

Statutes for Ballspielverein 09 e.V. Dortmund

GENERAL

Section 1

The club's name, place of business and colours

Ballspielverein Borussia 09 e.V. Dortmund, founded on 19 December 1909, is based in Dortmund and is listed under Dortmund District Court's Register of Associations. The club's colours are black and yellow.

Section 2

Purpose and functions

- (1) The purpose and function of the club is to promote sport. In particular, it seeks to promote sporting exercise and endeavour among its members, especially among adolescents, whereby the team sport of football is accorded a pre-eminent position within the club as the primary form of sport. The club remains strictly neutral with respect to religion and politics and rests upon a democratic foundation in all of its concerns.
- (2) The club also operates the following divisions:
 - a) The Handball Division
 - b) The Table Tennis Division
 - c) The Borussia Dortmund Supporters Association
- (3) The club promotes the function of sport as a unifying element between nationalities, cultures, religions and social classes. It provides children, young persons and adults with a sporting home regardless of gender, skin colour, background, beliefs, social position or sexual identity.
- (4) Furthermore, the club also aims to promote art and culture. It is expected that the promotion of art and culture as stipulated in these Statutes will be realised through the establishment and operation of cultural bodies for the purpose of cultivating and passing on traditions, such as a collection of historical artefacts and documents which attest to the sporting and cultural significance of the club for the city of Dortmund and the region. The primary means for the realisation of this end shall be the establishment and operation of a club museum which is open to the general public.
- (5) The club pursues exclusively and directly not-for-profit purposes in the sense of the "tax-privileged purposes" section in the German Tax Code. The club operates selflessly and does not pursue its own economic interests in the first instance. The club's funds may only be used for the purposes set forth in these Statutes. Its members, in their capacity as such, will not receive any allowances from the club's funds. In order to uphold the club's not-for-profit status, nobody is to benefit from payments which are contrary to the club's purposes or from remuneration that is disproportionately high.
- (6) Positions within the club are voluntary insofar as nothing else is explicitly stated in these Statutes.
- (7) Employees or members of organs of companies which are in a contractual relationship with several clubs or subsidiaries of the professional leagues or parent clubs may not become members of the club's controlling, managerial or representative bodies unless these companies' financial interest in the sporting success of several clubs or subsidiaries of the professional leagues or parent clubs can be ruled out.

- (8) Members of controlling, managerial and representative bodies of other clubs or other subsidiaries of the professional leagues or other parent clubs may not assume any functions in the club's organs.
- (9) On the basis of the DFB and other sporting associations' currently applicable statutes and regulations, all of the club's taxable business operations (the professional football team, the amateur team, the A-Junior team and the first ladies' handball team) may be spun off into a partnership limited by shares.

Section 3 Membership of associations

- (1) The DFB's statutes and regulations in their currently applicable version are directly binding on the club and its members. These material provisions or provisions of organisation and responsibility constitute the rules set forth by the DFB as the governing sports association which are generally recognised within German association football.
- (2) With respect to the Handball and Table Tennis Divisions, the relevant complementary provisions of their professional associations apply.
- (3) The Bundesliga club belongs to the DFB directly as an associate member, the 2. Liga club belongs to the DFB indirectly. The Bundesliga club and the 2. Liga club are members of their national and/or regional associations which, for their part, are members of the DFB as an umbrella association. Owing to the Bundesliga club's direct membership of the DFB and the 2. Liga club's indirect membership of the DFB, and owing to the provisions regarding the supremacy of the DFB's statutes and regulations in the statutes of the national (and regional) association, and owing to the club's direct and indirect membership of the national and/or regional association, the DFB's statutes and the DFB's regulations – especially the professional players' statute, the laws of the game and its legal and procedural rules – as well as the regional association's statutes and provisions are binding on the club insofar as they refer to the use of the club's facilities for the Bundesliga and the 2. Liga, operations when using them, sanctions in the event of the provisions of use being violated and exclusion from use. This applies to all decisions taken by DFB organs and representatives or by the organs and representatives of the regional association with respect to the club, especially where the club has sanctions imposed on it in accordance with Section 43 of the DFB's statutes. The club submits itself to the authority of the DFB and the national and/or regional association. This authority is exercised through the aforementioned regulations and organ decisions, including sanctions.
- (4) The club transfers its own authority over its members to the national and/or regional association so that it may be exercised by it, insofar as the matter at hand concerns the use of the club's facilities for the Bundesliga and the 2. Liga, operations when using them, sanctions in the event of the provisions of use being violated and exclusion from use. At the same time, the club authorises the national and/or regional association to transfer the club's authority surrendered to it to the DFB.
- (5) The club submits itself to the authority of the DFB and the national and/or regional association and transfers its authority to them so that violations of the aforementioned provisions and decisions can be followed up and penalised through sanctions.

Section 4 Dissolution

- (1) The dissolution of the club can only be decided on at a general assembly specifically convened for this purpose. A resolution on dissolution requires a majority of three quarters of the votes cast.
- (2) In the event of the club's dissolution or suspension or in the event of the discontinuation of the club's not-for-profit purposes, the club's assets will be transferred to a legal person under public law or another tax-privileged corporation for the purpose of promoting sport.

Section 5 Business year

Each business year begins on 1 July and ends on 30 June the following year.

MEMBERSHIP

Section 6 Acquiring membership

- (1) Every natural person may become a member of the club. Legal persons and other associations of persons with legal independence may also become members.
- (2) The admission of full members and youth members will be granted through a resolution passed by the board on the basis of a written request.
- (3) Rights arising from membership may be asserted at the earliest at the beginning of the calendar month following payment of the admission fee and the annual membership fee.

Section 7 Members

- (1) The club consists of:
 - a) Full members
 - b) Youth members up to the age of 18
 - c) Honorary members
- (2) At the recommendation of the board in agreement with the Advisory Committee, honorary members may be appointed by the General Assembly.

Section 8 Mandatory fees

- (1) The board is entitled to raise a joining fee. An annual fee for membership will be raised. This fee can be found under the membership fee regulations.
- (2) The amount and due date of joining fees and membership fees will be determined by the General Assembly at the suggestion of the Board.
- (3) In special cases, the board may waive or defer joining fees and membership fees in their entirety or in part.

- (4) Honorary members are exempt from the obligation to pay membership fees.

Section 9 Loss of membership

- (1) Membership ends owing to the death, withdrawal or expulsion of a member. On termination of membership, all rights associated with membership of the club shall expire.
- (2) Withdrawal from the club is permissible at the end of a calendar year. A declaration of withdrawal is to be submitted to the club in writing no later than four weeks prior to the end of the calendar year.
- (3) The board may expel a member where he or she:
- a) is more than six months in arrears with the payment of membership fees after having been sent a written warning and having been threatened with expulsion; or
 - b) has deliberately violated the club's statutes or resolutions of the club's organs; or
 - c) has grossly damaged the club's reputation; or
 - d) has seriously endangered the club's camaraderie; or
 - e) has voiced views incompatible with Section 2 Paragraph (3).

In cases b) to e), the member concerned shall be given a hearing before resolution is passed.

- (4) The expulsion of a member is to be communicated to him or her in a written letter detailing the reasons for his or her expulsion. Objection to such an expulsion may be raised within two weeks after a member's expulsion has been made known to him or her. The expelled member must be made aware of the opportunity to do so when he or she is informed of his or her expulsion. Such an objection must be sent to the club in writing. The Advisory Committee will reach a final decision on the objection after having heard the opinion of the Board and after having heard the member concerned.

THE CLUB'S ORGANS

Section 10 The club's organs

The General Assembly
The Board
The Advisory Committee
The Election
Committee
The Economic Council

THE GENERAL ASSEMBLY

Section 11 Functions and voting rights

- (1) The General Assembly is the club's decision making organ.
- (2) The agenda must include the following points:
 - a) Honours
 - b) The annual report and financial statement for the previous business year from the Board
 - c) The discharge of the Board
 - d) The election of the cash auditors
 - e) The election of four members to the Economic Council in accordance with Section 20 (1)
 - f) The election of the Board (in election years)
 - g) Requests and wishes
- (3) At the General Assembly, every adult member who is present has one vote insofar as these Statutes do not stipulate otherwise. Youth members aged 16 years or older may participate in the General Assembly, but do not have the right to vote and do not have any active and/or passive voting rights. The legal representatives of youth members may not enter the General Assembly where they themselves are not members of the club.
- (4) Every member with voting rights may submit a written request to the Board for items to be added to the agenda and may also file motions no later than two weeks prior to the General Assembly. Before they can be added to the agenda, the chairperson of the General Assembly must announce requests for the addition of items to the agenda as well as any other motions.

Section 12 Convocation

The ordinary General Assembly will take place each year in the period from 1 September to 30 November. A written invitation to the General Assembly must sent out as a letter or published in the club's newsletter at least four weeks in advance of the Assembly. This invitation must include the agenda.

Section 13 Extraordinary General Assembly

- (1) An extraordinary General Assembly shall be convened when:
 - a) the Board or
 - b) the Advisory Committee or
 - c) the Economic Council

decides to do so, or when five per cent of members with voting rights request this while stating the purpose and reasons for wanting to do so to the Board.

Section 14 The keeping of minutes

During the course of the Assembly, minutes of resolutions passed are to be kept. These are to be signed by the chairperson of the General Assembly and by another member of the Board.

Section 15
The conduct of the General Assembly

The General Assembly will be conducted by the President or, in the case of his or her inability to attend, his or her Deputy. If none of the Board members are present, the Assembly will determine who conducts the General Assembly.

Section 16
The adoption of resolutions

- (1) The General Assembly is able to pass resolutions irrespective of the number of members in attendance. The General Assembly will pass resolutions on a simple majority basis.
- (2) Votes will be conducted by the raising of hands unless at least ten (10) per cent of the members present request an alternative voting method.
- (3) A simple majority of votes cast is required for an election at the suggestion of the Election Committee, otherwise an absolute majority of votes cast is required for an election.
- (4) Amendments to these Statutes require a majority of three quarters of votes cast.

THE BOARD

Section 17
Composition

- (1) The Board shall consist of:
 - a) the President
 - b) his or her Deputy
 - c) the Treasurer
- (2) The members of the Board work for the club on a voluntary basis. A member of the Board may work for Borussia Dortmund GmbH & Co. KGaA or Borussia Dortmund Geschäftsführung GmbH on a full-time basis, whereby the President is excluded from this provision. Six of the eight members of the Economic Council must consent to a board member's full-time employment.
- (3) In order to fulfil its functions, the Board may call upon the support of committees. These are to be constituted by the Board.
- (4) These committees shall determine their agenda in agreement with the Board.
- (5) The President, his or her Deputy and the Treasurer shall each be elected by the General Assembly for a term of three years at the suggestion of the Election Committee. Should the Election Committee's suggestions not achieve the required majority, the Election Committee can submit new suggestions for each position on the Board for the General Assembly to elect. Should the amended suggestions also fail to achieve the required majority or should the amended suggestions not be put forward for election, the President, his or her Deputy or the Treasurer shall be elected by the General Assembly without any suggestions from the Election Committee.
- (6) A Board member's tenure shall end with the election of a successor or because of his or her resignation.

- (7) Two members of the Board shall represent the club judicially and extra-judicially. Internally, the Deputy and the Treasurer must represent the club jointly if the President is impaired. The Board will pass resolutions on a simple majority basis. Where votes are equal, the President's vote shall be decisive.
- (8) The club's cash transactions shall be conducted according to commercial principles. After the business year has elapsed, they must be audited by two of the club's members and an auditor in observation of the obligations applicable to not-for-profit corporations. Both of the club's members are to be elected at the suggestion of the Election Committee each year by the General Assembly, whereby they may be re-elected twice. The provisions in Section 17 (5) Sentences 2 and 3 apply accordingly. Neither of the cash auditors may belong to any other organs of the club, with the exceptions of the General Assembly and the Election Committee. The result of the audit report is to be presented to the ordinary General Assembly together with the financial statement for the previous business year.
- (9) The Board acts according to an agenda which it sets for itself.

Section 17a
The power of representation and other functions of the board

- (1) The Board's power of representation is limited in such a way that the prior approval of the General Assembly is required for legal transactions relating to the disposal (sale, assignment, encumbrance) of a share or part of a share in Borussia Dortmund Geschäftsführungs GmbH (registered in the Commercial Register of Dortmund District Court under HRB 14206); such approval requires a majority of at least three quarters of votes cast. Apart from that, the provisions of these statutes and the German Civil Code remain unaffected with respect to the Board's power of representation.
- (2) The club holds all of the shares in Borussia Dortmund Geschäftsführung GmbH and is, as a result, its sole shareholder. The Board, which represents the club in this respect and which is charged with observing and fulfilling all rights and obligations in this respect, must ensure that the club remains the sole shareholder of Borussia Dortmund Geschäftsführung GmbH in future, i.e., that the club has the entire share of the votes at the shareholders' meeting. The Board is also obliged to ensure that the company's bodies - currently the Advisory Board and the Executive Committee - always remain composed of a majority of members of the club in accordance with the statutes or the articles of association of Borussia Dortmund Geschäftsführungs GmbH.

THE ADVISORY COMMITTEE

Section 18
Composition, election and functions

- (1) The Advisory Committee shall consist of a maximum of 12 members who, where possible, have been a member of the club for 30 years, or who have rendered great sporting services to the club as a former active participant, or who have been a member of the Board or the Economic Committee for at least five years, or who are honorary members.
- (2) Members of the Advisory Committee are each elected for a period of three years by the General Assembly at the suggestion of the Board. The Advisory Committee shall elect a chairperson and his or her deputy from among its members. It acts according to an agenda which it sets for itself.

- (3) Work as part of the Advisory Committee is unsalaried. Its members are independent and are not subject to the instructions of any other of the club's organs.
- (4) The Advisory Committee may pass resolutions when six members are present.
- (5) The Advisory Committee only acts when requested to do so by the organs and the members. In the event of expulsion proceedings, the Advisory Committee shall only decide on an expulsion after having heard the person concerned.
- (6) The Advisory Committee is entitled to receive information about important sporting decisions from the Board.

THE ELECTION COMMITTEE

Section 19 Composition and functions

- (1) The Election Committee shall consist of:

Four members from the Economic Council, three members from the Advisory Committee, the division heads of the following divisions: Handball, Table Tennis, the Borussia Dortmund Supporters Association, both of the cash auditors and the head of the youth football division. The Election Committee's recommendations for elections are agreed on in secret ballots.
- (2) The Election Committee is tasked with recommending suitable candidates for the Board, for the four members of the Economic Council who are to be elected and for the two cash auditors who are to be elected.
- (3) It elects a chairperson and his or her deputy from among its own members and acts according to an agenda which it sets for itself.
- (4) The Economic Council and Advisory Committee elect their representatives for the Election Committee at the beginning of every term of office. It is possible for members to be re-elected repeatedly.
- (5) Should a member of the Economic Council or Advisory Committee withdraw from these bodies, the particular body shall elect a successor in place of the withdrawing member.

THE ECONOMIC COUNCIL

Section 20 Composition

- (1) The Economic Council consists of eight members. Four of these shall be elected by the General Assembly, and four shall be appointed by the Board. It is possible to be re-elected or re-appointed to the Economic Council. If one of the four appointed members of the Economic Council withdraws prematurely, a successor may be appointed by the Board for the remainder of his or her tenure.
- (2) The members of the Economic Council are each elected or appointed for a period of three years. The General Assembly can only elect candidates who have been recommended by the Election Committee, irrespective of the regulations in Section 17 (4) Sentence 3. The number of recommended candidates must correspond with the number of positions to be filled. Members will be elected individually.

- (3) A member of the Board may not become a member of the Economic Council.
- (4) The Economic Council elects its chairperson and his or her deputy from among its members.
- (5) It acts according to an agenda agreed with the Board.

Section 21
The Economic Council's responsibilities

- (1) The Board is obliged to inform the Economic Council of the club's financial situation every six months. The Economic Council determines the type and scope of the audit through the auditor. The Economic Council recommends the auditor for election at the General Assembly.
- (2) The chairperson of the Economic Council or his or her deputy shall present a report on the nature and results of their activities at the ordinary General Assembly.
- (3) The chairperson requires the consent of the Economic Council in the following cases:
 - a) The purchase, sale or encumbrance of property or rights equivalent to property;
 - b) The granting of loans and the assumption of sureties, guarantees and similar liabilities insofar as they exceed an amount of EUR 150,000;
 - c) The taking out of loans.
- (4) Where the Economic Council has not consented to a legal transaction which the Board intends to undertake, the matter is to be dealt with verbally with the Economic Council at the Board's request. The consent of the Economic Council is deemed to have been given where at least seven members of the Board and the Economic Council regard the implementation of the legal transaction decided on by the Board to be necessary.

DIVISIONS

Section 22
General

- (1) Members have a right to participate in club life according to the regulations that apply to the individual divisions.
- (2) The division regulations are decided on by the individual divisions and require the consent of the Board. The head of each division is appointed by the Board at the recommendation of the division assembly.
- (3) The club may create further divisions. Divisions will be created in agreement with the Board. Any dissolution will be carried out by the Board, but requires the consent of the particular division assembly or a majority of two thirds of the General Assembly.

LIABILITY

Section 23 Limitation/exclusion of liability

The club and its officials shall only be liable for damage claims from members if and as far as insurance coverage for such claims exists.

CONCLUDING PROVISIONS

Section 24 The statutes' entering into force

These statutes came into force on 05.03.2014 with their entry onto the Register of Associations.