

# GLAS

AUTOMOBILE CLUB INTERNATIONAL e.V.



# BYLAWS

of the GLAS Automobile Club e.V.



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Dear reader, the following document simply represents a translation of the German Bylaws into English and is in no way intended as a legal document.

## **The Bylaws of the GLAS Automobile Club International e.V.**

### **Article I. Name, registered office and fiscal year**

- Section 1.01 The association has the name “GLAS Automobile Club International e.V.” The association is registered at the district court Ibbenbüren, Germany.
- Section 1.02 The association is based in Ibbenbüren, Germany.
- Section 1.03 The fiscal year is the calendar year.

### **Article II. Purpose of the association**

- Section 2.01 The purpose is solely and directly not for profit. The purpose of the association is for the maintenance and preservation of movable cultural property in the area of technical development of vehicles designed and manufactured by the HANS GLAS Corporation. Furthermore, the association promotes understanding among nations by maintaining contacts of the owners of vehicles manufactured by GLAS all over the world.
- Section 2.02 The association acts altruistically and does not pursue any own commercial interests.
- Section 2.03 The funds of the association may only be used for statutory purposes. The members receive no compensation from the funds of the association.
- Section 2.04 No person may receive payments for expenses which did not serve the purpose of the association or for disproportionately high honorariums.

### **Article III. Members**

- Section 3.01 Regular members are individual persons regardless of their nationality, who pay their membership fees regularly and who promote the objectives of the association.
- Section 3.02 Regular members who have distinguished themselves in the pursuit of the Objectives of the Association may be appointed to honorary members. Honorary membership should only be granted in rare cases to acknowledge really special achievements. Honorary membership expires with resignation.
- Section 3.03 Supporting members are individuals or corporate bodies which support the purpose and the interests of the club by financial or material contributions. Only individual and honorary members have voting rights.

### **Article IV. Acquisition of membership**

- Section 4.01 Any individual person which has turned 16 can become a member of the association (for minors, the consent of one parent is required). Requirement for obtaining membership is a written application, which should be directed to the board. The board decides on the request by majority decision. In case of refusal of the application, the board is not obligated to inform the applicant of the grounds.



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## **Article V. Membership dues, cancelation of membership**

- Section 5.01 The annual fee is due on the 1st of January each year, or after acceptance of membership application. The amount and the accepted payment type are stated in a separate resolution.
- Section 5.02 A member that is in arrears for the annual fee more than two months will be informed in writing of the payment due. If no payment is made within one month, the member will be excluded from the benefits of the association. If no payment is made by June 30th of the year, the member will be deleted from the membership list by the end of that year. Article 6, Section 6.02 of the bylaws shall apply.
- Section 5.03 The member agrees to that his name, address and contact information will be included in a membership directory and distributed to all members.

This membership directory enables personal contact with other club members and is an important part of the clubs purpose. It will be updated or re-created if needed.

## **Article VI. Resignation**

- Section 6.01 Resignation from the association must be submitted to the board in writing at least 3 months before year end. A prorated refund of the annual dues will not be reimbursed.
- Section 6.02 A resigned member has no claim to a share of the association's assets.

## **Article VII. Exclusion**

- Section 7.01 A member may be expelled from the association if he is acting intentionally contrary to the interests of the association. The exclusion of the member is decided by 2/3-majority at the general assembly of the membership. The affected member must be informed in writing of the request for his exclusion two weeks before the general assembly meeting. A written statement from the person concerned is to be read aloud at the meeting. The board will inform this person, not present at the meeting, in writing of the decision to expel. Article 6, Section 6.02 of the bylaws shall apply.

## **Article VIII. Association entities**

- Section 8.01 Entities of the Association are the General Assembly and the Board. By resolution of the Assembly, other entities may be formed.

## **Article IX. Executive Board, election of the Board**

- Section 9.01 The board of the association is composed of five persons, these are:
- President
  - Vice President
  - 3rd board member
  - Treasurer
  - Secretary
- Section 9.02 The board shall manage the association on a voluntary basis, however expenses must be reimbursed. Section 9.03 Jointly, two board members legally represent the association.
- Section 9.04 The members of the Board are elected by the General Assembly for two years.
- Section 9.05 Each board member is elected separately. Only regular members of the association can be elected to a board position. With the termination of the membership in the club, the position as a Board member will end.



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## **Article X. Fees payable to the association's activities**

Section 10.01 Positions in the association or in entities of the association are fundamentally on a voluntary basis.

Section 10.02 If required, payment is allowed for service contracts or reimbursement of expenses as long as they have been budgeted and follow the rules stated in Paragraph 3, No. 26a EStG (German Tax Law).

Section 10.03 The Board will decide to pay for the association's activities under subsection (10.02). The same applies to the contract itself and the termination of a contract.

## **Article XI. Meetings and resolutions of the Board**

Section 11.01 Resolutions of the Board are made at meetings convened by the president. An agenda shall be sent with the notice. A notice shall be made one week in advance. One meeting per year is mandatory.

Section 11.02 The Board has a quorum if three-fifths of its board members are present. The vote on a decision requires a simple majority of those present. Abstentions are considered as a no vote.

## **Article XII. Responsibility of the Board**

Section 12.01 The Board is responsible for all of the association's affairs and statutes transferred to other entities of the association. It has the following tasks:

- (a) Preparation and convening of the general assembly meeting and setting up the agenda
- (b) Execution of decisions of the General Assembly
- (c) Management of the club's assets
- (d) Preparation of the annual report and the financial records
- (e) Appointment of members to fill the following positions: GCN Editor, Webmaster GCI, spokesman, vehicle registration, model advisor, international contacts
- (f) Decisions on admission of members

Section 12.02 Honoraria:

- (a) The positions on the board of directors are entirely voluntarily. The general assembly of members however decided notwithstanding section 1, that board members will receive annually a reasonable maximum fee of 720 Euros for their activities.

## **Article XIII. General assembly of members**

Section 13.01 The general assembly is responsible for the following:

- (a) Election and dismissal of members of the board
- (b) Setting of the membership fees
- (c) Receipt of the annual report of the Board and formal approval of the actions of the board.
- (d) Deciding on changes to the bylaws, with the exception of the adoption of location of the registered office, which is decided by the Board pursuant to Article XII, 12.01g
- (e) Deciding on an appeal against a decision by the Board to expel a member
- (f) Appointment of honorary members
- (g) Appointment of an auditor of financial records
- (h) Deciding to dissolve the association

Section 13.02 At the General Assembly, each member has one vote.



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## **Article XIV. Convening of the general assembly meeting**

Section 14.01 The General Assembly Meeting must convene at least once a year, preferably at the annual meeting of the GLAS Automobile Club International e.V. A written notice stating the agenda must be published by the Board at least three weeks before the meeting is scheduled. The period begins the day after the invitation letter was sent. If possible, the convocation should be made through a notice in the GLAS Club magazine. The invitation to a member will be considered as received when it was sent in writing to the last known address of the member. The agenda is set by the Board.

Section 14.02 Any member may request additional items to the agenda in writing to the Board but not later than one week before the meeting is scheduled. The chairman has to announce the additional items to the agenda at the start of the meeting. To allow a request made at the meeting for additional items to the agenda (in urgent cases), the present membership shall decide by a two-third majority.

## **Article XV. Extraordinary General Meeting**

Section 15.01 An extraordinary general meeting is convened by the Board, if the interests of the association so requires, or when a quarter of the membership requests, stating the purpose and reason in writing, for such a meeting.

## **Article XVI. Decisions of the General Assembly**

Section 16.01 The General Assembly is headed by a board member.

Section 16.02 During elections of board members, the meeting is headed for the duration of the electoral process and the preceding discussions by an election administrator. The General Assembly shall first elect the election administrator for this purpose.

Section 16.03 The general assembly is not public. The admission of guests is decided by the meeting chairman. Section 16.04 If a quarter of the members present so request, an election must be by written ballot. A list of participants is to be created.

Section 16.05 The General Assembly has a quorum with the present members.

Section 16.06 For the General Assembly to adopt a decision, a simple majority of the valid votes is needed. Abstentions are not taken into consideration. Changes of the by-laws require a three-quarter majority of the valid votes.

Section 16.07 Board members are elected if they received more than half the valid votes. If no one has more than half of the votes, the two candidates with the most votes will be entered in a runoff. The one who has received the most votes in the runoff will be selected. If they both have the same number of votes, the winner will be decided by a drawing conducted by the chairman.

Section 16.08 Over the course of the meeting, minutes of the meeting must be kept to be signed by the chairman and the secretary. These minutes must include: date and place of meeting, names of the presiding and secretary, the number of members present, official notice of the meeting, the agenda, additions to the agenda, the respective voting results (number of votes for, the votes against, abstentions and invalid votes), the method of voting and any appeals against decisions taken. An application concerning an amendment of the by-laws must be incorporated verbatim into the minutes.

## **Article XVII. Disputes**

Section 17.01 In a dispute by the members, it is paramount to try mediation through the association before taking the case to court. For this purpose the association will suggest an arbitrator.



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## Article XVIII. Liability

Section 18.01 Expenditure must not exceed the club's assets. Debts of the association can only be secured with the Club funds. Association members and Board members cannot personally be held liable.

## Article XIX. Dissolution of the Association

Section 19.01 The dissolution of the association can only be decided in a meeting with a majority of three-quarters of the votes cast.

Section 19.02 If the Assembly does not decide otherwise, the chairman and a vice-chairman jointly are the authorized liquidators.

Section 19.03 After the liquidation is complete, available funds will go to a charitable organization. Section 19.04 The above provisions apply mutatis mutandis if the association is dissolved for any reason or loses its legal capacity.

**Status: 30.06.2014**

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## This Membership Directory 2014 is presented as follows:

1. The Bylaws of the GLAS-Automobile Club International e.V. (German)
2. The Bylaws of the GLAS-Automobile Club International e.V. (English)
3. List of members in alphabetical order
4. List of members sorted by country and zip code

This membership directory is the property of GLAS Automobile Club International e.V. It's intended to be used only among members.

Transfer to third parties is prohibited.  
Any commercial use is prohibited.

Upon termination from the club, this membership directory is to be returned to the club without further request.

The member data was last updated on August 10<sup>th</sup>, 2014.

**GLAS Automobile Clubs International e.V.**

The Board of Directors



# GLAS

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