



## STATUTES of the Universal Studio Association – for film buffs

### **1. ) Universal Studio Association – for film buffs**

1.1.) The association is called Universalstudio – for cinephiles and is based in Vienna.

1.2.) Its field of activity covers “the entire territory of the European Union”. The financial year corresponds to the calendar year.

1.3.) Functional designations in these statutes are understood to include all gender forms.

1.4.) The association does not participate in any political or religious orientations.

### **2.) Purpose**

2.1.) The purpose of the association is to provide a platform for cinephiles and film enthusiasts.

2.2.) The association’s activities are not aimed at profit.

### **3.) Activity and means to achieve the association’s purpose**

3.1.) The association provides its members with a variety of film material for a monthly membership fee of € 5.00.

3.2.) The costs incurred (maintenance of IT technology, covering electricity costs, purchasing film material and costs incurred in the area of administration) are covered by the membership fee and/or supporting members.

3.3.) If there is a surplus at the end of a calendar year, it will be made available to a charitable organization (after verification).

3.4.) The association may, as long as the material resources and the association’s purpose allow, have employees and generally use third parties to fulfil its purpose. Remuneration may also be paid to association members, including association officials, provided that this

relates to activities that go beyond the association's activities in the narrowest sense; such remuneration must stand up to third-party comparison.

#### **4.) Types of membership**

4.1.) The members of the association are divided into ordinary, extraordinary and honorary members.

4.2.) Ordinary members are (natural or legal) persons who support the association's activities primarily through their active participation in achieving the association's purpose.

4.3.) Extraordinary members are (natural or legal) persons who feel connected to the purpose of the association and support the association's activities primarily by paying an increased membership fee.

4.4.) Honorary members are natural persons who are appointed by the general meeting for special services to the association.

#### **5.) Acquisition of membership**

5.1.)

Application for membership (with the exception of honorary membership) must be made in writing to the Board of Directors.

5.2.) The board of directors makes the final decision on the admission of members. Admission can be refused without giving reasons.

5.3.) The candidate will be notified of his or her acceptance as a member.

5.4.) The General Meeting decides on the appointment of an honorary member.

#### **6.) Termination of membership**

6.1.) Membership expires through death (loss of legal personality in the case of legal entities), resignation, deletion, and exclusion.

6.1.2.) Likewise, membership will expire immediately if you attempt to copy or stream the material provided. Any disclosure of access data will also result in immediate termination of your membership.

6.2.) Resignation can take place at the end of any month and must be notified to the Board of Directors in writing at least two weeks in advance.

6.3.) The board is permitted to remove a member from the membership list if, despite two written reminders, a member is more than two months behind on paying membership fees, joining fees or other payment obligations to the association. The reminders also serve as

an opportunity for the member concerned to make a statement; a separate hearing of the member before the board is removed is not necessary. The removal can be carried out without a separate resolution by a member of the board authorized to do so. Set-off against outstanding claims of the association with any counterclaims of the member is not permitted.

6.4.) The member will be notified of the deletion in writing. The deletion does not affect any outstanding claims of the association against the deleted member. The deletion can be reversed by paying the outstanding amount within one week.

6.5.) The board can decide to exclude a member from the club at any time for important reasons. Such reasons include, in particular, gross violation of membership obligations and/or behavior that is detrimental to the club and permanently undermines the relationship of trust between the club and the member.

6.6.) The application for exclusion of a member can only be made by a board member. The affected club member must be given the opportunity to comment verbally or in writing on the allegations made before exclusion. The board's decision must be communicated to the member in writing, with reasons for the decision.

6.7.) The member concerned has the option of appealing against the exclusion decision to the club's internal arbitration tribunal.

6.8.) From the time of delivery of the exclusion decision until the final decision on the appeal within the club, the rights of the member are suspended, but not the duties incumbent upon him. All rights of the club member expire on the day of withdrawal.

6.9.) The General Meeting may decide to revoke honorary membership at any time for the reasons stated under 6.5.

## **7.) Rights and Obligations of Members**

7.1.) The members are entitled to participate in all events of the association and to use the facilities of the association, if necessary in accordance with the guidelines established by the board.

7.1.1.) The member is obliged to keep the code for accessing the club website secret. There is also an obligation to comply with the FSK (Voluntary Self-Regulation) guidelines. To access the FSK 18 or FSK 18+ area, confirmation of age is required by sending an official ID.

7.2.) Every member has the right to participate in the general meeting. Only ordinary members have the right to vote, with each ordinary member having one vote. Likewise, only ordinary members have the active and passive right to vote for the board.

7.3.) The members are obliged to promote the interests of the association to the best of their ability and to refrain from anything that harms the reputation and purpose of the association. They must observe the association's statutes and the decisions of the association's bodies.

7.4.) The ordinary and extraordinary members are obliged to pay the joining fee and the respective membership fees on time in the amount decided annually by the Board of Directors.

7.5.) Honorary members are exempt from paying joining fees and membership fees.

7.6.) At events organized by the association, participating members may be required to pay a participation fee.

## **8.) Association bodies**

8.1.) The organs of the association are the general meeting, the board, the auditors and the arbitration court

## **9.) The general meeting**

9.1.) The ordinary general meeting takes place every four years.

9.2.) An extraordinary general meeting shall be held upon resolution of the Board of Directors or upon written request of at least one tenth of the members or upon request of the auditors within six weeks of receipt of the request.

9.3.) All members must be invited in writing (by post, fax or email) to both the ordinary and extraordinary general meetings at least four weeks before the date. The general meeting must be called with a provisional agenda. The board must convene the meeting.

9.4.) If the Board of Directors is unable to act or does not perform its duty to convene the General Meeting, the auditors are entitled and obliged to convene the General Meeting in compliance with the Articles of Association.

9.5.) Additional agenda items for the general meeting can only be submitted in writing to the board by ordinary members up to a maximum of three weeks before the general meeting (receipt). Applications for changes to the statutes and dissolution of the association can only be submitted by board members or one tenth of the association's members. If additional agenda items have been requested in due time, the board must send a final (proposed) agenda to all association members no later than two weeks before the general meeting.

9.6.) Valid resolutions can only be passed on the agenda.

9.7.) All members are entitled to attend the general meeting; only full members are entitled to vote. The transfer of voting rights to another full member by means of a written authorization is permitted. However, a member may only represent two other members.

9.8.) The general meeting has a quorum if half of all members entitled to vote are present. If the general meeting does not have a quorum at the beginning, it will have a quorum after 15 minutes have passed. Decisions in the general meeting are generally made by a simple majority of the valid votes cast.

9.9.) Resolutions to amend the association's statutes or to dissolve the association must be passed by a qualified majority of two thirds of the valid votes cast.

9.10.) The chairman of the association presides over the general meeting, or in his absence his deputy. If the chairman is also unable to attend, the oldest board member present presides over the meeting. The chairman of the meeting may admit guests to the general meeting, which is generally not open to the public.

## **10.) Tasks of the General Meeting**

10.1.) Election and removal of members of the Board of Directors (except for positions held on a voluntary basis) as well as approval of the co-optation of Board members by the Board of Directors and the election and removal of auditors.

10.2.) Resolution on the amendment of the association's statutes and on the dissolution of the association.

10.3.) Discussion and decision on other questions and matters on the agenda.

10.4.) Awarding and revocation of honorary membership.

10.5.) The board is obliged to inform the members at the general meeting about the activities and financial management of the association. If at least one tenth of the members request this, stating reasons, the board must also provide such information to the members concerned within four weeks of receipt of the request.

## **11.) The Board of Directors**

11.1.) The board is the management body of the association in accordance with Section 5 Paragraph 3 of the Association Act and consists of four people. The board consists of a chairman and his deputy as well as a treasurer and his deputy. The distribution of functions within the board is the responsibility of the board, which can issue its own rules of procedure.

11.2.) The board is appointed by the general meeting for a term of four years, excluding honorary positions. Board members are eligible for re-election without limitation.

11.3.) The meeting is chaired by the chairman or, in his absence, by his deputy.

11.4.) The board members can declare their resignation in writing at any time. The declaration of resignation must be addressed to the board or, in the case of the resignation of the entire board, to the general meeting. The resignation must not be made at an inopportune time, so that it could cause damage to the association.

## **12.) Tasks of the board**

12.1.) The board is responsible for managing the association. It is responsible for all tasks that are not assigned to another body of the association by the statutes. Its area of responsibility includes the following matters in particular:

12.1.1.) Preparation of the annual estimates and the annual report and financial statements;

12.1.2.) Determination of the amount of the respective membership fees and joining fees;

12.1.3.) Preparation and convening of the ordinary and extraordinary general meetings;

12.1.4.) Administration of the association's assets;

12.1.5.) Maintaining a membership list;

12.1.6.) Admission and exclusion of club members;

12.1.7.) Hiring and termination of the association's employees.

## **13.) Special duties of individual board members**

13.1.) The association is represented jointly by the chairman and the treasurer. If they are unable to attend, they will be represented by their respective deputies.

13.1.1.) The association's business is managed by the board/chairman Mr. Michael Berger (voluntary).

13.2.) The chairman presides over the general meeting and the board of directors; in his absence, his deputy presides over the meeting.

13.3.) The treasurer is responsible for the proper financial management of the association.

## **14.) Accountant**

14.1.) The association has two auditors, who do not have to be members of the association. They are elected by the general meeting for a period of four years. Re-election is possible without limitation. Legal transactions between the auditors and the association require the approval of the general meeting to be valid.

14.2.) The auditors must examine the financial management of the association with regard to the correctness of the accounting and the use of funds in accordance with the statutes within four months of the preparation of the income and expenditure accounts or the annual financial statements. The board must provide the auditors with the necessary documents and provide the necessary information. The auditors must report the results of the audit to the general meeting. The audit report must confirm the correctness of the accounting and the use of funds in accordance with the statutes or indicate any identified management deficiencies or risks to the existence of the association. In addition, self-dealing and unusual income or expenditure must be identified.

14.3.) If the association is required by law to appoint an auditor, the auditor will assume the tasks of the financial auditor. This also applies in the case of a voluntary audit.

## **15.) Court of Arbitration**

15.1.) The arbitration tribunal shall decide on all disputes arising from the association relationship.

15.2.) The arbitration tribunal is made up of three people who do not have to be members of the association. The members of the arbitration tribunal may not belong to any body – with the exception of the general meeting – whose activities are the subject of the dispute. The arbitration tribunal is formed in such a way that each party to the dispute nominates one person to the board as arbitrator, whereby the board, if it is itself or the association is the other party to the dispute, must nominate the other member of the arbitration tribunal within fourteen days; if another member of the association is affected by the dispute, the board requests that member to nominate another member of the arbitration tribunal within fourteen days of receipt of the request.

15.3.) These two arbitrators will elect a third person to chair the arbitration panel. If they cannot agree, the candidates proposed by the arbitrators will be chosen by lot. The arbitrators are obliged to participate in the drawing of lots. If a nominated arbitrator prevents the arbitration panel from being formed or working, this is the responsibility of the member who nominated him, who must be asked by the board to find a replacement within a reasonable period of time.

15.4.) The arbitration tribunal will first attempt to reach a settlement. If this is not possible, it is empowered to decide the dispute. The parties to the dispute can be represented by a lawyer, but no costs will be awarded. During the dispute settlement process, however, the arbitration tribunal can make a recommendation on who should bear the costs.

15.5.) The arbitration tribunal makes its decision in the presence of all its members by a simple majority. The parties to the dispute must be given the opportunity to comment on the subject matter of the dispute orally or in writing. The arbitration tribunal can, if it deems this appropriate, schedule an oral hearing with the participation of the parties to the dispute. It decides to the best of its knowledge and belief. The chairman of the arbitration tribunal is responsible for drawing up the decision, which must in any case contain a

statement of reasons. The decisions of the arbitration tribunal are final within the association.

15.6.) If the respondent does not nominate an arbitrator within fourteen days of the applicant's nomination of the arbitrator or does not nominate a substitute member within a reasonable period of time (point 15.3), this shall be deemed to constitute consent to the application.

## **16.) Dissolution of the association**

16.1.) The voluntary dissolution of the association can only be decided at an ordinary or extraordinary general meeting, which already explicitly includes this item on the agenda in the invitation, and with a two-thirds majority.

16.2.) The general meeting must also decide on liquidation. Unless the general meeting decides otherwise, the chairman is the authorized liquidator.

16.3.) In the event of (voluntary or official) dissolution of the association or if the beneficiary purposes cease to exist, the association's assets remaining after the liabilities have been covered shall, insofar as this is possible and permitted, be transferred to an organization that pursues the same or similar purposes as the association, otherwise for charitable purposes within the meaning of Sections 34 ff BAO.