

ARTICLES
OF THE ASSOCIATION
World Sustainable Energy Institute (WSEIN)

I. Name, seat and purpose of the association

§ 1

Name and seat

- (1) The association carries the name: World Sustainable Energy Institute (German: Welt Nachhaltige Energie Institut), abbreviated: WSEIN.
- (2) It has its seat in Vienna and carries out its activities worldwide. The establishment of local branches or subsidiaries is subject to modifications.
- (3) The Association is a non-political association according to the Associations Act 2002, BGBl. Nr. 66/2002 I, in the current version, and does not pursue profits. Revenues generated by activities of the association and other revenues of the association are to finance the purposes of the association.

§ 2

Objectives

WSEIN is committed to bring together universities, cities, municipalities, companies, authorities and society, in order to promote sustainable solutions for cities and municipalities, in particular by increasing the awareness of society, changing their behavior, changing the cities or municipalities, and finally changing the world.

The purpose of the association is:

- a) to promote sustainable solutions for cities and communities, particularly in the fields of sustainable mobility, Sustainable Environment, Sustainable Energy, Sustainable Society
- b) to promote the exchange of information between universities, cities, communities, companies, governments and society;
- c) to promote research, development, inventions and innovations, particularly with regard to sustainable solutions for cities and municipalities in the areas of sustainable mobility, Sustainable Environment, Sustainable Energy, Sustainable Society;
- d) to promote the quality and safety of products and services in all areas of the economy, especially in the context of renewable energy, recycling products as well as secondary raw materials;
- e) to promote and support education and training;
- f) cooperation and collaborative projects with universities, cities, municipalities, companies as well as government agencies at home and abroad in all areas of research, development, innovation and science, in particular with regard to sustainable solutions for cities and municipalities.

§ 3

Means to achieve the association's objectives

- (1) The association's objectives shall be achieved by the in para. 2 and 3 mentioned ideal and material resources.
- (2) Ideal resources:
 - a) promotion of inventions and innovations through consultations, notifications and counseling on scientific and technical fields, as well as on any implementation-related questions;
 - b) exchange with universities, cities, municipalities, companies and government agencies at home and abroad, the society and other network activities;
 - c) preparation of relevant handouts, brochures and other publications, including electronic and multimedia presentations as well as public projects, public relations and marketing;
 - d) the provision of all necessary assistance and relief work for the implementation of sustainable solutions for cities and municipalities;
 - e) publications related to the objectives under § 2;
 - f) organization of (information-)events, lectures, schoolings, training courses and similar events, both local and web-based, at national and international level;
 - g) provision of a platform for activities described under para. (2)f), organized by association members or third parties;
 - h) provision of guidance and support for, inter alia, creating transport planning, transport solutions, urban planning and government consulting ("sustainable mobility");
 - i) provision of guidance and assistance with regard to, inter alia, district heating and cooling, industrial clean production, sustainable construction, urban mining and preparation of environmental policies ("Sustainable Environment");
 - j) provision of guidance and assistance with regard to, inter alia, renewable energy, energy efficiency, energy demand for mobility, energy production for the industry and cities ("Sustainable Energy");
 - k) provision of guidance and assistance with regard to, inter alia, sustainable health, food, young people and children, energy for humans ("sustainable society");
 - l) organizing and / or support of competitions, awarding prizes and awards for excellence in topics that are of key interest for the association;
 - m) incorporation and support of companies and / or partnerships with the same or similar (corporate-)purpose, participation in them as well as exercise of the shareholder-status in companies that share the objectives of the association;

Means at incorporation, preservation / promotion or participation in companies may particularly be the providing of resources, personnel, equipment, premises, know-how as well as the convenient provision of other services.

- (3) Material resources:
- a) the membership fees of the ordinary and extraordinary members, whereas the nature and amount of the contribution payments will be determined by the General Assembly on a yearly basis, as well as contributions and donations of the supporting members;
 - b) Grants. The Association is authorized to accept government and private grants to promote the association tasks;
 - c) proceeds from the association's activities, events, trainings and certificates, the management of the association's assets, income from commercial businesses and investments;
 - d) Other revenues, such as subsidies, donations, grants of deaths and supports, project-based research funding for research, education and innovation.

§ 4

Companies of commercial and civil law

- (1) The Association may, in so far as this serves the objectives of the association, set up companies of commercial and civil law, such as partnerships and corporations as well as participate in such companies.
- (2) These companies may have such business objective, which fulfills or supports the association's objectives.
- (3) The association has to send suitable individuals in these companies of society to achieve the association's objectives or participate in an appropriate manner.
- (4) Disbursements of current profits of these companies, disbursements of (partial) operating capital gains, liquidation profits or proceeds from the sale of shares are to be used in accordance with the association's objectives.

II. Membership

§ 5

Membership

- (1) The association comprises:
 - a) ordinary Members
 - b) extraordinary members
 - c) supporting members
 - d) honorary members
- (2) Ordinary members can be individuals or entities, regardless of nationality and residence/seat, which are committed to the goals and objectives of the association.
- (3) Extraordinary members can be individuals or entities, which are interested in the activities of the association;

- (4) Supporting members can be individuals or entities who contribute to the fulfillment of the association tasks in a particular way. The type and amount of contributions will be determined by the Executive Board;
- (5) Personalities which have acquired merits in the field of the associations' objectives or related branches may be appointed as honorary members.

§ 6

Obtaining membership

- (1) The application for membership shall be sent to an Executive Board member of the association. The Executive Board, who may reject an application for admission without giving reasons, decides on the admission of a member.
- (2) The appointment of honorary members is carried out by the General Assembly, at the request of the Executive Board.
- (3) Membership is definitively acquired at receipt (by fax or e-mail in the form of a letter) of the written confirmation of acceptance.
- (4) Legal entities are represented by their authorized representatives. Domestic interest groups are represented by representatives disclosed to the management of the association.

§ 7

Termination of Membership

- (1) Membership will be terminated:
 - a) by death of the physical person, loss of legal personality or by dissolution or liquidation of the legal person, as well as bankruptcy proceedings or dismissal of the proceedings due to lack of assets; in this case, the membership will end by itself on the day of the above mentioned events;
 - b) by exclusion due to a decision adopted unanimously by the Executive Board
 - in the case of a criminal conviction of the member;
 - gross breach of the obligations of the member;
 - due to serious damage to the reputation of the association or of one or more of its members;
 - if a member fails to settle its membership fees over a grace period of more than six months, despite two written reminders.
 - c) by notice. The notice must be given to the Executive Board in writing six months before the end of the financial year. It is timely if it is sent by post at the latest on June 30th;
 - d) the withdrawal of honorary membership may be decided by the General Assembly on request of the Executive Board due to the reasons under § 7 (1) b).
- (2) Upon termination of membership, any claim against the association of whatsoever nature shall expire. However, the termination of membership does not relieve the mem-

ber from paying the due membership fees. The withdrawing member shall not be entitled to any share of the association's assets.

- (3) Membership is not transferable or inheritable. In case of reorganizations of a member that causes single or universal succession, membership must be sought again.

§ 8

Rights of the members

- (1) The members of the Association have, without distinction of membership, the following rights:
- a) All members are entitled to participate in all events of the Association, use the facilities of the association and receive the publications and information brochures of the association.
 - b) All members have the right to propose an individual for election as an honorary member.
- (2) By type of membership:
- a) Ordinary members have the right of seat in the General Assembly, right to vote and the right to stand for election.
 - b) If regular members carry out their suffrage by representatives, proof of the power of attorney shall be provided in writing. The representative need not be a member of the association. A member or representative may represent a maximum of two other members by proxy at a General Assembly.
 - c) Ordinary members have the right to advance nominations for the Executive Board and for the Controllers.

§ 9

Duties of the members

The members of the Association have the following particular duties:

- (1) compliance with the statutes of the association and the decisions of the General Assembly.
- (2) compliance with the decisions of the Executive Board.
- (3) compliance with the non-disclosure clause regarding all information, which is passed to the member during his membership or comes to his knowledge.
- (4) the payment of membership fees.
- (5) the safeguarding of the interests and support of the association.

III. Bodies of the Association

§ 10

Bodies of the association

The bodies of the association are:

1. The General Assembly
2. The Executive Board
3. The Controllers

§ 11
General Assembly

- (1) The President is obliged to invite the members of the association every two calendar years to the regular General Assembly.

The president is further obliged to convene an extraordinary General Assembly if at least one-tenth of the voting members submits a request stating the matters to be discussed or both Controllers jointly require or the Auditor requires this (§ 21 para 5 Associations Act 2002). Both Controllers jointly or the Auditor may also convene a General Assembly.

- (2) The invitation will be sent at least two weeks before the appointed date in writing, in the form of a letter, fax or e-mail with details of the agenda. A possible nomination for the election of the Executive Board (§ 12 para 2) is to be incorporated in the agenda .

- (3) The General Assembly is responsible for:

- a) the discharge of the Executive Board for the preceding financial year;
- b) the election and dismissal of the President and the Vice-President and the Controllers;
- c) regulation of the membership fees;
- d) the approval of the estimates for the next fiscal year;
- e) the resolution of the Articles of Association and the Rules of Procedure as well as their amendments;
- f) resolution on the applications submitted;
- g) the decision on the possible dissolution of the association and the person of the liquidator;
- h) grant and withdrawal of honorary membership.

- (4) The chair of the General Assembly shall be the President, or in his absence the Vice-President.

- (5) The General Assembly shall constitute a quorum when properly convened, if at least half of all voting members are present or represented. Failing which, the General Assembly shall constitute a quorum half an hour after it begins, regardless of the number of those present.

- (6) The resolutions of the General Assembly shall be cast by a simple majority of the votes, except in cases of § 17 of the statutes. In case of equality of votes the vote of the chairman decides. Voting shall be by acclamation, if the Chairman does not order a different method of voting.

- (7) A protocol, in which the events in the General Assembly and the decisions taken there are summarized, shall be written and signed by the chairman and the secretary. Members are entitled to take insight in the protocol at any time.

§ 12

Executive Board

- (1) The Board consists of the President and the Vice President. The Board is elected for a term of four years by the General Assembly. Re-election is possible.
- (2) The Board is entitled to co-opt a member in the case of the resignation of an elected member. The co-optation is subject to subsequent approval by the next General Assembly. The term of office of co-opted members of the Board expires at the end of the term of the originally elected Board member. Each Controller is obliged to immediately convene an extraordinary General Assembly for the purpose of electing a new Board, should all Board members resign or should all Board positions be vacant.
- (3) The Board may, entrust individual members with its tasks or entrust special experts for specific tasks.
- (4) The Board is responsible for the management of the Association. The affairs of the Association, provided they are not assigned to another organ, shall be carried by the Board. The following particular matters are included in its scope:
 - a) preparation of the annual estimates and annual report;
 - b) keeping of records and the preparation of financial statements;
 - c) submission of the Annual Report and the accounts to the ordinary members;
 - d) preparation and convening of the General Assembly;
 - e) resolution on the admission of new members according to § 6 para. 1 and the proposal of honorary members according to § 6 para. 2;
 - f) resolution on the termination of membership according to § 7 para. 1 lit. b) and d);
 - g) nominations for the election of members of the Board;
 - h) hiring and dismissal of employees of the Association;
 - i) exercise of shareholder rights in companies (§ 4) of the association, if the association is the sole shareholder of the company;
 - j) all other duties assigned in the Articles of the Association.
- (5) The Board is chaired by the President and shall take its decisions by consensus. The Board has a quorum in the presence of all members. The decisions of the Board shall be drawn up in the Minutes, which shall be sent to all board members after the board meeting.
- (6) The President shall convene a Board meeting (in the case of prevention, the Vice President).
- (7) The Board membership ends:
 - a. by death;
 - b. by the expiry of the term;
 - c. by dismissal;
 - d. by resignation.

- (8) A Board member may at any time declare their resignation in writing. The resignation is to be submitted to the Board, or to the General Assembly in the event of the resignation of the entire Board. The resignation is not effective until a successor is elected or co-opted.

§ 13

The Controllers

- (1) The Association shall appoint two Controllers who are elected by the General Assembly for a term of four years. Re-election is possible. The Controllers may, with the exception of the General Assembly, not belong to any organ of the association.
- (2) The Controllers shall examine the financial management of the Association in terms of their correctness and the proper use of funds within four months from the issuance of the financial statements. The Executive Board members have to submit all necessary documents and disclose any necessary information immediately.
- (3) The Controllers must confirm the proper preparation of the financial reporting and the proper use of funds or identify and illustrate established financial management deficiencies or dangers to the existence of the association.
- (4) The Controllers shall report to the Executive Board and the General Assembly on its findings.
- (5) If an Auditor is appointed, he shall audit the financial management of the Association with regard to the accuracy of financial reporting. The activity of the Auditor shall not be controlled by the Controllers.
- (6) Certified Public Accountants and Tax Advisers may be appointed as Auditor as well as in § 22 para. 4 Associations Act aforementioned persons and companies.
- (7) The Controllers and Auditors are required to maintain strictest secrecy, regarding the information that they are acquainted with during their activity. This also applies to the period after the termination of their duties as Controllers or Auditors.

§ 14

Incompatibility

- (1) No member may, in his position as functionary of the Association in their own right or as a representative of individuals or entities, participate in the handling of or cast his vote regarding matters, in which he is not interested in an un-biased manner.
- (2) If such cases occur within the bodies of the Association, the voting rights of the person concerned in respect of the matter undergoing discussion shall be canceled.

IV. Representation of the Association, confidentiality

§ 15

Representation of the Association

- (1) The Association shall be represented by the President.
- (2) An authorized representative of the Association should avoid transacting deals on behalf of the association with himself or with any other person whom he is authorized to represent (self-dealing). Such a deal requires the written approval of the General Assembly.

§ 16

Confidentiality

All Executive Board members are, unless otherwise specified by law, obliged to confidentiality regarding facts that become known to them in their activity.

V. Amendments to the Statutes and dissolution of the Association, arbitration court

§ 17

Amendments to the Statutes and dissolution of the Association

- (1) A change in the statutes can only be decided by a three-quarters majority of the members present or validly represented at the General Assembly.
- (2) The dissolution of the Association can be voted in the General Assembly if three-quarters of all voting members are present or validly represented; the resolution requires three-fourths majority of the votes represented at the meeting. If a General Assembly is not a quorum, in default of the required number of present or represented members, for a resolution regarding the dissolution of the Association, a new meeting shall, with the same agenda, be convened within one month, which will constitute a quorum, irrespective of the preset or represented members and will make a decision by a three-quarters majority of the represented votes.
- (3) Should the dissolution of the Association be decided, the General Assembly shall determine if assets of the Association are existent and if a run-off of the latter is required. In this case, an Executor shall be appointed with a simple majority of votes. If possible, the Executor should be an Executive Board member. In the case of a voluntary dissolution of the Association, all remaining assets, following the run-off by the Executor, shall be donated to charitable purposes within respect to §§ 34 et seq Federal Tax Code (Bundesabgabeordnung).

§ 18

Arbitration Court

- (1) An Arbitration Court shall preside definitely/finally over all disputes arising in the Association, particularly those disputes which arise from these statutes and their implementation, between members as well as between members and the Association.

- (2) The provisions of the Jurisdiction Act and the Code of Civil Procedure shall apply mutatis mutandis to the convening and composition of the Arbitration Court. Each party shall appoint an arbitrator from the ordinary members of the Association. The arbitrator will be appointed by the President on behalf of the Association, should the Association be party in such in a dispute. The arbitrators will appoint by unanimity a chairwoman / a chairman with experience in association affairs that is qualified to be a judge or a lawyer. If the two arbitrators shall not appoint the chairwoman / chairman within two weeks, the President of the Bar Association of Vienna should appoint one on request of either party.
- (3) The arbitral tribunal shall decide on its jurisdiction and on the costs of arbitration proceedings. The arbitral tribunal shall take its decisions by majority of vote with regard to their best knowledge and belief.

Vienna, May the 19th 2015