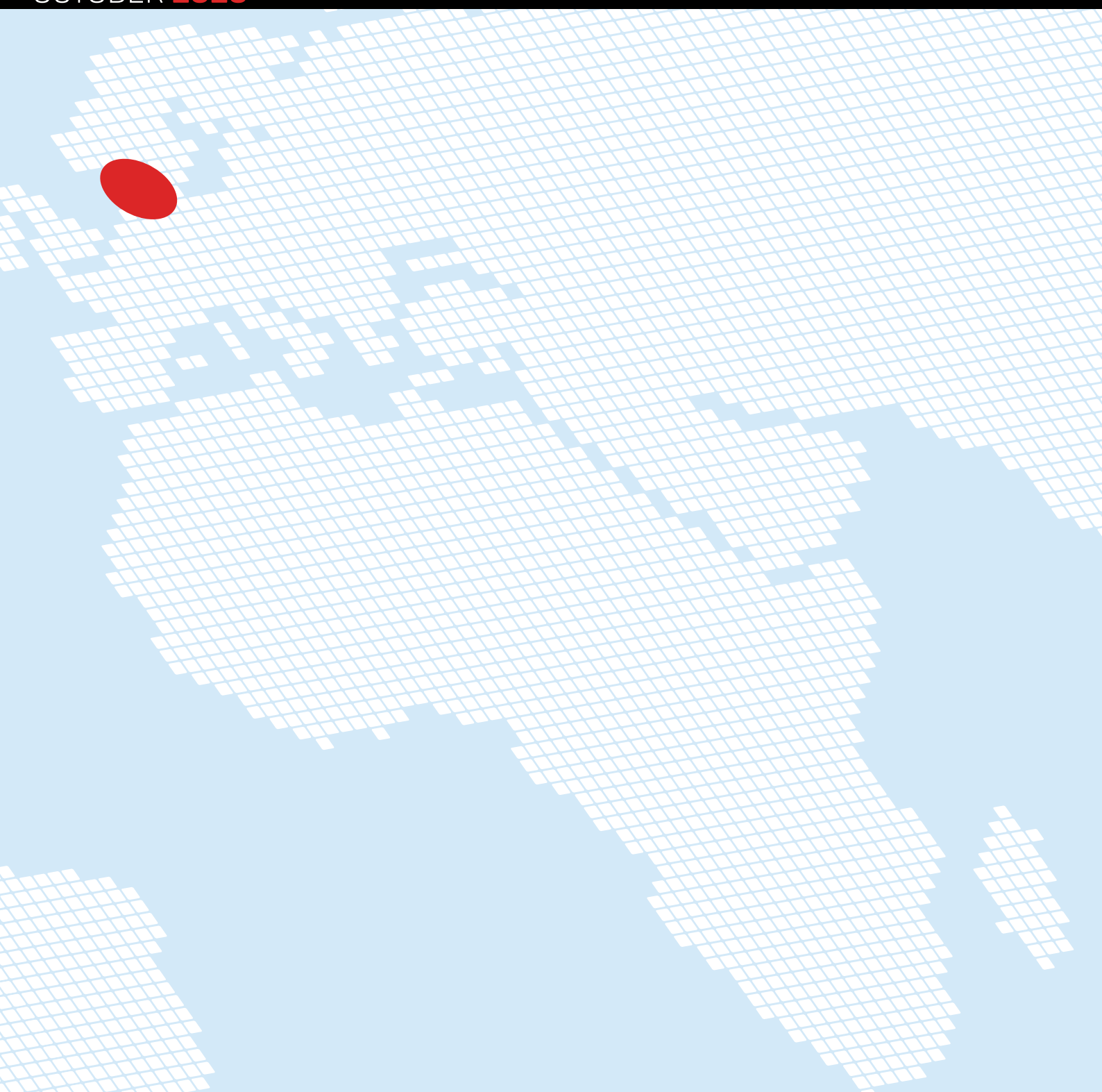


DANCHURCH AID
AYUDA DE DCA
act alliance
DENMARK
STATUTES

OCTOBER 2013



STATUTES

FOR DANCHURCHAID



Article 1

DanChurchAid is an independent non-profit organisation.

Article 2

DanChurchAid is domiciled in Copenhagen, Denmark.

Article 3

DanChurchAid's objective shall be to empower the world's poorest in their struggle for a dignified life. This effort shall be based on a Christian view of human nature as well as respect for the individual's human rights and the equal worth of all human beings.

Article 4

DanChurchAid shall conduct humanitarian aid and development assistance in close cooperation with churches and other cooperative partners. This means that DanChurchAid shall engage popular and political powers and seek to influence decision makers in order to improve conditions for the world's poorest. These efforts shall be conducted on local, national and global levels.

Article 5

DanChurchAid shall not discriminate in any way. Our assistance shall be aimed at those in most need, irrespective of their religion, gender, political conviction, race, nationality or ethnicity, disability or sexual orientation.

Article 6

DanChurchAid is an NGO (Non-Governmental Organisation). DanChurchAid is a partner of the alliance ACT (Action by Churches together) and co-operates with the Lutheran World Federation and the World Council of Churches. Where it is deemed to promote the objectives provided in Article 3, DanChurchAid shall also co-operate with churches and partners in Denmark and abroad, with other humanitarian organisations in Denmark and abroad, as well as with Danish and international authorities, organisations and enterprises.

Article 7

No one shall claim entitlement to aid from DanChurchAid.

Article 8

The financial basis for DanChurchAid's relief and development activities shall be achieved through fund-raising activities and donations received e.g. through campaigns and national appeals, legacies, second-hand shop activities, gifts, grants and project subsidies from governments, the EU, the UN and private organisations and enterprises, as well as other contributions.

Article 9

DanChurchAid shall be governed by the Council, which shall be the supreme governing body of the organisation. The Council elects 7 members of the Board, which shall undertake ongoing political and financial management and be responsible to the Council in that respect, see Article 13.

Article 10

The Council shall be composed of members representing the electoral groups as provided in the following:

- [2] "Folkekirkens mellemkirkelige Råd" (The Church of Denmark Council on International Relations) shall elect one member.
- [3] The councils of Danish dioceses shall each elect one member.
- [4] "Dansk Missionsråd" (the Danish Missionary Council) shall elect one member.
- [5] Three members shall be elected by "Danske Kirkers Råd" (the National Council

of Churches in Denmark). To ensure ecumenical representation, the said three members shall represent other churches than the Church of Denmark.

- [6]** The employees of DanChurchAid shall elect one member from among themselves.
- [7]** Four members shall be elected by DanChurchAid's Danish partners, e.g. organisations with which DanChurchAid has entered into cooperative agreements.
- [8]** Two members shall be elected by DanChurchAid's donors.
- [9]** DanChurchAid's business partners shall elect two members from among themselves.
- [10]** Two members shall be elected by the volunteers working in DanChurchAid's second-hand shops.
- [11]** Two members shall be elected by DanChurchAid's appeals co-ordinators.
- [12]** Two members shall be elected by participants in DanChurchAid's volunteer programmes abroad and DanChurchAid Youth (NU).
- [13]** Two members shall be elected by DanChurchAid's member club.
- [14]** One member shall be elected by DanChurchAid's senior volunteers.
- [15]** The Council shall have the power to elect four members for the purpose of adding to its number members possessing special competencies.
- [16]** Members of DanChurchAid's Board are automatically members of the Council.
- [17]** In the event that the groups or bodies mentioned herein do not want to elect a representative for the Council, the seat or seats in question shall remain unoccupied until new elections have been held.
- [18]** The employee representatives serving as members of the Council or of the Board shall be members only for the duration of their employment with DanChurchAid. The employee representatives shall not be eligible for the posts as Chairmen, Deputy Chairmen or Treasurer. In the event of absence, the

employee representatives serving as members of the Council and the Board shall be replaced by substitutes in the Council and Board.

- [19] Members shall be subject to re-election every 4 years. No member of the Council or of the Board shall serve for more than 12 years. If a member of the Board has served as a member of the Council for a period before being elected to the Board, the period of service may, however, be extended to up to 16 years. This rule only applies where the member has served as a Council member for one, uninterrupted period.
- [20] If a member of the Council retires during the election period a new election shall be held. The new election shall be held pursuant to the electoral regulations that apply to the electoral group in question. Where no such regulations are in force, elections for the Council will be held at the next annual meeting.
- [21] The Council shall lay down provisions for listing of candidates, electoral procedures etc. in Electoral Regulations for DanChurchAid.

Article 11

Unless otherwise provided by these Statutes, all resolutions and decisions in both the Council and the Board shall be passed by an ordinary majority of votes. In the event of an equal distribution of votes, the presiding Chairman shall have the casting vote.

Article 12

The Council shall appoint a Chairman of the Council and a Deputy Chairman of the Council, none of whom must at the same time serve as members of the Board. In the event that the individuals appointed are not members of the Council, they shall join the Council as additional members.

- [2] It shall be the task of the Chairman of the Council to organise and direct the work of the Council. The Chairman of the Council shall be a member of the Danish National Evangelical Lutheran Church.
- [3] The Council shall also appoint 7 members of the Board. Such appointment to the Board does not require membership of the Council.
- [4] The Council is the supreme governing body of DanChurchAid. The Council is

formally responsible for:

- Making decisions relating to DanChurchAid's vision, values, overall objectives and strategy, including long-term financial targets.
- Determining the overall principles for DanChurchAid's branding and identity.
- Adopting the Report of the Chairman of the Board.
- Adopting DanChurchAid's Annual Report (accounts).

Article 13

The Board shall comprise a maximum of 11 members. In addition to the 7 members appointed by the Council, one member shall be elected by the employees of DanChurchAid, and the Board shall have the power to co-opt 3 members. The Board shall appoint a Chairman of the Board, a Deputy Chairman of the Board and a parliamentary Treasurer. The Chairman of the Board shall be a member of the Danish National Evangelical Lutheran Church. The Chairman shall act as the Chairman of DanChurchAid, thus representing the organisation to the world.

- [2] All members of the Board shall be elected for a period of 4 years. Similarly, Chairmen and Deputy Chairmen of the Council and the Board shall be elected for a period of 4 years and may be re-elected. In the event that the Board distrusts its Chairman, its Deputy Chairman or its Treasurer, the member in question may be dismissed by an ordinary majority vote at a Board meeting.
- [3] If a member of the Board retires during the election period a new election shall be held. The new election to the Board of members elected by the Council will be held at the next Council meeting. The new election of members elected by the Board will be held at the next Board meeting.
- [4] The Board shall assume responsibility for the ongoing political management of the organisation in close cooperation with the operational Management Group. The Board is responsible for:
- Approving the Activity Plan for the next year and Reporting concerning the previous year.
 - Approving policies and strategies for DanChurchAid's international activities and activities in Denmark.
 - Strategic and general, fundamental decisions relating to e.g. international cooperative partner organisations, selection of focus countries, regional offices and HMA programme countries, acquisition and sale of property etc. in accordance with the overall

framework decided by the Council.

- Approving next year's budget.
- Appointing the General Secretary as well as appointing other managerial staff in cooperation with the General Secretary.

- [5] The General Secretary and the Management Group shall be responsible for day-to-day operations and operational decisions in accordance with the framework and targets laid down by the Council and the Board.
- [6] A committee shall be set up of one partner representative from each of DanChurchAid's focus countries. The committee shall be known as the Partner Group. The overall objective of the Partner Group shall be to help ensure accountability, transparency and quality in DanChurchAid's partner-based activities. The Partner Group shall serve as an advisory body for the Board and the day-to-day management group. Procedures for the election of Partner Group members and definition of its functions shall be laid down in the guidelines for the Partner Group in force from time to time. The guidelines shall be provided by the Board.

Article 14

Each year before the end of April the Council shall hold a meeting the agenda of which shall include at least the following items:

1. The Report of the Chairman of the Board and the Council's adoption thereof
2. Adoption of the Annual Report
3. Election of the Chairman of the Council and the Deputy Chairman of the Council
4. Election of Board members
5. Election of Council members
6. Motions from Council members, Board members or the General Secretary.

Article 15

No less than two Council meetings shall be held each year.

- [2] Council meetings shall be convened by the Chairman of the Council by a notice of at least 14 days.
- [3] An extraordinary Council meeting shall be held when the Board deems it necessary or upon a written request signed by one third of the Council's members.

- [4] In the event that the Council distrusts its Chairman or its Deputy Chairman, the member in question may be dismissed by an ordinary majority vote at an ordinary or an extraordinary Council meeting.

Article 16

Upon the Council's decision or at the Board's own request, the Board shall prepare and submit matters to the Council. The Council's decisions shall be implemented by the Board.

- [2] The Chairman and the Treasurer of the Board, and the General Secretary shall sign the annual accounts jointly on behalf of the Council.

Article 17

Neither Chairmen nor any other member of the Council, the Board or any committees shall be paid any fee.

Article 18

Financially, DanChurchAid shall be bound by the signatures of the following persons: in connection with the purchase, sale or mortgaging of real property, the signatures of two persons, viz. the Chairman / Deputy Chairman / Treasurer of the Board jointly with the General Secretary / Director of Finance. In other respects, DanChurchAid shall be bound by the signatures of two of the said persons or by two other persons who have been so authorised by the Board.

- [2] Individuals authorised to sign on behalf of DanChurchAid shall have the authority to enter into agreements with banks and financial institutions on loans, credits, guarantees and use of financial instruments as agreed with the Board.

Article 19

The financial year of DanChurchAid shall be the calendar year.

Article 20

The audit of the accounts shall be made by one or more state-authorized public accountants who must not be members of the Board or of the Council.

Article 21

Any amendments to these Statutes shall be adopted by two separate Council meetings held at an interval of not less than 14 days. At each Council meeting the adoption of any proposed amendments shall require a majority vote by two thirds of the members attending the meeting.

Article 22

In the event of dissolution of the organisation, liquid assets shall be disposed of as follows: External grants, which have not been used prior to the final dissolution, shall be returned. Other donations shall be transferred to the Church of Denmark Council on International Relations to be used for international humanitarian aid.

- [2] The right to use the name DanChurchAid shall be transferred to the Church of Denmark Council on International Relations.
- [3] Records shall be transferred to the Danish National Archives pursuant to the existing agreement. Access to the records within the period of secrecy (currently 50 years) shall be controlled by the Church of Denmark Council of International Relations.

Article 23

These Statutes shall take effect as from 6 October 2013 and shall replace the Statutes of 23 April 2010.

Adopted on the 5th day of October 2013.

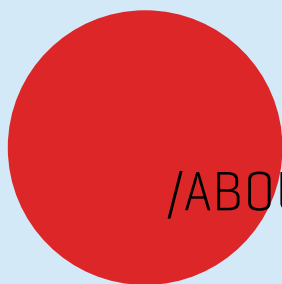


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