



**SOS CHILDREN'S
VILLAGES**

Statutes

of SOS Children's Villages International

General information

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Binding for	All ordinary members, including the members of their legal bodies, their employees and persons working at or on behalf of ordinary members; and SOS Children's Villages International, including the members of its legal bodies, its employees and any other persons working for or on behalf of SOS Children's Villages International
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If you have questions about these statutes, please contact: OfficeOfThePresident@sos-kd.org

Preamble

SOS Children's Villages International takes action for children as an independent non-governmental social development organization. We respect different religions and cultures, and we work in countries and communities where our mission can contribute to development. We work in the spirit of the UN Guidelines for the Alternative Care of Children and the United Nations Convention on the Rights of the Child and we promote these rights around the world.

Our programme principles

We protect the rights of children who have lost parental care or who are at risk of losing parental care. We believe that the best environment for children to develop to their full potential is in a family where every child has a caring parent (or an alternative parental caregiver) to guide and support them. In our decisions and actions, the best interests of the child take precedence over all other considerations. We achieve this by designing a personalised response to the situation of each child and we inform and consult them in all decisions affecting their lives. We support the family, community and State to strengthen their capacity to assist children and families. We strive to improve the overall framework conditions for the children and families of our target group through advocacy actions which aim to bring about changes in policies and practices that undermine their development and rights.

The first SOS Children's Village was founded by Hermann Gmeiner in Imst, Austria in 1949. It is the model for the world-wide implementation of Hermann Gmeiner's SOS Children's Village concept which has grown into several different programmes and approaches to ensure the holistic development of disadvantaged children in a caring family. Hermann Gmeiner's SOS Children's Village concept is based on four principles: Mother (each child has a caring parent), Brothers and Sisters (family ties grow naturally), House (each family creates its own home) and Village (the SOS family is a part of the community).

Our vision is: "Every child belongs to a family and grows with love, respect and security". To bring this vision to life, we the members of SOS Children's Villages International commit to the following:

Principles of cooperation

We are a federation of autonomous, interdependent member associations and support each other in a spirit of solidarity.

We the member associations value our autonomy as associations within our own countries and we equally cherish the membership in the global federation. We strive for a balance between the two.

We commit to giving the interest of children and the federation precedence over individual members' interests.

We share resources and find relevant ways of supporting each other in our work to fulfil the federation's vision, mission and values and its objectives.

We acknowledge that our individual actions and performance impact all other member associations. Therefore, we commit to follow these principles of cooperation and the agreed-upon binding policies.

We continuously grow and develop our programmes pursuing the highest possible impact and ensure their viability by fostering a mutually respectful partnership between the member associations.

We start and run as many programmes as we can sustain and provide them with adequate financial and human resources.

By constantly pursuing and measuring programme quality and impact, we ensure programme relevance.

In order to safeguard the financial viability of our programmes, we support a close connection between donors and programmes including direct lines of communication between member associations.

We are jointly responsible to promote, strengthen and protect our global brand.

Our brand is our most valuable asset and requires our common efforts to uphold its quality. This includes the way we live our vision, mission and values and the way in which we promote the rights of children as articulated in the UN Convention on the Rights of the Child. This also includes our total commitment to child protection, integrity and the promotion of gender equality.



Article 1

Name and registered office

1.1 SOS-KINDERDORF INTERNATIONAL, hereinafter referred to as “the Federation”, is registered under this name as an association in the Register of Associations at the Federal Police Headquarters in Innsbruck, Austria. The Federation is the umbrella organisation of the national SOS Children’s Villages associations and its sphere of activity shall be worldwide.

The Federation’s legal name is in German language: SOS-Kinderdorf International. In other languages, the following translations of the Federation’s name shall be used:

English SOS Children’s Villages International

French SOS Villages d’Enfants International

Spanish Aldeas Infantiles SOS Internacional

1.2 The Federation’s registered office shall be in Innsbruck.

Article 2

Objectives of the Federation

The Federation is a non-governmental, non-political and non-denominational organisation providing specialist care and support in child and youth development programmes for children and young people at risk of losing parental care or who have lost parental care, as well as support for vulnerable families and support for people in need in the case of natural disasters or acts of war, in accordance with the SOS Children’s Village concept as created by Hermann Gmeiner and defined in the preamble.

The Federation’s objectives include coordination, support and supervision of the affiliated member organisations and if necessary running SOS Children’s Villages programmes in its own name.

The Federation operates as a non-profit or charitable social development organisation pursuant to Art. 34 ff of the Austrian Federal Tax Code (BAO), working exclusively in the public interest or in support of people in need.

All Federation funds and surpluses shall be employed to further the Federation’s objectives.



Article 3

Means employed in pursuit of the Federation's objectives

- 3.1 The Federation achieves its objectives through the following:**
- 3.1.1** The establishment and operation of SOS Children's Villages, providing children with a home, a mother /parent, brothers and sisters, and the environment of a community.
- The work of the SOS Children's Villages finds its logical continuation in the SOS Youth Programmes;
- 3.1.2** The establishment and operation of:
- 3.1.2.1** SOS Social Centres, SOS Family Strengthening Programmes, SOS Day-care Centres, SOS Kindergartens, SOS Mother and Child Centres, SOS Medical Centres and SOS Counselling Centres;
- 3.1.2.2** SOS Hermann Gmeiner Schools and SOS Vocational Training Centres to provide professional care and support for children, young people and families in need;
- 3.1.3** The operation of SOS Emergency Relief Programmes in cases of natural disasters or acts of war;
- 3.1.4** Advocating and promoting the SOS Children's Villages Programme as well as the rights of children and young people throughout the world as laid down in 1989 by the United Nations Convention on the Rights of the Child;
- 3.1.5** Working with other organisations and promoting worldwide understanding and the exchange of knowledge between people of different nations and cultures on the subject of child care and child development;
- 3.1.6** Serving as a model of alternative long-term family-based child care and providing knowledge on and promoting the subject of a family-based approach to child and youth care;
- 3.1.7** Setting up and operating a General Secretariat to run the Federation's daily business, to implement and monitor the implementation of the decisions of the Federation's legal bodies, and to provide support and services to and facilitate cooperation among member associations;
- 3.1.8** Uniting and coordinating existing SOS Children's Villages associations or other legal entities world- wide whose work is based on the SOS Children's Village concept under the umbrella of one Federation;
- 3.1.9** Ensuring that potential income from various sources which is needed to achieve the Federation's objectives is maintained at an optimum level worldwide; the Federation shall support the member associations in their fundraising activities and complements the same with its own fundraising activities in coordination with the member associations;



- 3.1.10 Coordinating and auditing the funds collected and employed by the member associations for the construction and maintenance of SOS Children's Villages and other SOS programmes, inasmuch as they are made available to other member associations and/or the Federation for the fulfilment of its tasks;
- 3.1.11 Monitoring the business activities of the member associations and issuing the binding rules needed to attain the Federation's objectives in accordance with these statutes;
- 3.1.12 Promoting intercultural exchange relating to the situation of the children and young people by operating an international sponsorship programme, and supporting the recruitment and servicing of SOS Children's Villages sponsors throughout the world;
- 3.1.13 Making available appropriate administrative resources and participating in corporate enterprises, in particular by outsourcing Federation activities in order to improve the Federation's organisational structure and also to handle operations in the market which are not available to a non-profit association. Any profits deriving from such activities shall also be employed exclusively in pursuit of the Federation's objectives;
- 3.1.14 Organising events for exchanges on child development, fundraising experience and other expertise required in the work of the Federation;
- 3.1.15 Performing public relations work using printed and electronic media and holding events for the dissemination and promotion of the SOS Children's Villages Programme;
- 3.1.16 Protecting and promoting the brand of the Federation.
- 3.2 The necessary material funds shall be raised in the form of:**
- Membership fees,
 - Voluntary contributions such as donations and legacies,
 - Grants and subsidies from public and private entities,
 - Sponsoring, corporate partnerships and proceeds from advertising insofar as they are useful or necessary in the pursuit of the Federation's objectives,
 - Revenues from the Federation's commercial operations insofar as such operations are in compliance with Art. 34 ff of the Austrian Federal Tax Code (BAO),
 - Asset management (e.g., interest earnings, rent or lease, etc.).

The Federation's funds shall be employed exclusively to achieve the Federation's objectives as laid down in these statutes.

Article 4

Membership

4.1 Types of membership

The Federation shall have ordinary members and honorary members.



4.1.1 Ordinary members are legal entities with legal capacity whose constitution, regulations or statutes shows them to have been founded with the sole aim of establishing, operating, managing, financing or supporting SOS Children's Villages and other SOS programmes, or pursuing other activities corresponding to the objectives laid down in these statutes.

4.1.2 Honorary members are natural persons who are particularly supportive of the Federation's objectives or have done the Federation great service. Honorary membership may only be conferred as long as the overall number of honorary members does not exceed 12.

4.2 Admission to membership

4.2.1 A written application, to be submitted to the President of the Federation, is a prerequisite for affiliation to the Federation as an ordinary member. The decision on any such application shall be taken by the International Senate by a two-thirds majority.

4.2.2 The decision to admit an honorary member shall be taken by the International Senate by a two-thirds majority on the basis of a nomination made by the President of the Federation or a member of the International Senate. Any nomination made by a Senate member must be endorsed by the President.

4.3 Termination and suspension of membership

4.3.1 In the case of legal entities, membership expires on loss of legal personality or the incapacity to legally act for more than eighteen months, and in the case of natural persons on their death. Membership can also be terminated through resignation, notice of termination or expulsion.

4.3.2 A member wishing to resign from the Federation shall submit a written declaration to that effect to the President of the Federation. Resignation shall take effect as soon as the International Senate gives its approval by a two-thirds majority. Should the International Senate refuse to accept the member's immediate resignation, the declaration of resignation shall be treated as notice of termination and shall become effective at the end of the calendar year following a two-year period of notice from receipt of the resignation by the President of the Federation by registered letter.

4.3.3 In the event that a member infringes the statutes of the Federation or binding instructions issued by the Federation, or harms the Federation's interests, the International Senate may decide to suspend the membership of that member with a two-thirds majority. Before suspending a member, the opportunity must be offered to be heard by the Senate and to remedy any infringements within an agreed timeframe, providing proof of the same. In individual cases, additional measures (such as mediation) can be agreed upon before suspension. In case of suspension, the suspended member is to be informed in verifiable form of the conditions under which full membership will be restored, setting a maximum period of twelve months for the conditions to be met.

Should the suspended member fail to satisfy the set conditions in full, the International Senate shall take a decision on the definitive expulsion of the member concerned within eighteen months



following the commencement of suspension of membership (and membership rights), the decision to be taken by a two-thirds majority.

- 4.3.4 Any member of the Federation that is guilty of a gross violation of its duties as a member, in particular involving an infringement of the statutes, non-payment of membership fees or behaviour that is harmful to the interests of the Federation, may be expelled from the Federation without further notice, the decision to be taken by the International Senate by a two-thirds majority.
- 4.3.5 The member shall be informed of its suspension and/or expulsion in writing in verifiable form. Expulsion shall become effective on receipt of the decision taken by the International Senate.
- 4.3.6 The suspended or expelled member may lodge a written appeal against the decision with the International Senate within four weeks of receipt of the decision. The appeal shall be submitted to an arbitration tribunal of the Federation constituted pursuant to Article 7, where a final decision shall be taken. An appeal shall not suspend the effect of the decision.
- 4.3.7 Until the expulsion of a member becomes definitive, including any period in which the member's rights are suspended, the member's obligation to pay its membership fees by the due date shall remain unaffected.
- 4.3.8 In the case of the resignation or expulsion of an ordinary member, the member shall reimburse the Federation for all resources received from the Federation or its members which have not, or not yet, been expended or utilised in accordance with the terms of these statutes or, at the discretion of the Federation, shall assign to the Federation the exclusive right of disposal of its assets without encumbrance or third party claims up to the value of those resources. In case this is not done within a defined period of time, the Federation can raise these claims with a court of law.
- 4.3.9 On termination of membership for any reason whatsoever, all rights to the internet domain name used by the member shall be transferred to the Federation without compensation.

4.4 **Members' rights**

- 4.4.1 Ordinary members shall be entitled, with the express agreement of the Austrian member association, SOS-Kinderdorf Österreich, to employ the latter's registered letter style and logo to the extent covered by the agreement. No member shall be entitled to transfer to third parties the authorisation granted to it to employ the registered letter style and logo or to grant third parties any rights of usage whatsoever. In the case of termination of membership, the use of the letter style and logo shall be prohibited with immediate effect.

The International Senate shall be entitled to attach conditions to the use of the letter style and logo, and to revoke or restrict the right to employ them where the imposed conditions are not met.

- 4.4.2 Ordinary members shall be entitled to avail themselves of the services and support offered by the General Secretariat and by other ordinary members. The General Secretariat is obliged to put all relevant information on the Federation intranet.



- 4.4.3 Ordinary members shall be entitled to receive from the Chief Executive Officer an annual report including a financial report for the Federation, an annual compliance report, information on the decisions taken by the legal bodies and also the minutes of the General Assembly.
- 4.4.4 All ordinary members shall have the right to nominate candidates for President, Vice-President, International Senate and Management Council.
- 4.4.5 All members shall have the right to vote at the General Assembly. The right to stand for election for the Senate is reserved for representatives of ordinary members.
- 4.4.6 All members shall be entitled to receive information from the Executive Board on the Federation's activities and financial position at every General Assembly.
- 4.4.7 All members shall have the right to contribute to and influence the development of common binding policies and Federation strategy.
- 4.5 Preconditions for the enjoyment of members' rights**
- 4.5.1 Fulfilment of members' obligations pursuant to the statutes including observance of binding policies issued by the General Assembly or the International Senate;
- 4.5.2 Presentation of an annual report by 31 March of each following year and audited annual financial statements by 1 September of the following year as provided for under items 4.6.5.1 and 4.6.5.2;
- 4.5.3 Acceptance and observance of any non-appealable ruling by an arbitration tribunal of the Federation or public court in any dispute arising between the Federation and members or among members;
- 4.5.4 Payment of the annual membership fees by the dates fixed in the membership fee bill, unless decided otherwise by the Senate;
- 4.5.5 Membership rights are not suspended.
- 4.6 Members' obligations**
- 4.6.1 Members have a duty to promote the interests, mission and objectives of the Federation as per Articles 2 and 3 of these statutes to the best of their abilities and to refrain from all acts which could be detrimental to the Federation's standing and objectives. Members shall respect the provisions of the preamble and the Federation's statutes. Members shall implement the decisions and measures taken by the legal bodies of the Federation, including binding policies which are approved by the General Assembly or the International Senate and thus binding for all members, and which are made available to all members by the General Secretariat, insofar as they do not conflict with the national legislation of the country concerned.
- 4.6.2 All ordinary members have a duty to pay their annual membership fees punctually by the dates fixed in the membership fee bill. The membership fee policy and annual membership fee shall be set by the International Senate as defined in the rules of procedure pursuant to item 5.5.2.6.



- 4.6.3 The provisions of the statutes of an ordinary member shall not be incompatible with the Federation's statutes or objectives insofar as they do not conflict with the national legislation of the country concerned. All new statutes or amendments to ordinary members' existing statutes shall be communicated to the Chief Executive Officer without delay and require the confirmation of the same to become effective. In case of conflict, the issue is escalated to the International Senate.
- 4.6.4 The above provisions only restrict the autonomy of ordinary members inasmuch as their statutes, amendments to statutes, measures, resolutions and procedures are not in compliance with the provisions of the Federation's preamble and statutes.
- 4.6.5 Ordinary members have a duty to submit the following documents to the General Secretariat annually or on demand:
- 4.6.5.1 An annual report to be submitted by 31 March of the following year in the prescribed format including compliance status and strategy implementation status, notwithstanding the requirement to communicate to the Federation without delay any changes in the composition of the Board and senior management that may occur during the year;
- 4.6.5.2 An annual statement of accounts to be submitted by 1 September of the following year, drawn up in compliance with the rules and standards laid down by the Federation and audited by an independent, internationally recognised firm of auditors;
- 4.6.5.3 Such other information as the legal bodies may call for.
- 4.6.6 Ordinary members have the duty to contribute to the development and sustainability of the Federation through:
- Implementing policies, principles and strategy approved by the International Senate or the General Assembly,
 - Sharing resources and knowledge with and supporting other members, if necessary based on a decision of their own board.
- 4.6.7 Ordinary members are obliged to submit to a regular review of their strategy implementation and of their adherence to the Federation's principles and binding policies.
- 4.6.8 Ordinary members have the duty to maximise their local income according to local market potential.
- 4.6.9 Ordinary members have the responsibility to use all funds efficiently and accountably to further the objectives of the Federation.
- 4.6.10 Ordinary members have the duty to develop strong leadership, ensure good governance standards in their structures and actions, and build capacity within those structures.



Article 5

Legal bodies of the Federation

5.1 The legal bodies of the Federation shall be as follows:

- 5.1.1 The General Assembly,
- 5.1.2 The International Senate,
- 5.1.3 The President of the Federation,
- 5.1.4 The Executive Board,
- 5.1.5 The Arbitration Tribunal, when it is constituted,
- 5.1.6 The Auditors.

5.2 The General Assembly

- 5.2.1 The Ordinary General Assembly, which shall be convened every two years, shall comprise all ordinary members, each represented by one delegate as provided for in the statutes, and all honorary members of the Federation. Upon decision by the President, in agreement with the Executive Board, and subject to the provisions in this item 5.2.1, meetings may be held virtually through any available and functioning telecommunication means.

A meeting at which all or individual participants are not physically present is referred to as a "virtual meeting". Unless otherwise provided in the Statutes, the same rules shall apply to convening and conducting a virtual meeting as to a meeting in which physical presence is required.

The holding of a virtual meeting is permissible, if it is possible to participate in the meeting from any location by means of an acoustic and optical connection in real time, whereby the individual member can only follow the course of the meeting, but is otherwise enabled to request the floor during the meeting and to participate in voting. Reasonable time limits may be imposed on requests for the floor (questions and motions for resolutions) during the meeting.

If individual, but no more than half of the participants, do not have the technical means for an acoustic and optical connection to the virtual meeting or are unable or unwilling to use these means, it shall also be sufficient if the participants concerned are connected to the meeting only acoustically.

The decision as to whether a virtual assembly is to be held and which connection technology is to be used in the process is to be made by the President in agreement with the Executive Board. Both the interests of the Federation and the interests of the participants shall be given due consideration.

The convening of the virtual meeting shall specify the organisational and technical requirements for participation in the virtual meeting.

If there is reason to doubt the identity of a participant in a virtual meeting, the Federation shall verify their identity in an appropriate manner.



The Federation shall be responsible for the use of technical means of communication only insofar as these are attributable to its sphere.

- 5.2.2 Extraordinary meetings of the General Assembly shall be convened by the President of the Federation in response to a written request accompanied by a proposed agenda supported by a two-thirds majority of the International Senate or by at least 1/10th of the members of the Federation or as otherwise provided for in these statutes or the Austrian Law of Associations.
- 5.2.3 In the case of both ordinary and extraordinary General Assemblies, the President of the Federation shall send out invitations in verifiable form to all members of the Federation. In the case of an ordinary General Assembly, the invitation shall be sent out at least two months and in the case of an extraordinary General Assembly, at least one month prior to the scheduled date.
- 5.2.4 In the case of an ordinary General Assembly, the agenda of the General Assembly shall be made available to all members of the Federation at least six weeks and in the case of an extraordinary General Assembly, at least three weeks prior to the scheduled date. The agenda shall be drawn up by the President, based on a proposal from the Executive Board. Motions relating to items on the agenda and proposals for additions to the agenda shall be communicated in writing to the President at least four weeks before the date set for an ordinary General Assembly or two weeks before the date set for an extraordinary General Assembly. Only motions relating to items on the agenda and motions for additional items that are in accordance with the provisions of the federation statutes can be included on the agenda.
- 5.2.5 Decisions can only be taken on items on the agenda.
- 5.2.6 Senior employees of the Federation and guests invited by the Executive Board in agreement with the President shall be permitted to attend the General Assembly without voting rights.
- 5.2.7 The right to vote is held by every ordinary member, with one vote each, and by each honorary member.
- 5.2.8 Members shall be entitled to issue to other member associations' legal representatives at the General Assembly a written proxy to vote on their behalf. Each attendee may have a maximum of one additional proxy vote.
- 5.2.9 The General Assembly shall be quorate when a simple majority of all members is present in person or represented. Should a simple majority of all members not be present at the beginning of the General Assembly, the General Assembly shall reconvene after an interval of two hours, after which the General Assembly shall be deemed to be quorate regardless of the number of members present.
- 5.2.10 Where nothing to the contrary is laid down in these statutes or in association law, resolutions of the General Assembly shall be adopted by a simple majority of valid votes cast. Resolutions for amendments to the statutes or dissolution of the Federation shall require a two-thirds majority of all valid votes cast.



5.2.11 The President shall preside over the General Assembly with the exception of voting procedures during election, in which case an honorary member appointed by the International Senate shall preside. In the absence of the President, the General Assembly shall be chaired by the Vice-President. If the Vice-President is prevented from attending, the Assembly shall be presided over by a member of the International Senate designated for the purpose by that body prior to the General Assembly.

5.3 Functions of the General Assembly

5.3.1 The General Assembly is the supreme decision-making body of the Federation and is charged with the following functions:

5.3.1.1 To approve the foundations (Statutes, Who We Are, Brand Foundation, Federation Strategy 2030), and policies, including any amendments thereto, which are binding for all members and SOS Children's Villages International;

5.3.1.2 To elect the Federation's President, Vice-President and the other members of the International Senate; Nominations shall be lodged with the General Secretariat four weeks before an ordinary General Assembly and two weeks before an extraordinary General Assembly at the latest.

All nominations made for items 5.4.3.1 to 5.4.3.5 shall be validated by an election committee, which is nominated by the President and the Vice-President and consists of the same plus three outgoing Senate members. In case the number of outgoing Senate members is not sufficient, the election committee will be staffed with former members of the International Senate, failing which with honorary members. The election committee presents all valid nominations in alphabetical order to the General Assembly and gives a recommendation on how to achieve a balanced composition pursuant to item 5.4.3.4. The detailed rules for the election will be defined by the International Senate.

A vote shall be taken in the General Assembly only on nominations which are complete and correctly constituted pursuant to item 5.4.3 of the statutes and which are accompanied by a written declaration of consent.

Voting shall commence with the office of the President, followed by the Vice-President and then the other members of the International Senate.

The votes shall be taken with a simple majority of all valid votes cast.

5.3.1.3 To discharge the International Senate;

5.3.1.4 To take decisions relating to amendments of the statutes and the preamble, and the dissolution of the Federation;

5.3.1.5 To receive for approval the report on the Federation's activities and the annual financial statements;

5.3.1.6 To receive the statement of affairs and a preview of the Federation's future activities from the President and the Executive Board;



5.3.1.7 To select and dismiss the regular auditors and/or the statutory auditors.

5.4 The International Senate

5.4.1 The International Senate shall consist of the President of the Federation, the Vice-President and 20 other members and is elected by the General Assembly for a term of four years. Re-election shall be permitted for a second and third (final) term of office.

5.4.2 Meetings of the International Senate shall be convened at least twice a year by the President of the Federation.

5.4.3 The International Senate, to which in addition to the President of the Federation and the Vice-President only members of governing bodies of an ordinary member may belong, shall be made up as follows:

5.4.3.1 The President and Vice-President of the Federation;

5.4.3.2 One seat shall be reserved for the Austrian SOS Children's Villages association, SOS-Kinderdorf Österreich, being the first SOS Children's Villages association founded;

5.4.3.3 Eight seats on the International Senate shall be allocated to those ordinary members which have made the largest financial contribution to the international activities of the Federation, i.e. to the capital spending requirements and running costs incurred by other ordinary members according to the last two audited balance sheets, that is to say in the penultimate and pre-penultimate years;

5.4.3.4 Nine seats shall be allocated to representatives from other ordinary members in a way that ensures balanced representation of geography, gender and other groupings of ordinary members;

5.4.3.5 Two seats shall be allocated to representatives of ordinary members as nominated by the President of the Federation and elected by the General Assembly;

5.4.3.6 The members of the Executive Board are ex officio non-voting members of the International Senate.

5.4.4 In the event that a representative of a member on the International Senate pursuant to items 5.4.3.4 and 5.4.3.5 loses his or her position on a governing body of that member or that membership in the Federation is terminated, the International Senate shall be entitled to co-opt another representative of that member or of another member of the General Assembly. In the event that a representative of a member on the International Senate pursuant to item 5.4.3.2 and 5.4.3.3 is unable to fulfil his or her duties as a member of the International Senate for any reason whatsoever, the member involved shall be entitled to nominate a replacement. In both cases composition of the International Senate pursuant to item 5.4.3 must be preserved.

5.4.5 Insofar as nothing to the contrary is laid down in these statutes, decisions of the International Senate shall be taken by a majority vote, with at least fifty per cent of members present for the meeting to be quorate. In the case of a tied vote, the President of the Federation shall have a casting vote.



5.5 Functions of the International Senate

5.5.1 The International Senate is the overriding policy and supervisory body of the Federation.

5.5.1.1 The International Senate exercises its supervisory function with the assistance of designated Senate committees pursuant to item 5.5.2.13.

5.5.2 The functions of the International Senate are:

5.5.2.1 Taking decisions relating to applications for membership and the resignation or expulsion of members, such decisions to be taken by a two-thirds majority of Senate members present;

5.5.2.2 Approving the General Secretariat's annual budget and audited annual financial statements;

5.5.2.3 Submitting proposals to the General Assembly relating to the basic policy of the Federation;

5.5.2.4 Providing overall direction for and approving the Federation's strategic plan;

5.5.2.5 Providing overall direction for and approving the Federation's binding policies;

5.5.2.6 Drawing up rules of procedure for itself, the Senate committees pursuant to item 5.5.2.13, the Management Council, the Executive Board and the General Secretariat, all such decisions to be taken by a simple majority;

5.5.2.7 Selecting, appointing and dismissing the members of the Management Council and the Executive Board at the proposal of the President of the Federation supported by a designated Senate committee pursuant to item 5.5.2.13;

5.5.2.8 Discharging the Executive Board;

5.5.2.9 Setting the amount of the annual membership fees pursuant to item 4.6.2;

5.5.2.10 Approving the participation of the Federation in corporate enterprises pursuant to 3.1.13;

5.5.2.11 All other tasks and activities in the interest of the Federation that are not expressly assigned to another body of the Federation;

5.5.2.12 Selecting the regular auditors and/or statutory auditors if this is required before the next General Assembly;

5.5.2.13 The International Senate can establish standing as well as temporary committees. It has the right to delegate specific supervisory functions and decisions to those committees. The President shall propose the members of these committees for approval by the Senate.

5.6 The President of the Federation

5.6.1 The President of the Federation shall be elected for a term of four years by the General Assembly by simple majority vote and shall take office immediately after the vote has been held and shall remain in office until the new election has taken place. The President can be elected to a maximum of three terms of office pursuant to item 5.4.1.



The President and Vice-President shall not be of the same gender. Candidates for President and Vice-President shall run together as a joint ticket for election.

5.6.2 Eligible for election as President of the Federation is every natural person who has the support of at least 10 ordinary members, is without a criminal record, has high standards of personal integrity and who offers the following qualifications preferably acquired within the Federation:

- Identification with the vision, mission and values of the Federation,
- International experience and intercultural sensitivity,
- International governance experience,
- Strategic thought and organisational leadership.

5.6.3 Functions of the President

5.6.3.1 Assume overall leadership of the Federation, liaise with member associations and support consistency and cohesion within the Federation;

5.6.3.2 Manage or assign conflict resolution issues within the Federation;

5.6.3.3 Represent the Federation in exchanges with internal and external stakeholders;

5.6.4 The President shall preside over the meetings of the General Assembly. During elections of the Federation President, Vice-President and International Senate, the proceedings shall be chaired by an honorary member appointed by the International Senate. The President shall also preside over meetings of the International Senate.

5.6.5 The amount of the President's expense allowance shall be defined by a designated Senate committee pursuant to item 5.5.2.13 and recommended to the International Senate for approval.

5.6.6 Should the President be prevented for any reason whatsoever from discharging his or her duties, the Vice-President shall substitute for him or her. In the event that the President's inability to perform his or her duties is not merely temporary, the Vice-President, on the basis of a decision to be taken at a meeting of the International Senate, shall convene an extraordinary meeting of the General Assembly to elect a new President of the Federation. Should the Vice-President be prevented from deputising for the President of the Federation, the other members of the International Senate shall be empowered to do so in the order determined by the President. Should no such order have been determined or should the member of the Senate called upon to deputise for the President fail to exercise that function for any reason whatsoever, the oldest member of the International Senate shall be authorised to deputise. Should the President's inability to perform his or her duties be permanent, the necessary measures shall be taken by the agent of the Federation authorised to deputise so that elections can be held for all vacant positions among the Federation's bodies.



5.6.7 The Vice-President of the Federation

5.6.7.1 The Vice-President of the Federation shall be elected by the General Assembly by simple majority vote for a term of four years and shall take office immediately after the vote has been held and shall remain in office until the new election has taken place. The Vice-President can be elected to a maximum of three terms of office pursuant to item 5.4.1.

5.6.7.2 Eligible for election as Vice-President of the Federation is every natural person who has the support of at least 10 ordinary members, is without a criminal record, has high standards of personal integrity and who offers the following qualifications preferably acquired within the Federation:

- Identification with the vision, mission and values of the Federation,
- International experience and intercultural sensitivity,
- International governance experience,
- Strategic thought and organisational leadership.

5.6.7.3 Functions of the Vice-President

5.6.7.3.1 Support and act on behalf of the President of the Federation in all of his or her functions;

5.6.7.3.2 Assume leadership in one of the committees established by the Senate pursuant to item 5.5.2.13;

5.6.7.3.3 Assume the role of the President of the Federation in case of the President's inability.

5.6.7.4 A designated Senate committee pursuant to item 5.5.2.13 shall define an expense allowance for the Vice-President and recommend it to the International Senate for approval.

5.7 Legal Representation of the Federation

Legal representation of the Federation shall be the task of the Chief Executive Officer to be exercised jointly with one other member of the Executive Board, or in the absence of the Chief Executive Officer, jointly by the two other members of the Executive Board.

5.8 The Executive Board

5.8.1 The Executive Board is the executive body of the Federation and consists of the Chief Executive Officer, the Chief Operating Officer and the Chief Financial Officer. It is led by the Chief Executive Officer. The members of the Executive Board are paid employees of the Federation and the supervisors of all its employees. The International Senate and the President of the Federation shall each be elected for a term of up to four years. The Executive Board is appointed and dismissed by the International Senate according to Art. 5.5.2.6; it is therefore appointed until further notice.

5.8.2 The Executive Board shall be responsible for implementing the decisions taken by the General Assembly and the International Senate and handling the Federation's day-to-day business and management requirements.



5.8.3 The Executive Board leads the General Secretariat, which provides support and services to the member associations as laid down in item 3.1.7. The functions, the rights and duties of the Executive Board shall be laid down in the rules of procedure to be drawn up pursuant to item 5.5.2.6 of the statutes.

5.9 The Auditors

5.9.1 Two regular auditors shall be elected by the General Assembly for a period of two years. Re-elections are possible. The regular auditors may not belong to any legal body - with the exception of the General Assembly - whose activities are the subject of the audit.

5.9.2 The regular auditors are responsible for the ongoing business controlling as well as the audit of the financial management of SOS Children's International with regards to compliance with accounting standards and the proper use of the funds in accordance with these Statutes. The other bodies of the Federation shall submit the necessary documents to the regular auditors and provide them with the required information. The regular auditors shall report on the results of the audit.

5.9.3 Legal transactions between regular auditors and SOS Children's Villages International require the approval of the General Assembly.

5.9.4 Except in the case of death (loss of legal personality) or expiry of the term of office, the function of the regular auditor shall cease by removal by the General Assembly or by resignation, which shall be submitted to the General Assembly.

5.9.5 If SOS Children's Villages International fulfils the requirement of §22 para 2 of the Austrian Association Law (VerG 2002), a statutory auditor shall be appointed instead or in addition. The provisions on the regular auditors shall apply mutatis mutandis to the statutory auditors.

Article 6 The Management Council

6.1 The International Senate establishes the Management Council to support the Senate in its tasks as described in item 5.5 and to support the Executive Board to ensure strong involvement of all stakeholders across the Federation.

The Management Council is an operational decision-making body, acting within a mandate and accountability defined by the Senate, which strengthens operational decisions and gives leverage for their implementation in the Federation.

6.2 The Management Council is chaired by the Chief Executive Officer of the Federation. Its composition, functions, rights and duties shall be laid down in the rules of procedure to be drawn up pursuant to item 5.5.2.6 of the statutes.



Article 7

Settlement of disputes

- 7.1 All disputes arising within the Federation shall be settled in a spirit of solidarity, failing which by an internal Arbitration Tribunal. This is an arbitration body within the terms of the Austrian Law of Associations, not a tribunal pursuant to Art. 577 ff of the Austrian Code of Civil Procedure (ZPO).
- 7.1.1 An Arbitration Tribunal shall comprise three representatives of ordinary members of the Federation. In order to convene an Arbitration Tribunal, one party to the dispute shall inform the President of the Federation and make its written nomination of one arbitrator, who must be a representative of a member of the Federation with the right to vote at the General Assembly. The President must notify the other party to the dispute within seven days. Upon receipt of the notice, the other party to the dispute shall nominate within fourteen days a second arbitrator, who must also be a representative of a member of the Federation with the right to vote at the General Assembly. The President must notify the two arbitrators of their appointment within seven days. Upon receipt of the notice the two arbitrators shall jointly choose, within a further fourteen-day period, a third representative of a member of the Federation with the right to vote at the General Assembly who shall be the chairperson of the Arbitration Tribunal. In the event that the two arbitrators fail to agree, lots shall be drawn to select the chairperson. No member of the Arbitration Tribunal may be a member of a body of the Federation, except the General Assembly, whose activities are the subject of the dispute involved.
- The arbitrators selected may not be dependent on either of the parties to the dispute; they may not have any personal interest in the result of the arbitration process nor give any reason to assume partiality. Their function is to reach a decision on the basis of independent judgment.
- 7.1.2 The Arbitration Tribunal shall take a decision after hearing the arguments of the two parties with all members of the tribunal present, the decision to be taken by a simple majority vote. The members of the tribunal shall decide to the best of their knowledge and belief. The ruling of the Arbitration Tribunal is final at the level of the Federation.
- 7.2 Should the dispute involve a matter that falls within the jurisdiction of the courts, either of the parties to the dispute may choose to bring the case before the competent court in Innsbruck after hearing the ruling made by the internal Arbitration Tribunal.
- 7.3 The competent court in Innsbruck, Austria shall have jurisdiction over all conflicts arising from or in connection with these statutes. That also applies to those cases in which the Federation's Arbitration Tribunal fails to take a decision for any reason whatsoever. With the exception of the principle of conflicts of law, Austrian law shall apply.



Article 8

Dissolution of the Federation

- 8.1 The decision to dissolve the Federation may be taken at an extraordinary meeting of the General Assembly expressly convened for that purpose and attended by at least fifty per cent of all members. Any such decision shall be taken with a two-thirds majority.
- In the event that less than fifty per cent of those entitled to vote attend the meeting, a second General Assembly shall be convened within two months, at which resolutions shall be adopted by a two-thirds majority of all members present and entitled to vote.
- 8.2 The last International Senate shall notify the appropriate authorities in association law of the decision taken to dissolve the Federation.
- 8.3 In the case of the dissolution of the Federation or discontinuance of the hitherto supported objectives of the Federation, any assets remaining after the settlement of liabilities shall be transferred by the International Senate, which shall be responsible for winding up the Federation, to a legal entity working as an exclusively non-profit and/or charitable organisation pursuant to Art. 34 ff of the Austrian Federal Tax Code (BAO) in the service of children and young people, in support of vulnerable families, and in support of people in need in cases of natural disasters or acts of war.

Article 9

Translations of the statutes

The Federation shall make available to its members translations of these statutes in English, French and Spanish. In the event of a disputed interpretation of their content, the final interpretation of these statutes must be based on the original German version.

Article 10

Validity of the statutes

If one or more provisions of these statutes become invalid, the remaining provisions of the statutes shall nevertheless remain effective. The provisions of the Austrian Law of Associations as amended shall apply.