

## § 1 Name, registered office and field of activity

The association bears the name Altbayerischer Lohnsteuerhilfsverein e.V. The association is registered in the register of associations. The association has its registered office and management in 84323 Massing and thus in the district of the Bavarian State Tax Office in Nuremberg.

## § 2 Purpose of the association

The association is a self-help organisation for employees. Its purpose is exclusively to provide assistance in tax matters within the scope of its authority under Section 4 (11) of the Tax Consultancy Act (Steuerberatungsgesetz). It is not geared towards economic business operations and is therefore a non-profit-making association ('Idealverein') within the meaning of Section 21 of the German Civil Code (Bundesgesetzbuch, BGB).

## § 3 Members

Any natural person can become a member. On admission, each member agrees to cooperate with the purpose of the association, as declared by law and in the articles of association.

## § 4 Start of membership

- (1) Admission shall be declared in writing.
- (2) Membership may also be established for a past period with retroactive effect.
- (3) The board of directors may refuse admission. If the board of directors does not object to an applicant's request for admission within three months, the membership shall be deemed to be confirmed.

## § 5 Termination of membership

- (1) Membership ends on voluntary resignation, exclusion, deletion from the membership list or death.
- (2) Resignation is only possible at the end of each financial year. It must be declared to the board of directors by registered letter with a notice period of three months before the end of the respective financial year.
- (3) A member may be excluded from the association if their conduct grossly violates the articles of association or the interests of the association or its employees. The board of directors decides on the exclusion in writing, stating reasons for this.
- (4) A member can be removed from the list of members by a resolution passed by the board of directors if, despite having received a written reminder, they are more than 3 months in arrears with the payment of their membership fee and more than 1 month has passed since the reminder was sent. The member must be informed of the removal; the claim for payment remains unaffected.
- (5) On termination of membership, all rights and duties with respect to the association expire. This does not apply to any liability claims according to § 15 of the articles of association. The former member is simultaneously automatically relieved of all offices held within the association.

## § 6 Rights and duties of members

- (1) Association membership entitles the member to seek advice from the association in accordance with the association's articles of association, provided that the membership fee due has been paid.
- (2) The member is obliged to hand over to the association all documents and information required in order to provide advice. In the event of a change of residence, the association must be notified of the new address immediately. Any expenses incurred by the association due to the violation of this duty shall be borne by the member. Each member can participate in the general meeting with voting rights. The member is obliged to pay the membership fee within the scope of § 7. There is no claim to distribution of the association's assets.
- (3) The association collects, processes and uses personal data concerning its members via data processing systems in order to fulfil the purposes and tasks permitted under these articles of association, for example in the context of member administration, in compliance with the provisions of the General Data Protection Regulation and the Federal Data Protection Act.
- By joining the association, members agree to the collection, processing, storage and use of their personal data for the purpose of fulfilling the association's purpose. Insofar as the income tax assistance association is provided with an e-mail address, members agree that selected information within the scope of the association's purpose will only be sent to them by e-mail.
- (4) Members are only entitled to services insofar as these relate to the year of admission and subsequent years and to the calendar year preceding the year of admission.

## § 7 Membership fee

- (1) An annual tiered membership fee, which is based on social considerations, and a one-time admission fee shall be charged.
- (2) The admission fee and the initial annual membership fee are to be paid on joining the association. Subsequent amounts are due for payment for the calendar year at the end of the day on 1 January. There is only a claim to services if all amounts due have been paid; proof of this must be provided on request. If payment has not been made by 30 June of a calendar year, the member is in default of payment. A further written reminder is not required.
- (3) The admission fee and the membership fee amounts are regulated in a fee regulation, which requires the approval of the general meeting. Changes to the fee scale must also be approved by the general meeting. Members shall be notified of the amended or revised rules relating to fees four months before the date from which they are to apply.
- (4) The fee obligation exists independently of the use of the association's direct assistance.
- (5) The association is entitled to demand reimbursement of expenses in the event of fiscal court proceedings and is not obliged to pay court costs or costs incurred as a result of third-party services (such as tax advisers or lawyers). This particularly applies if
  - the origin of such expenses is based on reasons for which the member is responsible;
  - the association went through an appeal procedure to no avail and the member insisted on the appeal procedure despite written notification of the lack of confidence in it being successful;
  - the member is ordered to pay court costs as the plaintiff pursuant to Section 137 of the Fiscal Court Ordinance (Finanzgerichtsordnung, FGO) because information or evidence was submitted late;
  - legal proceedings are to be conducted on the same legal issue in a large number of cases (mass appeal proceedings). The board of directors decides on the reimbursement of expenses and who bears costs.
- (6) In addition, no special fee shall be charged for assistance with income tax matters

within the meaning of § 2 of the articles of association.

(7) Fee entitlement in default action is based on the last fee level charged at where the association was involved in the taxation procedure. The membership fee may be reassessed if the member can prove that their income has changed by providing a complete tax assessment for the calendar year preceding fee collection.

(8) The board of directors is entitled to reduce or waive the admission fee and the membership fee in justified exceptional cases.

## § 8 Financial year

The financial year is the calendar year.

## § 9 Association bodies

The association's bodies are the general meeting and the board of directors. Only members of the association can be members of an association body.

## § 10 General meeting

- (1) The general meeting is the highest body of the association. Each member has one vote in the general meeting.
- (2) The general meeting must take place at least once a year. It shall be convened by the board of directors. The meeting must be convened in writing or by e-mail with at least three weeks' notice, stating the agenda, the venue and the date. The supervisory authority must be notified at the same time. By providing an e-mail address, the member agrees that the association may use it to send invitations to the association's general meetings. Members are entitled to apply for and vote at the general meeting, provided that they have registered their attendance with the association's board of directors no later than 7 days before the general meeting. In this case, the board of directors will immediately send confirmation of attendance as confirmation of registration. The invitation letter shall be sent to each member and shall be deemed to have been received if it is sent to the last postal address or e-mail address provided by the member.
- (3) Within 3 months of announcing the main content of audit findings to members, the board of directors shall convene a general meeting in which a discussion on management findings in particular shall be held and a decision made on discharging the board of directors in respect of its management during the financial year audited.
- (4) At the request of at least 20% of all members, the board of directors must convene an extraordinary general meeting within a period of four weeks.
- (5) The agenda is set by the board of directors. Any member may make a written request to the board of directors at least one week before the general meeting for an addition to be made to the agenda. The chairperson of the meeting must announce the addition at the beginning of the general meeting. The meeting shall decide on requests for additions to the agenda made at the general meeting.
- (6) The general meeting is chaired by the chairperson. If a member of the board of directors is not present, the general meeting shall determine the chairperson of the meeting. The type of voting is decided by the chairperson of the general meeting. Voting must be in writing if 1/3 of the members present who are entitled to vote request this.
- (7) General meeting resolutions shall be passed by a simple majority of the members present, notwithstanding the provisions of Section 33 of the BGB (amendment of the articles of association, change of the purpose of the association). Each duly convened general meeting has a quorum.
- (8) Minutes are to be kept of general meeting resolutions, which are to be signed by the minute keeper and the chairperson of the meeting. The minutes shall be accompanied by a list of all attendees of the general meeting.
- (9) The general meeting is exclusively responsible for the following matters:
  - Electing and dismissing board members
  - Approving fee rules
  - Approving the budget
  - Accepting the board of directors' annual report
  - Discussing audit findings
  - Discharging the board of directors
  - Approving contracts which the association concludes with board members or their relatives
  - Passing resolutions on the amendment of the articles of association and dissolving the association

## § 11 Board of directors

- (1) The board of directors within the meaning of Section 26 of the BGB consists of three members, namely the chairperson and two deputy chairpersons.
- (2) Each member of the board of directors has individual authority to sign.
- (3) The board of directors is elected by the general meeting for a period of 5 years. Election of board members may be revoked prematurely if there is good cause in accordance with Section 27 (2) of the BGB. However, they shall remain in office until a new board of directors is elected. Re-election is permitted.
- (4) The board of directors passes resolutions by simple majority.
- (5) Members of the board of directors shall receive appropriate remuneration for their work. Documented expenses and outlays incurred by a member of the board of directors when carrying out their duties may be reimbursed in an appropriate manner. If a board of directors is employed by the association as managing director or head of an advisory service, the amount of the remuneration to be paid must be approved by the general meeting. The board of directors is not exempt from the regulation of Section 181 of the BGB.
- (6) Sections 664 to 670 of the BGB shall apply to the management of the board of directors. In particular, the board of directors has the following tasks:
  - Management and supervision of ongoing and extraordinary association business
  - Appointment of a managing director within the meaning of Section 30 of the BGB, if the board of directors does not manage the association's business itself
  - Establishment and operation of advisory services and supervision of such services in accordance with § 14 of the articles of association
  - Announcement of the annual audit report and convening of the general meeting
  - Implementation of general meeting resolutions
  - Fulfilment of obligations to the supervisory authority arising from the Tax Consultancy Act

## § 12 Amendment to the articles of association

The articles of association can only be amended in a general meeting to which an invitation has been issued with special reference to the intended amendment of the articles of association. A majority of 3/4 of the members present is required to amend the articles of association. Consent from all members is required to change the purpose of the association. The

consent of the members not in attendance must be made in writing.

## § 13 Obligations to the supervisory authority

The board of directors must fulfil association obligations to the supervisory authority which arise from the Tax Consultancy Act.

In particular, these include the following:

- (1) The association is required to have the completeness and accuracy of records and financial statements, as well as the conformity of actual management with the income tax assistance association's tasks required under the articles of association audited by one or more auditors on an annual basis, no later than 6 months after the end of the financial year.
- (2) Only the following auditors may be appointed:
  - a) Persons and companies entitled to unlimited assistance in tax matters.
  - b) Auditing associations where the purpose under the articles of association for such associations includes the ordinary or extraordinary auditing of members, if at least one legal representative of the association is a tax adviser, tax agent, lawyer, established European lawyer, auditor or sworn auditor.
- (3) Persons who are concerned about bias or the possibility of a conflict of interest, particularly because they are members of the board of directors, special representatives or employees of the association, may not be auditors. This also applies to persons who advise or support the association in organisational or economic matters, who serve members of the association or have done so during the audit period, or who have assisted in keeping the books or preparing documents to be audited.
- (4) Within one month of receiving the audit report, but no later than 9 months after the end of the financial year, the association shall forward a copy thereof to the Bavarian State Tax Office and shall notify the members in writing of the main content of the audit findings within 6 months of receiving the audit report.
- (5) The association must notify the competent supervisory authority of any amendment to the articles of association within one month of the resolution being adopted. It must be informed of forthcoming general meetings at least 2 weeks in advance.
- (6) The authorised representatives of the association must notify the competent supervisory authority of the information required for entry or deletion in the directory of the income tax assistance association within the meaning of Section 7 of the DVLSHV and Section 30 of the StBerG within 2 weeks.

## § 14 Member advice

- (1) Assistance in income tax matters shall only be provided by persons who are members of an advisory service. All persons employed by the association to provide assistance in income tax matters are required to comply with the duties set out in these articles of association. A leader is appointed for each advisory service. They may only manage one other advisory service at a time. The head of the advisory service is the specialist supervisor of persons working for the advisory service.
- (2) Only persons who meet the requirements of Section 23 (3) (2) or (3) of the StBerG may be appointed as head of an advisory service. This does not apply to persons authorised to provide unlimited assistance in tax matters. If anyone has behaved in a way that suggests that there is reason to believe they have not met the duties of the income tax assistance association, they may not be appointed as head of an advisory service.
- (3) Assistance shall be provided in a proper, diligent and discreet manner. The exercise of any other economic activity in connection with the assistance is not permitted.
- (4) Files on assistance provided to members must be kept for a period of 10 years after the end of the association's activities. However, this obligation shall cease to apply before the end of this period if the association requests that the member receives the file and the member has not complied with this request within 6 months of receiving it. The provisions of laws other than the Tax Consultancy Act (Steuerberatungsgesetz) regarding the obligation to retain business documents remain unaffected.

## § 15 Exclusion of liability, liability insurance

When providing assistance to members in income tax matters, association liability for the fault of its bodies and employees cannot be excluded. The association shall take out a professional liability insurance for an appropriate amount for liability risks arising from assistance in income tax matters (e.g. consulting errors, loss of work documents). The competent authority within the meaning of Section 158 c (2) of the Insurance Contract Act (Gesetz über den Versicherungsvertrag) is the Bavarian State Tax Office. Members claims for compensation for damages arising from assistance provided by the association in tax matters shall become time-barred three years after the date on which the claim arose. The claim arises when the respective tax assessment becomes final.

## § 16 Dissolution of the association, liquidation

- (1) Dissolution of the association can only be resolved in a general meeting convened specifically for this purpose. This requires a 3/4 majority of the members present. However, the association cannot be dissolved if at least 7 of the members present object to the dissolution.
- (2) Unless the general meeting decides otherwise, the three members of the board of directors are jointly authorised liquidators.
- (3) At the request of the chairperson, before the vote on the dissolution of the association and use of the association's assets in accordance with Section 24 of the StBerG, the appointment of a representative must be resolved to handle pending tax matters within the scope of the authority pursuant to Section 4 (11) of the StBerG and the storage of files in accordance with Section 26 (4) of the StBerG.
- (4) In the event that the association is dissolved, the remaining assets shall be forfeited to a charitable institution following liquidation. A separate decision on the beneficiary is to be made at the general meeting.

## § 17 Place of jurisdiction

The place of jurisdiction is the association's place of business. In any case, the place of performance is Eggenfelden.

## § 18 Final provision

Should parts of these articles of association be or become invalid, this shall not affect the validity of the remaining parts of the articles of association.

The statute applies 17.08.2020.

