

## **Articles of Association of DERTOUR Foundation e.V.**

### **Section 1      Name, headquarters, business year**

- (1) The Association bears the name “DERTOUR Foundation e.V.”.
- (2) The Association has its headquarters in Frankfurt am Main, Germany.
- (3) The Association’s business year is the calendar year. The first business year is a short business year which commences when the Association is created and ends at the end of that calendar year.

### **Section 2      Purpose and charitable nature of the Association**

- (1) The Association solely and directly pursues charitable purposes within the meaning of the chapter “Tax-privileged purposes” of the German Fiscal Code (Abgabenordnung, AO).
- (2) DERTOUR Foundation is dedicated to advancing and protecting the social and economic circumstances of people and the ecological habitats. Educational measures, in particular, should create opportunities for the future and empower the population to engage in diminishing poverty and inequality, contributing to growth and prosperity and working to preserve nature and wildlife.

The purposes of the Association in accordance with Section 52 (2) of the German Fiscal Code are:

- the advancement of assistance to children and young people
  - the advancement of upbringing, adult education and vocational training
  - the advancement of nature conservation and environmental protection
  - the advancement of development cooperation
  - the advancement of animal welfare
- (3) The purposes defined in the Articles of Association are achieved through cooperation with national and international relief organisations that also directly serve charitable (tax-privileged) purposes and the collection and forwarding of cash donations for the purpose of supporting long-term aid projects and measures, with the aim of helping people to help themselves. In particular, the following measures and projects are to be supported:
    - Promotion of education, in particular for disadvantaged children and young people, for example by creating the necessary school infrastructure and access to vocational training
    - Promotion of ecological habitat and species diversity, such as by means of awareness raising and educational measures
    - Promotion of environment and climate protection projects to preserve natural resources
    - Support of projects aimed at protecting wildlife in tourist regions
    - Support of development measures to lastingly improve the living conditions among the local population and create an economic source of income
    - Assistance in the aftermath of natural disasters by reconstructing or repairing the infrastructure
  - (4) The Association’s activities are of an altruistic nature; it does not primarily pursue economic purposes of its own.
  - (5) Funds of the Association may be used solely for the purposes stated in the Articles of Association. The members do not receive any financial benefits from the Association.
  - (6) No person may benefit from expenditures that are not related to the purpose of the Association, or through inappropriately high payments.

- (7) Upon dissolution of the Association or upon the cessation of all its tax-exempt purposes, the assets of the Association shall be devolved to the foundation Reiner Meutsch Stiftung – FLY & HELP, 57612 Kropbach, Germany –, which shall use them solely and directly for charitable purposes.

### **Section 3 Gaining membership of the Association**

- (1) The Association has full and associate members. The Association can create further categories of membership and must then include them in these Articles of Association. Unless explicitly defined otherwise, the terms “member” and “membership” as used in these Articles of Association comprise all the categories of member stated in Section 3 (1).
- (2) Full members of the Association may be affiliated companies of DERTOUR Group GmbH, DERTOUR Deutschland GmbH and DERTOUR Deutsches Reisebüro GmbH & Co. OHG within the meaning of Section 15 of the German Stock Corporation Act (Aktiengesetz, AktG) (hereinafter referred to as “DERTOUR companies”) or – at the proposal of one of these companies – natural persons who are to be employed at one of the DERTOUR companies and who are at least 18 years of age.
- (3) Associate membership can be granted to natural persons who have turned 18, legal entities and partnerships who can and wish to support the Association’s purpose. Associate members do not have the right to vote (cf. Section 12 (1) of the Articles of Association).
- (4) Anyone wishing to gain membership must first submit a written application for admission to the Management Board.
- (5) The Management Board shall decide on the application for admission at its absolute discretion. If it rejects the application, it is not obliged to inform the applicant of the reasons for doing so.

### **Section 4 End of membership**

- (1) Membership shall end on the death of a member, through voluntary resignation, expulsion of the member, or – in the case of legal entities or partnerships – forfeiture of their legal capacity.
- (2) Members can resign voluntarily by giving written notice to a member of the Management Board. Members can give notice of their voluntary resignation only effective at the end of a business year and with a period of notice of two months.
- (3) A member can be expelled from the Association by resolution of the Management Board if the member is in delay in paying membership fees despite twice being given a written warning in which expulsion is threatened. The resolution to exclude a member shall be communicated by the Management Board to the member in writing and shall take effect upon receipt of such communication.
- (4) A member can be expelled from the Association by resolution of the Management Board if the member acts contrary to the interests of the Association in a grossly negligent manner. Before such a resolution is adopted, the member must be given opportunity to issue an oral or written statement. The resolution to exclude a member shall be communicated by the Management Board to the member in writing and shall take effect upon receipt of such communication.
- (5) A member can be expelled from the Association by resolution of the Management Board if the conditions for gaining membership, in particular affiliation with DERTOUR in accordance with Section 3 (2), are not or are no longer met. Before such a resolution is adopted, the member must be given opportunity to issue an oral or written statement. The resolution to exclude a member shall be communicated by the Management Board to the member in writing and shall take effect upon receipt of such communication.
- (6) If the member to be expelled is a member of the Management Board in accordance with Section 10 of the Articles of Association, the resolution to expel the member can be adopted only by the Members’ Meeting. If the member to be expelled is the Chairperson of the Management Board in accordance with Section 10 of the Articles of Association, the resolution to expel the member can be adopted by the Members’ Meeting only after DERTOUR Deutschland GmbH has first been given opportunity to be heard.

- (7) When membership ends, for whatever reason, all claims by the member from membership of the Association shall lapse. The member shall not be entitled to a share of the Association's assets. The right of the Association to demand payment of unpaid membership fees shall remain unaffected.

## **Section 5 Membership fees/donations**

- (1) The amount and due date of membership fees shall be defined by the Members' Meeting pursuant to a resolution in accordance with Section 15.
- (2) Independently of the membership fees, the Association shall obtain the funds it needs for its purposes by means of cash or non-cash donations by its members and third parties.

## **Section 6 Rights and obligations of the members**

- (1) Members shall have the right to take part in meetings, elections and votes in accordance with the Articles of Association.
- (2) Members are obliged to support and further the interests of the Association and its purpose and to pay the defined membership fees on time.

## **Section 7 Bodies of the Association**

The bodies of the Association are the:

- Members' Meeting
- Management Board
- and, if one is established, the Advisory Board.

The Members' Meeting can resolve to establish further bodies for the Association.

## **Section 8 Management Board**

- (1) The Association's Management Board within the meaning of Section 26 of the German Civil Code (Bürgerliches Gesetzbuch, BGB) consists of at least the Chairperson, the Deputy Chairperson and the Treasurer.
- (2) The Association is represented in each case by two members of the Management Board.

## **Section 9 Responsibilities of the Management Board/Managing Directors**

- (1) The Management Board is responsible for all matters of the Association, unless they have been delegated to another body of the Association by the Articles of Association. In particular, it is charged with the tasks of:
- Preparing and convening the Members' Meeting and drawing up the agenda for it
  - Implementing resolutions adopted by the Members' Meeting
  - Preparing the budget, bookkeeping, the annual report and quarterly project documentation
  - Adopting resolutions on whether to admit or expel members
- (2) The Management Board can be assisted in its work by one or more Managing Directors. The Managing Directors shall handle current business or certain types of business of the Association in compliance with the guidelines and instructions of the Management Board. The Management Board shall appoint and remove Managing Directors and can do so at any time.

## **Section 10 Election and term of office of the Management Board**

- (1) The members of the Management Board including their respective roles (Chairperson, Deputy Chairperson, Treasurer, simply a Member as appropriate) shall be chosen by the Member's Meeting in accordance with Section 15. Their term of office shall commence when they accept their seat and shall end as soon as the Meeting has elected new Management Board members in the second calendar year following the Members' election and the new members have accepted their seat. Re-election is possible.
- (2) The term of office of a Management Board member shall also end when his/her membership of the term Association ends. If a Management Board member leaves his/her post, the Management Board shall be authorised to appoint an acting Management Board member, whose term of office shall end at the next ordinary Members' Meeting; if there is no Management Board authorised to represent the Association, decisions shall be taken by DERTOUR Deutschland GmbH.

## **Section 11 Meetings of and resolutions by the Management Board**

- (1) The Management Board shall adopt resolutions at meetings which are convened by the Chairperson or, if he/she is incapacitated, by the Deputy Chairperson; the agenda does not need to be announced in advance. Meetings shall be convened with a period of notice of 10 days. Said period of time shall commence on the day after which notice of the meeting is sent.
- (2) The Management Board shall be quorate if at least two of its members are present. Resolutions shall be adopted by a majority of the valid votes cast; if the vote is tied, the Chairperson or, if he/she is absent, the Deputy Chairperson shall cast the deciding vote.
- (3) The Management Board can adopt resolutions by means of a written procedure if all its members agree.

## **Section 12 Members' Meeting**

- (1) Every full member has one vote at the Members' Meeting. Another member can be authorised in writing to exercise the right to vote. Associate members do not have the right to vote.
- (2) The Members' Meeting is responsible in particular for the following matters:
  - Receiving and approving the annual report by the Management Board
  - Ratification of the acts of the Management Board
  - Appointing the auditor
  - Approval of the budget for the next business year
  - Setting of and any changes to the membership fees
  - Election and removal of the Management Board members who can be elected
  - Adopting resolutions to amend the Articles of Association and to dissolve the Association

## **Section 13 Convening the Members' Meeting**

- (1) The ordinary Members' Meeting shall be held once a year, where possible in the first half of the year. It shall be convened by the Management Board in writing by letter, fax or e-mail, stating the agenda, with a period of notice of two (2) weeks. Said period of time shall commence on the day after which notice of the meeting is sent. The notice of the meeting shall be deemed to have been received by a member if it is sent to the last address the member has given to the Association in writing.
- (2) Every full member can request that additional items be put on the agenda by writing to the Management Board by no later than one (1) week before a Members' Meeting. If the Management Board rejects a request for an addition to the agenda, (3) shall apply accordingly. The person chairing the meeting shall announce the addition at the beginning of the Members' Meeting.
- (3) The full members shall decide on requests for additions to the agenda made at Members' Meetings in accordance with Section 15.
- (4) An effective resolution to amend the Articles of Association or dissolve the Association can only be adopted if the resolution has been announced in the notice of the Members' Meeting. Section 17 shall apply to resolutions on dissolving the Association.

## **Section 14 Extraordinary Members' Meeting**

An extraordinary Members' Meeting shall be convened by the Management Board if that is necessary in the Association's interests or one-fifth of the members request the Management Board in writing to do so, stating the purpose and reasons.

## **Section 15 Resolutions by the Members' Meeting**

- (1) The Members' Meeting shall be chaired by the Chairperson of the Management Board or, if he/she is incapacitated, by the Deputy Chairperson or the Treasurer. If there is no member of the Management Board present, the Members' Meeting shall appoint the person to chair the meeting in accordance with Section 15 (5). If elections are held, chairing of the meeting can be delegated to an election officer appointed by the person chairing the meeting for the duration of the ballot and the prior discussion. The person chairing the meeting shall appoint a minute-taker.
- (2) The nature of the vote shall be determined by the person chairing the meeting. The vote must be held in writing if one-third of the full members at the meeting (either attending in person or duly represented) request that.

- (3) The Members' Meeting shall be quorate if at least one-quarter of the full members are attending in person or duly represented. If the meeting is not quorate, the Management Board shall be obliged to convene a second Members' Meeting with the same agenda within two weeks; the second meeting shall be quorate irrespective of the number of full members at it. That shall be pointed out in the notice of the meeting. The second Members' Meeting shall not be automatically quorate if the resolution to be adopted relates to dissolution of the Association.
- (4) The Members' Meeting shall adopt resolutions by a simple majority of the valid votes cast by full members. A three-quarters majority of the valid votes cast by full members shall be required to adopt amendments to the Articles of Association. Abstentions shall count as invalid votes.
- (5) Candidates in elections shall be elected if they receive more than half of the valid votes cast by full members. If no one has received more than half of the valid votes cast by full members, a run-off shall be held between the two candidates who have received the most votes. The candidate then receiving the most votes shall be elected. If there is a tied vote in the run-off, the person chairing the meeting shall draw lots to decide the winner.
- (6) Minutes on the resolutions adopted by the Members' Meeting shall be taken and signed by the minute-taker.
- (7) In principle, resolutions by the Members' Meeting are adopted at meetings in person. Provided no mandatory legal provisions stipulate otherwise, a Member's Meeting may also be held in another form, without the members' being present in one location, particularly in the form of a video conference with audio transmission ("virtual Member's Meeting") or as a combination of an in-person and virtual Member's Meeting ("hybrid form"). In the event a Member's Meeting is held virtually or in hybrid form, the Management Board shall be authorised to determine provisions regarding procedures and exercising membership rights in the meeting. Resolutions made at the Member's Meeting may also be adopted outside of meetings via a vote in textual form (e.g. via email) if all full members participate in the vote or do not object to it within five (5) days of receiving the request for a vote in textual form. Minutes shall be taken immediately on every resolution adopted outside of meetings; they shall specify the form in which the resolution was adopted, the content of the resolution and votes cast and shall be signed by at least two (2) members of the Management Board, including the Chairperson. A copy of the minutes shall be sent to every member of the Association immediately.

## **Section 16    Advisory Board**

- (1) The Management Board shall be assisted and advised by an Advisory Board, if one is established. The Advisory Board shall act as a strategic advisor on conducting the overall process and shall submit proposals in connection with the choice of project partners.
- (2) The Advisory Board can consist of a maximum of seven (7) natural persons who, on account of their professional work, experience or scientific qualifications, are particularly suited to advance the Association's purpose as specified in the Articles of Association. The Speaker of the Advisory Board is to admit up to two persons working in the Corporate Responsibility department of a DERTOUR organisation to the meetings of the Advisory Board as permanent guests (not eligible to vote) at their request.
- (3) The members of the Advisory Board shall be elected for an indefinite period of time by the Management Board at the proposal of the Members' Meeting, which shall adopt a resolution on that in accordance with Section 15. The Management Board can remove a member of the Advisory Board from office at the request of that member or by a unanimous resolution adopted by all members of the Management Board.
- (4) The members of the Advisory Board shall elect from their ranks a Spokesperson, who shall inform the Management Board about the resolutions and decisions adopted by the Advisory Board and shall act as the first point of contact for the Management Board in connection with the Advisory Board's advisory activity.
- (5) The members of the Advisory Board shall perform their duties on a fundamentally voluntary basis. The Association shall reimburse them for proven expenses necessarily incurred as part of their activities.

#### **Section 17    Dissolution of the Association**

- (1) A resolution on dissolving the Association can only be adopted at a Members' Meeting with a three-quarters majority of the valid votes cast by full members; abstentions shall count as invalid votes. Section 15 (3) Sentence 4 shall apply in determining whether the meeting is quorate.
- (2) Unless otherwise decided by the Members' Meeting, the Chairperson and the Deputy Chairman shall be the liquidators with joint power of representation.
- (3) Section 2 (7) shall apply to assets existing after liquidation is completed.

These Articles of Association contain the amendments unanimously adopted by the Members' Meeting of DERTOUR Foundation e.V. by way of circulation procedure from March 8 to 18, 2024 in accordance with the minutes of March 21, 2024.