

Statute of the Association
"Children's smile Berlin-Baku"
(2B-Kind)

§ 1 Name and Seat

1. The association bears the name "Child's Smile Berlin-Baku" (abbreviated as 2B child).
2. The association should be registered in the association register. From the time of registration, the association uses the addition "e.V."
3. The seat of the association is in Blankenheim.
4. The association's business year is the calendar year.

§ 2 Purpose of the association

1. The association pursues exclusively and directly charitable purposes within the meaning of the section "tax-privileged purposes" of the tax code (AO).
2. The purpose of the association is the support of young people, upbringing, national and vocational training within the meaning of § 52 Paragraph 2 No. 4 and No. 7 AO as well as the financial support of needy children and their families around the world with a focus on Azerbaijan. The 2B child is authorized to participate in other companies or associations, to found subsidiaries, to acquire, manage and sell shares in companies, insofar as this directly or indirectly promotes the association's purpose.
3. The purpose of the statutes is achieved in particular through:
 - a) Supporting needy children around the world, especially in Azerbaijan;
 - b) Support for families with children in need, especially those with or without parents;
 - c) Financing, construction or operation of child protection facilities, day-care centers, children's play facilities, schools, hospitals, orphanages, etc.
 - d) Conducting academic and informative events in the field of children's rights and child

protection around the world;

- e) Establishing and deepening relationships with other child protection organizations;
- f) and other activities that do not conflict with the above-mentioned goals of the association.

4. The association is selfless and does not primarily pursue its own economic purposes.
5. Funds of the association may only be used for statutory purposes. The members do not receive any benefits from the association's funds.
6. Furthermore, no person may be favored by expenses or by disproportionately high compensation that are alien to the purpose of the association.
7. The association is entitled to forward funds to other non-profit organizations within the meaning of Section 58 No. 2 AO.

§ 3 Ordinary membership

1. The following groups of people can become members of the association:
 - a) natural people
 - b) legal persons
2. Membership must be applied for in writing. The board decides on their admission. A rejection of the application does not require a justification.

§ 4 Extraordinary Membership

1. Natural persons who have made outstanding service in the sense of § 2 Paragraph 3 can be appointed extraordinary members, i.e. honorary members or corresponding members, by the general meeting.
2. The general meeting only decides on the appointment on the basis of a proposal that the board has unanimously approved. The decision of the general assembly to appoint requires a majority of three quarters of the members present.

§ 5 Contributions

1. Association members are obliged to pay membership fees. The amount and due date of the membership fees are determined by the general meeting.
2. No contribution is made from extraordinary members.
3. The board of directors can decide that in individual cases contributions are not raised, waived or deferred.

§ 6 End of membership

1. Membership ends:
 - a) by death;
 - b) by resignation, which can be declared at any time in the case of extraordinary members or at the end of a financial year for full members with a notice period of three months; the declaration must be made in written form to the board of directors;
 - c) by exclusion if there is an important reason, especially if the member
 - i) repeatedly violates the statutes and interests of the 2B-Child or against resolutions or orders of association bodies in a gross manner or despite a written warning; in this case the exclusion takes place on the decision of the board;
 - ii) is more than 3 months in arrears with the payment of due contributions and the second written reminder from the treasurer does not lead to payment within the period specified there; in this case the board can expel.
2. With the termination of membership, the member leaves the 2B child. The resigning member has no claims to the association's assets.

§ 7 Organs of the Association

The Organs of the association are:

- a) meeting of the members
- b) board of directors

§ 8 Meeting of the members

1. The ordinary meeting of the members takes place once a year. In addition, a general meeting must be called if it is required by the interests of the association or by at least 1/10 of the members in written form, stating the purpose and reasons.
2. Meeting of the members will be convened by the board of directors in written or in text form by email or WhatsApp or Facebook chat, stating the agenda. The invitation period for each general meeting is four weeks.
3. The chairman of the meeting is one of the two directors or both together. If both directors are unable to attend, one of the two deputies is the chairman of the meeting. If neither the chairman nor one of the deputies is present, a chairman will be elected by/from the meeting of the members.
4. If the secretary is absent, he will be elected by/from the meeting.
5. Meeting of the members can also take place online (e.g. using the zoom program). Every meeting that has been properly convened has a quorum if at least fifteen percent of the members are present. If the quorum cannot be determined, the chairman ends the meeting. The board of directors convenes then a new meeting, immediately, without notice, which has a quorum regardless of the number of members present.
6. The resolutions of the meeting are made with a simple majority of the valid votes. Any change to the statutes or the purpose of the association requires a majority of $\frac{3}{4}$ of the valid votes.
7. The following resolutions also require a majority of $\frac{3}{4}$ of the valid votes: Establishment or running of child protection facilities, day-care centers, children's play facilities, schools, hospitals, orphanages.
8. Furthermore, a protocol is to be taken about the resolutions of the meeting. The protocol is to be signed by the chairman and the secretary.
9. Requests can be made by:
 - a) each member
 - b) board of directors
10. Requests must be received by the board of the association three weeks before the meeting. If it is received later, it may only be considered if the urgency is confirmed with a $\frac{2}{3}$. The same applies to changes to the statutes.

§ 9 Board

1. The board consists of:

- two directors
- the first vice-director
- the second vice-director
- the treasurer
- the secretary
- two other members

2. The board runs the management in accordance with the statutes and the resolutions of the meeting of members. It takes decisions with a majority of votes. In the event of tie votes, the votes of the directors or, in the case of their absence or in the case of different votes, the vote of their first vice-director or, in the case of his absence, the second vice-director, decides. The board of directors is authorized to set up committees for certain purposes. The board can issue binding regulations.

3. The association is represented both in and out of court by:

- a) one of the directors alone or
- b) one of the directors with one of the board members together

4. The members of the board are elected for three years. They remain until a new board is elected.

§ 10 Cash auditor

1. Meeting of the members can elect two auditors for a period of three years who are not allowed to belong to the board or a committee.

2. The cash auditors have to check the cash and accounts of the association including the books and receipts at least once in the business year objectively and arithmetically and to report to the board in written form.

3. The cash auditors submit a test report to the meeting of the members and request discharge of the board if the cash transactions are carried out properly.

§ 11 Dissolution, Disposal of assets of the Association

1. The association can be dissolved with a 3/4 majority of the valid votes of all association members.
2. Liquidators are both directors together or one of the directors with one of the vice directors or treasurer. The meeting of the members can choose two other members of the association as liquidators.
3. In case the association should be dissolved or tax-privileged purposes cease to exist, the association's assets, insofar as they exceed existing liabilities, go to a legal person who has to use the assets directly and exclusively for charitable purposes.

§ 12 Coming into effect

The statutes in their present form were approved by the meeting of members of 2B-Kind on January 17th, 2021, and come into force after the entry in the register of associations.

Blankenheim, 01.17.2021

1. Elvin Jabrayil, LL.M.
2. Dr. Aytan Musayeva
3. Dr. Naiba Allahverdiyeva
4. Kamran Hajili
5. Aygun Guliyeva
6. Banovsha Abbasova
7. Nigar van Berkel
8. Mirza Mutallimov
9. Gulasar Fullriede
10. Shahla Rasulzade
11. Eltaj Alisoy

12. Dr. Agshin Umudov

13. PD Dr. Natig Gassanov

14. Mehriban Valiyeva

15. Jeyhun Valiyev

16. Dr. Polad Poladli

17. Zulfiyya Abdurahimova-Carberry

18. Pakiza Taghiyeva

.....
(Names and signs of all members)