

## STATUTES

### VDWS - Verband Deutscher Wassersport Schulen e. V.

24. January 2016

#### **§ 1 Name, Registered Office, Business Year**

- (1) The Association was founded in Attendorf on the 24<sup>th</sup> November 1974 and bears the following name: Verband Deutscher Wassersport Schulen e.V., abbreviated: VDWS. The Association is to be filed in the Register of Associations. After filing, it bears the addition of e.V.
- (2) The Association has its registered office in Weilheim.
- (3) Business year is the calendar year.

#### **§ 2 Purpose of the Association**

(1) Independently of any official recognition, the Association pursues exclusively and directly non-profit purposes in the sense of the section „Tax-advantaged purposes“ of the Tax Code. The Association acts altruistically and does not pursue its own economic interests in the first place.

The Association's resources may be used only for purposes in accordance with the statutes. Members shall not receive benefits from the funds of the Association.

No person may be favored by expenses that are not conform to the Association's purposes or by disproportionately high compensations.

(2) The Association has the following purpose: promotion and fostering of windsurfing, kiteboarding and sailing as well as additional water sport disciplines. VDWS is in charge especially of the following tasks:

- a) Parent Association of water sports centers and relevant instructors.
- b) Training and examination of water sports instructors in conformity with the VDWS Training and Examination Rules in force.
- c) Determination of water sports centers guidelines.
- d) Elaboration of training- and examination guidelines on sports pedagogical and physical education science basis for all sectors of the watersport as well as for other water sports.
- e) Permanent development of instruction contents and respective methods for windsurfing students and instructors.
- f) Surveillance of instruction of member centers and instructors in order to contribute to safety on the waters and to accident prevention through qualified training, to promote environmental protection ideas and to prevent restrictions to the sport.

(3) The association is neutral in terms of party politics, religion and race. The Association is product-neutral; in order to realize the statutory objectives it cooperates with third Associations and institutions.

### **§ 3 Acquisition of Membership**

(1) Any natural or legal person can become member if they support the Association's objectives and submit to the provisions of the statutes and the provisions of the law of Associations.

(2) Membership must be requested in writing to the Board. For minors, the signature of the legal representative as approbation is required. The Board makes the final decision about the application by simple majority. The decision has retroactive affect from the date of application. The applicant will receive a written decision on his/her application. The Board is not obliged to give reasons for rejection; there is no right to admittance.

### **§ 4 Rights and Duties of Members**

(1) The Association levies an annual fee that is fixed by the general assembly of members and must be paid by January 31 of each business year. If different fees are to be fixed for certain membership groups, this decision not only needs the majority of the general assembly of members, but also the majority of the relevant membership groups present during the general assembly of members.

(3) The general assembly of members may impose non-recurrent levies in order to cover budget deficits of the Association. For that decision a simple majority of members present in the general assembly of members is sufficient.

(2) Exceptionally, the Board may totally or partially waive dues and levies of certain members, upon their request.

(4) Each member may take advantage of the Association's services, e.g. taking part in courses, subscription to the newsletters or subscription to general information. Member centers are furthermore entitled to obtaining instruction and examination material for the qualification certificates issued by the Association.

### **§ 5 Termination of Membership**

- (1) Membership ends by
- a) death, in case of legal persons by their closing
  - b) voluntary withdrawal
  - c) exclusion from the Association
  - d) deletion from the list of members.

(2) Withdrawal of a member must be communicated to the Board by registered mail and is only possible at the end of a business year observing the time limit of 6 weeks cancellation period. The membership card and all licences issued by the Association must be attached to the notice of resignation.

(3) The exclusion of a member may be declared with immediate effect and for an important reason, in particular:

- a) due to significant violation of the statutory obligations and non-observance of directions given by the Board
- b) because of a serious violation of the Association's interests and unsporting conduct
- c) because of dishonorable actions, which are likely to damage the reputation of the Association in the public and with respect to its members. The exclusion must be notified to the member by registered mail. Legal action against the exclusion is possible.

(4) Exclusion of a member needs a majority of at least  $\frac{3}{4}$  of attending Board members.

Before taking the decision, the Board must give the concerned member the opportunity to respond in writing. The Board communicates the decision of expulsion and its justification to the member in writing. It becomes effective with arrival. Within one month of receipt, the member may file a written objection against the decision of exclusion. The final decision on the exclusion will then be taken during the next General Assembly. The respective member's objection has no suspensive effect.

(5) The board is entitled to delete a member from the list of members if he/she is in arrears with payment of the annual fee or other sums due to the Association for more than three months, despite two written reminders. The second reminder shall be sent by registered mail under pain of removal from the list of members and setting a final deadline of one month for fulfilling the existing obligations.

(6) In case of membership termination, all obligations towards the Association, especially the payment of the membership fee, must be fulfilled until the end of the respective business year, even if the exclusion takes place during that business year. Arrears on membership fees remain unaffected by the termination of membership.

## **§ 6 The Board**

(1) The Association's Board is composed as follows (f/m)

- a) President
- b) Vice-president
- c) Treasurer
- d) Secretary
- c) Chairman for training and examination
- d) Chairman for member schools

Only natural persons who are member of the Association can be elected as Board members. The exercise of two charges by one single person is not allowed.

(2) Board members are elected by the ordinary general assembly of members for the duration of two years. Board members remain in charge until a new election has taken place.

(3) Should a Board member lay down his/her office or be prevented from exercising his/her charge for a longer period of time, the Board is authorized to appoint a substitute for this Board member until the next ordinary general assembly of members. This decision needs a majority of  $\frac{3}{4}$  of the present Board members entitled to vote. Should the president or vice-president exit from their charge prematurely, the election of the substitute must occur during an extraordinary assembly of members.

(4) As a basic rule, the Board works in an honorary capacity. Adequate remuneration may be paid for activities whose nature and scope exceed ordinary Board activities. The amount of those remunerations is governed by the Rules of Procedure.

(5) According to § 26 of the German Civil Code, the managing board consists of president and vice-president. Each of them is authorized to represent the Association solely. The authorization for president and vice-president to represent the Association towards third parties is unlimited. Internally, both are bound to the decisions of the Board and of the assembly of members; moreover, the vice-president of the Association is to represent the Association only in cases when the president is prevented and may only take decisions for matters that do not tolerate any further delay.

(6) The Board decides during meetings that are convoked by the president, and in case of the president being prevented, by the vice-president, at least one week before the meeting. Board meetings shall be convoked if required by matters of the Association or if requested at least by two Board members under indication of the agenda. The Board has a quorum if at least four Board members entitled to vote are present and if either the president or the vice-president is present. The Board takes decisions, unless mandatorily and differently prescribed by Law or these Statutes, by simple majority of present members eligible to vote. In the event of a tie vote, the president shall have the casting vote; should the president be prevented, the vice-president has the casting vote.

If, in case of insufficient participation, the quorum is not met, but decisions must be necessarily adopted, the president, and in case of his/her inability to attend the vice-president, have the right to convene a new Board meeting, stating the draft proposal for resolution. This new Board meeting meets the quorum, independently of the number of attending Board members.

(7) In the internal relationship the following applies: Board decisions concerning money expenses of the Association need in any case the consent of the treasurer. In order to overcome short-term liquidity shortages, the Board is authorized to take up loans that, however, shall not exceed the volume of receipts from member fees of the preceding business year.

## § 7 General Assembly of Members

(1) The General Assembly of Members is the supreme organ of the Association. Each business year, at least one general meeting of members must take place that shall be held within 3 months after termination of the business year. Venue and date of the meeting are determined by the Board.

(2) The general assembly of members is convoked in writing (by printout in the members' newsletter or separate mail) by the Board subject to a term of six weeks and stating a the foreseen agenda as well as the received requests. The term starts with the day following the mailing day of the invitation letters. The invitation letter is considered as being sent to the member if it is sent to the last address the member has communicated in writing to the Association. Invitation by email is allowed when the individual member does not object in writing and has communicated his/her email address to the Association. Each member is responsible for the up-to-date status and the accessibility of this e-mail address.

(3) Extraordinary meetings of members shall be convoked if required by the Association's interests or if requested in writing by at least 1/5 of the members entitled to vote and stating the reasons. The convocation of extra-ordinary meetings of members is subject to the rules under (2).

(4) Requests of the General Assembly concerning the agenda shall be submitted to the Board in writing by the latest four weeks before the meeting. These additionally submitted items for the agenda shall be communicated to the members at the beginning of the General Assembly at the latest. Requests submitted after this period and during the General Assembly must be placed on the agenda if during the General the majority of the attending voting members agrees to it.

(5) The general meeting of members is exclusively competent for the following matters:

- a) Authorization of the budget for the next business year set up by the Board; acceptance of the annual report of the Board; formal approval of the Board.
- b) Fixing of the amount of the annual fee and of possible levies.
- c) Election and recall from office of Board members.
- d) Election and recall from office of Auditors.
- e) Taking decisions on amendments to the Statutes and on the dissolution of the Association.
- f) Taking decisions on motions of members. In case the general assembly of members takes decisions on requests about the following matters, the respective decision requires, besides the simple majority of the general assembly of members, also the majority of the member schools represented in the general assembly of members:

aa) Fixing the fees for forms for issuing qualification and performance certificates of the Association that are purchased from the Association;

bb) Modifications of the „principles for the recognition of water sport centers by VDWS. If, according to sentence 1 no majority can be obtained, even in a 2<sup>nd</sup> voting, the decision may be taken with a ¾ majority of the general assembly of members.

(6) The general assembly of members may fix levies only in case fixing the levy as well as its reason and approximate amount were stated as an item on the agenda communicated to members in the invitation letter.

## **§ 8 Decision-making of the assembly of members**

(1) The president of the Board, and in case he/she is absent his / her deputy / or in case he/she is also prevented another Board member chairs the meeting.

(2) A duly convoked general assembly of members always constitutes a quorum, irrespective of the number of attending members. Decisions of the general assembly of members are taken, unless foreseen differently and peremptorily by law or these Statutes, by simple majority of votes cast. Abstentions and invalid votes count as votes not cast. In a tie the motion is rejected.

(3) Voting is done by secret ballot if this is desired by one present member.

(4) For amendments of the Statutes, decisions on the dissolution of the Association and the removal of a Board member or the entire Managing Board a 3/4 majority of votes cast is required. Amendments of or supplements to the Statutes that are prescribed by the competent Court of Registration may be implemented by the Board without a resolution of the General Assembly; Members shall be informed immediately.

(5) Four weeks before the General Assembly, the incumbent Board sets up a list of candidates for the different Board positions for election and publishes this list on the website of the Association. The candidates must be registered in the following order: president, vice-president, treasurer, chairman/-woman for training, chairman/-woman for schools and secretary.

Applications must be submitted in writing (by mail or e-mail) stating membership number, name, address, phone number and e-mail address. A curriculum vita until the current job shall must also be submitted at the Association's to main office six weeks before General Assembly.

(6) In addition to the presence ballot, the Board can also be elected by absentee ballot. At the publication of the candidate list, an e-mail with the list of candidates and the ballot paper will be sent to all members who have communicated an e-mail address to the Association. Members who wish to participate in the absentee voting, send the postal ballot documents, i.e. the ballot paper, a ballot envelope and an envelope addressed to the Association by mail to the Association's main office, at least one week before the meeting. Belated ballot papers will not be taken into account. Every respective member is responsible for a timely sending.

The opening and vote count of postal ballot papers takes place along with the count of the presence ballots; in the case of open presence voting, opening and counting of votes cast by absentee ballot are carried out following the presentee ballot. The election result is obtained by summing up the results of absentee voting and the presence ballot.

(7) Is elected the one who receives more than half of the votes cast. If such a majority is not obtained, a new vote will take place, simple majority of the votes cast shall decide. At equality of votes in the second ballot, the chairman decides by drawing a lot.

(8) Employees of the Association who are also member of the Association, have no voting rights and cannot stand for election. The same applies to managing directors and employees of companies in which the Association's part is at least 25%.

(9) The decisions of the general assembly and the elections of members shall be recorded. The record shall be signed by the secretary and by the president; the record will be delivered in writing to all members six weeks after the general assembly of members. The secretary takes the minutes. Should he/she be prevented, the chair of the meeting will name another minute taker.

## **§ 9 Accounting and auditing**

(1) The treasurer shall keep the accounts on cash transactions and establish a financial statement. Therefore, he/she can ask the staff of the main office for assistance.

(2) The financial statements, the accounts and the compliance with the budget approved by the General Assembly shall be examined by the auditors. To this regard, the General Assembly elects two to four people. For the election of these auditors, their eligibility and term of office, the provisions for Board members shall apply mutatis mutandis. The auditors report to the General Assembly and present a proposal for decision concerning the approval of the financial statements and the approval of the Board.

## **§ 10 Miscellaneous**

(1) In order to support the Board, working groups will be set up as committees. Their members will be appointed by the Board and are under the responsibility of a Board Member commissioned by the Board. Other Board Members shall not be represented in the committees. Further details will be specified by rules of procedure for committees.

(2) If required by interests and size of the Association, an advisory board may be established with the task of giving advice and supporting the Association in important Association-related matters as well as of settling internal disputes. The election of advisory board members, membership prerequisites and the pertaining decision-taking procedure require an completion of these Statutes, which has to be voted by a  $\frac{3}{4}$  majority during an ordinary general assembly of members

(3) In case of violations against the provisions of these Statutes, the Board is authorized to inflict the following penalties upon members:

- a) Suspension of licence or suspension of school recognition up to one year
- b) Expulsion from the Association

The decision must be notified by registered mail.

## **§ 11 Dissolution of the Association**

(1) The dissolution of the Association can be decided only by a motion of 1/3 of voting members during an assembly convoked for that purpose. Such assembly only constitutes a quorum if at least 2/3 of voting members are present in person or effectively represented.

(2) In the absence of quorum, the president, and in case of being prevented the vice-president, shall convoke another assembly within 4 weeks; this will constitute a quorum irrespectively of the number of present members.

(3) In any case, the decision of dissolution needs a majority of  $\frac{3}{4}$  of the votes cast

(4) In case of dissolution of the Association, the remaining assets must be employed for purposes mentioned in § 2, i.e. for non-profit purposes. Decisions about how this will be achieved may be carried out only after previous authorization by the competent tax authority.

## **§ 12 Place of jurisdiction**

Weilheim is place of fulfillment and jurisdiction for all members' obligations arising from their membership.