

## **Articles of Incorporation**

### **1. Name, Domicile, and Date of Incorporation**

The fan club bears the name “VfB Stuttgart Americana”, is based in Cleveland, Ohio, was founded on July 31st, 2022, and was officially certified the 17th of November, 2022.

### **2. Financial Year**

The fiscal year is the calendar year.

### **3. Purpose of the Association**

The purpose of the club is to support VfB Stuttgart at home and away games. Within the framework of an active club life, the OFC tries to positively influence the image of the fans in public. The club is politically neutral and has no right-wing or left-wing extremist content.

### **4. Beginning and End of a Membership and Membership Rights**

- a. In principle, any person who has reached the age of 18 can become a member. The Board will decide on membership applications, which must be submitted in writing. In the event of a rejection, the applicant must be informed of the reasons for this.
- b. Each member must agree to renounce violence.
- c. Membership ends upon death, resignation or expulsion.
  - i. The declaration of resignation must be made in writing.
  - ii. The expulsion takes place:
    1. In the event of gross or repeated violations of the statutes or the interests of the association.
    2. For dishonorable behavior inside and outside the association.
    3. For other serious reasons.
  - iii. The Board decides on the exclusion.
- d. With the termination of membership, all claims against the association expire.
- e. Membership Qualification and Rights
  - i. Ordinary membership is open to any person living in the United States. Persons having formerly lived in the United States and joined the OFC at that time can retain their membership, but become automatically Association Members.
  - ii. Associated membership is open to any person living in North America. Associated members in North America will be grouped

and coordinated by country section. Persons having formerly lived in North America who joined the OFC at that time can retain their membership, but will change their country section.

- iii. Any person living outside North America is only eligible for associated membership when having strong connections to North America and/or the OFC.
  - iv. Associated members outside North America will be grouped and coordinated by country section. Persons having formerly lived in North America who joined the OFC at that time may retain their membership by changing to such a country section.
  - v. Honorary membership is open to any person in recognition of being an active supporter of VfB Stuttgart and the OFC upon recommendation of a member and approval by the Board.
  - vi. Persons who are below 18 years of age shall not be accepted as members without the written consent of their parent or guardian.
- f. Membership Rights
- i. Only Ordinary members who are above 18 years of age and are currently living in America shall have the right to vote and to hold office in the OFC. Associated members shall have no right to vote and hold office in the OFC.
  - ii. Membership for members who have not updated their personal particulars for at least two (2) years or are not actively participating and supporting the objectives and activities of the OFC may be discontinued by decision of the Board.

## **5. Annual Fee**

- a. There shall be no entrance fee payable for all members.
- b. There shall be no subscriptions payable by members. The funds of the OFC shall be derived from free-will offerings.
- c. Any additional fund required for special purposes may only be raised from members with the consent of the general meeting of the members.
- d. The income and property of the OFC whensoever derived shall be applied towards the promotion of the objects of the OFC as set forth in this Charter and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise howsoever by way of profit to the persons who at any time are or have been members of the OFC or to any of them or to any person claiming through any of them.

## **6. Board**

- a. The duty of the Board is to organize and supervise the daily activities of the OFC. The Board may not act contrary to the expressed wishes of the Annual General Meeting (AGM) without prior reference to it and shall always remain subordinate to the AGM.
- b. The OFC is represented, at minimum, jointly by the two (2) Chairmen. The treasurer manages the club treasury and has to keep a complete book of expenses.
- c. The Board of Directors must consist of members of the OFC. If a Board member leaves the OFC, his or her position automatically expires.
- d. The Board must consist of:
  - i. The 1st chairman.
  - ii. The 2nd chairman.
  - iii. The Treasurer.
  - iv. The Secretary.
- e. Other Board positions may include:
  - i. Human Resources
  - ii. Sporting Director
  - iii. USA Liaison
  - iv. German Liaison
  - v. Other to be proposed and voted on by the members
- f. A Board Meeting shall be held at least once every six (6) months after giving seven (7) days' notice to Board Members.
- g. The Chairman may call a Board Meeting at any time by giving five (5) days' notice.
- h. Majority of the Board Members must be present for its proceedings to be valid.
  - i. In case of urgency the Board can make decisions by circular email.
  - ii. Such decisions must be minuted in the next Committee Meeting by the Secretary.
- i. Any member of the Board absent from three (3) meetings consecutively without satisfactory explanations shall be deemed to have withdrawn from the Board and a successor may be co-opted by the Board to serve until the next AGM.

## **7. Election of the Board**

- a. The Board of Directors is elected for a period of two (2) years at the AGM.
- b. Names for the above offices shall be proposed and seconded at the AGM.

- c. All office-bearers may be re-elected to the same or related post for a consecutive term of office.
- d. Election will be either by show of hands or, subject to the agreement of the majority of the voting members present, by an online secret ballot. In the event of a tie, a re-vote shall be taken and if it still results in a tie, a member shall flip a coin to determine who shall be the successful candidate unless the contesting candidate(s) withdrew in favor of one of themselves.
- e. The Board of Directors will be elected by a simple majority of the members present. (See below for quorum details)
- f. If a member of the Board of Directors resigns from office, an Extraordinary General Meeting must be convened in the following six (6) weeks if no ordinary AGM takes place in the period. A substitute member is elected there.

### **8. Annual General Meeting (AGM)**

- a. The authority of the OFC is vested in the AGM of the members.
- b. The AGM takes place once a year.
- c. The Board of Directors must inform the members in writing two (2) weeks in advance.
  - i. An AGM shall be held no later than within three (3) months from the close of its financial year (i.e., September 30th).
  - ii. At other times, an Extraordinary General Meeting may be called by the Chairman on the request in writing of not less than 10% of the total voting membership (*as of January 1st, 2023, there are 56 voting members, so at least 6 members*) and may be called at any time by order of the Board.
    - 1. The notice in writing shall be given to the Secretary setting forth the business that is to be transacted.
    - 2. The Extraordinary General Meeting shall be convened no later than within two (2) months from receiving the request to convene the Extraordinary General Meeting.
- d. Resolutions made at General Meetings are only valid if at least one third of all voting members are present (*as of January 1st, 2023, at least 19 members*).
  - i. Voting by proxy is allowed at all AGM's (up to a maximum of five (5) proxies per member present at the AGM).
  - ii. Members giving up their vote to proxy must email the Board approving proxy voting.

- e. The particulars of the agenda shall be posted by the Board four (4) days in advance of the meeting.
- f. The following points will be considered at the AGM:
  - i. The previous financial year's accounts.
  - ii. The annual report of the Board.
  - iii. Where applicable, the election of office-bearers.
  - iv. Any member who wishes to place an item on the agenda of a General Meeting may do so provided they give notice to the Secretary one (1) week before the meeting is due to be held.
- g. Voting
  - i. At least 33% of the total voting membership must be present at an AGM to form a quorum.
    - 1. Proxies shall not be constituted as part of the quorum.
  - ii. In the event of there being no quorum (33% of the voting membership) at the commencement of an AGM, the meeting shall be adjourned for half an hour and should the number then present be insufficient to form a quorum, those present shall be considered a quorum, will be allowed to vote, but they shall have no power to amend any part of the existing Constitution.

## **9. Dissolution**

- a. The association is dissolved by resolution of the AGM, whereby three quarters of the members present must vote for the dissolution of the association. If the association is dissolved, all assets will be divided among all members.