

# Articles of Association

## Professional Speakers Frankfurt e.V.

*This English translation is for information purposes. Only the German original is legally binding.*

Decided at the founding meeting on 6 July 2017 in Frankfurt am Main. Amended at the General Membership Assembly on 2 November 2017 in Frankfurt am Main and at the General Meeting on 12 July 2021 (online).

Registered in the Register of Associations of the Local Court of Frankfurt am Main under the registration number 16074 on 16 August 2017.

### Preamble

Professional Speakers Frankfurt is an Advanced Toastmasters Club for Frankfurt and the Rhine-Main area. It unites advanced Toastmasters and other experienced speakers who want to improve their speaking and communication skills. The club is primarily, but not exclusively, for people who want to speak professionally, participate in Toastmasters competitions, or train others in communication.

### § 1 Name and seat

- (1) The name of the association is Professional *Speakers Frankfurt*.
- (2) The association is to be entered in the register of associations and will subsequently bear the suffix "e. V." (registered association).
- (3) The registered office of the association is Frankfurt am Main.
- (4) The fiscal year begins on July 1 and ends on June 30.

### § 2 Goals and tasks

- (1) The purpose of the association is education and training in the field of communication and rhetoric. The goal of the association is to create a positive learning environment characterized by mutual support, in which each member can learn and develop communication, presentation and moderation skills as well as leadership qualities. The association also promotes an understanding of the importance of communication and free speech in society.
- (2) The association achieves its goals in particular through regular meetings at which prepared and improvised speeches are given in front of an audience. There, the speakers receive a critical and constructive examination and evaluation of their

communication and leadership skills and can thus improve their communication techniques (including body language, variation and modulation of the voice, organization of a presentation). The association also organizes seminars and workshops for members and other interested parties, where specific speech, presentation and leadership techniques can be learned. In addition, the association creates its own training materials and places its members as speakers and trainers.

- (3) The Association exclusively and directly pursues charitable purposes within the meaning of the section "Tax-privileged purposes" of the German Tax Code as amended. The association is selflessly active and does not primarily pursue its own economic purposes.
- (4) Funds of the association may only be used for statutory purposes. The members do not receive any benefits from the funds of the association. No person may be favored by expenses that are alien to the purpose of the corporation or by disproportionately high remuneration.

### **§ 3 Affiliation with Toastmasters International**

The "Club Constitution for Clubs of Toastmasters International" as amended from time to time shall apply to the Association in addition to these Articles of Association. If individual regulations contradict each other, the Articles of Association take precedence.

### **§ 4 Membership**

- (1) Any adult person can become an ordinary member of the association. Membership in the association simultaneously establishes membership in Toastmasters International.
- (2) Legal entities and adult persons can become sustaining members. Sustaining members do not have active and passive voting rights, may not participate in competitions of the association, and do not become members of Toastmasters International through the sustaining membership. Otherwise, sustaining members are equal to ordinary members. However, the Executive Committee may impose restrictions on the services offered.
- (3) The Executive Committee decides on the admission of members after application. Applications for membership can be made in writing or via an online form on the association's website. Membership begins with the notification in text form that the Executive Committee has confirmed the admission.
- (4) Resignation from the association is possible on March 31 and September 30. The resignation must be declared in writing with a notice period of 30 days before the desired date to the Executive Committee.

- (5) A member may be expelled from the association if he/she acts contrary to the objectives of the association or does not fulfill his/her obligations towards the association. The Executive Committee decides on the exclusion. The member can appeal against the decision to the General Membership Assembly. The decision of the General Membership Assembly is final. The member is to be invited to the meeting and heard.
- (6) Membership ends with the death of the member, in the case of legal members with their extinction.
- (7) Resigned or expelled members have no claim against the association's assets.

## **§ 5 Membership fee**

The members have to pay membership fees and an admission fee. The amount and due date of the membership fees and the admission fee shall be determined by the General Membership Assembly in a contribution regulation.

## **§ 6 Organs of the association**

The organs of the association are the General Membership Assembly and the Executive Committee.

## **§ 7 General Membership Assembly**

- (1) The General Membership Assembly is the supreme body of the association. The General Membership Assembly takes place once a year. In addition, a General Membership Assembly must be convened if the interests of the association require it or if at least one quarter of the ordinary members request the convening in writing, stating the purpose and the reasons. In this case, the extraordinary general meeting must take place no later than five weeks after receipt of the request by the Executive Committee.
- (2) The General Membership Assembly establishes the guidelines for the work of the association and decides on issues of fundamental importance. The tasks of the general meeting include in particular:
  - a. Election and deselection of the Executive Committee
  - b. Resolution on the annual financial statements
  - c. Acceptance of the annual report of the Executive Committee
  - d. Resolution on the discharge of the Executive Committee
  - e. Determination of the membership fees
  - f. Adoption of resolutions on amendments to the Articles of Association and the dissolution of the association

- (3) Each General Membership Assembly shall be convened by the Executive Committee in writing, observing a notice period of two weeks and stating the agenda. Invitations by email are permissible. The period shall commence on the day following the dispatch of the letter. The letter of invitation shall be deemed to have been received if it is addressed to the last address provided in writing by the member.
- (4) The President shall chair the meeting. If he is unable to do so, the Vice President with the highest rank in terms of protocol who is present shall chair the meeting. If no vice president is present, the general meeting shall elect a chairman of the meeting. If the Secretary is not present, a minute-taker shall also be appointed by the General Membership Assembly.
- (5) Each ordinary member has one vote in the General Membership Assembly. Another ordinary member may be authorized in writing to exercise the voting right. The authorization must be granted separately for each General Membership Assembly and may not contain any restrictions or conditions regarding voting behavior. No member may combine more than three votes, including his or her own.
- (6) The General Membership Assembly constitutes a quorum if more than half of the ordinary members are present or represented by proxy. In the event of a lack of quorum, the Executive Committee shall immediately invite to a second General Membership Assembly with the same agenda. This meeting shall constitute a quorum irrespective of the number of members present. This circumstance must be pointed out in the invitation.
- (7) The resolutions of the General Membership Assembly, except for the cases mentioned in § 9, shall be adopted by a simple majority of the valid votes cast.
- (8) Minutes shall be taken of the resolutions of the General Membership Assembly and shall be signed by the chairperson of the meeting and the Secretary or minute-taker.
- (9) The Executive Committee may decide to hold a General Membership Assembly purely online or in a hybrid form with online and on-site participation. In this case, the Executive Committee shall take suitable technical and organizational measures for holding such a General Membership Assembly.

## **§ 8 Executive Committee**

- (1) The Executive Committee manages the day-to-day business of the association. In accordance with § 26 BGB (German Civil Code), it consists of the President and the Vice President Education. Each of them represents the association alone.
- (2) Other elected members of the Executive Committee without power of representation are:

- a. Vice President Membership
  - b. Vice President Public Relations
  - c. Secretary
  - d. Treasurer
  - e. Sergeant at Arms
- (3) The predecessor of the current President (Immediate Past President) is an ex officio member of the Executive Committee.
  - (4) The President is the highest-ranking member of the Executive Committee in terms of protocol. He is followed by the Vice President Education, the Vice President Membership, and the Vice President Public Relations.
  - (5) Every ordinary member of the association is eligible for election to the Executive Committee.
  - (6) The members of the Executive Committee are elected individually by the General Membership Assembly by simple majority for the duration of one term of office. At the request of a member present, the election shall be conducted by secret ballot. If a member of the Executive Committee resigns before the end of the term of office, an extraordinary General Membership Assembly shall be convened to elect a successor for the remaining term of office.
  - (7) The term of office shall run from July 1 to June 30 of the following year. However, the Executive Committee shall remain in office until a new election has been held.
  - (8) The members of the Executive Committee serve on an honorary (non-remunerated) basis.
  - (9) Resolutions of the Executive Committee may also be adopted in writing, by telephone or via a suitable electronic procedure. The provisions of § 7 (9) shall apply mutatis mutandis to Executive Committee meetings and Executive Committee resolutions.
  - (10) Minutes of the resolutions shall be prepared and signed by the President or the Vice President Education.
  - (11) The Executive Committee may adopt rules of procedure.
  - (12) The members of the Executive Committee shall only be liable to the association for willfully intentional or grossly negligent conduct. If claims are asserted against Executive Committee members by third parties on the basis of their Executive Committee activities, the association shall indemnify the Executive Committee member concerned against such claims, unless the Executive Committee member acted with willful intent or gross negligence.

## **§ 9 Amendments to the Articles of Association**

- (1) The General Membership Assembly decides on amendments to the Articles of Association. Proposals to amend the Articles of Association and to dissolve the association must be sent to the members at least one month before the General Membership Assembly meeting. A majority of 3/4 of the valid votes cast is required to amend the Articles of Association and to dissolve the association.
- (2) Amendments or additions to the Articles of Association prescribed by the competent registration authority or the tax office shall be implemented by the Executive Committee and do not require a resolution by the General Membership Assembly. They must be communicated to the members with the next invitation to the General Membership Assembly at the latest.

## **§ 10 Dissolution, accrual of the association's assets**

In the event of the dissolution of the association or the abolition of the corporation or the discontinuation of tax-privileged purposes, the assets of the association shall be transferred to a legal entity under public law or to another tax-privileged corporation for use for purposes in accordance with § 2.

## **§ 11 Data protection**

Personal data is collected from members as part of membership administration. This data is processed and stored within the framework of membership in accordance with the statutory provisions. For ordinary members, data will also be passed on to Toastmasters International.