

DIAKONIA CONSTITUTION

ARTICLES OF ASSOCIATION

Article 1 - Name, Place of Registration and Duration

1. The Foundation is called, "DIAKONIA Foundation: the World Federation of Diaconal Associations and Diaconal Communities."

Dutch: Stichting DIAKONIA: Wereldfederatie van diaconale verenigingen en diaconale gemeenschappen.
German: Stiftung DIAKONIA: Weltbund von Verbänden und Gemeinschaften der Diakonie.
French: Fondation DIAKONIA: Fédération mondiale d'associations diaconales et de communautés diaconales.
2. DIAKONIA is domiciled in the city of Utrecht, Netherlands.
3. The Foundation is formed for an unlimited term.

Article 2 - Basis and Aims

1. DIAKONIA is called by the Lord of the Church to the service of reconciliation in the world by means of the word of faith and the action of love.
2. DIAKONIA has its aims:
 - a. To further ecumenical relationships among diaconal associations and diaconal communities.
 - b. To reflect on the nature and task of diakonia in the biblical sense and to further the understanding of the diaconate.
 - c. To strengthen a sense of community among its members.
 - d. To render mutual aid.
 - e. To undertake common tasks.

Article 3 - Finances

The funds of the Foundation will be formed by:

- a. the annual contributions of its members;
- b. donations, gifts, bequests, and legacies;
- c. all other acquisitions and profits.

Article 4 - Members

1. The basis of belief required of members is that recognized by the World Council of Churches. "The World Council of Churches is a fellowship (koinonia) of churches which confess the Lord Jesus Christ as God and Saviour according to the Scriptures and therefore seek to fulfill together their common calling to the glory of the one God, Father, Son and Holy Spirit."
2. Members of the Foundation may be:
 - a. Federations of Diaconal Communities and Diaconal Associations;
 - b. Diaconal Communities and Diaconal Associations which do not belong to a Federation.

3. The Executive Committee decides about the admission of new members and the ending of membership.
4. The Executive Committee of the Foundation keeps a register of the names and addresses of the member organizations. This register may be inspected by the members.

Article 5 - Assembly of Delegates

1. The members - as defined in article 4 - appoint delegates who form the Assembly of Delegates. Each member appoints one or more (up to five) delegates, based on the number of its own members, to this assembly as provided by the bylaws. The Assembly of Delegates will consist of a minimum of twenty-five members
2. The Executive Committee will summon an Assembly of Delegates according to the provisions in the Bylaws.
3. The president of the Executive Committee is also the president of the Assembly of Delegates.
4. The Executive Committee will report to the Assembly of Delegates concerning the activities and financial situation of the Foundation.
5. The tasks of the Assembly of Delegates are:
 - a. to elect the president as designated in Article 7, clause 4.
 - b. to appoint the Executive Committee members and alternates as designated in Article 7, clauses 2 and 3.
 - c. to advise the Executive Committee on policy to be followed.
 - d. to advise the Executive Committee concerning the establishment of geographical regions
 - e. to perform other activities which have been authorized by these Articles of Association (Constitution) of Regulations (Bylaws).

Article 6 - Regions

1. In order to fulfill the tasks and aims of DIAKONIA the members - as defined in article 4 - are organized into regions by the Executive Committee.
2. Each region shall elect a regional president who shall serve as one of the regional representatives on the Executive Committee.

Article 7 - Executive Committee and President

1. The Executive Committee of the Foundation consists of a number of members to be determined by the Executive Committee. The minimum number is five.
2. The members - as defined in article 4 - through their regions nominate representatives and alternates to the Executive Committee. The above are then appointed by the whole Assembly of Delegates as members of the Executive Committee or as alternates to those members. The term of office shall be from the end of one meeting of the Assembly of Delegates until the end of the next meeting.
3.
 - a. As a general rule a member of the Executive Committee cannot be a member of the Committee for more than two successive terms.
 - b. If a member of the Executive Committee has been a member of the Committee for two successive terms and he/she is chosen as regional president he/she may serve for a maximum of two successive terms in that position.

- c. If a member of the Executive Committee has been a member of the Committee for two or three successive terms and he/she is chosen as president he/she may then serve for a maximum of two successive terms in that position.
 - d. The maximum number of successive terms a member of the Executive Committee may serve in any capacity is four.
 - e. Terms served as an alternate will not limit the terms a person may serve as a member of the Executive Committee.
4. The Assembly of Delegates elects the president of the Executive Committee. The election of the president is decided by a written ballot with a two-thirds majority of valid votes. Blank votes are treated as not cast.
 5. The Executive Committee elects one or more of its members to serve as vice-presidents.
 6. In the event of vacancies among the representatives and their alternates, the remaining members of the Executive Committee continue to form a valid Executive Committee provided their number is not lower than five.
 7. In the event that a vacancy in the office of president occurs the Executive Committee shall appoint a person to fill this position for the remainder of the term.
 8. The members of the Executive Committee are entitled to reimbursement of expenses incurred in connection with their function and authorized by the Executive Committee. The members of the Executive Committee do not receive any financial reward as such.
 9. The Executive Committee may co-opt advisors for the performance of its duties. These advisors are not members of the Executive Committee.

Article 8 - Secretary, Treasurer and Editor(s)

1. The Executive Committee will request the assistance of a secretary and a treasurer.
2. The Executive Committee will request the assistance of one or more editor(s) for "DIAKONIA News"/"DIAKONIA Nachrichten".
3. These persons are not members of the Executive Committee.

Article 9 - Meetings and Decisions of the Executive Committee

1. The Executive Committee will hold a meeting at least once a year.
2. Extraordinary meetings will be held according to the provisions in the bylaws.
3. The president will summon meetings of the Executive Committee by a letter of notification at least three months in advance and in accordance with the current bylaws.
4. The letter of notification shall state when and where the meeting will be held and the subjects to be discussed.
5. The meetings are chaired by the president of the Executive Committee. In the absence of the president the Executive Committee will appoint one of the vice-presidents or one of its members to preside.
6. The president will request the secretary, or one of the other persons attending, to take minutes of the matters discussed and the decisions made at the meeting. The minutes are certified and signed by those who have functioned in the meeting as president and secretary.

7. The Executive Committee can only make valid decisions in the meeting if the majority of its members or alternates who are in office are present or are represented. A member of the Executive Committee may be represented by another member of the Executive Committee in the meeting if a written authorization has been submitted which the president of the meeting has considered sufficient. A member of the Executive Committee may be the authorized representative of *one* other member of the Executive Committee only.
8. The Executive Committee may also make decisions without meeting, on condition that all members have been given opportunity to express their opinion in writing together with signature. The secretary will draw up an account of such decision while adding all received reactions. This will be added to the minutes after it has been co-signed by the president.
9. Ordinarily decisions of the Executive Committee will be made by consensus. Except for those cases in which the Articles prescribe a larger majority, decisions will be made by an absolute majority of validly-cast votes if there is a legal requirement or if consensus is not reached. Each member of the Executive Committee is entitled to cast *one* vote.
10. Providing that all members of the Executive Committee or their alternates are present at the meeting, valid decisions can be taken concerning all subjects on the agenda, providing that they are taken unanimously even if the conditions for the calling and holding of a meeting, as stipulated in the Articles of Association, have not been observed. The provisions of this paragraph shall not apply with respect to a decision concerning amendments to the Articles of Association, or concerning the dissolution of the Foundation.
11. All votes during the meetings are verbal, except when the chairperson deems a written ballot desirable or if one of the voting members requests this *before* the vote. A written ballot takes place by means of unsigned folded papers. Blank votes are treated as not cast.
12. In all disputes regarding a decision taken the voice of the president alone is not decisive.

Article 10 - Authority and Representation of the Executive Committee

1. The Executive Committee is entrusted with responsibility to administer the Foundation.
2. The Executive Committee is authorized to conclude contracts for buying, alienating or encumbering registered goods, provided the decision has been made with at least a two-thirds majority of votes.
3. The Executive Committee is not authorized to conclude contracts whereby the Foundation commits itself as the chief debtor or as joint co-debtor with a third party, defends a third party or acknowledges responsibility for a debt of a third party.
4. The Foundation is exclusively represented in court and out of court by:
 - a. The Executive Committee;
 - b. Two members of the Executive Committee acting jointly.

Article 11 - Termination and/or Suspension of Membership on the Executive Committee.

1. Membership on the Executive Committee ends:
 - a. when the term for which the member was elected is completed;
 - b. by death;
 - c. by written resignation;
 - d. by dismissal by the Assembly of Delegates, provided the decision has been made with at least a two-thirds majority of votes.
2. The Executive Committee is authorized to suspend an Executive Committee member, provided that all other Executive Committee members in office vote in favor of the suspension of the member.

This suspension will last until the next meeting of the Assembly of Delegates.

Article 12 - Committees

The Executive Committee may form committees with such tasks and powers as will be laid down at their formation. The members of the committees are appointed by the Executive Committee.

Article 13 - Financial Year and Annual Accounts

1. The financial year of the Foundation is the calendar year.
2. The books of the Foundation are closed at the end of each financial year. The treasurer will balance the books and draw up a record of assets and liabilities for the financial year which has ended. These annual accounts, accompanied by a report by a chartered accountant or by an accountant-administrative consultant, will be presented to the Executive Committee within six months of the end of the financial year.
3. The annual accounts are approved by the executive Committee.
4. Each year the treasurer will draw up a budget for the next year to present to the Executive Committee. After modification, if necessary, the budget has to be approved by the Executive Committee.
5. The members - as defined in article 4 - shall pay an annual contribution which has been set by the Executive Committee. The Executive Committee may exempt one or more members from this obligation.

Article 14 - Bylaws

1. The Executive Committee is authorized to lay down bylaws which regulate and provide for those subjects which are not included in these Articles.
2. The bylaws may not be contrary to the law of The Netherlands or contrary to this Constitution.
3. The Executive Committee may amend or cancel the bylaws at any time.
4. That which has been determined in Article 15, clause 1 applies to laying down, amending or canceling the bylaws.

Article 15 - Amendments to the Constitution

1. The Executive Committee is authorized to amend the Constitution of the Foundation. The decision to do this shall be taken in a meeting programmed especially for this purpose; the proposals for the amendments to the Articles must be added to the letter of notification.
2. A decision to amend the Constitution may only be taken by a majority of at least three-quarters of the votes cast in an Executive Committee meeting, in which at least two-thirds of the members are present.
3. The amendment of the Constitution must be effected by notarial deed, under the penalty of invalidity.
4. The members of the Executive Committee are obliged to deposit an authentic transcript both of the amendment and of the amended Articles at the office of the Public Register of Foundations, which is part of the Chamber of Commerce, in the region where the Foundation is domiciled.

Article 16 - Dissolution and Liquidation

1. The Executive Committee has the authority to dissolve the Foundation. The provisions laid down in Article 15, clauses 1 and 2 apply to the procedures for dissolution.
2. The Foundation continues to exist after its dissolution, insofar as this is necessary for the liquidation of its funds.
3. The liquidation is done by the Executive Committee.
4. The liquidators will see to it that the dissolution of the Foundation is recorded in the register referred to Article 15, clause 4.
5. During the liquidation, the stipulations in these Articles will continue to apply as much as possible.
6. If the dissolved Foundation has a credit balance this will be spent as far as possible in accordance with the aims of the Foundation.
7. After the liquidation, the account books and documents of the dissolved Foundation will remain with the youngest liquidator resident in Europe for at least ten years.

On the 13th of December 2004 signed by Maria Blackmon-Smink, Pieter van Rijssel and Mr. B. van der Wilt, Notary in the city of Utrecht, Netherlands.