

# **Information on Founding a Registered Association**

## **How do I found a registered association?**

A registered association is an association registered in the association register of the responsible local court whose purpose is not orientated towards commercial business operations (Section 21 of the German Civil Code (BGB)). An association like this is defined as a “legal entity”, i.e. it has legal capacity just as any natural person and, as such, is subject to certain rights and obligations.

Registration is preceded by a foundation meeting, at which at least seven persons come together with the shared objective of founding an association. The objective of this foundation meeting is to define the articles of association and to elect the Executive Board, which will later lead the association and represent it externally. Written minutes shall be kept of the progress of the meeting; these minutes shall be signed by the Chair and the Secretary and attached as a copy to the subsequent application for registration.

In accordance with Sections 57, 58 BGB, the articles of association shall satisfy certain minimum requirements in order to allow entry into the association register. The articles of association, recorded in writing, must include the purpose, name and registered office of the association and state that the association is to be registered. The name must clearly differ from the name of other registered associations in the same town.

As further requirements, the articles of association shall contain the following provisions:

- How members can join and leave the association
- Any membership fees payable
- How the Executive Board is formed
- The requirements for calling a members' meeting
- The form of appeal and certification of resolutions.

Once the articles of association have been signed by at least seven members on the day of foundation, the Executive Board can submit the application for entry in the association register to the local court. To do this, the articles of association must be provided in the original and copy, as must a copy of the foundation minutes, specifying the appointment of the Executive Board.

The application for registration shall be signed by hand by all members of the Executive Board and notarized.

Before applying, detailed attention must be paid to ensuring that the requirements listed are met. Otherwise, the local court will reject the application, stating reasons.

Below you will find samples of the certificates required for registration.

**Sample application**

Opel GT-Fahrer Club  
Milchstraße 1  
Vereinsheim Sirius

65428 Rüsselsheim

To  
Amtsgericht Rüsselsheim (Local Court)

65428 Rüsselsheim

Re: Application for entry in the association register

We, the members of the Executive Board of the association established under the name Opel GT-Fahrer Club, hereby apply to enter the association in the association register.

Attached we submit the articles of association in original and copy, as well as a copy of the foundation minutes dated May 2, 201...

Rüsselsheim, dated

Signatures:

Chair

Deputy Chair

Secretary

Treasurer

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Handwritten signatures to be made in front of a notary public and notarized.

## **Sample articles of association**

### **Section 1 - Name, registered office, business year**

1. The association shall be named "Opel GT-Fahrer Club". It shall be entered in the association register. Once entered, the name shall be "Opel GT-Fahrer Club e.V."
2. The association has its registered office in .....
3. The business year of the association is the calendar year.

### **Section 2 - Purpose, tasks, non-profit status**

1. The purpose of the association is to maintain and preserve Opel GT vehicles and to promote sociability, mutual assistance and the exchange of experience in accordance with the purpose of the association.
2. The association exclusively and directly serves charitable purposes; it does not pursue any commercial purposes. The members work on a voluntary basis.
3. Association funds may only be used for purposes in accordance with the articles of association. The members shall receive no gratuities from the association funds. No person may benefit from expenditure which is unrelated to the purpose of the association, or from compensation that is unreasonably high.
4. Upon dissolution or cancellation of the association, the association's assets shall be transferred to the environmental foundation WWF Deutschland.

### **Section 3 - Obtaining membership**

1. Any natural person who supports the efforts of the association and recognizes the articles of association without reservation may become a member of the association.
2. The Executive Board shall decide on admission, which shall be applied for in writing. The Executive Board can reject an application for admission without providing reasons.
3. If the Executive Board is aware of any incidents related to an applicant that cannot be reconciled with the purpose of the association or that could permanently damage the reputation of the association (in particular Section 4, 3 b & d), the application shall be rejected in all cases.
4. Admission becomes effective once a written declaration of admission has been delivered.
5. If proposed by the Executive Board, a resolution of the members' meeting can nominate a person who has provided the association with particular services to be an honorary member.

#### **Section 4 - Termination of membership**

1. Membership ends through death, resignation or exclusion from the association.
2. The Executive Board shall be provided with the declaration of resignation in writing.  
The declaration can only be made to the end of a business year, with a notice period of three months.
3. A member can be excluded from the association by decision of the Executive Board if one of the following reasons is given:
  - Repeated or gross violation of the articles of association and/or resolutions of the association.
  - Dishonorable behavior within and outside the association, in particular if the person is proven to have participated in excesses at public and non-public events that damage reputation.
  - Three months' arrears in membership fee payment despite two written warnings.
  - Proven gross violation of the German road traffic regulations (StVO).

#### **Section 5 - Membership fees**

1. A membership fee shall be paid.
2. The membership fee shall be paid in advance every month, or every three or six months.
3. The fee amount shall be determined by the members' meeting.
4. Honorary members are exempt from the obligation to pay a fee.

#### **Section 6 - Association bodies**

The bodies of the association are:

1. The Executive Board
2. The members' meeting

#### **Section 7 - Executive Board**

1. The Executive Board of the association consists of the Chair, the Deputy Chair, the Secretary and the Treasurer.
2. At least two members of the Executive Board shall be statutory representatives of the association. The power of representation of the Executive Board is limited in the sense

that the agreement of the members' meeting is required for legal transactions with a transaction value in excess of EUR 500.00.

### **Section 8 - Election and terms of office of the Executive Board**

1. The Executive Board is elected by the annual members' meeting for a period of one year. Each member of the Executive Board shall be elected individually. They may be re-elected. The Executive Board shall conduct the business of the association until a new Executive Board is elected.
2. Should a member of the Executive Board leave the Board prematurely, a members' meeting shall be called and shall elect a successor.

### **Section 9 - Responsibilities and roles of the Executive Board**

1. The Executive Board is responsible for all concerns of the association that are not delegated to a different association body in the articles of association. Its roles are to:
  - prepare for and call the members' meeting
  - execute resolutions of the members' meeting
  - prepare the budget, carry out the accounting and compile the annual report
  - pass resolutions regarding the admission of members.
2. Resolutions of the Executive Board are made in meetings called by the Chair, or by the Deputy Chair if the Chair is unable to do so.
3. The Executive Board is quorate when at least three of its members are present. A simple majority is decisive; if the vote is tied, the vote of the Chair is decisive; in his/her absence, the vote of the Deputy Chair shall be decisive.

## **Section 10 - Members' meeting**

1. A general annual members' meeting shall be held at least once a year, in the first quarter of the calendar year. The meeting shall be called in writing by the Executive Board, giving notice of at least two weeks and providing the agenda.
2. Any member can apply to the Executive Board to add a point to the agenda no later than one week before the members' meeting. The chair of the meeting shall announce any additions at the start of the members' meeting. Applications for additions to the agenda made at the members' meeting shall be decided on by the meeting attendees.

## **Section 11 - Objectives of the members' meeting**

The members' meeting has the following objectives:

1. Approval of the business and cash reports of the coming business year (budget); acceptance of the annual report.
2. Approval of the actions of the Executive Board.
3. Election of a new Executive Board.
4. Determination of membership fees.
5. Resolutions regarding modification of the articles of association and the dissolution of the association.
6. Election of an independent cash auditor.

## **Section 12 - Resolutions by the members' meeting**

1. The members' meeting is chaired by the Chair, or by the Deputy Chair if the Chair is unable to do so. If both are unable to chair the meeting, the members' meeting can appoint another person to chair the meeting by a vote.
2. The members' meeting is quorate when at least one-quarter (1/4) of all association members are present. If the meeting is not quorate, the Executive Board shall call a new meeting within four weeks. This meeting is quorate regardless of the number of members in attendance.
3. At the members' meeting, each member has one vote. Resolutions are passed by simple majority. If votes are tied, a new vote is required.



4. Voting is done by raising hands. A secret ballot shall be conducted upon request by at least five members who are present. Elections must be conducted by secret ballot.
5. A resolution that contains a modification of the articles of association requires a majority of three-quarters (3/4) of the members in attendance. The agreement of all members is required to amend the purpose of the association; agreement by the absent members must be provided in writing within one month.
6. The association can only be dissolved with the agreement of at least three-quarters (3/4) of the members in attendance.
7. Minutes of the resolutions of the members' meeting shall be recorded in writing and shall be signed by the Secretary and the Chair of the meeting.

### **Section 13 - Extraordinary members' meeting**

1. The Executive Board shall call an extraordinary members' meeting if:
  - the interests of the association require it
  - One-tenth (1/10) of the members submit an application stating reasons in writing.

### **Section 14 - Dissolution of the association**

1. The association can be dissolved by resolution of the members' meeting.
2. A majority of three-quarters (3/4) of the members in attendance is required to pass a resolution regarding the dissolution of the association. However, such a resolution can only be passed if at least two-thirds (2/3) of all members are present.
3. Liquidation is conducted by the Executive Board.
4. The association assets remaining once liquidation is complete shall be transferred to the environmental foundation WWF Deutschland in Frankfurt, Germany.

Rüsselsheim, dated .....

Signatures: ..... at least seven members!

**Handwritten signatures to be made in front of a notary public and notarized!!!**