

CONSTITUTION

of the 'AUSTRIA RECYCLING' Association

§ 1 Name, registered office and area of operation

1. The name of the Association shall be 'AUSTRIA RECYCLING Verein zur Förderung von Recycling und Umweltschutz in Österreich' (Association for the Promotion of Recycling and Environmental Protection in Austria).
2. The Association shall have its registered office in Vienna. The Association shall be entitled to establish branch associations.
3. The Association's area of operation shall not be geographically restricted. AUSTRIA RECYCLING shall be a non-profit association.

§ 2 Objective of the Association

The Association's exclusive aim shall be to directly promote the interests of the general public through the propagation and dissemination of sustainable forms of action in all fields of environmental protection, economy and society, which have to meet the needs of today's society without restricting the future generations' opportunities of satisfying their own needs. In each of the above-mentioned fields, ecological, economic and social aspects have to be taken into consideration as a whole.

§ 3 Activities and means of achieving the association's purpose

1. Activities to achieve the objective of the Association shall be, for instance waste avoidance measures, projects to increase resource efficiency and resource protection, projects to minimize negative environmental effects, life cycle management, integrated product policy, promotion of major organisations beneficial to the public, relevant scientific research and development as well as adequate training and information measures.

The objective of the Association shall be achieved through the activities listed under items 2 and 3 as well as by means of financial resources.

2. **Non-material activities:**
 - a) Promotion and project supervision of measures in the field of waste management (example: avoidance, recycling) and of other relevant measures
 - b) Promotion of relevant research and science
 - c) Public relations, lectures, seminars and excursions

- d) Maintenance of good relations with all members of the Association, such as corporations under public law, funds, authorities, companies and private individuals
- e) Contribution to a relevant set of general conditions
- f) Cooperation with and/or membership in domestic and foreign associations pursuing similar aims

3. **Financial resources** shall be provided by:

- a) Membership fees and enrollment fees
- b) Subsidies, particularly in the form of financial aids by domestic and foreign corporations
- c) Interest income
- d) Income from indispensable auxiliary businesses, particularly consulting services and project management or other income from activities listed under § 3 (2)

§ 4 Types of membership

- 1. Members of the association may be ordinary, extraordinary or honorary members.
- 2. Ordinary members fully support the Association's activities. Extraordinary members support the Association's aims without participating in the Association's activities. Honorary membership shall be granted to those who have provided outstanding service to the Association.

§ 5 Membership subscription

- 1. Membership shall be open to all persons aged 18 years or over as well as to legal persons and partnerships having legal capacity.
- 2. Ordinary and extraordinary membership shall be obtained through written application and approval by the Executive Committee. Membership may be refused without stating any reasons. Ordinary members may acquire up to 20 voting rights.
- 3. Honorary members shall be elected on the proposal of the Executive Committee by the General Meeting.

§ 6 Rights and duties of the members

- 1. Members shall be entitled to attend all events of the Association and, in accordance with existing circumstances and the resolutions passed by the Executive Committee, to make use of the Association's facilities.

2. Only ordinary members shall have a vote right in the General Assembly as well as the right to vote and stand for elections.
3. Members shall pay membership fee in due time.
4. Members shall promote the interests of the Association and refrain from any action which could harm the reputation and the objective of the Association. Members shall observe the Constitution of the Association and the resolutions passed by its executive organs.
5. A General Meeting shall be convened if at least one tenth of the Association's members ask the Management Board to call such a meeting.

§ 7 Termination of membership

1. Membership shall be terminated by death, or by the loss of legal personality in the case of legal persons or partnerships having legal capacity, or by voluntary resignation or expulsion.
2. Resignation shall only be possible as per 31 December of each calendar year. The Management Board shall be given notice in writing at least six months prior to the end of the year. In the case of late notification, resignation shall become effective as of the next withdrawal date only. The postmark shall be decisive for the date of notification.
3. The Executive Committee shall have the right to expel any member from the Association if that member, despite a written reminder, is in arrears with the payment of membership fees for more than a year from the date of the failure to pay. This shall not affect the obligation to pay the amount due.
4. The Executive Committee shall also have the right to expel a member from the Association on the grounds of gross breach of other membership duties or conduct harming the Association.
5. Upon a motion of the Executive Committee, members may be deprived of their title of honorary member for the grounds listed under item 4.

§ 8 Executive bodies of the Association

1. General Meeting
2. Executive Committee
3. Management Board
4. Arbitration Tribunal

§ 9 General Meeting

1. An Ordinary General Meeting shall be held once every four years.
2. An Extraordinary General Meeting shall be held within eight weeks
 - a) if decided by the Executive Committee,
 - b) upon request by the Management Board,
 - c) upon written request from at least one tenth of the members or
 - d) upon request by the final auditor
3. Invitation to meetings shall be extended in writing to all members at least four weeks prior to their dates. The invitations shall include the agenda.
4. Items for inclusion in the agenda must be received in writing by the Management Board at least three weeks prior to the meeting.
5. All members shall be entitled to attend General Meetings. Only ordinary members who have paid their fees for the current year shall have the right to vote and to stand for elections. On the basis of the amount of the membership fee, each voting member of the Association shall have at least one vote but not more than twenty votes. The voting right may be assigned to another voting member by written authorization. Legal persons may send authorized representatives.
6. Valid resolutions may only be passed on items which are part of the agenda.
7. The General Meeting shall be competent to pass resolutions irrespective of the number of the voting members present at the meeting.
8. As a general principle, elections and resolutions passed at General Meetings shall be decided by a simple majority of votes. However, resolutions on amendments to the Constitution or on the dissolution of the Association shall require a three-fourths majority of the valid votes cast.
9. The President shall preside over the General Meeting. In the President's absence, the General Meeting shall be chaired by one of the President's deputies, and, if the latter are also prevented from attending the meeting, by a member of the Management Board.
10. All resolutions passed at the General Meeting shall be recorded in the minutes.

§ 10 Competences of the General Meeting

1. Appointment and dismissal of the members of the Executive Committee and approval of the Management Board appointed by the Executive Committee.
2. Receipt and approval of the Executive Committee's report on activities and statement of account including its audit report in the presence of the final auditor.

3. Discharge of the Executive Committee and the Management Board
4. Determination of the amount of the enrolment fee and the membership fees for ordinary and extraordinary members
5. Granting and deprivation of honorary membership
6. Passing resolution on amendments to the Constitution and on the voluntary dissolution of the Association
7. Consultation and passing of resolutions on other items on the agenda
8. Appointment of the final auditor

§ 11 Executive Committee

1. The Executive Committee shall consist of up to six members elected by the General Meeting. The Executive Committee shall elect a President and a Vice-President from its midst. The Immediate Past President shall convene and chair the constitutive meeting and shall be in charge of the election process.
2. If an elected member resigns prematurely, the Executive Committee shall be entitled to co-opt another eligible member. This shall require the subsequent approval by the following General Meeting.
3. The President shall be elected for a term of four years; in any case, however, the President's term shall continue up to the election of the new Executive Committee. The President may be re-elected.
4. The Executive Committee shall be convened in writing by the President, or, if the latter is absent, by one of the President's deputies.
5. The Executive Committee shall be competent to pass resolutions if all its members have been invited and if at least half of them are present at the meeting.
6. The Executive Committee shall pass its resolutions by a simple majority of votes; in the case of a tie, the President shall have the casting vote.

§ 12 Competences of the Executive Committee

The Executive Committee shall act as a supervisory organ; it shall monitor compliance with legal and statutory regulations.

In particular, its responsibilities shall include the following:

1. Appointing and dismissal of the Management Board or its members as well as nomination of a chairperson of the Management Board
2. Passing resolutions on the estimated annual budget, the annual report and the report on activities of the Management Board to the General Meeting
3. Advising the Executive Committee and passing of resolutions on general business issues

4. Approval of the rules of procedure of the Management Board
5. Passing resolution on the admission and expulsion of ordinary and extraordinary members
6. Passing resolution on the convening of General Meetings

§ 13 Management Board

1. The Management Board shall consist of at least two members and shall be bound by the resolutions passed by the General Meeting and the Executive Committee.
2. The Management Board shall be entitled to establish rules of procedure in order to regulate the Association's business activities. These rules of procedure shall be approved by the Executive Committee.
3. The Management Board shall pass resolutions by a simple majority of votes. In the case of a tie, the Chairperson shall have the casting vote. If the Management Board consists of two persons only, it shall adopt resolutions unanimously.

§ 14 Competences of the Management Board

In its capacity as a managing body, the Management Board shall be responsible for the management of the Association's ongoing activities and shall represent the Association in public. It shall perform all functions not allocated to other organs of the Association by the Constitution.

1. The individual Managing Director(s) shall be entitled to sign on behalf of the Association. In financial matters (disposal of assets), two managing directors shall be required to sign.
2. Administration of the Association's assets with due regard to the adherence to proper accounting and financial practices.
3. Preparation of the estimated annual budget, the annual accounts and the report on activities for presentation to the General Meeting
4. Regular reporting to the Executive Committee about the business development
5. Preparation of the minutes of the General Meetings and the Meetings of the Executive Committee

§ 15 Arbitration tribunal

The Association's internal arbitration tribunal shall settle all disputes arising from the associative relationship in its capacity as an arbitration body pursuant to the Austrian Association Act 2002 (*Vereinsgesetz 2002*).

1. The arbitration tribunal shall be formed in the event of need and shall be composed of five people: a chairperson (who must not be a member of the Association), and four ordinary members of the Association.
2. In order to form an arbitration tribunal, each of the disputing parties shall nominate two members within 30 days of the date on which the arbitration tribunal was called for. These four members shall appoint a chairperson within 60 days.
3. A motion for the opening of arbitration proceedings shall be submitted to the Executive Committee.
4. The arbitration tribunal shall, to the best of its knowledge and belief, render its decisions by a simple majority of votes when all members are present. Its decisions are final and binding in all matters of the Association which do not constitute legal questions.

§ 16 Voluntary dissolution of the Association

1. A resolution on the voluntary dissolution of the Association may only be adopted in a General Meeting if at least two-thirds of all votes are present and only if a three-fourths majority of votes cast has been obtained.
2. This General Meeting shall also be entitled to adopt resolutions concerning the Association's assets, if such assets exist. In the event of a dissolution of the Association, the remaining assets of the Association shall be transferred to a non-profit organization pursuing public-benefit, charitable or parochial aims within the meaning of §§ 34 Federal Tax Code (Bundesabgabenordnung). If possible, the assets should be transferred to an association pursuing similar or the same aims as this Association.
3. The same shall be valid if the Association ceases to pursue its non-profit purpose.