

Statutes

Please the English version of the Associations statutes below is an unauthorized translation. Legally binding only the German Version and any legal disputes are due to Austrian legislation and Austrian Courts.

§ 1: Name, seat and field of activity

- The association bears the name "IAATARI" (International Association for Aluminum Technology in Air condition and Refrigeration Industry)

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It has its seat in 1040 Vienna, Austria, Wiedner Hauptstraße 39 and is world-wide active.

§ 2: Purpose the association,

- which is a non-profit-organization, aims at the spreading of expertise with the processing of aluminum with the purpose of the improvement of the environmental condition, energy and raw material saving by use of new technologies, particularly by the production of complete aluminum heat exchangers and their use with the production cooling air conditioners from complete aluminum.

§ 3: Means for the reaching of the association purpose

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The association purpose is to be accomplished by idealistic and financial means mentioned in items 2 & 3

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As idealistic means serve information meetings (seminars, specialized lectures) publication of information for industry and Universities, publications in technical periodicals and information of all kinds to prospective customers of the processing industry

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Financial means are to be applied through Membership dues and Promotion contributions of interested industry and commercial enterprises

§ 4: Kinds of the membership

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The members of the association were divided into regular, extraordinary and honorary members.

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Regular members are those, which take part fully in the association work. They have seat and voice in the general assembly. Extraordinary members are such, which do not take over obligations to the association work, however by contributions of material or idealistic kind the association purpose promote. For the idealistic support serves also the passing on of specialized information. They possess no right to vote in the general assembly however. Honorary members are persons, who are appointed for their special earnings/services around the association purpose by the executive committee.

§ 5: Acquisition of the membership

- Members of the association can become all physical persons as well as legal entities and legally responsible incorporated firms.
2) over the admission of regular and extraordinary members the executive committee decides.

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Admission can be refused without indication of reasons.

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Until constitution of the association takes place the provisional admission of regular and extraordinary members via the association founders, in the case of an executive committee already ordered via this. The membership becomes only effective by constitution of the association. After constitution of the association, if an executive committee is only ordered, also (definite) the admission of regular and extraordinary members takes place up to then via the founders of the association.

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The appointment as the honorary member takes place upon the request of the executive committee via the general assembly.

§ 6: Completion of the membership

- The membership expires by death, at legal entities and

legally responsible unincorporated firms by loss of the juridical personality, by voluntary withdrawal and by exclusion.

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The withdrawal can without denomination of reasons on the part of the member to any desired date at any time, however appropriately to end of the business year of the society, takes place and requires the written form. Membership dues are due to end of the business year of the society in each case.

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The executive committee can exclude a member, if this is, despite twice written reminder under setting an appropriate respite than six months, with the payment of membership dues in the arrears. The obligation for the payment due of membership dues become remains unaffected hereof.

- The exclusion of a member from the association can be ordered by the executive committee also because of rough injury of other member obligations and because of dishonorable behavior.

- The deprivation of the honorary membership can from in the Abs. 4 reasons mentioned of the general assembly over request of the executive committee to be decided.

§ 7: Rights and obligations of the members

- The members are entitled to participate in all meetings of the association and to stress the services of the association. Only to the regular and the honorary members are entitled the privilege of voting for the general assembly, as well as the active and passive right to vote,.

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Each member is entitled to require of the executive committee a copy of the statutes.

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At least one tenth of the members can require the summoning of a general assembly of the executive committee.

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The members are to be informed in each general assembly of the executive committee about the activity and financials of the association. If at least one tenth of the members require this under indication of reasons, the executive committee has to give such information to the members concerned also otherwise within four weeks.

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The members are to be informed the statement of account (accounting), examined by the executive committee about. If this happens in the general assembly, the invoice controllers are to be merged.

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The members are obligated to promote the interests of the association after forces and omit everything, whereby the reputation and the purpose of the association could suffer abort. They have to consider

articles of association and the resolutions of the representative bodies of the association. The regular and extraordinary members are obligated to the punctual payment of membership dues in the amount decided by the general assembly.

§ 8: Representative bodies of the association Organs of the association

are the general assembly (§ 9 and 10), the executive committee (§ 11 to 13), the auditors, (§ 14) and the arbitral tribunal (§15).

§ 9: General assembly

- (1) The general assembly is the "meeting of the members" in the sense of the Vereinsgesetz 2002. A statutory general assembly takes place annually at the latest on 31 October.
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- (2) An extraordinary general assembly takes place at the following occasions:
 - A. Resolution of the executive committee or the statutory general assembly,
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 - B. written request of at least one tenth of the members,
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 - C Demand of the invoice controllers (§ 21 Abs. 5 first sentence association G),
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 - D Resolution of one /or the Auditor/s (§ 21 Abs. 5 second sentence association
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 - E. Resolution of a judicially ordered curator (§ 11 Abs. 2 last set of these statutes)
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 - G, § 11 Abs. 2 third set of these statutes), within four weeks instead of.
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both to the tidy as well as to the extraordinary general assemblies all members are written at least two weeks before the date to invite by means of fax or by E-Mail (at of the member the association given fax number or E-Mail address admits). Fixing the general assembly has to take place under indication of the agenda. The summoning takes place via the executive committee (exp. 1 and Abs. 2 lit. A - C), by those/one invoice controller (exp. 2 lit. D) or by a judicially ordered curator (exp. 2 lit. e).

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Requests for general assembly are to be written at least three days before the date of the general assembly to the executive committee to submit by means of fax or by E-Mail.

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Valid resolutions - excluded a request for summoning of an extraordinary general assembly - can be seized only for agenda.

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At the general assembly are all members entitled to take part. Enfranchised are only the regular and the honorary members. Each member has a voice. The transmission of the right to vote on another member in the way of a written agency is permissible.

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The general assembly is competent without consideration for the number of appearances.

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The elections and the adoptions of resolutions in the general assembly usually take place with simple majority of the delivered valid voices. Resolutions, with which the statute of the association is to be dissolved to be changed or the association, require however a qualified majority of the valid voices delivered by two thirds.

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That/those leads the presidency in the general assembly chairman, in their prevention his proxy person. Even if the proxy person is prevented, then on years the oldest present member of the board leads the presidency.

§ 10: Tasks of the general assembly:

The general assembly are reserved the following tasks:

- Adoption of resolutions over the estimate,
- receipt and permission of the report and the statement of account under integration of the auditors ,
- voting and relieving of the members of the executive committee and the auditors
- permission of legal transactions between auditors and association;

- Discharge of the executive committee,
- appointment of the amount of the entry fee and membership dues for regular and for extraordinary members,
- award and deprivation of the honorary membership;
- Adoption of resolutions over amendments of the statutes and the voluntary dissolution of the association;
- Consultation and adoption of resolutions over other questions standing on the agenda.

§ 11: Executive committee

- the executive committee consists of six members, of Chairman and proxy person, secretary and proxy person as well as treasurer and proxy person".

- The executive committee is selected by the general assembly. The executive committee has the right when separating a selected member to co-opt to its place another selectable member to which subsequent permission in the next general assembly is to be caught up. If the executive committee without self addition precipitates by Co-optation at all or on unforeseeably long time, then each auditor is obligated to call up immediately an extraordinary general assembly to the purpose of the new election of an executive committee. Even if the auditors should be incompetent to act, each regular member, that recognizes the emergency situation has, to request immediately the order of a curator with the responsible court who has to call up immediately an extraordinary general assembly.

- The duration of the executive committee amounts to one year, re-election is possible. Each function in the executive committee is to be exercised personally.

- The executive committee is called up of chairman, with prevention of their proxy person, in writing or verbally. Is prevented by an unforeseeably long time, each other member of the board may call up the executive committee.

- The executive committee is competent, if it invited its members and half of them at least are present. The law relating to associations requires that the line organ of the association consists of at least two natural persons. §12 z13 two or four years (co-ordinates with the distance between tidy general assemblies after § 9 Abs 1).

- The executive committee seizes its resolutions by a simple majority of votes, with equality of votes gives the voice to the/that chairman the excursion.

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that/those leads the presidency Chairman, with prevention its proxy person. Is this person prevented, the presidency is incumbent on one years the oldest present member of the board or that member of the board, whom the remaining members of the board intend by the majority for it.

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Except by death and expiration the function of a member of the board expires to the function period (exp. 3) by relieving (exp. 9) and resignation (exp. 10).

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The general assembly can relieve individually at any time the entire executive committee or of ' e of its members. Relieving enters into force with order of the new executive committee and/or member of the board.

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The members of the board can explain their resignation at any time in writing. The declaration of withdrawal is to the executive committee to address in the case of the resignation of the entire executive committee to the general assembly. The resignation becomes only effective with choice and/or Co-option (exp. 2) of a successor.

§ 12: Tasks of the executive committee

The line of the association is incumbent on the executive committee. It is the "Leitorgan " in the sense of the Vereinsgesetz 2002. All tasks come to it, which are not assigned to another representative body of the association by the statutes. Into its effective range fall in particular the following affairs:

- Mechanism the requirements of the association of appropriate account system with current recording of the expenditures for income and guidance of a summary of assets and liabilities as minimum requirement,

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Production of the yearly estimate, the report and the statement of account;

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Preparation and summoning of the general assembly in the cases § 9 Abs. 1 and Abs. 2 lit. A - C of these statutes;

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Information of the club members about the association activity, the association conduct and the examined statement of account,

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Administration of the property of the association,

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Admission and exclusion of regular and extraordinary club members;

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Admission and notice of employees of the association.

§ 13: Special conditions of individual members of the board

- Chairman leads the current business of the association. The secretary supports that chairman with the guidance of the association business.

- The Chairman represents the association outward. Written executions of the association require the signatures the/that to their validity Chairman and of the Secretary writing guide, in financial matters (net assets Arrangements) the/that Chairman and the Treasurer. Legal transactions between members of the board and association require the agreement of another member of the board.

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Legal instances to represent and/or draw for it the association outward can exclusive of in Abs. 2 members of the board mentioned to be given.

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With danger in the delay that/those is justified Chairman to give also in affairs, which fall into the effective range of the general assembly or the executive committee, under own responsibility independently instructions in the interior relationship requires this however subsequent permission by the responsible representative body of the association.

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The Chairman leads the presidency in the general assembly and in the executive committee.

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The Secretary leads minutes of the general assembly and the executive committee.

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The Treasurer is responsible for the normal financials of the association.

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in the case the prevention the/that steps Chairman, Secretary writing guide or the Treasurer their deputy/inside to the place.

§ 14: Auditors

- Two auditors are voted by the general assembly for one year. Re-election is possible. The Auditors may not belong to any organ

- with exception of the general assembly -, whose activity is the subject of the examination.

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Current business control as well as the examination of the Financials of the association are incumbent on the auditors regarding the correctness of accounting and the statutory use of the means. The executive committee has to submit the necessary documents to the invoice controllers and to give the necessary information. The invoice controllers have to report to the executive committee on the result of the examination.

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Legal transactions between auditors and association require permission by the general assembly. In all other respects the regulations § of the 11 Abs apply to the invoice controllers. 8 to 10 in a general manner.

§ 15: Arbitral tribunal

- to the conciliation of all disputes developing from the association relationship the association-internal arbitral tribunal is destined. It is a "conciliation mechanism" in the sense of the Vereinsgesetz 2002 and no arbitral tribunal according to §§ 577 FF ZPO.

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The arbitral tribunal consists of three reguöar club members. It is formed in such a manner that a controversy parts the executive committee a member as arbitrators makes in writing considerable. Over request by the executive committee within seven days the other controversy part makes a member of the arbitral tribunal within 14 days for his part considerable. After communication by the executive committee within seven days the considerably made arbitrators select a third regular member within further 14 days to for chairmen of the arbitral tribunal. With equality of votes the lot decides under the suggesting. The members of the arbitral tribunal may not belong to an organ - with exception of the general assembly -, whose activity is the subject of the dispute.

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the arbitral tribunal falls its decision after grant of mutual hearing with presence of all of its members by a simple majority of votes. It decides after best knowledge and certain. Its decisions are association-internally final.

§ 16: Voluntary dissolution of the association

- The voluntary dissolution of the association can be decided only in a general assembly and only with "two-thirds majority" of the delivered valid voices. This general assembly has also to decide - if property of the association is present - over the completion. In particular a liquidator is to be appointed and resolution over it to seize, to whom this has to transfer the property of the association remaining after cover of liabilities. This fortune is to be given, as far as this is possible and permitted, to an organization, which resembles or similar purposes as this association pursued, otherwise purposes of the social welfare assistance.