

ARTICLES

of Association Network Enterprise Alps NENA

March 30th 2009



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Part 1: Name, Organisation, Aims, Activities

Art. 1: Name and Legal Terms

„Network Enterprise Alps (NENA) “is hereby constituted as a supra-confessional, supra-political and supra-national association according to the Austrian Federal Law of Associations (Association Law 2002 - VerG) (NR: GP XXI RV 990 AB 1055 S. 97. BR: 6614 AB 6615 S. 686.)
StF: BGBl. I Nr. 66/2002.

The Association is registered in the Central Austrian Registry of Associations

Art. 2: Seat of Association

The Seat of NENA is Wörgl/Austria

Art. 3: Languages

Official languages of NENA are English, German, French, Italian and Slovenian. In conflict situations English is used as mediation language.

Art. 4: Business Year

Business year is the current calendar year

Art. 5: Aims

Aim of NENA is the promotion of business culture in the Alps. NENA follows the guidelines on sustainable growth as proposed by the UN-Conference of 1992 on Environment and Development and the Alpine Convention.

Art. 6: Areas of Activity

The activities of NENA are as follows:

- a) Exchange of knowledge and experiences between businesses, business networks and any other networks in the area of sustainable development in the Alps as well as networks from other areas if needed.
- b) Promotion of potential for innovation and of competitiveness of members
- c) Collaboration with other networks in the Alps and if needed also with communities
- d) Initiation and monitoring of common projects

Part 2: Membership

Art. 7: Types of membership

NENA has the following membership types:

- a) Full members
- c) Sponsoring members

Art. 8: Full members

Full members are first of all public organisations, umbrella organisations and networks as well as R&D institutions.

A membership of SMEs in areas of activity (e.g. Art. 6) is also possible.

Applications for membership shall be accepted by the Executive Committee with a two-thirds majority vote without further justification.

Art. 9: Sponsoring members

The Executive Committee shall accept legal and natural persons as sponsoring members with a two-thirds majority vote.

Sponsoring members commit themselves to promote the aims and tasks of this article by tangible and intangible means.

Art. 10: Membership fee / Liability

Full members pay the annual membership fee defined by the General Meeting. The fee shall be adjusted to the size of the company or the umbrella organization.

The Executive Committee and the sponsoring members shall agree upon the height of their annual contribution.

The annual membership fees shall be payable at the end of March for the current calendar year. Accounts receivable have payment priority.

The right to vote of a full- or an extraordinary member shall be put on hold if he/ she is delayed with an annual fee payment.

The association is liable with its assets only. A liability of members beyond the annual membership fee is foreclosed.

Art. 11: Termination of Membership

The membership terminates with death of a member or withdrawal of the membership at the end of the year (until September 30th).

A member may be expelled permanently for cause, such as the violation of the articles of NENA and/or repeated conduct prejudicial to the best interest of the association. Suspension shall be imposed only upon a two-thirds vote of the Executive Committee. The members facing suspension or exclusion shall have a hearing. Full members shall demand an appraisal by the General Committee, which shall then make a final decision.

Art. 12: Arbitration Board

(1) The Arbitration Board of the association shall be called in for mediation purposes regarding internal conflicts in the association. The Arbitration Board is an institution for mediation according to the Association Law of 2002 and not an Arbitration Court according to §§ 577 ff ZPO.

(2) The Arbitration Board is composed of three full members. To create an arbitration board one of the parties in dispute must suggest a member of the association as a mediator to the Executive Committee in written. The Executive Committee shall then inform the other party in dispute within 7 days, so that he/she may suggest a member of the association as mediator to the arbitration board within 14 days. After informing the Executive Committee within 7 days, the two appointed mediators elect a third full member of the association as chair of the arbitration board. In the case of a tie-vote, the decision between the appointees is drawn by lots. Members of the arbitration board shall not pertain to any organ whose activity forms part of the litigation, with exemption of the General Meeting.

(3) After a hearing of both parties in dispute under the presence of all members, the arbitration board files its decision with a simple majority vote. The arbitration board decides in all conscience. Its decisions are final within the association.

Part 3: Organisation

Art. 13: Organs of the association

Organs of NENA are:

- a) General Meeting;
- b) Executive Committee;
- c) Accountants/ Auditing Agency.

Art. 14: General Meeting

The General Meeting is the highest organ of NENA. It is composed of the representatives of full members and meets at least once a year. The General Meeting shall be called in by the president on postal or electronic way at least 6 weeks in advance. A draft of the agenda shall be submitted with the call to the General Meeting. The meeting shall be hosted by the president.

Amendments to the agenda shall be filed at least 3 weeks in advance. Further amendments shall be passed during the General Meeting, if their urgency is acknowledged by two-thirds vote of the representatives present.

An extraordinary General Meeting shall be called in, if at least 10% of members file a demand. The meeting shall be announced by the president on postal or electronic way with at least 3 weeks advance. A draft of the agenda shall be submitted with the call to the General Meeting. The meeting shall be hosted by the president.

A final report must be made for each General Meeting.

If publications to the public are necessary they shall be submitted in legal form.

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Art. 15: Right to Vote at General Meeting

Each member has the right for a single vote at the General Meeting. On demand, the representatives of the full members must present documents confirming their power of representation. Voting cannot be made by means of a replacement.

The sponsoring members shall name their own representatives, which then act as advisors.

The General Meeting may release circular resolutions via mail, phone or fax.

The Executive Board may accept the participation of spectators during the General Meeting.

Art. 16: Tasks of the General Meeting

The General Meeting has the following tasks:

- a) election of the Executive Committee and of Accountants/ Auditing Agency for 2 years. Representatives remain in office until a successor is elected. If the representative resigns from office a temporarily successor must be elected in the following General Meeting. The temporarily successor remains in office until the scheduled election.
- b) approval of the agenda and the budget;
- c) discussion of the annual reports of the Executive Committee
- d) to help out the Executive Committee and, if necessary, also the management with their activities;

e) to decide the membership fees of the full members and approve the annual accounts

f) to propose a business agenda if needed

g) to approve the final report of the last meeting

Art. 17: Executive Committee

The Executive Committee is composed of the president and the vice-president who also acts as treasurer. It can be composed of up to two further members, who act as second vice-president, advisor, or member of the Executive Committee with special functions.

The Executive Committee manages NENA according to the Articles and resolutions of the General Meeting. It develops guidelines and sets priorities according to Part 1.

The Executive Committee is called in by the president on postal or electronic way with at least one week anticipation and the presentation of the agenda.

The Executive Committee may meet in form of a telephone conference.

The Executive Committee may pass resolutions by circulation procedure unanimously.

Art. 18: Functions of the Executive Committee

The Executive Committee may deliberate upon all affairs to be enacted on in the General Meeting and file petitions thereon. It determines content, time and location of important events.

The Executive Committee may appoint commissions or teams for completion of determined tasks.

It shall call in the management only under application of Art.22.

A report on the decisions taken must be made about each meeting of the Executive Committee.

In urgent situations the Executive Committee shall make use of its special decision-making power. Any decisions made must then be at once presented to the organ in question for approval. If urgently required, the president may make decisions without calling in the Executive Committee. These decisions must at once be presented to the Executive Committee for approval.

The Executive Committee supervises the management and the administration of finances.

The Executive Committee shall sign declarations and statements in the name of NENA with unanimous vote only, if they comply with the aims of NENA.

Art. 19: Functions of the president

The president is in charge of NENA in accordance with the Association's Articles, the resolutions of the General Meeting and of the Executive Committee. In case of indisposition of the president he/she is substituted by the first vice president.

The president represents NENA in the public, takes the chair in meetings of the Executive Committee, General Meetings and Management Conferences. The president must call in all meetings on time and with publication of an agenda. In the case of conflict the Executive Committee has the final decision.

The president shall present an annual report to the Board of the General Meeting.

Art. 20: Treasurer and Accountant

The treasurer controls the proper management of the budget.

The Accountant/ Auditing Agency controls the annual accounts of NENA and reports to the General Meeting.

Art. 21: Signatory Power

The president has single signatory power to represent the association. This mandate is valid only if voted for unanimously according to Art. 17.

Art. 22: Decision-Making and Elections

The General Meeting and the Executive Committee are in a competent position for decision-making if they have been properly called in.

They pass resolutions with a simple majority vote, as long as this rule it is not changed by these Articles.

In case of a tie vote the president determines a final ballot.

During elections the Executive Committee and full members are authorized to make proposals. Full members present their proposals to the Executive Committee or at the respective meeting.

If more than one candidate is nominated for an office, a written election is required.

If no candidate obtains absolute majority, a run-off ballot between the two candidates with the highest number of votes shall be conducted, whereby the relative majority of votes decides the election. In case of a tie vote, the election shall be repeated until a candidate obtains the majority of votes.

Art. 23: Management and Branch Office

The General Meeting shall decide upon the appointment of the management. The Executive Committee appoints the management.

The management carries out current affairs according to rules and regulations of the association.

The General Meeting is entitled to decide upon the establishment of a branch office. Details thereon shall be decided by the Executive Committee.

Art. 24: Financial Affairs

The following competencies shall be addressed for the consent of expenses outside of the budget:

- a) Management for expenses up to € 3'000;
- b) Executive Committee for expenses up to € 10'000;
- c) General Committee for any expenses higher than € 10'000

Part 4: Amendments and Interpretation of Articles

Art. 25: Amendments

The General Committee shall decide upon amendments on the Articles with a two-thirds vote of all members present. The wording of the requested amendments shall be provided to all full members at least four weeks before the General Meeting.

Art. 26: Interpretation of the articles

All languages of NENA are equal when it comes to differences regarding the interpretation of articles. If the different versions shall contradict at a text passage, the Executive Committee shall interpret the meaning of the given passage under consideration of the Articles in all language versions.

Part 5: Dissolution and Liquidation

Art. 27: Dissolution

The dissolution of NENA requires a two-thirds majority resolution of all present members of the General Committee. A petition for dissolution cannot be filed as addition to the agenda.

Art. 28: Liquidation

The liquidation of any available funds must be decided together with the resolution for dissolution of the association. The funds shall be given to a tax-advantaged entity with similar aims than NENA.

Part 6: Effective Date

These Articles come into effect on March 30th 2009 under acceptance of the circulation procedure.