

ARTICLES OF ASSOCIATION

§ 1 NAME, REGISTERED OFFICE AND FIELD OF ACTIVITY

1) The name of the society shall be

ARBEITSGRUPPE LYSIMETER (LYSIMETER RESEARCH GROUP)

(Recommendation: The name should reflect the objectives of the society)

2) The society shall have its registered office in

Irdning

(indicate name of municipality only)

and shall operate within

- the municipality¹
- the district¹
- the Province of Styria (Land Steiermark)¹
- the Republic of Austria.¹

The society is entitled to admit members from other countries (states).

3) The establishment of sections, subsidiaries or branches without independent legal status

- is foreseen.¹
- is not foreseen.¹

4) The establishment of subsidiaries of the society

- is foreseen.¹
- is not foreseen.¹

§ 2 OBJECTIVES AND ACTIVITIES OF THE SOCIETY, AND MEANS TO ACHIEVE THESE OBJECTIVES

1) The activity of the society shall not be profit-oriented.

2) The society shall pursue the following aims and carry out the following activities:

The society shall aim to promote research and teaching activities in the field of Lysimetry and its related subjects, such as Hydrology, Hydrography, Hydrogeology, Pedology as well as Agriculture and Forestry. To achieve its objectives, the society shall employ non-financial and financial means. Non-financial means are: a) scientific events, such as workshops and scientific conferences, including the Gumpensteiner Lysimetertagung [Gumpenstein Lysimeter Conference]; b) specialist discussions; c) meetings; d) publication of scientific literature; e) organisation of scientific trips; f) planning and setting up scientific exhibitions.

3) Financial means shall be derived from:

- Entrance fees¹
- Member contributions¹
- Profits from events¹
- Donations and other financial contributions¹
- Other funding sources¹

§ 3 TYPES OF MEMBERSHIP

1) Society membership shall comprise ordinary and extraordinary members, such as honorary members.

2) Ordinary members shall be those who fully participate in the activity of the society. Extraordinary members shall be those who promote the activity of the society mostly by paying a higher membership fee. Individuals who provide distinguished services to the society may be nominated as honorary members.

§ 4 ACQUISITION OF MEMBERSHIP

1) All physical and legal persons who wish to serve the aim of the society may be admitted to membership.

2) The Executive Council (Board) of the society shall have the final decision over admittance of ordinary and extraordinary members. Admittance can be refused without specifying reasons.

3) Honorary membership shall be granted by the General Assembly following recommendations by the Executive Council (Board).

4) Temporary admission of ordinary and extraordinary members can be granted by the society founders until the society is established or by the Executive Council (Board) if the latter has already been appointed. Such (preliminary) membership only becomes effective with the full establishment of the society. If the Executive Council (Board) is appointed after the establishment of the society, the (final) admission of ordinary and extraordinary members takes place after the society founders have appointed the Executive Council (Board).

§ 5 TERMINATION OF MEMBERSHIP

- 1) Membership shall be terminated through the death of a member, through loss of legal status in the case of legal persons and partnerships, through voluntary resignation, or through cancellation or exclusion.
- 2) Resignation shall be possible at any time and will take effect at the end of the calendar month. Notification of a member's decision to resign shall be given to the Executive Council (Board) in writing and no less than one month in advance. Should the notification be received later, a member's resignation will not be effective until the following possible date of resignation. The effective date of notification will be taken as the postmark date. However, any obligations arising from legal relations established by the member during the time of membership shall be maintained, if these obligations extend to the society.
- 3) The Executive Council (Board) shall have the right to cancel the membership if members have failed to pay their membership fees for more than 6 months and also have not met the new payment deadlines specified by two payment reminders. Cancellation of the membership does not affect the obligation to pay the outstanding fees.
- 4) The Executive Council (Board) shall have the right to order the exclusion of members from the society for serious violations of their statutory obligations as members or for dishonourable behaviour. Appeals against such a decision shall be submitted to the General Assembly. The member's statutory rights shall be suspended until the General Assembly has taken its decision.
- 5) Upon request of the Executive Council (Board), the General Assembly can decide to withdraw honorary membership for the reasons stated in section 4.

§ 6 RIGHTS AND OBLIGATIONS OF MEMBERS

- 1) All members shall have the right to participate in events organised by the society and to use the facilities of the society. Only ordinary and honorary members shall have the right to vote for the General Assembly, as well as to elect offices and to be elected to offices by the General Assembly.
- 2) All members shall be obliged to do everything in their power to promote the interests of the society and to abstain from any acts that may be prejudicial to the objectives and the reputation of the society. They shall abide by the Articles of Associations and by the resolutions of the governing bodies. The General Assembly shall determine the amounts and the dates for the payment of joining and membership fees for ordinary and extraordinary members.

§ 7 GOVERNING BODIES OF THE SOCIETY

Governing bodies of the society shall be:

the General Assembly, see §§ 8 and 9

the Executive Council (Board), see §§ 10, 11 and 12

the Auditors, see § 13

the Arbitration Court, see § 14

the Scientific Advisory Committee, see § 17

§ 8 THE GENERAL ASSEMBLY

- 1) The General Assembly shall be held every other year.
- 2) An extraordinary meeting of the General Assembly shall be convened within four weeks if deemed necessary by the Executive Council (Board) or by the General Assembly, if requested in writing by no fewer than one tenth of the members or if demanded by the auditors.
- 3) Both ordinary and extraordinary meetings shall be summoned by written notice to all members no later than two weeks before the scheduled meeting. Notification can also be sent by fax or email and shall contain the agenda.
- 4) Motions to be put to the General Assembly shall be submitted in written form – including fax or email – and no later than three days before the scheduled date of the meeting.
- 5) Valid resolutions - except proposals for an extraordinary meeting - can only be passed on items listed on the agenda.
- 6) All members shall have the right to participate in the General Assembly, but only ordinary and honorary members shall have the right to vote. Every member has one vote. Vote by proxy is admissible, provided written authorization to vote on behalf of another member has been obtained. Each member can have a maximum of two proxy votes.
- 7) The General Assembly shall only have a quorum if at least half of all the members entitled to vote (or their representatives, see section (6)) are present. If there is no quorum, the General Assembly shall take place 30 minutes later

with the same agenda. It shall then be deemed to have a quorum irrespective of the number of members present. This exceptional circumstance shall be specified separately in the agenda.

8) A simple majority is generally required for elections and resolutions in the General Assembly. Decisions relating to the amendment of the Articles of Association of the society or dissolution of the society shall require a qualified two-thirds majority of all valid votes cast.

9) The President of the Executive Council (Board) shall chair the General Assembly. If the President is prevented from attending, the General Assembly shall be chaired by his or her deputy. Should no deputy be present, the General Assembly shall be chaired by the most senior member of the Executive Council (Board) present.

§ 9 TASKS OF THE GENERAL ASSEMBLY

The General Assembly shall have the following tasks:

- 1) Election (i.e. appointment) and removal from office of members of the Executive Council (Board) and of the Auditors
- 2) Resolutions regarding budget proposals for the following financial year
- 3) Acceptance and approval of the activity reports of the Executive Council (Board) and the Auditors and, in particular, reception and approval of revenue and expense statements along with the balance sheets (§ 11a)
- 4) Approval of the activity of the Executive Council (Board) and of the Auditors
- 5) Agreement of the joining and membership fees to be paid by ordinary and extraordinary members
- 6) Appointment of honorary members and termination of honorary membership
- 7) Resolutions on amendments of the Articles of Association and voluntary dissolution of the Organization
- 8) Discussion of and resolutions on all other topics on the agenda
- 9) Minutes of the General Assembly proceedings shall be taken.

§ 10 EXECUTIVE COUNCIL (BOARD)

1) The Executive Council (Board) shall be composed of:

- | | |
|---|---|
| <input type="checkbox"/> President ¹ | <input checked="" type="checkbox"/> Vice President ¹ |
| <input type="checkbox"/> Secretary ¹ | <input checked="" type="checkbox"/> Vice Secretary ¹ |
| <input type="checkbox"/> Treasurer ¹ | <input checked="" type="checkbox"/> Vice Treasurer ¹ |

The election of 1 advisory committee² is permitted.¹

2) The Executive Council (Board) shall be elected by the General Assembly but also shall have the right to co-opt an eligible member in the event of the resignation or death of an elected member. Membership by cooption shall be confirmed and approved at the next meeting of the General Assembly. Should the Executive Council (Board) fail to co-opt new members and as a result become incapacitated at any time or for an unforeseeable period, then the auditors are obligated to call an extraordinary General Assembly to elect a new Executive Council (Board). If it is not possible for the auditors to take action, or if no auditors are present, any ordinary member who is aware of the situation shall immediately apply for the appointment of a trustee by the responsible Court, who then shall call an extraordinary meeting without further delay.

3) The Executive Council (Board) shall be elected to office for a period of four years^{2,4}. Members may be re-elected.

4) The Executive Council (Board) meeting shall be called in writing or by word of mouth by the President, or, if he is prevented, by the Vice President. If the latter is also prevented, either indefinitely or for an unforeseeable period of time, the Executive Council (Board) shall be called by any of its members.

5) The Executive Council (Board) shall meet the quorum when all members have been called and at least half of them are present.

6) The resolutions of the Executive Council (Board) shall be passed by a simple majority of votes cast; in the event of vote parity, the President shall have the casting vote.

7) The Executive Council (Board) shall be chaired by the President, or in the President's absence, by the Vice President, or, should he or she also be prevented from attending, by the most senior member of the Executive Council (Board) or by the member of the Executive Council (Board) that has been elected to perform the President's tasks by the majority of the other members of the Executive Council (Board).

8) Membership in the Executive Council (Board) shall be terminated by death, expiry of a member's term in office (see section (3)), resignation (see section (9)) or by removal from office (see section (10)).

9) The members of the Executive Council (Board) shall have the right to announce their resignation in writing at any time. Notification of their decision to resign shall be sent to the Executive Council (Board); if all members of the Executive Council (Board) resign, notification shall be submitted to the General Assembly. The resignation of a member of the Executive Council (Board) shall be effective as soon as a successor has been elected or co-opted (see section (2)). Until that time, the capacity of the Executive Council (Board) to act shall be limited.

10) The General Assembly shall have the right to dismiss the Executive Council (Board) or individual members of the Executive Council (Board) whenever this is deemed necessary. Dismissal shall be effective from the moment that a new Executive Council (Board) or new members have been appointed.

11) At the withdrawal of an elected member, the Executive Council (Board) shall co-opt a new one chosen from the group of its members by simple majority vote for the remaining term.

§ 11 TASKS OF THE EXECUTIVE COUNCIL (BOARD)

The tasks of the Executive Council (Board) shall include the management and administration of the society and all other tasks not specifically assigned to other bodies of the society by virtue of these Articles of Association. In particular, the tasks of the Executive Council (Board) shall include:

- a) Management of the society assets; in particular the Executive Council (Board) shall see that the financial situation of the society may be viewed in a timely manner and in sufficient detail. It shall set up an accounting system suited to the needs of the society. It shall also keep a record of current revenues and expenses. The Executive Council (Board) shall draw up a revenue and expense statement as well as a balance sheet within five months after the end of each financial year. The financial year does not have to coincide with the calendar year, but it must not exceed twelve months.
- b) Preparation of the General Assembly
- c) Calling ordinary and the extraordinary general assemblies
- d) Admittance and exclusion of ordinary and extraordinary members as well as management of the member list
- e) Appointment and dismissal of contractors

§ 12 SPECIAL TASKS OF INDIVIDUAL MEMBERS OF THE EXECUTIVE COUNCIL (BOARD)

The President shall manage the daily affairs of the society.

- 1) The President shall represent the society in external affairs. To be valid, the documents of the society must be signed by the President, or in the case of financial documents, by the President and by the Treasurer. Self-dealings (i.e. deals that representatives of any company or entity associated to the society make with the society, either on their behalf or on behalf of a third party) must be approved by the Executive Council (Board) and the auditors.
- 2) The President shall preside over the General Assembly and the Executive Council (Board). In cases of imminent danger, the President is entitled, under his own responsibility, to give independent orders even in matters that lie within the sphere of competence of the General Assembly or of the Executive Council (Board). Such orders, however, require the subsequent approval of the competent body of the society.
- 3) The Secretary shall support the President in managing the affairs of the society. The Secretary is responsible for keeping minutes of the General Assembly and of the Executive Council (Board) meetings.
- 4) The Treasurer shall be responsible for the proper management of the finances of the society.
- 5) If prevented from fulfilling their duties, the President, the Secretary and the Treasurer shall be substituted by their deputies.

§ 13 AUDITORS

- 1) There must be at least two auditors which are elected by the General Assembly for ____ years^{2.5}. They are eligible for re-election. With the exception of the General Assembly, they shall not belong to any of the bodies that they supervise.
- 2) The auditors' report shall certify that the financial statement is correct and that resources have been used in compliance with the Articles of Association; it shall also point out any flaws that are identified in book-keeping or any dangers to the existence of the society. Unusual revenues or expenses – and in particular self-dealings (§ 12, section (2)) – shall be examined carefully. The auditors shall report to the Executive Council (Board) and to the General Assembly.
- 3) In all other matters concerning the auditors, § 10, sections (3), (7), (8) and (9) shall apply correspondingly.

§ 14 ARBITRATION BOARD

- 1) Any dispute arising within or in connection with the society shall be settled by the court of arbitration.
- 2) The court of arbitration shall consist of five regular members, two selected by each of the parties, and the Executive Council (Board) shall be notified of their names within 14 days, and a presiding arbitrator selected by the four party-appointed arbitrators. If no agreement can be reached, the presiding arbitrator shall be appointed by lot. With the exception of the General Assembly, the members of the court of arbitration should not belong to the body whose activity is the subject of the dispute.
- 3) If all members are present, the case will be decided by simple majority vote. The members of the court of arbitration shall make their decisions to the best of their knowledge and belief, and their decisions shall be binding to the society and final.
- 4) If the court procedure before the court of arbitrators is not concluded within six months after the appeal has been made, the dispute may be taken to an ordinary court. Appeal to an ordinary court is not possible when an Arbitration Court is created in compliance with §§ 577 ZPO [Austrian Code of Civil Procedure].

§ 15 DISSOLUTION OF THE SOCIETY

1) The voluntary dissolution of the society shall be decided at an extraordinary meeting of the General Assembly, which shall be convened for this purpose, and shall require a two-third majority of all valid votes cast.

2) This General Assembly shall also decide on the liquidation of any remaining assets. If necessary, it shall appoint a liquidator. Moreover, it shall decide to whom any remaining assets will be devolved after all outstanding liabilities have been discharged. The remaining assets shall be devolved, as far as this is admissible and possible, to an organisation which pursues similar non-profit making goals (as stated in the Austrian Tax Code) as the society.

3) The last Executive Council (Board) shall announce the voluntary dissolution in writing within four weeks after the Bezirkshauptmannschaft [District Administration Authority] of Liezen, as the competent authority for the society, has passed its decision. Until a Central Registrar of societies and associations is created, the voluntary dissolution approved by the last president shall be published in a special newspaper reserved for official announcements (Amtsblatt der Grazer Zeitung) according to § 28 of the Society Act (Vereinsgesetz).

§ 16 GENDER SPECIFIC TERMS

Any reference to gender in these Articles of Association is purely casual and all terms apply to both female and male gender.

§ 17 SCIENTIFIC ADVISORY COMMITTEE

In order to support the Executive Council (Board) in fulfilling the duties of the society, the Executive Council (Board) may choose some members who will act as scientific advisors to the society and will form a Scientific Committee.

Irdning, April 7, 2005
Place, Date

_____ Dr. Gerfried Eder _____
Signature(s)

Notes:

¹ Please tick all applicable boxes. Delete what is not applicable.

² Please fill in the corresponding number.

⁴ A term may last from 1 to 4 years, but the term for the Executive Council (Board) cannot be shorter than the time gap between two general assemblies.

⁵ A term may last from 1 to 4 years, but the term of office for the auditors cannot be shorter than the time gap between two general assemblies.