

Statutes

aireg - Aviation Initiative for Renewable Energy in Germany e.V. (registered Association)

Preamble

The Association sees itself as an institution for the promotion of science, research and environmental protection in the area of climate-friendly aviation fuels. The Association is committed, in particular, to promoting sustainability and has therefore defined the following criteria as motivating guidelines for all activities:

- The improvement of the eco-balance with respect to CO₂ emissions; especially in comparison with traditional fossil fuels.
- The coordination of national activities in the area of renewable aviation fuels.
- Guaranteeing local food supply.
- The preservation of clean air by avoiding pollution through production and environmental compatibility.
- The protection of habitats: taking into account biodiversity and ecosystems and their preservation when converting the use of land.
- The protection of soil by preserving its physical, chemical, and biological health.
- The execution of activities in line with human and labour rights.
- The support of social and economic development in the affected regions.
- The adherence to existing national and international legal systems.
- The efficient use of water while protecting it by meeting quality standards and regulations.

All members of the Association shall adhere to these criteria when carrying out any activities, i.e. they shall assume their social, ecological, and economic responsibilities.

§ 1 Name, registered office

- 1) The Association's name is "aireg - Aviation Initiative for Renewable Energy in Germany e.V."
- 2) The Association's registered office and administration are located in Berlin.

§ 2 Legal form, business year

- 1) The Association shall be entered in the Register of Associations at the Local Court Berlin. After entry in the Register of Associations, the suffix "e.V." [registered association] shall be added.
- 2) The business year is identical with the calendar year.

§ 3 Purpose of the Association

- 1) The Association pursues non-profit-making purposes exclusively and directly as outlined in the section concerning “tax-privileged purposes” in the Tax Code (Abgabenordnung).
- 2) The purpose of the Association is the promotion of science and research, in particular in the area of climate-friendly air fuel development; and the promotion of environmental protection, in particular in the area of emission protection.

a) The purposes of these Statutes in the area of science and research will be realised, in particular by

- i. Academic compilation and processing of specialised knowledge about renewable aviation fuels, from production to use.
- ii. Carrying out of academic conferences and the establishment and/or promotion of scientific networks in the area of renewable aviation fuels.

The research results will be promptly presented to the public.

a) The purposes of these Statutes in the area of environmental protection will be realised, in particular by

- iii. the publication of own information material and the carrying out of information events about the opportunities for use and the ecological impact of climate-friendly, renewable aviation fuels.
- iv. the carrying out of events and conferences - with representatives from the areas of science and research, NGOs, legislators and administrators - dealing with the possibility of reducing emissions which are harmful to the climate, by using renewable aviation fuels, and aiming at increasing the use of renewable aviation fuels in order to avoid polluting emissions.

The purpose of the Association is also to procure funds pursuant to § 58 No. 1 Tax Code (Abgabenordnung) for the promotion of scientific and research activities and environmental protection, in order to support the tax-privileged purposes of another corporation or of a corporation under public law.

Insofar as the Association does not carry out any activities as part of institutional funding, it shall carry out its tasks itself or have them carried out by an auxiliary in the sense of § 57 (1) phrase 2 Tax Code, in acc. with para. 3.

- 3) The Association is selfless and does not primarily pursue profit-making purposes. The Association's funds may only be used for the purposes defined in the Statutes. Members shall not receive any allowances from the Association's funds. No person shall benefit from any expenditure that does not meet the corporation's purpose or from disproportionately high remunerations.
- 4) The members of the Association's bodies have the right to be reimbursed for the expenses and expenditure necessarily incurred by them. The General Assembly may decide upon an appropriate remuneration for the members' expenditure of time.

§ 4 Membership

- 1) Every natural or legal person supporting the Association's purposes may become a regular member of the Association.

- 2) The Board decides about the admission upon submittal of a written application. Complaints against the decision of rejection may be submitted to the Board within one month following receipt of the rejection. The next ordinary General Assembly shall then reach a decision concerning the complaint.
- 3) Legal persons must inform the Board about the name of the person who will exercise the membership rights, and in particular the voting rights. The Board must be informed immediately, if this person has changed.
- 4) The awarding of honorary membership is only possible by a resolution of the General Assembly.
- 5) The Association collects membership fees from regular members. These fees are established in a separate fee regulation which is approved by the General Meeting of Members.

§ 5 Termination of membership

- 1) Membership terminates with:
 - a) Death of the natural person
 - b) Extinction of the legal capacity or upon liquidation of the legal person
 - c) Voluntary resignation
 - d) Exclusion from the Association pursuant to § 6
- 2) If a member wishes to resign voluntarily, said resignation can only become valid at the end of the year. Resignation takes place by a written declaration vis-à-vis the Board, adhering to a period of notice of 3 months.

§ 6 Exclusion

- 1) Decisions concerning exclusion from the Association shall be made by the Board. A member can be excluded by the Board with immediate effect, if he/she has severely violated the Association's objectives and interests, does not meet the requirements of the Statutes anymore or has been in arrears with the payment of fees for 6 (six) months despite issue of a reminder.
- 2) The member must have the opportunity of making a statement prior to the adoption of a resolution concerning his/her exclusion. The resolution on the exclusion must be founded, unless the person involved knows that the reasons for and the facts concerning exclusion are undisputed. The resolution on the exclusion becomes effective upon notification of the person involved. Complaint against the exclusion resolution can be raised vis-à-vis the Board within 30 (thirty) days after an exclusion has been communicated, and will be decided on at the next General Assembly.

§ 7 Rights and obligations of members

- 1) Members shall have the right to use all facilities of the Association and to attend all events.
- 2) Members are obliged to promote the Association's purposes and to refrain from everything that might damage the Association's reputation. The instructions of the Association's bodies must be followed.
- 3) The Board must be informed within one month about all changes concerning names, firms, addresses or functions of a member.

§ 8 Bodies of the Association

The bodies of the Association are the:

- 1) General Assembly
- 2) Board
- 3) Coordinating Committee
- 4) Advisory Council (optional pursuant to § 16)

The General Assembly can approve the creation of further bodies of the Association.

§ 9 General Assembly

- 1) All members of the Association shall have one vote in the General Assembly.
- 2) The Board shall convene the General Assembly. The General Assembly must be convened at least once in each calendar year. The Assembly will also be convened if this necessary due to an urgent interest of the Association, or if at least 10% of members submit a corresponding application to the Board. This minority request pursuant to § 37 (1) German Civil Code can only be considered if the written request indicates the purpose and the reasons for the assembly.
- 3) The invitation is issued by publishing a circular.
- 4) The topics of the agenda must be indicated. A period for calling of 14 days must be adhered to. This period starts on the day of publishing.

§ 10 Adoption of resolutions by the members

- 1) In case of an orderly invitation, the General Assembly shall be quorate if at least a quarter of the regular members are present.

Members may be represented by other members if they are unable to attend the general meeting themselves. A written power of attorney must be presented to the executive committee at the latest before the beginning of the general meeting. The possibility of representing a member is limited to three members who are not present and one authorized member each.

In the event that neither the chairman nor his deputy participate in the meeting, the general meeting elects a chairman from among its members. Otherwise, general meetings shall be chaired by the Chairperson or, in his/her absence, by the Vice-Chairperson.

If no quorum is given, the Board shall be obliged to call in a second General Assembly with the same agenda within two weeks; this assembly shall be deemed to be quorate no matter how many members are present. This must be referred to in the invitation. In the event that neither the Board's chairperson nor his/her deputy attends the meeting, the assembly shall elect a chairperson from among the persons present. Otherwise, the General Assembly shall be presided over by the chairperson and, in cases of non-attendance, by his/her deputy.

- 2) Resolutions shall be adopted by the simple majority of votes of the members present. In the event of a tie in the votes, the proposition is deemed to have been voted down.
- 3) For any resolutions referring to changes to the Statutes, the fees and the purpose, or referring to the dissolution of the Association or any investments in companies or organisations, 3/4 of the votes cast shall be necessary, in deviation from (2).

- 4) Votes and elections will be conducted by a show-of-hands. Block elections are permissible. The General Assembly may also decide to use alternative procedures. At the request of a member, elections related to persons may be carried out via secret ballot.

§ 11 Duties of the General Assembly

- 1) As the Association's highest decision-making body, the General Assembly is generally responsible for all duties, unless certain duties have been assigned to another body in line with these Statutes.
- 2) The General Assembly elects the Board, the auditors and the Advisory Council. The persons given the most votes are deemed to be elected. The election takes place in a secret ballot using ballot papers.
- 3) The General Assembly may vote the members of the Board and the Advisory Council out of office.
- 4) The General Assembly reaches decisions concerning complaints against a rejection of an admission application and complaints against an exclusion resolution made by the Board.
- 5) The General Assembly receives the Board's annual report to be presented annually and the auditor's auditing report and discharges the Board.
- 6) The General Assembly reaches decisions concerning the Association's budget plan which must be submitted annually by the Board.
- 7) The General Assembly reaches decisions concerning changes to the Statutes, the fee regulation and the dissolution of the Association.
- 8) The annual accounts and the annual report must be submitted to the General Assembly in writing for their approval and the discharge of the Board. The General Assembly appoints two auditors who do not belong to either the Board or to any other body appointed by the Board and who are not employees of the Association to audit the annual accounts including bookkeeping and to inform the General Assembly about the results. The auditors shall have access to all bookkeeping and accounting documents of the Association. As part of the appointment of auditors, the General Assembly may decide to commission an independent auditing company to carry out the audit. The costs for the auditing shall then be borne by the Association.
- 9) The General Assembly shall, in particular, decide on
 - a) Purchase, sale and encumbrance of real properties
 - b) Investment in companies
 - c) Taking up of loans
 - d) Approval of all rules of procedure for the Association's activities
- 10) The General Assembly decides on all other matters submitted to it by the Board or any member.

§ 12 The Board

- 1) The Board consists of:
 - a) Four elected board members
 - Chairperson
 - Two Deputy Chairpersons
 - Executive Director

b) Two appointed Presidents as representative Board members:

- President representing science and research, and
- President representing industry and aviation.

The two Presidents have a seat and a vote in the Board.

- 2) a) The Board members are elected by the General Assembly for a period of two years. In the event that a Board member resigns prematurely, an extraordinary General Assembly must be convened immediately for a replacement election, if less than 2 Board members remain in office.
b) The representing Board members are proposed by the elected Board members and confirmed by the General Assembly. The office term of the Presidents shall have a minimum duration of 2 and a maximum duration of 4 years. The Presidents shall be awarded a lifetime honorary membership. Both Presidents shall have equal rights when representing the Association.
- 3) If it does not end upon death or expiry of an election period, the office of a Board member ends upon resignation or exclusion from the Association, compulsory retirement or withdrawal.
- 4) The General Assembly may vote the entire Board or individual members out of office at any time by electing a new Board.
- 5) The Board members may declare their withdrawal in writing at any time. The withdrawal declaration must be submitted to a remaining Board member or, in case of a withdrawal of the entire Board, to the Executive Director. However, the withdrawal declaration only becomes effective 1 month after receipt thereof.
- 6) The Board shall be quorate if, following orderly invitation, at least 2 regular Board members are present; meetings can also be held in the form of telephone conferences.
- 7) As extraordinary Board members, the two Presidents may participate and vote in the Board's meetings. They shall, however, not have decision-making power on their own pursuant to § 13 No. 4.

§ 13 Duties of the Board

- 1) The responsibility for the management and representation of the Association lies with the Board.
- 2) The Board implements the resolutions of the General Assembly and carries out all tasks assigned to it by the Statutes and the current administration in its own responsibility.
- 3) The Board represents the Association in all judicial and extra-judicial matters according to § 26 (2) German Civil Code.
- 4) The members of the Board shall have the power of joint representation. The Association shall be represented by at least two Board members. The Board may grant powers of representation in line with § 30 German Civil Code to the Executive Director for the management of the Association's business.
- 5) The Board is responsible vis-à-vis the General Assembly, and must submit a detailed report about its work to the ordinary General Assembly.
- 6) The Board shall report to the members about its work every six months.
- 7) The Board decides on the establishment of working groups and appoints the spokespersons and deputy spokespersons of the working groups.

- 8) The Board shall convene the Coordinating Committee at least every six months, which will also be attended by the extended Board.
- 9) The Board shall convene the Advisory Council at least once a year, which will also be attended by the extended Board.
- 10) The two Presidents promote the Association's interests and represent it in public, and in the areas of politics, science and research.

§ 14 Minutes

The resolutions of the Board and the General Assembly shall be recorded in written minutes which shall be available for the members for inspection. The minutes shall indicate the place, time and the participants of the meeting as well as the respective ballot results. The minutes must be approved by the Board members present and then signed by the chairperson.

§ 15 Coordinating Committee

- 1) The Executive Board may set up working groups for various topics and appoint a coordination committee.
- 2) The Coordinating Committee is composed of the spokespersons of the working groups, their deputies and the Board. Upon the Board's suggestion, the General Assembly may appoint further members to the Coordinating Committee.
- 3) The representatives of the working groups exercise their mandate for the duration of their period of office.
- 4) The representatives of the working groups report to the Coordinating Committee about the work results of the internal working groups of the Association (e.g. the state of science, research, technology and practice).
- 5) The meetings of the Coordinating Committee are presided over by a Board member. The important issues of the meetings must be recorded and the minutes must be made available or sent to all members of the Association within 3 weeks following the meeting.

§ 16 Advisory Council

- 1) Upon resolution of the General Assembly, an Advisory Council may be created. The Advisory Board has the task of advising the Association and its Board in achieving its goals.
- 2) The general meeting appoints members of the advisory board for a four year term of office at the proposal of the executive committee. A new appointment is possible. Members of the board and delegates of the members in the general meeting cannot be members of the advisory board. The Advisory Board may consist of up to 15 members.
- 3) The Advisory Board shall meet at the invitation of the Executive Board by written invitation together with an agenda. The Advisory Board shall meet twice a year.
- 4) The executive committee can provide the advisory board rules of procedure, which are decided on at the general meeting.

§ 17 Dissolution and utilisation of the Association's assets

- 1) In the event of a dissolution of the Association, the Committee members in office shall be the liquidators.
- 2) If the Association is dissolved or annulled or if the tax-privileged purpose becomes obsolete, half of the Association's assets shall go to SOS Kinderdörfer weltweit, Hermann-Gmeiner-Fonds Deutschland e.V. Ridlerstrasse 55, 80339 Munich and the other half to Help Alliance e.V., Flughafen Frankfurt, Lufthansa Basis, 60546 Frankfurt, which must use the funds directly and exclusively for non-profit and charitable purposes.
- 3) This shall only apply to the remaining assets, i.e. to the Association's assets remaining after liquidation.
- 4) The assets may only be paid out after approval by the Tax Office.

§ 18 Entry into force

These Statutes were approved at the founding assembly held on 19 September 2011 and amended at the annual general meeting on 23 November 2016 and 23 May 2019 and have thus entered into force.
