



Statutes of the Austro-Arab Chamber of Commerce (adopted on 11 June 2012)

§ 1: Name, seat and field of activities

1. The Association bears the name:
"ÖSTERREICHISCH-ARABISCHE HANDELSKAMMER"
2. The Association has its seat in Vienna.
3. Its activities extend throughout Austria.
4. The Association is not for profit.

§ 2: Objectives of the Chamber

The Chamber is intended to promote Arab-Austrian commercial relations. It has the object of strengthening the relations between Austria and the Arab countries in all areas. It intends to achieve this as:

- A service agency
- Lobbying Agent
- The promoter of appropriate events
- By promoting commercial and social contacts

The Chamber is, in particular, intended to develop the following commercial, cultural and social activities:

1. Documentation and certification of trade documentation and invoices and other documents in accordance with the applicable regulations in the Arab countries and the Republic of Austria.
2. Publication of brochures and other Information materials regarding the commercial conditions, trends and developments in the target countries (Austria/the Arab countries).
3. General information regarding the opportunities for trade, publication of announcements and notices regarding bids and tender offers of private and State organisations within Austria and the Arab world and procurement and distribution of the terms and contract award documents to parties who wish to take part in such tenders.
4. Mediation and "good offices" in order to achieve extrajudicial settlement of potential disputes from commercial transactions or of misunderstandings arising from business transactions.
5. Events and support for symposia, seminars, excursions, exhibitions and lectures in the realm of commercial, cultural, technical and humanitarian matters, with the goal of strengthening the relations, collaboration and friendship between Austria and the Arab world.
6. Taking over shares or else wise participate in other associations, companies or organisations which are intended to follow similar objectives

§ 3: Means for this purpose are to be raised by:

1. The annual contributions of members
 - 1.1. The Board of Directors shall determine the amount of members' annual contributions. Contributions by natural persons must be in the same amount. Contributions by legal entities (companies, institutions, organisations and banks) shall be divided in groups, which will be individually determined on the basis of the revenues of each organisation as disclosed or estimated.
 - 1.2. Honorary members are not obliged to pay contributions or meet specified funding obligations
2. The subsidies, sponsoring funds, cost contributions by advertisements and other funding provided and receipts received by the Association.
3. The income, fees and cost contributions the Chamber receives for its services and events.
4. Bank interest for credit balances held by the Chamber.

§ 4: Types of membership

The members of the Chamber are its ordinary members (hereinafter referred to as "Members") as well as honorary members.

1. Members:
"Members" shall be all natural or legal persons as identify with the Chamber's objectives, accept its statutes, oblige themselves to perform their moral and material obligations and are admitted to membership upon application by the competent bodies.

2. Honorary members:
 - a) Honorary members of the Chamber are such persons as render important moral and substantive services to support its activities and to achieve its goals and are therefore appointed as such by the General Assembly of members.
 - b) The following shall be deemed to be, and equivalent to, honorary members: the heads of the diplomatic representations of the Arab countries, the General Consuls of the Arab Countries in Austria, the managers of the offices of the Arab League in Vienna, and who are accredited in the Republic of Austria or at the UN, and the managers of the Austrian diplomatic representations accredited in the Arab capitals. The honorary membership shall arise when the respective diplomatic representatives of Austria in an Arab capital personally consent thereto.
 - c) For honorary members see also § 3/1.2, § 10/8 and § 13/8

§ 5: Acquiring membership

The Executive Committee shall decide by simple majority vote with respect to the admission of members following receipt of a written application for membership and after having heard the Secretary General.

The Executive Committee shall not be required to state grounds for its acceptance or rejection of an application. However, the applicant may request review of a decision of the Executive Committee regarding rejection within 4 weeks from the date the applicant receives the notice. In such case, the matter shall be submitted to the Board of Directors at the Chamber at its next session. There is no appeal from this decision.

§ 6: Termination of membership

1. The membership shall expire upon the death (in the case of legal entities, where independent legal personality ceases), voluntary resignation, expulsion, deletion or withdrawal of honorary membership.
2. Voluntary resignation by written notice of termination must be stated at least 6 months prior to the date of termination.
3. Exclusion from the Association: The Board of Directors may exclude a natural person or legal entity if the member has grossly breached his/her/its obligations, acted dishonourably or offended the interests of the Chamber. The Executive Committee must furnish grounds of such decision. A challenge may be filed within 4 weeks of service of the notice to the Arbitral Tribunal. The member's membership rights shall be suspended until its decision.
4. Following a written warning in the event the membership contribution is not paid for a period of more than 4 months, a member may be struck off by the Executive Committee by simple majority vote. A striking off of this kind shall take immediate legal effect, but may be challenged within 4 weeks before the Arbitral Tribunal.

§ 7: Rights and duties of members

The members are entitled to attend all events of the Chamber and to avail themselves of its facilities. Members are entitled to exercise the right to vote and stand for office as well as specific voting rights. The members are obliged to promote the interests of the Chamber and to remit their contributions in a timely fashion.

§ 8: Legal bodies

The legal bodies of the Chamber are:

1. The General Assembly of members (§9)
2. The President (§11)
3. The Board of Directors (§ 12)
4. The Executive Committee (§ 14)
5. The Secretary General (§ 15)
6. The Treasurer (§ 16)
7. The Auditor (§ 18)
8. The Arbitral Tribunal (§ 19)

§ 9: The General Assembly of Members

1. The General Assembly of Members is the highest decision-making body of the Chamber. It shall consist of all members who have paid their contributions in full. The honorary members of the Chamber are entitled to attend the sessions of General Assembly of Members, without voting rights but with the right to speak.
2. The ordinary General Assembly of Members shall take place once per year –following a call by the President.

The President shall invite the members to attend the ordinary General Assembly of members at least 6 weeks prior to the contemplated date. The agenda must be dispatched together with the call. Documents on the topics to be discussed at General Assembly must be forwarded to the attendees of the session at least two weeks prior to the date.

3. An extraordinary General Assembly shall be called by the President at any time, within four weeks of the application of a majority of the members of the Board of Directors, or following the written application of one-tenth of all members, in each case attaching the agenda desired by the applicant. The President must dispatch the invitation at least 3 weeks prior to the session.
4. The sessions of the General Assembly of members shall take place at the seat of the Chamber in Vienna. By way of exception, the session may take place at another location stipulated by the Executive Committee.
5.
 - a) The sessions of General Assembly of members shall be deemed to be quorate where one-quarter of the members who have paid their contributions are present or are represented by proxy.
 - b) Where a quorum is not present at the appointed time, the President or a representative appointed by him may, following the convocation of the session, note this, adjourn the session and re-open it after at least 30 minutes. The session shall then be quorate, without regard to the number of votes present. In lieu of this, the President may, following the first adjournment, set a date for re-convening the session within 6 days, it being understood that this deadline must only be notified immediately to such members as are present. A session of this kind, which is reconvened within 6 days, as well, shall be quorate without regard to the number of votes present.
6. By means of a written power of attorney, which must be lodged with the Secretary General prior to the beginning of the session, a member who is prevented from attending the session may have another full member represent him or her. A full member may not simultaneously represent more than two absent members.
7. The President of the Chamber or one of his deputies shall chair General Assembly of members. If they should be prevented from doing so, then the session shall be chaired by the member who is authorised to do so by majority vote of the Executive Committee.
 - a. Resolutions are passed by simple majority vote.
 - b. Resolutions regarding an amendment to the Statutes (§ 10/9 and § 20) or dissolution of the Chamber (§ 10/10 and § 21) shall require a three-fourth majority of the votes present or represented at the session.
 - c. Absent members who have not authorised an attending member to represent them, may transmit their votes or their statements in writing or in electronic form with respect to certain resolutions or topics, which, in accordance with the agenda, are to be discussed at General Assembly of members. However, this presumes that such letters have been received by the office of the secretary no later than the day prior to General Assembly of members.
 - d. Voting at General Assembly of members shall be on an open basis. Upon application of at least one-fifth of the votes present or represented by proxy, a secret ballot must be taken.

§ 10: Duties of General Assembly of members

The competencies of the General Assembly of members

1. Discussion and passage of resolutions on the annual reports the financial reports of the annual financial statements and confirmation of the same.
2. Discharge of the Board of Directors and of the Executive Committee and Treasurer.
3. Discussion and passage of resolutions of the budget to the next financial period.
4. Election and premature dismissal of members of the Board of Directors.
5. Confirmation of the election of the president, vice president and the Treasurer by the Board of Directors.
6. Election of auditors.
7. Election of members of Arbitral Tribunal.
8. The award and withdrawal of honorary membership.
9. Amendments to the Statutes
10. Dissolution of the Chamber and the passage of resolutions on the assets of the Chamber.
11. Deliberations on other matters placed on the agenda by the Board of Directors or the Executive Committee.

§ 11: The President

1. The President of the Board of Directors shall also be the President of the Chamber. In this capacity, he shall preside over all sessions of all of the bodies of the Chamber and is its highest functionary.
2. The President shall represent the Chamber, in particular, vis-à-vis third parties including authorities, chambers and state and non-state organisations. The President may designate a vice-president or the Secretary General to represent him in any of these activities.
3. The President shall determine the manner in which the principles, policies and strategy of the Chamber are implemented (management authority). The protocol shall be countersigned by the President together with the Secretary General.
4. The President shall have the right to issue directives to the Secretary General.
5. The President and the Secretary General jointly shall have the right to issue directives to all other employees and freelancers, salaried and unsalaried, of the Chamber. He is entitled to ask all these persons individually for reports (written or oral) on their relevant duties. He has access at all time to all types of documents of the Chamber. He and the Secretary General jointly shall

decide and represent the Chamber with respect to the conclusion and termination of employment relationships (employment authority)

6. The President shall be responsible for all financial matters. When the President is Austrian, under all circumstances the signature of a further member of the Executive Committee, representing the Arab side, shall be required for the act to become legally binding (representative authority).
7. The number of vice presidents shall be determined upon election by the Board of Directors (but see § 12, sub. 5).

§ 12: The Board of Directors

1. a) The Board of Directors consists of 30 to 40 members who hold either Austrian or one of the citizenships of the Arab countries. The members of the Executive Committee have to be members of the Board of Directors.
b) Upon resolution by General Assembly of members, the number of members of the Board of Directors may be increased or reduced subject to the provision that the Arab and the Austrian side shall each have the same number of members on the Board of Directors.
2. The members of the Board of Directors are elected by General Assembly of members for a term of four years. Re-election is possible.
3. The members of the Board of Directors shall not receive any bonuses or honoraria for their activities.
4. In addition to the elected members of the Board of Directors, the Secretary General of the General Union of Chambers of Commerce, Industry and Agriculture for Arab Countries and the deputy Secretary General of the Arab League for Commercial Matters, or their representatives, shall be deemed members of the Board of Directors. The Austrian members of the Board of Directors shall also have a right of co-option for two members to the Board of Directors, in order to achieve equal allocation of seats on the Board.
5. The Board of Directors shall elect its president who will be the president of the AACC and the treasurer from the Austrian Board members. The vice presidents shall be elected from amongst the Arab and Austrian members of the Board of Directors such that an equal number of Austrians and Arabs are presidents. In exceptional cases, and upon resolution of two-thirds of members of the Board of Directors, a member of the Board of Directors with Arab citizenship may be elected as president. The equality rule shall remain in place.
6. The Board of Directors shall hold at least one ordinary session per year upon the call of the President. One session shall take place immediately prior to the session of General Assembly of members or together with that session. The President may, where necessary, issue a call for additional ordinary sessions. Upon application of one-fifth of the members of the Board of Directors, he must call an extraordinary session of the Board of Directors within 3 weeks. The President must dispatch the invitation at least 2 weeks prior to the session.
7. More than half of the members must be present or represented by proxy in order for the Board of Directors to be quorate. An absent member of the Board of Directors may authorise another member to represent that member. At the same session, a member who is present may only represent one absent member.
 - a) Resolutions of the Board of Directors shall be passed on an open basis upon simple majority vote. In the event of a tie, the President shall cast the deciding vote.
 - b) Where, however, the tie is attributable to the fact that the Arab and Austrian side have each voted as a block, then the vote shall be deemed null and void. The President must then consult with the members of the Board of Directors in order to achieve a solution to which the majority consents by resolution.

§ 13: Duties of Board of Directors

1. The establishment of the policy principles (goals) and strategies (activities) of the Chamber
2. General oversight of the activities of the Chamber and its decision-making bodies.
3. The election of the President, his deputies, of the Treasurer and – where the Board of Directors deems this expedient – of two further members of the Executive Committee from - its members. The term of all Members of the Executive Committee is 4 years.
4. Stipulation of the annual contributions of members according to § 3 sub 1.1.
5. The appointment or dismissal of the Secretary General of the Chamber upon recommendation of the Executive Committee and of the General Union of Chambers of Commerce, Industry and Agriculture for Arab Countries. Any possible dismissal may also be effected by application of only one of these two bodies.
6. The submission of an application to invoke an extraordinary General Assembly of the members (pursuant to § 9, sub. 3), it being understood that a simple majority will also suffice even where no session is held.
7. Examination of objections where applications for membership are rejected.
8. Recommendations regarding the grant of "honorary membership" pursuant to these Statutes

§ 14: The Executive Committee

1. The Executive Committee consists of:
 - a) President of the Board of Directors
 - b) His deputies

- c) Secretary General
 - d) Treasurer
 - e) Two further members of the Board of Directors (optional).
2. The Executive Committee shall have the following competencies:
- a) Oversight of the activities and the work of the legal bodies on behalf of the Supervisory Board outside its sessions. Execution of the resolutions of the General Assembly and of the Board of Directors as well as co-ordination with the Secretary General.
 - b) Acceptance of members
 - c) Recommendation on appointment or dismissal of Secretary General
 - d) Stipulation of annual payment to Secretary General.
 - e) Stipulation of a plan of employees.
 - f) Expulsion of members from the Chamber in such cases are stipulated in these Statutes (§ 6 sub. 3).
3. The Executive Committee is convened by the President. The President must convene it if the Secretary General or at least two members of the Executive Committee so demand. The Executive Committee is intended to meet at least once every four months in order to discuss the Chamber's activities and plans, even where there are no current reasons requiring such a meeting. The sessions of the Executive Committee shall be deemed quorate if at least two-thirds of its members take part in the session. An absent member may not charge another member with representing him or her.
4. The Executive Committee shall pass its resolutions by simple majority of the voting members present. The Secretary General does not participate in voting (§ 15/3b).

§ 15: The Secretary General

1. The Secretary General is appointed by the Board of Directors upon the recommendation of the Executive Committee and of the General Union of Chambers of Commerce, Industry and Agriculture for Arab Countries, for a maximum term of four years. Reappointment is possible.
2. The Secretary General is member of the Executive Committee of the Chamber (see § 14 sub. 1c) and must be of Arab origin, with management experience and acquainted with the Austrian business environment. It is also possible for the Secretary General to perform his duties on an honorary basis. The detailed financial aspects of his appointment will be drafted in a separate contract, presented to him by the Executive Committee.
3. His competencies encompass:
 - a) Management of the workings of the Chamber and of all salaried employees. He shall implement the decisions of the Board of Directors or the Executive Committee and the directives of the President.
 - b) The Secretary General and the President jointly shall have the right to issue directives to all other employees and freelancers, salaried and unsalaried, of the Chamber. He is entitled to ask all these persons individually for reports (written or oral) on their relevant duties. He has access at all time to all types of documents of the Chamber. He and the President jointly shall decide and represent the Chamber with respect to the conclusion and termination of employment relationships (employment authority).
 - c) Preparation of the record on the sessions of the Board of Directors and of the Executive Committee. He shall, in addition, supervise the preparation of the resolutions and recommendations to be passed by the General Assembly of members or the Board of Directors. In formal terms, he shall also be the Chamber's secretary.
 - d) The Secretary General shall sign all documents in his capacity and shall represent the Chamber at all national and foreign chambers, associations, organisations and institutions with similar interests and activities.
4. He is subordinate to the President and shall take directives from him. He will report to the president regularly (written or orally) and at any time when the president asks him to do so.

§ 16: The Treasurer

His competencies are the following:

1. Receipt of and ledger accounting for the members' annual contributions, the sponsor payments, subsidies gifts and other benefits and receipts from any source whatsoever.
2. The accounting of the Chamber.
3. Preparation of the annual financial report, the annual financial statements, the annual budget and the comparison of budgeted and actual figures of the financial management of the Chamber in co-ordination with the President and the Secretary General.

§ 17: The auditors

1. Two auditors shall be selected by the General Assembly for a term of four years from amongst the members of the Association who are not on the Board of Directors. Re-election is possible.
2. The Treasurer must provide all documents no later than 6 weeks prior to the holding of the ordinary session of the General Assembly. They shall submit their report in writing to the President of the Chamber no later than 8 days prior to the beginning of the ordinary session of the General Assembly.
3. In addition, once per year, the Executive Committee shall engage a trustee auditor to conduct an audit.

§ 18: The business and fiscal year, liability

The business and fiscal year shall begin on 1 January of each year. Only the assets of the Chamber shall be available to satisfy its liabilities. Personal liability of the members or of the decision-making bodies or executives, of any kind - except where it is caused by grossly negligent conduct - is hereby expressly ruled out.

§ 19: The Arbitral Tribunal

1. In all disputes between members and with bodies arising from internal association matters of the Chamber, the Arbitral Tribunal shall rule. It shall consist of three arbitrators. They are elected by the General Assembly for a term of four years. Re-election is possible.
2. The General Assembly shall elect a total of 5 persons as arbitrators, two of whom to be elected as alternate members of the Arbitral Tribunal. An alternate member shall act where a member of the Arbitral Tribunal is prevented or is subject to a conflict of interest. The three arbitrators shall, in each case, select one of them, as the chairman for the pending dispute.
3. The Arbitral Tribunal shall make its rulings where all members are present by simple majority vote. It shall rule to the best of its knowledge and belief. Its rulings shall be final.

§ 20: Amendments to the Statutes

1. The General Assembly is the only decision-making body with competence to amend the Statutes.
2. Every application to amend the Statutes must be submitted to the General Assembly by the Board of Directors or the Executive Committee or by one-fifth of all members.
3. The handling of an application to amend the Statutes may also be affected at an extraordinary session. In other respects, § 9 shall apply by analogy with respect to the call, handling and quorum.
4. Amendments to the Statutes shall be passed by a majority of three-fourth (see §9/7b) of members present or represented by proxy.

§ 21: Dissolution of the Chamber

1. The General Assembly is the only decision-making body with competence to dissolve the Chamber.
2. Every application to dissolve the Chamber must be submitted to the General Assembly by the Board of Directors or the Executive Committee or by one-fifth of all members.
3. In other respects, § 9 shall apply by analogy with respect to the call, handling and quorum.
4. An application to dissolve the Chamber is handled at an extraordinary session.
5. A resolution with respect to the dissolution of the Chamber may only be passed with a majority of at least three-fourth (see §9/7b) of the members of the Chamber present or represented by proxy.
6. The General Assembly shall, in the event of dissolution of the Chamber, pass a resolution in accordance with the preceding paragraph on such measures and steps as are to be taken in order to execute their resolution.
7. The General Assembly shall also pass a resolution in the event the Chamber is dissolved as to what charitable institutions it wishes to endow with such assets as remain, in order to strengthen Arab-Austrian relations.