



Allgemeiner Deutscher Automobil-Club e.V. (ADAC) was founded on 24 May 1903 in Stuttgart and has been registered with the register of associations at the Local Court of Munich since 1 June 1905. Its Articles of Association were last amended on 14 November 2019 by decision of the General Assembly in Munich. In their currently valid version, the Articles of Association were entered into the register of associations at the Local Court of Munich on 3 February 2020 under number 304.

Munich, February 2020

Allgemeiner Deutscher Automobil-Club e.V. (ADAC)

Chief Legal Adviser:

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§1 Name and Registered Office

The association, which was re-established on 5 December 1946, is named Allgemeiner Deutscher Automobil-Club e.V. (ADAC), hereinafter referred to as “ADAC”, and has its registered office in Munich, Germany. It stands in and continues the tradition of ADAC founded on 24 May 1903 and forcibly dissolved in 1933. It is registered with the register of associations in Munich. The fiscal year of the association begins on the first day of January and ends on the last day of December (calendar year).

§2 ADAC Objects and Purposes

- (1) The object of ADAC is the representation, promotion and advocacy of motoring, motor sport and tourism interests.
- (2) ADAC offers benefits to support and ensure the mobility of its members, including but not limited to assistance, advice and protection, also following vehicle breakdown, accident and illness. It promotes insurance coverage for its members.
- (3) ADAC safeguards the interests of road users and promotes the environmental, ecologically sustainable and climate-sensitive development of transport and the improvement of road safety and road safety education. ADAC advocates the protection of road users, which includes, without limitation, safeguarding their consumer rights. ADAC seeks to influence transport policy, refraining however from engaging in any party-political activity. ADAC promotes the preservation, maintenance and use of the automotive heritage. ADAC supports air medical services. It safeguards and promotes the interests of leisure boating.
- (4) ADAC champions the private and professional mobility of its members and their families, represents their interests and supports them in their recreational, leisure and travel activities. ADAC pursues such objects and purposes on the basis of an ongoing exchange of experiences with its members. It defends the interests of its members, providing information and advice with a focus on protecting their rights as consumers.
- (5) ADAC represents and promotes motoring, motor sport and tourism interests also at an international level, working with non-German motoring organisations in the relevant international federations to safeguard its members’ interests.

§3 Members

- (1) Membership of ADAC is open to all those who reside or have their principal place of business in Germany and who are committed to the objects and purposes pursuant to §2 above. Every regular member and every special member of ADAC is affiliated to the Regional Club on whose territory they reside or have their principal place of business. ADAC members who do not belong to any Regional Club may select their affiliation by giving notice in writing (also by e-mail) to ADAC.

(2) Membership is acquired by admission. Admission is subject to the decision of the Committee. The Committee may delegate this responsibility and its implementation to the remunerated management.

(3) Legal persons und partnerships may join ADAC by agreement as corporate members (corporate organisations). The rights and obligations of such corporate organisation are laid down in a corporative agreement between ADAC and the corporate organisation. The members of such organisations do not by virtue of such corporative agreement become members of ADAC.

(4) Special membership may be granted. Special members have no voting or speaking rights, no suffrage, nor the right to submit proposals.

(5) In recognition of their exceptional contribution to the objects and purposes of ADAC (§2), individuals from Germany or abroad may be appointed ADAC honorary members. They enjoy the same rights and privileges as regular members. Details are laid down in the Honours and Awards Rules.

§4 ADAC Membership Fee and Benefits

(1) Eligibility to ADAC membership benefits is based on Entitlement Rules. Changes in entitlement apply to all members subject to at least three months' prior notice on the ADAC website (www.adac.de) or in any other written form (also by e-mail) or in the ADAC member magazine. All binding provisions concerning membership matters can be found on the ADAC website.

(2) Members are required to pay the enrolment fee and the membership fee. The membership fee is allocated as follows:

- a) 63% to ADAC, and
- b) 37% to the Regional Clubs.

The membership fee is usually charged for a twelve-month period starting from the month of admission (subscription period). Details are laid down in the Subscription Schedule.

§5 Termination of Membership

(1) Members may resign their membership with effect upon expiry of a subscription period only, by giving three months' notice. Such notice must be given in writing (also by e-mail).

(2) All membership rights are suspended as long as a member is in arrears with fee payments. Such suspension does not affect the member's obligation to pay the membership fee. The ADAC Executive Board may remove a member from membership six months after the membership fee due date by virtue of their failure to pay all arrears upon being duly reminded. Details are set out in the ADAC Subscription Schedule.

(3) A member can be expelled for good cause if their continuing membership is deemed to be unacceptable for the association or the other members. The member affected as well as the relevant Regional Club Board need to be heard.

(4) Expulsion is pronounced by the Expulsion Subcommittee composed of three members and a deputy for each subcommittee member. Members of the Committee, the Administrative Council, the Honorary Tribunal and the Chief Legal Adviser may not serve on the Expulsion Subcommittee.

(5) The Expulsion Subcommittee designates a chairperson from amongst their number. The chairperson convenes the meetings attaching the agenda. The Expulsion Subcommittee is quorate if at least two of its members are present. The Expulsion Subcommittee resolves by majority vote of the members present. In the event of equality of votes, the decision is deemed rejected. Voting by proxy is not allowed. The Expulsion Subcommittee may take decisions in writing (also by e-mail) if its members when taking the decision also approve of such procedure in writing. Eligible voters receive a minimum of seven days' prior notice from the day the notice is sent for casting their vote in writing (also by e-mail). If no reply is received by such deadline, the respective member's vote counts as an abstention.

(6) Membership ends upon removal from membership or receipt of the expulsion notice.

(7) The member may appeal the expulsion within one month of notification by submitting notice in writing (also by e-mail) to the Honorary Tribunal. An appeal does not void the expulsion. The Honorary Tribunal of ADAC has the final decision.

§6 Regional Clubs

(1) ADAC is a federation structured in Regional Clubs. They are regional associations having their own legal personality. Mergers, demergers and dissolutions of Regional Clubs or any other reorganisation of their territories require the consent by a 2/3 majority of the Administrative Council only in the constellations specified in §17(4)(c).

(2) For the sake of uniformity within ADAC, the Articles of Association of Regional Clubs are to reflect the minimum requirements adopted by the Administrative Council for Model Articles of Association for Regional Clubs in line with §17(4)(d) read in conjunction with §18(3), second sentence. The Regional Clubs may address the Committee to appeal decisions of the Administrative Council on the minimum requirements in the Model Articles of Association before the General Assembly. The decision to appeal must have been adopted with a simple majority no later than at the next regular General Meeting of the Regional Club following the decision of the Administrative Council on minimum requirements where time limits permit to raise this point at the next General Assembly. The appeal must be lodged within the submission deadline prescribed in §12(2) before the General Assembly following the next subsequent General Meeting of the Regional Club bringing the appeal. If the General Assembly rejects the appeal, the Regional Club is required to implement the minimum requirements as soon as reasonably practicable.

(3) Regional Clubs dispose of their assets at their own discretion. They may not incur liabilities for ADAC. Similarly, ADAC may not incur liabilities for any Regional Club.

(4) The Regional Clubs may liaise and negotiate with the competent regional authorities and organisations only in matters relating to their own territory. Exceptions are subject to prior consultation of the Regional Club whose territory is affected and/or ADAC.

(5) Should ADAC liaise in view of entering negotiations regarding regional matters with authorities and organisations, the relevant Regional Club is to be informed and/or co-opted, if applicable.

§7 Local Clubs

(1) Within the structure of a Regional Club, ADAC members may set up local associations (Local Clubs). These are neither supposed to be affiliated to third-party automobile or motorcycle clubs nor to form any standing joint ventures with such clubs. This does not apply to corporate organisations as defined in §3(3), first sentence. Exceptions are subject to the prior consent of the Regional Club.

(2) Local Clubs are subject to recognition by the competent Regional Club Board. For the sake of uniformity within ADAC, their Articles of Association must reflect the minimum requirements adopted for Model Articles of Association for Local Clubs by the Administrative Council. They are to be submitted to the relevant Regional Club Board for approval. The Board may allow divergent Articles of Association on a case-by-case basis.

(3) All Local Clubs are required to select their own names and express their affiliation to ADAC by adding “im ADAC” (within ADAC).

(4) The Regional Club Board is entitled to withdraw with immediate effect the right to use the addition “within ADAC” from a Local Club infringing the Articles of Association or the interests of ADAC or the relevant Regional Club. Such withdrawal is appealable before the Regional Club’s Honorary Council within one month after receipt of the notification. The Regional Club’s Honorary Council has the final decision.

(5) The Regional Clubs are to inform ADAC on both the recognition of a Local Club and the withdrawal of such recognition.

(6) The ADAC Committee supports the Local Clubs and their volunteer officials by establishing a Local Clubs Subcommittee. The Subcommittee is formed of the Local Clubs Officers of the Regional Clubs. It is chaired by an ADAC Committee member designated in line with the Committee’s Internal Regulations. The Subcommittee must be involved in all matters of particular interest to the Local Clubs. It must be heard before Model Articles of Association for Local Clubs are adopted. Further details are specified in the Internal Regulations.

§8 ADAC Governing Bodies

The governing bodies of ADAC are

1. the General Assembly,
2. the Administrative Council,
3. the Committee,
4. the Executive Board.

§9 General Assembly

- (1) The General Assembly constitutes the highest authority of ADAC.
- (2) The General Assembly elects
 - a) the members of the Committee,
 - b) the members of the Honorary Tribunal,
 - c) the members of the Voting and Elections Subcommittee,
 - d) the Sport Advisers.
- (3) The General Assembly primarily decides on
 - a) the amount of the enrolment fee and membership fee,
 - b) the approval of the annual accounts,
 - c) the budget,
 - d) the discharge of the members of the Executive Board,
 - e) the discharge of the members of the Committee,
 - f) the appointment of the auditor of the annual accounts,
 - g) appeals by the Regional Clubs against Administrative Council decisions on the minimum requirements in the Model Articles of Association for Regional Clubs,
 - h) Regional Clubs' proposals to repeal Administrative Council decisions set forth in §18(5),
 - i) amendments to the Articles of Association,
 - j) the venue of the next regular General Assembly.
- (4) The regular General Assembly is held annually within five months of the closure of the fiscal year. The General Assembly is convened by the President attaching the agenda by publication on the ADAC website (www.adac.de), in any other written form (also by e-mail) or in the ADAC club magazine. The delegates are summoned by the Regional Clubs at least three weeks before the General Assembly. Within the same time frame, the President invites the other eligible participants.

§10 Attendance at the General Assembly

- (1) The General Assembly is formed of the delegates elected and deemed to be elected by the General Meetings of the Regional Clubs. The Regional Clubs appoint at their own cost one delegate for every 100,000 regular members or portion thereof, based on the membership on 1 January of the year the General Assembly is held.

(2) In addition to the delegates, the General Assembly is attended – with a right to speak – by the members of the Committee and the Administrative Council, the Chief Legal Adviser, the members of the Honorary Tribunal, the members of the Executive Board, the members of the Regional Club Boards and the General Managers of the Regional Clubs or, where applicable, the members of the Regional Clubs' Executive Boards. Members of the Committee, the Administrative Council and the Regional Club Boards may be elected to be delegates to the General Assembly. When this is the case, they also have a vote.

§11 General Assembly Proceedings

(1) The General Assembly has a quorum regardless of the number of delegates in attendance.

(2) The President chairs the General Assembly. Should the President be unavailable to chair a meeting, this duty devolves to the Vice President. Should both be unavailable, the Committee appoints one of its members to conduct the General Assembly.

(3) The Committee prepares the agenda of the General Assembly.

It must contain the following minimum items:

- a) the reports of the Committee,
- b) the approval of the annual accounts,
- c) the discharge of the members of the Executive Board,
- d) the discharge of the members of the Committee,
- e) ballots,
- f) the budget for the current fiscal year,
- g) proposals,
- h) the venue of the next General Assembly.

(4) Proceedings at the General Assembly are to be recorded in minutes signed by the President and another member of the Committee.

§12 Proposals to the General Assembly

(1) Proposals to the General Assembly may be submitted by

- a) any Regional Club,
- b) any member of the Administrative Council,
- c) any member of the Committee,
- d) any delegate.

(2) Proposals must be submitted to the Committee in writing (also by e-mail) four weeks prior to a General Assembly for inclusion on the agenda and communication to the delegates via the Regional Clubs as soon as reasonably practicable.

(3) Without respecting the submission deadline specified in clause 2 above, proposals seconded by 1/3 of the delegates, by the Committee or by the Administrative Council may be submitted in writing in very urgent cases. The above does not apply to amendments to the Articles of Association.

(4) Proposals amending the Articles of Association are examined by the Committee and the Administrative Council and submitted for decision to the General Assembly.

§13 Voting and Elections in the General Assembly

(1) Each delegate has one vote. Votes may be transferred by proxy to other delegates. However, no more than three votes may be transferred by proxy to one delegate. Decisions of the General Assembly are usually adopted in electronic voting. The General Assembly may decide in an open vote with a simple majority to hold a secret ballot or open vote by show of hands.

(2) General Assembly decisions require a simple majority of the votes cast, not counting abstentions and invalid votes. In the event of equality of votes, the decision is deemed rejected.

(3) A 2/3 majority is required to carry any decision on

- a) allowing proposals submitted without respecting the submission deadline as provided in §12(3), first sentence,
- b) the dismissal of Committee members,
- c) the repeal of decisions by the Committee and the Administrative Council,
- d) amendments to the Articles of Association.

(4) The General Assembly elects from among its members a Voting and Elections Subcommittee. Election en bloc is permitted. The Subcommittee appoints its chairperson.

(5) Elections are chaired by the President. The election of the President is chaired by the Vice President. Should both be unavailable, the Committee appoints one of its members to chair the election.

(6) The candidate is elected who receives the simple majority of the votes cast. Where no candidate receives the simple majority of the votes cast in the first ballot, a second ballot is held. New candidates may be proposed for such second ballot. If in such second ballot no candidate receives a simple majority of the votes cast, a run-off is held between the two candidates with the highest number of votes (final ballot). If again there is no majority for a candidate, lots are drawn by the chairperson of the Elections Subcommittee.

§14 Delegates' Meeting

In preparation of the General Assembly or to inform the delegates, a Delegates' Meeting is held for all participants in the General Assembly in line with §10(2). By decision of the Committee a Delegates' Meeting may be waived with the approval of the Administrative Council.

§15 Extraordinary General Assembly

The Committee convenes an Extraordinary General Assembly by written invitation (also by e-mail) within three months of receiving a pertinent request

- a) based on a Committee decision,
- b) based on an Administrative Council decision (the Administrative Council votes by a per capita majority),
- c) if 1/3 of the delegates request such convocation in writing stating the purpose and the reasons.

The provisions pertaining to the regular General Assembly apply by analogy.

§16 Administrative Council

(1) The Administrative Council is composed of the Regional Club chairpersons or their deputies. Members of the Committee may not be members of the Administrative Council. Regional Club Boards may decide to appoint another one of their members to serve on the Administrative Council instead of the chairpersons or their deputies on a case-to-case or on a permanent basis. Administrative Council meetings are convened and chaired by the President. Further details are specified in Internal Regulations.

(2) Administrative Council meetings are attended – without voting right but with a right to speak – by the members of the Committee, the Chief Legal Adviser, the members of the Executive Board, the General Managers of the Regional Clubs or, where applicable, the members of the Regional Clubs' Executive Boards.

(3) Prior to Administrative Council meetings, or to inform the members of the Administrative Council, a preparatory meeting of the Administrative Council is held.

§17 Assignments of the Administrative Council

(1) The Administrative Council is the federal ADAC body with a role in determining the objects and purposes of ADAC and in ensuring its uniformity in line with the Articles of Association. As the federal ADAC body, its competencies and responsibilities include the reconciliation of the interests of the federation and the totality of the Regional Clubs. The Administrative Council furthers the mission of ADAC through an exchange of experiences and advises the Committee. Upon request, the Committee is under obligation to make such disclosures to the Administrative Council as are deemed necessary to adequately address an item on the agenda of a meeting.

(2) The Administrative Council's consent is required for Committee decisions on matters pertaining to

- a) the Entitlement Rules defining the nature and scope of ADAC benefits,
- b) the Subscription Schedule for the collection and payment of membership fees,
- c) the procedure for the admission of members,
- d) the affiliation, rights and obligations of special members,
- e) the financing of benefits provided in the pursuit of the statutory objects and purposes of the federation,
- f) immediate financial burdens on the Regional Clubs,
- g) regulations for the continuance of the membership after a member's transfer of residence outside Germany,
- h) the promulgation of Honours and Awards Rules,
- i) Internal Regulations for the Honorary Tribunal,
- j) the promulgation of Internal Regulations for the ADAC Local Clubs Subcommittee,
- k) the setting up of Advisory Subcommittees and the promulgation of Internal Regulations defining the composition, responsibilities and modus operandi of Advisory Subcommittees as well as the Sport Commission,
- l) the setting up of a Compliance Subcommittee and the promulgation of Internal Regulations defining the composition, responsibilities and modus operandi of the Compliance Subcommittee,
- m) the use of the ADAC trademarks.

(3) The Administrative Council is to be heard before the Committee decides on matters pertaining to

- a) the conclusion of corporative agreements,
- b) the promulgation of Internal Regulations for the Committee,
- c) the foundation and dissolution as well as the acquisition, modification or sale of interests in controlled (Section 17 of the German Stock Corporation Act [Aktengesetz/AktG]) commercial companies by ADAC or by such controlled ADAC companies,
- d) the appointment and dismissal of ADAC representatives to/from the supervisory bodies of companies as defined in §17(3)(c).

(4) The Administrative Council decides on matters pertaining to

- a) the promulgation of Internal Regulations for the Administrative Council,
- b) the appointment of members to the Expulsion Subcommittee and the promulgation of Internal Regulations for the Expulsion Subcommittee,
- c) the consent to mergers, demergers and dissolutions of Regional Clubs or any other reorganisation of their territories, if the newly formed entity is made up of Regional Clubs whose territories are not immediately adjacent or if the merger results in forming a Regional Club holding 1/4 of all the votes in the Administrative Council,
- d) the promulgation of Model Articles of Association for the Regional Clubs and the Local Clubs including the minimum requirements to be adopted by all Regional Clubs and Local Clubs in their Articles of Association to safeguard uniformity within ADAC,

- e) the expenses allowance for ADAC volunteer office holders, unless competency lies with the Honorary Tribunal in line with §29(3)(e).

§18 Decision-Making of the Administrative Council

(1) The Administrative Council makes its decisions in meetings chaired and convened by the President attaching the agenda. The Administrative Council meets at least four times a year. Furthermore, it is convened if requested in writing (also by e-mail) by 1/3 of the members of the Administrative Council or by the Committee. Proposals for the agenda of the Administrative Council may be submitted by any member of the Administrative Council, of the Committee and of the Executive Board.

(2) The Administrative Council has a quorum regardless of the number of members in attendance. Each member of the Administrative Council has a number of votes equal to the number of votes allocated to each Regional Club in line with §10(1), second and third sentences. The above does not apply to decisions set forth in §18(3), second sentence, and §18(5). Voting by proxy is not allowed.

(3) The Administrative Council decides by a 2/3 majority of the votes cast. The above does not apply to decisions on Model Articles of Association for the Regional Clubs which require a 3/4 per capita majority, not counting abstentions and invalid votes. On urgent individual issues, the Administrative Council may take decisions in writing (also by e-mail) if its members, when taking the decision, at the same time approve of such procedure in writing (also by e-mail). Eligible voters receive a minimum of one week's prior notice in writing (also by e-mail) from the day the notice is sent for casting their vote in writing (also by e-mail). If no reply is received by such deadline, the respective member's vote counts as an abstention.

(4) Administrative Council decisions must be observed and implemented by all Regional Clubs as soon as reasonably practicable. The above aims at safeguarding the objects and purposes (§2 of the Articles of Association) of ADAC and the uniformity within ADAC.

(5) If a Regional Club fails to take the measures required to implement an Administrative Council decision, the Committee, with the consent of the Administrative Council, has the power and obligation to undertake the measures to be taken by the Regional Club to implement the decision. The above includes, without limitation, accepting and making representations on behalf of the Regional Club in question. The Administrative Council decides on the required consent with a 2/3 majority upon request either by the Committee or a Regional Club. In derogation of §18(2), second sentence, each member of the Administrative Council has one vote.

(6) A Regional Club may file a motion that the General Assembly repeal an Administrative Council decision set forth in §18(5). The motion must reach the Committee at the latest one month after receiving the minutes recording the Administrative Council decision. The motion suspends the decision until such time as the General Assembly on whose agenda the motion can be included observing the submission deadline in line with §12(2) decides on the matter.

§19 Committee

- (1) The Committee is composed of
- 1) the President,
 - 2) the Vice President,
 - 3) the Sport President,
 - 4) the Finance President (Treasurer),
 - 5) the Technical Services President,
 - 6) the Transport President,
 - 7) the Tourism President.

The members of the Committee are volunteer office holders. They discharge the tasks pertaining to their portfolio with the assistance of the bodies established as provided under §26 and §27(2), second sentence, and chair such bodies.

(2) The Committee is jointly represented by two members. The Committee members 2 through 7 of clause 1 above are under an obligation to the Committee to represent it jointly only if the President is unavailable while two members who are not the Vice President represent the Committee jointly only if both the President and Vice President are unavailable. Proof of unavailability is not required.

(3) The Committee is elected by the General Assembly. The Committee members' term of office is four years. The incumbents remain in office until new elections have been held. The Committee members listed under clause 1, numbers 1, 3, 5, and 7 above, and the Committee members listed under numbers 2, 4, and 6 come up for staggered elections every two years respectively. Upon the end of the first four-year term of each Committee office, the office holder is eligible to be re-elected twice to the relevant Committee office. Should one of the offices be vacated prematurely, the other Committee members decide on an interim office holder for the vacated office until the next General Assembly where a successor is elected for the remainder of the original term of office only.

(4) The election of a chairperson or deputy chairperson from one of the Regional Clubs to the office of ADAC President or Vice President is valid only if the newly elected office holder undertakes to irrevocably resign from their Regional Club office effective as of the next General Meeting of the respective Regional Club.

§20 Assignments of the Committee

(1) The Committee is charged with the overall responsibility for the governance of ADAC. In coordination with the Administrative Council, it defines the overall ADAC strategy. The Committee oversees the Executive Board and its members (§22).

(2) The Committee defines the principles of communication for ADAC. The Committee's duties include the public representation of ADAC and the management of public affairs at the national and international level. It keeps members informed through the appropriate channels on all ADAC matters affecting membership. It may also use a member magazine for such purposes, managing it as the magazine's publisher.

(3) The Committee decides, without limitation, on all matters defined in §17(2) and §17(3).

(4) The Committee's responsibilities further include the appointment and dismissal of the members of the Executive Board and the conclusion and termination of their employment contracts, including the determination of their remuneration.

§21 Committee Resolutions

(1) The Committee makes its decisions in meetings chaired and convened by the President attaching the agenda. The Committee has a quorum if at least four of its members are present for the decision. The count must include Committee members having no right to speak and to vote in line with §21(3) and §21(4). The Committee resolves by majority vote of the members present. In the event of equality of votes, the decision is deemed rejected. Voting by proxy is not allowed.

(2) If all Committee members agree, meetings can be held by way of tele or video conferences or similar methods. The Committee may take decisions in whole or in part by correspondence, including e-mail, or by any means of communication mentioned in the previous sentence if its members, when taking the decision, at the same time approve of such method of decision making. Such Committee decisions must be entered into the minutes of the immediately following Committee meeting.

(3) Committee members may not participate in the debate and have no vote if the decision concerns a legal transaction between ADAC and the particular Committee member or the initiation or conclusion of legal proceedings between that particular Committee member and ADAC. The same applies if relatives as defined in Section 15 of the Fiscal Code of Germany (Abgabenordnung/AO) are or could be affected by such decision. This further applies if the decision affects a company for which the Committee member is an acting general manager or shareholder with controlling powers.

(4) Committee members who are also the chairpersons of a Regional Club or their deputies may not participate in the debate and have no vote if the decision concerns a legal transaction between ADAC and the particular Regional Club or the initiation or conclusion of legal proceedings between that particular Regional Club and ADAC. The above provision applies accordingly to companies in which the particular Regional Club has a direct or indirect interest.

(5) The Committee adopts Internal Regulations.

§22 Executive Board

- (1) The Committee appoints a minimum of two members to the Executive Board. Appointments have a tenure of up to five years. Repeat appointments are permitted.
- (2) The Executive Board is a board as defined in Section 26 of the German Civil Code (Bürgerliches Gesetzbuch/BGB). Two members of the Executive Board jointly represent ADAC.
- (3) The members of the Executive Board are remunerated officers.
- (4) The members of the Executive Board are jointly responsible for the overall management of ADAC. Members of the Executive Board are each responsible to manage their individual business division. Members of the Executive Board work together as a team and keep one another currently informed of important activities and events in their respective business divisions. In the event of serious concerns regarding an issue in another business division, each member is required to initiate an Executive Board decision if the issue cannot be resolved by speaking to the other member of the Executive Board in person. In such cases, the issue is put on hold pending an Executive Board decision.

§23 Assignments of the Executive Board

- (1) The Executive Board is responsible for the management of ADAC in compliance with the guidelines and instructions of the Committee. Details are defined in Internal Regulations adopted by the Committee. In the Internal Regulations, the Committee also defines the business divisions for which each member of the Executive Board has responsibility.
- (2) The Executive Board's tasks include, without limitation:
 - a) implementing the measures, strategies and goals defined by the General Assembly, the Committee and the Administrative Council,
 - b) addressing the Committee to submit the budget to the General Assembly for decision and submit significant modifications in the current budget to the Committee for approval,
 - c) preparing the annual accounts and submit the auditor's report to the Committee for review and to the General Assembly for approval,
 - d) preparing decisions in the General Assembly, the Administrative Council and the Committee,
 - e) submitting Internal Regulations defining its internal processes and procedures for the Committee's prior consent. The same applies to any modifications thereof.
- (3) The Executive Board measures below are subject to the Committee's prior consent:
 - a) acquiring, selling or encumbering real estate,
 - b) borrowing and lending (credits),
 - c) initiating legal actions or agreeing settlements starting at a value to be defined in the Internal Regulations,

- d) founding, acquiring or selling subsidiaries and/or indirect or direct interests of ADAC in subsidiaries,
- e) incurring unforeseen financial obligations exceeding the value of €5,000,000 including VAT per obligation,
- f) exercising ADAC shareholder rights,
- g) the Executive Board's risk management.

The Committee may stipulate that internal processes between the members of the Executive Board require its prior consent. This does not affect the Executive Board's powers of external representation.

(4) The Executive Board is required to report to the Committee on its activities on a current basis, including without limitation:

- a) once annually on fundamental issues of business planning (chiefly financial, investment and human resources planning) unless changes in the situation warrant immediate reporting,
- b) on a regular, at least quarterly basis on the status of implementation of adopted strategies, on the evolution of business, including without limitation, the turnover and the situation of ADAC, on adherence to the budget and the liquidity of ADAC and its affiliated companies.

The Committee may at any time request an Executive Board report on ADAC matters, including its legal and business relations with affiliated companies and business transactions within such companies.

(5) The members of the Executive Board are under obligation to always transact ADAC matters with the due care and diligence of a prudent businessperson. If challenged, the burden of proof rests with the members of the Executive Board. If several members of the Executive Board act in breach of their duties they are jointly liable towards ADAC for the resulting damage. If a member of the Executive Board had good reason to believe that, on the basis of reasonable information, they were acting in the best interest of ADAC when making a business decision, this does not constitute breach of duty.

§24 Executive Board Resolutions

(1) The Executive Board is quorate if at least 2/3 of its members are present. The Executive Board resolves by majority vote of the members present. In the event of equality of votes, the decision is deemed rejected. Voting by proxy is not allowed.

(2) The Executive Board makes its decisions in meetings. If all Executive Board members agree, meetings can be held by way of tele or video conferences or similar methods. The Executive Board may take decisions whole or in part by correspondence, including e-mail, or by any means of communication mentioned in the previous sentence if its members, when taking the decision, at the same time approve of such method of decision making. Such Executive Board decisions must be entered into the minutes of the immediately following Executive Board meeting.

§25 Chief Legal Adviser

With the consent of the Administrative Council, the Committee appoints a Chief Legal Adviser for a period of four years. The candidate must be qualified to hold judicial office. The Chief Legal Adviser is responsible for delivering legal advice to the ADAC governing bodies comprised of volunteer office holders and for heading the network of ADAC-appointed lawyers. The Chief Legal Adviser must not be a member of the Committee or the Administrative Council.

§26 Advisory Subcommittees

(1) Advisory subcommittees to assist the Committee and Administrative Council are set up for the following areas:

- a) sport,
- b) finance,
- c) technical affairs,
- d) transport,
- e) tourism.

(2) Additional Advisory Subcommittees may be set up. The Advisory Subcommittees pursuant to §26(1)(b) through (1)(e) are composed of the relevant President, one Regional Club member holding a volunteer office for each Regional Club, designated by the respective Regional Club Board, and the Sport Advisers, cf. §27(2), as applicable. The Administrative Council delegates two Administrative Council members from its midst to the Advisory Subcommittees defined in §26(1)(b) through (1)(e) who have no voting rights.

§27 Sport

(1) The sporting activities are coordinated by the Sport Commission under the authority of the Sport President.

(2) In terms of sport governance, the expertise rests with Sport Advisers on automotive, motorcycles, innovative motor sport and classic motoring. With the Sport President, the Sport Advisers constitute the Sport Commission. The Sport Advisers also serve as permanent members with full membership rights of the Sport Subcommittee [§26(1)(a)]. Their term of office is four years. The Sport Subcommittee may suggest candidates to be elected as Sport Advisers.

(3) All those involved in motor sport – members, organisers and event hosts as well as the volunteer office holders within ADAC – are under obligation to comply with the International Sporting Codes of FIA/FIM/UIM (Fédération Internationale de l'Automobile/Fédération Internationale de Motocyclisme/Union Internationale Motonautique), the national sporting rules of the German Olympic Sports Confederation (Deutscher Olympischer Sportbund/DOSB) and the German Motor Sport Federation (Deutscher Motor Sport Bund e.V./DMSB) including all supplementary rules, and the applicable provisions of ADAC.

(4) Any wilful violation of the provisions set forth in §27(3) above are subject to punishment by the Committee. The Committee is entitled to confer the exercise of the sporting jurisdiction to DOSB and DMSB or FIA/FIM and their bodies holding the sporting jurisdiction. Where the correct type of appeal against a decision under the sporting jurisdiction is not brought forward within the prescribed time limits, such decision is final.

§28 Volunteer Offices

(1) With the exception of the remunerated Executive Board, all offices within ADAC are filled by volunteer office holders. They can be filled only with ADAC members. The holders of such offices are entitled to a refund of out-of-pocket expenses incurred in the interest of ADAC. In addition, they may receive a reasonable allowance. The Honorary Tribunal may decide to additionally reimburse office holders for proven loss of income and wages. Where the decision about the amount of financial compensation for volunteer office holders is outside the Honorary Tribunal's authority, such decision is the province of the Administrative Council. Members of the Administrative Council are excluded from voting in decisions regarding their own volunteer's allowances.

(2) No person holding honorary office in ADAC may hold any office in other federations or associations dedicated to the objects and purposes defined in §2. Exceptions are subject to the Committee's approval. They are communicated to the Administrative Council.

(3) The office of delegate is an honorary office. Employees of ADAC, the Regional Clubs, the Local Clubs and any foundations they may set up or companies in which they alone or jointly hold a majority interest are excluded from holding honorary office.

(4) In derogation of §3(1), second sentence, a member may be affiliated with another Regional Club if the latter agrees in a Board decision to accept such member. Further, the Regional Club, on whose territory the member resides or has their principal place of business, is required to express its agreement with the member's application in a Board decision. Such agreement may be withheld only for good cause. The purpose of this derogation from §3(1), second sentence, is to facilitate the pursuit of honorary office in a Regional Club. The decisions specified in §28(4), first and second sentences, must have been adopted at the time of a candidacy for honorary office in a Regional Club. Should the candidate not be elected, their membership reverts to the Regional Club on whose territory they reside or have their principal place of business.

At the end of the tenure, the member may request from the Regional Club in which they held honorary office to revert their affiliation to the Regional Club on whose territory they reside or have their principal place of business, and such request is to be granted.

(5) In pursuing their obligations, volunteer office holders are not liable to ADAC and its members unless the loss or damage was caused intentionally or by gross negligence. The claimant has the burden of proof in respect of intent or gross negligence.

(6) ADAC members may be last elected or appointed to honorary office within ADAC (§1) in the calendar year in which they complete 70 years of age. The age limit for delegates is defined in the relevant Regional Club's Articles of Association.

(7) As regards the composition of bodies comprised of volunteer office holders, diversity is to be sought and promoted.

§29 Honorary Tribunal

(1) The Honorary Tribunal is comprised of three members. Each member has a deputy. The member chairing the Honorary Tribunal and their deputy need to be qualified to hold judicial office.

(2) The term of office is four years. The members of the Honorary Tribunal and their deputies may hold another volunteer office within ADAC or a Regional Club. The members of the Honorary Tribunal must neither serve on the Committee nor on the Administrative Council nor on any Advisory Subcommittee pursuant to §26(1). Furthermore, the Chief Legal Adviser may not become a member of the Honorary Tribunal. Where the matter under decision concerns an organisation in which a member of the Honorary Tribunal is a volunteer office holder, this member is excluded from the proceedings and decision-making of the Honorary Tribunal. The same applies to deputy members of the Honorary Tribunal.

(3) The Honorary Tribunal is responsible for

- a) deciding on appeals against an expulsion or suspension decision pursuant to §5(7),
- b) performing specific tasks assigned by decision of the Committee or the Administrative Council,
- c) settling disputes between the governing bodies of ADAC or of their members amongst themselves, between ADAC and one or several Regional Clubs as well as between several ADAC members amongst themselves,
- d) verifying accusations against members of the Committee and the Administrative Council,
- e) resolving on the amount of financial compensation for the members of the ADAC Committee, the ADAC Administrative Council and for the Chief Legal Adviser. Expenses, cost of materials, and time expenditure may be reimbursed by lump sum payment. The Honorary Tribunal may decide also to reimburse office holders for proven loss of income and wages. The amount of this reimbursement is limited to the lump sum to be defined according to the second sentence of this paragraph.

(4) In cases pursuant to §5(3), upon the Chief Legal Adviser's request, the Committee may suspend such person from their honorary offices within ADAC if this seems necessary in the interest of ADAC. The suspended office holder is entitled to appeal the suspension by delivering written notice to the Honorary Tribunal within one month. The Honorary Tribunal of ADAC has the final decision.

§30 Compliance Code of Practice

(1) ADAC and the Regional Clubs profess compliant and socially responsible conduct to high ethical standards as a requirement applying to all activities at all levels of ADAC and its Regional Clubs and their affiliates. The actions of all governing bodies, honorary office holders, employees and all persons working for ADAC and the Regional Clubs are based on a uniform compliance policy, supplemented by additional regulations as required.

(2) ADAC has established an encompassing compliance organisation which includes the Regional Clubs and any of their affiliates. To ensure consistency across the compliance organisation within ADAC, a Compliance Subcommittee made up of members of the Committee and the Administrative Council, representatives of the remunerated management of ADAC and of the Regional Clubs is set up as the coordinating, supervisory and escalation authority.

(3) Within the compliance organisation, central responsibility rests with the Compliance Subcommittee and one Chief Compliance Officer for ADAC e.V. and the Regional Clubs.

§31 Arbitration, Place of Performance and Jurisdiction

(1) Any dispute between ADAC and a Regional Club or between two Regional Clubs concerning the present Articles of Association or decisions based thereon are settled before an arbitration panel outside the jurisdiction of the ordinary courts provided that no mandatory legal provisions require otherwise, provided a preceding arbitration procedure set forth in §29(3)(c) has failed and provided an arbitration agreement has been concluded. This also applies to disputes on the effectiveness and implementation of these Articles of Association or rules contained herein. Also, all disputes on the effectiveness and construction of the arbitration agreement and any addenda are settled by the arbitration panel. The appointment of the arbitration panel and the arbitration procedure are subject to an arbitration agreement which is to be concluded between ADAC and each Regional Club individually in a separate document.

(2) The place of performance and jurisdiction for all rights and obligations under these Articles of Association is Munich, Germany.

§32 Dissolution

The dissolution of ADAC is subject to decision by a General Assembly convened for this purpose. A dissolution decision needs to be carried by 3/4 of all votes represented. The same General Assembly appoints the liquidators. The General Assembly convened for the purpose of dissolving the association resolves on the utilisation of any assets or property.

§33 Entry into Force

The revised ADAC Articles of Association enter into force upon being inscribed in the register of associations. Inscription in the register of associations invalidates the Articles of Association in force until such date. Elections prior to the inscription in the register of associations remain valid. Elections held after the inscription in the register of associations are subject to the revised ADAC Articles of Association. The General Assembly first appoints the auditor for the annual accounts for the fiscal year 2021.