

# Statutes

## of SOS Children's Villages International

### General information

Approved by	General Assembly
Approved on	28 June 2025
Version	V12A
Binding for	All members, including the members of their legal bodies, their employees and persons working at or on behalf of 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
Document owner	General Counsel's Office
Revision history	This version replaces all previous versions of the statutes.

If you have questions about the Statutes, please contact: General Counsel's Office ([gco@sos-kd.org](mailto:gco@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, SOS Children's Villages are a federation of autonomous, interdependent member organizations and support each other in a spirit of solidarity. Collectively, the association and its members are hereinafter referred to as the "Federation".

We the member organizations value our autonomy as organizations with legal personality within our own countries and we equally cherish the membership in the 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 association's and the federation's vision, mission and values and its objectives.

We acknowledge that our individual actions and performance impact all other member organizations. 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 organizations.

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.

We agree that all members of our Federation have the same rights and obligations. Democratic decision-making, diversity in all areas, transparency and mutual respect are the fundamental values to which we are committed.



## Article 1 Name and registered office

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

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

## Article 2 Objectives of the Association

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

The Association 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 Association funds and surpluses shall be employed to further the Association’s objectives.



## Article 3 Means employed in pursuit of the Association's objectives

### 3.1 The Association achieves its objectives through the following:

3.1.1 By itself, with and in support of other member organizations 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 By itself and with and in support of other member organizations 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 Association's daily business, to implement and monitor the implementation of the decisions of the Association's legal bodies, and to provide support and services to and facilitate cooperation among member organizations;

3.1.8 Uniting and coordinating existing SOS Children's Villages organizations 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 Association's objectives and the common purpose pursued by all of its member organizations is maintained at an optimum level worldwide; the Association shall support the member organizations in their



fundraising activities and complements the same with its own fundraising activities in coordination with the member organizations;

- 3.1.10 Coordinating and auditing the funds collected and employed by the member organizations for the construction and maintenance of SOS Children's Villages and other SOS programmes, inasmuch as they are made available to other member organizations and/or the Association for the fulfilment of its tasks;
- 3.1.11 Monitoring the business activities of the member organizations and issuing the binding rules needed to attain the Association'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 Association activities in order to improve the Association'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 Association's objectives;
- 3.1.14 Organising events for exchanges on child development, fundraising experience and other expertise required in the work of the Association;
- 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 Association is entitled to fulfil its purpose by itself or also through third parties, if the activities of the third parties who have been involved by the Association can be attributed to the Association as its own activities based on explicit contractual arrangements between the parties or other rules of the Association binding for the third party ("*Erfüllungsgehilfe*"). The Association is entitled to involve and to cooperate also with Members of the Association in Austria and abroad to fulfil its purpose under Art. 2, to the extent the activities of the explicitly involved Members can be attributed to the Association as own conduct in line with the above-described principles.
- 3.3 The necessary material funds to fulfil the Association's purpose shall be raised in the form of:
  - Membership fees, (Membership fees should only be raised to cover costs for core functionalities of a Federation Secretariat),
  - Gifts, donations and voluntary contributions of any kind including any disposition by reason of death, e.g. inheritance, bequests, legacies or devise. ,
  - 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 Association's objectives,
  - Revenues from the Association's commercial operations insofar as such operations are in



compliance with Art. 34 ff of the Austrian Federal Tax Code (BAO), especially cost reimbursements for management services and cooperations,

Revenues resulting from the management of own assets, especially interest, dividends, also from subsidiaries, capital gains and rental income .The Association's funds shall be employed exclusively to achieve the Association's objectives as laid down in these statutes.

## Article 4 Membership

### 4.1 Membership

4.1.1 Members are legal entities with legal capacity and acknowledged as charitable organization in the country of their legal registration 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.

### 4.2 Admission to membership

4.2.1 A legal entity seeking to become a member of the Association shall submit a written application to the Executive Board, which will carry out an initial assessment of whether the requirements are met and then submit the application for membership, together with the results of this assessment, to the International Board. Upon review, the International Board submits the application for membership, together with its recommendation, to the Membership & Assembly Organizing Committee, which may by a two-thirds majority admit such entity as a candidate member if satisfied that it fulfils the conditions laid down in Article 4.1.1 and 4.2.2 of the Statutes. The candidate member shall have no voting rights during the period of candidacy, but may participate in meetings of the General Assembly. On expiry of one year from date of admission as a candidate the Membership & Assembly Organizing Committee shall recommend the case to the General Assembly for regular admission (or the rejection of the application for membership). The General Assembly may approve an admission by a two-thirds majority of votes cast. If this majority is not reached, the admission is deemed to have been rejected.

4.2.2 Together with the application for membership, the applicant must undertake

- to prove and maintain their registration and acknowledgement under the law of their registration as charitable organization or similar organization recognized as solely pursuing charitable purposes in line with the shared common purpose as described in the Statutes
- to comply with the Statutes, including the principles and purposes contained therein, the rules of procedure, policies, codes of conduct and other basic documents of the Association adopted on the basis of these Statutes,
- to pay the annual membership fees determined on the basis of the Statutes



- to demonstrate that its activities to date have been consistent with the Association's governance standards and that its values, vision and mission are consistent with those of the Association and of the Federation as described in the Preamble;
- demonstrate that it has sufficient financial and organizational integrity and capacity for its activities, and
- that it is not dependent on a single individual or a single company other than the Association or its members.

4.2.3 In principle, only one member per country shall be accepted in the future, unless otherwise decided by the General Assembly.

### 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. Membership can also be terminated through resignation, notice of termination or expulsion.

4.3.2 A member wishing to resign as a member of the Association shall submit a written declaration to that effect to the Chair of International Board. Resignation shall take effect as soon as the International Board– after consultation with the Executive Board - gives its approval by a two-thirds majority. Should the International Board 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 Chair of the International Board by registered letter.

4.3.3 In the event that a member infringes the Statutes of the Association or binding policies issued by the Association or any of its legal bodies, or harms the Association's interests, the International Board may decide to suspend the membership of that member with a two-thirds majority. Before suspending a member, unless the International Board decides that there is a risk of imminent danger, which requires immediate effectiveness, the member must be offered the opportunity to be heard by the International Board and to remedy any infringements within a reasonable timeframe determined by the International Board, 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 Board shall refer the matter to the Compliance Committee of the General Assembly through a written report. Following a further review, the Committee submits the matter to the General Assembly for a decision, together with a report on the alleged misconduct and a specific recommendation

The General Assembly shall give the errant member full opportunity to defend itself verbally and in writing and shall thereafter take a decision either to expel the member, continue the suspension for a further defined term, during which the Membership & Assembly Organizing Committee and





the International Board shall closely accompany the member's process of remedying current reasons for suspension, or allow continuation of membership on such terms as the General Assembly may deem fit - provided that a decision to expel shall require a two-thirds majority of votes cast.

4.3.4 The member shall be informed of its suspension and/or expulsion, The Executive Board shall inform the member of its suspension and/or expulsion in writing in verifiable form. Expulsion shall become effective on receipt of the decision communicated by the Executive Board.

4.3.5 The expelled member may lodge written appeal against the decision of the General Assembly to an Arbitration Tribunal constituted under Article 7 within four weeks of being notified of the expulsion decision but shall not be entitled to suspension of such decision during the pendency of the appeal.

4.3.6 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.

4.3.7 In the case of the resignation or expulsion of an member, the member shall reimburse the Association (or the respective member that made the contribution) for all resources received from the Association 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 Association, shall assign to the Association (or the respective member that funded the underlying contribution) the exclusive right of disposal of its assets without encumbrance or third party claims up to the value of those resources. To this end, the expelled member shall duly account for the benefits received and paid out for the period since the last audited annual accounts duly submitted in accordance with point 4.6.6.2. In case this is not done within a defined period of time, the Association (or the respective member that funded the underlying contribution) can raise these claims with a court of law.

4.3.8 On termination of membership for any reason whatsoever, all rights to the internet domain name used by the member shall be transferred to the Association without compensation.

#### 4.4 **Members' rights**

4.4.1 Members shall be entitled, with the express agreement of the Austrian member association, SOS-Kinderdorf Österreich, to employ the latter's registered word and figurative trademark 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 word and figurative trademark 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 Board shall be entitled to attach conditions to the use of the registered word and figurative trademark, and to revoke or restrict the right to employ them where the imposed conditions are not met.



- 4.4.2 Members shall be entitled to avail themselves of the services and support offered by the General Secretariat and by other members. The General Secretariat is obliged to put all relevant information on the Association's intranet and thereby make such information accessible for all members.
- 4.4.3 Members have the right to receive all official information of the Association, in particular an annual report including a financial report for the Association, an annual compliance report, information on the decisions taken by the legal bodies and also the minutes of the General Assembly. The legal bodies of the Association are obliged to ensure that this obligation is fulfilled.
- 4.4.4 All members shall have the right to participate through their representatives in the General Assemblies of the Association and in the work carried out there, as well as to nominate candidates for the positions of members of the International Board and the Committees established by the General Assembly.
- 4.4.5 All members shall have the right to vote at the General Assembly (including voting on the admission of new members), while only representatives of members who are themselves active on the governing bodies of this member have the right to stand for election to seats on the International Board of the Association. Restrictions on voting rights within the meaning of point 4.5 may be stipulated in the Rules of Procedure and election rules of the General Assembly.
- 4.4.6 All members shall be entitled to receive information from the Executive Board on the Association's activities and its financial position at every General Assembly.
- 4.4.7 All members shall have the right to contribute to and influence the development of common policies binding for all members and of the Federation strategy.
- 4.4.8 All members have the right to submit motions to the General Assembly within the framework of the Statutes and the Rules of Procedure.
- 4.5 Preconditions for the enjoyment of members' rights**
- 4.5.1 Fulfilment of members' obligations pursuant to the Statutes including observance of foundations and binding policies issued by the General Assembly and, prior to the conferment of this power to the General Assembly, of binding policies issued by the International Senate, the predecessor of the International Board;
- 4.5.2 Presentation of their annual report by 31 March of each following year and their audited annual financial statements by 1 September of the following year as provided for under items 4.6.6.1 and 4.6.6.2;
- 4.5.3 Acceptance and observance of any non-appealable ruling by an arbitration tribunal of the Association or public court in any dispute directly or indirectly arising out of Statutes based the relationship of the parties to the dispute between the Association and its members or among its members;



4.5.4 Payment of the annual membership fees by the dates fixed in the membership fee bill, unless decided otherwise by the International Board;

4.5.5 Membership rights are not suspended.

#### 4.6 **Members' obligations**

4.6.1 Members have a duty to promote the interests, the common brand, the principles described in the Preamble and the mission and objectives of the Association 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 Association's and or the Federation's standing and objectives and the common brand. Members shall respect the provisions of the Preamble, the Association's Statutes and the Rules of Procedure. Members shall implement the decisions and measures taken by the legal bodies of the Association, including binding policies which are approved by the General Assembly or the International Senate (before such competency was referred to the General Assembly) 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 mandatory national legislation of the country concerned.

4.6.2 Members are obliged to pay an annual membership fee punctually on the dates specified in the membership fee invoice. The general principles for calculating membership fees are determined by the General Assembly, while the specific membership fee to be invoiced to individual members is decided by the International Board.

4.6.3 The provisions of the statutes of a member shall not be incompatible with the Association's statutes or objectives insofar as they do not conflict with mandatory applicable national legislation of the country concerned. All new statutes or amendments to 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 Board.

4.6.4 The above provisions only restrict the autonomy of members in as much as their statutes, amendments to statutes, measures, resolutions and procedures are not in compliance with the provisions of the Statutes of the Association (including its Preamble) and any binding foundations and policies adopted.

4.6.5 Members have a duty to contribute to the development and sustainability of the Association and the Federation by:

- implementing the binding foundations, policies and strategies approved by the International Board or the General Assembly,
- share resources and knowledge with other members and support them, if necessary, on the basis of a decision by their own Executive Board.

4.6.6 Members have a duty to submit the following documents to the General Secretariat annually or on demand:

4.6.6.1 An annual report to be submitted by 31 March of the following year in the prescribed format including a report on their compliance with the binding foundations and policies, notwithstanding



the requirement to communicate to the General Secretariat without delay any changes in the composition of their Board and senior management that may occur during the year;

- 4.6.6.2 An annual statement of accounts to be submitted by 1 September of the following year, drawn up in compliance with locally applicable general accounting standards in due consideration of the rules and standards laid down by the Association and audited by an independent, internationally recognised firm of auditors;
- 4.6.7 Members have the obligation to comply with and promote the vision and principles set out in these Statutes, in particular in the Preamble, and the foundations and policies, which are binding for all members and SOS CVI in particular by contributing to the development and sustainability of the Federation through sharing resources and knowledge with and supporting the Federation and its other members, if necessary based on a decision of their own board.
- 4.6.8 The members will observe the principle of the unity of the Federation under a common charitable purpose and respect the independence of other members.
- 4.6.9 The members are obliged to endeavor to raise financial resources in their local area of activity to the best of their ability (analogous to point 3.2) and to use all resources available to them efficiently and responsibly to promote the objectives of the Association and the Federation.
- 4.6.10 The members are obliged to establish and expand strong management and organizational structures to implement these objectives and to ensure compliance with good governance standards.
- 4.6.11 Members are obliged to continue to comply with the criteria and conditions required for the admission of a new member, to fulfil all their obligations and to maintain their good reputation.
- 4.6.12 In the event of investigations by the competent bodies of the Association, members shall provide these bodies with all documents and information requested by them, subject to applicable mandatory (local) law.
- 4.6.13 Members are obliged to implement adequate child safeguarding approaches, incl. regular assessment of and follow-up on risks, safe recruitment, training, adequate preventive and response measures and incident management. Members are obliged to regularly report on the status of their child safeguarding.
- 4.6.14 Members are obliged to implement a local ombuds system or an adequate alternative.

## Article 5 Legal bodies of the Association

- 5.1 **The legal bodies of the Association shall be as follows:**
  - 5.1.1 The General Assembly,



- 5.1.2 The International Board,
- 5.1.3 The Executive Board,
- 5.1.4 The Arbitration Tribunal, when it is constituted,
- 5.1.5 The Auditors.

## 5.2 The General Assembly

- 5.2.1 The General Assembly consists of all members, each represented by a representative appointed in accordance with the Statutes and the Rules of Procedure for the GA..
- 5.2.2 The General Assembly must be convened once per calendar year. Where possible, it should be held in an alternating mode where an in-person meeting (with the physical presence of the participants) in one year will be followed by a "virtual meeting" in the next year and vice-versa. In the event of special circumstances (e.g. international travel restrictions), a General Assembly that was planned as an in-person meeting may also be held as a virtual General Assembly by resolution of the International Board in agreement with the Executive Board.

Unless otherwise stipulated in these Statutes, the same rules must be observed for convening and holding a virtual meeting as for a physical meeting at which physical attendance is required.

In the case of a virtual meeting, it should be 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 follow the course of the meeting and is able to make statements and participate in votes during the meeting. If individual participants, 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 is also sufficient if the participants concerned are only connected to the meeting acoustically.

The decision as to which connection technology is to be used is to be made by the Chair of the General Assembly in agreement with the Executive Board and the Membership & Assembly Organizing Committee. Both the interests of the Association and the interests of the participants must be given due consideration.

The notice convening the virtual meeting must specify the organizational 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 Chair of the Assembly must verify his or her identity in an appropriate manner.

The Association is only responsible for the use of technical means of communication to the extent that these are attributable to its sphere.

If there are special reasons, the representatives of individual members may also be given the opportunity to participate virtually in a General Assembly that is held as an in-person meeting if the technical possibilities are available. In such a case, the above regulations apply analogously.



- 5.2.3 An Extraordinary General Assembly shall be convened by the Chair of the General Assembly if this is requested in writing, together with the desired agenda, by two thirds of the International Board or by at least one tenth of the members or is otherwise required by these Statutes or by the Austrian Association Act. Extraordinary General Assemblies are held as virtual meetings, unless the International Board decides otherwise in agreement with the Executive Board.
- 5.2.4 All members of the Association must be demonstrably invited to both ordinary and extraordinary General Assemblies by the Executive Board in consultation with the Chair of the General Assembly. In the case of the ordinary General Assembly, the invitation must be issued at least 2 months before the date of the meeting, in the case of the extraordinary General Assembly at least 1 month before the date of the meeting.
- 5.2.5 In the case of an ordinary General Assembly, the Chair of the General Assembly must make the agenda for the General Assembly available to all members of the Association at least six weeks before the date of the General Assembly; in the case of an extraordinary General Assembly, the agenda must be made available to the members of the Association at least three weeks before the date of the General Assembly. The agenda is drawn up by the Membership & Assembly Organizing Committee on the proposal of the International Board in consultation with the Chair of the General Assembly. Requests for the inclusion of further items on the agenda must be submitted to the Chair of the General Assembly in writing at least four weeks before the date of an Ordinary General Assembly or two weeks before the date of an Extraordinary General Assembly. Only motions for the inclusion of additional agenda items that are supported by at least 1/10 of the members and are in accordance with the Statutes can be included in the agenda.
- 5.2.6 Resolutions can only be passed on agenda items. However, additional agenda items may be included by resolution of the General Assembly, which is passed with a majority of 2/3 of the votes cast, and resolutions may then be passed on these items.
- 5.2.7 The members of the International Board and the Executive Board, senior Association employees, up to two further delegates (in addition to the voting representative) of the individual members and other guests invited by the Executive Board in consultation with the Chair of the General Assembly are entitled to attend, but are not entitled to vote.
- 5.2.8 Each Association member is entitled to one vote. More detailed provisions on how and by whom the voting rights of individual members can be exercised are set out in the rules of procedure of the General Assembly (see 5.3.1.5.)
- 5.2.9 The transfer of voting rights by means of a written authorization to a representative of another member association who is authorized to attend the General Assembly is permitted. A person may exercise a maximum of one voting right in addition to their own.
- 5.2.10 The General Assembly is quorate if a simple majority of all members are present or represented. If a simple majority of all members are not present at the start of the General Assembly, the General Assembly shall reconvene after a waiting period of two hours, in which case a quorum is present regardless of the number of members present.



- 5.2.11 Unless otherwise stipulated in these Statutes or in the Austrian Association Act, resolutions are passed at the General Assembly by a simple majority of the valid votes cast. Resolutions to amend the Statutes of the Association or to dissolve the Association require a majority of 2/3 of the valid votes cast.
- 5.2.12 Reasonable time limits may be set for speeches (questions and motions for resolutions) during the meeting. The more detailed procedure for the General Assembly and the debates held there is set out in the rules of procedure of the General Assembly (see 5.3.1.5).
- 5.2.13 The General Assembly elects a Chair and a Vice Chair from among its members. If the General Assembly decides so, the actual Chair (Vice-Chair) of the International Board may also be elected as Chair (Vice-Chair) of the General Assembly. This Chair, or the Vice Chair if the Chair is unable to attend, chairs the General Assembly, with the exception of elections, which are chaired by the Chair of the Election Committee. If both the Chair and the Vice Chair are unable to attend, the Chair of the International Board shall take the chair; if he is also unable to attend, the chair shall pass to the oldest voting representative of a member in the General Assembly until the Chair or the Vice Chair of the General Assembly is able to take office again or until a new election is held. The term of office of the Chair and the Vice Chair is generally three years, but in any case until the beginning of the General Assembly at which a successor is elected. A Re-Election shall be possible.
- 5.2.14 The General Assembly may revoke their elected Chair and/or the Vice Chair by means of a resolution to be passed by a simple majority.
- 5.2.15 If the Chair and/or the Vice Chair of the General Assembly is dismissed, resigns from office or leaves office for other reasons, a new election must be held. Until then, the above rules of substitution (see 5.2.13 above) apply.
- 5.2.16 With the election of a representative of a member organization as Chair of the General Assembly, their voting rights in the General Assembly are suspended. The deploying member organization shall nominate a new representative for the General Assembly as soon as possible, who will exercise the voting right for it from this point in time. If at the General Assembly at which a representative of a member organization is elected as Chair of the General Assembly, another delegate of the sending member organization - who was not entitled to vote until then - is present, the voting right is transferred to that other delegate. If more than one such delegate is present, the newly elected Chair shall decide to which delegate the voting right shall be transferred.
- 5.2.17 If a representative of a member organization is elected Vice Chair of the General Assembly, this has no effect on voting rights for the time being. Voting rights are only suspended to the extent the Chair is unable to attend and the Vice Chair actively fulfils their role. 5.2.16 (provision regarding the transfer of voting rights to another delegate) applies analogously.
- 5.3 Tasks of the General Assembly**
- 5.3.1 The General Assembly is the highest decision-making body of the Association. It is responsible, among other things, for the tasks described in 5.3.1.1. through 5.3.1.13:





- 5.3.1.1 Approval of the foundations (Statutes, Who We Are, Brand Foundation, Strategic Framework) and policies (including all subsequent amendments), which are binding for all members and for SOS Children's Villages International in accordance with point 4.4.7 and the Rules of procedure for Elections.
- 5.3.1.2 The admission and exclusion of members as described in 4.2 and 4.3.
- 5.3.1.3 The election and dismissal of members of the International Board.
- 5.3.1.4 The resolution on the change of the registered seat of the Association and its dissolution.
- 5.3.1.5 The resolution on the rules of procedure for the General Assembly and the International Board, as well as the election rules for these bodies.
- 5.3.1.6 The adoption of resolutions on governance principles and procedures, in particular policies that define the expected governance for the Association and its members.
- 5.3.1.7 The establishment of standing committees of the General Assembly, in particular
- of the Election Committee,
  - of the Compliance Committee and
  - The Membership & Assembly Organizing Committee,
- and the establishment of ad hoc committees in case of need, as well as the appointment and dismissal of members of these committees, and the adoption of resolutions on the rules of procedure and election rules of these committees.
- 5.3.1.8 The adoption of binding resolutions for all executive bodies and members on necessary measures in connection with compliance violations, following corresponding investigations and proposals by the Compliance Committee.
- 5.3.1.9 Approval of the audited financial statements for the Association and for the organizations managed by the Association, submitted by the International Board and receipt of the reports of the external auditors.
- 5.3.1.10 Acceptance of the management report prepared by the Executive Board and submitted by the International Board after examination, the forecast for the future activities of the Association and the budget.
- 5.3.1.11 The resolution on the general principles and calculation methods for determining the annual membership fee for members.
- 5.3.1.12 The appointment and dismissal of the regular and the statutory auditors.
- 5.3.1.13 The decision to withdraw from certain regions/countries in which SOS Children's Villages International was previously active or newly enter certain regions/countries in which no other member of the Association is active with longer-term programs.





## **5.4 The International Board**

- 5.4.1** The International Board consists of a minimum of 9 and a maximum of 13 members. One seat shall be reserved for, and the International Board member to be nominated by the Austrian SOS Children's Villages association, SOS-Kinderdorf Österreich, being the first SOS Children's Villages association founded. The remaining members of the International Board are elected by the General Assembly. Elections and nominations are for a term of 3 years. Re-election or re-nomination is permitted for a second (final) term of office.
- 5.4.2** The International Board elects from among its members a Chair and a Vice-Chair to deputize for the chairperson if the latter is unable to attend. If both Chair and Vice Chair are unable to attend for whatever reason, the oldest member of the International Board shall act as interim chairperson.
- 5.4.3** In the event of a serious breach of the rules of procedure of the International Board, other serious breaches of the binding foundations or policies of the Association or in the event of obvious long-term inability to fulfil their duties, the (Vice) Chair may be temporarily suspended from this position or permanently dismissed by a resolution to be passed by a majority of 2/3 of the other members of the International Board.
- 5.4.4** The International Board meets at least four times a year (at least once per calendar quarter); the meetings must be convened by the Chair of the International Board.
- 5.4.5** Only members of governing bodies of a member of the Association may be elected as members of the International Board. However, in the interests of maintaining the independence of the International Board members (see point 5.4.7), a subsequent loss of this membership does not lead to dismissal from the International Board. Sections 5.4.12 and 5.4.13 (suspension or expulsion of members of the IB) remain unaffected.
- 5.4.6** The election of members is prepared by the Election Committee appointed by the General Assembly; further details are set out in the rules of procedure and election rules. In the interests of complying with the principle of diversity, when electing members of the International Board the General Assembly shall ensure a fair distribution of the candidates' regions of origin.
- 5.4.7** Each individual member of the International Board acts as a member of a legal body of the Association and must be guided solely by the interests of the Association when making decisions. Members of the International Board are not subject to any instructions from the member who nominated them for this function and cannot be removed from this function by this member. The International Board and its members are responsible solely to the General Assembly.
- 5.4.8** The members of the Executive Board take part in the meetings of the International Board ex officio - with the exception of discussions on Executive Board matters - but are not entitled to vote there. To the extent deemed necessary the International Board can request the members of the Executive Board to attend Executive Board matters.
- 5.4.9** In the event that a member of the International Board resigns for any reason whatsoever, a replacement member shall be elected at the next General Assembly for the remainder of the term of office of the resigning member. The election rules also apply to this election, including any



regional allocation made in the original election. If the number of remaining members of the International Board falls below 9 due to the resignation/dismissal of several members and a General Assembly is not held within the next 90 days anyway, the Chair of the General Assembly shall convene an (extraordinary) General Assembly for the purpose of electing the required number of replacement members. Until this election has been held, the remaining members of the International Board shall continue to conduct business regardless of the shortfall in the minimum number stipulated in the Statutes, but shall only pass the resolutions urgently required during that time.

**5.4.10** The International Board may set up or decommission permanent or ad hoc committees to support its activities, adopt their rules of procedure and appoint and dismiss their members.

**5.4.11** Unless otherwise provided for in these Articles of Association, resolutions of the International Board are passed by a simple majority vote with at least 50% of its members present. In the event of a tie, the Chair of the International Board has the casting vote.

**5.4.12** In the event of a serious breach of the rules of procedure of the International Board, other serious breaches of the binding foundations or policies of the Association or of any Code of Conduct that may have been adopted by the Association, or in the event of an obvious long-term inability to fulfil their duties, a member of the International Board may be temporarily suspended by a resolution to be passed by a simple majority of the other members of the International Board. In the event of respective allegations against a member of the International Board, such member shall self-recuse themselves from exercising their office during the time such allegations are investigated; alternatively, the other members of the International Board can resolve to suspend such member during ongoing investigations pertaining to that member by simple majority. The suspension can be cancelled at any time by a resolution of the other members of the International Board, also passed by a simple majority.

**5.4.13** If an investigation into the allegations leading to the suspension results in confirmation of the same, the International Board, with a simple majority of the remaining members of the International Board and after prior consultation with the Compliance Committee of the General Assembly, passes a resolution to recommend to the General Assembly that the respective member of the International Board be excluded from the International Board. The General Assembly decides on such an exclusion with a majority of 2/3. Only after this exclusion is the corresponding International Board mandate deemed vacant and a new election must be held.

**5.4.14** The activities of each member of the International Board shall be evaluated once a year and the activities of the International Board as a whole shall be evaluated every two years. and the consolidated results shall be presented to the General Assembly. The details of this performance evaluation shall be defined in the rules of procedure of the International Board to be adopted.

## **5.5 Tasks of the International Board**

**5.5.1** The International Board is the supervisory body of the Association and is responsible in particular for governance within the Association. Its members represent different perspectives and areas of



interest within the Association, but do not represent any particular individual member organization or interest. They should work together to best promote the interests of the Association as a whole.

- 5.5.1.1 The International Board decides on matters that are assigned to it by these Statutes, the rules of procedure or by resolution of the General Assembly.
- 5.5.2 The tasks of the International Board are in particular
  - 5.5.2.1 the examination of applications for membership and matters relating to the expulsion of members and resignations and the submission of the examination results to the Membership & Assembly Organizing Committee in accordance with the provisions of points 4.2.1 and 4.3.
  - 5.5.2.2 The examination and resolution regarding the suspension of a member within the meaning of provision 4.3.3.
  - 5.5.2.3 Monitoring compliance with the Statutes, the Rules of Procedure, the resolutions of the General Assembly and all binding foundations and policies by the Association and its members, and submitting reports on findings in this regard to the Compliance Committee of the General Assembly;
  - 5.5.2.4 The submission of proposals to the General Assembly for a resolution on withdrawal from certain regions/countries in which SOS Children's Villages International has previously been active with longer-term programs and objectives or entering new regions / countries where a longer-term intervention is needed but no member of the Association is active.
  - 5.5.2.5 Interpreting the resolutions of the General Assembly and advising and supporting the Executive Board in their implementation;
  - 5.5.2.6 Interpreting and amending/changing the policies or implementation guidelines of the Association in urgent matters, whereby these decisions are to be submitted to the General Assembly for confirmation at the next opportunity;
  - 5.5.2.7 approving and monitoring the annual plans and budgets of the Association - within the framework of the respective allocation of funds and submitting these annual plans and budgets to the General Assembly (for information). The International Board may not make any decisions on budget overruns until the CEO and the Finance Committee have submitted a report justifying the overrun and explaining the administrative and financial implications of such a proposal.
  - 5.5.2.8 Confirmation and presentation of the audited annual financial statements of the Association, the annual report and the auditors' report for resolution by the General Assembly;
  - 5.5.2.9 Reviewing and monitoring the Association's risk assessment and risk management systems to be established by the Executive Board and ensuring that the Association has sufficient resources to carry out its activities, in line with the Statutes.
  - 5.5.2.10 Monitoring and ensuring the protection of the Association's reputation and resources, also with a view to the overall Federation's reputation;
  - 5.5.2.11 the submission of proposals to the General Assembly regarding the resolution on the Global



Federation's Strategic Framework, the related policies, an international financial and accounting assessment system and global governance standards;

- 5.5.2.12 submitting proposals to the General Assembly regarding the Federation's binding policies and approving binding standards within the framework of the binding foundations and policies;
- 5.5.2.13 adopting rules of procedure for the International Board committees in accordance with section 5.4.10 and for the Executive Board ;
- 5.5.2.14 the selection, appointment, performance evaluation and termination of the members of the Executive Board;
- 5.5.2.15 Monitoring the activities of the Executive Board and handling complaints directed against the Executive Board;
- 5.5.2.16 the discharge of the members of the Executive Board;
- 5.5.2.17 determining and prescribing the annual membership fees in accordance with Section 4.6.2 and 5.3.1.11 based on the recommendations of any dedicated standing committee (e.g. Finance Committee) that may be appointed;
- 5.5.2.18 The temporary payment deferrals of the prescribed membership fees (in particular in the event of existing financial difficulties of Association Members or during ongoing disputes about the amount and due date of these fees), the granting of other payment arrangements (like instalment payments or similar) in close alignment with the Executive Board and the decision about the suspension of the voting right of these Association Members (4.5.4);
- 5.5.2.19 the authorization of the Association's participation in corporate enterprises pursuant to Section 3.1.13;
- 5.5.2.20 the selection of the auditors (or the auditor), if this is necessary before the next General Assembly.

## **5.6 Legal Representation of the Association**

- 5.6.1 The Association is legally represented by the Chief Executive Officer together with another member of the Executive Board or, in the absence of the Chief Executive Officer, jointly by the other two members of the Executive Board.

With effect from 1 December 2025, the following new version of Art. 5.6.1 shall apply and replace the above wording:

- 5.6.1 The Association shall be represented by the Chief Executive Officer together with the Chief Program Officer.
- 5.6.2 In alignment with the Chief Executive Officer and in consultation among themselves, the Chair of the General Assembly and the Chair of the International Board may represent the Federation (i.e. attend or present positions of the Federation on behalf of the Federation) at events, in international



organizations and vis-à-vis the member organizations - without, however, having any legal authority to legally represent the Association.

## 5.7 The Executive Board

5.7.1 The Executive Board is the executive body of the Association and consists of the Chief Executive Officer, the Chief Operating Officer and the Chief Program Officer. It is led by the Chief Executive Officer. The members of the Executive Board are paid employees of the Association and the supervisors of all its employees. The members of the Executive Board are appointed and dismissed by the International Board according to Art. 5.5.2.14; the Executive Board is therefore appointed until further notice.

5.7.2 The Executive Board shall be responsible for implementing the decisions taken by the General Assembly and the International Board and manage the Association's day-to-day business.

With effect from 1 December 2025, the above Art. 5.7.1 and 5.7.2 of the Articles of Association of the Association are amended as follows and are replaced by the following provisions:

5.7.1 The Executive Board is the executive body of the association and consists of the Chief Executive Officer and the Chief Program Officer. It is led by the Chief Executive Officer as *prima / primus inter pares*. The members of the Executive Board are paid employees of the Association and the supervisors of all its employees. The members of the Executive Board are appointed and dismissed by the International Board according to article 5.5.2.14; the Executive Board is therefore appointed until further notice.

5.7.2 The Executive Board shall be responsible for implementing the decisions taken by the General Assembly and the International Board and manage the Association's day-to-day business. Each member of the Executive Board shall nominate a substitute member. Such substitute member shall not become member of the Executive Board prior to their appointment by the International Board and has no power of representation that an executive body member has by virtue of their function, but only represents the Association in day-to-day business transactions on the basis of a corresponding power of attorney granted by the Executive Board. If a substitute member is no longer available to the Association in that function, the Executive Board member for whom the substitute member was nominated must immediately nominate a new substitute member who can be appointed by the International Board as stipulated hereafter if the respective member of the Executive Board is prevented from acting.

In case an Executive Board member is – for whatever reason – permanently or for a longer period of time unable to exercise their duties ("Prevented Executive Board Member"), the International Board can, without conducting a formal selection process but subject to the substitute member's consent, appoint the Prevented Executive Board Member's substitute member as acting Executive Board member to avoid the Association's legal incapacity to act for a time until the Prevented Executive Board member is either able to act again or permanently replaced.



- 5.7.3 The Executive Board must ensure that the bookkeeping and accounting comply with the law within the meaning of Section 22 of the Association Act.
- 5.7.4 The Executive Board leads the General Secretariat, which provides support and services to the member associations as laid down in item 3.1.7. It supports the General Assembly and the International Board in the fulfilment of their duties. 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 5.5.2.13 of the Statutes.
- 5.7.5 The Executive Board is authorised to form committees to support its work, also with the involvement of external experts. It draws up rules of procedure for these committees, which must be submitted to the International Board for approval.
- 5.8 The Auditors**
- 5.8.1 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.
- 5.8.2 The regular auditors are responsible for the ongoing business controlling as well as the audit of the financial management of the Association with regards to compliance with accounting standards and the proper use of the funds in accordance with these Statutes. The other bodies of the Association 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.
- 5.8.3 Non-audit related legal transactions between regular auditors and the Association require the approval of the General Assembly.
- 5.8.4 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.
- 5.8.5 If the Association fulfils the requirement of §22 para 2 of the Austrian Association Act (VerG 2002), a statutory auditor shall be appointed instead of or in addition to the regular auditor. The provisions on the regular auditors shall apply mutatis mutandis to the statutory auditors.

## Article 6 Settlement of disputes

- 6.1 All disputes arising in the context or out of these Statutes within the Federation, i.e. amongst the Association and its members or between its members, shall be settled in a spirit of solidarity, failing which by an internal Arbitration Panel. 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).

- 6.2 An Arbitration Panel shall comprise three representatives of members of the Association. In order to convene an Arbitration Panel, one party to the dispute shall inform the Chair of the International Board and make its written nomination of one arbitrator, who must be a representative of a member of the Association with the right to vote at the General Assembly. The Chair of the International Board 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 Association with the right to vote at the General Assembly. The Chair of the International Board 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 Association with the right to vote at the General Assembly who shall be the chairperson of the Arbitration Panel. In the event that the two arbitrators fail to agree, lots shall be drawn to select one of the proposed persons as the chair of the Arbitration Panel. 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 dispute resolution process nor give any reason to assume partiality. Their function is to reach a decision on the basis of independent judgment.
- 6.3 The Arbitration Panel shall take a decision after hearing the arguments of the two parties with all members of the Arbitration Panel present (virtual presence is sufficient), 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 Panel is final at the level of the Association.
- 6.4 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 Vienna after hearing the ruling made by the internal Arbitration Panel.
- 6.5 The competent court in Vienna, 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 Panel fails to take a decision for any reason whatsoever. With the exception of the principle of conflicts of law, Austrian law shall apply to any such dispute.

## Article 7 Dissolution of the Association

- 7.1 The decision to dissolve the Association 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.

7.2 The last International Board shall notify the appropriate authorities in association law of the decision taken to dissolve the Association.

7.3 In the case of the dissolution of the Association or discontinuance of the hitherto supported objectives of the Association, any assets remaining after the settlement of liabilities shall be transferred by the International Board, which shall be responsible for winding up the Association, 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 8 Translations of the statutes

The Association 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 9 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 from time to time shall apply.