



Preamble

(Non-official translation from German Language)

The purpose of the Association is to promote the mental, spiritual and physical development of the general public as well as promoting international mind-set and tolerance. In particular the Association will promote the personal and professional development of the general public and especially but not exclusively of the international community.

Articles of Association

§ 1 Name and Headquarters

The Association is called "OpenDays Coaching Club" (the Association) and is domiciled in Munich.

The Association shall be entered in the register of the Munich District Court and shall subsequently use the suffix „e.V.“.

§ 2 The purpose of the Association

1. The Association shall only conduct charitable activities as defined in and in accordance with the "tax purposes" section of the German Tax Code.

2. By holding of workshops, courses, seminars and presentations on the following topics:

- Mindfulness
- Efficiency
- Resilience
- Stress Management
- Communication
- Creativity
- Setting and reaching goals
- Personal Development
- Exchange of experience
- Psychology
- Philosophy



3. Interregional training for coaches and people interested in coaching, logistics support for the activities of the Association including assessing requirements and obtaining the required resources including but not limited to personnel, equipment and facilities.

4. The purpose of the Association may be amended by a vote of the General Assembly whereby three quarters of the votes cast support the amendment.

§ 3 Principle of Altruism

1. The Association is altruistic; it does not actively pursue its own economic interests.
2. Association funds may only be used for the statutory purposes. The members do not receive payments from the Association.
3. No person shall receive remuneration for activities that are not related to the objectives of the Association or benefit from disproportionately high remuneration for related activities.

§ 4 Membership (New Member registration)

1. Membership of the Association is open to anyone who is prepared to support the objectives of the Association with his or her best efforts.
2. Membership is subject to Board Approval. Unsuccessful applicants have no recourse.
3. In the case of minors a parent or legal guardian must submit the application form.
4. Membership is open to legal entities including persons, companies, societies, associations and organizations.

§ 5 Termination of membership

1. Membership shall be terminated by death, resignation, expulsion, legal incapacity of the legal person or by dissolution of the Association.
2. Resignation of membership shall be concluded by written notification addressed to the Association's Board; such termination is subject to a notice period as decided by the General Meeting.
3. Exclusion of extremists.

The Association is politically and religiously neutral and is based on the principle of democracy. The Association fosters unity between nationalities, cultures, religions and social classes. It provides children, adolescents and adults, irrespective of gender, social status or sexual orientation, a home. Members who do not agree with or adhere to these principles will be excluded from the Association.



4. Furthermore a member can be expelled from the Association under the following circumstances:
 - Despite written warning (e.g. Dunning Letters) the member does not fulfil his or her financial obligations
 - Gross violation(s) of the Articles of Association
 - Commits acts contravening the interests and/or objectives of the Association
5. Expulsion of a member is subject to the decision of the General Meeting by a vote with a three quarters majority supporting the expulsion. Any member can apply for the expulsion of another member. Before deciding, the Executive Board shall give the member the opportunity to explain him or herself orally or in writing; the member shall be requested to do this in writing with a notice period of 10 days. The decision to expel a member shall be communicated to the member by registered letter, stating the grounds for the termination. The expulsion will take effect on the passing of the resolution.
6. Members, whose membership has lapsed, have no rights to any asset(s) of the Association.

§ 6 Fees

1. Members pay fees or otherwise contribute as determined by a resolution of the General Assembly. The fees and fee schedule is decided by a simple majority vote of those present at the annual General Assembly.
2. The General Assembly can vote to adopt a set of regulations covering fees and contributions including the form of contributions, fees, and payments schedule

§ 7 Governance

The governing bodies of the Association are:

- The Board
- The Advisory Board
- The General Assembly

§ 8 The Board

1. The Board conducts the business of the Association in accordance with the Articles of Association and the decisions of the Assembly.



2. The Board consists of the President, the Secretary and the Treasurer. They constitute the Board within the meaning of § 26 BGB.
3. The Board is elected by the General Meeting and remains in office until the election of a new Board. Re-elections are possible and not excluded. If a Board member resigns during his or her term of office, then the remaining Board Members have the right to find a temporary replacement from among the Association members.
4. Board decisions will be made on a simple majority basis.
5. A record of all Board decisions must be kept, which shall be signed by all parties. A quorum will be reached when all Board members are present.
6. For all legal purposes the Association is represented jointly by two members of the Board.
7. A Board member may receive an appropriate compensation for carrying out his or her duties.
8. The liability of the Board to the Association is independent of the level of compensation to the Board member(s). Executive damages are limited to cases of gross negligence or damage with intent. For the avoidance of doubt liability for simple or ordinary negligence is specifically excluded.

§ 10 Advisory Board

1. The number and responsibilities of Advisory Board members is determined by the General Meeting and defined in the Standing Orders of the Association
2. An Advisory Board member may receive an appropriate compensation for carrying out his or her duties.

§ 11 General Assembly

1. A General Assembly shall take place at least once per year.
2. An Extraordinary General Assembly must be convened if required in the interests of the society or if there is a written request supported by at least 25% of the club members, stating the purpose and reasons for an Extraordinary General Assembly.
3. The Board shall give due notice at least two weeks prior to the General Assembly in writing by e-mail stating the agenda. The notice period begins with the sending of the invitations. The invitation is deemed to have been sent if it is addressed to the last known address of the member. The Agenda shall be set by the Board.



4. All decisions made in the General Assembly shall be minuted. These minutes shall be signed by the Board Chairman and Secretary or by a secretary elected by the General Assembly.
5. Resolutions may also be passed in writing. For this, the draft resolution will be submitted to all members by mail or by e-mail with a deadline of two weeks for voting. The period begins on the day following the sending of the draft resolution. The draft resolution is deemed to have been sent if it is addressed to the last known address of the member. Any votes that are not cast by the end of the voting period will be considered abstentions.
6. Each General Assembly that is convened according to the statutes constitutes a quorum regardless of the number of members present.
7. The General Assembly passes resolutions by a simple majority, except in the cases of amendments and of dissolution of the Association. When voting is tied, the motion shall be deemed rejected.
8. General Assemblies are not open to the public.
9. Each member has the right to vote.

§ 12 Dissolution and Termination of the Association

1. Upon dissolution of the Association or loss of the special tax status, the assets of the Association shall become the property of a legal person with a legal claim to them or to another legal entity with special tax status to be used for the purpose of promoting education.
2. The Association can only be dissolved by a General Meeting where such dissolution resolution has been included in the agenda provided to the members in advance of the meeting. The resolution requires a three-quarters majority of the votes present. If the resolution has been adopted, a person must be entrusted with the liquidation of the Association and its assets.
3. Decisions of the General Meeting on the future use of the assets are subject to the approval of the tax office, prior to any action being taken.

§ 13 Limitation of liability towards members

The Association is not liable to its members for any damages suffered by the members during Association activities and/or events or by the use of the Association's facilities where such damages are not covered by the Association's insurance.



§ 14 Location of Jurisdiction

The place of jurisdiction is the domicile of the Association in Munich.

§ 15 Final Provision

If part or parts of this Article of Association are or become invalid, this shall not affect the Validity of the remaining parts.

The Articles of Association were approved at the founding meeting on 09.21.2016 in Munich by the founding members.