

Articles of Association
of the
World Privacy and Identity Association (WPIA)



Association Register Number (ZVR): 910 115 306

Approved by the State Police Headquarters Styria (Landespolizeidirektion Steiermark)
as association authority of first instance, with decision of the
17th April 2018 to GZ: VR-7881-2018.

Version 1.4.1
As of 2018-03-27

**This translation is for informal purposes only.
Legally binding is only the German language version**

Table of Contents

Glossary.....	3
Preamble.....	4
§ 1 Name, Location, Area of Activity and General Regulations.....	6
§ 2 Legal Personality, Fiscal Year, Place of Jurisdiction.....	6
§ 3 Legal basis.....	7
§ 4 Purpose of the Association.....	7
§ 5 Means to achieve the Purpose.....	9
§ 6 Types of Membership.....	10
§ 7 Acquisition of Membership.....	10
§ 8 Termination of Membership.....	11
§ 9 Membership Fees and Subsidies.....	12
§ 10 Rights of the Members.....	12
§ 11 Duties of the Members.....	13
§ 12 Fellowship and Fellowship Coordinator.....	14
Fellowship.....	14
Fellowship Coordinator.....	14
§ 13 Institutional Bodies of the Association.....	15
§ 14 Election Policy, Voting and Elections.....	15
§ 15 General Assembly.....	16
§ 16 Ordinary General Meeting.....	17
§ 17 Special General Meeting.....	17
§ 18 Tasks of the General Assembly.....	18
§ 19 Use of Electronic Media.....	18
§ 20 Executive Board.....	19
§ 21 Tasks of the Executive Board.....	20
§ 22 Special Obligations of individual Members of the Executive Board.....	20
§ 23 Powers of Representation.....	21
§ 24 Supervisory Board.....	21
§ 25 Committees.....	22
§ 26 Arbitration Commission.....	22
§ 27 Mediation.....	23
§ 28 Arbitration.....	23
§ 29 Registered Agent.....	24
§ 30 Annual Auditor.....	24
§ 31 Comptrollers.....	25
§ 32 Logging of Resolutions.....	25
§ 33 Announcements of the Association.....	26
§ 34 Dissolution of the Association.....	26
§ 35 Writing Requirements.....	26
§ 36 Supporting Chapters.....	27

Insofar as the male linguistic form is used for persons in this Articles of Association, this merely serves to improve the clarity of the text and thus to facilitate its comprehensibility. The resolving General Assembly expressly acknowledges that each position described may be filled by persons of any gender.

Glossary

Basics:

Unless explicitly stated otherwise, the laws mentioned in this Articles of Association are those of the Republic of Austria, as amended.

notice period	Duration of posting a compulsory notice
BAO	Federal Tax Code (Bundesabgabenordnung)
Policy	technical guideline of the association
UDHR	Universal Declaration of Human Rights
UNCITRAL	United Nations Commission on International Trade Law
UTC	Universal Time Coordinated
VerG	Association Act 2002 (Vereinsgesetz 2002)
Verification	Verification of the identity of a natural or legal person
WPIA	World Privacy and Identity Association
ZPO	Code of Civil Procedure (Zivilprozessordnung)
Certificate	electronic, cryptographic certificate
ZustG	Service of Documents Act (Zustellgesetz)
ZVR	Central Association Register (Zentrales Vereinsregister)

Preamble

The technological revolution is affecting more and more areas of life worldwide. In particular Increasing digitization is leading to profound changes not only in postindustrial societies. So far, the digital revolution does not offer all people anticipated opportunities for progress and growth in all areas of life. It offers new opportunities, but at the same time holds risks and dangers.

Hoping that people's basic rights transmitted to the digital world without restrictions;
in the knowledge that the further development of people's rights in relation to the digital world constantly requires further effort;

in the hope that the global development of new communication technologies promoting the peaceful coexistence of humanity;

in the knowledge that equally the risks and dangers of the new digital technologies threaten all people existentially;

hoping to bring closer the individual the benefits and positive aspects of the new technologies;

in the knowledge that prevention and preparedness against the new risks and dangers can only be managed successfully through knowledge transfer;

hoping to make a positive contribution to the future development of all civilian societies;

the **World Privacy and Identity Association (WPIA)** was founded with the aim to

- make accessible the knowledge in dealing with the new techniques to a broad audience;
- promote knowledge of digital communication opportunities;
- arouse understanding to ward off potential threats and dangers;
- contribute to the development and application of solutions that everyone can use to strengthen and enforce his rights to confidentiality and respect of his privacy personal identity and integrity.

Successful work for these goals requires that

- Human rights (UDHR) are fully recognized and respected;
- the privacy of individuals is also recognized and protected by government agencies;
- the right to integrity also applies to identity in the digital world and is not limited to physical integrity;
- the right to informational self-determination is recognized and realized.

Securing security in the digital world is a matter of rights, to which WPIA makes its contribution.

WPIA strives

- to make the results of their work available to all people for civilian use;
- to contribute to the prosperity and wealth of all civil societies;

- to organise a worldwide network of supporters to follow the principles of confidentiality, integrity, authenticity, privacy, as well as the protection of the same as well as privacy in general and to act in this sense.

Taking this into account, the WPIA founding meeting on 10th December 2016 in Graz, adopted the following Articles of Association.

§ 1 Name, Location, Area of Activity and General Regulations

- (1) The association carries the name "World Privacy and Identity Association - Verein zur Förderung von sicheren Technologien und Grundrechten im Internet".
(Translation: Association for encouragement of secure technologies and fundamental rights on the Internet)
- (2) The short form of the name is WPIA.
- (3) The association is based in Graz.
- (4) The association develops its activities worldwide.
- (5) The establishment of branch associations in Austria is not intended. But the association is entitled, to found branches or subsidiaries in any state of the world.
- (6) In the spirit of international understanding and good cooperation English is beside German a common language of the association. These languages can be used equally to each other.
- (7) As a reference time in the association, the coordinated world time (UTC) is used.
- (8) Legally binding basic documents are written in German. These may be translated into English and other languages. Unless stated otherwise only the German version is authoritative in case of doubt or errors in the translation.
- (9) Unless stated or specified otherwise, references to legal texts and standards refer exclusively on laws and standards of the Republic of Austria in the current version.
- (10) The association is neutral towards any social position, nationality, ethnicity, origin, religious and political conviction.
- (11) The association is independent of political, economic, denominational, scientific or other organisations, companies and institutions. However the association can work together with them on the base of equivalent Partnership to achieve its purposes.
- (12) The activity of the association is not aimed at profit, and it pursues exclusively and directly charitable purposes within the meaning of § 35 para 2 BAO.
- (13) On the specific characterisation of its activity and related matters, services and items, the association can obtain and register worldwide trademark rights.
- (14) For liabilities of the association, the association is liable with its assets. Officials and members are only personally liable if this turns out on the base of legal regulations or on personal legal business obligation results.
- (15) The members are not involved in the success of the association and have no claim on the assets of the association.
- (16) Regardless of its actual income and expenditure, the association is regarded as large Association within the meaning of § 22 para 2 VerG.

§ 2 Legal Personality, Fiscal Year, Place of Jurisdiction

- (1) The association has its own legal personality as a legal entity regarding to § 1 VerG.
- (2) The fiscal year of the association corresponds to the calendar year; it starts with the 1st January and ends with the 31st December.

- (3) Place of performance and jurisdiction for all Rights and obligations resulting from the association relationship is the relevant court in Graz, Austria, as far as the law does not necessarily prescribe another jurisdiction.

§ 3 Legal basis

- (1) The legal bases of the association are the Articles of Association, the policies and the resolutions of the General Assembly and the other institutional bodies of the association.
- (2) Resolutions of the institutional bodies are binding for all members.
- (3) Policies and decisions of the institutional bodies of the association shall not contradict this Articles of Association.
- (4) Policies are subordinate to the Articles of Association. Policies will be proposed by the Executive Board for decision in the General Assembly. Decisions and changes of policies require a simple majority of the present voters.

§ 4 Purpose of the Association

The association can perform all activities directly or indirectly, wholly or partly serve the purpose of the association. The association can also do its tasks by means of partial task delegation to affiliates, supporters' associations and in cooperation with other domestic and foreign regional and international organisations which serving similar purposes. This results in following considerations and tasks:

The digital revolution has already captured many areas of life and processes incessantly ahead. There are opportunities for individuals and for the community as well as risks.

In this environment the association serves selflessly

- **Promoting adult education, education and vocational training including the student aid**

Education in general, and in particular in relation to Cyber Space is an indispensable prerequisite for recognizing potential opportunities as well risks. The aim of knowledge transfer is knowledge about the terms confidentiality, integrity, commitment, authenticity, availability as well privacy and data protection. In particular, the association clarifies the public and interested Internet users on how they can protect themselves from analyzing their traffic data and how the security of their data and their electronic communication can be improved.

- **promotion of international understanding**

The association operates internationally and promotes the understanding of the peoples across borders. Cyberspace knows no national borders.

- **promoting communication across borders**

Cyberspace communication offers new opportunities, as well corresponding risks. The association clarifies nationally and internationally opportunities and risks and offers assistance in avoidance as well minimizing the risks.

- **promotion of democratic governance**

The association is organised democratically across the borders of Austria. The association maintains a website where everyone can inform them selves about the goals and concrete activities. In addition, the association allows everyone, including non-members, to actively participate in the design and implementation the association goals.

- **promoting the peace movement**

The association contributes to the preservation of peace in the world. In that the association shows a bit of democratic behavior and allows non-Austrian citizens to actively participate in association life, the association makes a contribution to international understanding.

- **promoting art and culture**

Art and culture have been an expression of the arts since time immemorial perception of the environment, nature and society. They also have always helped make sustainable developments easy to understand and explain. The association promotes art and culture in relation to cyberspace and thereby makes an amount for shaping the future.

- **promotion of science and research**

Science and research are directly involved in the development of cyberspace. For example, they provide technical procedures maintaining authenticity, privacy and methods in in the areas of cryptography, confidentiality and integrity available. They thus make an indispensable contribution to security in the cyberspace. Science and research understand security as a progressive process. The association promotes the further development of security in Cyberspace.

- The association may also provide financial or material means to other entities, also tax-privileged corporations, institutions and foundations, or a suitable public authority, if these entities promote the purpose of the association with these funds.
- For organisational or business reasons, the association may transfer its business activities to other legal entities (corporations, cooperatives). However, due to social or contractual obligations, it must be clearly recognizable that the work of these bodies is to be regarded as the own work of the association.
- The association may become the owner of a capital company which is commercially active in topics of the association's purpose. The association can use the capital company, where activities exceed the charitable orientation of the association or in auxiliary operation the subordinated extent.

- The association can set up charitable private foundations whose purpose is to secure the financial requirements of the association.
- Finally, the association can transfer its assets to a charitable private foundation, whereby it must be ensured that the private foundation fully enters the legal status of the association.

The association does not have to pursue all purposes at the same time and to the same extent. The Executive Board decides which of the purposes are to be pursued with priority.

§ 5 Means to achieve the Purpose

- (1) The purpose of the association as described in § 4 shall be determined by the provisions of idealistic and material means as listed in paras (2) and (3).
- (2) As idealistic means serve:
 - a) Financing and operation of a free, open and transparent certification service with the involvement of users;
 - b) Issuing and signing digital certificates;
 - c) Construction of a specialized library and an archive with a focus on information technology, cryptography, information security, data protection and other new electronic technologies;
 - d) Construction of an electronic information network for rapid use and dissemination of information;
 - e) Construction of an information database for documentation of compliance appropriate legal and professional provisions and requirements for IT users and operators;
 - f) Professional support to groups and initiatives that pursue the same purposes as the association;
 - g) Awareness raising, knowledgeable information and training of persons and organisations;
 - h) Dissemination of findings at specialist conferences, seminars and in public events;
 - i) Performing, supporting or awarding studies or research projects and preparation of documents and teaching materials;
 - j) Cooperation and partnership with national and international partnerships, international organisations and companies that follow similar purposes;
 - k) Establish and maintain a business office for the organizational work;
 - l) Establishment of units, working groups, project groups and regional groups;
 - m) Publishing publications such as mailings, journals and newsletter;
 - n) Advising members and represent them to authorities and other organisations;
 - o) Setting up an arbitration board to settle disputes between various parties in all matters of information technology, telecommunications, data protection and other new electronic technologies;
 - p) Holding discussion evenings and meetings;
 - q) Promotion of the development of technical aids to safe the data protection.
- (3) The necessary material resources shall be raised by:

- a) entrance fees and membership fees;
- b) donations, collections, legacies and other benefits;
- c) voluntary contributions with or without special purpose;
- d) reimbursement of expenses for books, series, journals;
- e) assign permissions and certificates etc.;
- f) income from events, association activities and other services;
- g) fees and commissions from the execution of projects;
- h) income from asset management;
- i) sponsorship money;
- j) advertising revenue;
- k) private and public subsidies;
- l) income from investments in existing or newly established domestic and foreign corporations and partnerships and other organisations;
- m) other benefits.

§ 6 Types of Membership

The members of the association are divided into founding members, ordinary members, extraordinary members, supporting members and honorary members.

- (1) Founding members are the proponents of the association.
- (2) Ordinary members are those natural persons who are help to shape the association life, and actively contribute to the achievement of the purpose of the association and the benefit services of the association.
- (3) Extraordinary members are natural persons or legal entities who support the association by providing idealistic and material resources and services.
- (4) Supporting members are those who support the association through grants of any kind, but usually not make use of the association offers.
- (5) Natural persons who have earned particular merit for the goals of the association may be appointed to honorary members.

§ 7 Acquisition of Membership

- (1) Founding Members
 - a) Founding members are all natural persons who where present at the foundation meeting of the association as proponents or represented there by a proxy.
 - b) Founding members lose their status as founding member on that day where the association starts its business, or is being requested from the Authority to start the business activities. From this day the founding members are equal to ordinary members.
- (2) Ordinary Members
 - a) Ordinary membership is open to any adult person with full legal capacity.
 - b) The application for regular membership shall be made in writing by bringing in a fully completed and signed membership application to the Board.

- c) The decision is taken by the Executive Board by majority vote. The decision must be communicated to the applicant in writing.
 - d) The admission as ordinary member can be refused without giving reasons.
- (3) Extraordinary Members
- a) Extraordinary membership is open to all natural persons and legal entities.
 - b) The application for extraordinary membership shall be made in writing by way of contribute a completed and signed membership application to the Board.
 - c) The decision is taken by the Executive Board by majority vote. The decision must be communicated to the applicant in writing.
 - d) The admission as extraordinary member can be refused without giving reasons.
- (4) Sponsoring Members
- a) Membership as a sponsoring member is open to all natural persons and legal entities.
 - b) The application for sponsoring membership is made in writing by bringing in a Declaration of sponsorship, indicating the amount of funding to the Executive Board.
 - c) The Executive Board decides on the acceptance by a majority resolution. The decision must be notified in writing to the applicant. The sponsoring membership starts with the first contribution of the subsidy.
 - d) The acceptance of the subsidy may be denied without giving reasons; the sponsoring membership is considered to have failed in this case.
- (5) Honorary Members
- a) The appointment as an honorary member is made by a simple majority by the General Assembly.
 - b) Every ordinary member and every Body of the Association can suggest the General Assembly a person to be appointed as an honorary member.
 - c) Honorary Members are exempted from membership fees.
- (6) Legal Entities
- a) Legal entities may only apply to extraordinary or sponsoring membership.
 - b) Legal entities must appoint in writing a representative, which perceives their interests towards the association. The appointment of a representative is valid until on revocation. The Executive Board can reject a representative without justification and ask the legal entity to appoint another representative.

§ 8 Termination of Membership

- (1) The membership expires
 - a) by death, in the case of legal entities by loss of legal personality or dissolving;
 - b) by voluntary withdrawal;
 - c) by exclusion.
- (2) Payed membership fees for the current financial year fall to the association.
- (3) Withdrawal may be made in writing subject to a notice period of two weeks each at the last day of the month. If the announcement is late, it is only effective for next exit

date. For the timeliness the date of the mailing or the dispatch date of the email is decisive.

- (4) The Executive Board can exclude a member if important reasons exist. Important reasons are in particular:
 - a) if the member, in spite of a written reminder, has been in arrears for more than six months with the payment of membership fees;
 - b) non-compliance with statutory or other regulations applicable to the association commitments;
 - c) a contrary action to the purposes and interests of the association;
 - d) dishonorable or immoral behavior inside or outside of the association;
 - e) behavior that is likely to increase the reputation of the association in public.
- (5) The exclusion may not be disproportionate to the weight of the misconduct or fault nor be inappropriate for the time elapsed since its occurrence. The reasons for exclusion disclosed to the Executive Board must be asserted within a reasonable period of time in good faith.
- (6) Resigned members have no claim whatsoever on the associations's assets. Resigned members are obligated to the full contribution for the year in which your membership ends.
- (7) Withdrawal of honorary membership may be decided by the General Assembly at the request of the Executive Board for the reasons stated in para. (4).
- (8) Objections against the exclusion may be made in writing within one month of receipt of the decision. The objection is to be addressed to the Arbitration Commission. The objection shall be decided according to the provisions of the Rules of Arbitration. For the duration of the arbitration the membership is suspended. The decision of the arbitral tribunal is final within the association.

§ 9 Membership Fees and Subsidies

- (1) Ordinary and extraordinary members pay an annual membership fee.
- (2) The amount of the membership fees and the due date, which must be in the first half of the year of the association, are fixed by the General Assembly in a special contribution order at the proposal of the Executive Board.
- (3) The annual fee must be paid within one month from the date of accession.
- (4) The amount of the subsidy or the nature and extent of the funding for sponsoring members will be set by the Executive Board in a relevant agreement with the sponsoring member.
- (5) Honorary Members are exempted from paying membership fees.
- (6) The member accounts are kept as a deposit account. Liabilities of Members will be charged to this account.
- (7) In justified cases, the Executive Board may grant a member, upon request, the deferral or reduction of membership fees.

§ 10 Rights of the Members

- (1) The members are entitled to participate in all events of the association and to use the facilities of the association.
- (2) In the General Assembly, all members are able to participate and have the right to speak. The right to vote in the General Assembly as well as the active and passive suffrage is only available to ordinary members.
- (3) Each member is entitled to demand the delivery of the currently valid statute from the Executive Board.
- (4) All members have the right to submit applications to the General Assembly and the Executive Board. The decision as to whether such an application will be dealt with, will be taken by the respective panel itself.
- (5) At least one tenth of all members may request the convening of an Extraordinary General Meeting by the Executive Board.
- (6) The members are to be informed by the Executive Board in each Ordinary General Meeting about the activity and the financial status of the association. If at least one tenth of the members request this by stating reasons, the Executive Board has to give such information also otherwise within four weeks.
- (7) The members are to be informed about the audited financial statements by the Executive Board. If this happens in the General Assembly, the auditors have to be involved.
- (8) Members are entitled to compensation for such expenses incurred in fulfilling an order of the association.

§ 11 Duties of the Members

- (1) Each member has the duty to promote the interests and goals of the association, to keep the secrecy over internal affairs, to strive for a friendly atmosphere in the association, and avoid anything that could affect the reputation and the purpose of the association.
- (2) Members are also required to:
 - a) to observe the Articles of Association and regulations of the association and undisputed decisions of its bodies and mandataries;
 - b) to pay the specified fees on time;
 - c) to fulfil their obligations;
 - d) to avoid causing harm and disadvantages to the association and to protect it from impending damages and disadvantages;
 - e) participate in the events and participate in the activities;
 - f) to exercise assumed mandates and tasks to the best of their knowledge and belief;
 - g) to provide a valid e-mail address to which communications relating to the association or membership can be communicated. Each member is obliged to notify the association immediately of any changes to this e-mail address. In case of non-compliance, the association will charge a reasonable handling fee.

- (3) By joining, all members declare that there are no technical or factual obstacles to participation in electronic correspondence, online voting, elections and General Assemblies.

§ 12 Fellowship and Fellowship Coordinator

Fellowship

- (1) In addition to the association members, the association also knows the group of Fellows. The Fellowship and the rights and duties of each Fellow will be defined as follows:
- (2) A Fellow is a natural person who has registered with a certification service operated by the association and thus uses the services of the association without being a member.
- (3) An ordinary Fellow is a natural person who, as of the effective date, has an account with the following information at a certification service designated in para. (2)
 - a) verifiable information on name, date of birth and country of origin;
 - b) an up-to-date and valid, preferred e-mail address.
- (4) The Fellows send three delegates to the General Assembly. These terms apply:
 - a) At the time of his election and during his mandate the delegate must be an ordinary fellow according to para. (3).
 - b) The delegate shall not be a member of the association at the same time.
 - c) The delegate must have been registered as a fellow for at least one year.
 - d) The delegate must have completed at least one verification.
 - e) The delegate exercises his mandate in person; the mandate is not transferable; a proxy is not permitted.
 - f) With the exception of the passive suffrage, the delegate is the equal to a full member of the association.
- (5) The duration of a mandate is two years.
- (6) After confirmation of the election in accordance with the election policy, the mandate begins on 1st January of the on election following year.
- (7) Re-election is permitted without limitations.
- (8) The mandate expires:
 - a) at the end of the period specified in para. (5);
 - b) if a delegate no longer meets the requirements of para. (2) or para. (4) subpara a or subpara b is sufficient;
 - c) if the delegate resigns from his mandate.
- (9) Elections within the Fellowship (eg election of delegates) shall be conducted in accordance with the Election Policy.

Fellowship Coordinator

- (10) The Fellowship elects a Fellowship Coordinator and a deputy for a term of four years.

- a) The term of office starts with the calendar day following the election and ends with the beginning of the term of office of his successor or re-election.
Re-election is permitted without limitations.
 - b) If the Fellowship Coordinator and the deputy are prevented from fulfilling their duties in general or for an unpredictable length of time, the Executive Board must appoint a provisional Fellowship Coordinator and instruct him to conduct the new election within three months.
 - c) The Fellowship Coordinator may declare his resignation at any time. This has to be in writing to the Executive Board, and is to bring to knowledge to the Fellowship in a suitable manner and way.
The resignation becomes effective with the election of a successor
- (11) The Fellowship Coordinator is free from any instructions and independent of the association's bodies, and regularly meets with the Executive Board.
- (12) The duties of the Fellowship Coordinator include:
- a) Collaboration with the Executive Board in Fellowship tasks.
 - b) Activity as a contact point for the fellowship.
 - c) Report on the activities of the fellowship to the General Assembly.
 - d) Preparation of elections in the Fellowship.
 - e) Obtaining nominations for Fellowship delegates and the election commission.
 - f) Publish the election result.

§ 13 Institutional Bodies of the Association

- (1) The Institutional Bodies of the association are:
 - a) the General Assembly (§ 15 to § 18),
 - b) the Executive Board (§ 20 to § 23),
 - c) the Supervisory Board (§ 24),
 - d) and the Arbitration Commission (§ 26).
- (2) The term of office of the mandataries is, unless specified otherwise, four years. This begins on 1st January of the on election following year and ends on 31st December of the fourth year, but at the earliest with the election of the successor. Re-election is permitted without limitations.
- (3) Except for the death and expiration of the term of office, the function of mandataries may end by removal or resignation.
- (4) The General Assembly may at any time remove entire institutional bodies or individual mandataries from their office. The removal takes effect with the appointment or election of successors.
- (5) The members of institutional bodies may at any time declare their resignation in writing. The declaration of resignation has to be sent to the respective institutional body, in the case of the total resignation to the General Assembly. The resignation becomes effective with election or appointment of a successor.

§ 14 Election Policy, Voting and Elections

- (1) For election within the association, through which the bodies of the association are to be filled, an Election Policy issued by the General Assembly applies.
- (2) For votes and elections, only valid votes are counted.
- (3) Each eligible voter has one vote.
- (4) A given vote is valid if the will of the voter can be determined beyond doubt. Abstention will be counted as invalid.
- (5) The "simple" majority reaches a resolution or election proposal if it receives more than half of the valid votes. It is necessary that the number of valid yes votes exceeds that of the valid negative votes by at least one.
- (6) A "qualified majority" will receive a resolution if it receives more than a predetermined proportion of the votes cast. If no quota is given explicitly, this is considered to be set with two thirds.

§ 15 General Assembly

- (1) The General Assembly is the highest body of the association and has the function of General Meeting in the sense of the Association Act.
- (2) The resolutions of the General Assembly are binding for all members, bodies and committees.
- (3) The General Assembly has a quorum regardless of the number of members present or represented.
- (4) At the General Assembly, all members and all elected delegates are eligible to participate and have the right to speak.
- (5) Voting rights are available to all ordinary members and delegates.
 - a) Members have the right to transfer their voting rights to another voting member by way of a written proxy.
 - b) However, each authorized representative may not represent more than two other members, he may therefore not collect more than three votes.
 - c) The authorization must be sent to the Executive Board not later than two calendar days before the date of the General Meeting.
- (6) The right to vote is open to all ordinary members and delegates.
- (7) The passive suffrage is reserved only for ordinary members.
- (8) Resolutions, other than those relating to a request for convening an Extraordinary General Meeting, can only be taken on an agenda.
- (9) The President presides over the General Assembly, in his absence the vice president. Should both be prevented, the General Assembly determines from their midst a meeting leader.
- (10) Unless otherwise stipulated in the Articles of Association, resolutions in the General Meeting are usually made by a simple majority of the valid votes cast. However, resolutions with which the Articles of Association are to be changed, require a qualified majority of two-thirds of the valid votes cast.

- (11) At the beginning of the General Meeting, the chairman shall arrange for the confirmation of the agenda and the appointment of a Secretary-in-Office of the General Meeting.
- (12) Proposals for the General Assembly must be submitted at least two weeks before the date of the General Meeting General Assembly in writing to the Executive Board.
- (13) Timely and properly submitted proposals should be included in the agenda.
- (14) A record is to be kept of each General Assembly, from which the items of the agenda, the resolutions passed and their statutory status must be apparent. The minutes have to be signed by the chairman and the Secretary-in-Office and shall be published within four weeks in the manner intended for publication. Each member entitled to vote shall have the right to raise objections in writing within four weeks of notification of the Protocol on the grounds that essential circumstances and events therein have not been reproduced, inaccurately or incompletely. The date of publication is not included in this period.

§ 16 Ordinary General Meeting

- (1) An Ordinary General Assembly takes place every two years.
- (2) The convening of the Annual General Meeting is conducted by the Executive Board.
- (3) The convocation of the General Meeting must be made stating the provisional agenda.
- (4) Planned changes of the Articles of Association are to be announced in the wording already with the convocation.
- (5) All members must be invited in writing to the ordinary general meetings at least four weeks before the meeting. In addition, the convocation must be announced in the manner determined for the association (§ 33). The date of convocation and the day on which the General Meeting takes place are not included in this period.

§ 17 Special General Meeting

- (1) A Special General Meeting shall take place within six weeks by:
 - a) resolution of the Executive Board;
 - b) resolution of the Supervisory Board;
 - c) resolution of the ordinary general meeting;
 - d) written request from at least one tenth of the members, indicating the reasons;
 - e) request or decision of the auditor (§ 21 para. 5 VerG);
 - f) decision of a curator appointed by court.
- (2) The Special General Meeting is convened by the Executive Board. If the Executive Board does not comply with a resolution within the meaning of para. (1), it shall be convened by the Supervisory Board, the auditor or by a court appointed curator.
- (3) All members must be invited in writing to the special general meetings at least four weeks before the meeting. In addition, the convocation must be announced in the

manner determined for the association (§ 33). The date of convocation and the day on which the General Meeting takes place are not included in this period.

- (4) The Special General Meeting confines itself to the treatment of the applications that led to its convocation.
- (5) For the same reason, no second Special General Meeting can be requested.
- (6) The convocation of the Extraordinary General Meeting must be made stating the agenda.

§ 18 Tasks of the General Assembly

- (1) The following tasks are reserved for the General Assembly:
 - a) Resolution on the estimated annual budget;
 - b) Receiving and approving the statement of accounts and the financial statements with the involvement of the auditor;
 - c) Election and removal of the members of the Executive Board, the Supervisory Board, the Auditors and the Arbitration Commission;
 - d) Approval of legal transactions between the association and Members of the Executive Board or auditors;
 - e) Discharge of the Executive Board and Auditors;
 - f) Determination of the amount of the entrance fee and membership fees for ordinary and for extraordinary members;
 - g) awarding and withdrawing honorary membership;
 - h) Resolution on changes to the Articles of Association and the voluntary dissolution of the association;
 - i) Advice and decision on other items and questions on the agenda.

§ 19 Use of Electronic Media

- (1) The General Meeting may also be held online via the Internet as an online General Meeting. Online General Meetings follow the Principles of the closed user group.
 - a) The communication takes place exclusively within the previously defined group of participants;
 - b) the identification of the participants has to be done without doubt;
 - c) in addition to the agenda, the invitation to an online general meeting must also include the internet address and the corresponding access data or identification options;
 - d) Participants are required not to disclose their credentials to any third party and to keep them strictly private.
- (2) Elections and votes are also possible online. The personal data and voting results are evaluated separately to ensure anonymity in secret elections.
- (3) In any case, online general meetings are to be recorded in the form of a computer log file. This must either be printed out and signed manually in paper form, or signed as an electronic document by means of a digital signature and attached to the protocol.

- (4) Meetings of other bodies of the association and decisions of such bodies may be held in accordance with the provisions of paras (1) to (3).

§ 20 Executive Board

- (1) The Executive Board consists of at least three, at most five members.
- (2) The Executive Board is elected by the General Assembly from among those members who have the passive suffrage.
- (3) Re-election is permitted without limitations.
- (4) The Executive Board has the right to co-opt another eligible member in the event of the premature departure of an elected member, for which purpose the subsequent approval must be obtained in the next General Assembly. The term of office of a co-opted Executive Board member ends at the end of the term of office of the retiree.
- (5) The Executive Board shall adopt its own rules of procedure.
- (6) The board elects from among its members in the first board meeting of each term of office the officials. These are:
 - a) President
 - b) Vice President
 - c) Secretary
 - d) treasurer
- (7) In any case, the offices of president, secretary and treasurer are to be filled. For the secretary and the treasurer a deputy can be elected.
- (8) Multiple offices are possible, but the President and Vice-President are not allowed to act at the same time also as treasurer or its deputy.
- (9) A board meeting is convened by a board member one week in advance. The day of convocation and the day on which the board meeting takes place are not included in this period. Other persons may also be invited for expert advice. These persons have no voting rights. The Board has a quorum when all its members have been invited and at least three of them are present. The Board of Directors passes its resolutions by a simple majority vote. The simple majority is achieved whenever at least three valid votes support the motion. An application must be formulated in such a way that a given YES vote supports the motion. Circulation resolutions are possible, but all board members must have been invited to attend.
- (10) Members of the Executive Board can receive a lump sum expenditure reimbursement. Type, extent and amount are determined by the General Assembly.
- (11) The association waives the assertion of recourse and liability claims against the members of the Executive Board for slightly negligent acts. Recourse and liability claims for gross negligence are limited to € 50.000 per member of the Executive Board and term of office.
- (12) In all aspects, a liability-causing inactivity is equivalent to active action.
- (13) The association will indemnify and hold the members of the Executive Board harmless from all claims of third parties - including any penalties imposed in monetary terms - in so far as they act as members of the Executive Board or as members of the

association. Furthermore, the association will finance the costs of legal representation in the defense of all liability claims on the part of third parties as well as in criminal proceedings against them to all members of the Executive Board, insofar as these are carried out for their functions as a member of the Executive Board.

- (14) If the case is based on gross negligence or willful misconduct, the association shall be entitled, after completion of the proceedings, to indemnify the affected member of the Executive Board within the scope of the above liability provisions.

§ 21 Tasks of the Executive Board

- (1) The Executive Board is responsible for the management of the association. It is the management body in the sense of Associations Act.
- (2) The Executive Board assumes all tasks that are not assigned to any other association body.
- (3) The scope of the Executive Board includes in particular the following matters:
 - a) establishment of an accounting system conforming to the requirements of the association with a regular record of income and expenditure and keeping a list of assets as a minimum requirement;
 - b) preparation of the annual budget and drafting of the annual report and the annual accounts;
 - c) preparation and convening of Ordinary and Special General Meetings;
 - d) administration of the association's assets;
 - e) decision on participation in companies and organisations.
 - f) deciding to enter into cooperations with suitable other organisations;
 - g) admission, cancellation and exclusion of association members;
 - h) reduction of membership fees taking into account the social situation of the member concerned;
 - i) employment and termination of employees of the association;
 - j) authorization of persons to represent the association or its members in administrative and other procedures and matters;
 - k) The granting of general power of representation or general authority to act and sign is excluded.

§ 22 Special Obligations of individual Members of the Executive Board

- (1) The President
 - a) The president is the Chairman and highest official and representative of the association.
 - b) He is responsible for the representation of the association inside.
 - c) He chairs the General Assembly and the Executive Board.
 - d) In the event of imminent danger, he is entitled to make independent orders under his own responsibility, including in matters within the scope of the General

Assembly or the Executive Board; however, these require the subsequent approval by the competent association body.

- (2) The Vice President
 - a) The Vice President is the President's Deputy.
 - b) He has to assist the President in running the business of the association.
 - c) In case of prevention of the President the Vice President will take over the agendas and tasks of the President for the time of the prevention.
- (3) The Secretary
 - a) The Secretary supports the President and the Vice President at the management of the associations business's.
 - b) The Secretary is responsible for keeping the minutes of the General Assembly and the Executive Board and keeping a register of all decisions of all association bodies.
- (4) The Treasurer
 - a) The Treasurer is responsible for the proper financial management.
 - b) The Treasurer manages the bookkeeping as well as the monetary and asset affairs of the association.
 - c) He must give an account of the statutory use of the funds to the President, the Executive Board, the Supervisory Board and the General Meeting.
- (5) In the case of prevention, their Deputies take the place of the Secretary or Treasurer.

§ 23 Powers of Representation

- (1) The association is represented to the outside, to authorities and third parties, by two board members together.
- (2) Compared to financial institutions collective drawing is provided according to the Four Eyes Principle. Two members of the Management Board are entitled to sign together.

§ 24 Supervisory Board

- (1) The General Assembly may set up a supervisory board. The Supervisory Board consists of an odd number of members determined by the General Assembly, but with at least three members, including the chairman and up to two vice-chairmen.
- (2) The General Assembly elects the members of the Supervisory Board for a term of four years. Re-election is permitted without restriction.
- (3) Members of the Supervisory Board do not have to be members of the association.
- (4) Members of the Executive Board may not be elected to the Supervisory Board.
- (5) The members of the Supervisory Board must have reached the age of 18.
- (6) The members of the Supervisory Board perform their duties on an honorary and voluntary basis.
- (7) The Supervisory Board shall adopt its own rules of procedure.
- (8) Meetings of the Supervisory Board must take place at least once every calendar quarter.

- (9) The Supervisory Board elects the Chairman and his Deputy(s) from among its members.
- (10) Resolutions of the Supervisory Board are passed by a simple majority of votes.
- (11) In the event of the resignation of an elected member of the Supervisory Board before the end of his term of office, the next General Meeting shall make a by-election. This by-election may be omitted if the minimum number specified in para (1) is not exceeded. The term of office of the Supervisory Board members thus elected expires with the term of office of the prematurely retired members, in whose place they have been elected. If the minimum number laid down in the Articles of Association is not reached or if the Supervisory Board becomes permanently unable to take decisions, the Executive Board must immediately convene a Special General Meeting to hold elections.
- (12) The duties of the Supervisory Board include in particular the following Affairs:
 - a) monitoring the conduct of business by the Executive Board;
 - b) maintaining continuity in the management of association business;
 - c) advising the Executive Board on issues of fundamental and directional nature;
 - d) Other matters assigned to the Supervisory Board by the General Assembly.

§ 25 Committees

- (1) The Executive Board or the General Assembly may set up temporary committees with specific tasks and defined responsibilities.
- (2) The members of the committee are appointed by the body which established the committee.
- (3) The committee members elect a Chairman and a Deputy Chairman from among their number, who act as contact persons and regularly report to the Executive Board on the activities of the committee.

§ 26 Arbitration Commission

- (1) The association sets up an arbitration committee, which consists of an odd number of members - at least three.
- (2) The members of the Arbitration Commission are elected by the General Assembly for a term of four years. In any case, the term of office lasts until it is duly elected by the General Assembly. Re-election is permitted without restriction.
- (3) The members of the Arbitration Commission must meet the requirement for arbitrators according to the Arbitration Policy.
- (4) If the need arises, the General Assembly may also elect additional members to the Arbitration Commission during a current term of office.
- (5) The members of the Arbitration Commission elect a Chairman from among their number as well as a Deputy Chairman.
- (6) The Arbitration Commission works basically independently and without instructions, but has a regular reporting obligation to the Executive Board and the General Assembly.
- (7) The tasks of the Arbitration Commission are:

- a) the administration of the internal mediation;
- b) issuing and maintaining a Mediation Policy;
- c) the administration of arbitration proceedings within the association;
- d) the training of mediators and arbitrators;
- e) the establishment and maintenance of a list of mediators and arbitrators;
- f) the constant observation of developments in the field of international arbitration.
- g) The Arbitration Commission adopts rules of procedure, which must be brought to the attention of the General Assembly.
- h) A member of the Arbitration Commission may not appoint himself as mediator or arbitrator.

§ 27 Mediation

- (1) In all arising disputes in association matters must be mediated before the Arbitration Tribunal is called. A mediation must be notified to the conflicting party and the Arbitration Commission in writing.
- (2) The conflicting party has to comment on this within a period of four weeks after receipt of this notice and if necessary make its own proposals for the appointment of a mediator or a mediator team.
- (3) Each association member is obliged to participate in such mediation with a fair attitude.
- (4) If the parties to the conflict agree on a mediator or a team of mediators, this or that person must be commissioned to mediate the dispute with his consent. Otherwise, the Arbitration Commission shall determine the mediator or the mediator team from the present proposals and, if the mediator or mediator team agrees, appoint them in the names and orders of the parties to the conflict.
- (5) Bases of a mediation are, in addition to the applicable policies, regulations and Articles of Association, the general mediation standards, mediation regulations, as well as Austrian law, in particular the voluntariness and the possibility of the termination of mediation at any time by all parties involved.
- (6) A termination of the mediation must be reported to the Arbitration Commission in writing within 14 days. Failure to meet this deadline, will result in forfeiting the right to file an application to the arbitral tribunal.
- (7) The Arbitration Commission shall notify the parties to the dispute in writing immediately upon receipt of the notice of termination of the possibility of invoking the arbitral tribunal within a period of four weeks. The period is determined by the receipt of this notification.
- (8) The opening of the mediation proceedings shall, for the duration thereof, inhibit the deadline for Invocation of the arbitral tribunal.
- (9) Mediators are only liable for intentional misconduct.

§ 28 Arbitration

- (1) All disputes arising in association matters
 - a) between the members of the association,
 - b) between members of the association and the association,
 - c) between users or supporters of the association and the association

shall be decided exclusively by an arbitral tribunal according to the provisions of §§ 577 et seq. ZPO, unless the efforts to settle the dispute (Mediation) lead to any success. The ordinary legal process is therefore excluded pursuant to § 8 VerG.

- (2) Articles of Association, resolutions and elections of the General Assembly are exempted from the provisions of para (1). The Articles of Association, resolutions and elections of the General Assembly are not arbitrable and are without exception subject to ordinary jurisdiction.
- (3) The Basis for any decision of the arbitral tribunal are the Articles of Association, policies and regulations of the association, the decisions of the association bodies, the arbitration policy, as well as the regulations of the model law of the United Nations Commission for International Trade Law (UNCITRAL), Austrian law and the law of the European Union
- (4) The exact procedure and structure must be set out in a separate arbitration policy which is to be adopted by the General Assembly.
 - a) The General Assembly resolves the Arbitration Policy by a qualified majority of two-thirds of the valid votes cast.
 - b) Resolutions which changes the Arbitration Rules require a qualified majority of two-thirds of the valid votes cast.
- (5) The rules of the Arbitration Rules shall not contravene the rules of UNCITRAL set forth in "UNCITRAL Model Law on International Commercial Arbitration 1985", as amended.
- (6) In any event, the Arbitration Rules must include the model clauses listed in Annex 1.

§ 29 Authorized Recipient

- (1) The Executive Board appoints an Authorized Recipient.

If a member of the Executive Board has his permanent residence in Austria, then this person can serve as Authorized Recipient for the duration of the term of office without being expressly appointed.
- (2) The task of the Authorized Recipient is to act as representative of the association towards Austrian authorities as defined in § 9 of the Austrian Service of Documents Act (§ 9 ZustG).
- (3) The following persons can be appointed as Authorized Recipient:
 - a) any natural person who has full legal capacity and has permanent residence in Austria and is ordinary member of the association;
 - b) any person authorized for professional legal representation in Austria, such as lawyer, notary public, patent attorney and economic trustee.

§ 30 Annual Auditor

- (1) An auditor is appointed by the General Assembly according to § 22 para. 4 VerG for a period of two years. A re-election is possible. The provisions of § 5 para. 5 VerG also apply. The Executive Board issues the audit assignment to the auditor.
- (2) Auditors may be natural persons, legal entities and other entities.
- (3) The auditor is responsible for auditing the financial management of the association, the statutory use of funds, the review of the annual financial statements and management report to be submitted by the management board, and the preparation of a report in accordance with § 21 para. 2 to 5 VerG for each financial year.

- (4) The audit report must confirm the proper accounting and the statutory use of the funds and identify identified shortcomings or dangers to the existence of the association.
Particular attention must be paid to unusual income or expenses, especially to insignificant transactions (§ 6 para. 4 VerG).
- (5) The auditor has the right to inspect all documents relating to financial data. All bodies of the association and legal persons and other legal entities, in which the association is involved, are obliged to give information.
- (6) The auditor must report on the result of the audit to the Executive Board and to the next General Assembly, and, if the prerequisites are met, to file an application for discharge of the Executive Board.
- (7) The Executive Board has to remedy the financial shortcomings identified by the auditor and take measures against identified risks.
- (8) The auditor shall maintain the audit secrecy and all other business and trade secrets of the association for an indefinite period, even after the end of its function.
- (9) In addition, the auditor must comply with all applicable legal provisions, in particular those in §§ 21 and 22 VerG, as amended.

§ 31 Comptrollers

- (1) Two comptrollers are elected by the General Assembly for a term of four years. In any case, the term of service lasts until the election of new comptrollers. A re-election is possible.
- (2) Comptrollers shall be independent and impartial and shall not belong to any body other than the General Meeting whose activity is the subject of the review.
- (3) Regardless of the auditor to be appointed, the comptrollers are responsible for the ongoing audit of the financial management of the association with regard to the regularity of accounting and the statutory use of funds for each financial year, as well as the preparation of an audit report in accordance with § 21 paras 2 to 5 VerG. The result of the review must be submitted to the auditor.
- (4) The comptrollers have the right to inspect all documents relating to financial data. All bodies of the association and legal persons, in which the association is involved, are obliged to give the comptrollers information.
- (5) The comptrollers shall report on the result of the review to the next General Assembly as well as submit the motion to discharge the actions of the Executive Board.
- (6) The review report shall confirm the regularity of accounting and the statutory use of the funds.
- (7) The comptrollers shall maintain the secrecy of inspection as well as all other business and trade secrets of the association for an indefinite period, even after the end of their term.
- (8) The comptrollers are entitled to submit their own reasoned proposal for the election of an auditor to the General Assembly, unless they can agree with the Executive Board on a joint proposal.
- (9) In addition, the provisions of § 13 paras (3) to (5) shall apply mutatis mutandis to the comptrollers.

§ 32 Logging of Resolutions

- (1) The resolutions of the General Assembly, the Executive Board and all other bodies of the association as well as committees are documented in writing and made available to the members online for information.
- (2) Each panel shall have the right to mark individual sections of its decisions and protocols temporarily or permanently as non-public.
- (3) The Executive Board shall have the right to temporarily or permanently mark sections of its own decisions and protocols as well as decisions and protocols of established committees as non-public or to revoke such labeling.
- (4) The General Assembly has the right to temporarily or permanently mark sections of its own resolutions and minutes, resolutions and minutes of the other bodies of the association and committees as non-public or to revoke such labeling.

§ 33 Announcements of the Association

- (1) The legally and statutory required announcements of the association are made by publication on the website of the association.
- (2) Announcements shall be signed by at least two members of the Executive Board.
- (3) The notice period shall be at least six calendar days, unless otherwise specified by law or by the Articles of Association.
- (4) Notices shall indicate the date of publication.
- (5) The maturity period starts on the calendar day following the day of publication.

§ 34 Dissolution of the Association

- (1) The voluntary dissolution of the association can only be decided upon in a Special General Meeting specially convened for this purpose.
- (2) The General Meeting convened for dissolution of the association has a quorum if at least two-thirds of all members who are entitled to vote are present or represented.
- (3) A qualified majority of two-thirds of the valid votes cast is required to resolve the resolution. The resolution is only valid if, at the time of the vote, two-thirds of all voting members of the association are present or represented.
- (4) In the case of the dissolution of the association reimbursements can be made up to the amount of the contribution of the respective member, if after satisfaction of all creditors still credits is present.
- (5) In the case of the dissolution of the association or the abolition of the previously favored purpose of the association, the remaining assets of the association shall be used for charitable purposes in accordance with §§ 34 et seq BAO. For this purpose, a liquidator is to be determined.
- (6) The assets should, as far as permissible, go to a non-profit organization, which pursues the dissemination of free technology, infrastructure, software and the necessary knowledge and framework conditions.
- (7) The last Executive Board must notify the voluntary resolution in writing within four weeks after the decision of the competent authority.

§ 35 Writing Requirements

- (1) The written form is complied with if one of the following conditions is met:
 - a) handwritten signed paper document;
 - b) unchangeable electronic document, signed at least with an advanced digital certificate;
 - c) E-mail signed with at least an advanced digital certificate.
- (2) The publisher of the certificate must be recognized and accepted by the association.

§ 36 Supporting Chapters

- (1) Supporting Chapters are associations with legal personality according to the Association law of the country on whose territory the association operates.
- (2) Supporting Chapters shall include in their statutes the minimum requirements agreed by the WPIA General Assembly to ensure consistency, provided that they do not conflict with applicable law of the residing country of the Supporting Chapter. Otherwise, the statutes of the Supporting Chapter shall be such that the invalid provisions shall be replaced by those which come closest in content to the pursuit of the purpose of the chapter as defined in the statute and to the wording of the other minimum requirements.

The statutes of a Supporting Chapter require the approval of the WPIA Executive Board before being accepted as a Supporting Chapter. WPIA publishes a model statute.
- (3) Supporting Chapters do not act as representatives of the WPIA but in their own name and for their own account. WPIA is not liable for liabilities of the Supporting Chapters.
- (4) Within the scope of their statutes, Supporting Chapters are free to design their activities and can also cooperate with authorities and organisations, provided they do not run counter to the statutes of the respective Supporting Chapter or the Articles of Association of WPIA.
- (5) The WPIA Executive Board decides on a name for the Supporting Chapter that it is obliged to use. The chapter name has the following structure: "WPIA", the name "Chapter" and a clear regional name in English (example: "WPIA Chapter Antarctica"). In addition, the chapter name is to be used in the local language.
- (6) The WPIA Executive Board is entitled to withdraw the right to hold the name granted under para. (5) to a support association that violates WPIA resolutions or its own statutes.

The Supporting Chapter can object to this decision within two weeks in accordance with the § 28.

Graz, 27th March 2018