

# Articles of KinderHOUSE e.V.

As Dated 09.11.2016

*This English translation is not the formal copy of Articles but purely for reference purposes. In all cases of dispute, the German document is final.*

## **§ 1 Name, registered office and fiscal year**

- (1) The association is named "KinderHOUSE e.V."
- (2) The association is based in Munich and is to be registered in the association register.
- (3) The fiscal year of the association is the calendar year.

## **§ 2 Purpose of the Association**

- (1) The purpose of the association is the promotion of child education in the context of the extra-family child care by the establishment and maintenance of a parent-child initiative in the area of family support.
- (2) The purpose of the articles are, in particular, realized by:
  1. <sup>1</sup> Development of a concept for a situation-related and family-oriented education based on scientific and social pedagogical principles, which is based on the life situation of children and parents. <sup>2</sup> The contents are developed jointly by the parents and educators (Erzieher/innen) of the children on regular parents' meetings.
  2. The maintenance of an after-school day care, hereafter referred to as "Hort", on this basis.

## **§ 3 Non-profit-making**

- (1) The Association shall exclusively and directly pursue charitable purposes within the meaning of the "Tax Beneficiaries" section of the Tax Rules.
- (2) <sup>1</sup> The Association is selflessly active. <sup>2</sup> It does not primarily pursue self-management purposes.
- (3) The funds of the Association may only be used for the purposes of the Association.
- (4) <sup>1</sup> The members do not receive any payment from the Association's funds. <sup>2</sup> In the event of their departure or the dissolution of the Association, they shall not be refunded, provided they are owed any sums.
- (5) No person may be favoured by expenditure which is foreign to the purpose of the Association or by disproportionately high remuneration.

#### **§ 4 (Active and passive) membership**

(1) <sup>1</sup> A member of the Association may be any natural or legal person who is willing to promote the Association in an ideal or material way. <sup>2</sup> The prerequisite for concluding a contract with the “Hort” is that all custodians of a child are members of the Association. As long as a “Hort” agreement exists with the parents' initiative for their child (s), members of the association are active members (active membership).

(2) The application for membership in the Association shall be addressed to the Board, which shall decide on the admission.

(3) <sup>1</sup> The membership ends with withdrawal, exclusion or dissolution of the Association, in the case of natural persons by their death, in the case of legal persons by their extinction. <sup>2</sup> The membership of an active member automatically terminates at the end of the care agreement, unless a request for continuation of the membership (passive membership) has previously been submitted to the Board.

(4) <sup>1</sup> The withdrawal is permissible with a period of six weeks at the end of the quarter. <sup>2</sup> It shall be declared in writing to the Board.

(5) <sup>1</sup> A member may be excluded by immediate decision of the Board if they have acted in a gross manner against the interests of the Association or have not complied with their obligations to the Association, so that the Association is considered under consideration of the two parties Interests of the member in the club cannot be expected. <sup>2</sup> The same applies if an active member, with respect to their parents' contributions, remains in arrears for three months despite a reminder. <sup>3</sup> Before the final decision, the member shall be given the opportunity to submit his observations within a reasonable time.

#### **§ 5 Membership fees; Parental contributions**

(1) Each member is charged a monetary amount as a regular annual contribution, the amount and due date of which is determined by the Annual General Meeting (membership fee).

(2) In addition, each active child receives a monthly contribution from active members as a minimum childcare allowance for the care of their child (s), the amount of which is determined by the parents' meeting (parental contribution).

#### **§ 6 Association bodies**

The bodies of the Association are the General Meeting, the Parents' Meeting and the Board.

#### **§ 7 The General Meeting**

(1) As the highest decision-making body, the General Assembly is generally responsible for all tasks, provided that certain tasks have not been delegated to another Association. In particular, the General Meeting shall decide on the

A) Election and dismissal of members of the Board,

- B) Resolution on amendments to the Articles,
- C) Resolution on the dissolution of the Association,
- D) Setting the amount and due date of membership fees,
- E) Acceptance and approval of the annual report and other reports of the Board as well as the
- F) Discharge of the Board.

(2) <sup>1</sup>The regular General Meeting (Mitgliederversammlung) takes place once a year. <sup>2</sup>It shall be convened by the Board, subject to a notice period of two weeks. <sup>3</sup>The invitation stating the agenda shall be made in writing to the last address provided, in writing, by the member. <sup>4</sup>Members who have provided the Association with an e-mail address may receive the invitation via email and download the agenda electronically. <sup>5</sup>The notice period begins with the day following the sending of the invitation.

(3) <sup>1</sup>Each member may apply for further matters be placed on the agenda. <sup>2</sup>If such an application is received by the Board in writing or by e-mail at least one week before the General Meeting, the agenda at the beginning of the General Meeting shall be supplemented accordingly. <sup>3</sup>The agenda of the General Meeting shall be passed by means of proposals for supplementing the agenda, which shall be submitted only later or in the General Meeting.

(4) An extraordinary General Meeting shall be convened if demanded by the interests of the Association or if demanded by 25% of the members of the Association in writing to the Board, stating the purpose and reasons.

(5) <sup>1</sup>The General Meeting shall be a quorum if at least a quarter of all members of the Association are present or duly represented. <sup>2</sup>In the event of disqualification, the Board shall convene a second meeting with the same agenda within one month. <sup>3</sup>This second meeting may be resolved without regard to the number of the members of the Association, if this has been indicated in the invitation. <sup>4</sup>Furthermore, general notice provisions apply to the invitation.

(6) <sup>1</sup>The General Meeting shall be chaired by a member of the Board, in the event of the absence of all members of the Board, the meeting shall appoint the meeting chairperson. <sup>2</sup>In elections, the chairpersonship may be assigned to another member of the Association for the duration of the election and the previous discussion.

(7) <sup>1</sup>The General Meeting shall pass its resolutions by a simple majority of the members present or duly represented, unless the law or these Articles of Association provide otherwise in individual cases. The type of vote shall be determined by the chairperson. <sup>3</sup>The voting shall be made in writing if at least a quarter of the voting members present or duly represented in the vote so request. <sup>4</sup>In the General Meeting, each member is entitled to vote. <sup>5</sup>Active members with child custody shall have only one vote for each of their children who are cared for in the KinderHOUSE, for whom they share the right to be cared for, which they can only exercise on a uniform basis. <sup>6</sup>In order to exercise the right to vote, another member may be authorized in writing. <sup>7</sup>A member may not represent more than one other voice. Abstentions are "No" votes.

(8) A majority of two-thirds of the votes cast is required for amendments to the Articles of incorporation or dissolution of the Association.

(9) The terms laid down in the resolutions are valid for the elections.

(10) <sup>1</sup>The resolutions of the General Meeting must be documented in minutes and those minutes to be signed by the meeting chairman and the meeting secretary. <sup>2</sup>The General Meeting shall appoint the meeting's secretary. The minutes shall include the place and time of the meeting, the number of the members present, the chairperson of the meeting and the secretary of the minutes, the agenda, the resolutions taken, the type of voting and the voting results.

(11) <sup>1</sup>The Board is bound by the resolutions of the members. <sup>2</sup>The extent of the Board's powers are thus internally restricted.

## **§ 8 The Parents Meeting**

(1) <sup>1</sup>Extraordinary meetings take place several times a year as required. <sup>2</sup>In the Parents Meeting, the tasks and objectives as well as the educational concept of the parent-child initiative are elaborated and defined. <sup>3</sup>The Parents Meeting shall be informed of the ongoing business of the Association. <sup>4</sup>The Board shall convene Parent Meetings with a notice of at least one week, stating the agenda.

(2) The Parents Meeting consists of the active members of the Association as well as the educators (Erzieher/innen) of the children supervised at KinderHOUSE, but a Parents Meeting can only be convened for the active members.

(3) § 7 para. 2 p. 3-5, para. 3 p. 1, para. 6, para. 7, para. 10 and para. 11 shall apply accordingly.

## **§ 9 The Board**

(1) The Management Board shall consist of at least two members.

(2) <sup>1</sup>The Board is a legal representative of the Association to the outside. They take their decisions unanimously. <sup>3</sup>All members of the Board are solely entitled to represent the Association.

(3) <sup>1</sup>The Board shall be elected by the General Meeting. <sup>2</sup>Only active members may be elected as members of the Board.

(4) <sup>1</sup>The term of office of the Board is one year. A re-election is possible. The Board remains in office until the successful election of a new Board. If a member of the Board ceases to serve during the term of office, the Board may appoint a substitute member for the remaining term of office of the departed.

(5) <sup>1</sup>The Board is principally engaged in voluntary activities. <sup>2</sup>The Annual General Meeting may decide an annual, reasonable, flat-rate compensation for members of the Board.

(6) <sup>1</sup>The Board decides on the allocation of care places and agrees contracts with the members. <sup>2</sup>The decision to be accepted as an active member is made in consultation

with the educators (Erzieher/innen) of the children as well as with guidelines defined by the parents' meeting.

### **§ 10 Dissolving the Association**

(1) The dissolution of the Association may be decided only in a meeting of members convened for this purpose.

(2) When dissolving the club or due to loss of tax relief purposes, moneys from third parties (like city youth welfare office, advance payments by club members) have to be paid back to these.

(3) In the event of the dissolution of the Association or in the event of the abolition of its former purpose, the assets shall be transferred to a corporation of public law or another tax-privileged body for the purpose of the education of children.