

STATUTE OF THE NORDDEUTSCHE MISSIONS-GESELLSCHAFT

in the version of 9th June, 2017

§ 1: Name and Registered Office

- (1) The Norddeutsche Missions-Gesellschaft (here referred to as "Norddeutsche Mission") was founded under this name on April 9, 1836 in Hamburg by Christians of the Lutheran and Reformed Confession and was known in its later fields of work also as "Bremen Mission" and "Mission de Brême".
- (2) It owns the rights of a legal person due to the decision of the senate of the free Hanseatic city of Bremen of February 19, 1864.
- (3) Its registered office is Bremen.

§ 2: Supporters

- (1) The Norddeutsche Mission is a legally independent society supported by the following Churches:

the Bremische Evangelische Kirche
(Bremen Evangelical Church)

the Eglise Evangélique Presbytérienne du Togo

the Evangelisch-Lutherische Kirche in Oldenburg
(Evangelical Lutheran Church in Oldenburg)

the Evangelical Presbyterian Church, Ghana

the Evangelisch-reformierte Kirche
(Evangelical reformed Church)

the Lippische Landeskirche
(Lippe Church)

- hereafter referred to as "Churches" -
as well as by other supporting institutions and individuals.

- (2) The relationship of the Norddeutsche Mission and the Churches may be regulated by contract.

§ 3: Presupposition

- (1) The work of the Norddeutsche Mission is done on the basis of the Gospel of Jesus Christ as testified to in the Holy Scriptures and affirmed in the denominations (confessions) of the six Churches.
- (2) In accordance with the testimony of the Holy Scriptures the preaching of the Gospel in word

and deed throughout the world is required of the Whole Church by her Lord Jesus Christ. The Norddeutsche Mission as institution of the Churches participates in the Mission of God in his world.

§ 4: Tasks

(1)

- 1) It is the task of the Norddeutsche Mission to strengthen the missionary responsibility of the Church both at home and abroad. This includes the undertaking of new missionary tasks as necessary.
- 2) The Norddeutsche Mission is established in order that the Churches who are linked with the Norddeutsche Mission should share their spiritual and material wealth and deficiency in the light of their historical relationship which has developed over the years.
- 3) The Norddeutsche Mission advocates a sustainable development which supports the better understanding among human beings and which enables a peaceful and just living together of the people within a protected nature and environment.
- 4) Every congregation has its missionary task, even in its direct surroundings. The Norddeutsche Mission offers its service to ensure this task is taken care of.

(2) The Norddeutsche Mission pursues only non-profit-making, ecclesiastical and charitable aims in the sense of the section “tax-privileged purposes” of the German fiscal code.

It achieves ecclesiastical aims

1. by mutual strengthening of the faith
2. by joint celebration of services
3. by proclaiming the Gospel in the different surroundings and contexts.

It pursues the non-profit-making objectives of supporting international awareness, tolerance in all aspects of culture and international understanding, as well as the promotion of development cooperation

4. by supporting meeting and encounter of members and groups of the Churches realising the objective of the exchange of experiences and of ecumenical learning
5. by the co-ordinating of planning and support of joint programs
6. by the exchange of employees
7. by advising and supporting initiatives of sustainable development.

It achieves charitable objectives

8. by practical aid, mainly in the fields of education and social activities.

(3) In addition the Norddeutsche Mission is able to carry out the non-material and financial support of other tax-privileged corporations, public law corporations or even foreign corporations. The support of the aforementioned corporations will be realised especially by the procurement of funds by means of contributions, donations as well as events serving to

the non-material advertising for the supported object.

- (4) The Norddeutsche Mission is ready to co-operate with anyone who wants to participate in the fulfilment of this tasks.

§ 5 Executive Bodies of the Norddeutsche Mission

The executive bodies of the Norddeutsche Mission are

- (1) the General Assembly
- (2) the Board
- (3) the Executive Committee

§ 6: Tasks of the General Assembly

- (1) The General Assembly is the supreme executive body of the Norddeutsche Mission and sees to it that the Norddeutsche Mission fulfils its tasks in accordance with this statute.
- (2) The General Assembly is mainly responsible for
 - 1) providing the guidelines for the work of the Norddeutsche Mission
 - 2) adopting new mission fields or giving up existing ones
 - 3) the amendment of this statute
 - 4) accepting of other Churches into membership of the Norddeutsche Mission
 - 5) approval of contracts made with the Churches who are linked with the Norddeutsche Mission and of the modification of such contracts
 - 6) the election of the President, the Vice-President and the Treasurer
 - 7) the election of board members and deputy board members according to § 10 (1), No. 2
 - 8) the election of the General Secretary and the Executive Secretaries
 - 9) the receipt of the report of the Board and enquiry discussions
 - 10) deciding on the budgets, the acceptance of the Annual Audited Financial Reports and the formal approval of the activities of the Board
 - 11) setting up of special Committees as necessary for expeditionary and special tasks of the Norddeutsche Mission
 - 12) the dissolution of the society
 - 13) all other tasks assigned to it in this statute.

§ 7: Composition of the General Assembly

- (1) The General Assembly consists of five representatives each of the Churches, the members of the Board (according to § 10 (1), No. 3), and up to five members to be appointed by the Board. The Churches can appoint up to five deputies for their representatives.
- (2) By the appointment the links of the Norddeutsche Mission to the missionary and ecumenical

activities within the congregations, Church districts ("Kirchenkreise", "Klassen") and Synods of the Churches shall be encouraged and strengthened.

- (3) The tenure of office of the General Assembly is six calendar years. Should a delegate retire prematurely from office another representative shall be sent to replace him or her from the relevant source, and he or she shall serve of the remnant of office.

§ 8: Procedure of the General Assembly

- (1) The General Assembly usually meets every two years. The meeting is convened and presided over by the President. The outgoing President presides over the General Assembly until the election of a new President, in accordance with § 8 (9).
- (2) The President may convene extraordinary General Assemblies. He is obliged to convene them if so demanded in writing by one of the Churches or one third of the total number of the members of the General Assembly. In each case, the item or items of agenda to be discussed should be indicated in writing.
- (3) If the written invitation convening the General Assembly with the provisional agenda items approved by the Board has been sent out at least three weeks before the date of the meeting, the General Assembly has a quorum regardless of the number of attendants.
- (4) In the event of the inability of delegates to attend they may vote by proxy through attending delegates. Notice to this effect must be given in writing. An attending delegate must not have more than six voting rights
- (5) Unless otherwise indicated within this statute, an absolute majority of votes by members of the General Assembly present and entitled to vote shall carry. Decisions according to § 6 (2), No. 2, 3 and 4 can only be taken if the item had been indicated explicitly in the letter of invitation, if more than half of the members of the General Assembly are present, and if two thirds of members present do agree. In case of § 6 (2), No. 12 the § 16 (2) applies.
- (6) The decisions of the General Assembly come into force four weeks after the minutes have been mailed to the delegates if none of the Churches opposes. If one Church opposes, the matter has to be negotiated anew at the next General Assembly.
- (7) Decisions are legally valid in German language; they have to be translated into English and French.
- (8) Elections are carried out by ballot during the meeting of the General Assembly. The election may be carried out by open votes if it is not an election as described in § 6 (2) No. 6 and 7, if one person only has to be elected, and if no member contradicts an open voting. Candidates who receive more than half of the valid casted votes are elected. In case of tie vote the decision is then made by lot.
- (9) The election according to § 6 (2), No. 6 and 7 will be proceeded in the way, that the General Assembly elects at first the President, the Vice-President and the Treasurer. In case that the President belongs to a German Church the Vice-President should come from an African Church and vice versa. Re-election is possible. If any of the Board members retires prematurely, a special election will take place and the elected person will serve only the remaining period.

- (10) For the preparation of their conferences the General Assembly may establish committees.
- (11) If a member is personally involved in the subject of a debate, he or she may be exempted by the President from further discussion of the matter and from voting on it.
- (12) The General Assembly is to establish its own rules of procedure.

§ 9: Tasks of the Board

- (1) The Board leads the Norddeutsche Mission in accordance with the provisions of the statute and the directions and decisions of the General Assembly.
- (2) The Board is mainly responsible for
- 1) the preparation for the General Assembly
 - 2) the proposals for elections in accordance with § 6 (2), No. 8
 - 3) drawing up the budgets, ensuring that they are achieved and the presentation of the audited annual financial reports
 - 4) the expediting of the decisions of the General Assembly
 - 5) the concluding of contracts, irrespective of § 6 (2), No. 5
 - 6) the sending of employees between the Churches, their preparation and employment as well as the reception of employees of the Churches, their preparation and employment – both in agreement with the Churches
 - 7) the employment and dismissal of employees of the Norddeutsche Mission within the staffing schedule on recommendation of the General Secretary in agreement with the Executive Secretaries
 - 8) the supervision of the General Secretary and the Executive Secretaries, elected according to § 6 (2) No. 8
 - 9) the administration of the assets
 - 10) all other tasks assigned to the Board in this statute
- (3) The Board may recall the General Secretary and the Executive Secretaries elected according to § 6 (2), No. 8. The recall may only be effected after its announcement in the agenda, the hearing of the persons concerned and only in approval with two thirds of the Board members mentioned in § 10 (1), No. 1 - 3. The voting is to be done secretly. The person concerned may appeal to the General Assembly to oppose the recall resolution within two weeks after the announcement of this resolution. A definite decision is to be taken by the next General Assembly. During the waiting period between the resolution of the Board and the decision taken by the General Assembly, the person concerned is to be given time off.

The former paragraph (4) is regulated within the new § 12.1!

- (4) The Board gives a report of the work of the Norddeutsche Mission to the General Assembly.
- (5) The members of the Board are all volunteers except those specified in § 6 (2), No. 8. Reimbursements require special regulation by the General Assembly. If (the) Board members are employees they can receive adequate remuneration pursuant to separate agreement. A

decision regarding the rate of payment requires the consent of the General Assembly.

§ 10: Composition of the Board

- (1) The Board consists of
 - 1) the President, the Vice-President and the Treasurer.
 - 2) six other elected members out of the General Assembly, with at least one member from each of the Churches. The General Assembly may always elect deputy Board members from their midst, namely one member out of each member church.
 - 3) one authorized representative of the Churches sent by the Church Executives; the Churches may each denominate one representative.
 - 4) the General Secretary.
The Executive Secretaries participate in the meetings without voting right.
- (2) The election of the Board members in accordance with paragraph 1, No. 1 and 2 is done by the General Assembly for a period of six calendar years. The authorised representatives are sent at the same time for the same official period by the Churches. Sent members retire from Board before their official period runs out, if the sending executive takes notice that they have retired from Church office due to which they have been authorised as representatives by a Church.
- (3) The Board remains in office until the responsibility is taken over by the newly constituted Board.
- (4) On reaching the age of 70 an election or re-election into the Board is impossible.
- (5) If one member retires from office during the official period, his/her place is taken over by an elected representative. If this is not possible a special election or special appointment for the remaining official period takes place.

§ 11: Procedure of the Board

- (1) The Board meets at least two times a year. The Board has a quorum when eight of its members are present.
- (2) Voting by proxy is allowed among the members of the Board. The assignment must be made in writing. A Board member must not have more than three voting rights.
- (3) In urgent cases the Board may ask its members to approve in writing.
- (4) The Board provides itself with rules of procedure which regulate details of the working procedure of the Board.
- (5) The members of the Board are only liable for damages caused through gross negligence or intentional violation of their obligations.

§ 12: Tasks of the Executive Committee

- (1) The Norddeutsche Mission is legally and otherwise represented jointly by two members of the Executive Committee.
- (2) The Executive Committee supports the work of the office. It supervises the other employees within the meaning of § 15 (1).
- (3) The Executive Committee shall take financial decisions up to a scale to be determined by the Board.
- (4) It shall advise the project and program proposals from member churches.

§ 13: Composition of the Executive Committee

- (1) The Executive Committee consists of four people: the President, the Vice-President, the Treasurer and the General Secretary.
- (2) The Executive Committee may take the liberty of inviting the Executive Secretaries of the office to the meetings in a consultant capacity.

§ 14: Procedure of the Executive Committee

- (1) The Executive Committee shall meet at least twice a year. It has a quorum if three members are present.
A presence can also be made by technical means of telecommunication.
- (2) In urgent cases a written passing of a resolution may be done.
- (3) The Executive Committee provides itself with rules of procedure which regulate details of its working procedure. These rules of procedure require the approval of the Board.
- (4) The members of the Board shall receive the minutes of the Executive Committee meetings.

§ 15: Office

- (1) The office manages the activities of the Norddeutsche Mission in accordance with the instructions of the Board and the Executive Committee. It consists of the General Secretary, the Executive Secretaries and the other employees.
- (2) The Board may give official instructions to the office. The General Secretary is the head of the other employees of the Norddeutsche Mission.
- (3) The General Secretary assigns the work to the employees in consultation with the Executive Secretaries; the assignments must be confirmed by the Board.

§ 16: Budgets and Annual Statement of Accounts

- (1) The Board draws up a provisional budget covering two years which has to contain all expected revenues and expenditures.
The structure of the provisional budgets shall distinct between revenues - gifts and collections, grants of the Churches, other grants, revenues expected from the own assets and from other sources - and expenses, those which are earmarked for the EEPT and E.P. Church, any common institutions, and the administration. The personnel expenses of the administration have to be proved through the staffing schedule.
- (2) The provisional budgets must be approved by the General Assembly before the new fiscal year starts. Until this approval for the new provisional budget is provided, the Board is authorised to fulfil current legal duties and to make expenses corresponding to those of the latest adopted budget.
- (3) The Board realises the provisional budgets in fulfilling its task laid down by the statute and in accordance with the development of the fiscal year. More money can be spent for budget projections if they are covered by additional revenues or by reduction in expenses for other items. Items have to be reduced if the revenues are less than expected. Exceeding the total budget expenses is only permitted if there is a real need and the coverage is guaranteed. The approval of the Board in this case is necessary.
- (4) Every other year the Board renders audited accounts to the General Assembly for the previous two years.
The audited annual statements of accounts consist of an account according to the provisional budget and the balance. The Board is obliged to present the estimates together with the audited annual statements of accounts to the Churches before the meeting of the General Assembly takes place, which has to decide on the audited financial reports.
- (5) The books, which have to be kept according to the principles of regular commercial bookkeeping, as well as the financial report, are audited once a year by an independent auditing company or another independent auditing authority appointed for at least one budgetary period by the General Assembly and accepted by the Churches.
- (6) The fiscal year is equivalent to the calendar year.

§ 17: Special Assets

Concerning special assets and special-purpose funds which are entrusted to the administration of the Norddeutsche Mission, the regulations of § 16 apply, wherein the earmarking and any requirements given have to be complied with. In any case a special account has to be rendered concerning such assets.

§ 18: Non-profit-making Character

- (1) The Norddeutsche Mission pursues only and directly non-profit-making, charitable and ecclesiastical aims in the sense of the section “tax-privileged purposes” of the German fiscal code. Its work does not serve for achieving profit.

- (2) No person shall receive benefits from expenses which are not in accordance with the aims of the Norddeutsche Mission or from remunerations which are unusually high.
- (3) The Norddeutsche Mission is active in an altruistic, selfless manner; it does not pursue purposes of its own gain.
The means of the Norddeutsche Mission must only be used for the aims defined in the statutes. In their capacity as members its members shall not receive benefits from the means of the Norddeutsche Mission.
- (4) In case of dissolution or abolition of the Norddeutsche Mission or the loss of its tax-privileged status, the remaining assets, after coverage of all obligations, shall flow back to the German Churches (listed in § 2.1) in relation to their contributions during the last full fiscal year who will use the funds directly and exclusively for non-profit-making, charitable and ecclesiastical aims in line with the previous work of the Norddeutsche Mission.

§ 19: Fundamental Changes of Articles of this Statute and Dissolution

- (1) Before the change of articles of the statute concerning the aim, the registered office or the legal representation of the Norddeutsche Mission as well as decisions concerning the dissolution of the Norddeutsche Mission may come into force, these have to be presented to the Churches and also require the approval of the German Churches. Further changes of articles which concern the rights and duties of the Churches as well as decisions in accordance with Art. 6 (2), No. 4, require the approval of the Churches.
- (2) The dissolution of the society will take place if it was explicitly announced in the letter of invitation and if it is decided by a General Assembly with $\frac{3}{4}$ of all members entitled to vote or, in case fewer members were present, by another General Assembly with $\frac{3}{4}$ of the present members entitled to vote.

§ 20: Transitional and final Arrangements

- (1) After presentation of the state permission this statute takes effect in place of the statute of June 1, 2015.
- (2) The present Board and the present General Assembly remain in duty until their official period expires.