

Articles of Association of Ballspielverein Borussia 09 e.V. Dortmund

GENERAL

Article 1

Name, registered office and colours of the club

Ballspielverein Borussia 09 e. V. Dortmund (the "club"), founded on 19 December 1909, has its registered office in Dortmund and is recorded in the register of associations of the Local Court (*Amtsgericht*) of Dortmund. The club colours are black and yellow.

Article 2

Purpose and mission

- (1) The purpose and mission of the club is the promotion of sports, in particular the promotion of sporting activities and performance of its members, in particular of young people, whereby the team sport of football plays the most prominent role within the club. The club is strictly non-political and non-religious and is founded on democratic principles in all respects.
- (2) The club also maintains the following departments:
 - a) Handball department
 - b) Table Tennis department
 - c) Department for Fan Affairs
- (3) The club promotes the role of sports as an element that unites nationalities, cultures, religions and social classes. It offers children, young people and adults a sporting home regardless of gender, skin colour, nationality, faith, social status or sexual identity.
- (4) The club also pursues the purpose of promoting art and culture. This purpose is to be realised in particular by establishing and operating cultural institutions for preserving and promoting cultural heritage, such as a repository of historical artefacts and documents testifying to the club's sporting and cultural significance for Dortmund and the region. The primary aim is to establish and operate a club museum that will be open to the general public.
- (5) The club pursues exclusively and directly public-benefit purposes within the meaning of the section "tax-privileged purposes" of the German Fiscal Code (*Abgabenordnung*, "AO"). It serves altruistic purposes and does not primarily serve its own economic purposes. The funds of the club may be used solely for the purposes set out in the Articles of Association. Members receive no allocations from the funds of the club in their capacity as members. In order to maintain the public-benefit status, the club may not provide a benefit for any person by means of expenditure unrelated to the purpose of the club or disproportionately high remuneration.
- (6) To the extent not otherwise expressly provided in these Articles of Association, club functions are honorary functions.
- (7) Employees or members of governing bodies of companies that have contracts with multiple clubs or subsidiaries of the licensed leagues or parent associations may not be members of the club's governing, representative or supervisory bodies, unless it can be ruled out that such companies do not hold any economic interest in the sporting success of multiple clubs or subsidiaries of the licensed leagues or parent associations.
- (8) Members of the governing, representative or supervisory bodies of other clubs or other subsidiaries of the licensed leagues or other parent associations may not exercise functions in the club's governing bodies.
- (9) On the basis of the applicable articles of association and rules of the DFB and other sporting associations, the club's entire commercial operations subject to taxation (professional team, amateur team, U19 team and senior women's handball team) may be spun-off into a German

partnership limited by shares (*Kommanditgesellschaft auf Aktien*).

Article 3 Club affiliation

- (1) The articles of association and rules of the DFB, as amended from time to time, are directly binding on the club. These substantive provisions or organisational and jurisdictional regulations are the rules established by the DFB as the competent sports association and thus generally recognised in the sport of football in Germany.
- (2) The handball and table tennis departments are subject to the corresponding supplementary regulations of their respective professional associations.
- (3) As an associate member, the Bundesliga club is a direct member of the DFB; the second division club is an indirect member of the DFB. The Bundesliga club and the second division club are members of their state and/or regional associations, which in turn are members of the DFB as the umbrella association. Due to the direct affiliation of the Bundesliga club and the indirect affiliation of the second division club with the DFB and the provisions stipulating the binding force of the DFB articles of association and rules in the articles of association of the state (and regional) association and the direct or indirect affiliation of the club with the state and/or regional association, the DFB articles of association and the DFB rules – in particular the Licensed Player Statute (*Lizenzspielerstatut*), the Match Regulations (*Spielordnung*) and the Legal and Procedural Regulations (*Rechts- und Verfahrensordnung*) – as well as the regional association articles of association and the regional association rules are also binding on the club insofar as they relate to the use of the first and second Bundesliga division club facilities, the activities involved in their use, sanctions in the event of violations of the rules of use and being barred from use. This also applies to decisions of the governing bodies and agents of the DFB or the governing bodies and agents of the regional association issued vis-à-vis the club, in particular if club sanctions are imposed pursuant to article 43 of the DFB articles of association. The club hereby submits to the authority of the DFB, the state and/or regional association, which is exercised pursuant to the aforementioned regulations and decisions of the governing bodies, including the sanctions.
- (4) The club hereby delegates its own authority over its members to the state and/or regional association to exercise as it relates to the use of the first and second Bundesliga division club facilities, the activities involved in their use, sanctions in the event of violations of the rules of use and being barred from use. At the same time, the club authorises the state and/or regional association to further delegate its authority to the DFB to exercise.
- (5) The purpose of the club's submission to the authority of the DFB, the state and/or regional association and the delegation of the authority to exercise is to allow violations of the aforementioned regulations and decisions to be prosecuted and penalised by sanctions.

Article 4 Dissolution

- (1) The club may only be dissolved by resolution of a Members' Meeting to be convened solely for this purpose. The resolution on dissolution must be adopted by a majority of three quarters of the votes cast.
- (2) If the club is dissolved or disbanded or if it no longer pursues exclusively tax-privileged purposes, the assets of the club shall devolve to a legal person under public law or another tax-privileged corporation to be used for the purpose of promoting sports.

Article 5 Financial year

The financial year commences on 1 July of a given year and ends on 30 June of the following year.

MEMBERSHIP

Article 6
Acquisition of membership

- (1) Any natural person may become a member of the club. Legal persons and other associations with independent legal capacity may also become members.
- (2) Ordinary and adolescent members may be admitted by resolution of the Executive Board based on a written application.
- (3) Membership rights may be asserted at the earliest at the beginning of the calendar month following payment of the admission fee and the annual membership fee.

Article 7
Members and statement of core values

- (1) The club comprises:
 - a) Ordinary members
 - b) Adolescent members of up to 18 years of age
 - c) Honorary members
- (2) Honorary members may be appointed by the Members' Meeting on the recommendation of the Executive Board in consultation with the Council of Elders.
- (3) The club shall adopt a statement of core values to be resolved by the Members' Meeting. The foregoing also applies to any subsequent amendments to the statement of core values. The statement of core values shall serve as a guiding principle for the actions of all members.

Article 8
Fees

- (1) The Executive Board has the authority to collect an admission fee. An annual fee for club membership shall be collected in accordance with the Fee Regulations (*Beitragsordnung*).
- (2) The amount and due date of admission and membership fees are set by the Members' Meeting on the recommendation of the Executive Board. By resolution of the Members' Meeting, members may be required to pay levies, the amount of which may be up to half of the annual membership fee.
- (3) In special cases, the Executive Board may waive or defer admission and membership fees in whole or in part.
- (4) Honorary members are exempt from the obligation to pay membership fees.

Article 9
Termination of membership

- (1) Membership shall terminate upon the member's death, withdrawal or expulsion. Upon termination of membership, all rights associated with club membership shall expire.
- (2) Members may withdraw from the club to the end of a given calendar year. Notice of withdrawal must be given to the club in writing with 4 weeks' notice to the end of the calendar year.
- (3) The Executive Board may expel a member if they:
 - a) are more than six months in arrears with the payment of fees after having received a written reminder threatening expulsion; or
 - b) are in violation of the club's Articles of Association or resolutions of the club's governing bodies; or
 - c) cause gross harm to the club's reputation; or
 - d) seriously compromise the club camaraderie; or

e) exhibit or express an attitude or view that is inconsistent with Article 2 (3).

In cases b) to e), the relevant member must be heard before the resolution is adopted.

- (4) The member must be given notice of expulsion, stating the reasons, by registered letter. An objection to expulsion may be lodged within two weeks of the notice of expulsion. The member being expelled must be advised of this in the notice of expulsion. The objection must be sent to the club by registered letter. The final decision on the objection shall be made by the Council of Elders after having obtained the opinion of the Executive Board and heard the member in question.

GOVERNING BODIES

Article 10 Governing bodies of the club

The Members' Meeting
The Executive Board
The Council of Elders
The Election Committee
The Council of Economic Affairs

MEMBERS' MEETING

Article 11 Responsibilities and voting right

- (1) The Members' Meeting is the governing body of the club responsible for adopting resolutions.
- (2) The agenda must include the following items:
- a) Award ceremonies
 - b) The Executive Board's annual report and accounting for the previous financial year
 - c) Ratification of the acts of the Executive Board
 - d) Election of the auditors
 - e) Election of four members to sit on the Council of Economic Affairs in accordance with Article 20 no. 1
 - f) Election of the Executive Board (in election years)
 - g) Motions and requests
- (3) Each adult member present at the Members' Meeting shall have one vote, unless the Articles of Association provide otherwise. Adolescent members who are at least 16 years of age may participate in the Members' Meeting, but shall not have the right to vote or to stand for election. Legal representatives of adolescent members may not attend the Members' Meeting if they are not themselves members of the club.
- (4) Any member eligible to vote may submit a written request to the Executive Board to add items to the agenda and submit motions no later than two weeks before the Members' Meeting. Before commencing with the agenda, the meeting chair must announce the motions for additions to the agenda and other motions.

Article 12 Notice of meeting

The general Members' Meeting shall be held annually in the period from 1 September to 30 November subject to four weeks' notice of meeting given in writing by letter or publication in the club news and stating the agenda.

Article 13
Extraordinary Members' Meeting

(1) An extraordinary Members' Meeting must be convened if:

- a) the Executive Board or
- b) the Council of Elders or
- c) the Council of Economic Affairs

so resolves or if 5% of the members eligible to vote submit a motion to this effect to the Executive Board, stating the purpose and reasons.

Article 14
Minutes

Minutes must be kept of the meeting, which must be signed by the chair of the meeting and another member of the Executive Board.

Article 15
Chair of the Members' Meeting

The Members' Meeting shall be chaired by the president or, if the president is not available, by the deputy president. If no member of the Executive Board is present, the meeting shall elect a chair.

Article 16
Adoption of resolutions

- (1) The Members' Meeting shall have quorum regardless of the number of members present. The Members' Meeting adopts its resolutions by simple majority.
- (2) Votes are taken by a show of hands unless at least 10% of the members present request a different method of voting.
- (3) A simple majority of the votes cast is required for an election on the recommendation of the Election Committee, otherwise an absolute majority of the votes cast is required for an election.
- (4) Amendments to the Articles of Association must be adopted by a majority of three quarters of the votes cast.

EXECUTIVE BOARD

Article 17
Composition

(1) The Executive Board comprises:

- a) the president
- b) the deputy president
- c) the treasurer

(2) The members of the Executive Board act in the club on a voluntary basis. Members of the Executive Board, with the exception of the president, may hold a full-time position at Borussia Dortmund GmbH & Co. KGaA or Borussia Dortmund Geschäftsführungs-GmbH. Six of the eight members of the Council of Economic Affairs must approve any full-time position.

(3) To perform its duties, the Executive Board may call upon the support of the committees appointed by it.

(4) The committees adopt their rules of procedure in consultation with the Executive Board.

(5) The president, deputy president and the treasurer are each elected for a term of three years by

the Members' Meeting on the recommendation of the Election Committee. If the recommendations of the Election Committee fail to achieve the required majority, the Election Committee may put amended recommendations to a vote again for each Executive Board office to be elected. If the amended recommendations also fail to achieve the required majority or if amended recommendations are not put to a vote, the president, deputy president or treasurer shall be elected by the Members' Meeting without any recommendation from the Election Committee.

- (6) The term of office of a member of the Executive Board shall end when their successor is elected or when they resign.
- (7) Two members of the Executive Board shall jointly represent the club in and out of court. As between the parties *inter se*, the deputy president and the treasurer may only represent the club jointly if the president is unavailable. The Executive Board adopts its resolutions by simple majority. In the event of a tie, the president shall have the casting vote.
- (8) The club's cash transactions must be conducted in accordance with accepted commercial principles and must be audited after the end of the financial year by two members of the club and by an auditor in compliance with the obligations applicable to corporations serving public-benefit purposes. The two club members must be elected from year to year by the Members' Meeting on the recommendation of the Election Committee, whereby re-election is possible twice. The provisions in Article 17 no. 5 sentences 2 and 3 shall apply *mutatis mutandis*. With the exception of the Members' Meeting and the Election Committee, the two auditors shall not sit on any other of the club's governing bodies. The findings of the audit report shall be presented to the annual Members' Meeting in connection with the accounts for the past financial year.
- (9) The Executive Board acts in accordance with rules of procedure which it adopts for itself.

Article 17a

Representative authority and further responsibilities of the Executive Board

- (1) The Executive Board's representative authority is limited insofar as legal transactions relating to the disposal, (sale, assignment, encumbrance) of a share or part of a share in Borussia Dortmund Geschäftsführungs-GmbH (recorded in the commercial register of the Local Court of Dortmund, HRB 14206) require the prior approval of the Members' Meeting; this requires a majority of at least three quarters of the votes cast. In all other respects, the provisions of these Articles of Association and the German Civil Code (*Bürgerliches Gesetzbuch*, "BGB") shall remain unaffected with regard to the Executive Board's representative authority.
- (2) The club holds all the shares in Borussia Dortmund Geschäftsführungs-GmbH and as such is its sole shareholder. The Executive Board, which represents the club in this respect and is responsible for exercising and fulfilling all rights and obligations in this regard, must ensure that the club continues to hold a 100% equity interest in Borussia Dortmund Geschäftsführungs-GmbH, i.e., that it holds all voting shares at the shareholders' meeting. Furthermore, the Executive Board is obligated (including in future under the articles of association of Borussia Dortmund Geschäftsführungs-GmbH) to ensure that the majority of the members of the company's governing bodies (currently the Advisory Board and the Executive Committee) are members of the club.

Article 17b

Honorary president

- (1) An honorary president may be appointed by the Members' Meeting on the recommendation of the Executive Board in consultation with the Council of Elders.
- (2) Only those persons who have been of outstanding service to club and have served as president of the club for at least 10 years in total may become honorary president. Only one member of the club may be honorary president of the club at any given time.
- (3) The honorary president shall be a lifetime appointment, ending only upon death or resignation from office or a resolution of the Members' Meeting revoking the appointment; any such resolution may

only be adopted on the Executive Board's recommendation in consultation with the Council of Elders.

- (4) The honorary president is automatically an honorary member by virtue of their appointment. Once appointed, the honorary president is no longer eligible for election to other functions in the club's governing bodies. Otherwise, the honorary president shall have the same rights and obligations as those of an ordinary member. Absent their consent, special rights of the honorary president may only be altered or revoked by amendment to the Articles of Association.

COUNCIL OF ELDERS

Article 18 Composition, election and responsibilities

- (1) The Council of Elders shall comprise a maximum of 12 members who have preferably been members of the club for 30 years or who have been of great service to the club in the sport as former active members or who have been members of the Executive Board or the Economic Council for at least five years or are honorary members.
- (2) The members of the Council of Elders are elected for a term of three years by the Members' Meeting on the Executive Board's recommendation. The Council of Elders elects the chairperson and deputy chairperson from among its ranks. It acts in accordance with rules of procedure which it adopts for itself.
- (3) The position is voluntary. The members are independent and are not subject to the instructions of the club's other governing bodies.
- (4) The Council of Elders shall have quorum if at least six members are present.
- (5) The Council of Elders acts only at the request of the governing bodies and members. In the case of expulsion proceedings, the Council of Elders shall decide on expulsion after hearing the person concerned.
- (6) The Council of Elders has the right to be provided with information from the Executive Board on important decisions regarding sporting matters.

ELECTION COMMITTEE

Article 19 Composition and responsibilities

- (1) The Election Committee comprises:

four members of the Council of Economic Affairs, three members of the Council of Elders, the heads of the departments for handball, table tennis, fan affairs, the two auditors and the head of the youth football department. The Election Committee's nominations are made by secret ballot.
- (2) The Election Committee must recommend to the Members' Meeting suitable candidates for the Executive Board, for the four members of the Council of Economic Affairs to be elected and for the two auditors to be elected.
- (3) It elects the chairperson and the deputy chairperson from among its ranks and acts in accordance with rules of procedure which it adopts for itself.
- (4) The Council of Economic Affairs and the Council of Elders elect their representatives for the Election Committee at the start of each term of office. Re-election is possible.
- (5) If a member of the Council of Economic Affairs or the Council of Elders withdraws from these bodies, the respective body shall elect a successor for the departing member.

COUNCIL OF ECONOMIC AFFAIRS

Article 20 Composition

- (1) The Council of Economic Affairs comprises eight members, namely four members elected by the Members' Meeting and four members appointed by the Executive Board. Members may be re-elected or re-appointed to the Council of Economic Affairs. If one of the four appointed members of the Council of Economic Affairs resigns prematurely, a successor may be appointed by the Executive Board for the remainder of their term of office.
- (2) The members of the Council of Economic Affairs are elected/appointed for a term of three years. Without prejudice to the provisions in Article 17 no. 4 sentence 3, the Members' Meeting may only elect those candidates that have been recommended by the Election Committee. The number of proposed candidates must correspond to the number of functions to be filled. The election is held on an individual basis.
- (3) A member of the Executive Board may not be a member of the Council of Economic Affairs.
- (4) The Council of Economic Affairs elects its chairperson and the deputy chairperson.
- (5) It adopts rules of procedure for itself in consultation with the Executive Board.

Article 21 Responsibilities of the Council of Economic Affairs

- (1) The Executive Board is obligated to report to the Council of Economic Affairs on the club's economic situation every six months. The Council of Economic Affairs determines the scope of the audit by the auditors. The Council of Economic Affairs proposes the auditors for election at the Members' Meeting.
- (2) The chairperson or the deputy chairperson of the Council of Economic Affairs reports to the annual Members' Meeting on the nature and findings of their work.
- (3) The Executive Board shall require the approval of the Council of Economic Affairs in the following cases:
 - a) acquisition, sale or encumbrance of real property or rights equivalent to real property;
 - b) granting of loans, assumption of sureties, guarantees and similar liabilities if they exceed an amount of EUR 150,000;
 - c) taking out loans.
- (4) If the Council of Economic Affairs refuses to approve a legal transaction resolved by the Executive Board, the matter must be addressed in oral deliberations with the Council of Economic Affairs at the Executive Board's request. The approval of the Council of Economic Affairs shall be deemed granted if at least seven members of the Executive Board and the Council of Economic Affairs deem it necessary to carry out the legal transaction resolved by the Executive Board.

DEPARTMENTS

Article 22 General

- (1) Members are entitled to participate in the club in accordance with the rules applicable to the individual departments.
- (2) The department rules are adopted by resolution of the respective departments and are subject to the approval of the Executive Board. The respective department head is appointed by the Executive Board on the recommendation of the department meeting.

- (3) The club may establish further departments in consultation with the Executive Board. The Executive Board shall be responsible for the dissolution of a department, albeit the approval of the respective department meeting or a two-thirds majority of the Members' Meeting shall be required.

LIABILITY

Article 23 Disclaimer/limitation of liability

The club and its officers shall be liable for claims for damages by members only if and to the extent that insurance cover exists.

MISCELLANEOUS

Article 24 Entry into force

These Articles of Association entered into force on 3 February 2023 upon being recorded in the register of associations.