

**Statutes in accordance with the Law on Associations¹² of the nonprofit
association: "ENDANGERED: VEREIN zur Förderung der
veterinärmedizinischen Beratung und
Betreuung gefährdeter Tierarten"
[ENDANGERED: ASSOCIATION to promote veterinary consultation and care of
endangered species]
of September 9, 2003**

§1: Name, registered office and activity

**The Association is named ENDANGERED: VEREIN zur Förderung der
veterinärmedizinischen Beratung und Betreuung gefährdeter Tierarten
[ENDANGERED: ASSOCIATION to promote veterinary consultation and care of
endangered species].**

- (1) The Association's registered office is in Vienna, and its sphere of activities lies both within Austria as well as foreign countries.
- (2) The Association does not intend to establish branch associations.

§2: Purpose

- (1) The not-for-profit Association intends³ to pursue activities such as lectures, meetings, contribution campaigns, publications, etc. concerning veterinary activities and their importance in regard to endangered species such as mountain gorillas, humpback whales, sea turtles, etc.
- (2) The goals of the Association are strictly not-for-profit.

§3: Resources for achieving the purpose of the Association

¹ In accordance with the Vereinsgesetz [Law on Associations] 2002 in force as of July 1, 2002, Federal Law Gazette I No. 66/2002. Necessary changes from the earlier version of the Law of Associations of 1951 are § 5 Para. 3 (formerly Para. 4), § 9 Para. 2, § 10 lit d (formerly lit c), § 13 Para. 1 first sentence (second sentence, formerly Para. 5), § 13 Para. 2 second sentence (formerly Para. 1), § 13 Para. 4 second clause (formerly Para. 3), § 14 Para. 1 second sentence, § 14 Para. 2, § 15 Para. 2 last sentence, § 15 Para. 3 first sentence. A few additional adaptations concern practical considerations (§ 5 Para. 1, § 6 Para. 1, § 9 Para. 1 first sentence, § 9 Para. 3, first sentence, § 9 Para. 4, § 9 Para. 6 fourth sentence stricken, § 9 Para. 7, § 9 Para. 8 first sentence, § 11 Para. 3 first sentence, § 11 Para. 7, second sentence, § 12 second sentence, § 12 lit a und e, § 14 Para. 3 first and second sentence, § 15 Para. 1 second sentence). Additional changes were made in the hard copy printout.

² Especially in regard to the organizational structure of large associations and the operation of companies owned by the association, it is recommendable to make specific adaptations and additions to the statutes.

³ The Law on Associations stipulates that the purpose be clearly and comprehensively presented.

- (2) The purpose of the Association will be achieved by the ideas and material resources cited in Para. 2 and 3.
- (3) The ideas will be presented in⁴:
 - a) Lectures and meetings,
 - b) Projects and campaigns
 - c) Publications
- (3) The required material resources will be procured by:⁵
 - a) Membership fees
 - b) Donations, collections, bequests, grants and other contributions
 - c) Income from events

§4: Types of membership

- (1) Members of the Association fall into the categories of regular, associate and honorary members.
- (2) Regular members are those who fully participate in the work of the Association. Associate members are those who support the activities of the Association, especially by paying a higher membership fee. Honorary members are persons who are appointed to this category as the result of special services for the Association.

§5: Acquiring membership

Both real persons⁶, legal persons and partnerships⁷ can be members.

- (2) The Board of Directors will determine who becomes a regular and associate member. Membership can be refused without having to indicate the reasons.
- (3) Until the Association is founded, the founders of the Association will provisionally decide who is a regular and associate member; if the Board of Directors has already been elected, the Board will determine membership. This membership only becomes effective once the Association has been founded. If a Board of Directors will only be elected after the Association is formed, the (final) decision on who becomes a regular and associate member will be also determined by the founders of the Association.

⁴ Activities such as lectures and meetings, social gatherings, discussions, publications, and the creation of a library.

⁵ Apart from conventional entrance and membership fees, this can be earnings from events or association-owned companies, donations, assemblies, bequests, and other expenditures.

⁶ Restrictions based on age, sex, nationality, occupation or character are possible but not necessary.

⁷ This includes an Offene Handelsgesellschaft (OHG) [general partnership], a Kommanditgesellschaft (KG) [limited partnership] and Eingetragene Erwerbsgesellschaft (EEG) [trading company].

- (4) Honorary members are appointed by the general meeting in response to a request by the Board of Directors.

§6 Termination of membership

- (1) Membership expires upon death, upon the loss of legal status of partnerships and legal persons, by voluntary withdrawal, and by exclusion.
- (2) Members may only withdraw at the end of the month.⁸ The member must notify the Board of Directors in writing at least two weeks beforehand. If the notification is not provided on time, the member may only withdraw at the next withdrawal deadline. The timeliness of the notification will be determined by the postmark.
- (3) The Board of Directors can exclude a member if the member's membership fees are more than six months due despite being notified twice in writing with the setting of an appropriate second deadline. The requirement to pay the due membership fees shall remain unaffected.
- (4) The Board of Directors can exclude a member from the Association due to the gross violation of other member duties as well as dishonorable behavior.
- (5) Honorary membership can be revoked by the general meeting upon the request of the Board of Directors for the reasons cited under Paragraph 4.

§7: Rights and duties of members

- (1) The members are entitled to participate in all of the Association's events and take advantage of the Association's facilities. Only a regular members may vote in the general meeting, elect others and be elected.
- (2) The members are bound to promote the interests of the Association to the best of their ability and to refrain from everything and that would impair the reputation and purpose of the Association. The members must observe the statutes of the Association and resolutions of the bodies of the Association. Regular and associate members must pay membership fees in a timely manner at the level set by the general meeting.

§8: Bodies of the Association

The bodies of the Association are the general meeting (§§9 and 10), the Board of Directors (§§11-13), the auditors (§14) and the mediation board (§15).

§ 9: General meeting

⁸ Such as December 31 of each year.

- (1) The general meeting is a "meeting of members" within the meaning of the Law on Associations. An ordinary general meeting will be held every 4 years.⁹
- (2) An extraordinary general meeting will be held within four weeks in response to a resolution of the Board of Directors, the ordinary general meeting, or a written request by least 1/10th of the members, or upon the request of the auditors.
- (3) All of the members must be invited at least two weeks in advance in writing, by fax or by e-mail of the ordinary and extraordinary general meetings (to the fax number or e-mail address communicated to the Association by the member). The agenda will be indicated when the date for the general meeting is fixed. The meeting will be convened by the Board of Directors.
- (4) Motions for the general meeting must be submitted in writing to the Board of Directors by fax or e-mail at least three days before the general meeting is held.
- (5) Resolutions must concern the agenda in order to be valid with the exception of those made in a request to convene an extraordinary general meeting.
- (6) All members are entitled to participate in the general meeting. Only regular and honorary members are entitled to vote. Each member has one vote. It is permissible to transfer the right to vote to another member in a letter of authorization.
- (7) A quorum is not required for the general meeting to adopt resolutions.
- (8) Normally, only a simple majority of cast, valid votes is required for elections and to adopt a resolution in the general meeting. However, resolutions to change the statutes of the Association or dissolve the Association require a qualified majority of two-thirds of the cast, valid votes.
- (9) The chair of the general meeting is the spokesperson or, should he be incapacitated, his representative. If the representative is also incapacitated, the oldest member of the Board of Directors will be the chair.

§10: Tasks of the general meeting

The general meeting is responsible for the following tasks:

- a) Receive and adopt the statement of account and the balance sheet with the involvement of the auditors;
- b) Elect and dismiss members of the Board of Directors and auditors;
- c) Approve transactions between the auditors and Association;

⁹ Such as annually, or every two or every four years (corresponding to the term of the Board of Directors as per §11 Para. 3). The Law on Associations provides that the member's meeting be convened at least once every four years.

- d) Ratify the Board of Directors
- e) Determine the level of membership fees for regular and associate members;
- f) Grant and revoke membership;
- g) Adopt resolutions concerning changes to the statutes and the voluntary dissolution of the Association;
- h) Offer consultation and adopt resolutions concerning other questions on the agenda.

§11: Board of Directors

- (1) The Board of Directors consists of three members: the spokesperson, secretary and the cashier¹⁰.
- (2) The Board of Directors is elected at the general meeting. If an elected member leaves the Board of Directors, the Board of Directors is entitled to co-opt another electable member in his stead, and the subsequent approval will be obtained in the next general meeting. If supplemental co-option is necessary for the Board of Directors to exist or if the Board of Directors will not exist for an unforeseeably long period, each auditor must immediately convene an extraordinary general meeting to reelect a Board of Directors. If the auditors are also unable to act, every regular member who is aware of the emergency situation must immediately request that the responsible court appoint a trustee to immediately convene an extraordinary general meeting.
- (3) The term of the Board of Directors is four years.¹¹ The board may be reelected.
- (4) The Board of Directors will be convened in writing or orally by the spokesperson or, should he be incapacitated, by his representative. If the representative will also be incapacitated for an unforeseeably long period, any other member of the Board of Directors can convene the Board.
- (5) The Board of Directors forms a quorum when all of its members have been invited and at least one half are present.
- (6) The resolutions of the Board of Directors are adopted with a simple majority of votes; in the case of a tie, the vote of the chair will serve as a tiebreaker.
- (7) The spokesperson or, should he be incapacitated, his representative will function as the chair. He does the representative is also incapacitated, and the chairmanship will fall to the oldest present member of the Board or to the member of Board elected by a majority of the other members of the board.
- (8) Beyond death and the expiration of the term of the Board (Para. 3) a board member's function can be terminated by dismissal (Para. 9) and withdrawal (Para.10).

¹⁰ The Law of Associations stipulates that the managerial body of the association consist of least two natural persons.

¹¹ For example two or four years (coinciding with the schedule of ordinary general meetings as per §9 Para. 1).

- (9) The general meeting can dismiss the entire Board of Directors or individual members at any time. The dismissal will take force upon the appointment of the new Board of Directors or board member.
- (10) The members of the Board of Directors can announce their withdrawal at any time in writing. The statement of withdrawal shall be addressed to the Board of Directors and, in case the entire Board of Directors withdraws, to the general meeting. The withdrawal will take effect upon the election or co-opting (Paragraph 2) of a successor.

§12: Responsibilities of the Board of Directors

The Board of Directors is responsible for the management of the Association. It is the "managerial body" according to the Law of Associations. It bears all the responsibilities that are not assigned by the statutes to another body of the Association. In particular, its scope of responsibilities includes the following:

- (1) Draft the statement of account and balance sheet (financial reporting);
- (2) Prepare the general meeting;
- (3) Convene the ordinary and extraordinary general meetings;
- (4) Administer the assets of the Association;
- (5) Accept and exclude ordinary and associate members of the Association;
- (6) Hire and fire employees of the Association.

§13: Special duties of individual members of the Board of Directors

- (1) The spokesperson is responsible for the general business of the Association. The secretary will support the spokesperson in the management of the Association's business.
- (2) The association will be represented to the outside world by at least one member of the Board of Directors, i.e., the spokesperson, the secretary and cashier can legally represent the Association. Written documents from the Association require the signature of a least one member of the Board of Directors to be valid, and the signature of the cashier is required for documents concerning financial matters (the disposal of assets). Legal transactions between members of the Board of Directors and the Association require the approval of another member of the board.
- (3) Powers of attorney to represent the Association in transactions or to sign for the Association can only be granted by the members of the Board cited under Para. 2.
- (4) In case of danger in delay, in the spokesperson is entitled to independently make decisions, even in matters that fall under the scope of the general meeting or the Board of Directors; however within the Association, these decisions must be subsequently approved by the responsible Association body.

- (5) The spokesperson is the chair of the general meeting and the Board of Directors.
- (6) The secretary is responsible for taking the minutes of the general meeting and meetings of the Board of Directors.
- (7) The cashier is responsible for the proper financial management of the Association.
- (8) If incapacitated, the cashier or the cashier's representative will take the place of this spokesperson.

§14: Auditors

- (1) Two auditors will be elected by the general meeting for a term of four years¹². The auditors may be reelected.
- (2) The auditors are responsible for regular business management as well as the auditing of the finances of the Association to ensure proper accounting and the statutory use of resources.
- (3) Transactions between the auditors and association must be approved by the general meeting. In addition, the provisions of §11 Para. 8-10 accordingly apply to the auditors.

§15: Board of arbitration

- (1) The Association's internal board of arbitration will be convened to resolve all disputes pertaining to the Association. The board of arbitration is a "conciliatory body" within the meaning of the Law on Associations and is not a Court of arbitration according to §§577 Code of Civil Procedure [Zivilprozessordnung].
- (2) The board of arbitration comprises three regular members of the Association. It is formed according to the following procedure: One of the parties in dispute submits in writing to the Board of Directors the name of a member to function as an arbitrator. Upon the request of the Board of Directors within seven days, the other party in dispute has 14 days to give the Board of Directors the name of another member for the board of arbitration. After being notified by the Board of Directors within seven days, the named arbitrators have another 14 days to select a third regular member as the chair of the board or arbitration. In case of a tie, the chair will be selected by lot from the proposed members. With the exception of the general meeting, the members of the board of arbitration may not belong to any body whose activities are the subject of the dispute.
- (3) The board of arbitration will arrive at its decision by a simple majority of votes after listening to both parties in the presence of all its members. The board will render its decision to the best of its knowledge and belief. Its decisions will be final within the Association.

¹² For example two or four years (coinciding with the schedule of ordinary general meetings as per §9 Para. 1).

§16: Voluntary dissolution of the Association

- (1) The voluntary dissolution of the Association can only be resolved in a general meeting by a two-thirds majority of the cast, valid votes.
- (2) However, the activities of the Association can be discontinued for an indeterminate period. In this case, the entire assets of the Association will be retained without diminution. Liquid funds will be administered by the cashier, and material assets will be administered by the spokesperson. The spokesperson is responsible for maintaining the statutes, and the secretary is responsible for maintaining the records and mailing lists.
- (3) If the general meeting resolves to dissolve the Association, it must also determine the use of the Association's assets. The assets of the Association may only be used for charitable or nonprofit purposes or given to another Association with similar goals.
- (4) The last spokesperson must notify the competent authorities of the resolution to dissolve the Association.