

KlimaLink Statutes

Preamble

The travel industry should be enabled to map all tourism services with correct emission figures according to a uniform calculation standard. For this purpose, the necessary emission data must be available centrally for all companies in the travel industry. This is made possible by the KlimaLink association. The network of users of the emissions data provided is to be continuously expanded in order to ensure the broadest possible implementation in the industry.

§ 1 Name and Seat

1. The association bears the name KlimaLink.
2. The association has its seat in Berlin.
3. The financial year of the Association shall be the calendar year.
4. The association shall be entered in the register of associations. After registration, it shall have the legal form e.V.

§ 2 Purpose and tasks

The purpose of the association is the development of CO_{2e}- calculation standards in the tourism industry and the digital provision of emission data. The association achieves this in particular by:

- a) Standard development and adaptation: The association coordinates an ongoing coordination process within the travel industry. Standards for the most important travel components (flight, train, bus, cruise, rental car and hotel) are continuously reviewed. The goal is an industry-wide recognised common calculation basis that is regularly updated.
- b) Provision of emissions data: All relevant emission calculations should be available in a single data source (one-stop platform). In order to be able to provide up-to-date emissions data, these are either calculated on the basis of the uniform standard or purchased from existing providers.
- c) Communication: The association bundles the common professional and content-related interests of its members and represents these interests in the tourism industry, vis-à-vis politics and in public.
- d) The association does not pursue any economic purpose. The funds of the association may only be used for purposes in accordance with the statutes.

§ 3 Membership

1. Members of KlimaLink are associations, companies and organisations of the tourism industry as well as persons interested in the purpose of the statutes. The association has regular and supporting members.
2. Any legal entity under private or public law that is active in the field of tourism business and science, academic and applied research as well as education and training and supports the objectives of the association can become a full member.
3. Natural persons and legal entities under private and public law who support and promote the purposes of the association in accordance with the statutes may become supporting members.

Supporting members have the right to attend and speak at general meetings, but no right to vote or make motions.

4. The application for admission shall be addressed to the Executive Board. The Executive Board shall decide on the admission. The Executive Committee is not obliged to inform the applicant of any reasons for rejection. In the event of rejection by the Board, the applicant shall have the opportunity to resubmit the application for membership at the next General Assembly. In this case, the General Assembly shall decide on the membership applied for.
5. Membership ends with the dissolution of the legal entity or the death of the natural person.
6. In addition, the membership ends
 - a) by resignation. Resignation is possible with six months' notice to the end of a financial year. The resignation shall be communicated in writing to the Executive Board, or
 - b) by exclusion due to conduct detrimental to the association (for example, damage to reputation, improper use or disclosure of emission data, use of the association's facilities in violation of anti-trust law), on which the general meeting decides after hearing the member concerned at the request of the executive committee, or
 - c) by removal from the list of members by the Executive Board due to default in payment of dues, if the member is still in default one year after invoicing despite a reminder and the consequence of the default has been pointed out to the member.
7. Members whose membership ends shall not be entitled to the assets of the Association.

§ 4 Rights and duties of the members

1. Members have the duty to support the aims of the association according to § 2 of the statutes. Members are obliged to pay membership fees. The amount of the membership fees shall be regulated by a scale of fees to be decided by the general meeting.
2. Members shall have the right to participate in the implementation of the objectives of the Association in accordance with § 2 of the Statutes. They have the right to participate in elections and votes, provided that they have paid their membership fee in due time.
3. Members have the right to refer to their membership in the Association using the Association logo.

§ 5 Organs

The organs of the association are the general meeting, the board and the management. The Board may appoint an Advisory Council.

§ 6 General Assembly

1. The General Assembly shall in particular be responsible for
 - a) for the substantive focus and orientation of the association's activities;
 - b) for the adoption of resolutions on motions;
 - c) for the election and dismissal of the members of the Executive Board;
 - d) for the determination of membership fees;
 - e) for the acceptance of the business report including the cash report;
 - f) for the approval of the budget;
 - g) for the discharge of the Board of Directors;
 - h) for the election of the Treasurer;

- i) for amendments to the Statutes (2/3 majority);
- j) for the dissolution of the Association (2/3 majority);
- 2. The Board of Directors shall convene the General Assembly. The ordinary general meeting shall take place once a year. The Board of Directors may also convene extraordinary General Meetings if the interests of the Association so require or if at least 10 per cent of the members request such a meeting, stating the purpose and the reasons.
- 3. Invitations to ordinary general meetings shall be sent by e-mail at least four weeks before the date of the meeting, stating the agenda. Invitations to extraordinary general meetings shall be sent at least fourteen days in advance, stating the agenda. When calculating the respective deadlines, the day of dispatch and the day of the meeting shall not be included.
- 4. The Chairperson of the Executive Committee shall chair the General Assembly. If he/she is unable to do so, the Deputy Chairperson shall chair the General Assembly.
- 5. The General Assembly shall constitute a quorum irrespective of the number of members attending.
- 6. The Executive Committee may provide that members of the Association may participate in the General Meeting without being present at the place of the meeting by means of video and audio transmission and may exercise membership rights by electronic means.
- 7. Each full member of the Association shall have one vote at the General Assembly. Voting rights may be transferred to other full members, but no member may represent more than two other full members. Proof of proxy must be provided to the Executive Committee before the meeting begins.
- 8. The approval of at least two thirds of the votes cast shall be required for amendments to the Constitution of the Association and for a resolution to dissolve the Association.
- 9. Minutes of each general meeting shall be taken and sent digitally to each member.
- 10. Outside of meetings, resolutions of the General Assembly may also be passed by e-mail if the Executive Committee decides on such a method of voting and at least three quarters of all members entitled to vote participate in the vote. For this purpose, the Chairperson or the Vice-Chairperson shall invite the members entitled to vote by e-mail, setting a deadline for voting, which shall also be done by e-mail / online form. The deadline shall be at least one week.
- 11. The Chairperson of the Executive Committee shall determine whether or not a resolution has been passed after the expiry of the deadline set in paragraph 10 and shall inform the members of the result. The same majorities apply to the passing of a resolution as to the passing of a resolution at a meeting.

§ 7 Board of Directors

- 1. The Executive Board shall consist of four to six members. The number of board members is decided by the general meeting. The Board shall consist of at least one Chairperson, one Vice-Chairperson, one Treasurer and one other Board member.
- 2. The Executive Board shall manage the Association and perform all tasks unless these are assigned to other bodies by law, the Articles of Association or a resolution of the General Assembly.
- 3. The Executive Committee is elected by the General Assembly for a period of three years. A new election is possible. The election shall be open unless a secret ballot is decided.
- 4. If a member of the Executive Board resigns before the end of his or her term of office, the remaining Executive Board member shall take over the function of the resigning Executive Board member. The powers of the Executive Board shall remain unaffected until the expiry of the term of office. The election of a successor for the remainder of the term of office may take place at the next General Assembly after the resignation of the Board member, provided that the General Assembly so decides.

5. The Chairperson and the Deputy Chairperson shall be the Executive Board within the meaning of § 26 BGB.
6. The Chairperson and the Deputy Chairperson shall jointly represent the Association. Internally, the vice-chairperson shall represent the association if the chairperson is prevented from doing so.
7. The Chairperson of the Executive Board shall issue invitations to Executive Board meetings 7 days in advance. § 6 para. 6 shall apply accordingly.
8. Resolutions of the Executive Board may also be passed by written circulation. The written form requirement shall also be deemed to have been fulfilled by e-mail or other documented voting in electronic form. The Chairperson or the Vice-Chairperson shall invite the voting members of the Executive Committee by e-mail to cast their votes within a specified period of time, which shall also be made by e-mail / online form. The deadline shall be at least one week.
9. Minutes shall be kept of meetings and resolutions of the Executive Board and shall be made available to all members of the Executive Board.

§ 8 Advisory Board

1. The Board may appoint an Advisory Board to advise the members and the Board on all matters relating to the Association.
2. The advisory board comprises up to eight persons and shall be composed of personalities from science, business, research and politics. The advisory board shall ensure close liaison with the scientific and business communities as well as with government agencies and institutions concerned with tourism or climate protection.
3. The Advisory Board shall meet at least once a year. In addition, it shall be convened within three months at the request of one third of its members.
4. The Advisory Board shall elect a Chairperson and a Vice-Chairperson from among its members.
5. The Executive Board and the Management may attend meetings of the Advisory Board. The Chairperson of the Advisory Board may attend meetings of the Executive Board.

§ 9 Management

1. The Board of Directors may appoint one or more Executive Directors to manage the day-to-day business of the Association.
2. The managing director(s) ("management") may be given the status of special representatives within the meaning of § 30 BGB. The appointment shall be made by the Board of Directors.
3. The duties and powers of the Executive Board shall be laid down by the Executive Board in rules of procedure. In its activities, the Executive Board shall be bound by the Statutes and the Rules of Procedure.
4. The Executive Board prepares and implements the resolutions of the Executive Board and the General Assembly. The regular tasks of the management include the preparation of a draft budget and the hiring and dismissal of staff.
5. The Executive Board shall regularly inform the Board of Directors about its activities and all developments of the Association that are important for the Board of Directors. It shall attend the meetings of the Board in an advisory capacity.

§ 10 Cash audit

The General Assembly shall elect an annual auditor from among the members of the Association. The auditor shall check the regularity of the cash management. The auditor shall report on the results of the audit to the General Assembly.

§ 11 Dissolution of the Association

1. The dissolution of the Association may only be decided by a General Meeting convened for this purpose in accordance with the Articles of Association.
2. The dissolution of the Association requires the approval of two thirds of the votes cast.
3. The general meeting shall decide to which purpose the assets of the association shall be allocated.
4. The liquidation shall be carried out by the Executive Board. Unanimity shall be required for the adoption of resolutions by the liquidators. The rights and duties of the liquidators shall otherwise be determined in accordance with the provisions of the German Civil Code on liquidation (§ 47 ff BGB).

§ 12 Final provisions

If the articles of association require a written form, this is also satisfied by e-mail.