

# STATUTES

of the

## EUTRADE BUSINESS CLUB

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### CHAPTER I

#### NAME, REGISTERED OFFICE AND PURPOSE

##### Article 1

##### Name and Registered Office

1. The Association shall bear the following names:
    - a) German name: **EUTRADE Wirtschaftsclub**
    - b) English name: **EUTRADE Business Club**
  2. The Association is a legal entity with its registered office in **Vienna, Austria**. It operates internationally and may establish branch associations or representative offices worldwide.
  3. EUTRADE Business Club is a trade and business association headquartered in Vienna with the objective of building commercial bridges between the Member States of the European Union and non-EU countries.
  4. The Association is a non-political organization within the meaning of the Austrian Associations Act 2002 (Vereinsgesetz 2002), as amended from time to time. It operates on a non-profit basis. Any income generated through its activities shall be used exclusively to achieve and finance the objectives of the Association.
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## Article 2

### Purpose

1. The objectives of the Association are:

- a) To initiate and implement joint activities, projects, cooperation initiatives, and business development programs with companies, chambers of commerce and industry, professional associations, universities, academies, diplomatic missions, and public institutions in Europe and worldwide that support the Association's objectives.
- b) To establish and maintain dialogue with governmental decision-makers and other relevant authorities in pursuit of the Association's objectives.
- c) To contribute to the economic development of the European Union by fostering new markets, business opportunities, and employment. The Association also supports entrepreneurs and intends to establish a **Women Entrepreneurs Club** and a **Youth Entrepreneurs Club**.

The Association is active, among others, in the following fields:

- Logistics
- Energy
- Consulting
- Education and Training
- Manufacturing
- Wholesale Trade
- Marketing, Public Relations and Communication

d) To establish branch associations or representative offices within Member States of the European Union as well as in Turkish-speaking countries and regions connected with Europe–Africa, Europe–America, Europe–Asia, Europe–Asia-Pacific, Europe–Middle East, and the Gulf region, including particularly Europe–Türkiye, Europe–Kazakhstan, Europe–Azerbaijan, Europe–Uzbekistan and Europe–Turkmenistan, with the aim of strengthening international trade and economic cooperation between nations.

e) To promote networking and organize conferences, business meetings and international events.

f) To support entrepreneurship and start-up activities through seminars, workshops and educational programs.

g) To organize conferences and activities on topics including:

- European Green Deal
- Sustainability
- Climate Protection
- Environmental Protection
- International Trade
- Digital Transformation

- Energy Supply
- Climate Change
- Energy Markets
- Green Hydrogen
- and related subjects.

h) To organize international visits, delegations and bilateral meetings between countries.

i) To participate in and organize trade fairs, exhibitions and international business events.

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## Article 3

### Women Entrepreneurs Club / Youth Entrepreneurs Club

1. The Association intends to establish a **Women Entrepreneurs Club** and a **Youth Entrepreneurs Club**.
2. These clubs aim to encourage women and young entrepreneurs to become more active in social, cultural and international cooperation while strengthening solidarity and entrepreneurship.
3. The Association plans to organize projects and events together with successful entrepreneurs from European Union Member States and other countries around the world.

The guiding principle of the Association is **diversity, openness, equal opportunity and international cooperation**, irrespective of ethnicity, religion or language.

The Association and its clubs do **not** pursue political objectives and remain politically independent.

4. The Clubs shall pursue, in particular, the following activities:

a) Establishing an international communication network for women entrepreneurs.

b) Building an international communication platform for young entrepreneurs.

c) Promoting international solidarity among women entrepreneurs.

d) Cooperating with organizations and groups sharing similar visions in order to develop and implement joint international projects.

e) Collaborating with associations and platforms having comparable objectives.

f) Providing venues and facilities for members and participants.

g) Organizing seminars and events on corporate social responsibility.

h) Organizing educational, cultural and artistic events, as well as study visits.

i) Promoting the integration of members through concerts, exhibitions, theatre performances, cultural programs and social events.

j) Giving priority to sustainability in all activities.

- k) Providing information about international funding opportunities and scholarship programs.
  - l) Participating in European and international trade networks.
  - m) Promoting international entrepreneurship.
  - n) Encouraging entrepreneurial thinking throughout society.
  - o) Establishing an International Young Entrepreneurs and Business Academy.
  - p) Promoting innovative entrepreneurship with a focus on ecological and social responsibility.
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## **Article 4**

### **Means of Achieving the Association's Objectives**

1. The objectives of the Association shall be achieved through both ideal (non-material) and financial (material) means.
2. The Association does not pursue commercial profit through its activities or services. Any revenues generated shall primarily be used to cover operating expenses and to finance activities serving the Association's objectives.

The Association may provide services both to members and non-members. Preferential conditions may be granted to members.

3. The Association's non-material activities include, among others:
  - Cooperation with universities, municipalities, companies and public authorities in Austria and abroad.
  - Publishing books, brochures, reports, electronic publications and multimedia presentations.
  - Public relations, communications and marketing activities.
  - Organizing conferences, lectures, training courses, educational programs and online events on national and international levels.
  - Providing a platform for projects organized by members or third parties.
  - Organizing competitions and presenting awards recognizing outstanding achievements relevant to the Association's objectives.
  - Establishing companies and participating in partnerships whose objectives support those of the Association.
  - All additional non-material activities described in Article 3.
4. The Association's financial resources may derive from:
  - Membership fees;
  - Sponsorships and supporting memberships;
  - Public and private grants;
  - Revenues from events, conferences, training courses and certification programs;
  - Income from commercial activities consistent with the Association's objectives;
  - Returns from investments and participations;
  - Donations, subsidies, inheritances and project-based research funding.

5. Where the Association establishes or participates in companies, it may contribute infrastructure, personnel, facilities, know-how, equipment or other services necessary to achieve the Association's objectives.
6. The Association shall conduct its financial activities based on an annual budget and maintain proper accounting records in accordance with generally accepted accounting principles.

## **CHAPTER II**

### **MEMBERSHIP**

#### **Article 5**

#### **Companies under Commercial and Civil Law**

1. Insofar as it serves the objectives of the Association, the Association may establish commercial or civil law entities, including partnerships and corporations, and may acquire shareholdings or other forms of participation in such entities.
2. Such companies may pursue only those business activities that directly serve or support the objectives of the Association.
3. The Association shall appoint qualified individuals to the governing bodies of such companies or otherwise exercise its shareholder rights in a manner consistent with the Association's objectives.
4. Any profits distributed by such companies, proceeds from the sale of business operations, liquidation proceeds, or income from the disposal of shares shall be used exclusively for the purposes of the Association. No profits shall be distributed to members or third parties.

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#### **Article 6**

#### **Categories of Membership**

The Association shall consist of the following categories of members:

- a) Ordinary Members
- b) Extraordinary Members
- c) Supporting Members
- d) Honorary Members

1. **Ordinary Members** may be natural or legal persons of any nationality or place of residence who support the objectives and activities of the Association.
  2. **Extraordinary Members** may be natural or legal persons interested in the Association's fields of activity.
  3. **Supporting Members** may be natural or legal persons who make a significant contribution to achieving the Association's objectives. The type and amount of their financial contribution shall be determined by the Executive Board.
  4. **Honorary Membership** may be granted to individuals who have rendered outstanding services to the Association or made exceptional contributions within fields related to its objectives.
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## Article 7

### Admission of Members

1. Applications for membership shall be submitted to a member of the Executive Board.
  2. The Executive Board shall decide on all applications for membership and may reject an application without stating reasons.
  3. Honorary Members shall be appointed by resolution of the General Assembly upon proposal of the Executive Board.
  4. Membership becomes effective upon written confirmation of admission, which may be issued by letter or electronic communication, including e-mail.
  5. Legal entities shall exercise their membership rights through their duly authorized representatives.
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## Article 8

### Termination of Membership

Membership shall terminate:

- a) upon the death of a natural person;
- b) upon dissolution, liquidation or loss of legal personality of a legal entity;
- c) upon insolvency proceedings where applicable;
- d) by expulsion through a unanimous resolution of the Executive Board in particular where a member:
  - has been convicted of a criminal offence;
  - seriously violates the Articles of Association;
  - repeatedly fails to fulfil agreed responsibilities;
  - damages the reputation of the Association or its members;
  - acts contrary to the interests of the Association;
  - remains in arrears with membership fees for more than six months despite two written reminders.

e) by voluntary resignation.

Notice of resignation must be submitted in writing at least six months before the end of the financial year.

f) Honorary Membership may be revoked by the General Assembly for the same reasons applicable to expulsion.

Termination of membership shall not release the member from any outstanding financial obligations incurred before termination.

Membership is personal and neither transferable nor inheritable.

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## **Article 9**

### **Rights of Members**

All members are entitled to:

- participate in events and activities organized by the Association;
- use the facilities and services provided by the Association;
- receive publications, newsletters and informational materials;
- nominate individuals for Honorary Membership.

Ordinary Members additionally have the right to:

- vote at the General Assembly;
- stand for election to Association offices;
- submit nominations for members of the Executive Board and Auditors.

Honorary Members possess voting rights in the General Assembly as provided by these Statutes.

Members may authorize another person by written proxy to exercise their voting rights. One representative may represent no more than two additional members.

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## **Article 10**

### **Obligations of Members**

Members undertake to:

- comply with these Statutes and all resolutions adopted by the General Assembly;
- comply with resolutions of the Executive Board;
- maintain strict confidentiality regarding all confidential information obtained through their membership;
- pay membership fees on time;
- actively support and promote the objectives, interests and reputation of the Association.

## **CHAPTER III**

### **ORGANS OF THE ASSOCIATION**

## **Article 11**

### **Organs of the Association**

The governing bodies of the Association are:

- a) The General Assembly
- b) The Executive Board
- c) The Auditors

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## **Article 12**

### **General Assembly**

1. The President shall convene an Ordinary General Assembly at least once every two calendar years.
2. An Extraordinary General Assembly shall be convened whenever required by law or upon the written request of at least one-tenth of the voting members, the Auditors, or the statutory auditor, in accordance with the Austrian Associations Act.
3. Invitations shall be issued in writing, by post or electronically, at least two weeks before the meeting and shall include the agenda.
4. Motions to be discussed by the General Assembly must be submitted to the Executive Board in writing no later than three days before the meeting.
5. Resolutions may only be adopted on agenda items properly announced.

6. The General Assembly shall, in particular:
  - discharge the Executive Board;
  - elect and dismiss the President, Vice-President and Auditors;
  - determine annual membership fees;
  - approve the annual budget;
  - adopt and amend the Statutes and internal regulations;
  - decide upon motions submitted;
  - resolve on the dissolution of the Association;
  - appoint or revoke Honorary Members.
7. The General Assembly shall be chaired by the President or, in his or her absence, by the Vice-President.
8. The General Assembly shall constitute a quorum if at least half of all voting members are present or represented. If this quorum is not reached, the meeting shall become quorate thirty minutes later regardless of the number of members present.
9. Ordinary Members and Honorary Members are entitled to vote. Each member has one vote.
10. Unless otherwise provided in these Statutes, resolutions shall be adopted by a simple majority of votes cast.
11. Minutes shall be prepared for every General Assembly and signed by the Chairperson and the Recording Secretary.
12. General Assemblies may also be held virtually using suitable electronic communication technology, ensuring that members can participate, speak and vote in real time.

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## Article 13

### Executive Board

1. The Executive Board consists of:
  - President
  - Vice-President
  - Treasurer
  - Secretary
2. Board members shall be elected by the General Assembly for a term of four years. Re-election is permitted.
3. Should a Board member resign before the end of the term, the Executive Board may appoint a replacement by co-option, subject to confirmation by the next General Assembly.
4. The Executive Board manages all affairs of the Association not expressly reserved to another governing body.

Its responsibilities include, in particular:

- preparing the annual budget and annual report;
- maintaining accounting records;
- preparing annual financial statements;
- convening the General Assembly;
- admitting new members;
- proposing Honorary Members;
- terminating memberships where appropriate;
- proposing Board candidates;
- employing and dismissing Association staff;

- exercising shareholder rights in companies owned by the Association;
  - carrying out all additional duties assigned by these Statutes.
5. The Executive Board shall meet whenever necessary and shall adopt its resolutions unanimously where required by these Statutes.
  6. Meetings may also be conducted virtually under the same procedural principles as physical meetings.
  7. The President manages the day-to-day affairs of the Association.
  8. The President represents the Association externally.
  9. Legal documents require the signature of the President. Financial transactions require the joint signatures of the President and the Treasurer.
  10. In urgent matters, the President may take provisional decisions which must subsequently be approved by the competent governing body.
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## **Article 14**

### **Auditors**

1. Two Auditors shall be elected by the General Assembly for a four-year term. Re-election is permitted.
  2. Auditors must be independent and may not simultaneously hold any other governing office within the Association.
  3. They shall examine the Association's financial management and verify that funds are used in accordance with these Statutes.
  4. The Auditors shall submit a written report to both the Executive Board and the General Assembly.
  5. Where an external statutory auditor is appointed, such auditor shall assume responsibility for the financial audit.
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## **Article 15**

### **Incompatibility**

1. No officer shall participate in decisions where a conflict of interest exists.
  2. Any member affected by a conflict of interest shall abstain from voting.
  3. Auditors and supervisory bodies shall remain independent from all other governing bodies of the Association.
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## **CHAPTER IV**

### **REPRESENTATION OF THE ASSOCIATION AND CONFIDENTIALITY**

#### **Article 16**

##### **Representation**

1. The Association shall be represented externally by the President.
2. Transactions involving conflicts of interest shall, wherever possible, be avoided and require prior approval by the General Assembly.

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#### **Article 17**

##### **Confidentiality**

All members of the Executive Board shall maintain strict confidentiality regarding all confidential information acquired in the course of their duties unless disclosure is required by law.

This confidentiality obligation shall continue after leaving office.

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## **CHAPTER V**

### **AMENDMENTS TO THE STATUTES, DISSOLUTION OF THE ASSOCIATION AND ARBITRATION**

#### **Article 18**

##### **Amendments and Dissolution**

1. Amendments to these Statutes require a three-quarters majority of votes cast at a duly convened General Assembly.
  2. Dissolution of the Association likewise requires a three-quarters majority and compliance with Austrian association law.
  3. Upon dissolution, the General Assembly shall appoint a liquidator if necessary.
  4. Any remaining assets after liquidation shall be transferred exclusively to charitable or non-profit purposes in accordance with Austrian law.
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## **Article 19**

### **Arbitration Tribunal**

1. Any disputes arising from membership or these Statutes shall be settled internally by an Arbitration Tribunal.
2. The Tribunal shall consist of three independent arbitrators.
3. The parties to the dispute shall each appoint one arbitrator. These arbitrators shall jointly appoint the Chairperson.
4. If agreement on the Chairperson cannot be reached, the President of the Vienna Bar Association shall appoint the Chairperson upon request.
5. The Arbitration Tribunal shall first seek an amicable settlement. If no settlement is achieved, it shall render a final decision within the Association.
6. The Tribunal shall decide impartially, in accordance with the law, these Statutes, and the principles of fairness.
7. Its decisions shall be final and binding within the Association.

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**Vienna, 22 June 2023**