

## **Articles of Association of the Community of St Martin (St. Martinus-Gemeinschaft e.V.)**

*This is an English translation of the original German version of these articles of association. In the event of discrepancy between the two versions, the German-language version shall always apply, prevail, and be conclusive. The German version is available on request.*

### **Preamble**

'With open eyes, with an open heart, with open hands.' The Community of St Martin ('Martinusgemeinschaft' or 'St. Martinus-Gemeinschaft' in German) is a community of Christians who see St Martin of Tours, the patron saint of the Diocese of Rottenburg-Stuttgart, as a role model for Christian life and who would like to show people that the life and works of this saint can be a guide and inspiration in their own lives. The Community of St Martin feels a special bond with the Way of St Martin (which leads from Szombathely in Hungary, where St Martin was born, through the Diocese of Rottenburg-Stuttgart to Tours in France, where he was laid to rest), its spiritual role, and its European dimension, which brings peoples together, and is committed to all three. It sees the Way of St Martin as both a challenge and an opportunity to bring the spiritual and social inspiration provided by St Martin into the lives of people today and to invite people to set out on a journey, both physically as a pilgrim on the Way of St Martin and spiritually in contemplating the example set by this saint. The Community of St Martin combines the spirituality of its role model, St Martin, with the care of both the Way of St Martin and the pilgrims who travel it. Just as St Martin's faith led him to imitate Jesus Christ again and again and just as he devoted himself to people, the bond between the Community of St Martin and the diocesan patron saint leads the community to promote in a practical manner the Way of St Martin and to provide concrete support for pilgrimages along it. It does so both in a spirit of openness towards all those interested in the Way of St Martin and in the spirit of ecumenism. Through its work, the Community of St Martin seeks to raise public awareness of the Way of St Martin as a pilgrimage route and to invite people to go on pilgrimage. It encourages people to reflect on and imitate the life and works of St Martin and promotes and supports pilgrimages on the Way of St Martin. This is why the Community of St Martin seeks to raise awareness of the Way of St Martin in Church parishes and communities, especially in those through which the Way of St Martin passes, and to motivate them to organise pilgrimage activities along the Way of St Martin and to take care of pilgrims. It provides Church parishes and communities with information about the Way of St Martin, encourages them to provide pilgrimage services, and in some cases organises such services itself. It approaches social institutions with a view to linking their charitable works to the Way of St Martin and gives Church parishes and local tourist offices ideas for the provision of lodgings and assistance for pilgrims (food and accommodation). The Community of St Martin sees itself as a point of contact and a network on matters relating to the Way of St Martin for all interested parties, pilgrims, Church parishes, communities, tourist offices, and Church institutions. Where necessary or requested, it helps locals who are responsible for the Way of St Martin with its upkeep and helps set up relevant services (information on churches and institutions, programmes, information for pilgrims, information about food and accommodation) along the Way of St Martin. Furthermore, it explores the life of St Martin, provides impetus for spiritual contemplation, and encourages people to do social works. The Community of St Martin is organised at diocesan level. Members' meetings are held at this level on a regular basis. Within the community, members also meet at the level of their local parishes and deaneries, where they co-operate with those responsible for the way at local level and actively support them. The members talk about their work and share their experiences at local level, support each other, and see themselves in both spiritual and practical terms as a community that is travelling along a common way together. The Community of St Martin also seeks and fosters contact with Societies of St Martin in other dioceses. The Community of St Martin is

sponsored by the diocese because it supports the diocesan initiative for a Way of St Martin that passes through diocesan territory and beyond that in the European context and promotes the impact of the Way of St Martin on the identity of the diocese.

### **Article 1: Name, legal status, seat, and financial year**

- (1) The name of the association is 'St. Martinus-Gemeinschaft e. V.', which translates as 'The Community of St Martin – registered association', hereinafter referred to as 'The Community of St Martin'.
- (2) The Community of St Martin is established as a public Church association of the Christian faithful in accordance with c. 312 Article 1 § 3 ° CIC by the Bishop of Rottenburg-Stuttgart. It has the status of a public legal person in accordance with canon law c. 116 CIC. With its entry in the German register of associations, the association acquires legal capacity in accordance with civil law. It is entered in the German register of associations at Rottenburg local court.
- (3) The Community of St Martin may have local, legally independent sub-societies.
- (4) The seat of the association is Rottenburg am Neckar.
- (5) The financial year is the calendar year.

### **Article 2: Purpose of the association**

- (1) The object and duty of the association is to serve Church purposes and to promote religion. These purposes shall be served in the following ways in particular:
  - 1 by supporting and initiating local measures to organise pilgrimage activities along the Way of St Martin, to ensure its upkeep, and to fill it with life;
  - 2 by networking Church communities, Church institutions, and groups along the Way of St Martin;
  - 3 by fostering hospitality along the Way of St Martin and making sure that there is food and accommodation for pilgrims;
  - 4 by encouraging people to go on pilgrimage and do social works;
  - 5 by fostering and jointly cultivating a spirituality that is based on the life and faith of St Martin;
  - 6 by providing information, doing PR work, and keeping the website functional and up to date;
  - 7 by maintaining contact with pilgrim initiatives, hiking clubs, and tourist associations.
- (2) Through its objectives, the association sees itself as an expression of the life and nature of the Catholic Church, with which it is associated.

### **Article 3: Membership**

- (1) Any natural and/or legal person who would like to help achieve the purposes outlined in Article 2 may become a member of the association.
- (2) Membership is not transferrable. The exercising of members' rights may not be transferred to anyone else. Each member has one vote at the general assembly.

- (3) Membership applications must be submitted in writing to the board. The board decides whether to accept or reject a membership application. An application may be rejected with or without an explanation. No one is automatically entitled to be admitted as a member of the association. If a membership application is rejected, an objection may be lodged with the next ordinary general assembly within one month of the rejection. The general assembly shall make a decision about the objection.

#### **Article 4: Termination of membership**

- (1) Membership of the association terminates:
  - 1 with the death of the member; in the case of legal persons, with the loss of legal capacity;
  - 2 when a member notifies the board in writing of his/her withdrawal from the association. A member may only withdraw from the association at the end of the financial year, whereby a six-month period of notice must be observed;
  - 3 with the exclusion of a member from the association for conduct that is harmful to the objects and duties of the association or the good reputation of the Church.
- (2) If there is a compelling reason to do so in accordance with Article 4(1)(3), the board may pass a resolution to exclude a member from the association. A compelling reason can be said to exist if the member has repeatedly and seriously offended against the objects of the association. Before the resolution is passed, the member must be given the opportunity to make either an oral statement to the board or a written statement on the claims made against him/her. The member must be given a reasonable period of time in which to make such a statement. The excluded member may write to the general assembly to object against the decision of the board. In this case, the next ordinary general assembly shall decide whether or not to exclude the member. Until this decision is made, the rights and duties of the member are suspended.

#### **Article 5: Membership fees**

No membership fees shall be collected. Voluntary financial contributions and donations are possible. Moreover, every member is invited to contribute to the best of his/her ability to the life of the community through prayer, active involvement, or gifts.

#### **Article 6: Non-profit making status**

- (1) The association shall engage in altruistic activities; it shall not primarily serve its own economic purposes. The association shall exclusively and directly serve Church and religious purposes within the meaning of the section of the German Fiscal Code (AO) entitled 'Tax privileged purposes'.
- (2) The funds of the association may be used only for the purposes set out in the articles of association. Members shall receive no allocations from the funds of the association. Any necessary expenses shall be refunded on presentation of the relevant receipts.
- (3) The association may not provide a benefit for any person by means of expenditure unrelated to the object of the association or disproportionately high remuneration.
- (4) If a member withdraws from the association, if the association is dissolved, or if the purpose as outlined by these articles of association no longer applies, members have

no claim whatsoever to the association's assets or to financial allocations. Members are not entitled to a share of surpluses.

### **Article 7: Organs of the association**

The organs of the association are:

- 1 the board and
- 2 the general assembly.

### **Article 8: Composition and term of office of the board**

- (1) The board runs the association. It consists of up to nine people. It elects one of its members to serve as chair and another member to serve as deputy chair.
- (2) To help it discharge its duties, the board may appoint a managing director or it may delegate the discharge of duties either in part or in full to third parties. The managing director has the status of a special representative within the meaning of Article 30 of the German Civil Code (*BGB*). The type and scope of the duties to be delegated shall be specified on a case-by-case basis.
- (3) The members of the board are elected and dismissed by the general assembly. The appointment of the elected members must be confirmed by the Bishop of Rottenburg-Stuttgart. The first members of the board shall be proposed by the Bishop of Rottenburg-Stuttgart and elected by the general assembly.
- (4) Board members are elected for a term of four years. Re-election is permissible. Each member of the board must be elected individually. The outgoing members of the board shall remain in office until the constituent meeting of the newly elected board. The appointment of re-elected board members must be confirmed by the Bishop of Rottenburg-Stuttgart.
- (5) The general assembly may dismiss a member of the board for a compelling reason. The decision must be carried by the majority of votes at the general assembly. Before the vote, the board member in question must be given the opportunity to make a statement.
- (6) If a member of the board leaves office before the end of the four-year term, a replacement board member shall be elected without delay by the general assembly for the remainder of the term. The appointment of the elected replacement must be confirmed by the Bishop of Rottenburg-Stuttgart. A board member's term of office also ends with his/her death or if he/she decides to resign. Resignation is possible at any time.
- (7) The members of the board shall serve the association in an honorary capacity (i.e. without remuneration). Any necessary expenses shall be refunded on presentation of the relevant receipts.

### **Article 9: Representation of the association**

- (1) In accordance with Article 26(2) of the German Civil Code, the association shall be represented both in and out of court by the chair of the board or his/her deputy. Both are authorised to represent the association on their own. Within the association, the

deputy chair shall only be entitled to represent the association if the chair is unavailable.

- (2) If the general assembly so decides, every member of the board can be released from the restrictions of Article 181 of the German Civil Code (*BGB*).

#### **Article 10: Duties of the board**

- (1) The board is responsible for all association matters as long as either the articles of association or the law do not deem these matters the responsibility of the general assembly. The board has the following duties in particular:
  - 1 the attainment of the objects and the discharging of the duties set out in the articles of association;
  - 2 the execution of resolutions passed by the general assembly;
  - 3 the day-to-day running of the association;
  - 4 the preparation of the general assembly, the drafting of the agenda, and the convening of the general assembly;
  - 5 the management of the assets of the association;
  - 6 the drafting of an economic plan for each financial year;
  - 7 the preparation of the annual accounts and the report on progress regarding the achievement of the association's purpose;
  - 8 the passing of resolutions on membership of the association.
- (2) On matters for which the general assembly is responsible, the board may make proposals for resolutions to be passed by the general assembly.
- (3) The board can draw up rules of procedure for itself. These rules must be approved by the general assembly.

#### **Article 11: The passing of resolutions by the board**

- (1) As a rule, resolutions are passed by the board at meetings.
- (2) Board meetings shall be convened by the chair or, if the chair is unavailable, by the deputy chair, as the need arises but at least twice a year. A board meeting must also be convened when two-thirds of the board members request one. Members shall be given two weeks' written notice. The location, date, and time of the meeting as well as an agenda for the meeting shall be provided together with the invitation to the meeting. The period of notice begins the day after the invitations are put in the post. When calculating the period of notice, the day of the meeting is not included. In urgent cases, the period of notice can be shortened to up to three days.
- (3) If all members of the board agree, observance of deadlines and regulations regarding formalities can be dispensed with.
- (4) A quorum shall exist when the majority of board members—including the chair or, if the chair is not available, the deputy chair—are present. A resolution is passed if a simple majority of the votes cast supports it. In the event of a tie, the chair or, alternatively, the deputy chair shall cast the deciding vote.
- (5) Any resolutions passed must be recorded in the minutes of the meeting. These minutes must be signed by the chair and the secretary appointed by the board.

- (6) Outside meetings, the board can—as long as no mandatory law prescribes a different form of vote—pass resolutions in writing or by signed fax, as long as all members of the board consent to this kind of written or text-based vote. Consent can be given together with the cast vote. Article 11(4)(2) f. applies to the passing of such resolutions.
- (7) Unless the resolution stipulates otherwise, the chair of the board implements the resolutions passed by the board.

### **Article 12: Spiritual director**

In order to promote and direct spiritual life within the Community of St Martin, the general assembly may elect a spiritual director. Candidates must have completed pastoral training and be a member of the Community of St Martin. The appointment of the elected spiritual director must be confirmed by the bishop. The spiritual director may also be a member of the board.

### **Article 13: General assembly**

- (1) All members of the association are part of the general assembly.
- (2) The ordinary general assembly shall be convened at least once a year by the chair of the board or, if the chair is unavailable, by the deputy chair of the board. In addition, the general assembly must be convened if the interests of the association require it. Members shall be given two weeks' written notice. The location, date, and time of the meeting as well as an agenda shall be provided together with the invitation to the meeting. When calculating the period of notice, the day of the general assembly is not included. The agenda is set by the board.
- (3) Members who would like motions put on the agenda of the general assembly must submit a written request to the board to this effect at least five weeks before the general assembly. The general assembly can only pass a resolution on motions that are proposed for the agenda during the general assembly if the majority of members at the general assembly expressly consent to the passing of a resolution.
- (4) Extraordinary general assemblies may be convened by the board as long as the aforementioned stipulations regarding invitations are observed. The board is obliged to convene an extraordinary general assembly if at least one-quarter of the association's members or the Bishop of Rottenburg-Stuttgart submits a written request to this effect, stating the purpose and the reasons for the move. Moreover, an extraordinary general assembly must be convened if the interests of the association require it.
- (5) The general assembly shall be chaired by the chair of the board or, if the chair is unavailable, by the deputy chair of the board.
- (6) The general assembly is not open to the public. The chair of the board or, if the chair is unavailable, the deputy chair of the board may admit guests. Guests do not have the right to vote.

### **Article 14: Duties of the general assembly**

- (1) The general assembly is the supreme resolution-passing organ of the association and is, in principle, responsible for all duties. It passes resolutions on the principles of and guidelines governing the association's activities.

- (2) The general assembly is responsible for the following matters in particular:
- 1 the receipt of the board's report on progress regarding the achievement of the association's purpose;
  - 2 the approval of the economic plan and the approval of extraordinary expenditure for which no provisions were made in the economic plan;
  - 3 the adoption of the annual accounts;
  - 4 the selection of the official auditor;
  - 5 oversight of the board;
  - 6 the release of the board from the restrictions of Article 181 of the German Civil Code (*BGB*);
  - 7 the formal approval of the activities of the board;
  - 8 the approval of rules of procedure for the board,
  - 9 the passing of resolutions on the election and dismissal of board members;
  - 10 the passing of resolutions on the appointment of a managing director in accordance with Article 8(2);
  - 11 the passing of resolutions on the appointment of a treasurer;
  - 12 the passing of resolutions on amendments to the articles of association;
  - 13 the passing of resolutions on the dissolution of the association and measures taken within the meaning of the Transformation Act (*Umwandlungsgesetz*);
  - 14 the passing of resolutions on an objection to the rejection of a membership application or the exclusion of a member from the association;
  - 15 the passing of resolutions on any matters the board has put to it for decision.

#### **Article 15: The passing of resolutions by the general assembly**

- (1) If the stipulations regarding invitations were properly observed, a quorum shall exist regardless of the number of members present. Unless otherwise indicated in the articles of association, a simple majority of votes cast by the members present shall be required for the general assembly to pass a resolution. In the event of a tie, a motion is deemed rejected.
- (2) The articles of association may only be amended and the association may only be dissolved at a general assembly that has been convened specially for this purpose. A three-quarters majority of all valid votes cast is required in order to amend the articles of association and to dissolve the association. A quorum shall only exist when at least half of all association members are present. If a quorum does not exist, the general assembly shall be reconvened by the chair of the board or, if the chair is unavailable, by the deputy chair of the board within eight weeks, but no sooner than four weeks. The only item on the agenda of this second assembly shall be the amendment of the articles of association or the dissolution of the association. A quorum shall exist for the reconvened assembly, regardless of the number of members present. Members must be informed of these facts in the invitation to the reconvened general assembly.
- (3) Minutes shall be kept of the general assembly and the resolutions passed by it. These minutes must be signed by the chair of the board or, if the chair is unavailable, by the deputy chair of the board and the secretary elected by the general assembly.

#### **Article 16: Church supervision**

- (1) In accordance with cc. 305 ff. CIC and No. 19 of the particular norms, the association is under Church supervision. This supervision is exercised by the Bishop of Rottenburg-Stuttgart.

- (2) The approval of the bishop is required on the following matters in particular:
- 1 the purchase, sale, creation of an encumbrance on, and relinquishment of property and equivalent rights and other rights to immovables;
  - 2 all kinds of partnership agreements, participation agreements, and company agreements and the amendment thereof, including capital increases and reductions;
  - 3 the establishment, extension, takeover, transfer, and closure of facilities;
  - 4 the foundation and dissolution of legal entities, interests in or by legal entities;
  - 5 the dissolution of the association;
  - 6 the amendment of the articles of association.
- (3) Resolutions, legal transactions, and other measures that require approval only become effective when they are approved by the bishop. Implementation of such resolutions, transactions, and measures without the bishop's approval is impermissible and ineffective.
- (4) The Community of St Martin must submit to the bishop for information purposes its annual accounts within seven months of the end of the financial year and the agreed economic plan within four months of the start of a financial year without having been requested to do so.
- (5) In accordance with the corresponding provisions of canon law, the bishop can object to measures taken by the organs of the association and require them to be cancelled or reversed by a specific deadline. If objections are raised against a measure, these measures may not be taken. The same authority applies when a measure violates the articles of the association or a state law. If an organ of the association does not take a measure stipulated by law or by the articles of the association, the bishop may give instructions for the measure to be taken within a specific period of time.
- (6) The registered association that is the Community of St Martin shall apply the valid version of the Fundamental Norms for Church Services (*Grundordnung des kirchlichen Dienstes*).

#### **Article 17: Dissolution of the association**

If the association is dissolved or if its tax-privileged purposes cease to apply, the assets of the association shall be transferred to the Diocese of Rottenburg-Stuttgart, which must use these assets directly and exclusively for the purposes outlined in Article 2 of these articles of association. If these purposes can no longer be achieved, the assets must be used directly and exclusively for similar charitable purposes.

#### **Article 18: Obligations to notify the competent financial authority**

The competent financial authority must be notified of all resolutions regarding amendments to the articles of association and the dissolution, transformation, or merger of the association. Resolutions on amendments to the articles of association may only be passed after the competent financial authority has confirmed that the amendments in question will not impact on the association's non-profit-making status.

#### **Article 19: Amendments to the articles of association**



Once they have been approved by the bishop, amendments to the articles of association only come into force once they have been entered in the German register of associations. The board is responsible for making sure the amendment is entered in the German register of associations.

### **Article 20: Entry into force**

These articles of association are approved by the Bishop of Rottenburg-Stuttgart and come into force with their entry in the German register of associations.

Approved by the general assembly on 1 September 2015.

BO-Nr. 331  
approved  
Rottenburg, den 15.02.2016  
Diözesanverwaltungsrat  
i.V. Dr. Rebecca Schaller  
Ltd. Direktorin i.K.