



mission 21

protestant mission basel

Articles of Association

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approved by the
Mission Synod
on June, 7th, 2013

Articles of Association

of the Association "mission 21 – evangelisches missionswerk basel"
(mission 21 – protestant mission basel)

Preamble

Have rallied in mission 21 to combine activities: the African Continental Assembly of mission 21, the Asia Fellowship of mission 21 Partners, the Latin American Continental Assembly of mission 21 and the Continental Assembly Europe which, in turn, unite churches and partner organisations as independent bodies, as well as the Protestant Missionary Association in Basel (Basel Mission), the Evangelical Mission in the Kwango and the Moravian Church.

In the name of the triune God, the Father, the Son and the Holy Spirit, mission 21 strives to bear testimony to God's love for the whole creation and all people in word and deed mission 21 encourages people to live and experience the message of the gospel across borders as liberation.

mission 21 takes the side of the poor, the oppressed, the marginalised and, in community with these people, mission 21 enters into dialogue and accepts the challenge of sharing and engaging in advocacy. Thus church becomes visible and tangible.

mission 21 collaborates with partner churches and partner organisations in Africa, Asia and Latin America as well as with the protestant churches, free churches and congregations in Europe; it unites with the forces that strive to establish a fair society and it maintains close ties to the ecumenical movement.

I. Name, Domicile, Purpose and Activities

Art. 1 Name, Domicile

Under the name "mission 21 – protestant mission basel" an association has been established in accordance with Articles 60 ff. of the Swiss Civil Code. Its domicile is in Basel, Switzerland.

Art. 2 Purpose

Rooted in the tradition of the gospel of Jesus Christ, mission 21 encourages and empowers people all over the world to engage in charitable development and project work which affects and changes society.

Art. 3 Activities

mission 21 achieves this purpose by means of the following activities, in particular:

- the sharing of material goods and the selection, preparation and guidance of European Co-workers in Africa, Asia and Latin America as well as of co-workers from these continents in Europe;
- exchanges in the area of education, mutual learning, as well as encounters between people from different cultural backgrounds and with different religious orientations;
- formation, education and continuous education ranging from the primary to the university level;
- programmes in the areas of agriculture, health care and the promotion of peace;
- encouragement of a sustainable and environment-friendly development;
- gender justice and youth support;
- poverty reduction;
- human rights advocacy;
- motivating and raising awareness to engage in development cooperation;
- exchange and processing of information from partner churches and partner organisations.

In order to carry out its tasks, mission 21 runs an office (centre of operations) in the mission house in Basel.

II. Membership

Art. 4 Membership

- ¹⁾ Are eligible as members of the association: legal entities committing to
- a) respect the articles of association and the mission statement adopted by the Mission Synod, and
 - b) actively promote and advance the purpose of the association within the framework of their own activities.

New members must be admitted by the Mission Synod with a two-thirds majority of votes represented. With the same quorum, the Mission Synod determines the number of votes allocated to the new member in accordance with Art. 9 of the articles of association.

²⁾ Members shall undertake to aspire to the equal representation of women and men as well as to an appropriate representation of youth throughout their organisation.

Art. 5 Exclusion of Members or of Partner Churches and partner organisations

¹⁾ The Mission Synod may exclude members for valid reasons. Such a resolution requires a two-thirds majority of the total number of votes represented. The member concerned has the right to be heard.

²⁾ Valid reasons are present in particular, but without limitation, where a member gravely violates the articles of association, the guidelines or the mission statement of mission 21, or no longer cares that the resources entrusted to it will be used in a manner which corresponds to the purpose of mission 21, or otherwise gravely damages the reputation of mission 21.

³⁾ Under the same conditions, the Mission Synod may exclude a partner church or organisation from that status, after consulting the relevant continental assembly. The partner concerned has the right to be heard. The continental assemblies are obliged to exclude any of their members whose status as partner church or partner organisation has been withdrawn by the Mission Synod

III. Funds of the Association

Art. 6 Funds of the Association

¹⁾ mission 21 is financed by funds from the following sources:

- donations and the proceeds from fund raising activities;
- other gifts, grants and legacies;
- further proceeds and revenues arising from agreements.

²⁾ No membership fees are levied.

Art. 7 Liability

The funds of the association are exclusively liable for the obligations and liabilities of the association. Any liability of members for mission 21 is excluded.

IV. Organisation

Art. 8 Organs

¹⁾ The organs of mission 21 are:

- a) the Mission Synod;
- b) the audit commission;
- c) the board;
- d) the management board;
- e) the auditors.

²⁾ In the constitution of the board and the management board, the principle of gender parity shall be strived for. In the Mission Synod, an appropriate representation of the young should additionally be strived for.

³⁾ The organs may not consist of a majority of representatives from organisations which regularly receive project support from mission 21.

A. Mission Synod

Art. 9 Composition and Voting Rights

¹⁾ The Mission Synod is the supreme organ of mission 21. It consists of the members of the association.

²⁾ Each member is entitled to a minimum of four or up to a maximum of twelve votes. The number of voting rights is allocated to each member upon its admission by the Mission Synod.

³⁾ Irrespective of the above paragraph 2), the following members have the following votes:

- a) The Evangelical Mission in the Kwango and the Moravian Church have four votes each and the Protestant Missionary Association in Basel (Basel Mission) has twelve.
- b) The continental assemblies Africa, Asia, Latin America and Europe have five votes each.

⁴⁾ The members of the board and of the management board participate in the Mission Synod in an advisory capacity, as do two representatives elected by, from and for the employees. The board may invite guests.

⁵⁾ Each member notifies the chairperson of the board prior to the Mission Synod, and in due time, of their representative(s) to the Mission Synod. Each member is reimbursed for reasonable travel and accommodation expenses of one representative. If more than one

representative per member participate, the board decides whether and, as the case may be, to what extent the travel and accommodation expenses for the further representatives may be covered by mission 21.

Art. 10 Responsibilities and Competencies of the Mission Synod

The Mission Synod has the responsibilities and competencies assigned to it by the present articles of association, in particular:

- a) adoption of amendments/modifications of the articles of association;
- b) admission and exclusion of members;
- c) determination of the number of voting rights (votes) of each member;
- d) admission of new partner churches and partner organisations to the continental assemblies upon recommendation of the latter;
- e) withdrawal of the partner status of a partner church or organisation after consultation with the relevant continental assembly;
- f) election and removal of the members of the board and, from among these, of the chairperson of the board and of the vice-president;
- g) election and removal of the members of the audit commission;
- h) election and removal of the auditors;
- i) approval of the annual report and financial statements;
- j) approval of the framework budget;
- k) adoption of the mission statement and the strategy of advocacy;
- l) enactment and modification of the regulations of the Mission Synod and the audit commission;
- m) resolutions on the dissolution of mission 21.

Art. 11 Conduct of the Mission Synod

¹⁾ The Mission Synod meets at least once a year. A fifth of the total number of votes from the members can require the convocation of an extraordinary Mission Synod.

²⁾ As a rule an international mission event is to be held in conjunction with the Mission Synod every three years.

³⁾ The Mission Synod shall be convened by the board in writing, indicating the items of the agenda, at least six weeks before the date of assembly. The invitation shall be sent to the members at their last address notified to the board.

⁴⁾ Matters proposed for inclusion in the agenda are to reach the board eight weeks before the date of assembly.

5) Matters not appearing on the agenda can only be supplemented to the agenda at the start of the assembly with the approval of three quarters of the votes represented. Nevertheless, supplementary agenda items are not admissible for amendments or modifications of the articles of association or for resolutions on the dissolution of the association.

Art. 12 Chair and Resolutions

1) The Mission Synod shall be chaired by the chairperson of the board and in the event of her/his being unable to attend by the vice-chairperson of the board.

2) The Mission Synod is a quorum regardless of the number of members present..

3) The Mission Synod passes its elections and resolutions with a simple majority of the votes represented, unless the articles of association provide otherwise. In the case of a hung vote the chairperson shall have the casting vote.

4) At each Mission Synod minutes are to be taken which must contain a list of the members represented and the representatives acting on their behalf. The chairperson and the person who keeps the minutes shall sign them.

B. Audit Commission (GPK)

Art. 13 Election and Term of Office

1) The audit commission consists of three members elected by the Mission Synod for a term of office of four years.

2) The audit commission constitutes itself in accordance with the regulations for the audit commission.

Art. 14 Responsibilities and Competencies

1) The audit commission examines the annual report and financial statements and the framework budget, and motions for their approval or rejection by the Mission Synod.

2) The audit commission monitors compliance with the articles of association and the execution of the resolutions of the Mission Synod.

3) The board and the management board shall grant the audit commission access to all documents. The members of the audit commission shall keep all confidential information disclosed to them confidential.

C. Board

Art. 15 Constitution

- 1) The board is composed of a minimum of five up to a maximum of eleven members.
- 2) The term of office of the members of the board is four years. Two re-elections are possible.
- 3) As a rule the director or another member of the management board attends the board meeting (in an advisory capacity).

Art. 16 Responsibilities and Competencies

- 1) The responsibilities and competencies of the board are in particular, but without limitation:
 - a) to draw up the annual financial statements, the annual report, and the framework budget for the attention of the Mission Synod and the audit commission;
 - b) to draw up the agenda for and the invitations to the Mission Synod;
 - c) the direction of mission 21 and the determination of the plan of action;
 - d) the appointment and removal of the director and the members of the management board;
 - e) supervision of the director and the management board;
 - f) the strategic responsibility for the future development of mission 21, taking into consideration the resolutions of the Mission Synod;
 - g) elaboration of the principles necessary to execute the purpose of mission 21, including the employment of co-workers to and from abroad;
 - h) approval of cooperation agreements with partner churches and partner organisations in Africa, Asia, Latin America and Europe;
 - i) enactment of the organizational rules ;
 - j) regular consultations with partners and members;
 - k) assuring the connection with and supervision of subsidiaries through adequate representation in their managing bodies.
- 2) The board decides on all matters not assigned to another organ.

Art. 17 Signature Power

The chairperson and the vice chairperson of the board have collective signature by two. The board may appoint other persons authorized to sign collectively by two.

Art. 18 Meetings and Resolutions

- 1) The board meets on the invitation of the chairperson of the board as often as business requires. A majority of board members may request a meeting at any time.
- 2) The board is a quorum when a majority of the board members are present.
- 3) The board passes its resolutions with the majority of the votes of members present. The chairperson of the board votes as a member. In the event of a hung vote, the chairperson's vote counts double.

Art. 19 Organizational Rules

- 1) The board enacts organizational rules which in addition to the articles of association set forth the organisation of the board and in particular the duties of management board and management support staff, as well as rules on employee participation.
- 2) The organizational rules and subsequent amendments shall be brought to the attention of the Mission Synod.

D. Management Board

Art. 20 Election and Composition

- 1) The director is elected and removed by the board. The other members of the management board are elected by the board and removed by the board or, as a rule after consulting the board, the director.
- 2) The composition of the management board shall be set out in the organizational rules..

Art. 21 Responsibilities and Competencies

- 1) The director conducts the day-to-day management of mission 21 together with the management board in accordance with the organizational rules and executes the resolutions of the Mission Synod and the board.
- 2) The organizational rules describe the responsibilities and competencies of the director and the management board in detail and set out their reporting duties to the board.

E. Auditors

Art. 22 Election and Duties

- 1) The Mission Synod, at the request of the audit commission, elects a reputed audit firm to act as auditors of mission 21 for a term of office of one year.
- 2) The auditors audit the annual financial statements of the association and submit their audit report to the Mission Synod.

V. Miscellaneous

Art. 23 Amendments/modifications of the Articles of Association

- 1) These articles of association, including the article on the purpose of the association, may be amended by the Mission Synod with a majority of two thirds of the total number of votes represented.

Art. 24 Dissolution and Liquidation

- 1) The association may only be dissolved by a resolution of the Mission Synod passed with a majority of two thirds of the total number of votes of all members of the association.
- 2) Liquidation is the duty of the board. However, the Mission Synod may appoint special liquidators.
- 3) On liquidation, care is to be taken that the work and the goals of the association are continued as far as possible. Remaining assets are to be disposed of in a manner consistent with the purpose of the association; only the Mission Synod is competent to take the relevant decisions.

Art. 25 Coming into Force

These articles of association come into force on 7 June 2013. They replace the articles of association passed by the then Mission Synod on 18 June 2010.

St. Gallen, 7th of June 2013

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Präsidentin des Vorstands mission 21

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Vizepräsident des Vorstands mission 21