INTERNAL REGULATIONS

Afrikanische Diaspora Ostfriesland e.V.

Adopted at the meeting of **07.06.2025** — Jungenzentrum Leer, Friesenstrasse 18-20, 26789 Leer
Number of participants : **31** — Decision adopted unanimously

PREAMBLE

These Internal Regulations are intended to clarify and supplement the articles of association of Afrikanische Diaspora Ostfriesland e.V., an association governed by the provisions of German association law (Sections 21 et seq. of the Burgerliches Gesetzbuch — BGB). They are binding on all members and bodies of the association and are enforceable against third parties from the date of their publication by the board of directors.

Article 1 — Membership and Contributions

§ 1.1 Admission Requirements — Membership Procedure

Membership of the association is open to any natural or legal person sharing the objectives defined in the articles of association. Any application for membership must be submitted in writing to the board of directors, which shall decide at its next ordinary meeting or, where applicable, by written procedure. The board decides at its sole discretion; a refusal does not need to be justified.

> *In accordance with Section 58 BGB and the articles of association, membership only takes effect upon the express decision of the board of directors.*

§ 1.2 Amount and Terms of Membership Contributions

Every member is required to pay a monthly membership contribution of five euros (EUR 5.00). This contribution is due on the first day of each calendar month and must be transferred to the association's bank account (IBAN: DE49 2855 0000 0150 5823 77) by the tenth day of the month at the latest. The board of directors may, on an exceptional and duly justified basis, grant payment deferrals or a partial or total exemption from contributions.

> *The amount of the contribution may be revised by resolution of the general assembly passed by a simple majority of the members present or represented.*

Article 2 — Loss of Membership

§ 2.1 Expulsion for Non-Payment of Contributions

Any member whose contribution remains unpaid for a continuous period of more than three (3) months may be subject to expulsion proceedings initiated by the board of directors. Prior to any expulsion decision, the defaulting member must be given formal notice by registered letter or email with acknowledgement of receipt, with a regularisation period of fifteen (15) days. If no response or payment is received within this period, the board of directors may resolve to expel the member concerned.

> *Expulsion for non-payment of contributions is without prejudice to any action for recovery of amounts owed, in accordance with the rules of ordinary law.*

§ 2.2 Expulsion for Serious Misconduct or Breach of Obligations

Any member may be expelled from the association in the event of serious misconduct, behaviour detrimental to the interests of the association, or a gross breach of statutory or regulatory obligations.

The expulsion procedure must respect the principle of the adversarial process: the member concerned is summoned before the board of directors by registered letter or certified electronic notification, with a minimum notice period of fifteen (15) days, to present written or oral observations. The expulsion decision is adopted by an absolute majority of the members of the board of directors and notified to the person concerned within eight (8) working days.

> *Serious misconduct includes: repeated violations of the internal regulations, acts detrimental to the honour or reputation of the association, or any fraudulent act committed to the detriment of the association or its members.*

Article 3 — General Assembly: Convening and Resolutions

§ 3.1 Convening — Forms and Deadlines

The ordinary general assembly is convened by the board of directors at least once (1) per year. The notice of meeting, together with the agenda, must be sent to all members at least fourteen (14) calendar days before the date of the meeting, by email, ordinary letter or any other means of communication that allows traceability. Any request to convene an extraordinary general assembly must be signed by at least one third (1/3) of members in good standing and addressed to the board of directors, which is required to convene said assembly within thirty (30) days.

§ 3.2 Quorum and Rules of Deliberation

The general assembly deliberates validly regardless of the number of members present or represented, unless otherwise provided for in the articles of association or these regulations. Ordinary decisions are adopted by a simple majority (50% + 1) of votes cast by members present or represented. Each member present may hold a maximum of one (1) proxy from an absent member. Proxies must be formalised in writing and submitted to the chairperson before the opening of proceedings.

> *The minutes of each general assembly are drawn up by the secretary or, in case of incapacity, by any person designated for this purpose at the beginning of the session. They are signed jointly by the chairperson and the secretary and entered in the register of resolutions kept at the registered office.*

Article 4 — General Assembly: Electoral Procedure

§ 4.1 Organisation of Elections

Elections of members of the board of directors take place at the general assembly, on the occasion of the renewal of terms or in the event of a vacancy. Candidacies must be submitted to the secretary at least seven (7) days before the date of the assembly, in writing or by email. Any member who has been in good standing for at least three (3) months may stand for any position on the board of directors.

§ 4.2 Voting Procedures and Terms of Office

Members of the board of directors are elected by single-member vote with a relative majority of votes cast. In the event of a tie, the older candidate is declared elected. Terms of office are two (2) years, renewable without limitation. In the event of a vacancy during a term of office, the board of directors may co-opt a replacement on a provisional basis until the next general assembly.

> *Elections may be held by secret ballot if at least one member present requests this before the vote. Any challenge to the electoral process must be recorded in the minutes and brought to the attention of the board of directors within forty-eight (48) hours of the assembly.*

Article 5 — Board of Directors and Executive Committee

§ 5.1 Board Meetings — Quorum and Resolutions

The board of directors meets in ordinary session at least once (1) per quarter, and in extraordinary session upon convening by the chairperson or at the request of a majority of its members. Meetings may be held in person or by videoconference. The board deliberates validly if a majority of its members is present or represented. Decisions are taken by a simple majority; in the event of a tie, the chairperson's vote is casting.

§ 5.2 Composition of the Executive Committee

The executive committee is the executive body of the association. In accordance with the current organisational chart, it is composed as follows:

- Chairperson (Vorsitzender) — legal representative pursuant to Section 26 BGB
- Vice-Chairperson (Stellvertretender Vorsitzender) — deputy to the chairperson
- Secretary (Schriftfuhrer) — responsible for minutes and official correspondence
- Assistant Secretary (Stellvertretender Schriftfuhrer)
- Treasurer (Kassierer) — responsible for financial and accounting management
- Board Members (Beisitzer / Beisitzerinnen) — advisory members of the committee

§ 5.3 Powers and Responsibilities of Executive Committee Members

Each member of the executive committee exercises the powers defined by the articles of association and these internal regulations. The chairperson represents the association in all civil matters and is authorised to institute legal proceedings. The treasurer alone is authorised to make payments on behalf of the association, within the limits set by the board of directors. Any financial commitment exceeding five hundred euros (EUR 500.00) requires prior authorisation from the board of directors.

> *Members of the executive committee perform their duties on a voluntary basis. Reimbursement of expenses incurred in the interests of the association is subject to the submission of supporting documents and prior validation by the treasurer.*

Article 6 — Financial Provisions

§ 6.1 Bookkeeping

The accounting and financial management of the association is the responsibility of the treasurer, in accordance with the principles of regularity, accuracy and faithful representation that govern all associative accounting. A register of income and expenditure is kept up to date and made available to any member upon request, subject to applicable confidentiality rules.

§ 6.2 Financial Responsibilities and Signature Authority

The treasurer is the principal authorising officer of the association's expenditure. In the event of the treasurer's unavailability, the chairperson may temporarily exercise the functions of authorising officer, strictly limited to current management. Any delegation of signature must be formalised by board decision and notified to the account-holding bank.

§ 6.3 Invoice Settlement and Expense Reimbursement

Invoices and payment obligations of the association must be honoured within the contractual deadlines or, failing that, within thirty (30) days of the date of receipt of the invoice. Requests for reimbursement of expenses incurred by members must be accompanied by original supporting documents and submitted to the treasurer within a maximum period of sixty (60) days after the date the expenses were incurred.

§ 6.4 Audit and Approval of Accounts

The annual accounts of the association (balance sheet, income statement) are presented to the ordinary general assembly for examination and approval. The board of directors may appoint one or more auditors from among non-board members, who have a permanent right of access to all accounting and financial documents.

§ 6.5 Cash Management and Investment Policy

Surplus cash of the association is invested in risk-free accounts or savings products, in strict compliance with the non-profit purpose of the association. Any investment decision is subject to prior approval by the board of directors. The association may in no circumstances distribute all or part of its assets to its members, except in the event of a duly resolved dissolution.

Article 7 — Amendment of Articles and Dissolution

§ 7.1 Procedure for Amending the Internal Regulations

These internal regulations may be amended by decision of the board of directors, subject to ratification by the general assembly at its next session. Any proposed amendment must be notified to members at least fourteen (14) days before the meeting at which it will be put to the vote. Adopted amendments take effect upon their ratification by the general assembly.

§ 7.2 Amendment of the Articles of Association

Any amendment to the articles of association of the association requires a decision of the extraordinary general assembly, adopted by a qualified majority of two thirds (2/3) of the members present or represented. The notice of meeting must expressly refer to the proposed amendment and reproduce the text of the proposed changes. Adopted amendments to the articles of association must be registered with the competent court in accordance with Section 71 BGB.

> *Any amendment to the corporate purpose, conditions of dissolution or terms of asset distribution is subject to the statutory publication requirements of German association law.*

§ 7.3 Dissolution of the Association

The dissolution of the association may only be resolved by an extraordinary general assembly convened for this purpose, attended by at least three quarters (3/4) of members in good standing, and passing a resolution by a majority of three quarters (3/4) of votes cast. In the event of dissolution, the net assets remaining after settlement of all liabilities are transferred to an association pursuing similar objectives, as designated by the general assembly in the dissolution resolution.

> *In accordance with Section 47 BGB, the dissolution of the registered association must be notified to the competent local court (Amtsgericht), which will proceed with its removal from the register of associations.*

Article 8 — Final Provisions

These internal regulations enter into force on the date of their adoption by the general assembly, being 7 June 2025. They repeal and replace all previous provisions on the same subject. In the event of any conflict between these internal regulations and the articles of association of the association, the articles of association shall prevail. Any matter not provided for in these regulations shall be decided by the board of directors, which shall inform the general assembly at its next session.

> **Conclusion:** These internal regulations were adopted with minor amendments at the general assembly of 7 June 2025. The board of directors is responsible for ensuring the proper implementation of all provisions of these internal regulations.

Done at Leer, on 7 June 2025

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Ali Koné
Chairperson (Vorsitzender) — Section 26 BGB

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Mamadou Bakayoko
Secretary (Schriftfuhrer)

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Cheick A. Sylla
Treasurer (Kassierer)