



## 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. 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. This English version shall be officially translated into German in the form approved by the Annual General Meeting. The official German translation shall be deemed the official Articles of Association of the Alumni Association of the Willem C. Vis International Commercial Arbitration Moot.*

### **Preamble**

WHEREAS, the Alumni Association of the Willem C. Vis International Commercial Arbitration Moot (the “Moot Alumni Association” or “MAA”) was established in 1997;

WHEREAS, the purpose of the establishment of the MAA is to form an association for the purposes of promoting the Willem C. Vis International Commercial Arbitration Moot (“Vis Moot”) and its goals of educating the general public on the topics of international arbitration and international trade law;

WHEREAS, the MAA also intends to preserve and strengthen ties among former, current, and future participants (students, academics and professionals) of the Vis Moot worldwide, establishing an international network facilitating the continuing exchange of professional, social, and cultural experiences;

WHEREAS, the MAA intends to also promote the study and research of international law –

NOW, THEREFORE, ESTABLISHES THESE ARTICLES OF ASSOCIATION:

### **§ 1: Name, Seat, and Area of Activity**

- (1) The MAA 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”.
- (2) The Association further bears the abbreviated short name “Moot Alumni Association” and the acronym “MAA”.

- (3) The MAA is incorporated as a non-profit organization under the laws of Austria.
- (4) The MAA's seat shall be Vienna, and it shall extend its activities worldwide.

## **§ 2: Purpose**

The MAA is a non-profit organization and shall pursue the following goals:

- a) the continued promotion and improvement of the Vis Moot;
- b) the promotion of international trade law;
- c) the promotion of international arbitration; and
- d) the promotion of research and teaching of international law

The MAA shall remain politically unaffiliated.

## **§ 3: Means to Achieve the Purpose of the MAA**

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

Should the MAA face new challenges, which can be achieved by other immaterial means not listed above, the Executive Board may take a decision on whether to allow such immaterial means. The Executive Board shall thereafter submit such decisions to the Membership at the following General Meeting.

- (3) The required material means shall be raised by –
  - a) Membership fees or any other fees received from the MAA's members;
  - b) Proceeds from events, publications and other MAA organized or supported projects;
  - c) Donations, inheritances, collections, legacies, sponsorships/partnerships and/or other contributions.

**§ 4: Types of Memberships**

- (1) Members shall be Ordinary Members, Extraordinary Members and Honorary Members.
- (2) Ordinary Members shall be those individuals who share common interests with the MAA.
- (3) Extraordinary Members shall be organisations or institutions that wish to support the MAA and its purpose.
- (4) Honorary membership shall be awarded to persons by reason of their significant contributions to the MAA 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 MAA.
- (2) The Executive Board shall have four weeks from the date of a person or entity's application to be a member to decide to reject such applications for ordinary or extraordinary membership. The Executive Board may reject applications without having to give reasons. Rejections of membership applications shall, however, be given in writing. The unsuccessful applicant shall have no remedy against such decision, and no claims may be raised against the MAA or its Executive Board members for such decision. A rejected applicant may re-apply one year after the rejection has been informed in writing.
- (3) 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 MAA.

**§ 6: Termination of Membership**

- (1) Unless otherwise decided by the AGM, MAA membership ends upon death or loss of legal personality in case of legal entities and partnerships having legal capacity, 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 no later than two months before the end of the financial year of the MAA 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 for cause. Expulsion does not affect a Member's obligation to pay due membership fees.
- (4) Upon a Member's application, a Member may also be expelled by at least two thirds of the General Meeting for gross violations of membership duties and/or for dishonourable behaviour.

- (5) Honorary membership may be withdrawn by the General Meeting upon application of a Member 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 MAA. 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 a representative to vote on its behalf. Only natural persons shall have passive voting rights, i.e. the right to be elected.
- (2) A minimum of one tenth of the Members may request that the Executive Board convene a General Meeting.
- (3) The Members shall support the interests of the MAA to the best of their abilities and shall refrain from undertaking anything that might negatively affect its reputation and purpose. The Members shall comply with these Articles of Association and all resolutions adopted by the MAA's organs. Ordinary and Extraordinary Members shall pay fees in accordance with the decision taken at a General Meeting. The membership fee for the first year shall become due upon submission of the application and will be reimbursed if the application is rejected. Membership fees shall be due annually from the date of the Member's application, for the following years, on the date equalling the date of the registration.
- (4) The Members shall inform the MAA of their current address and e-mail address and any change thereof through the facilities provided by the MAA (in particular the MAA's website). Members shall further keep these addresses available to receive official correspondence. Official correspondence sent to a Member's last address or e-mail address on file with the MAA is deemed to have been received. The MAA has no duty whatsoever to investigate, even if correspondence is returned with the notice that delivery failed. The MAA shall ensure that it is compliant with the EU General Data Protection Regulation ("EU GDPR").

### **§ 8: Organs of the MAA**

Organs of the MAA 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, also known as the Annual General Meeting ("AGM"), 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) sentence 1, 2002 Act<sup>1</sup>),
  - d) resolution of at least one of the Cash Auditors (§ 21 (5) 2nd clause, 2002 Act<sup>2</sup>, § 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 an extraordinary General Meeting no later than six weeks prior to the meeting in writing, by e-mail or by publication on the MAA's website or other official social media platform. [The Annual General Meeting and/or any extraordinary General Meeting can be conducted by physical attendance and/or remotely by videoconference, telephone or other appropriate means of communication.](#) 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).
- (4) Applications as to the agenda shall be communicated to the Executive Board by e-mail no 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 of at least three Members.
- (8) Elections and resolutions at the General Meeting shall generally be passed by simple majority of the validly cast votes. In case of a tie, 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. A resolution to dissolve the MAA shall require the unanimous vote of the General Meeting.
- (9) The General Meeting may remove the entire Executive Board or individual Executive Board members at any time in accordance with § 9(8). The removal becomes effective upon appointment of the newly elected Executive Board or Executive Board member.

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<sup>1</sup> § 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.

<sup>2</sup> See Fn 4.

- (10) A President or Co-President of the MAA chairs the General Meeting. In the absence or by decision of a President or Co-President, another member of the Executive Board shall chair the General Meeting. If all members of the Executive Board are also prevented to chair the meeting, the most senior Member of the MAA present at the meeting shall chair the General Meeting. The Executive Board may also ask one of the Members to chair the General Meeting.
- (11) Minutes shall be kept at the General Meeting.
- (12) At each General Meeting, the Executive Board shall inform the Members about the activities of the MAA 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 upon such request.
- (13) 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.

#### **§ 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 MAA;
- 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 MAA;
- i) deliberations and resolutions of other agenda items.

#### **§ 11: "Vorstand" / Executive Board**

- (1) The *Vorstand* shall consist of at least three (3) members: a President and two Vice Presidents, who shall only run in teams (i.e. together on the same platform). 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.
- (3) Having regard to all relevant circumstances surrounding the MAA, the General Meeting has the power to elect and appoint additional members ~~of~~ the *Vorstand* upon the proposal of the existing Executive Board. For the avoidance of doubt, the existing Executive Board refers to the Executive Board that is in office at the time that the invitation and agenda of the General Meeting whereby such appointment is to be made is distributed to the Members. The proposal of additional member(s) ~~of~~ the Executive Board shall be included as a specific agenda item in the invitation and agenda and include the title and description of the role(s) proposed. The additional member(s) ~~of~~ the Executive Board may include additional Presidents (in which case each President shall have the title of “Co-President”) and/or Vice President(s) and/or Secretary(ies).
- (4) Should there be proposals for the appointment of additional members to the *Vorstand* in accordance with §11(3), individuals may run separately for such proposed additional members. Nothing in this provision prevents a team of more than three individuals to run together.
- (5) If one of its members resigns, the Executive Board shall appoint another eligible Member to replace the resigning Executive Board member, for which 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 appointing 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 are also 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.
- (6) The term of office of the Executive Board shall begin on 1 May following the last Annual General Meeting and shall end on 30 April of the subsequent year. Re-election of members of the Executive Board shall be possible. Each Executive Board member shall exercise his/her functions personally.
- (7) The Executive Board shall be convened in writing or verbally by a President or Co-President, and, in case of the President or all Co-Presidents being prevented, by a Vice President or another member of the Executive Board.
- (8) Each ~~member of the Executive Board, including, but not limited to, of~~ the President ~~or~~ Co-Presidents, ~~and~~ Vice Presidents ~~and Secretary(ies) (as the case may be)~~ has the sole power of representation and is therefore an “organschaftlicher Vertreter des Vereins” / organisational representative. ~~Power of representation may be authorized to other members of the Executive Board by a President, Co-Presidents and/or Vice President.~~

- (9) If the Executive Board members are unable to reach majority decision in relation to matters subject to their vote, the President shall have the casting vote. In the event that there are Co-Presidents, the Co-Presidents shall have a joint casting vote. If the Co-Presidents do not agree on how to exercise their joint casting vote, the matter subject to their casting vote will not be considered approved.
- (10) Apart from death and end of term of office (see (6) above), an Executive Board member's function expires upon his/her removal (see (§ 9 (9) above) or resignation (see (11) below).
- (11) 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 only becomes effective when the new Executive Board or Executive Board member is elected or appointed (see (5) above).
- (12) The office of the Executive Board is not remunerated. Liability of Executive Board members for negligence shall therefore be excluded unless in case of wilful misconduct or gross negligence.

#### **§ 12: Tasks of the Executive Board**

- (1) The Executive Board is responsible for managing the MAA. It shall be the "management organ" of the MAA within the meaning of the 2002 Act. It is entrusted with all activities that the Articles of Association do not attribute to one of the other organs of the MAA. The Executive Board's scope of activities is comprised of, amongst others, the following matters:
  - a) Establishing formal procedures for the dealings of the MAA including implementing a structure for core members of the MAA to provide support to the Executive Board and defining specific obligations for each core member;
  - b) Ensuring that the Executive Board abides by its fiduciary duties to the MAA and upholds the relevant applicable mandatory laws and regulations;
  - c) Ensuring that the core members of the MAA uphold their responsibilities as established by the Executive Board, these Articles and any applicable mandatory laws and regulations;
  - d) Establishing and/or maintaining an accounting system, which is best suited to the requirements of the MAA including, at a minimum, proper recordings of income/expenditures and keeping of an inventory of properties and assets;
  - e) Preparation and convening of the General Meeting in the cases of § 9 (1) and (2) (a) – (c) hereof;
  - f) Informing the Members about the activities of the MAA, its financial practice, and the audited statement of account;
  - g) Administration of the MAA's properties and assets;



- h) Adoption and expulsion of Ordinary and Extraordinary Members;
  - i) Hiring and dismissal of employees, if any, in accordance with (2) below, of the MAA.
- (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 powers of attorney on behalf of the MAA.

### § 13: Particular Duties of Individual Executive Board Members

- (1) The President or Co-Presidents, as the case may be, shall run the day-to-day business of the MAA together with the Vice-Presidents and any other member(s) of the Executive Board, including Secretary(ies).
- (2) The Executive Board shall represent the MAA externally. Transactions between Executive Board members and the MAA require approval of another Executive Board member.
- (3) In case of imminent danger and urgency, a President or any Co-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 MAA.
- (4) A President or a Co-President chairs the General Meeting and the meetings of the Executive Board.
- (5) The Vice Presidents are responsible for the financial practice of the MAA.

### § 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 MAA, 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 MAA 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 MAA require approval of the General Meeting. The provisions of § 9 (9) and § 11 (8) to (9) apply *mutatis mutandis* to Cash Auditors.
- (4) The financial year of the MAA 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 except for cases of wilful misconduct or gross negligence.

**§ 15: “Beirat” / Advisory Board**

- (1) The *Beirat* consists of persons with a close interest in the goals and activities of the MAA 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. Advisory Board appointments shall be made for a term of five years. Advisory Board members may however resign at any time by writing to the Executive Board. Advisory Board members shall be Members of the MAA.
- (3) Legal entities or partnerships having legal capacity, which cooperate with and support the MAA 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 may inform the Advisory Board about its projects and seek its opinion and advice if needed. Advisory Board members may 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: Internal 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 MAA 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 MAA. 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 MAA.

(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 MAA**

- (1) The MAA may voluntarily be dissolved only by the unanimous decision of validly cast votes in the General Meeting.
- (2) When deciding on the dissolution of the MAA, the General Meeting shall also decide on the liquidation of properties and assets of the MAA, 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 MAA.

**§ 18: Final Provisions**

- (1) The official German translation of these Articles of MAA shall be legally binding. The Articles of Association in both English and German shall be made available to the Members.
- (2) Unless these Articles of Association provide otherwise, written communications of the MAA may be made by ordinary mail or e-mail.

- (3) In the event that the Associations Registry objects to amendments to these Articles of Association, the Executive Board shall be empowered to remedy the objections in a manner as close to the purpose of the General Meeting. 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 MAA or discontinuation of the currently privileged purpose of the MAA the remaining assets of the MAA 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 the MAA at that point in time not fulfil the requirements of §§ 34 et seq. BAO anymore, the remaining assets of the MAA 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).
- (4) The first confirmation of the current Advisory Board members according to § 15 (2) shall take place during the next General Meeting following the entry into force of these statutes.