



Articles of Association of the Alumni Association of the Willem C. Vis International Commercial Arbitration Moot

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This is an English working version and for convenience only. Under Austrian law, only the German original version ("Statuten des Ehemaligenvereins des Willem C. Vis Wettbewerbs in der internationalen Wirtschaftsschiedsgerichtsbarkeit") as approved by the Annual General Meeting is authentic.

Preamble

THE MEMBERS of the Alumni Association of the Willem C. Vis International Commercial Arbitration Moot (the "Association") –

WHEREAS, it is their wish to form an association for the purposes of continuously promoting and improving the "*Willem C. Vis Wettbewerb in der internationalen Wirtschaftsschieds-gerichtsbarkeit*" (in the English language the "Willem C. Vis International Commercial Arbitration Moot" or short "the Moot") –

WHEREAS, it is their ambition to create an association that will preserve and strengthen ties among former participants of the Moot worldwide and thus establish a network of lawyers for the continuing exchange of professional and cultural experiences –

WHEREAS, it is their ambition to support international endeavours to promote the unification of international trade law as well as the practice of international arbitration –

WHEREAS, it is their wish to support the study and research of international law –

WHEREAS, it is their ambition to establish a platform for the exchange of information between the areas of law and business and address issues of interdisciplinary, common concerns –

NOW, THEREFORE, ESTABLISH THE ARTICLES OF ASSOCIATION AS FOLLOWS:

§ 1: Name, Seat, and Area of Activity

- (1) The Association bears the German name "*Ehemaligenverein des Willem C. Vis Wettbewerbs in der internationalen Wirtschaftsschiedsgerichtsbarkeit*" and the English name "Alumni

Association of the Willem C. Vis International Commercial Arbitration Moot”.

- (1a) The Association further bears the short name “Moot Alumni Association” and the acronym “MAA”.
- (1b) The Executive Board shall attempt to effect that all names mentioned in (1) and (1a) are recorded in the associations register.
- (2) The Association’s seat shall be Vienna, and it shall extend its activities worldwide.
- (3) It is not envisaged that branch associations will be established.

§ 2: Purpose

The Association, whose purpose shall not be profit-making, shall pursue the following goals:

- a) the permanent promotion and improvement of the Moot;
- b) *(repealed)*;
- c) the promotion of the unification of international trade law;
- d) the promotion of the practice of international arbitration;
- e) the promotion of research and teaching of international law;
- f) the promotion of the study and working up of solutions for common concerns in the areas of “law” and “business”.

The activities of the Association shall be charitable, scientific and educational. The Association shall remain politically unaffiliated.

§ 3: Means to Achieve the Purpose of the Association

- (1) The Association shall achieve its purpose through immaterial and material means listed in (2) and (3) below.
- (2) Immaterial means shall be
 - a) academic, cultural, social and career development related projects;
 - b) internal and external publications;
 - c) lectures, organised discussions, social gatherings, conferences;
 - d) the worldwide preservation and strengthening of social ties among the Moot participants and the Members of the Association.

Should the Association face new challenges, which can be achieved by other immaterial means not listed above, the Articles of Association shall be amended at the next possible General Meeting. This shall not preclude the possibility to make use of such other immaterial means before the Articles of Association are amended.

- (3) The required material means shall be raised by –
 - a) Joining fees and/or membership fees;
 - b) Proceeds from events, publications and associated businesses;
 - c) Donations, collections, legacies and other contributions.

§ 4: Types of Memberships

- (1) Members shall be Ordinary Members, Extraordinary Members and Honorary Members.
- (2) Ordinary Members shall be former participants of the Moot as well as participants acting as arbitrators at the Moot.
- (3) Extraordinary Members shall be those who are otherwise associated with the Moot, in particular academic and professional organisations or institutions (legal entities or partnerships having legal capacity), which wish to support the Association and its purpose academically and/or financially.
- (4) Honorary membership shall be awarded to persons by reason of their significant contributions to the Association and/or the Moot.

§ 5: Membership Application

- (1) Any natural person and legal entity as well as partnership having legal capacity may become a Member of the Association.
- (2) The Executive Board shall decide on the acceptance or otherwise of applications for ordinary or extraordinary membership. The Executive Board may reject applications without having to give reasons. Rejections shall however be given in writing. The unsuccessful applicant shall have no remedy against such decision, and no claims may be raised against the Association or its Executive Board members for such decision.
- (2) Honorary Members shall be appointed for life by the General Meeting upon application of the Executive Board or upon application of one third of all Members. Honorary Members need not be actively involved in the activities of the Association.

§ 6: Termination of Membership

- (1) The membership ends upon death or loss of legal personality in case of legal entities and partnerships having legal capacity, or upon withdrawal, or upon expulsion.

- (2) Members may withdraw from their membership at any time; the withdrawal shall however be notified to the Executive Board in writing not later than two months before the end of the financial year of the Association to become effective at the end of that financial year. Any withdrawal received later shall only become effective at the end of the following financial year.
- (3) The Executive Board may expel a Member if the Member has failed to pay the annual membership fees for more than two months despite receipt of two written reminders allowing for a reasonable grace period. Expulsion does not affect a Member's obligation to pay due membership fees.
- (4) Upon the Executive Board's application a Member may also be expelled by at least two thirds of the General Meeting for gross violations of other membership duties and/or for dishonourable behaviour.
- (5) Honorary membership may be withdrawn by the General Meeting upon application of the Executive Board for reasons of § 6 (4) above.

§ 7: Rights and Duties of Members

- (1) Members shall be entitled to participate in all events organised by the Association and to make use of its facilities. All Members shall be entitled to voting rights in the General Meeting. All Members shall have active voting rights; legal entities and partnerships with legal capacity shall appoint a natural person as representative to vote on their behalf. Only natural persons shall have passive voting rights.
- (2) All Members are entitled to request receipt of a copy of the Articles of Association from the Executive Board.
- (3) A minimum of one tenth of the Members may request from the Executive Board to convene a General Meeting.
- (4) At each General Meeting the Executive Board shall inform the Members about the activities of the Association and its financial affairs. Should at any other time a minimum of one tenth of the Members request such information by giving good reasons for requesting such information, the Executive Board shall provide the information to the requesting Members within four weeks.
- (5) The Members shall be informed by the Executive Board about the audited statement of accounts (accounting). If this information is provided in the General Meeting, the Cash Auditors shall be involved at that meeting.
- (6) The Members shall support the interests of the Association to the best of their abilities and shall refrain from undertaking anything that might affect its reputation and purpose. The Members shall comply with these Articles of Association and all resolutions adopted by its organs. Ordinary and Extraordinary Members shall pay joining fees and membership fees on

time in the amount fixed by the General Meeting.

- (7) The Members shall inform the Association of their current address and e-mail address and any change thereof through the facilities provided by the Association (in particular the Association's website); Members shall further keep these addresses available to receive correspondence. If a Member does not fulfil these obligations, any correspondence sent to the last address or e-mail address known to the Association is deemed to have been received. The Association has no duty whatsoever to investigate, even if correspondence is returned with the notice that delivery failed.

§ 8: Organs of the Association

Organs shall be the General Meeting (§§ 9 and 10), the Executive Board (§§ 11 to 13), the Cash Auditors (§ 14), the Advisory Board (§ 15) and the Arbitral Tribunal (§ 16).

§ 9: General Meeting

- (1) The General Meeting is the "Members' Meeting" within the meaning of the Austrian Act of Associations 2002 ("2002 Act"). The ordinary General Meeting ("Annual General Meeting") shall take place once a year.
- (2) An extraordinary General Meeting shall take place within ten weeks upon –
 - a) resolution of the Executive Board or the Annual General Meeting,
 - b) written request by a minimum of one tenth of the Members,
 - c) the Cash Auditors' request (§ 21 (5) 1st clause, 2002 Act¹),
 - d) resolution of at least one of the Cash Auditors (§ 21 (5) 2nd clause, 2002 Act², § 11 (3) 2nd clause hereof),
 - e) resolution of a curator appointed by the competent Austrian court (§ 11 (3) last clause hereof).
- (3) All Members shall be invited to the Annual General Meeting or the extraordinary General Meeting not later than six weeks prior to the meeting in writing, by e-mail or by publication on the Association's website. The invitation for the General Meeting shall be accompanied by an agenda for the meeting. The General Meeting shall be convened by the Executive Board (see (1) and (2) (a) – (c) above), or by at least one of the Cash Auditors (see (2) (d) above) or by a curator appointed by the competent Austrian court (see (2) (e) above).

¹ § 21 (5) 2002 Act: If the Cash Auditors ascertain that the Executive Board persistently and severely violates its accounting obligations, and it is not to be expected that effective remedies will be taken for the Association within the foreseeable future, the Cash Auditors must request the Executive Board to convene a General Meeting. The Cash Auditors may themselves also convene a General Meeting.

² See Fn 4.

- (4) Applications as to the agenda shall be communicated to the Executive Board by e-mail not later than seven days prior to the General Meeting.
- (5) Legally binding resolutions – save for resolutions about applications to convene an extraordinary General Meeting – may only be made as to items which are on the agenda.
- (6) All Members shall be entitled to attend the General Meeting and exercise their voting rights at the General Meeting. Each Member shall have one vote. Members shall be entitled to transfer their voting rights to another Member by way of a written proxy.
- (7) The General Meeting shall have a quorum if at least three Members are attending.
- (8) Elections and resolutions at the General Meeting shall generally be passed by simple majority of the validly cast votes. In case of equality of votes, the Chairman of the General Meeting shall have the decisive vote. Resolutions to amend the Articles of Association however shall require a qualified majority of two thirds of the validly cast votes; the resolution to dissolve the Association shall also require an unanimous vote of the General Meeting.
- (9) The President of the Association chairs the General Meeting; in his/her absence or if he/she decides so one of the Vice-Chairmen shall chair the General Meeting. If the Vice-Chairmen are also prevented to chair the meeting, the oldest Member present at the meeting shall chair the General Meeting. The Executive Board may also ask one of the Members to chair the General Meeting.
- (10) Minutes shall be kept at the General Meeting.

§ 10: Tasks of the General Meeting

The General Meeting shall have the following tasks:

- a) Resolution of a preliminary estimate for the budget;
- b) acceptance and approval of the report and statement of account with the participation of the Cash Auditors;
- c) appointment and removal of the members of the Executive Board, Cash Auditors and members of the Advisory Board;
- d) approval of transactions between Cash Auditors and the Association;
- e) discharge of the Executive Board;
- f) fixing of the amount of joining and membership fees for Ordinary and Extraordinary Members;
- g) awarding and withdrawal of honorary membership;

- h) resolution to amend the Articles of Association and the voluntary dissolution of the Association;
- i) deliberations and resolutions of other agenda items.

§ 11: “Vorstand” / Executive Board

- (1) The *Vorstand* shall consist of three members namely the President and two Vice-Presidents. One of the two Vice-Presidents shall also exercise the functions of the treasurer. The *Vorstand* may also act, internally and externally, under its English name “Executive Board”.
- (2) The Executive Board shall be elected by the General Meeting. Only teams of candidates, each consisting of a proposed President and proposed two Vice-Presidents may stand for election.
- (3) If one of its members resigns, the Executive Board shall adopt another eligible Member to replace the resigning Executive Board member, for which adoption the approval of the General Meeting shall be obtained at the next General Meeting. Should the Executive Board become incapable to act altogether or for an indefinite period of time without adopting another eligible Member for replacement, each of the Cash Auditors shall be obliged to convene an extraordinary General Meeting for the purposes of electing a new Executive Board. In case the Cash Auditors too are incapable to act, each Ordinary Member recognising such emergency situation must apply to the competent court for the appointment of a curator who shall promptly proceed to convene an extraordinary General Meeting.
- (4) The term of office of the Executive Board shall begin on the 1 May following the last Annual General Meeting and shall end on 30 April of the subsequent year. Re-election shall be possible. Each Executive Board member shall exercise his/her functions personally.
- (5) The Executive Board shall be convened in writing or verbally by the President, and, in case of the President being prevented, by one of the Vice-Presidents.
- (6) Each of the three Executive Board members has sole power of representation.
- (7) *(repealed)*.
- (8) Apart from death and end of term of office (see (4) above), an Executive Board member’s function expires upon his/her removal (see (9) below) or resignation (see (10) below).
- (9) The General Meeting may remove the entire Executive Board or individual Executive Board members at any time. The removal becomes effective upon appointment of the newly elected Executive Board or Executive Board member.
- (10) Executive Board members may resign from office in writing at any time. The resignation shall be addressed to the Executive Board, in case of resignation of the entire Executive Board it shall be declared to the General Meeting. Resignation becomes only effective when the new Executive Board or Executive Board member is elected or adopted (see (3) above).

- (11) The office of the Executive Board is not remunerated. Liability of Executive Board members for negligence shall therefore be excluded.

§ 12: Tasks of the Executive Board

- (1) The Executive Board is responsible for managing the Association. It shall be the “management organ” of the Association within the meaning of the 2002 Act. It is entrusted with all activities that the Articles of Association are not attributing to one of the other organs of the Association. The Executive Board’s scope of activities comprises in particular the following matters:
- a) Establishment of an accounting system which suits best the requirements of the Association with day-to-day recordings of income/expenditures and keeping of an inventory of properties and assets as a minimum requirement;
 - b) Preparation of an annual preliminary estimate for the budget as well as a report and statement of account;
 - c) Preparation and convening of the General Meeting in the cases of § 9 (1) and (2) (a) – (c) hereof;
 - d) Informing the Members about the activities of the Association, its financial practice, and the audited statement of account;
 - e) Administration of the Association’s properties and assets;
 - f) Adoption and expulsion of Ordinary and Extraordinary Members;
 - g) Hiring and dismissal of employees of the Association.
- (2) In order to perform its duties, the Executive Board may employ the support of other Members, insofar as permitted by law. To this extent, the Executive Board shall be entitled to grant power of attorney on behalf of the Association.

§ 13: Particular Duties of Individual Executive Board Members

- (1) The President shall run the day-to-day business of the Association together with the two Vice-Presidents.
- (2) The Executive Board shall represent the Association externally. Transactions between Executive Board members and the Association require approval of another Executive Board member.
- (3) *(repealed)*
- (4) In case of imminent danger and urgency, the President shall be entitled to take decisions and actions on his/her own in matters falling within the responsibility of the General Meeting or

the Executive Board; such decisions and actions however require subsequent approval of the competent organ of the Association.

- (5) The President chairs the General Meeting and the meetings of the Executive Board.
- (6) The Vice-President who is also in charge of the treasury is responsible for the financial practice of the Association.

§ 14: Cash Auditors

- (1) The General Meeting shall appoint two Cash Auditors for a one-year term. Re-election shall be possible. Save for the General Meeting, the Cash Auditors shall not be members of another organ of the Association, unless the activity of the organ is not subject to the audit.
- (2) The Cash Auditors shall be responsible for the day-to-day business control and the audit of the financial practice of the Association in respect of the proper accounting and use of the means in accordance with the terms of the Articles of Association. The Executive Board shall provide the Cash Auditors with all documents and information they require to perform their duties. The Cash Auditors shall report to the Executive Board about the result of their audit.
- (3) Transactions between Cash Auditors and the Association require approval of the General Meeting. The provisions of § 11 (8) to (10) apply *mutatis mutandis* to Cash Auditors.
- (4) The financial year of the Association shall run from 1 September until 31 August of the following calendar year.
- (5) The office of the Cash Auditors is not remunerated. The liability of Cash Auditors for negligence shall therefore be excluded.

§ 15: “Beirat” / Advisory Board

- (1) The *Beirat* consists of persons with a close interest in the goals and activities of the Association who support the Executive Board in an advisory role with their professional and/or academic experiences as well as expertise. The *Beirat* may also act, internally and externally, under its English name “Advisory Board”.
- (2) Advisory Board members shall be appointed and removed upon suggestion of the Executive Board. The number of Advisory Board members shall be limited to twenty-five. Advisory Board appointments shall be made for life. Advisory Board members may however resign at any time by writing to the Executive Board. Advisory Board members shall be Members of the Association.
- (3) Legal entities or partnerships having legal capacity, which cooperate with and support the Association may also be appointed as Advisory Board members. A legal entity or partnership shall however nominate a natural person as a representative who acts on its behalf.

- (4) The cooperation between the Executive Board and the Advisory Board as well as the internal organisation of the Advisory Board shall not follow any fixed rules. The Executive Board shall inform the Advisory Board about its projects and seek its opinion and advice if needed. Advisory Board members shall be invited to discuss, comment and support the work of the Executive Board.
- (5) Advisory Board members shall be entitled to participate in General Meetings and support it with proposals and comments. In order to communicate with the Members, the Advisory Board may use the means of communications of the Executive Board, which the Executive Board shall make available to Advisory Board members.

§ 16: Arbitral Tribunal

- (1) Prior to resorting to the internal dispute resolution mechanism under (2) below the parties shall involve Advisory Board members and attempt to settle their dispute by agreement within a period of four months.
- (2) Internal Arbitral Tribunal:
 - a) Any dispute arising out of or relating to the relationship between the Members in the context of the Association shall be settled by the Internal Arbitral Tribunal. The Internal Arbitral Tribunal shall resolve the dispute by conciliation within the meaning of the 2002 Act; it shall not constitute an arbitral tribunal pursuant to §§ 577 et seq, Austrian Code of Civil Procedure.
 - b) The Internal Arbitral Tribunal shall consist of three Members of the Association. It shall be established in the following manner: One disputing party shall nominate one Member as arbitrator in writing to the Executive Board. Within seven days of this nomination, the Executive Board shall then invite the other disputing party to nominate a Member as its arbitrator within fourteen days in writing. Within further seven days, the Executive Board shall invite the two party-nominated arbitrators to appoint a third Ordinary Member within fourteen days to chair the Internal Arbitral Tribunal. In case of equality of votes the two party-nominated arbitrators shall decide upon the appointment of the third arbitrator by lot. Save for the General Meeting and the Advisory Board, the members of the Internal Arbitral Tribunal shall not be members of the organ whose activities are the subject of the dispute.
 - c) The language of the proceedings shall be English.
 - d) The Internal Arbitral Tribunal shall decide the dispute in the presence of all of its members after having heard both parties by simple majority of votes. It shall render its decision to the best of its knowledge and belief. Its decisions shall be final among the members of the Association.
- (3) Arbitral Tribunal pursuant to the UNCITRAL Arbitration Rules:

Should the conciliation proceedings under (2) above not be concluded earlier, after expiry of six months from the date when the Internal Arbitral Tribunal was invoked either party may request the final settlement of the dispute by arbitration in accordance with the UNCITRAL Arbitration Rules as at present in force.

- a) The appointing authority shall be the Advisory Board;
- b) The number of arbitrators shall be three;
- c) The place of arbitration shall be Vienna;
- d) The language to be used in the proceedings shall be English.

§ 17: Voluntary Dissolution of the Association

- (1) The Association may voluntarily only be dissolved by unanimous decision of validly cast votes in the General Meeting.
- (2) When deciding upon the dissolution of the Association, the General Meeting shall also decide on the liquidation of properties and assets of the Association, if any. The General Meeting shall appoint one liquidator and decide to whom the liquidator shall transfer the net assets and properties after having paid all outstanding liabilities of the Association.

§ 18: Final Provisions

- (1) Only the German text of these Articles of Association shall be legally binding. An English translation of the authentic German text shall be made available to the Members.
- (2) Unless these Articles of Association provide otherwise, written communications may be made by ordinary mail or e-mail.
- (3) In the event that the Associations Registry objects to amendments to these Articles, the Executive Board shall be empowered to remedy the objections. Amendments to the Articles which are made pursuant to this provision shall be submitted to the next Annual General Meeting for approval.
- (4) In case of dissolution of the Association or discontinuation of the currently privileged purpose of the Association the remaining assets of the Association shall be transferred to the "Verein zur Veranstaltung und Förderung des Willem C. Vis International Commercial Arbitration Moot" (ZVR-No. 377017092) for use for non-profit means in the sense of §§ 34 et seq. BAO. Should this Association at that point in time not fulfil the requirements of §§ 34 et seq. BAO anymore, the remaining assets of the Association are otherwise to be used for non-profit means in the sense of §§ 34 et seq. BAO.

§ 19: Transitional Provisions concerning the Amendment of the Financial Year

- (1) A shortened, extraordinary financial year applies from 1 January 2012 until 31 August 2012 in deviation from § 14 (4).

- (2) The Cash Auditors which were elected by the General Meeting 2012 are only elected for the audit of the shortened, extraordinary financial year.
- (3) The Cash Auditors which will be elected by the General Meeting 2013 and thereafter, are respectively elected for the audit of the respective financial year in accordance with § 14 (4).