

## **KOLPING INTERNATIONAL Cooperation e.V. Constitution**

### I. Name, Purpose, Seat

#### Article 1

1. Under the name “KOLPING INTERNATIONAL Cooperation e.V.” (KIC) an association exists which shall promote educational work, activities to further international understanding and development cooperation of KOLPING INTERNATIONAL.  
The Association is recorded in the Register of Associations at the Amtsgericht Köln (Cologne District Court).
2. The seat of the Association is Cologne, Germany.
3. The Association can establish branch offices in and outside of Germany.

#### Article 2

1. The Association pursues exclusively and directly non-profit and charitable purposes as defined by the section “Tax-privileged purposes” of the German Fiscal Law (Abgabenordnung).  
The Association does not operate for its own gain or pursue profitability as its primary purpose.
2. The purposes of the Association are to promote education and training, to further international understanding, charity and development cooperation.
3. The Association’s purpose to promote education, training and international understanding shall be carried out in particular by way of the following activities in and outside of Germany:
  - a) organizing, contributing to and financing seminars, lectures, conventions, conferences and vocational training measures,
  - b) fostering and promoting international cooperation and meetings of young people and adults,
  - c) preparing and distributing publications referring to the above-mentioned activities.The Association’s purpose to further development cooperation shall be carried out in particular by way of the following activities in and outside of Germany:
  - d) organizing, contributing to and financing seminars, lectures, conventions and conferences,
  - e) organizing, contributing to and financing projects of development cooperation,
  - f) preparing and distributing publications referring to the above-mentioned activities.Charitable purposes are achieved by assisting people in emergency situations in developing countries and if the Association’s activities are dedicated to altruistic support for persons in compliance with Section 53 of the German Fiscal Law.
4. The above-mentioned purposes are also achieved when funds procured by the Association are passed on to other corporations for the achievement of tax-privileged purposes (Section 58, No. 1 German Fiscal Law).

5. To serve its non-profit purposes as set out in paragraphs 2 - 4 above, the Association shall work in a systematic manner, i.e. through joint, mutually agreed and coordinated activities, with the following non-profit service company (Servicegesellschaft mbH) as defined in Article 57, para. 3 of the German Fiscal Code (Kooperationsgesellschaft):

Kolpingwerk Dienstleistungs gGmbH, Cologne, Germany.

Collaboration with Kolping Dienstleistungs gGmbH shall take place in particular in the following fields of activity of the service company:

- Financial accounting and related work, e.g. preparation of annual financial statements as well as fiscal and business management work,
  - Payroll accounting and other work relating to human resources,
  - Establishing and ensuring the functionality and security of the IT infrastructure as well as IT maintenance
  - Real estate management.
6. The Association's funds may only be used for purposes set forth in its constitution. Members do not receive any allocations from the Association's funds.
  7. No person may gain personal benefit either through payments, which are not related to the purposes of the corporation or through disproportionately high remuneration.

## II. Membership

### Article 3

1. Members are
  - a) natural persons and
  - b) Kolping National Associationsthat are prepared to further the tasks of the Association.
2. Members of the Association are by virtue of their offices the respective General Praeses, the General Secretary, the Managing Director and the members of the International Executive Board of KOLPING INTERNATIONAL who declared their membership by accepting their election as well as two persons each delegated by the national Kolping associations in Germany, Austria, Switzerland and South Tyrol (Italy).
3. The admission of additional members for a period of six years shall be decided by the Membership Meeting. Membership expires automatically at the end of the calendar year. Re-election is possible.
4. Membership expires upon death, expiry of the term of office, expiry of the assignment by the National Association, termination of membership with KOLPING INTERNATIONAL or the resignation or expulsion from the Association.
5. Members can resign at any time. To become effective, the resignation shall be reported to the Executive Board in writing (e.g. by fax, letter or e-mail).
6. A member can be expelled especially if:
  - a) he or she has violated the Constitution or the interests of the Association;

- b) he or she has behaved dishonorably in or outside of the Association.  
Expulsion requires a simple majority vote by the Membership Meeting.
7. A member must be notified of the intended expulsion in a registered letter where the reason for such action can be stated. There shall be no right of appeal if the person concerned does not object within one month after he or she received the letter. If the person concerned raises an objection he or she shall be given the right to be heard at the next Membership Meeting. If the person concerned has been duly summoned and fails to appear, the objection becomes invalid. The expulsion is discussed and heard in the Meeting. There shall be no right to appeal the final decision. The Executive Board shall notify the person concerned of the decision taken by the Membership Meeting and state the reasons. The expulsion becomes effective as soon as the appeal becomes incontestable.

### III. Funding of the Association, Fiscal Year

#### Article 4

1. The Association's financial resources consist of:
  - a) donations and voluntary contributions made by members of KOLPING INTERNATIONAL or by sponsors of the Association,
  - b) private, Church and public allowances,
  - c) other revenues.There shall be no membership dues.
2. The fiscal year corresponds to the calendar year.

### IV. Governing and Supervisory Bodies of the Association

#### Article 5

1. The governing bodies of the Association are:
  - a) the Membership Meeting
  - b) the Executive Board.The supervisory bodies are:
  - c) the Supervisory Committee,
  - d) the Ombudsperson.
2. These bodies are entitled to pass on data and other information to the legal entities listed under Article 55 of the International Constitution of KOLPING INTERNATIONAL.

#### Article 6

##### Membership Meeting

1. The ordinary Membership Meeting shall be held at least once annually, as a rule in presence mode. In exceptional cases, the Membership Meeting may also be held by way of electronic communication (e.g. by telephone or video conference) or in a hybrid meeting of in-person and remote attendees connected via video conference/other media/telephone. The

Executive Board shall decide whether the Membership Meeting is to be held on-site or by means of electronic communication.

2. The Membership Meeting shall be convened in writing (e.g. by e-mail, letter, fax) by the Executive Board no later than four weeks before the meeting.
3. Each duly convened Membership Meeting constitutes a quorum.  
As a matter of principle, resolutions require the simple majority of votes to be adopted. Abstentions are considered votes not cast.
4. The Executive Board can ask individual employees of the Association to attend a Membership Meeting in an advisory capacity. Employees of the Association can become members of the Executive Board by right of their office.
5. The Membership Meeting is responsible for:
  - a) the election of the Supervisory Committee,
  - b) the admission of new members,
  - c) the election of the Ombudsperson,
  - d) the adoption of the annual accounts,
  - e) the approval of the budget,
  - f) the formal approval of the actions of the Executive Board,
  - g) the adoption of an employment plan and the decisions on the remuneration and flat-rate expense allowances of the Executive Board,
  - h) the appointment of an auditing firm suggested by the Supervisory Committee,
  - i) the approval of the purchase, mortgaging and sale of real estate property,
  - j) the approval of taking out loans
  - k) the expulsion of a member,
  - l) the amendment of the Constitution and the dissolution of the Association.
6. The members of the Executive Board must abstain from voting when the formal approval of the actions of the Executive Board is put to the vote.
7. The minutes containing the decisions taken by the Membership Meeting shall be signed by the President of the Membership Meeting. A resolution is valid without requiring a Membership Meeting if the members declare their endorsement of the resolution in writing (such as by fax, letter, or e-mail) by way of a simple majority of the votes cast within a reasonable period of time specified by the Executive Board.  
Abstentions are considered votes not cast.

#### Article 7 Executive Board

1. The Executive Board consists of the given General Praeses as the Chairman and the General Secretary and the Managing Director of KOLPING INTERNATIONAL as his deputies.  
The members of the Executive Board must not be in a personal relationship and they must not be mutually dependent on each other.
2. The President and his two deputies form the Executive Board as defined by Section 26 of the German Civil Code.  
Two members of the Executive Board acting together shall suffice to represent the Association judicially and extrajudicially.

3. The Head of Finance & Administration of the Association may be asked to join the full meeting of the Executive Board or contribute to individual items on the agenda. He or she attends in an advisory capacity only.
4. The Executive Board is responsible for the implementation of the resolutions adopted by the Membership Meeting and for the proper use of resources allocated to the Association in compliance with Article 2 and the following ones of this Constitution. The Executive Board is entitled to reimbursement for proven expenditures. These expenditures must be appropriate and may not exceed the limits of the income/wage tax laws. Employees of the Association who became members of the Executive Board retain their status according to German Labor Law. They continue to receive the agreed remuneration.
5. The Executive Board has a quorum if more than half of its members are present. Resolutions require the majority of votes which can also be cast in writing (e.g. by fax, letter or e-mail) by way of circulation. The Executive Board meets at least four times annually.
6. The Executive Board is obliged to take measures for the prevention of sexual abuse (Safeguarding) for the area of activities of the Association and to establish corresponding emergency plans. As a matter of principle, the regulations for the prevention of sexualised violence against minors and vulnerable or dependent adults (Präventionsordnung PrävO) in the Archdiocese of Cologne in the version of 1 May 2022 ("Amtsblatt des Erzbistums Köln 5/162") shall apply.

#### Article 8 Supervisory Committee

1. The Supervisory Committee consists of five to seven persons who are elected as the International Finance Committee by the Board of Directors of KOLPING INTERNATIONAL for a period of six years in accordance with Article 56 of the International Constitution. Membership in this Association is not required.
2. Members of the Executive Board are not entitled to sit on the Supervisory Committee.
3. The Supervisory Committee has the responsibility to:
  - a) accept the Ombudsperson's report,
  - b) monitor the resolutions adopted by the Membership Meeting,
  - c) control the budget,
  - d) examine the use of donations held in trust,
  - e) suggest an auditing firm to the Membership Meeting.
4. The Supervisory Committee receives the minutes of the Executive Board meetings and the Membership Meeting as well as the annual accounts.
5. The Supervisory Committee shall elect from among its members a President who sends out invitations to three Supervisory Committee meetings every year.
6. The Supervisory Committee reports to the Membership Meeting and the Executive Board about its work and indicates, if necessary, where changes should be made.
7. The Supervisory Committee prepares its rules of procedure which are adopted by the Membership Meeting and which define the type and scope of its activities.

#### Article 9 Ombudsperson

The Membership Meeting elects an Ombudsperson for a period of three years. The Ombudsperson investigates internal complaints filed by employees, project partners and other persons who are affiliated with the Association. The Ombudsperson should have legal expertise. He or she follows up on the well-founded information and complaints and reports to the Supervisory Committee and the Executive Board about the clarification of the issue achieved. The information and complaints presented to the Ombudsperson are treated confidentially and the complaining person shall suffer no prejudice.

#### V. Statutory Amendments and Dissolution of the Association

##### Article 10

1. An amendment to the Constitution requires a three-quarter majority of the members present at the Membership Meeting. The Executive Board is entitled to make editorial changes with a simple majority.
2. The change of the Association's purpose as defined in Article 1 requires the consent from all members; members who were not in attendance must submit their endorsement in writing.
3. The dissolution of the Association requires the approval of three quarters of the members. Members may also declare their endorsement in writing (e.g. by fax, letter or e-mail).

##### Article 11

Upon dissolution of the Association or upon the cessation of its tax-privileged purposes, the assets of the Association shall pass to KOLPING INTERNATIONAL (legal entity KOLPING INTERNATIONAL Association e.V.), which shall use the assets exclusively and directly for charitable purposes.

In the event that this Association has ceased to exist or is no longer a non-profit organization and after all debts and liabilities have been satisfied, assets shall be transferred to the non-profit International Adolph Kolping Foundation which has its seat in Cologne, Germany and which shall use the assets exclusively and directly for charitable purposes.

##### Article 12

For the interpretation of this Constitution, the version of the constitution recorded in the Register of Associations and written in German shall prevail.

Adopted by the Membership Meeting on June 8, 2023 by means of written circulation procedure.