



# Statutes

Sustainable Aviation Initiative (SAI) e.V.

Version: 14/07/2023

Sustainable Aviation Initiative

[www.sai-initiative.org](http://www.sai-initiative.org)

Strategy & Development

## Table of Contents

§1: Name, seat, registration and fiscal year of the association.....	2
§2: Purpose of the association.....	2
§3: Non-profit status .....	3
§4: Members .....	3
§5: Acquisition and termination of membership.....	4
§6: Duties of the members .....	5
§7: Organs of the association.....	6
§8: General Meeting.....	6
§9: The Board of Directors .....	7
§10: Support group.....	8
§11: Advisory Board .....	8
§12: Finances.....	9
§13: Rules of Procedure.....	10
§14: Amendments to the Articles of Association.....	10
§15: Certification of resolutions.....	10
§16: Data protection .....	10
§17: Dissolution of the Association and Commitment of Assets.....	11
§18: Place of jurisdiction .....	11

**The English language version of the Statutes is to be considered informative.**

**Solely the German version is to be considered legally binding.**

### §1: Name, Seat, Registration and Fiscal Year of the Association

- (1) The Association is named "Sustainable Aviation Initiative (SAI)".
- (2) The registered office of the Association is Berlin, Germany. The entry into the register of associations of the district court Charlottenburg also takes place there.
- (3) The Association is led after the registration with the addition of "registered association" (e.V.).
- (4) The financial year of the Association is the calendar year.

### §2: Purpose of the Association

The Association pursues exclusively and directly non-profit purposes in the section "tax-privileged purposes" of the tax code (§§51ff) in the respective valid version.

The purpose of the Association is:

Anchoring and advancing sustainability in aviation through:

- Training and increasing participation of people across a broad spectrum and inclusion of all sectors
- Creating links between research institutes, academic institutions and companies, public authorities and institutions to develop and make visible global solutions
- Certification of sustainable innovation across the sector

The purpose of the statutes is realised in particular by:

- (1) The promotion of popular and professional education, according to §52, 7 AO, and professional education in the field of sustainable development in aerospace. This is realised and carried out independently with specially conducted webinars, university courses, academies, certifications and within the framework of unpaid activities. The engagement of the SAI is primarily intended to address students and young professionals, who are offered education and their development opportunities in the area mentioned above through excursions, training seminars, lectures, workshops, local and international meetings, congresses and symposia through offers specially designed and implemented by the SAI.
- (2) The promotion of international spirit, tolerance in all areas of culture and the idea of international understanding, according to §52, 13 AO is made possible by stimulating, promoting and deepening professional, personal and intercultural contacts. To implement this, the Resort "Network" actively addresses international partners such as universities. Students and members will have the opportunity to exchange ideas and receive further training on a European level free of charge on the self-operated platform. In addition, there is the offer of a free exchange of participants from different cultural and

social backgrounds within the framework of international meetings, which fundamentally manifests the interdisciplinary activity of the SAI's specialist groups.

The Sustainable Aviation Initiative (SAI) does not pursue party-political, racist or sectarian intentions.

### §3: Non-profit status

The Sustainable Aviation Initiative e. V., with its headquarters in Berlin, exclusively and directly pursues charitable purposes within the meaning of the section "Tax-privileged purposes" of the German Tax Code.

- (1) The Association is selflessly active. It does not primarily pursue its economic purposes.
- (2) Funds of the Association may only be used for statutory purposes. The members shall not receive any benefits from the funds of the Association.
- (3) The members are active on an honorary basis. They are entitled to reimbursement of reasonable expenses incurred by them, which must be applied for and confirmed in advance in writing to the Board as a project. The general meeting may decide on appropriate remuneration for individual members up to 720 Euro per year.
- (4) Members may not receive any shares of the Association's assets upon their resignation or the dissolution or annulment of the Association.
- (5) No person may be favoured by expenses alien to the Association's purpose or by disproportionately high remuneration.

### §4: Members

- (1) The Association has the following members:
  - a. full members
    - i. Any natural or legal person who serves the aims and purposes of the Association can become an ordinary member.
    - ii. Only full members have the right to vote and stand for election.
    - iii. Upon resignation, each member is free to change the status of alumna or alumnus.
  - b. juvenile members
    - i. Young members can become all-natural persons up to the age of 18.
  - c. Alumni
    - i. A prerequisite for membership in the alumni program in the past is a regular membership.
  - d. Supporting members
    - i. Supporting members are natural persons or legal entities as well as clubs and other associations supporting the Association through the membership fee, defined in the

contribution rules. The prerequisite is an application for membership, on which the Board of Directors makes a final decision.

e. Honorary members

- i. Honorary members can be natural persons who have rendered special services to the Association and its tasks or who have committed themselves to the goals that the Association also represents. Honorary membership is granted by the general meeting and can also be revoked.
  - ii. Honorary members are appointed by the general meeting on the proposal of the Board.
- (2) Only full members have the right to vote and can be elected to association offices. Young members have the possibility to become full members when they reach the age of 18.
- (3) The Board of directors decides on the application for admission to the Association with a simple majority.

#### §5: Acquisition and termination of membership

(1) Acquisition of membership

Joining as a regular or sustaining member is to be declared in writing in paper form or online to the Board, which decides on the admission. In case of rejection, the Board must inform the general meeting. The latter can decide on the admission of the applicant with a simple majority. Joining as an alumnus is only possible if the person has already been a full member of the Sustainable Aviation Initiative (SAI).

(2) The termination of the membership takes place

- a. by resignation, which must be declared in writing with a notice period of one month to the end of the year.
- b. In the case of natural persons by death, in the case of legal persons by loss of legal capacity, and in the case of an association of persons by its dissolution.
- c. By exclusion. This can be decided by an ordinary or extraordinary general meeting with a two-thirds majority if
  - i. the member has violated the statutes knowingly or through gross negligence,
  - ii. the member has knowingly or through gross negligence caused damage to the reputation and interests of the Association,
  - iii. the member is unacceptable for reasons of conduct.
  - iv. The member does not pay the dues and does not comply with the payment modalities of the dues regulations. This happens if the member is in arrears with his subscription payment during his membership despite two reminders of a duration of more than six months each. Or if, despite a reminder, the payment is not received within 12

months. In this case, the member is to be requested in writing, also in electronic form, to pay his membership fee within four weeks after the expiry of the deadline (cf. §6.2). In the event of non-payment, the member will automatically be removed from the membership list. If the member concerned has failed to notify the Association of a new address or a new e-mail address, the deletion shall also be effective without notification.

In the case of exclusion under letter c), the decision must be communicated to the member in writing. This can also be done in electronic form. An appeal against the decision may be lodged with the Board of the Association within four weeks. The decision will then be reviewed by the general meeting. If the member concerned fails to meet the deadline, membership shall end upon the expiry of the deadline.

The Executive Board may waive the removal in justified cases.

- (3) Upon withdrawal from the Association, all claims arising from the membership relationship shall expire. A refund of contributions, contributions in kind, or donations is excluded.

#### §6: Duties of the members

- (1) The members are obliged to
  - a. uphold and enhance the reputation of the Association per the published "Team Code" which can be found in the Corporate Identity document in the Corporate Behaviour section.
  - b. To support the fulfilment of the tasks of the Association.
- (2) Membership fees, charges, donations

The funds of the Association are raised in particular by membership fees, extraordinary contributions, raised project financing, and fees for services (including fees).

  - a. The regular amount of the membership fee is determined in the membership fee regulations. The contribution is levied annually and is to be paid in advance by 31 January in each case. Members who join in the course of the financial year shall pay the monthly pro-rata annual subscription, including the month of joining, in advance. The total amount of the membership fee shall be retained upon resignation.
  - b. The regular membership fee can be found in the membership fee regulations and is decided by the general meeting.
  - c. Contributions are levied from the supporting members. The contribution is defined in the contribution rules.
  - d. Honorary members and alumni are exempt from the obligation to contribute.
- (3) Each member shall ensure that a valid address and bank details are available to the administrator of the membership register.

### §7: Organs of the Association

1. General meeting
2. Board of Directors
3. Support group
4. Advisory Board

### §8: General Assembly

- (1) The General Assembly decides on all matters of the Association unless they are expressly reserved by the Board or other bodies. It is responsible in particular in the following cases:
  - a. Election of the Board of Directors
  - b. Election of the Extended Board
  - c. Election of the cash auditor
  - d. Acceptance of the Board and cash report for the past period since the last general meeting.
  - e. Receipt of the report of the Board of Directors on the planned priority program
  - f. Adoption of the contribution rules
- (2) An ordinary general meeting shall be held every six months.
- (3) The invitation must be sent in writing at least one month in advance to all regular and youth members, alumni, honorary members, and sustaining members and must contain the planned agenda.
  - a. Motions for the general meeting must be submitted in writing to the Board at least two weeks before the general meeting and must be justified. Excepted from this are urgent motions, which are justified by the occurrence of events that have occurred after the expiry of the application deadline. The convocation will be announced to all members in writing or by e-mail.
- (4) The General Meeting may be held as an online meeting, in the sense of a video or telephone conference, without attendance on site. This must be mentioned in the invitation. The resolutions can be recorded in electronic form.
- (5) The General Assembly shall be chaired by the Chairperson or a Deputy Chairperson.
- (6) The keeper of the minutes shall be appointed by the Chairperson of the meeting.
- (7) The Board of Directors may also convene an extraordinary General Meeting if necessary.
- (8) The quorum of the General Assembly
  - a. The General Assembly shall constitute a quorum if it has been duly convened and at least seven members, excluding the Executive Committee, are present, which must be indicated in the invitation.
  - b. Each full member has one vote in the general meeting. Supporting members and alumni present have an advisory vote but no voting rights. Members not present may either be represented by

another full member with a power of attorney, in which case one member may represent a maximum of three other members, or submit their vote to the Board of Directors before the meeting. Legal entities and all other associations shall be represented by one person and one vote.

- c. Minutes shall be taken of the resolutions passed at the General Meeting and shall be signed by the Executive Board, the keeper of the minutes, and the Chairperson of the meeting and shall be made available to the members in a suitable form within two weeks. Objections can be raised within four weeks.

### §9: The Board of Directors

The Executive Board of the Association, in the sense of § 26 BGB consists of three members. These include the President and two Vice Presidents. All board members must be members of the Association. It is aimed that the Board is represented by more than one gender.

- (1) The members of the Board are elected individually by the general meeting.
- (2) The Board of Directors is elected for a period of two years and is discharged for the same period of time. Until a new election, the Board remains in office. Re-election is permissible. In the event of the resignation of a member of the Board of Directors, a new election shall be held by the General Meeting.
- (3) The Chairperson and both Vice-Chairpersons have full access to all accounts and finances. In addition, all documents must be signed by at least two board members.
- (4) A person is elected if they receive more than half of the valid votes cast. Abstentions are considered as votes, not cast. If no candidate has been elected, candidates may have their names removed from the list. In the next ballot, a relative majority of the valid votes cast is sufficient.
- (5) The Board of directors works on an honorary basis.
- (6) Two members of the Board are required to represent the Association in and out of court.
- (7) The Board of Directors is responsible for:
  - a. Conception, invitation and execution of the general meeting
  - b. Implementation of the decisions taken at the meeting
  - c. establishment of a working plan
  - d. Admission and exclusion of members
  - e. Keeping books and the cash register
  - f. Legal and judicial representation of the Association
  - g. Transaction of current business
- (8) Working groups may be set up to deal with specific tasks. Each working group has a responsible person who is appointed and dismissed by the Board of Directors.
- (9) The Board can be supplemented by the extended Board, which is appointed and enacted by the general meeting. The term of office is two years. The extended Board takes over the functions assigned to it by



the Board. In addition, the extended Board advises the Board on day-to-day business. The Executive Board regularly seeks the advice of the Extended Executive Board. The members of the extended Executive Board are the members of the Executive Boards of the resorts mentioned under a):

- a. Network, Strategy & Development, Information Technology & Support, People and Culture, Marketing & Promotion, Events & Products
- b. The resorts can be added to, removed from, or renamed by the general meeting.

(10) The Board of Directors takes its decisions by simple majority. In the event of a tie, the Chairperson shall have the casting vote. In the case of resolutions of the Board of Directors together with the extended Board of Directors, resolutions shall be made by a simple majority of votes. In the event of a tie, the Chairperson shall have the casting vote.

(11) Based on a motion signed by at least half of all ordinary members, the Executive Board or individual members of the Executive Board must also be newly elected during a term of office at an extraordinary General Meeting.

(12) Members of the Board and the extended Board can only be full members of the Association. With the end of membership in the Association also, the membership in the Board ends. Any natural person who is a member of the Association and has full legal capacity can be elected.

#### §10: Förderkreis

The Förderkreis is made up of supporting members who are admitted to the Förderkreis by the Board of Directors. The task of the Förderkreis is to support the Association financially and in an advisory capacity. The members of the Förderkreis receive the Board's report every six months during a Förderkreis meeting. Supporting members have no active voting rights at the general meeting. However, they are entitled to an advisory function at the general meeting. They pay a membership fee and receive a donation receipt upon request. The amounts are determined in the contribution rules.

#### §11: Advisory Board

- (1) The General Assembly may establish an Advisory Board. The advisory Board aims to support the Sustainable Aviation Initiative in its vision and mission.
- (2) Its task is to advise the Board of Directors and the General Meeting on all important matters concerning the Association.
- (3) The Advisory Board consists of up to 10 persons. Persons from politics, business, and research which support the core values and interests of the Association can be elected to the Advisory Board. The core values can be found in the corporate identity concept.
- (4) Advisory Board positions may be filled by formerly active Sustainable Aviation Initiative members.

- (5) The Advisory Board shall be elected by the General Assembly by a simple majority of the voting members present. The election of the Advisory Board is for a period of two years. Re-election is possible as often as desired. A member of the Board cannot be a member of the Advisory Board at the same time.
- (6) The Advisory Board elects a chairperson and a deputy chairperson from among its members.
- (7) The Advisory Board meets once a year for an advisory board meeting. This can also take place virtually. The meeting shall be convened by the Chairperson of the Advisory Board or their deputy by letter or electronically with at least one month's notice. The Board of Directors may be invited to this meeting. If this is not the case, the Advisory Board shall report to the Executive Board on its contents. The Executive Board shall report to the Advisory Board at least semi-annually on the current situation and future of the Association.
- (8) The Advisory Board meetings are chaired by the Advisory Board Chairperson or their deputy. The Advisory Board passes resolutions by a simple majority of the voting members present. In the event of a tie, the Advisory Board Chairperson shall have the casting vote.
- (9) If a member of the Advisory Board intentionally grossly violates the interests of the Association, the member of the Advisory Board may be expelled upon motion by resolution of the General Meeting with a simple majority of the voting members present.

## §12: Finances

- (1) The contributions of all members and all donations go to the Association.
- (2) All funds of the Association may only be used for purposes following the statutes.
- (3) The Association is not liable for the unauthorised actions of its members.
- (4) If the Association becomes insolvent or can no longer pay the debts owed to it, the Board of directors is obliged to file for insolvency.
- (5) If the executive Board or extended executive Board intentionally or grossly negligently violates an obligation incumbent upon it (e.g. legal regulations), the Executive Board or extended executive Board shall be personally liable without limitation for any damage incurred by the Association. In case of dispute, the burden of proof lies with the Association.
- (6) If the executive Board concludes contracts with third parties on behalf of the Association within the scope of its power of representation, the Association is exclusively liable for the performance of the contract. Only if the executive Board exceeds its power of representation can personal liability come into consideration.

- (7) The Board of Directors shall draw up an annual financial statement for the current financial year in which all income and expenditure shall be evidenced. The annual accounts and the underlying bookkeeping shall be audited once a year by an auditor to be elected by the General Meeting.
- (8) The cash auditor is not a member of the management of the Association and may not be a member of the Board of directors to guarantee the neutrality of the cash audit.
- (9) The cash auditor shall draw up a report on the cash audit to be carried out. This is to be given immediately to the Board and at the next general meeting to the members for knowledge. Ideally, an audit takes place with a lead time of four weeks before the general meeting.
- (10) The cash auditor shall check the correctness and regularity of the cash and the bookkeeping. The cash audit does not extend to the appropriateness and necessity of expenditures.

#### §13: Rules of Procedure

The Board of Directors may reserve the right to draw up rules of procedure. They may not contradict the Articles of Association and must be adopted by a simple majority at a General Meeting at which more than one-third of the voting members are present.

#### §14: Amendments to the Articles of Association

A two-thirds majority of the Association members present and entitled to vote is required for a resolution on amendments to the Articles of Association. The invitation shall include a proposed agenda and the wording of the proposed amendment to the statutes. For amendments to the statutes, 30% of the voting members must be present.

#### §15: Certification of resolutions

The resolutions passed in general meetings and board meetings are to be recorded in writing or electronically and signed by the Board, the secretary, and the chairman of the meeting.

#### §16: Data protection

- (1) To fulfil the purposes and tasks of the Association, personal data about the personal and factual circumstances of the members are processed in the Association in compliance with the requirements of the EU General Data Protection Regulation (DS-GVO) and the Federal Data Protection Act (BDSG).
- (2) Provided that the conditions described in the respective regulations are fulfilled, each member of the Association has, in particular, the following rights:
  - a. the right to information per Article 15 of the GDPR,
  - b. the right of rectification under Article 16 of the GDPR,
  - c. the right to erasure under Article 17 DS-GVO,

- d. the right to restrict processing following Article 18 of the GDPR,
  - e. the right to data portability by Article 20 DS-GVO and
  - f. the right to object under Article 21 of the GDPR.
- (3) The organs of the Association, all employees, or other persons working for the Association are prohibited from processing, disclosing, making accessible to third parties, or otherwise using personal data without authorisation for purposes other than the respective fulfilment of tasks. This obligation shall continue to apply even after the aforementioned persons have left the Association.
- (4) The Executive Board shall appoint a Data Protection Officer to perform the tasks and duties according to the EU Data Protection Regulation and the Federal Data Protection Act.
- (5) Additional information can be found in the separate privacy policy of the Sustainable Aviation Initiative e. V., which is issued by the Board of directors.

#### **§17: Dissolution of the Association and Commitment of Assets**

- (1) A three-quarters majority of the members present at the general meeting is required for the resolution to dissolve the Association. The resolution can only be passed after the timely announcement in the invitation to the general meeting.
- (2) In the event of the dissolution or annulment of the Association or the event of the discontinuation of tax-privileged purposes, the assets of the Association shall go to a legal entity under public law or another tax-privileged corporation to be used for the promotion of vocational preparation and further training of students, young professionals and interested parties to actively contribute to the further development of sustainable, innovative concepts in aviation.

#### **§18: Place of jurisdiction**

The place of jurisdiction for all disputes is Berlin.

These Articles of Association were adopted on 13.12.2020

and shall enter into force immediately.