

Translation from the English language

**Charter
of the
Heinrich-Böll-Stiftung e.V.**

**Adopted by the Membership Assembly
of the Heinrich Böll Foundation on 28 March 1998
(last amended in April 2007)**

SECTION 1 NAME, OFFICE, FINANCIAL YEAR

- (1) The association shall have the name of 'Heinrich-Böll-Stiftung' ('Heinrich Böell 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 name.
- (2) The registered office of the association shall be Berlin.
- (3) The financial year shall be the calendar year.

Section 2 PURPOSE OF THE ASSOCIATION

- (1) The primary purpose of the Foundation is to provide political education in Germany and abroad with a view to promoting the democratic development of an informed opinion, commitment to sociopolitical activities, and international understanding. Further, the Foundation promotes arts and culture, science and research, and co-operation for development.
- (2) The Foundation's work is oriented towards the fundamental political principles of ecology, democracy, solidarity and non-violence. Its work as a national foundation with federal structure is characterized by legal autonomy and a spirit of intellectual openness.
- (3) A special concern is to implement a democratic relationship of the gender which is free of dependence and dominance. This common task is an important model guiding both internal co-operation and public activities of all sections of the association.
- (4) Within the framework of the purposes as they are established in this charter, the Foundation encourages and supports groups and individuals who are exercising their responsibility to make the world more peaceful, to conserve our natural environment and to promote the worldwide 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 activities of the Foundation promote 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 educational activities strive to counteract the worldwide sexual discrimination against gay men and lesbians. A further main focus is to provide opportunities for political education for young people and to support youth initiatives. Young people will be encouraged to participate in the development of new strategies and aspects in educational programs for young people.
- (7) The Foundation promotes arts and culture, including research into literature, as an element of its political educational activities and as a form of expression of social self-understanding in correspondence with the traditions associated with the name of Heinrich Böll.
- (8) In order to implement its goals as they are laid down in the Charter, the Foundation further pursues the aim of using federal budget funds on the level of the individual German federal states for recognized state foundations pursuant to Section 11a of the Charter.

- (9) The Foundation is likewise bound by the principles stated above with respect to its internal organization, and promotes by means of appropriate measures the self-organization and assumption of responsibility on the part of all its staff. A basic prerequisite for all work in this 'learning organization' is openness for, and opening-up to, society.
- (10) In order to implement the above-mentioned goals:
- the Foundation offers a range of courses for education and further-education which are accessible for the public, serve the purpose of promoting the democratic development of an informed opinion and include a wide range of forms of educational activities (e.g. meetings, seminars, conferences, publications, studies, lectures, excursions);
 - the Foundation promotes gifted students, artists and scientists from all fields and of all nationalities with a suitable character who are committed to the Foundation's goals as defined in the Charter, and with great commitment involved in sociopolitical issues; this support may be employed to further both scientific or artistic training, and to fund specific projects which are consistent with the goals of the Foundation;
 - the Foundation engages in and promotes research in particular by awarding grants and requesting expert opinions as well as by organizing events and issuing publications for instance on ecology, democratization, international understanding, gender democracy, development cooperation, arts and literature and by providing the results for the public;
 - the Foundation promotes international understanding by means of organizing seminars, studies and establishing offices in foreign countries;
 - the Foundation promotes co-operation in a spirit of partnership with developing countries in particular by means of providing education in the field of social politics and by promoting projects for instance in the fields of ecology, democratization, international understanding and gender democracy (equality of men and women);
 - the Foundation cooperates with its affiliated state foundations and makes available to them overall funds for their decentralized activities of political education.

Section 3 NON-PROFIT CHARACTER

- (1) The Heinrich Boell 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 carry forward the activities of these associations. The Foundation exclusively pursues purposes for immediate public benefit as stipulated in Sections 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 shall be used only for the purposes described in the Charter. Nobody shall be given advantages by means of expenditures which are inconsistent with the purposes of the Foundation or by means of unreasonably high remuneration.
- (3) No funds of the Foundation may be passed on to a political party or any of its sub-organizations.
- (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 the expenditures together with a statement of income and expenses and personnel development.

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

Section 4 MEMBERSHIP

- (1) Only natural persons of legal age may become members. Employees of the Foundation, of state foundations as described in Section 11 a, or persons whose relationship to the Foundation is similar to that of an employee, may not become members of the Foundation or one of its bodies. New members are adopted by the vote of the Membership Assembly.
- (2) The number of members is limited to 49. The period of membership is four years; re-election for one further period is possible.
- (3) The members are elected as individual by the Membership Assembly on the basis of 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) expulsion from the Association.
- (5) Any member who has violated the interests of the Foundation to a considerable degree may be expelled by a decision of the Membership Assembly passed with a majority sufficient for changing the Charter. The application to expulse a Member may be submitted by the Executive Board or by one quarter of the Membership Assembly. Before the Membership Assembly votes on the application, the member shall be given an opportunity to present his/her case, either verbally or in writing, to the Membership Assembly within an appropriate period of time.
- (6) All stipulations regarding the limitation of membership come into force only after the conclusion of the necessary supplementary or new elections of members, but not later than 01 January 1997.

Section 5 COMPOSITION AND WORK OF THE BODIES

- (1) The bodies of the association are:
- a) the Membership Assembly
 - b) the Executive Board
 - c) the Supervisory Board
 - d) 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%, shall be observed with regard to the composition of the bodies and the full-time personnel of the Foundation. For the full-time employees this is considered to be a target value whose implementation is regulated in a company agreement.

- (3) As far as the Charter stipulates a limited possibility of re-election to bodies, 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 bodies. The bodies and their members undertake to co-operate in implementing the Foundation's goals.
- (5) Full-time and part-time employees may not be elected to any bodies except the Executive Board and Supervisory Board. Further details are regulated by the applicable internal code of procedure.
- (6) Only persons who are members of the Supporters' Circle and pay each at least the minimum contribution may belong to the bodies.
- (7) No more than a quarter of any one body may be composed by 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) The Executive Board, Expert Advisory Councils and Women's Council adopt internal codes of procedure. These shall be approved by the Supervisory Board. The codes of procedure of the Supervisory Board as well as of the Executive Board and the Women's Council shall be presented to the Membership Assembly.
- (9) Members of bodies who are not full-time employed by the Association may receive for their activities a reasonable flat-rate remuneration and are entitled to reimbursement of their expenses. Any flat-rate remuneration shall be resolved upon by the Membership Assembly.

Section 6 MEMBERSHIP ASSEMBLY

- (1) The Membership Assembly is the supreme 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) electing from its own ranks members to the Supervisory Board
 - d) approving the internal codes of procedure drawn up for other bodies in the association
 - e) passing the budget
 - f) approving the annual statement of accounts
 - g) appointing the auditors
 - h) installing expert advisory councils and expert commissions
 - i) recognizing the state foundations
- (2) The Membership Assembly is made up by four persons each according to Section 4, para. 3 a), sixteen persons according to Section 4, para. 3 b) – with one person coming from each state foundation – and twenty-five further persons according to Section 4, para. 3 c). Each of the persons proposed in accordance with Section 4, para. 3 c) shall be supported by at least ten members of the Supporters' Circle. The proposals shall be made in writing
The number of persons proposed for election shall total at least twice the number of persons to be elected.

- (3) The Membership 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, the date of the Assembly should be notified to the members eight weeks in advance. The Membership Assembly shall 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 Membership Assembly forms a quorum if at least one half of all its members are present. In order to be effective, resolutions of the Membership Assembly shall be passed by a majority of the members who are present, unless otherwise regulated by the Charter.
- (5) Every member is entitled to make an application at the Membership Assembly. As a basic rule, the Membership 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. In case the Membership Assembly is not held publicly the full-time employees and the elected representatives of the holders of fellowships shall be given the opportunity of making statements and submitting applications before the non-public meeting starts. The employees who were elected members to the Supervisory Board shall be entitled to speak and submit applications also in Membership Assemblies which are not public.
- (6) Any resolution passed by the Membership Assembly against the will of a majority of the female members present shall be postponed until the next Membership Assembly if at least half of all female members are present at the Membership Assembly and a majority of them votes in favor of this step (suspensive veto). Postponement may be put to the vote on the application of at least two of the women present at the Membership Assembly.
- (7) The resolutions passed by the Membership Assembly shall be certified by means of minutes kept during the individual sessions. The minutes shall be signed by the chairpersons and the minute keepers.

Section 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 implementing the Foundation's goals within the framework of the resolutions passed by the Membership 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 and economical. The Executive Board is in a position of seniority to all employees. It promotes co-operation between the bodies of the association, and endeavors to eliminate conflicts between these bodies. In accordance with Section 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 may appoint a manager for managing the day-to-day activities of the association. The manager participates in the meetings of the Executive Board with advisory vote.
- (3) The areas of work 'Gender democracy', 'Promotion of immigrants' as outlined in Section 2, para. 5 of the Charter, 'Co-operation with Heinrich Böll's community of

heirs', 'Conceptional development' and 'Organizational 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 Membership Assembly may submit proposals for the list to be compiled by the Supervisory Board. Members of the Executive Board remain in office until a successor has been elected.
- (5) Each member of the Executive Board is entitled to speak and make applications at the Membership Assembly.

Section 8 SUPERVISORY BOARD

- (1) The Supervisory Board supervises the work of the Executive Board.
- (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 Membership 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 shall always include one member elected in accordance with Section 4, para. 3 a).

Section 9 EXPERT ADVISORY COUNCILS

- (1) Expert Advisory Councils act as consultant for the Foundation with respect to the implementation of its goals as laid down in the Charter and of the resolutions of the Membership Assembly. Expert Advisory Councils are working groups which draft concepts within the framework of the Foundation's activities for political education.
- (2) The Expert Advisory Councils are appointed for a period of three years. They provide annual reports to the Membership Assembly about their activities. Members of the Expert Advisory Councils shall be members only in one body and not in the Executive Board or the Supervisory Board.
- (3) Provided that the Membership Assembly does not adopt any resolutions to the contrary the Executive Board in agreement with the Advisory Board decides on the members of an Expert Advisory Council. The members of the Expert Advisory Councils shall be appointed by the Supervisory Board. Before their appointment the members of the Membership Assembly must be given the opportunity to submit to the Supervisory Board proposals for the members of the Expert Advisory Councils.

Section 10 WOMEN'S COUNCIL

- (1) The Women's Council, which is closely linked with the coordinating department for the common goal, is set up to support the Foundation's goals with regard to women's issues in accordance with Section 2 of the Charter and to implement the common task of gender democracy.

For this purpose, the Women's Council discusses and takes decisions concerning

- main programs
- criteria and guidelines for project work and
- projects which are extraordinary in terms of their financial outlay or political content.

The decisions made by Women's Council shall be taken into account by the Executive Board as qualified recommendations. In the case of dissent, the Executive Board shall substantiate and discuss its position with the Women's Council before any final decision is made.

- (2) The Women's Council is elected by, and accountable to, the Membership Assembly. The members of the Membership 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 Membership Assembly.

Section 11 STATE FOUNDATIONS, INSTITUTE AND ACADEMY

Section 11A STATE FOUNDATIONS

- (1) The state foundations promote the goals of the Foundation at the level of the individual states making up the Federal Republic of Germany. They are a constituting element of the federal Foundation, and participate in developing concepts and implementing the goals as they are laid down in the Charter of the federal Foundation.
- (2) Only one state foundation of the Heinrich Boell Foundation may exist in each state ('Land') of the Federal Republic of Germany. A prerequisite for recognition by the federal Foundation is that a state foundation acknowledges the goals as they are laid down in the Charter of the Heinrich Boell Foundation and that the local state division of Bündnis 90/Die Grünen declares itself in favor 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 Charter of the state foundations shall in particular correspond to the purposes of the following sections in the Charter of the federal Foundation: Section 2 / Purposes of the Foundation, Section 3 / Non-Profit Character, Section 5, para. 2 / Women's Quota, Section 5, para. 7 / Restrictions on Numbers of Office-holders. Every recognized state foundation shall include the name of the Foundation in its official name.
- (4) In order to guarantee federally structured political education activities in Germany, the Foundation makes overall funds available to the state foundations. A minimum provision shall be guaranteed which ensures that the respective state foundation is able to work and which takes into account the size and population of the state and amount of finance provided by the respective state. An allocation of funds to this effect shall be approved by the Membership 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) Recognized state foundations may apply for further overall finance of the Foundation for their project work. Equally, state foundations may participate in national and international projects of the Foundation or have them carried out in their own name. Additional budget means will be furnished for this purpose.
- (6) The state foundations shall, 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 from the federal level. In particular, state foundations in east Germany shall be enabled to set up women's departments.

Section 11B Gunda-Werner-Institute

- (1) On the basis of feminist and gender-democratic findings the Gunda-Werner-Institute contributes to educational the Foundation's work and research with the objective of furthering emancipation. The Institute's main objective is to reflect on gender-related power structures and dominance relationships as well as to promote and further social emancipation and equality of women and men in all social spheres.
- (2) As a self-operated part of the Federal Foundation, the Gunda-Werner-Institute contributes to the implementation of the Foundation's goals. To ensure that the Institute is able to structure its work professionally, it will be furnished with overall funds in sufficient quantity.
- (3) Details will be regulated in Statutes which will be adopted by the Membership Assembly.

Section 11C ACADEMY

- (1) The GRUENE AKADEMIE (Green Academy) is a think tank dealing with current political and cultural issues. It shall consist of voluntary members whose number shall be defined in the charter of the Academy. The task of the Academy shall consist in organizing an interdisciplinary discussion on these key issues and to promote the dialogue between politics and science as part and parcel of the foundation's work.
- (2) To ensure that the Green Academy is able to structure its work professionally, it will be furnished with overall funds in sufficient quantity. This allocation of funds will be approved by the Membership Assembly and is part of the budgetary order. The Academy may also apply for foreign funds in the framework of international projects.
- (3) As a self-operated project of the Federal Foundation the Green Academy contributes to implementing the foundation's goals. The project depends largely on voluntary work. The work of the Academy is controlled by an executive body which shall include at least one member of the foundation's Executive Board. Details are regulated in the charter of the Academy.

Section 12 SUPPORTERS' CIRCLE

- (1) Supporters are natural and legal persons, or also initiatives, who support the goals of the Foundation as stipulated in Section 2, declare this in writing and pay the minimum supporting contribution. The Supporters' Circle is constituted by all these supporters.
- (2) Supporters are informed about the events and activities organized by the Foundation, and as a basic rule have free admission to the Membership Assembly.

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

Section 13 ACCOUNTING AND AUDITING

- (1) Within a time limit complying with legal requirements, legislation on donations and also that passed by the Membership Assembly, the Executive Board shall every year compile and present to the Membership Assembly the annual accounts and business report for the previous year. The reports required for this purpose shall be submitted to the Executive Board in good time. Details are regulated by the respective internal codes of procedure.
- (2) The annual accounts shall be inspected by at least two independent auditors sufficiently in advance of the decision-making Membership Assembly, and published following approval by the Membership Assembly. Members not belonging to any other body of the Foundation may be appointed auditors for the duration of three years by the Membership Assembly; this appointment may be extended by one further three-year period. The Membership Assembly may prematurely dismiss individual auditors or all appointed auditors by a two-thirds majority of members in attendance.

Section 14 AMENDMENTS OF THE CHARTER

- (1) The Membership Assembly may adopt changes to the Charter or the goals of the association if summoned with an agenda to this effect in accordance with Section 6, para. 3, and with a written statement of the reasons for an application of this nature.
- (2) Amendments of Charter require the approval of two thirds of the members present at the Membership Assembly, but at least that of a simple majority of all members of the Membership 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 Charter shall be entrusted to the Executive Board and Supervisory Board. The Executive Board shall unanimously accept the amendment of the provision to be changed before a change may be made.

Section 15 DISSOLUTION OF THE ASSOCIATION

- (1) The Membership Assembly may resolve to dissolve the association by a three-quarters majority of all members if summoned with an agenda to this effect in accordance with Section 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 line with the purpose as described in Section 2 of the Charter the assets of the association will pass to a corporate body or a legal entity of public law which are entitled to tax privileges in case the association is dissolved or the purposes which entitle the association to tax privilege lapse. The receiver of the assets of the association shall use the assets for the following purposes:

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- for political education at home and abroad for promoting the democratic development of an informed opinion, socio-political commitment and international understanding and/or
- for promoting arts and culture as well as science and research and/or
- promoting development cooperation.

Adopted in April 2007

Ralf Fücks (Chairperson)

Barbara Unmüssig
Executive Board of the Heinrich Boell Foundation

Hereby I certify that the above is a correct and complete translation of the document I received. In case of any doubts the original shall prevail.

Regina Baumert

Sworn interpreter for the English language
for the courts and notaries of Berlin