

Statutes of the Association
“Environmental cargo-partners”
to encourage environmental-friendly transport

§ 1: Name, Registered Office, and Purpose and Duties

- (1) The Association has been established under the name "Environmental cargo-partners."
- (2) The Association shall have its registered office at Airportstrasse, 2401 Fischamend and extend its activities worldwide.
- (3) The establishment of branch associations is not planned.

§ 2: Purpose of the association "Environmental cargo-partners"

The objective of this non-profit association is the promotion of environmental quality, health and quality of life by engaging in social and future-oriented activities. The focus lies on supporting and accelerating the transition towards more environmentally friendly energy carriers as well as on the indirect promotion of new technologies in the transport sector with the goal of reducing emissions.

§ 3: Means for achieving the association's purpose

- (1) The association's purpose shall be achieved by employing the non-material and material means specified in paragraph 2 and 3.
 - (2) Non-material means shall be
 - a) Organizing information sessions
 - b) Hosting of a web site providing information to the public
 - c) Direct mailing campaigns to raise awareness
 - d) Lobbying activities addressing political decision-makers
 - e) Media relations and PR activities
 - f) Raising awareness among manufacturers and investors
 - g) All other measures suitable for shaping personal and political opinion
 - (3) The necessary material means shall be raised by
 - a) Registration fees and membership dues
 - b) Donations, testamentary dispositions, other financial contributions
 - c) Public funds
 - d) Volunteer work
 - e) Participations in companies limited by shares

§ 4: Types of Membership

- (1) The Association's memberships are classified as regular and sustaining members.
- (2) Regular members are members who contribute to the work of the Association. Sustaining members are those who support the Association's activities in any other way.

§ 5: Membership

- (1) Association members can be individuals as well as legal entities and partnerships having legal capacity.
- (2) The Operating Board shall decide on the admission of regular and sustaining members. A membership application may be denied without cause.
- (3) Until the Association has been formed, the preliminary acceptance of regular and sustaining members will be made by the Association's founders or by the Executive Board if one already exists. Membership will go into effect once the Association has been formed. If an Executive Board is named only after the Association has been founded, the (definitive) decision regarding regular and sustaining membership will be made by the Association's founders as well until the Executive Board has been named.
- (4) The appointment of honorary membership will be decided by the General Assembly upon request of the Executive Board.

§ 6: Termination of Membership

- (1) Membership in the Association shall be terminated by the death of the member, the loss of legal status in the case of legal entities and partnerships having legal capacity, voluntary resignation and expulsion.
- (2) Membership can only be terminated as of December 31st of every calendar year. The Executive Board must be notified of the termination in writing at least six (6) months in advance. In case of late notification, the termination shall become effective as of December 31st of the next calendar year. The postmark shall be decisive for the date of notification.
- (3) The Executive Board can expel a member if, despite two written notices with an announcement of a suitably extended deadline, the member is more than six months behind in paying the membership dues. The obligation to pay the overdue membership fees remains unaffected.
- (4) The Executive Board can also expel a member from the Association for gross negligence of other member duties and for dishonorable conduct.
- (5) Termination of honorary membership can be decided by the General Assembly at the request of the Executive Board for the reasons listed in Paragraph 4.

§ 7: Rights and Duties of the Members

- (1) The right to vote in the General Assembly as well as the active and passive right to vote is only available to regular and honorary members.
- (2) The right to vote at the Partner Day is available to regular and sustaining members.
- (3) The Executive Board shall inform the members about the Association's activities and its financial status in each General Assembly. The Executive Board shall inform the members about the activities and financial status within four weeks if at least one tenth of the members so requests it and state the reasons for their request.
- (4) The Executive Board shall inform the members of the balance of accounts (rendering of accounts).
- (5) Members agree to further the interests of the Association to the best of their abilities and to refrain from any activities that could harm the reputation and objectives of the Association. Members shall observe the Statutes of the Association and the resolutions of its organs. Regular and sustaining members agree to pay the entrance fee and membership fees as determined by the General Assembly.

§ 8: Organs of the Association

The Association shall have the following organs: the General Assembly, the Partner Day, the Operating Board, the Extended Board, the Secretary, the Science Committee, Auditors and the Arbitration Board.

§ 9: General Assembly

- (1) The General Assembly is the "General Meeting of the Members" according to the Austrian Association Act of 2002. The ordinary General Assembly shall be held every four years.
- (2) An extraordinary General Assembly shall be held within four weeks if decided by
 - a. The Executive Board or the regular General Assembly,
 - b. A written motion by at least one tenth of the members,
 - c. The request of the Auditor (Article 21, Paragraph 5, first clause of the Austrian Association Act).
 - d. A resolution by the/an Auditor (Article 21, Paragraph 5, second clause of the Austrian Association Act; Article 11, Paragraph 2, third clause of these Statutes),
 - e. A decision by a court appointed trustee (Article 11, Paragraph 2, last clause of these Statutes)
- (3) Invitations to both the regular as well as the extraordinary General Assemblies shall be extended to all members in writing, by fax, or via e-mail (to the fax number or e-mail address indicated to the Association by the member) at least two weeks prior to the date of the Assembly. The invitation to the General Assembly shall include the agenda. The General Assembly shall be convened by the Executive Committee (Article 1 and Article 2 Items a-c), by the/an Auditor (Article 2 Item d) or by a court appointed trustee (Article 2 Item 3).
- (4) Motions to the General Assembly must be submitted to the Executive Committee in writing, by fax, or via e-mail at least three days before the date of the General Assembly.
- (5) Valid resolutions, with the exception of those regarding a motion to convene an extraordinary General Assembly, can only be passed on items that are part of the agenda.

- (6) All members are entitled to participate in the General Assembly. Only regular and honorary members are eligible to vote. Each member has one vote. The transfer of a member's right to vote to another member can only be permitted by a written proxy.
- (7) The General Assembly shall constitute a quorum regardless of number of members appearing.
- (8) All votes and resolutions passed by the General Assembly shall generally require a simple majority of the valid votes cast, except for amendments to the Statutes or in the case of liquidation of the Association, which shall require a qualified two-third majority of the valid votes cast.
- (9) The General Assembly shall be presided over by the President. In his absence, the General Assembly shall be chaired by the Vice President. If the Vice President is also prevented, the General Assembly shall be chaired by the oldest Executive Board member in attendance.

§ 10: Duties of the General Assembly

The General Assembly reserves the right to undertake the following duties:

- a) Passing resolutions on the submitted motions;
- b) Receiving and approving the annual report and accounting of the past financial year upon the recommendation of the Auditors;
- c) Electing and releasing the members of the Executive Board and the Auditors;
- d) Approving legal transactions between the Auditors and the Association;
- e) Discharging the members of the Executive Board from all liability with respect to their management;
- f) Determining the amount of the entrance fee and the membership fees for regular and sustaining members;
- g) Awarding and terminating honorary membership;
- h) Passing resolutions on amendments to the Statutes and the voluntary liquidation of the Association;
- i) Advising and deciding on other items of the agenda.

§ 11: Partner Day

- (1) The Partner Day is the extended General Meeting of the Members of the Association. It shall be held every four years.
- (2) An extraordinary Partner Day shall be held within four weeks if
 - a. decided by the Extended Board or the regular Partner Day;
 - b. on the written motion of at least 10% of the Association's members.
- (3) Invitations to both the regular as well as the extraordinary Partner Days shall be extended to all regular members, sustaining members and members of the Science Committee in writing, by fax, or via e-mail (to the fax number or e-mail address indicated to the Association by the member) at least two weeks prior to the date of the Partner Day. The invitation to the Partner Day shall include the agenda. The Partner Day shall be convened by the Extended Board.
- (4) Motions to the Partner Day must be submitted to the Extended Board in writing, by fax, or via e-mail at least five days prior to the Partner Day.
- (5) Valid resolutions, with the exception of those regarding a motion to convene an extraordinary Partner Day, can only be passed on items that are part of the agenda.
- (6) All regular and sustaining members as well as guests invited by the Extended Board and members of the Science Committee are entitled to participate in the Partner Day. Only regular and sustaining members of the Association are eligible to vote. Each member has one vote. The transfer of a member's right to vote to another member through a written proxy is permitted.
- (7) The Partner Day shall constitute a quorum regardless of how many members are in attendance.
- (8) All votes and resolutions passed by the Partner Day shall require a simple majority of the valid votes cast.
- (9) The Partner Day shall be chaired by the President. In his absence, the Partner Day shall be chaired by the Vice President. If the Vice President is also unable to attend, the Partner Day shall be chaired by the oldest member of the Extended Board in attendance.
- (10) The Chairman of the Partner Day shall have minutes of the meeting made and shall send them to members of the Operating Board no later than three weeks after the Partner Day and make them available to regular members of the Association upon request.

§ 12: Duties of the Partner Day

The Partner Day reserves the right to undertake the following duties

- a) Receiving the Board's activity report

- b) Electing and releasing the members of the Consultative Board;
- c) Sending a representative to the Operating Board;
- d) Electing and releasing the members of the Science Committee;
- e) Discussing and advising about planned activities of the Association and the future orientation of the Association with the goal of assisting the General Assembly and the Operating Board.

§ 13: Operating Board

- (1) The Operating Board shall consist of a minimum of three members, always including the elected President, the Vice President and the partner speaker. It can also include a marketing committee and one other ("ad hoc") committee.

§ 14: Duties of the Operating Board

The Operating Board shall be responsible for the management of the Association. It shall be the "managing organ" according to the Austrian Association Act of 2002. It shall perform all functions not allocated to another organ of the Association by the Statutes. Its responsibilities shall include:

- (1) Preparation of an accounting system that complies with the accounting requirements of the Association with a continuous record of the income/expenses and the administration of a list of assets as a minimum requirement;
- (2) Preparation of the estimated annual budget, the annual report, and the balance of the accounts;
- (3) Preparation and calling of the General Assemblies in the event of Article 9, Paragraphs 1 and 2, Item a-c of these Statutes.
- (4) Informing the members of the Association about the activities of the Association, its financial management and the balance of accounts as audited;
- (5) Administration of the Association's assets;
- (6) Admission and expulsion of regular and sustaining members of the Association;
- (7) Appointment and removal of the Secretary;
- (8) Proposing candidates for appointment to the Consultative Board and the Science Committee;
- (9) Employment and dismissal of employees of the Association, provided that this duty is not determined to be fulfilled by the Secretary in Article 18, Paragraph 4.

§ 15: Special Duties of Individual Members of the Board

- (1) The President shall be responsible for the ongoing business of the Association. The Secretary shall assist the President in these activities.

§ 16: Extended Board

- (1) The Extended Board shall consist of members of the Operating Board (Article 13) and of the Consultative Board.
- (2) The Consultative Board shall consist of a minimum of two members. It may include persons who are not members of the Association.
- (3) All members of the Consultative Board shall be elected at the Partner Day. The Operating Board shall nominate the candidates. The Operating Board shall nominate adequate candidates for this function to the voting members of the Association who are eligible to vote and present at the Partner Day. These nominations shall be made in a timely manner and shall take into account different industries (carriers, manufacturers of transport vehicles, fuel industry, lobbies etc.)
- (4) If an elected member of the Consultative Board resigns, the Extended Board has the right to appoint another eligible member, which requires the subsequent approval by the next Partner Day.
- (5) The term of office for members of the Consultative Board shall be four years with the possibility of re-election. The duties of each office in the Consultative Board must be performed by the person elected to the office.
- (6) The Extended Board shall be convened in writing or orally by the President, or, if he/she is unable to do so, by the Vice President. If the latter is also unable to fulfil his/her duties for an unforeseeable period of time, the Extended Board may be convened by any member of the Board.
- (7) The Board shall reach a quorum if all its members have been invited and if at least half of the members are present at a meeting.
- (8) All decisions of the extended Board shall be made by a simple majority of valid votes cast; in case of a tie, the President shall have the deciding vote.

- (9) Apart from death and the expiration of the term of office (Article 5), the office of a member of the Consultative Board shall come to an end if the member is relieved of his or her office (Article 10) or resigns from office (Article 11).
- (10) The Partner Days may remove the entire Consultative Board or individual members of the Consultative Board from office at any time. The removal shall become effective with the appointment of a new member of the Consultative Board or a completely new Consultative Board.
- (11) The members of the Extended Board may submit their resignation in writing at any time. The resignation shall be submitted to the Extended Board. The resignation shall become effective only upon the election or appointment (Paragraph 4) of a successor.

§ 17: Duties of the Extended Board

- (1) Advising in plans related to the Association and assisting the Operating Board;
- (2) Preparing and calling of the Partner Days;
- (3) Presiding over the Partner Days;
- (4) Reporting to the Partner Days.

§ 18: Secretary

- (1) The Secretary shall be appointed by the Operating Board for an indefinite period of time. The Operating Board may remove the Secretary from office at any time.
- (2) The Secretary shall assist the Operating Board in the management of the Association. He or she shall be bound by instructions from the Operating Board.
- (3) The Secretary shall independently represent the Association in all external dealings.
- (4) The Operating Board may lay down rules of procedure specifying the Secretary's rights and duties.

§ 19: Science Committee

- (1) The Science Committee shall consist of experts in the transportation industry. Members of the Science Committee who are not members of the Association shall be elected at the Partner Day on the basis of nominations made by the Operating Board. Members of the Science Committee shall be elected for an indefinite period of time. The Science Committee shall elect a chairperson from among its members.
- (2) All members of the Science Committee are entitled to attend the Partner Days as advisors.
- (3) The chairperson of the Science Committee shall assist the Extended Board. He or she is entitled to attend all meetings of the Extended Board as an advisor.
- (4) Regarding all other matters, regulations set down in Article 13, Paragraph 8 to 10 apply correspondingly to members of the Science Committee.

§ 20: Auditors

- (1) The General Assembly shall elect two auditors for a period of four years. They may be re-elected. The auditors may not be members of an executive body whose activities are the subject of an audit, with the exception of the General Assembly.
- (2) The auditors' duties are to check the current business and the financial management of the Association for the proper character of accounting and to examine whether the funds are used as provided for in the Statutes. The Operating Board shall provide the auditors with all necessary documents and information. The auditors shall report the results of the audit to the Operating Board.
- (3) Legal transactions between the Auditors and the Association are subject to approval by the General Assembly. Regarding all other matters, regulations set down in Article 13, Paragraph 8 to 10, apply correspondingly to the Auditors.

§ 21: Arbitration Board

- (1) All disputes arising from the associative relationship shall be settled by the internal arbitration board of the Association. The Arbitration Board is an arbitration tribunal according to the Austrian Association Act 2002 and not an arbitration tribunal according to Articles 577 et. seq. of the Austrian Code of Civil Procedure.
- (2) The Arbitration Board shall be composed of three regular members of the Association. One party to the dispute shall nominate one member as an arbitrator in writing to the Operating Board.

Within seven days, the Operating Board shall request the other party to the conflict to also nominate an arbitrator within 14 days. After informing the Operating Board within seven days, the two appointed arbitrators shall, within another 14 days, elect a third ordinary member from the above-mentioned delegation members to act as chairperson of the Arbitration Board. If the vote is tied among those elected, a decision shall be reached by drawing lots. Elected or nominated members of the Arbitration Board may explain their prejudice using the Articles of the Austrian Code of Civil Procedure that were passed regarding the prejudice of judges. In the event that one of the arbitrators is not impartial, another regular member of the Association shall be elected or nominated. If the members of the Arbitration Board are unable to find the required number of impartial arbitrators from among the regular members of the Association, the Operating Board shall appoint an arbitrator.

- (3) The Arbitration Board shall render judgment after hearing both parties in the presence of all its members by a simple majority of votes. It shall decide to the best of its knowledge and belief. Its decision shall be final within the Association.

§ 22: Voluntary Liquidation of the Association

- (1) The voluntary liquidation of the Association can only be decided by the General Assembly and requires a qualified two-thirds majority of the valid votes cast.
- (2) The General Assembly shall also pass a resolution concerning the liquidation of assets of the Association, if such assets exist. In particular, the General Assembly shall appoint a liquidator and pass a resolution regarding to whom it is to transfer the assets of the Association remaining after the payment of its liabilities. In the event of a liquidation of the Association or if the Association's previous purpose ceases to exist, the remaining assets shall be transferred to a non-profit organization, a charity or a church pursuant to Article 34 et. seq. of the Austrian Federal Tax Code, which shall use these funds for non-profit, charitable or church-related purposes.

Fischamend, Austria, March 25, 2008