the association, the board can appoint a full-time managing director. The latter is responsible for the correct conduct of business. The description of the position of managing director explains this in more detail.
- (2) In order to alleviate the managing director's activities, the board can appoint the managing director by unanimous vote as a special representative according to § 30 of the German Civil Code-BGB. In this case, the managing director is to be registered with the register of associations as such.
- (3) The managing director is accountable towards the board.

§ 16 Regional offices

- (1) Regional offices are implementation bodies of the association in the project areas. The implementation and coordination of the project work in the project areas is incumbent on them.
- (2) The position, authority and competences are regulated in the cooperation guideline between the board, the managing director and the regional offices.

§ 17 Dissolution of the association

The dissolution of the association can only be resolved at an extraordinary general meeting to be convened for this purpose with a period of notification of six weeks, and by a majority of three-quarters of the ordinary members present. The meeting also passes a resolution about the form of liquidation.



§ 18 Disposal of assets

Upon dissolution or revocation of the association or upon the annulment of its tax-privileged purpose, the assets of the association pass to a tax-privileged corporation for the purpose of being used for the promotion of development cooperation, animal welfare and education. The general meeting decides on the recipient simultaneously with the resolution according to § 17.

Resolutions on the future use of the assets must not be passed without the consent of the tax authority.

§ 19 Final provisions

- (1) For the purpose of § 26 of the German Civil Code-BGB, the board is authorized to make on its own motion and on the local court's request any required formal or editorial amendments to the Articles of Association.
- (2) In the event any existing or future provision of the Articles of Association turns out to be, in whole or in part ineffective or unenforceable, the validity of the remaining provisions shall remain unaffected. In such event, the ineffective or unenforceable provision shall be, through resolution of the members, re-interpreted or amended in a way which enables to attain the intended purpose of the invalid provision complying with the legal provisions. The same shall apply if a gap in the Articles of Association becomes apparent while performing them, which requires an amendment.
- (3) In the Articles of Association as submitted, when the word "written" is used in connection with the transfer of information and written documents, the electronic transfer via e-mail also has validity, insofar as the sender is convinced in an appropriate fashion of the effecting of delivery.

Dr. Daniel Zaspel, chairperson of the board

Antje Hoppenheit, vice- chairperson of the board

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End of translation.

I hereby confirm that this translation is correct and complete and that its contents fully correspond to the German source text attached hereto.

Weimar, Germany, 4 June 2021.




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