



Club of Ossiach

Articles of Association
Club of Ossiach

Preamble:

The Club of Ossiach (also referred to as the Club in the context of this document) is a group of agriculturists, agribusiness managers, agriculture and forestry technologists, environmentalists and agricultural ICT specialists from around the world. They meet periodically at Ossiach (or any other place decided by the group through consensus) to collectively discuss and collaboratively act on influencing the use of information and communications technologies (ICTs) to improve agricultural productivity, profitability and contribution to food and nutritional security and safety globally.

The Club members recognize that:

- *There is universal concern regarding food security, safety and reliability of its supply.*
- *A considerable portion of the world's population is vulnerable to poverty and malnutrition. A majority of this population is in rural areas and is of those engaged in agriculture related livelihoods.*
- *The resource poor small holder farmers of the world suffer the most from poverty.*
- *The world today faces severe environmental changes and damages. It cannot continue to exploit natural resources in the current unsustainable manner.*
- *The potential to use natural resources to feed the world, and safeguard the environment depends on judicious institutional and social change and use of technology.*
- *Agriculture not only produces commodities. It also supports caretaking of the environment and local traditions, fostering common sense, preservation of commons and reduction of risks from natural disasters. Improving agriculture through latest agro-technology or ICT is not to be perceived as only improving production efficiencies but also the entirety of rural life and quality of living.*
- *There is a need to create a bio-based economy transforming industry, business and services while accepting the rules for sustainability of the nature.*

As regards ICTs the Club recognizes that these technologies:

- *Contribute to creating and addressing discontinuities and in implementation of opportunities and new options;*
- *Produces ruptures through creative technological breakthroughs: from “constructive destruction to destructive construction”.*



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- *Enable the transformation of concurrent practices driven by tradition, ulterior external interests and obsolete technologies.*
- *Create promising choices including that of changing the nature of information for better comprehension. This also makes it easier to distribute, share and utilize data, information and knowledge.*
- *Enhance development by introducing new elements of flexibility in production, development of innovations and facilitating their implementation.*
- *Support individuals in motivating, integrating and sustaining change in communities. With this understanding, ICT can contribute to create choices and processes of change especially through partnerships and co-leadership.*
- *Are most effectual as a means of change when effectively integrated at the points of collaboration between the various stakeholders.*
- *Can through creative cooperation contribute to attaining sustainable and responsible agriculture.*
- *Application and adoption is an inevitable responsibility within agriculture's unending pursuit of technological change*
- *Adoption impacts on rural communities' sustainability. An unlimited variety of products, economic benefits, technical improvements and social enhancement can accrue there on.*
- *ICT will be most effective as an incentive and agent of change when used with stakeholder /cooperation. Stakeholders can be expected to be a major motivating factor for adopting ICT supported agricultural production and rural sustainability.*
- *Participation in ICT development and implementation of innovative initiatives must include farmers, extension, scientists, agricultural and social services, students, rural residents and sector supporting entities. This "Bottom –Up" inclusion complements the now conventional "Top Down" model.*
- *Information and Communication Technologies (ICTs), nanotechnology, biotechnology, materials and space technology among many other technological innovations, individually and jointly, are essentially unsynchronized. This negatively influences human progress and development including agriculture, forestry, food security and rural viability.*
- *Dictates caution and care in access and use of ICT supported knowledge especially during introductory stages. The knowledge must be focused on people, sustainability, equity, welfare and "happiness". "Sustainability" in this context must be understood as furthering economic development, lifelong learning, social justice and environmental integrity.*



Articles of Association Club of Ossiach

§ 1: Name, location and activity area

- (1) The association is named "Club of Ossiach" - in short Club and has a logo of three rings in shades of brown - green - red.
- (2) It has its headquarters in Villach, Carinthia and extends its activities worldwide.
- (3) The establishment of branch associations is intended.

§ 2 : Purpose

The Club of Ossiach whose business is non-profit , aims to settle on a democratic, ecological and sustainable basis and on a voluntary membership supports the use of ICT (Information- and communication-technology) for the global agriculture and forestry for ecology and the management of natural hazards . Other purposes of the association are:

The Club provides a regular forum to collectively discuss and collaboratively act on influencing the use of information and communications technologies (ICTs) to improve agricultural productivity, profitability and contribution to food and nutritional security and safety globally.

The scope of the Club is to discuss, collect, collate, process, analyze, identify problems and issues, offer solutions and resolve issues as also disseminate their results and outcomes to improve agricultural productivity, profitability and contribution to food and nutritional security and safety globally. It will also facilitate collaborative action to influence the use of information and communications technologies (ICTs) in improving all aspects of agriculture and forestry including farming, agricultural commodity and forest products processing and marketing.

The Club is organized through voluntary membership of all interested in contributing to the effective use of ICTs in all aspects of agriculture. Initial affiliation as the Club's member is through public introduction and recommendation by an existing member of the Club which is later approved by all members of the Club at its next periodic general face to face/in person meeting/event.

§ 3: Means of achieving the purpose of the association

- (1) The purpose of the association is to be achieved by the mentioned in paragraphs 2 and 3 of ideological and material resources.
- (2) Non-material resources
 - Employees of the Club of Ossiach corporations have to decide on agricultural issues and advise or assist in preparation of such decisions.



- Participation in the preparation of legislation economic and socio-political art
 - influence the agricultural school and education and set up their own schools,
 - influence the activities of local chambers , unions , associations and other agricultural institutions and organizations
 - issuing publications and pamphlets of all kinds, movies and other educational materials , and the organization of public lectures and seminars,
 - The preparation and submission of claims, petitions, proposals, reports and petitions to the legislatures, agencies , and national and international organizations
- (3) The necessary material resources will be applied by
- a) membership fees and dues
 - b) Proceeds from events or club owned enterprises, collections and legacies
 - c) donations and other contributions .

§ 4: Types of memberships

- (1) The members of the Club of Ossiach divided into ordinary, extraordinary (supportive) and honorary members.
- (2) Ordinary members are those who fully participate in the Association's work. Associate members are those that promote the association's activities, especially by paying a higher membership fee. Honorary members are persons who are appointed for this purpose because of special services to the association.

§ 5: Acquisition of a membership

(1) The Club is organized through voluntary membership of all interested in contributing to the effective use of ICTs in all aspects of agriculture, forestry and natural environment. Initial affiliation as the Club's member is through public introduction and recommendation by an existing member of the Club which is later approved by a majority of the members of the Club at its next periodic General Assembly and a face to face introduction of the new member.

(2) The organizations that can hold a stake to the functioning of the Club are also:

- National Governments
- Development Organizations including Bilateral and Multilateral Organizations
- Private Sector engaged in Agriculture and ICT related enterprises
- Advanced Scientific Research and Technology Organizations
- Professional Societies and Associations
- Farmer and Producer Organizations and Cooperatives
- Civil Society Organizations
- Chambers of Commerce
- Donors and Philanthropies
- All interested in agricultural development



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- (3) Admission of ordinary and extraordinary members of the board is done by the majority of the members. The recording can be refused without giving reasons.
- (4) The appointment of an honorary member made at the request of the Executive board by the General Assembly.
- (5) Until the Club of Ossiach is registered, the membership is initiated by the founders. The membership becomes legally active with the legal emerging of the Club is reality. A member of the board can be preliminary initiated by the founders.

§ 6: Termination of membership

- (1) Membership is terminated by death, for legal persons and unincorporated companies by loss of legal personality , voluntary withdrawal and exclusion .
- (2) The withdrawal can take place only at the end of each year. He must be reported to the board in writing at least 3 months in advance. If the display is too late, it is effective until the next withdrawal date. The timeliness of the date of posting, email, etc. date is significant.
- (3) The board may expel a member when this is despite two written reminders, setting a reasonable grace period longer than 12 months with the payment of membership dues in arrears. The obligation to pay the due membership fees remain unaffected.
- (4) The exclusion of a member from the club may be disposed of by the board and for gross violations of other membership duties and due to activities that harm the Club of Ossiach due to intentional behavior.
- (5) The withdrawal of honorary membership may be decided on the grounds mentioned in paragraph 4 of the General Assembly on the request of the board.

§ 7: Rights and duties of members

- (1) Members are entitled to attend all the events and actions of the General Assembly of the Association and to make inquiries there, and motions to the agenda and to avail the facilities of the club. The right to vote in the General Assembly as well as the active and passive election is available to only the ordinary and honorary members.
- (2) The members are committed to promoting the interests of the Club of Ossiach by forces and to refrain from anything which the reputation and the purpose of the association could cause harm. You have to comply with the association's statutes and the decisions of the organs of the association. The ordinary and extraordinary members are obliged to pay the joining fee and membership fees in the amount approved by the General Assembly.

§ 8: Institutional bodies

Members of the Club of Ossiach are the General Assembly (§ § 9 and 10) , the board (§ § 11 to 13) , the auditor (§ 14) and the arbitration (§ 15).

§ 9: General assembly

- (1) The General Assembly is the "general assembly" within the meaning of the Law on Associations. A general meeting is held annually.



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- (2) An extraordinary general meeting will be held at the decision of the board, the annual general meeting or at the written request of at least one tenth of the members or at the request of the auditor within four weeks.
- (3) Both the ordinary and extraordinary general meetings are also to invite all members to the member from the Association announced E -mail at least two weeks before the event via e -mail. The convening of the meeting must include the agenda. The meeting is called by the board.
- (4) Applications to include an agenda item for the General Assembly are submitted in writing via email to the board at least four weeks before the date of the General Assembly.
- (5) Valid resolutions - except those on a motion to convene an extraordinary general meeting - can only be taken on the agenda.
- (6) All the members of the General Assembly are eligible. They are entitled to vote only the ordinary and honorary members. Each member has one vote. The transfer of the right to vote to another member by written authorization is prohibited.
- (7) The General Assembly shall constitute a quorum regardless of the number of members present.
- (8) Elections and resolutions in the General Assembly are usually made by a simple majority of the valid votes cast. Decisions which change the statute of the association or those dissolving the association require a qualified majority of two- thirds of the valid votes.
- (9) The chair of the General Assembly shall be the chairman, or in his absence his deputy. If both are not present, then the oldest member of the board in years acts as chairman.
- (10) Upon decision of the board, the general meeting will be held with technologies such as Skype or similar technologies.

§ 10: Tasks of the General Assembly

The General Assembly is subject to the following tasks :

- a) Receipt and approval of the annual report and accounts with the involvement of auditors;
- b) Resolution on the estimates;
- c) election and dismissal of members of the board and the auditors;
- d) approval of transactions between auditors and the Association;
- e) Discharge of the board;
- f) determining the amount of membership fee and membership fees for regular and associate members;
- g) granting and withdrawal of honorary membership;
- h) Resolution on changes statutes and the voluntary dissolution of the Association;
- i) consultation and decision on other items of the agenda.

§ 11: The Board

- (1) The board consists of six members, namely from the chairman and his deputy, the secretary and his deputy, the treasurer and his deputy.
- (2) The board is elected by the General Assembly. The board has the right, in its place to co-opt another eligible member, to which the subsequent approval must be obtained in the next General Assembly in resignation of an elected member. If the board without self- completion by co-option at all or unforeseeable period of time, each auditor is obligated to call an extraordinary general meeting for the purpose of electing a board of directors. Should the auditor be unable to act, any ordinary member who recognizes the emergency situation, immediately to apply for the appointment of a curator at the competent court, which shall immediately convene an extraordinary general meeting.



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- (3) The term of office of the board is 4 years. Re-election is possible.
- (4) The board shall be convened by the chairman, or in his absence by his deputy, in writing or orally. Is this also prevents unpredictable long time; every other member of the board may convene the board.
- (5) The board shall have a quorum if all members have been invited and at least half of them are present.
- (6) The board may at any time declare in writing their resignation. The resignation shall be to the board upon the resignation of the entire board, the resignation shall be addressed to the General Assembly, and the withdrawal shall take effect upon the election or co-option (paragraph 2) of a successor.
- (7) The board shall take its decisions by a simple majority of votes in a tie; the vote of the chairman shall be decisive.
- (8) It is chaired by the chairman, or in his absence his deputy. Is this also prevents the chair is up to the oldest age to board member present or the board member, the majority of the remaining directors must designate.
- (9) Apart from death and the end of the term (section 3) goes out the function of a board member through dismissal (section 10) and withdrawal (section 11).
- (10) The General Assembly may at any time dismiss the entire board, or individual members. The dismissal shall be effective with the new board and executive board member.
- (11) The board may be expanded with assistance of persons of international organizations and by representatives of the affiliated institutions and cooperative societies.

§ 12: Duties of the executive board

The board is responsible for the management of the Club of Ossiach. It is the "management body" within the meaning of the Associations Act 2002. It is responsible for all tasks that are not assigned by the statutes to another organ in its scope and covers the following matters in particular:

- Preparation of annual estimates and drafting of the annual report and accounts (= accounting);
- Preparation of the general assembly;
- Convening the ordinary and the extraordinary general meeting;
- Management of the Association's assets ;
- Inclusion and exclusion of ordinary and extraordinary members of the Association ;
- Employment and dismissal of employees of the Association .

§ 13: Specific duties of individual board members

- (1) The chairman leads the business of the Club of Ossiach. The secretary assists the chairman in managing the Association's business.
- (2) The chairman shall represent the Association externally. Written documents of the Association shall be invalid unless the signatures of the chairman and the secretary, in money matters (= disposition of assets) of the chairman and the treasurer. Transactions between members of the board and the Association require the approval of another board member.
- (3) Legal authorizations to represent the Association externally or to sign on its behalf may be granted by the board members referred to in paragraph 2 only.
- (4) In exigent circumstances, the umpire is right, even in matters which fall within the competence of the General Assembly or the executive board to make independent under its own responsibility arrangements, internally these, however, require the subsequent approval of the competent organ of the Association.



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- (5) The chairman shall preside over the General Assembly and the executive board.
- (6) The secretary shall keep the minutes of the General Assembly and the executive board.
- (7) The treasurer is responsible for the proper management of the association.
- (8) In the case of preventing contact their representatives in the place of the chairman, the secretary or the treasurer.

§ 14: Auditor

- (1) Two auditors are elected by the General Assembly for a term of 2 years. Re-election is possible. The auditor should any organ - with the exception of the General Assembly - whose activities are the subject of the audit.
- (2) The auditors shall be responsible for ongoing monitoring of business as well as the audit of the financial management of the Association with regard to the correctness of the accounting statutes and the proper use of funds.
- (3) Transactions between Auditors and the Association must be approved by the General Assembly. The provisions of § 11, 8 to 10 apply mutatis mutandis to the auditors.

§ 15: Arbitration

- (1) Simplifying the internal arbitration is called for arbitration of all disputes arising from the association. It is an "arbitrator" in the sense of the Associations Act 2002, no arbitration under § 577 ZPO.
- (2) The arbitral tribunal shall consist of three regular members. It is formed such that a disputing party, a member of the board in writing as arbitrator. Upon demand by the board within seven days, the other disputing party within 14 days of his hand, a member of the tribunal designated. After notification by the board within seven days, the arbitrator within a further 14 days, a third full member as chairman of the tribunal. Case of a tie among those proposed lot. The members of the arbitral tribunal shall any organ - with the exception of the General Assembly - whose activities are the subject of the dispute.
- (3) The arbitral tribunal shall render its decision after hearing both parties in the presence of all its members by a simple majority. It chooses the best of our knowledge and belief. Its decisions are final.
- (4) The hearing is to keep a log, which must be signed by all members of the arbitral tribunal.

§ 16: Voluntary dissolution of the Association

- (1) The voluntary dissolution of the Association can only be decided in a general meeting and a two-thirds majority of the valid votes.
- (2) The General Assembly has also - if assets of the association is available - to decide on the settlement. In particular, they shall appoint a liquidator and take decisions about to whom the remaining asset of the Association after covering the liabilities should be transferred. These assets should be transferred, to the possible and allowed extent, to an organization which is pursuing the same or similar purposes as this club, otherwise the purpose of social assistance.

This constitution was adopted provisionally by circular email to all members and initial final judgment is decided at the next General Assembly.

Villach, date: 2012-12-12