

Futouris e.V. Articles of Association

§ 1 Name, registered office, financial year

- (1) The association is registered under the name 'Futouris'. According to the entry in the register of associations, the name is 'Futouris e.V.'
- (2) The association is based in Hamburg
- (3) The financial year of the association is based on the calendar year.

§ 2 Purpose, tasks

- (1) The purpose of the association is to promote sustainable trends in Germany and abroad. Within this context, projects for construction and infrastructure measures as well as informational, awareness-raising and education measures are being carried out, which are suitable for promoting sustainability processes worldwide and serving as models in tourism. This leads to the development of cross-project, transnational standards, which can be applied to different projects in various countries. The association is particularly active in the following areas:

- Environment, nature and climate protection;
- Preservation of cultural heritage;
- Promoting intercultural understanding, tolerance and respect for human rights;
- Biodiversity conservation and species protection measures as well as raising awareness of active resource conservation;
- Development of local, economically independent structures in the form of development cooperation as well as support in the creation of fair working conditions, qualification and participation;
- Development of sustainable innovations and model projects;
- Support and implementation of scientific events and research projects, as well as awarding of research contracts within the above-mentioned fields.

The measures and activities mentioned in the previous section, which directly and exclusively pursue charitable (non-profit) purposes (§ 3, 2), are either carried under own management or in cooperation with other organizations and entities.

- (2) Suitable funds, such as contributions, special assessments, donations (benefits in kind and cash) as well as grants/subsidies and other donations of members or third parties should be used for the fulfilment of the statutory purpose.
- (3) In order to ensure direct implementation of the intended actions by the association in cases where projects are managed by the association itself, the implementation is carried out by employing auxiliary personnel (§ 57 para. 1 Sentence 2 of the tax code), who are subject to directives by, and accountable to the association.

§ 3 Non-profit status

- (1) The association is non-profit-making and does not primarily pursue its own economic purposes.
- (2) The association pursues exclusively and directly charitable objectives within the meaning of the section on 'tax-privileged purposes' of the tax code. It also acts as a funding association under § 58 No. 1 of the tax code, which uses its funds to promote tax-privileged corporations.
- (3) Finances of the association may only be used for the statutory purposes, i.e. the members receive no benefits from the funds of the association. No person may receive benefits from expenditures which are foreign to the purpose of the association or by disproportionately high remuneration.
- (4) In case of dissolution or termination of the association or if its previous purpose is changed, the assets of the association shall go to the TUI Foundation, which has to use it directly and exclusively for charitable purposes.

§ 4 Members, obtaining membership

- (1) Members can be natural or legal persons. Natural persons must be at least 18 years old. Legal persons must be represented by a natural person.
- (2) The Futouris e.V. association can have the following types of members:
 - a. Ordinary members

Ordinary members are natural or legal persons who support the implementation of the association's objective through active participation and/or financial means, in particular by paying the membership fee.

b. Extraordinary members

Extraordinary members are natural or legal persons that promote the implementation of the association's goals through active participation or through other measures that support the association. They are exempt from regular contributions, details of which can be determined by the Executive Board. They do not have any voting rights.

c. Honorary members

Honorary members are natural persons who have made a special contribution to the association and the implementation of the association's goals. Honorary members are exempted from the contribution payment. They do not have any voting rights.

d. Foundation members

Foundation members support the purpose of the association within the context of cooperation agreements. The voting right is based on the underlying cooperation agreement.

(3) Ordinary and extraordinary memberships must be requested in writing to the Executive Board of the association. The decision about membership is incumbent on the Executive Board, which can refuse it without giving reasons. Foundation membership is established by a cooperation agreement. Honorary members are proposed by the Executive Board or a member and appointed by resolution of the general meeting. The decision will be communicated in writing to the applicant or honorary member. There is no entitlement to membership.

(4) Unless expressly specified otherwise, the term 'member' in the context of these Articles of Association includes all types of members listed in § 4 (2).

§ 5 Termination of membership

(1) The membership is terminated

- a. by voluntary resignation
- b. with the death of the member
- c. with loss of legal capacity of legal persons

- d. by exclusion from the association
 - e. by termination of the cooperation agreement for foundation members
- (2) The voluntary termination of membership must be declared in writing to the Executive Board with six months' notice before the end of the financial year. Until the expiry of the notice period, the member has to fulfil all obligations outlined in the statute.
- (3) The cooperation agreement with foundation members must also be terminated in writing to the Executive Board with six months' notice before the end of the financial year. The cooperation agreement with Foundation members must also be terminated in writing to the Executive Board with six months' notice before the end of the financial year.
- (4) A member may be terminated by resolution of the Executive Board, if he or she grossly violates the interests of the association or the statute. A termination may in particular occur if the specified membership fees are not paid on time. However, such a termination is only allowed after two reminders, in which termination is threatened.
- (5) The Executive Board decides on the termination. The termination decision, which must be issued with reasons, will be communicated to the member in writing by the Executive Board and will be effective upon receipt.
- (6) The member shall be given the opportunity to state his or her written or oral opinion before the decision is made.
- (7) Upon termination of the membership for whatever reason, all claims arising from the membership relationship expire. There is no entitlement to a share of the association's assets. The entitlement by the association to arrears contributions remains unaffected.

§ 6 Membership fees

Contributions are collected from members. The amount of the annual fee and its due date will be determined by the general meeting and set out in the membership contribution rules. By resolution of the general meeting an enrolment fee can be introduced and/or determined. The amount of the membership fee must be calculated in such a way that the association's activities can be financed through the membership fees, in particular the implementation and coordination of funded projects as well as the costs of management.

§ 7 Rights and obligations of the members

- (1) Unless otherwise stipulated under § 4, the members are entitled to participate in all meetings, elections and votes of the association. They also have the right to submit applications to the Board and the general meeting. Legal persons or groups of people are represented in the general meeting by a proxy representative. The power of attorney is required in writing and must be presented at the request of a member in the general meeting.
- (2) The members are obligated to promote and support the association and the purpose of the association and to pay the stipulated membership fees on time.

§ 8 Corporate bodies of the association

The corporate bodies of the association are:

- (1) General meeting
- (2) Executive Board
- (3) Scientific Advisory Committee

The general meeting or the Executive Board can decide the formation of further association bodies or committees.

§ 9 Executive Board

The entire board consists of at least three and up to seven people. This includes a chairman, a deputy chairman and a chief financial officer/treasurer. The number of members of the Executive Board is decided by the general meeting when the board is newly elected.

The chairman and the deputy chairman form the Executive Board as defined in § 26 of the German Civil Code (BGB). They each represent the association individually in and out of court (sole power of representation).

§ 10 Election of the Executive Board

- (1) The board members are appointed by the general meeting for a term of two years. Unlimited re-election of board members is permitted. After expiry of the deadline, the board members remain in office until their successors take office.
- (2) If a board member resigns before the end of his election period, the Executive Board is entitled to appoint a provisional board member. Accordingly, certain board members remain in office until the next general meeting, which then decides on the new election of the departing board member.

§ 11 Meetings and resolutions of the Executive Board

- (1) The Executive Board generally passes its resolutions in board meetings or board telephone conferences. The modalities of the convocation are governed by the Rules of Procedure.
- (2) The Executive Board has a quorum if at least two board members, including the chairman or the 1st deputy chairman, are present.
- (3) The Executive Board decides by simple majority votes in meetings. In case of a tie, the vote of the chairman (or the 1st deputy chairman if the chairman is absent) decides.
- (4) Resolutions of the Executive Board are recorded in minutes of the meeting, to be signed by the Chairman or his Deputy and the Secretary. The minutes should include the location and time of the board meeting, the names of the participants, the resolutions passed and the voting result.
- (5) The Executive Board may also pass resolutions in writing or by telephone if all board members agree.
- (6) By resolution, the Board of Directors can adopt rules of procedure in which the cooperation of the corporate bodies and the cooperation between the Executive Board and the management are further specified.

§ 12 Activity of the Executive Board

- (1) The Executive Board is responsible for all affairs of the association, as long as they are not transferred to another organ of the association by the Articles of Association or by compelling law. It has the following tasks in particular:

- a. Preparation and convening of the ordinary and extraordinary general meeting as well as drawing up of the agenda
 - b. Execution of resolutions of the general meeting
 - c. Preparation of budget and accounting, creation of the annual report
 - d. Resolution on the admission and termination of members.
- (2) The members of the Executive Board are only liable to the association for their intentional or grossly negligent damages as part of their activities on the Executive Board. § 31a of the German Civil Code (BGB) remains untouched.
- (3) The Executive Board is assisted in its activities by one or more full-time managing directors. The directors take care of the ongoing activities or certain types of business of the association according to the guidelines and instructions of the Executive Board. Details are regulated by the rules of procedure to be issued by the Executive Board. The Executive Board may give power of attorney to the Managing directors for certain types of transactions.

§ 13 General meeting

- (1) The highest corporate body of the association is the general meeting.
- (2) The ordinary members are entitled to vote according to § 4 para. (2) a.). Each of these members has one vote, which in case of absence can be transferred in writing to another member. Authorisation must be given in writing to the Executive Board and the member to be authorised.

The voting rights of the foundation members are based on the underlying cooperation agreement; the restriction of § 13 para. 2 sentence 2 of the Articles of Association does not apply here. The voting right can be transferred.

§ 14 Responsibilities of the general meeting

The general meeting is exclusively responsible for the following matters:

- a. Receipt and approval of the written annual report of the Executive Board and the financial statement
- b. Discharge of the Executive Board
- c. Resolution on the budget for the following financial year
- d. Determination of the amount, possible changes and fixing the due date of membership fees
- e. Resolution on changes to the Articles of Association and on the dissolution of the association
- f. Appointment of honorary members
- g. Election and dismissal of the members of the Executive Board
- h. Election and vote on the annual industry project
- i. Resolutions on other items on the agenda, which the Executive Board of Management submits at its sole discretion to the general meeting for decision.

In matters falling within the competence of the Executive Board, the general meeting may make recommendations to the Executive Board.

§ 15 Convening of the ordinary general meeting

- (1) At least once a year, the ordinary general meeting takes place. The general meeting is convened by the chairman of the board or his deputy with a notice period of 4 weeks in written form stating the agenda. An invitation is deemed to have been received by the member if it is addressed to the last known address (mailing address, fax number, email address) provided by the member to the association in writing.
- (2) Each member can request the completion of the agenda up to one week before the general meeting (receipt at the Executive Board) in writing. The chairman of the meeting announces these motions at the beginning of the general meeting. The general meeting decides on motions for resolutions which are made in the general meeting.

§ 16 Resolution of the general meeting

- (1) The general meeting is chaired by the chairman or, if he is unable to attend, by the 1st deputy chairman or another board member. If no board member is present, the general meeting determines the chairman of the meeting. In elections, the chairmanship of the meeting may be delegated to an election committee for the duration of the ballot and the prior discussion.
- (2) The secretary is determined by the chairman of the meeting. A non-member may also be appointed to be the secretary. The minutes must be signed by the chairman of the board and the 1st deputy chairman. In case of changes to the statutes, the wording of the amended provisions should be included in the minutes.
- (3) The general meeting has a quorum if at least one third of the ordinary members are present or duly represented. If this number is not reached, the board is obligated to convene a second general meeting within four weeks; this is quorate regardless of the number of members, as must be indicated in the invitation.
- (4) The general meeting passes its resolutions by a simple majority of the votes cast. Abstentions are not considered.
- (5) Amendments to the Articles of Association and decisions to dissolve the association require a three-quarter majority of the valid votes cast. Changing the purpose of the Articles of Association can only be decided with the consent of all present members.
- (6) Outside of meetings, resolutions of the general meeting may also be passed by written circulation procedures if the Executive Board decides on such a vote and at least three quarters of all voting members participate in the vote. To this end, the Chairman of the Board calls on the voting members in writing (email sufficient) to vote with a set deadline, which must also be done in writing. The deadline should be at least one week. Voices cast after the deadline do not count as participation in the vote. The chairman of the board determines the conclusion or non-conclusion of a decision after receipt of all votes, at the latest after expiry of the set deadline, and informally notifies all members of the result.

With regard to the majorities required for the conclusion of a resolution, there are no special aspects with regard to voting at a meeting.

§ 17 Extraordinary general meeting

The Executive Board can decide at any time to convene an extraordinary general meeting, if it is in the best interest of the association. An extraordinary general meeting shall also be convened if at least 20% of the members request it in writing, stating the agenda and the reasons. The general meeting is then convened within four weeks. §§ 14 and 16 apply accordingly to the extraordinary general meeting.

§ 18 Elections

- (1) In elections, the candidates are considered to be elected if at least half of the votes of the present or represented voters are attributed to one candidate. If none of the candidates receives the required majority in the first ballot, a second ballot will be held between the two top candidates. Non-cast votes are not considered.
- (2) The elections are held in open ballots. If at least half of the present members request a secret, written vote, this must be done.

§ 19 Scientific Advisory Committee

- (1) The general meeting may decide to set up a Scientific Advisory Committee, which may have a maximum of nine (9) members. The Scientific Advisory Committee consists of persons who, through their professional activities, their experience, their scientific qualifications and their various expertise, promote the statutory goals of Futouris e.V. in a special way. The Scientific Advisory Committee has the task of advising the association on the pursuit of its statutory purposes.
- (2) Members of the Scientific Advisory Committee are appointed by the Executive Board for a term of two (2) years. Re-election is possible at any time. The Executive Board may retire a member of the Scientific Advisory Committee of his office at his request. In other cases, the Executive Board may only terminate a member of the Scientific Advisory Committee from his office for good cause. An important reason exists in particular if the member of the Scientific Advisory Committee has grossly violated the interests of the association or these Articles of Association.

§ 20 Dissolution of the association

- (1) As liquidators in the event of dissolution, the authorised members of the board members in office are appointed, unless the general meeting decides otherwise.
- (2) In case of dissolution or cancellation of the association or if its current charitable purpose ceases, § 3 para. 4 applies.

These Articles of Association were approved by the founding meeting on 13/01/2009 and modified in parts on 01/08/2016 and 19/9/2019.