



Articles of Association

mission 21 protestant mission basel

Endorsed by the
Mission Synod
on June 7th, 2013
Revised on June 29th, 2019

Articles of Association

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

Preamble

Have joined together within mission 21 to combine their 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 as liberation across borders.

mission 21 takes the side of the poor, the oppressed, the marginalised and, in community with these people, enters into dialogue and accepts the challenge of sharing and engaging in advocacy. Thus, the 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 non-profit development and project work to affect and change 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 staff in Africa, Asia and Latin America as well as of staff 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;
- training, 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;
- emergency relief and reconstruction measures
- encouragement of a sustainable and environmentally friendly development;
- gender justice and youth support;
- fighting poverty;
- 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 duties, 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 good cause. Such a resolution requires a two-thirds majority of the total number of votes represented. The member concerned shall first be given the opportunity to comment.

2) Good cause shall be deemed to exist in particular if a member seriously violates the articles of association, the guidelines or the mission statement of mission 21, no longer offers a guarantee that the funds to it will be in accordance with the purpose of mission 21, or otherwise seriously damages the reputation of mission 21.

3) Under the same conditions, the Mission Synod may revoke a partner church or organisation's status, after consulting the relevant continental assembly. The partner concerned must first be given the opportunity to comment. 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) The principle of gender parity is to be striven for when appointing members of the board and management board. In the Mission Synod, an appropriate youth representation shall also be sought.

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 the employees amongst themselves. The board may invite guests.

5) Each member shall notify the chairperson of the board prior to the Mission Synod, and in a timely manner, of their representative(s) to the Mission Synod. Each member is reimbursed for the reasonable travel and accommodation expenses for one representative. If more than

one representative per member participates, the board shall decide whether and to what extent the travel and accommodation expenses for further representatives may be covered.

Art. 10 Duties

The Mission Synod has the duties assigned to it by these articles of association, in particular:

- a) adoption of amendments to 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, among these, of the chairperson and the vice-president of the board;
- 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) adoption 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 shall meet 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 to 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-president of the board.
- 2) The Mission Synod shall constitute a quorum regardless of the number of members represented.
- 3) In elections and votes, the simple majority of the votes represented shall apply, unless provide otherwise. In the event of a tie, the chairperson shall have the casting vote.
- 4) Minutes shall be kept of each Mission Synod, which shall include a list of the members represented and the representatives acting on their behalf. The minutes shall be signed by the chairperson and the secretary.

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 shall constitute itself in accordance with its regulations.

Art. 14 Duties

- 1) The audit commission examines the financial statements and the framework budget and submits motions for their approval or rejection to the Mission Synod.
- 2) The audit commission monitors compliance with the articles of association and the implementation of the resolutions of the Mission Synod.
- 3) The board and the management board shall grant the audit commission access to all documents. Members of the audit commission shall maintain secrecy about confidential information entrusted to them.

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 Duties

- 1) The board is responsible in particular for:
 - a) the audit of the annual financial statements and the framework budget for the attention of the audit commission and the annual and financial report with the framework budget for the attention of the Mission Synod;
 - b) drawing up the agenda for and the invitations to the Mission Synod;
 - c) the management of mission 21 and definition of the programme of activities;
 - d) the appointment and removal of the director and the members of the management board;
 - e) the 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) the elaboration of the principles for the implementation of the purpose according to the relevant article, including the deployment of staff to and from abroad;
 - h) the approval of cooperation agreements with partner churches and partner organisations in Africa, Asia, Latin America and Europe;
 - i) the adoption 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 shall decide on all matters not assigned to another organ.

Art. 17 Signatory authority

The chairperson and the vice-president of the board shall sign jointly. The board may appoint other persons authorized to sign jointly.

Art. 18 Meetings and Resolutions

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

Art. 19 Organizational Rules

- 1) The board shall issue organizational rules which, in addition to the articles of association, regulate the organisation of the board and in particular the duties of the management board and the management support staff, as well as staff co-determination and participation.
- 2) These 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 the director, as a rule after consulting the board.
- 2) The composition of the management board is governed by the organizational rules.

Art. 21 Duties

- 1) The director shall conduct the day-to-day management of mission 21 together with the management board in accordance with the organizational rules and implement the resolutions of the Mission Synod and the board.
- 2) The organizational rules describe the duties of the director and the management board in detail and govern reporting to the board.

E. Auditors

Art. 22 Election and Duties

- 1) The Mission Synod, at the request of the audit commission, elects a recognized audit firm to act as auditors for a term of one year.
- 2) The auditors shall examine the annual financial statements of the association and report to the Mission Synod.

V. Final provisions

Art. 23 Amendments to 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 votes represented.

Art. 24 Dissolution and Liquidation

- 1) The association may be dissolved by a resolution of the Mission Synod and shall require a two-thirds majority of the total number of votes of all members of the association.
- 2) Liquidation is the responsibility of the board. However, the Mission Synod may appoint special liquidators.
- 3) In the event of liquidation, care must be taken to ensure that the tasks of the association are continued as far as possible. The remaining assets are to be used in accordance with the purpose of the association; the decision on this is the responsibility of the Mission Synod.

Art. 25 Entry into Force

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

St. Gallen, 7th of June 2013

Ch. Christ

Dr Christine Christ-von Wedel
President of the board of mission 21

PD Dr Johannes Blum
Vice-president of the board of mission 21

Art. 3 of the articles of association were completed by a decision of the Mission Synod of mission 21 of June 29, 2019, adding

- emergency relief and reconstruction measures

Prof. Dr Johannes Blum

President of the board of mission 21