

# Articles of Association of the Association

## Sky360 - Association for the Research of Atmospheric Phenomena

### § 1 Name, seat and area of activity

- (a) The association bears the name "Sky360 - Association for the Research of Atmospheric Phenomena", hereinafter referred to as Sky360 for short. It is based in A-5700 Zell am See and operates all over the world.
- (b) The establishment of branch associations and branches is intended. At the General Assembly of the main association, each branch association is entitled to vote in accordance with a full member.
- (c) Functional designations in these statutes are both male and female.

### § 2 Purpose

- (a) The association aims to promote research and science as well as education. The purpose of the association is realized through the development of sensor units for sky observation, as well as the construction, further development and ongoing operation of a worldwide network of these sensor units and analysis of the data generated.

### § 3 Means to achieve the purpose of the association

- (a) Provided that the financial resources of the association permit this, the association can have employees and can also use the services of third parties in order to achieve the association's purpose.

#### § 3.1 Ideal means to achieve the purpose of the association

- (a) The development of the sensor units (hardware + software)
- (b) The development and continuous improvement of the analysis software for the detection and categorization of different events
- (c) Analysis of the data generated by the units
- (d) The development of hardware and software within the framework of the open source concept
- (e) Involvement and participation of interested members of existing open source communities
- (f) Promoting the cooperation and solidarity of all members, users and supporters who pursue the same or similar purposes
- (g) The implementation of quality-oriented voting procedures
- (h) Networking and cooperation with initiatives that pursue the same or similar purposes, both regionally and internationally
- (i) Involvement of supporting members in opinion-forming processes
- (j) Co-operations with product manufacturers
- (k) Operation of a web shop
- (l) Publication of developments within the framework of creative commons licenses

#### § 3.2 Material means to achieve the purpose of the association

- (a) Entry fees and membership fees

- (b) Income from the association's own events and activities (participation fees)
- (c) Subsidies, sponsorship services, public and private subsidies, advertising income
- (d) Sale of merchandising items
- (e) Donations, collections, bequests and other donations
- (f) Contributions to expenses
- (g) Sales proceeds and usage fees from the club's own productions (publications, products)
- (h) Surrender of use
- (i) Asset management (through interest, other capital income, income from renting and leasing premises and equipment)
- (j) The association is not geared towards profit. It exclusively and directly pursues charitable purposes within the meaning of §§ 34ff BAO.

#### **§ 4 Types of membership**

- (a) The members of the association consist of full members and supporting members. Ordinary members of the association are people who lead and actively participate in the association's activities.
- (b) Supporting members are people and organizations who support the association's activities through material and work contributions and / or a membership fee set specifically for them. They have all the rights and obligations of the full members except the right to vote in the General Assembly.

#### **§ 4.1 Acquisition of membership**

- (a) Members of the association can be all people or legal entities who participate in the development and dissemination of the sensor unit and the data generated by the unit or who wish to promote it.
- (b) The General Assembly decides on the admission of ordinary members.
- (c) The board decides on the admission of supporting members.
- (d) The recording can be refused without giving reasons.

#### **§ 4.2 Rights of the members**

- (a) The members are entitled to take part in all events of the association. Only ordinary members have the right to vote in the General Assembly. Every member is entitled to request the handover of the statutes from the Board of Directors. At least one tenth of the members can request that the board call a General Assembly.
- (b) The members are to be informed by the Board of Directors about the activities and financial management of the association at each General Assembly. If at least half of the members request this, stating reasons, the Board of Directors has to give the members concerned such information within four weeks.
- (c) The members are invited to promote the interests of the association to the best of their ability and to refrain from anything that could damage the reputation, purpose and independence of the association. You have to observe the association's statutes and the resolutions of the association's organs. The members are obliged to pay any membership fee and membership fees on time in the manner and extent decided by the General Assembly.

#### **§ 4.3 Membership fee**

- (a) A possible membership fee can be made through non-material, material and financial participation. The full members decide together with the board about the structure of membership fees.

#### **§ 4.4 Termination of membership**

- (a) Membership expires through death, in the case of legal persons and partnerships with legal capacity through loss of legal personality, through voluntary resignation and through exclusion.
- (b) The resignation can only take place at the end of each month. It must be made known in writing to the Board of Directors at least 14 days in advance. The date of dispatch is decisive for timeliness.
- (c) The board can exclude a sponsoring member if he is more than six months in arrears with the payment of any membership fees despite two written reminders with a reasonable grace period. The obligation to pay the membership fees that have become due remains unaffected.
- (d) The General Assembly can also exclude a member from the association due to gross violation of other membership obligations and dishonorable behavior.

#### **§ 5 Decision-making in the association**

- (a) Votes, elections and the adoption of resolutions in the General Assembly are usually carried out by finding the greatest possible agreement using qualitative-oriented voting procedures. If no such voting procedure has been agreed by the members, the votes are made with a simple majority of the valid votes cast. Resolutions with which the statutes of the association are to be changed or the association is to be dissolved, however, require a qualified majority of two thirds of the valid votes cast or its equivalent in another agreed voting procedure.
- (b) Each voting procedure chosen must reflect the equal treatment of those entitled to vote.

#### **§ 6 Organs of the association**

- (a) The organs of the association are the General Assembly, the members' council, the Board of Directors, the auditors and the arbitral tribunal.
- (b) Meetings of the association's organs are not necessarily to be held in the form of a meeting of participants at a specific location, but can also take place virtually in the form of a video conference or other electronic means.
- (c) Written resolutions of the organs of the association can also be passed by way of circular resolutions.
- (d) The Board of Directors and the auditors are elected every 2 years during the General Assembly. Re-election is possible.

#### **§ 7 General Assembly**

- (a) The General Assembly is the "General Assembly" within the meaning of the Association Act. An ordinary General Assembly takes place once a year.
- (b) An extraordinary General Assembly will take place at:
  - decision of the Board of Directors or the ordinary General Assembly
  - written request from at least one tenth of the members
  - requests by the auditors (Section 21, Paragraph 5, first sentence of the Association Act)
  - decision of the auditor (s) (Section 21, Paragraph 5, second sentence of the Association Act)
  - decision of a court-appointed curator
- (c) All members are to be invited in writing by letter, email or messenger service to both the ordinary and extraordinary general assemblies at least four weeks before the

date. The General Assembly must be called with an indication of the agenda. The meeting is convened by the Board of Directors, an auditor or a court-appointed curator.

- (d) Applications for the General Assembly must be submitted to the Board of Directors at least 2 weeks before the date of the General Assembly in writing, by e-mail or by any other method offered by the association.
- (e) Valid resolutions - with the exception of those relating to a motion to convene an extraordinary general meeting - can only be passed on the agenda.
- (f) All members are entitled to participate in the General Assembly. Only ordinary members are entitled to vote. Every ordinary member has the same voting rights. The transfer of voting rights to another member by means of a written authorization is permitted.
- (g) The General Assembly has a quorum if at least half of the full members are present.
- (h) Resolutions with which the statutes of the association are to be changed or the association is to be dissolved, however, require a qualified majority of two thirds of the valid votes cast or its equivalent in another agreed voting procedure.
- (i) The chairwoman chairs the General Assembly, or the treasurer if he is unable to do so. If this is also prevented, the eldest member of the Board of Management present takes the chair.

### **§ 7.1 Duties of the General Assembly**

The following tasks are reserved for the General Assembly:

- (a) Receipt and approval of the statement of accounts and the closing of accounts with the involvement of the auditors
- (b) Election and removal of the members of the Board of Directors and the auditors
- (c) Approval of legal transactions between auditors and the association
- (d) Discharge of the Board of Directors
- (e) Determination of the amount of the membership fee and membership fees for full and supporting members
- (f) Resolution on amendments to the statutes and the voluntary dissolution of the association
- (g) Consultation and resolution on other issues on the agenda
- (h) Exclusion of members (see § 4.4)

### **§ 8 Board of Directors**

- (a) The board consists at least of the chairman and the treasurer.
- (b) Every function on the Board of Directors must be carried out personally.
- (c) The Board of Directors is convened in writing or orally by the chairman or, if he / she is unable to do so, by the treasurer. If this is also prevented for an unpredictably long time, any other board member may convene the board.
- (d) The Board of Directors adopts its resolutions unanimously. If there is no unanimity, the resolution is passed by the full members.
- (e) The chairperson is chaired by the chairperson, or by the cashier if he is unable to attend. If this is also prevented, the chairmanship is incumbent on the board member who is determined by the majority of the other board members.
- (f) If an elected member resigns, the Executive Board has the right to co-opt another elected member in his place, for which the subsequent approval must be obtained at the next General Assembly. If the Board of Directors fails at all or for an unpredictably long period of time without self-completion through co-opting, every auditor is obliged to call an extraordinary General Assembly immediately for the purpose of electing a new board. If the auditors are also unable to act, every full member who recognizes the emergency situation must immediately apply to the competent court for the appointment of a curator,

- who must immediately convene an extraordinary general assembly.
- (g) Except for death and expiry of the term of office, the function of a board member expires through dismissal and resignation.
  - (h) The General Assembly can remove the Executive Board or individual members of its function if there are serious reasons.
  - (i) The board members can declare their resignation in writing at any time. The declaration of resignation is to be addressed to the Board of Directors, in the case of the resignation of the entire Board of Directors to the General Assembly. The resignation will only take effect with the election or co-opting of a new Board of Directors.

### **§ 8.1 Duties of the Board of Directors**

- (a) The management of the association is incumbent on the Board of Directors. It is the "management body" within the meaning of the Association Act 2002. It is responsible for all tasks that are not assigned to another association body by the statutes. The following matters in particular fall within its scope:
  - establishment of an accounting system corresponding to the requirements of the association with ongoing recording of income / expenses and keeping a list of assets as a minimum requirement
  - preparation of the annual budget as well as the drafting of the statement of accounts and the financial statements within the meaning of the Association Act 2002
  - preparation and calling of the General Assembly in accordance with these statutes
  - information of the association members about the association's activities, the association's conduct and the audited accounts
  - administration of the association's assets
  - admission and removal of full and supporting members
  - admission and termination of employees of the association
  - conclusion of work contracts
  - posting of members to external institutions or committees
  - granting of legal powers of attorney to represent the association

### **§ 8.2 Special obligations of individual board members**

- (a) The chairman represents the association externally. Written copies of the association require the signature of the chairman and the treasurer to be valid.
- (b) Legal authorization to represent the association externally or to sign for it can only be granted by the entire board.
- (c) In the case of imminent danger, the chairperson is entitled, under his / her own responsibility, to make arrangements independently, even in matters that fall within the sphere of activity of the General Assembly or the Board of Directors; internally, however, these require subsequent approval by the responsible association body.
- (d) The chairperson chairs the General Assembly and the Board of Directors.
- (e) The treasurer is responsible for the proper financial management of the association.
- (f) In the event that he is unable to attend, the chairman takes the place of the cashier and vice versa. If the chairman and treasurer are unable to attend, the full members appoint the deputy.

### **§ 9 The auditors**

- (a) The auditors may not belong to any body - with the exception of the General Assembly - whose activities are the subject of the audit.
- (b) The auditors are responsible for ongoing business control and the review of the

accounts for the correctness of the accounts and the use of funds in accordance with the statutes. The Board of Directors must present the auditors with the necessary documents and provide the necessary information. You have to report the result of the review to the General Assembly.

- (c) Legal transactions between auditors and the association require the approval of the general assembly. For the rest, the provisions on the appointment, deselection and resignation of the organs apply mutatis mutandis to the auditors.

### **§ 10 The arbitral tribunal**

- (a) In all disputes arising from the association relationship, the association's internal arbitration tribunal decides, unless the ordinary courts have jurisdiction. It is not an arbitration court according to §§ 577 ff ZPO.
- (b) The arbitral tribunal consists of three people. It is set up in such a way that each part of the dispute nominates one person as an arbitrator to the Board of Directors within 7 days. After being informed by the board within seven days, the nominated arbitrators elect a full member to chair the arbitral tribunal within a further 14 days. With equality of votes among those proposed lots.
- (c) The members of the arbitral tribunal may not belong to any body - with the exception of the General Assembly - whose activities are the subject of the dispute.
- (d) The arbitral tribunal makes its decision after granting a mutual hearing in the presence of all its members with a simple majority of votes. It decides to the best of my knowledge and belief. Its decisions are final.

### **§ 11 Dissolution of the association**

- (a) The voluntary dissolution of the association can only be decided in a General Assembly and only with a two-thirds majority of the valid votes cast or their equivalent in an agreed voting system.
- (b) This General Assembly also has to decide on the liquidation - if there are association assets. In particular, it has to appoint a liquidator and take a decision to whom he / she has to transfer the association's assets remaining after the liabilities have been covered.
- (c) The last board of the association has to notify the responsible association authority in writing of the voluntary dissolution within four weeks after the decision has been made.

### **§ 12 Use of the association's assets in the event of the resignation of members**

- (a) In the event of dissolution of the association or in the event of the loss of the beneficiary purpose When they resign or in the event of the dissolution of the association, the members receive no more than their paid-in capital shares and the average value of their contributions in kind, which is to be calculated according to the point in time of the contribution.
- (b) In the event of the dissolution of the association or the discontinuation of the previously favored purpose of the association, the remaining association assets, insofar as they exceed the paid-in capital shares of the members and the common value of the contributions in kind made by the members after covering the liabilities, are a non-profit organization within the meaning of §§ 34 ff of the Federal Tax Code (BAO) to transfer. As far as possible and permitted, the association's assets should go to an organization that pursues similar or identical charitable purposes as the association Sky360.