

Foundation by-laws for the

Annette-Kuhn-Foundation

Bonn

Preamble

Convinced,

That it takes a women's historical perspective on the past to grasp the totality of our historical experiences and

That equality of women and men in a democratic society requires recognition of women's historical achievements,

Cognizant of that fact,

That throughout history women have realized a future-oriented politics of humaneness, balance and reconciliation among peoples and cultures and

That women's contribution to progress in society is a social reality, and

With the goal,

To honor, disseminate, and develop the scientific work of Professor Dr. Annette Kuhn and

To make women's history visible within the comprehensive framework of her historical-didactic approach,

The Annette-Kuhn-Foundation shall work on the basis of these bylaws.

§ 1 Name, Legal Structure, Seat of the Foundation

1. The name of the foundation is "Annette-Kuhn-Foundation".
2. The foundation has legal capacity according to civil law with seat in Bonn.

§ 2 Purpose of the Foundation

1. The foundation directly and exclusively pursues charitable purposes as defined in section “tax-exempt purposes” in the relevant tax code (Abgabenordnung).

2. Purpose of the foundation is,

- To promote scholarship, research and education in the field of women’s history,
- To make visible the historical achievements of women in family, society and the state across different cultures,
- To realize women’s equality within a democratic understanding of politics, law, private business, public administration, work and family,
- To create a gender democratic awareness within youth education and continuing adult education,
- To further highlight in scientifically appropriate and dignified ways the significance of women in different cultures, and to reduce gender-specific tensions and inequalities, in particular within education,
- To contribute to communication and reconciliation with other cultures, in particular Jewish culture, by focusing on the specific influences and contributions of women throughout history.

3. The purpose of the foundation shall be realized by

- Working with schools toward the goal of gender-democratic education through the advancement of school projects in which students of all ages and cultural and religious backgrounds can participate,
- Promoting national and international scientific events, conferences and research projects, either independently or through the House of Women’s History,
- Creating and disseminating publications, scientific papers, conference proceedings and project reports,
- Awarding stipends for scientific research promoting the purpose of the Annette-Kuhn-Foundation,
- Creating a House of Women’s History (contingent of the availability of funds) as a permanent institution where, based on experiences and with a view to state-of-the-art developments, the foundation’s purpose can be put into practice,
- Public relations through an information service and media contacts.

Further details are addressed in the set of regulations that govern the operations of the foundation.

4. The foundation is charitable. It does not primarily pursue economic gain.

5. The means and assets of the foundation may be used only for purposes that are consistent with the bylaws. The founder and her legal heirs shall not receive allowances from the foundation.

§ 3 Assets

1. The assets of the foundation are based on the foundation's business.

2. The value of the foundation's assets shall be preserved entirely. Up to 15% of the value of the assets may be used if otherwise the purpose of the foundation could not be realized. The agency with oversight over foundations (Stiftungsaufsichtsbehörde) needs to agree to this and the amount needs to be repaid to the foundation within three years. This repayment must not impair the realization of the foundation's purpose.

3. The assets of the foundation may be converted into cash. Any gains from such a transaction shall be used in total or in part toward fulfilling the foundation's purpose. Please note paragraph 2, sentence 1.

§ 4 Use of capital gains and income

1. Capital gains and donations need to be used in due time towards the fulfillment of the foundation's purpose as required by the tax code.

2. The foundation may put all or part of its means into a specifically appropriated reserve if this was necessary to fulfill the foundation's purpose and if there were concrete goals and timelines for how the reserve was to be used. Without a specific purpose reserves may be formed and added to the assets in total or in part as long as this is acceptable under the rules of the tax code for charitable organizations.

3. Donations which a donor explicitly meant for the foundation must be added to the foundation's assets. Donations that came from a bequest may be added to the assets if the bequest does not explicitly state they be used for the immediate fulfillment of the foundation's purpose.

4. Nobody must benefit from expenditures that do not serve the foundation's purpose or from unreasonably high reimbursements.

§ 5 Legal status of beneficiaries

People who are beneficiaries of the foundation do not have any legal claims to support or services from the foundation.

§ 6 Annual financial report

The financial year is the calendar year. Within nine months after the end of the financial year an annual financial report must be submitted to the agency with oversight over foundations (Stiftungsaufsichtsbehörde) including an overview of the assets and a report on how the purpose of the foundation was fulfilled.

§ 7 Governing bodies

1. Governing bodies of the foundation are

- Directorate and
- Board of Trustees.

Members of the Directorate cannot be members of the Board of Trustees and members of the Board of Trustees cannot be members of the Directorate.

2. The Directorate may appoint an executive director and empower her/him to represent the Directorate according to § 30 BGB (Civil Code).

§ 8 Directorate

1. The Directorate consists of one person. The first Director of the foundation is the founder. Her tenure is unlimited.

2. After the founder steps down the Board of Trustees appoints a successor to the Directorate for a term of three years. The term may be repeated.

3. The Directorate represents the foundation as its legally designated representative in court and out of court.

If the Director is unavailable, s/he will be represented by the Chair of the Board of Trustees unless the executive director is able to represent or take on tasks of the Directorate according to § 30 BGB (Civil Code).

4. The Directorate needs to fulfill the foundation's purpose as effectively as possible. Responsibilities include in particular

- To manage the foundation's assets and draw up an annual budget (detailing the use of the foundation's income),

- To submit annual reports and financial reports to the Board of Trustees for discussion and decision-making,
- To plan projects within available organizational and financial means,
- To appoint and recall the executive director,
- To oversee public relations.

5. The directorate works for the foundation on a voluntary basis; s/he must not receive financial advantages. Incurred expenses shall be reimbursed upon submission of receipts.

§ 9 Board of Trustees

1. The Board of Trustees shall have at least 3, and no more than 5 members. The founder shall appoint the first Board of Trustees.

2. The Board of Trustees shall elect from among its members a Chair and Vice Chair.

3. Trustees shall serve a three-year term. Multiple terms are possible. Should a Trustee resign the remaining Trustees together with the Directorate shall appoint a successor.

4. Responsibilities of the Board include

- To appoint and recall the Directorate after the founder steps down,
- To confirm and sign off on the annual report and financial report within 3 months after they have been submitted by the Directorate,
- To advise the Directorate on basic issues concerning the foundation.

5. Trustees work for the foundation on a voluntary basis. They must not receive financial advantages. Incurred expenses shall be reimbursed upon submission of receipts

§ 10 Executive Director

1. The Executive Director shall be appointed by the Directorate. S/he shall answer to the Directorate and adhere to its guidance and instructions.

2. The Directorate may empower the Executive Director to be its representative according to § 30 BGB (Civil Code).

3. Responsibilities of the Executive Director include in particular

- To manage day-to-day business and operations,

- To engage in public relations in consultation with the Directorate.

4. The Executive Director works for the foundation on a voluntary basis unless the Directorate appoints her/him to a paid position. Incurred expenses shall be reimbursed appropriately.

§ 11 Scientific Advisory Board

1. The Directorate may appoint a Scientific Advisory Board for professional consultation and the planning and implementation of the foundation's projects. The Advisory Board should have at least 5 and no more than 9 members. The Advisory Board shall elect from among its members a Chair.

2. The activities of the Advisory Board shall be guided by instructions from the Directorate.

3. Participation in the Advisory Board is on a voluntary basis. Incurred expenses shall be reimbursed appropriately.

4. The Advisory Board shall adopt a set of regulations to govern its work.

§ 12 Decision-making, Minutes

1. The Board of Trustees shall base its decisions on a simple majority. The Board has a quorum when more than half of its members are present. When votes are tied the vote of the Chair shall decide. A member who is not present may use a written statement to be represented in a vote by a member who is present. Decisions may be made by the Board without coming together at a meeting but this shall not be done for the appointment or recall of foundation officers or for decisions that require a $\frac{3}{4}$ majority.

2. Meetings shall be recorded in minutes, which the Chair and one other member of the Board shall sign. The minutes shall be sent to the Directorate and to the participants of the meeting.

§ 13 Changes to the Bylaws

1. Changes to the bylaws that do not affect the purpose of the foundation shall be decided by the Directorate and agreed by the Board of Trustees.

2. If circumstances changed such that the fulfillment of the foundation's purpose seemed no longer meaningful, the Directorate and Board of Trustees together may change the purpose of the foundation or agree on a new purpose. The changed or new purpose also needs to meet conditions for tax-exempt purposes.

3. Decisions about changes to the bylaws require a $\frac{3}{4}$ majority in the Board of Trustees.

4. The agency with oversight over foundations (Stiftungsaufsichtsbehörde) shall be informed of all decisions through which the bylaws were changed. Decisions that would significantly alter the purpose or organization of the foundation shall be made only after first being heard by the founder. Such decisions need to be approved by the agency with oversight over foundations (Stiftungsaufsichtsbehörde).

§ 14 Dissolution or Merger

1. The Directorate and Board of Trustees may together decide to merge the foundation with another tax-exempt foundation or to dissolve the foundation when circumstances no longer allow the ongoing and sustainable fulfillment of the foundation's purpose. This decision must be unanimous. It shall take effect only after approval by the agency with oversight over foundations (Stiftungsaufsichtsbehörde).

2. A new or changed foundation that resulted from a merger must also be tax-exempt.

§ 15 Disposition of Assets

In case of dissolution or liquidation of the foundation or if it no longer was tax-exempt the foundation's assets shall be transferred to the Association for the Promotion of Gender-democratic Historical Awareness, Bonn (Verein zur Förderung des geschlechterdemokratischen historischen Bewusstseins e.V. Bonn).

§ 16 Position of the Finance Authority

Regardless of various legal requirements to notify the appropriate authorities decisions about changes to the bylaws and about the dissolution of the foundation need to be sent to the local finance authority. Before changes to the bylaws are made that would affect the foundation's purpose the finance authority should be consulted with regard to the tax implications of such changes.

§ 17 Agency with oversight over foundations (Stiftungsaufsichtsbehörde)

This agency is the regional government of North-Rhine-Westphalia in Cologne. Final authority in foundation matters is the Ministry of the Interior of the state of North-Rhine-Westphalia. The requirements of this authority regarding matters of approval and agreement shall be observed.

§ 18 Coming into effect

These bylaws shall come into effect on the day the document is received that constitutes the formal recognition of the foundation.

Bonn, November 24, 2008

Signed Annette Kuhn

Prof. Dr. Annette Kuhn, Founder