

Articles of Constitution
of the
Verband Internet Reisevertrieb
(15.09.2009)

§ 1 Name, registration

(1) The Verband Internet Reisevertrieb (VIR) (hereafter the Association) has the legal form of a registered, legally competent association and carries the name “Verband Internet Reisevertrieb”, with the suffix “eingetragener Verein (e.V.)”. (= *registered association*).

(2) The Association is registered in Oberhaching.

§ 2 Aims and intentions of the Association

(1) The Association is ideologically and politically independent.

(2) The Association rejects all aims contrary to cartel law and refrains from the use of methods and procedures containing the slightest hint of cartelisation.

(3) The Association endeavours to establish contact with other organisations and associations in the tourist branch for the purpose of furthering fruitful cooperation. The Association regards itself as in no way in competition with the “Deutsche Reisebüro und Reiseveranstalter Association e.V.”.

(4) The purpose of the Association is the advancement of the regional and national development of the internet tourist industry.

(5) The Association pursues in particular the following aims:

a) the advancement of the professional interests of its members

b) the advancement of fair cooperation between businesses of whatever size and legal form, state institutions and regional bodies in the internet tourist industry sector

c) the advancement of means for the securing and creating of jobs relevant to the internet tourist industry

d) the advancement of cooperation between educative establishments and the internet tourist industry

e) the advancement of ethical standards in conjunction with the internet tourist industry, business concerns in general, public administration, the political sphere and society at large.

f) the advancement of a positive public image of the internet tourist industry, its contractors and managers

g) the advancement of charitable and social projects on regional and national levels.

(6) The purpose and aims of the Association are to be achieved through:

a) the organisation of and the participation in trade fairs and public events both national and international

b) the issue of publications

c) the development of appropriate means of communication for the public

d) the provision of information and advice for members

e) the provision of information and advice for political and governmental decision makers in conjunction with other organisations in the tourist industry

f) the creation und advancement of advisory and expert networks

g) the furtherance of cooperation and the exchange of opinion between members

h) the organisation of discussions, work groups, seminars, trade committees and social events

i) the provision of general agreements, collective and group contracts with providers of products and services

- j) participation in national and international conventions, conferences and trade fairs
- k) cooperation with other national and international associations with similar aims
- l) the founding of or taking part in legal entities in order to achieve the aims of the Association
- m) contributions to charitable organisations

§ 3 Membership

(1) The Association has at this time the following types of membership:

- a) Founder Members in accordance with § 4 Para. 2 of these articles
- b) Regular Members in accordance with § 4 Para. 3 of these articles
- c) Friends and Patrons of the VIR in accordance with § 4 Para. 4 of these articles. The Association may by resolution stipulate other types of membership and within legally permitted limits alter the privileges and obligations of types of membership. The same applies to the cancellation of types of membership or for the transfer of individual members between types of membership.

(2) The General Membership Meeting will decide through resolution over a written application for membership: this resolution need have no statement of grounds.

(3) Membership is deemed to end

- a) on death or in respect of legal entities and associations of individuals on dissolution
- b) by resignation, which can follow solely at the end of a calendar year with three months' notice, the resignation being given in writing to the Executive. The resignation is however only permitted after two years' membership have elapsed.
- c) through a formal exclusion, which can only follow through a resolution of the General Membership Meeting (§ 3 Para. 4).

(4) The General Membership Meeting can pronounce an exclusion when

a) the preconditions for membership as set down in § 3 Para. (1) b) and c)

no longer apply

b) the member has to a considerable extent designedly acted against the aims or interests of the Association or has repeatedly designedly acted against them

c) a third party has filed for bankruptcy against a member or the member himself/herself has filed for bankruptcy.

d) the member has failed to pay membership fees despite two reminders. The exclusion may only be resolved after a set limit of thirty days after the despatch of the second reminder letter, in which the impending exclusion is to be stated

e) a member severely disturbs the peaceful workings of the Association. The member is to be given the opportunity to make representations. This requirement is fulfilled when the member is informed of the proposed resolution on his/her exclusion at least two weeks before the date on which it is to be decided. A legal appeal against the exclusion can be made within four weeks after the delivery by registered post of the notice of exclusion. In the case of a legal appeal, any Association office held by the member as well as his/her member's privileges and obligations shall be suspended for the duration of the proceedings.

§ 4 Privileges and obligations of members, types of member, members' fees

(1) All members have the right to use the facilities of the Association in a way to be defined and to receive the Association's support within the limits of the aims and means of the Association as defined in these articles. Any member can propose resolutions to the Association and to the General Membership Meeting. Members are obliged to further the purposes and the repute of the Association to their best ability. Members are obliged

without delay and to the best of their knowledge to supply all information necessary to the implementation of the aims and purposes of the Association.

(2) Founder members are those members (natural persons, legal entities and associations of persons), who took part in the Association's founding meeting on 27.08.2004 . Each has the right to vote in the General Membership Meeting and each has one vote. Excepted are those natural persons, who as Founder Members have only the right to speak and propose resolutions, unless fundamental questions are debated.

(3) Regular members are natural persons, legal entities and associations of persons, who accept the aims of the Association and who are prepared to further these through active participation and who have been enrolled as regular members. They are entitled to vote in the General Membership Meeting and have one vote.

(4) Friends and Patrons of the Association (VIR) may be natural persons, legal entities and associations of persons who further the aims of the Association by means of a fixed financial contribution and who as not regular members have only the following privileges and obligations. They have neither the right to vote nor to take part in the General Membership Meeting. They have however the right during a specified part of the General Membership Meeting to propose resolutions and to bring forward suggestions, and furthermore in a context to be defined by the Executive to deliver a presentation of their company and some of its services.

(5) By carrying out its aims, the Association incurs financial liabilities which are to be covered by a single initial membership fee and through a recurring regular membership fee. Details as to the amount, date due and consequences of non-payment may be resolved by the General Membership Meeting. This resolution may stipulate differing initial and regular membership fees. Reductions may be offered on account of differing legal forms of membership (natural persons, legal entities, associations) or on account of the different types of membership in the Association (Founder membership, regular membership, legal entities) or on account of the financial situation of the member. The General Membership Meeting may resolve an extraordinary due or fee to cover the costs

of a particular measure. In the case of the amalgamation of two members, in particular through the acquisition of one firm by another, the remaining member is liable for two members' dues up to the earliest time that the other member could have declared his resignation in accordance with § 3 Para. 3 b).

§ 5 Bodies of the Association

Bodies of the Association are:

- (1) the General Membership Meeting,
- (2) the Executive
- (3) the Advisory Committee, which can through a resolution of the General Membership Meeting be constituted from suitable persons.

§ 6 General Membership Meeting

- (1) The Ordinary General Membership Meeting is to be held once every halfyear.
- (2) An Extraordinary General Membership Meeting is to be held when the interests of the Association demand it, or when a minimum of 49% of the members demand it of the Executive in writing
- (3) The General Membership Meeting will be convened by the Executive in writing at least three weeks in advance and giving the agenda. The three weeks' time limit begins on the day following the despatch of the convening letter, the date thereof being determined by the postmark. The convening letter is deemed to be delivered when it is addressed to the member's last address as supplied to the Association.
- (4) The Executive sets the agenda. Any member may propose in writing or by e-mail additions to the agenda at the latest one week before the General Membership Meeting. Whether an addition to the agenda is to be included lies in the discretion of the

Executive. It is however to be included when supported by at least half of the members. An amendment to the agenda is to be communicated to the members in the same manner as the invitation to the General Membership Meeting. Should this not have been possible in the time, the chairman should inform the members of the amendment at the beginning of the meeting. Amendments to the agenda which have not reached the Executive at least one week before the meeting will only be considered when so resolved by the General Membership Meeting.

(5) As the chief body of the Association capable of making resolutions, the General Membership Meeting is generally answerable for all obligations and responsibilities, in so far as particular obligations or responsibilities have not been devolved on to other bodies of the Association. In particular it resolves on:

- a) die appointment, dismissal and formal approval of the Executive
- b) die appointment and dismissal of Advisory Committee members
- c) the budget for the next financial year
- d) the regulation of membership fees
- e) the exclusion of a member
- f) changes in the Articles of Constitution
- g) investment in and formation of companies
- h) taking out of credits
- i) completion of contracts with a liability of more than 3,000€ (three thousand Euros)
- j) the dissolution of the Association and the disposal of its funds

When all members are in agreement, the General Membership Meeting may take place using media transmission; when all members are in agreement, resolutions may be decided through minuted acclamation or in circulation procedure.

(6) The General Membership Meeting is not open to the public. The chairman can allow guests in the absence of a contrary resolution of the Meeting.

(7) Members with the right to vote may allow their voting rights to be exercised by a representative. This representative must be able to show a letter of authority which is to be given to the chairman unless the Meeting unanimously waives this rule. The General Membership Meeting is quorate when the members have received convening letters as stipulated in these articles and when one half of the number of members with voting rights are present. If a quorum is not reached, a further General Membership Meeting is to be summoned in the manner as stipulated in these articles. This meeting is quorate when at least three members with voting rights or their representatives are present.

(8) Voting will take place principally through a show of hands.

(9) The General Membership Meeting passes its resolutions with the legal majority. This applies also to the passing of resolutions in meetings which are held by means of media transmission. Abstentions are allowed and will not be included in the count. An unexercised vote will be treated as an abstention.

(10) A resolution which contains an amendment to the Articles of Association or an amendment to the aims of the Association must be passed unanimously by all members with voting rights: members not present at the meeting must cast their votes in writing.

(11) Any member with voting rights may veto a resolution. When the member is present at the meeting dealing with the resolution he wishes to veto, his/her right of veto must be exercised in written or electronic form and sent to the Executive within ten working days, otherwise within ten working days after receipt of the protocol of the meeting, which may be in written or electronic form. A justification for the veto is not necessary. The resolution will then be treated as not passed. A renewed resolution is allowed, against which members with voting rights can also exercise their right to veto.

(12) Any member of the Association has the right to propose a resolution to the General Members Meeting and to the Executive.

(13) Minutes of the General Membership Meeting are to be recorded in writing and signed by the keeper of the minutes. These minutes are to be made available in appropriate form to all members within four weeks after the meeting. Objections to the minutes may only be made within one month after this time.

§ 7 Executive

(1) The Executive consists of one person. He is not necessarily a member of the Association nor a representative of a member nor otherwise connected with the Association (for example as employee).

(2) The Executive is elected by the General Membership Meeting for a period of two years. A re-election is allowed. The term of office of the Executive officer ends when this office is assumed by the next elected officer.

(3) The Executive represents the Association legally and generally. He/she is responsible for the normal business of the Association. He/she is freed from the provisions of § 181 BGB. All business which is in accordance with these Articles not specifically assigned to the General Membership Meeting or the Advisory Committee remains in the competence of the Executive. His/her actions should be governed by the aims of the Association and particularly by the Articles of Constitution and the resolutions of the General Membership Meeting and the Advisory Committee.

(4) The Executive takes decisions through resolutions in Executive committee meetings, which are to be held at least once every quarter and of which minutes are to be kept.

§ 8 Advisory Committee

(1) The Association may have an Advisory Committee. The Advisory Committee consists of up to nine members, who are qualified through expert knowledge

and who identify themselves with the aims of the Association. A member of the Association or a body with the right to represent a member of the Association should be appointed by the General Membership Meeting to the Advisory Committee as representative of the members of the Association. Any member may oppose the appointment of an Advisory Committee member within fourteen days after the notice of the proposed appointment which the Executive is obliged to give. In this case the appointment is invalid.

(2) The Advisory Committee supports and advises the Executive and the Association. It can if the Executive so wishes send or make reports to the General Membership Meeting.

(3) Members of the Advisory Committee are nominated by the Executive except as provided in § 8 Para. 1 Sentence 3. Their term of office ends with the second regular General Membership Meeting following their nomination. A further nomination is allowed. Should an Advisory Committee member leave the Committee before the end of his term of office, the Executive may appoint a new member. § 8 Para. 1 Sentences 3 und 4 respectively apply to this new member.

(4) Each Advisory Committee member should be responsible for a particular field and should have special knowledge in this field.

(5) The Executive may provide an agenda for the Advisory Committee.

§ 9 Dissolution

(1) The dissolution of the Association can only be resolved with the agreement of all members of the Association.

(2) The debate will follow the provisions of the „Bürgerlichen Gesetzbuch“.

Following the debate the General Membership Meeting will decide to what use the remaining funds of the Association shall be put.

Dies ist eine Übersetzung der "Satzung des Verbandes Internet Reisevertrieb, Stand 15.09.2009, Frankfurt, den 18.Mai 2006 (geändert September 2009)".

Rechtlich maßgebend ist nur die Originalfassung in deutscher Sprache.