

**Constitution of the Sports Club "Frankfurt 1880" registered association (the "Club")  
dated 03.02.2014 (convenience translation only, the German version of the constitution is  
binding)**

**A. General**

**§ 1 Name, main office, legal form and day of foundation**

- (1) The Club is known as the  
**Sports Club "Frankfurt 1880"**  
and has the designation of "registered association" ("e.V.")
- (2) The Club's colours are black and red.
- (3) The Club's main office is in Frankfurt am Main
- (4) The Club, which was founded on 1 September 1880, is registered on the Register of Associations at the District Court in Frankfurt am Main.

**§ 2 Purpose of the Club, non-profit status**

- (1) The purpose of the Club is the promotion of sport, in general and for its members, in particular for young people, based on the principles of amateur sports for athletic training and activity.
- (2) The purpose of this constitution are achieved through the maintenance of sports facilities and the promotion of athletic training and performance.
- (3) The Club pursues exclusively and directly non-profit aims as defined in the "tax-deductible purposes" section of the German tax code.
- (4) The members of its corporate bodies work on a voluntary basis. Any Club funds may only be used for the purposes set out in this constitution. The members do not receive a share of any profits and in their capacity as members they also do not receive any other contributions from the Club's funds.
- (5) No person may benefit from administrative expenses, which are not related to the aims of the Club, or from disproportionately high payments.
- (6) The Club's activities are non-profit making and not primarily targeted at the pursuit of its own economic objectives.

**§ 3 Financial year**

The financial year is the calendar year.

**§ 4 Club offices**

A full-time managing director and additional auxiliary staff may be appointed for offices and sports facilities if the work-load exceeds a reasonable amount of voluntary work.

**§ 5 Club affiliations**

- (1) The Club is a member of the Hestia State Sports Federation e.V. The Federation and its members are subject to the constitution of the Federation.
- (2) The sections of the Club are members of the relevant specialist associations.

**B. Membership**

**§ 6 Types of membership**

- (1) The Club has ordinary, extraordinary, passive, non-resident and young members as well as honorary members.
- (2) Ordinary members are members above the age of 18.
- (3) Extraordinary members are members, who have been confirmed under conditions set by the board.
- (4) Passive members promote the work of the Club, but do not get involved in sport.
- (5) Non-resident members are members, whose place of residence is further than 50km away from Frankfurt am Main.
- (6) Young members are members, who have not reached 18 years of age.
- (7) The honours regulation governs who is entitled to become an honorary member of the Club (§ 11).

- (8) Any potential membership of persons in an employment relationship to the Club is suspended for the duration of such employment relationship.

### **§ 7 Acquisition of membership**

- (1) Any natural, respectable person may become a member.  
Its written application for admission should be supported by an ordinary member, who has been in the Club for at least one year.  
Such written application for admission must state in writing the name, occupation, family status, age and residence when submitted.  
Young people under the age of 18 (minors) must provide the consent of their legal representative.
- (2) The board will decide on any admission; it is not obliged to publish the reasons for any refusal. If necessary, before it makes its decision it will consult with the head of the section, which the applicant wishes to join.
- (3) Membership will become effective once the admission confirmation has been received. This entails the obligation to pay the admission fee and the membership fee.
- (4) On admission, the member becomes bound by this constitution and the Club rules as well as the regulations of the associations, to which the Club or its sections belong.

### **§ 8 The rights and obligations of members**

- (1) Members are entitled to use the Club's facilities and to take part in its social events. Only active members are entitled to use the facilities provided for their sport section as part of the sports activities.
- (2) The members agree to support the Club's sporting ambitions and interests to the best of their abilities and also to comply with the decisions and directives of the Club's governing bodies.
- (3) No active member may compete in any sport for another Club, if already competing for the Club.  
Any members with an official role at the Club may only carry out a role in another sports club with the consent of the board.

### **§ 9 Contribution**

- (1) The contribution shall be paid annually in advance, but no later than the 31st March of the respective year. It may be paid annually or, by arrangement, semi-annually or quarterly. The level of the contribution for the Club and for any costs shared is set by the general meeting of members. Sports fees are decided upon in the relevant sporting sections based on the proposal made by the relevant section head and require the majority of the authorized board of representatives (§ 16 para. 2). Honorary members are exempt from paying a contribution for the Club or any share of costs.
- (2) Any members, who have not paid their contribution by the due date, will be reminded by the management. Reminders will be sent for outstanding contributions from April of the current year. In the event that a reminder has been sent and contributions have only been paid after the 1<sup>st</sup> April of the current year, the applicable schedule of fees and charges in each case may provide for the imposition of charges for individual administrative costs, if contributions are paid after the 1<sup>st</sup> July of the current year, a flat late payment supplement of € 10.00 will be added to the contribution. Agreed partial payments and payments by direct debit are not subject to any additional charges. Members, who get into difficulties through no fault of their own, may be granted a deferral on their contributions or contributions may be waived in full or in part for the duration of these difficulties.
- (3) Extraordinary members shall pay a contribution, the level of which is decided by the board.

### **§ 10 Termination of membership**

- (1) Membership is terminated on:
- a) death,
  - b) voluntary resignation,
  - c) deletion from the list of members in accordance with § 9 (2) clause 2,
  - d) a decision by the board in accordance with § 10 a (1), d.

- (2) Voluntary resignation must be declared in writing to the Club's board, for the attention of the management. There is a notice period for such declaration of 3 months prior to the end of any calendar year, i.e. by 30<sup>th</sup> September at the latest. Membership is non-transferable.

#### **§ 10 a Unsporting behaviour or conduct, which is damaging to the Club**

- (1) In case of breaches of this constitution or of the board's or management's rules or as well as unsporting behaviour or conduct, which is damaging to the Club, the board may impose sanctions depending on the severity of the alleged conduct:
  - a) with a reprimand,
  - b) with an appropriate financial penalty,
  - c) with a temporary ban on entering the Club's premises or participating in sporting activities or attending the Club's events,
  - d) in particularly serious cases with expulsion from the Club.
- (2) The person concerned must be given the opportunity to make a statement before the board reaches its decision.
- (3) An appeal against the decision to expel a member from the Club may be lodged with the arbitration committee of the Club within one month.

The arbitration committee is made up of a chair and two committee members, who may not be members of the Club's board and who must have been ordinary members of the SC 1880 for at least five years. The chair is elected by the general meeting of members. One committee member is nominated by the board, the other by the person concerned.

#### **§ 11 Honours**

- (1) The board may honour members of the Club, who have distinguished themselves through their sporting achievements or otherwise. This also applies to anyone who supports the Club, even if they are not a member.
- (2) The details will be set out in a set of guidelines for awarding honours decided by the board.
- (3) A nomination for an honorary membership or honorary presidency requires the approval of the general meeting of members.

### **C. The Club's governing bodies**

#### **§ 12 The Club's governing bodies**

The governing bodies for the Club are:

- a) the general meeting of members,
- b) the board.

#### **§ 13 Ordinary general meeting of members**

- (1) The ordinary general meeting of members takes place annually within five months after the end of the financial year. It is called by the board.
- (2) The time, location and agenda will be specified when the ordinary general meeting of members is called either in an announcement in the Club newsletter or in a written invitation.

The general meeting must be called at least four weeks before it is due to take place.
- (3) Ordinary members must submit any agenda items to the board at least two weeks before the general meeting. These items must be included in the agenda – retrospectively if required. Any items submitted later may only be treated as emergency motions, as long as they are not amendments or counter proposals to an existing item.
- (4) Emergency motions should only be passed with a majority of at least two-thirds of those members present who are entitled to vote.

Emergency motions cannot be used to propose amendments to this constitution.
- (5) The agenda for the ordinary general meeting of members must include the following points:
  - a) General report on the previous financial year and a report on the current financial year by the president,

- b) Report from the treasurer on the financial accounts for the previous year and the budget plan for the current year,
  - c) Report from the auditors for the accounts and the cash account,
  - d) Notification of honours received or to be awarded,
  - e) Proposals,
  - f) Discharge for members of the board ,
  - g) Elections to the board: new elections for the individual board members,
  - h) Election of the auditor of the accounts and the cash account,
  - i) Vote for the chair of the arbitration committee,
  - j) Fixing of membership \_contributions,
  - k) Any other business.
- (6) Reports from the different sections of the Club should be published in good time before the ordinary general meeting of members in the Club newsletter.  
The reports from the board and also from the auditors for the accounts and the cash account must be presented during the ordinary general meeting of members, unless the majority of the members present waive this requirement.  
Reports from the different sections shall only be presented with the consent of the majority of the members present-
- (7) As long as it has been called properly, the ordinary general meeting of members is capable of taking decisions, regardless of the number of members attending.  
It is chaired by the president or by the vice-president in the event that the former is unable to do so. If neither is present, then the general meeting of members will elect a chair for the meeting from the members of the board.
- (8) The general meeting of members shall take decisions based on a simple majority of the votes cast, as long as this constitution does not specify a different majority.
- (9) Equal votes counts as a rejection. Abstentions are not counted as part of the total votes.
- Each ordinary member over 18 years of age has one vote when votes are being cast. Votes may only be cast in person. Voting by proxy is not permitted.
- (10) Amendments to this constitution may only be decided with a majority of two-thirds of the votes cast.
- (11) Minutes of the general meeting of members should be kept, which should be signed by the chair of the meeting and the secretary he has appointed to take the minutes.

#### **§ 14 Extraordinary general meeting of members**

- (1) An extraordinary general meeting of members must be called by the president:
- a) on the basis of a resolution by the board if the interests of the Club require it,
  - b) if at least one-tenth of the members over 18 years of age request this in writing stating the reasons,
  - c) in the event of (§ 15 (2), d (early retirement of president ) ,
  - d) if an amendment of the purpose of the Club is planned.
- (2) The time, location and agenda will be specified when the extraordinary general meeting of members is called either in an announcement in the Club newsletter or in a written invitation.  
The general meeting must be carried out within 14 days and be called at least four weeks before it is due to take place.
- (3) Only those matters relating to the calling of the meeting may be dealt with during the extraordinary general meeting of members.  
Other agenda items may only be dealt with under an emergency motion. § 13 (4) applies accordingly.
- (4) If the extraordinary general meeting of members has been called to remove one or more members of the board from office prematurely, then new elections for the other members of the board must also be included on the agenda when the meeting is called, even if no proposal to do this has been made.
- (5) If one or more members of the board are newly elected or re-elected during the extraordinary general meeting of members, their period in office will end with the next the ordinary general meeting of members.
- (6) Amendments to the purpose of the Club may only be agreed if at least half of the voting Club members are present.

## **§ 15 Board**

- (1) The board is made up of:
- a) the president,
  - b) the vice president,
  - c) the treasurer,
  - d) the secretary,
  - e) the Club's youth officer,
  - f) the hockey section leader,
  - g) the tennis section leader,
  - h) the rugby section leader
  - i) the lacrosse section leader
  - j) a representative of the other sport sections.

Anyone who has been a member of the Club for at least six months and above 18 years of age may become a member of the board.

- (2) a) The members of the board pursuant to paragraph (1) a) –d) are elected by the general meeting of members for a term of two years. Re-election is permitted. If the first round of elections does not provide a majority of the votes cast for one candidate, then a second ballot will be held between the two candidates with the most votes.
- The secretary must be qualified to serve as a judge.
- b) Two of the members pursuant to paragraph (1) a) – d) shall step down from the board every year. If there has been no retirement cycle, then lots will be drawn to decide who will be stepping down.
- c) If one of the members of the board pursuant to paragraph (1) a) – d) steps down prematurely, then the term of office of the successor elected at a general meeting shall end at the time when the term of office of the predecessor would normally have expired.
- d) If the president steps down before the end of the term of office, then an extraordinary general meeting of members to elect a successor will take place within three months after this retirement, unless an ordinary general meeting of members is due to take place before this period expires.
- e) If the vice president, the treasurer or the secretary steps down prematurely, then the remaining members of the board pursuant to paragraph (1) a) – d) may appoint a member of the Club to carry out the role of the retired board member until the next general meeting of members on a temporary basis.
- (3) The members of the board pursuant to paragraph (1) f) – j), and the member of the board pursuant to paragraph (1) e), are elected by the members of the sports sections or by the youth section in meetings of the sports sections and of the youth group convened for this purpose. These should take place just before the general meeting of members.
- (4) The board is able to pass decisions with five of its members present, if at least two of the board members elected by the general meeting of members (president, vice president, treasurer or secretary) take part in the vote.
- Decisions of the board may be passed with a simple majority of the votes cast. In the event that votes are tied, the president has the casting vote, in the event that he is unable to do so, the vice president has the casting vote.
- If the members of the board elected by the general meeting of members vote unanimously against a proposal, provided that they took part in the vote, then this will be regarded as having been refused.

## **§ 16 The duties of the board**

- (1) The board conducts the Club's business in accordance with the law, this constitution and its agreed rules of procedure.
- For any current business, it may appoint a managing director, who is obliged to follow the board's instructions, provided that this meets the requirements set out in § 4.
- (2) In accordance with § 15 para. (1) a) – d) of this constitution, the members of the board fulfil the role of legal representatives as defined by § 26 of the German Civil Code (BGB).

Binding legal declarations made on behalf of the Club require the signature of two of these board members.

- (3) A business report and a balance sheet showing profit and loss accounts (annual final statements) following commercial principles must be drawn up by the board at the end of each financial year. At the same time it must present the budget plan with the planned investments to replace equipment and for new projects for the new financial year.

The accuracy of the annual final statement to be presented to the general meeting of members must be confirmed by the auditors for the accounts and the cash account.

- (4) The board is obliged to obtain the consent of the general meeting of members before it takes any decisions, which are of fundamental importance for the future of the Club or involve the continued existence of a section.
- (5) Minutes should be kept for each meeting of the board, the contents of which should be accepted during the next board meeting.
- (6) All of the board's proceedings and decisions are strictly confidential, unless specifically intended for the public.

### **§ 17 Sport sections**

- (1) With the consent of the board, a sports section may be formed for each type of sport, which takes place at or is to be included in the Club.
- (2) Section meetings should take place at least once a year. In these meetings resolutions may be passed with a simple majority of the members over the age of 18. Resolutions on the sporting fee may be passed in accordance with § 9 para. 1 of this constitution.
- (3) The sports section elects a section leader and a deputy for a term of two years. If the section leader steps down from his office prematurely, then the leadership of the sport sections passes to the deputy until a new section leader is elected. If both the section leader and the deputy step down a section meeting to elect their successors must be called within six weeks.

### **§ 17 Club Youth Officer**

- (1) The Club youth officer and also a deputy are elected in a meeting of the youth members of all sporting sections.
- (2) § 17 (2) and (3) apply by analogy.

### **§ 18 Committees**

- (1) The board may appoint specialist committees to provide it with advice and support, in particular a:
  - a) finance committee,
  - b) staffing committee,
  - c) sport committee,
  - d) entertainment committee.
- (2) The committees are made up of members with official roles and – where this is provided for – of members of the Club appointed by the board.

### **§ 19 Finance Committee**

- (1) The Finance Committee is made up of the president and the treasurer as well as any number of qualified members as appropriately required.
- (2) It advises the board on financial and economic matters and is entitled to make plans and submit proposals independently.

### **§ 20 Staffing Committee**

- (1) The staffing committee is made up of the president, the vice president and also another member of the board, who is appointed by the board during its first meeting following the ordinary general meeting of members.
- (2) The staffing committee deals with all matters related to staffing, i.e. the hiring and dismissal of employees in particular.

- (3) In all staffing related matters, any questions and proposals should only be directed to the staffing committee through the president. This particularly applies to complaints or suggestions from the sports sections, the management, catering and from members regarding individuals who work for the Club.

#### **§ 21 Sporting Committee**

The sporting committee is made up of the president, the vice president and the leaders of the sports sections.

The sporting committee supports the board in both the sporting training and coaching of the active members as well as with the proper organisation of matching and sporting activities.

#### **§ 22 Entertainment Committee**

- (1) The entertainment committee is made up of a member of the board and representatives of the active and passive members.
- (2) The entertainment committee works out the programmes for social events and presents these to the board for approval. It is responsible for organising and running the events independently, once they have been approved by the board.
- (3) The entertainment committee may select any of the Club's active or passive members to supplement its ranks. The board must be informed about those members selected.

### **E. Final provisions**

#### **§ 23 Liability**

The Club is not liable for any damages and losses, which members suffer whilst taking part in sport, whilst using the Club's equipment, facilities and resources or during Club events, if and insofar as such damage and losses are not covered by insurance policies taken out by the Club.

#### **§ 24 Dissolution of the Club**

- (1) The Club will be dissolved, if a resolution to dissolve the Club is passed with a majority of three-quarters of the votes cast during a special extraordinary general meeting of members, which has been convened for this purpose and is attended by at least half of the Club's voting members.
- (2) If the Club is dissolved or its previous purpose ceases to exist the Club's remaining assets will pass to the city of Frankfurt am Main with the condition that these are used for charitable purposes.

#### **§ 25 Entry into force of this constitution**

This constitution or any amendments to the constitution come into force when registered onto the Register of Associations.