

# Articles of Association

of the

## Reason Association - Association for the Support of the ReasonML & OCaml Platform

VERSION of 20.8.2018

### I. Main section General

#### **Art 1. Name, headquarters and activities**

- (1) The association is called the “Reason Association – Verein zur Förderung der ReasonML & OCaml Plattform” (hereinafter “Association”). Outside legal correspondence, it is called “Reason Association” for short.
- (2) The Association, which operates internationally, is based in Vienna. Its range of activities extends to the federal territory of the Republic of Austria.
- (3) The Association was not established to generate a profit.
- (4) The establishment of branch associations and offices by the Association is not permitted.
- (5) The Association may be a member of other organizations.

#### **Art 2. Purpose and funding of the Association**

- (1) The Association aims at researching and further developing the computer programming languages ReasonML and OCaml (hereinafter “programming languages”), with the support of people with interests in the programming languages being a subordinate purpose.
- (2) The Association strives to achieve its purpose through intangible and tangible resources in accordance with Art. 34 et seq. of the Austrian Federal Tax Code (BAO).
- (3) Intangible resources are:
  - a) promotion of the languages by means of staging and visiting public or closed events, lectures, consultations, courses, workshops, conferences and conventions of all kinds;
  - b) staging of conferences for the presentation and exchange of research and development results, and the exchange of other expert knowledge;
  - c) participation in the national and international further development of platforms for programming languages, where “platforms” is understood in particular to mean documentation, language development, tools for language development, communities of interest, websites, teaching materials and research work;

- d) programming of developer tools;
  - e) further development of the programming languages ReasonML and/or OCaml;
  - f) collaboration and networking with natural or legal entities at home or abroad engaged scientifically or commercially in the programming languages;
  - g) creation of documentation and teaching materials;
  - h) issuance of other recording media, image media, multimedia information media, printed media, virtual media (Internet), publications of all kinds;
  - i) free provision of physical, electronic or virtual infrastructure (servers, websites, domains, etc.) for the automation of development processes, online documentation, hosting of teaching materials and open source projects in accordance with the resolutions of the Association, for which the collection of primary costs is permitted;
  - j) support for research and/or educational institutions;
  - k) supervision of students for Bachelor's, Master's and PhD theses;
  - l) provision of grants for IT students;
  - m) financing of employees as open source developers of programming languages;
  - n) establishment and operation of an Association and/or information office for programming languages;
  - o) establishment, operation and/or support for educational institutions, media libraries, cultural institutes and education agencies in the broadest sense;
  - p) membership of legal entities under private and/or public law at home and abroad, and of international legal entities and/or delegations of Association representatives in institutions of the same kind;
  - q) submissions, petitions and memoranda to legal entities under private and/or public law at home and abroad, international legal entities and natural entities;
  - r) award of grants and prizes of all kinds as a means of achieving the objectives cited in lit. a) to q); and
- (4) Material funds will be provided by
- a) sponsorship money;
  - b) membership dues and fees;
  - c) portfolio of Association property;
  - d) membership fees;
  - e) entrance fees to events (workshops, conferences, other events);

- f) subsidies, grants, legacies, dedications and the like;
  - g) collections (donations) and ventures; and
  - h) income from meetings and publications.
- (5) The material funds may only be used for the purposes specified in the articles of association. Members (Art. 3) or their associates (Art. 4) may not receive any intangible or material share in profits and other gratuitous or profit-related contributions from Association funds.
- (6) Commercial ventures of any kind (e.g. stock corporations) can only be undertaken after a resolution at a general meeting and the presentation of all legal authorizations and compliance with all legal regulations provided that the non-profit character of the Association is not lost after legal investigation in this regard.

## **II. Main section      Membership**

**Art 3.** The Association has members. These are natural or legal entities or other companies with legal capacity at home or abroad.

**Art 4.** Associates are natural entities having a direct, association, social, work or contractual relationship with the member of the Association. Associates are not members of the Association. They have rights and obligations under the articles of association and legal structure of the Association.

**Art 5.** The Board or the General Meeting shall, by unanimous decision, decide of the granting of membership in response to a written application from the applicant. Before the Association is entered in the Central Register of Associations, members will be accepted upon a unanimous decision of the founders. Membership shall only become effective after the formation of the Association.

**Art 6.**

- (1) The membership of a person shall lapse upon their death, loss of legal personality or capacity, insolvency, qualified default of payment, letter of resignation or exclusion.
- (2) Already established performance, duty to refrain or payment obligations shall be unaffected by termination of membership.

**Art 7.** Members must observe a period of notice to resign of 3 months from 31 March and 30 September. If the letter of resignation is delayed, it becomes effective on the next resignation date.

**Art 8.**

- (1) A member may be excluded by the Arbitration Tribunal for gross violation of his or her duties.
- (2) As an alternative to section (1), an ordinary or extraordinary member may be excluded for gross violation of his or her duties by a 2/3 majority of a general meeting at the request of 1/4 of the members. In this case, the member shall be entitled to appeal (application) to the Arbitration Tribunal within four weeks of learning of the resolution.

**Art 9.** The rights of membership include

- (1) participation in and contribution to the ideals pursuant to Art. 2(3);
- (2) use of the facilities of the Association in accordance with these articles and the rules of procedure of the Association;
- (3) transfer of the articles of association; the rules of procedure and annex; and resolution reports unless the Board has classified them as confidential;
- (4) information in accordance with these articles of association and the rules of procedure of the Association regarding its financial position, especially if this is requested from the Board by at least one-tenth of the membership or if a sizable financial claim threatens or has suddenly arisen;
- (5) calling of a general meeting if at least one-tenth of the membership has requested this from the 1st Board Member; and
- (6) active and passive voting rights for members and their associates.

**Art 10.** The duties of the membership include

- (1) active involvement in the implementation of the purposes of the Association (Art. 2);
- (2) omission of all activities that could damage the image and tasks of the Association;
- (3) preparedness to collaborate in the Association;
- (4) timely payment of all amounts owed to the Association, especially any membership fees;
- (5) participation in the implementation of the articles of association and the rules of procedure of the Association;
- (6) prompt notification to the 1st Board Member of changed contact details and basic provisions;
- (7) timely, verifiable, written notification to the 1st Board Member of (imminent) loss of legal personality or (imminent) insolvency.

### III. Main section      **Decision-making**

**Art 11.**

- (1) The Association shall make its decisions on the basis of its regulations in the committees provided for this purpose and in case of doubt by a simple majority of people present with the right to vote (consensus quorum). The rules of procedure of the Association may allow a 2/3 or 3/4 majority for justified situations or specify minimum presence quora. For decisions made on discussion points with increased consensus quora, the agenda sent out must refer expressly to these before the vote.
- (2) Voting must be confidential if the committee does not decide otherwise by a 2/3 majority.

**Art 12.** The following applies in the absence of other statutory provisions:

- (1) committees must be called to an extraordinary meeting by their chairperson if the rules of procedure of the Association allow this or if at least 10% of committee members permitted to vote request this in writing, indicating the agenda and the time. Convocation of the committee can be waived if there is merely a request for information to be provided within 4 weeks. If there is clear inactivity, the applicants may convene the general meeting themselves.
- (2) Convocation of the committee must be in writing 14 days before the convocation, by email or (phone) verbally, indicating the agenda. Indicating the agenda is not required if the rules of procedure allow a minimal agenda for the particular committee and there are no other agenda items.
- (3) Committee members entitled to vote are permitted to add items to the agenda up to 5 days before the meeting. The chairperson of the committee shall inform those people entitled to vote of the changed agenda immediately at the end of a set period.
- (4) A committee is entitled to make decisions if all members (officers) have been invited in time and at least one-half of them are present. If the committee is not entitled to vote at the specified time, it becomes entitled to do so 30 minutes later and with the same agenda, regardless of the number of people present.
- (5) Unless otherwise specified, meetings of committees of the association shall take place at the address notified by Association officials.
- (6) The chairperson of a committee may exceptionally cede his or her right to the chair to his or her representative or to third persons. If the right to cede the chair cannot be determined in this way, the oldest natural person present shall take the chair.
- (7) Minutes must be taken of committee meetings.
- (8) Unless otherwise specified, legally valid notifications of decisions shall be sent to the addressees of the decision.

**Art 13.** The legal structure may allow decisions to be adopted at a distance.

**Art 14.**

- (1) Decisions of a committee of the Association are binding for subordinate committees unless they involve a decision reserved for the subordinate committee. The Board is subordinate to the General Meeting. The auditing and arbitration committees are neither super- nor subordinate to other committees.
- (2) Subordinate committees are responsible for the implementation of decisions of superordinate committees.
- (3) On the instructions of the superordinate committee, a meeting of the subordinate committee must be convened within two weeks on the matters for discussion by it, must take place within a further four weeks and must invite the people named for this purpose to attend.

#### **IV. Main section      Committees**

**Art 15.** The committees of the Association are: General Meeting, Board, Audit Committee and Arbitration Tribunal.

**Art 16.**

- (1) Natural entities belonging to a decision-making or other committee must be members or associates of members and are referred to below as *officials*.
- (2) Each *official* is obliged in the performance of his or her duties to represent the interested of the Association and always be impartial to members and other *officials*.
- (3) The committee representation of a natural entity shall cease: upon their death; loss of membership (Art. 4); at the end of two years; upon removal or resignation.
- (4) The General Meeting can at any time dismiss any or all of the *officials* of the Board with immediate effect or by setting a deadline if more than one-half of members entitled to vote are present.
- (5) *Officials* may also be dismissed by the Arbitration Tribunal if they have acted in gross breach of their duties or in a damaging manner.
- (6) Officials may submit their resignation in writing at any time. The resignation letter must be sent to the 1st Board Member. The resignation letter of a Board Member must be sent to the membership. The resignation becomes effective upon the selection or co-opting (Art. 18) of a successor, but at least by the end of the third following calendar month.

**Art 17.** The following applies in the absence of other statutory provisions:

- (1) as part of their area of responsibility, committees may appoint one or more people to prepare or carry out particular tasks. They may also be given an advisory vote (co-opting).
- (2) *Officials* are obliged to keep secret from people not affected by it any information they may have obtained in the course of their work for the Association.

- (3) *Officials* shall be entitled to reimbursement of expenses in accordance with the decisions of the Association.

**Art 18.**

- (4) The General Meeting, which is held annually, is the supreme decision-making committee of the Association and is a General Meeting in the sense of the Associations Act (VerG). It is convened and chaired by the 1st Board Member.
- (5) Each member has a vote. The legal transfer of voting rights is permitted.

**Art 19.**

- (1) The General Meeting is responsible for matters of fundamental importance for the Association (policy guidelines).
- (2) Its responsibility also includes:
- a) discussion of matters of fundamental importance for the Association;
  - b) acceptance of the audit report of the Board, Audit Committee and Arbitration Tribunal;
  - c) inquiries or interpellations to the Board;
  - d) issuance of instructions to the Board;
  - e) advice on agenda items and resolution of motions of the membership;
  - f) resolution on the annual budget of the Board;
  - g) decisions on funding requests or contracts with a value in excess of 100,000 euros;
  - h) joining of and withdrawal from other organizations with or without legal personality;
  - i) election and dismissal of the Board;
  - j) selection of the Audit Committee;
  - k) amendment of the articles of association or rules of procedure; and
  - l) dissolution of the Association.

**Art 20.**

- (1) The Board is the supreme committee of the Association in the sense of the Associations Act (VerG). The Board shall meet at least three times every six months. It is convened and chaired by the 1st Board Member.
- (2) Those entitled to vote are:
- a) the 1st Board Member

- b) the 2nd Board Member; and
  - c) up to three other Board Members.
- (3) The term of office of Board Members is two years.

**Art 21.**

- (1) The responsibility of the Board includes matters that affect the operation of the Association and which are referred to it by the General Meeting or the Supervisory Board.
- (2) The Board's responsibility also covers:
- a) provision of the current management of the Association;
  - b) organization of meetings of decision-making committees and Association events;
  - c) acceptance of the audit report;
  - d) generation of audit reports for the General Meeting;
  - e) advice on agenda items and decisions on motions by Board Members;
  - f) measures for compliance with the rules of procedure of the Association; and
  - g) preparation of an annual budget.

**Art 22.**

- (1) The 1st Board Member is the Chairperson of the General Meeting and of the Board. He or she is the manager of the Association internally and its representative externally. He or she is responsible for supervising the administration of officials. He or she exercises any employer rights of the Association. All legal correspondence must be signed by the 1st Board Member and 2nd Board Member.
- (2) The 1st Board Member is also responsible for written and electronic communication, the drafting of minutes of decision-making committees, the documenting and archiving of work, the public appearance and Internet presence of the Association.
- (3) The 1st Board Member also keeps on file the contact details of members, their associates, officials of the Association and their contractual partners, interested parties and friends.

**Art 23.**

- (1) The 1st Board Member is responsible for financial matters. He or she keeps a current income-expenditure account (cash book) and manages the Association assets entrusted to him or her. He or she prepares the annual budget of the Association and is responsible for ensuring that the financial position of the Association is identifiable in a timely and adequate manner.
- (2) The 2nd Board Member supports the 1st Board Member in all matters relating to the exercise of his or her duties and represents him or her with all rights and obligations if the 1st Board Member is unable to do so.

**Art 24.** The other Board Members advise and support the 1st Board Member and 2nd Board Member without power of representation.

**Art 25.** The two members of the Audit Committee are chosen by the General Meeting for a period of one year. They may not belong to any other committee.

**Art 26.**

- (1) The Audit Committee is responsible for ongoing business control, auditing of the annual statement of accounts within four months, for presentation to the Board by May 31 of each year, and for verifying the appropriate use of the funds of the Association. It reports the results of the audit to the Board and the General Meeting.
- (2) It must at the request of a decision-making committee or one-quarter of the membership of the Association undertake an extraordinary audit of the finances.

**Art 27.** The Audit Committee may request the convocation of an extraordinary general meeting for the purpose of fulfilling its role and to protect the assets of the Association.

**Art 28.** All auditors are bound to secrecy concerning the information they obtain in the course of their duties.

**Art 29.** The rules of procedure regulate the rules of debate used during meetings of all or particular committees of the Association.

## V. Main section      Dispute settlement

### Art 30.

- (1) Disputes are settled by the Arbitration Tribunal of the Association.
- (2) The Arbitration Tribunal decides on the violation of obligations of members and their associates, and on the associated sanctions; on the exclusion of members; on the dismissal of officers for gross breach of duty or harmful behavior; on other disputes arising from the Association relationship; and on matters which the parties to the dispute have agreed are the responsibility of the Arbitration Tribunal pursuant to Art. 577 et seq. of the Austrian Code of Civil Procedure (ZPO).
- (3) The Arbitration Tribunal must conduct its proceedings according to the logical application of the Austrian law of civil procedure in compliance with the assessments of Art. 577 ZPO, and especially the principle of the right to be heard.

### Art 31.

- (1) The Arbitration Tribunal shall consist of three judges, namely the Chairperson and two Committee Members. The Chairperson must have legal qualifications. Members of the Arbitration Tribunal may not belong to any committee, with the exception of the General Meeting.
- (2) The Arbitration Tribunal shall be constituted as a committee to which the applicant submits his or her request triggering the procedure to the 1st Board Member. In this request, the 1st Committee Member shall be named in the event of any other loss of rights. Within seven days, the 1st Board Member must submit the request from the applicant to the party designated by the applicant (hereinafter referred to as the respondent), together with any demands; within 14 days, the 2nd Committee Member, subject to the loss of rights, must be named in writing and take a position on the matter within 30 days. If no Committee Members are named, the Chairperson shall be obliged to decide this him- or herself. After the naming or determination of the 2nd Committee Member, the two Committee Members shall, within a further 14 days, select the 3rd member of the Arbitration Tribunal to become its Chairperson. In the event of a tie, the proposed candidate shall be chosen by lot. Any proceedings initiated must be decided within 6 months.
- (3) The members of the Arbitration Tribunal shall be independent and not bound by instructions. Their committee membership shall expire only through death or resignation. They shall decide to the best of their ability by a simple majority in the presence of all three people entitled to vote. Abstentions are not permitted. The decisions of the Arbitration Tribunal shall be final internally if it is not regarded as an Arbitration Tribunal in the sense of Art. 577 et seq. ZPO.
- (4) All members of the Tribunal shall be bound to secrecy with regard to information they obtain in the course of the proceedings. The parties shall be entitled to release the members of the Tribunal from the obligation of secrecy with regard to the information concerning them.

## VI. Main section      Final provisions and miscellaneous

**Art 32.** The rules of procedure govern the detailed implementation of the articles of association and may not contradict them. These rules are decided by a 2/3 majority at the General Meeting after prior proposal.

**Art 33.** The General Meeting may decide that the provisions of the rules of procedure do not apply (exception to rules of procedure) to individual matters within its sphere of activity. An application to this effect requires the prior proposal of a 2/3 majority of the decision-making committee.

**Art 34.** Documents in paper form meet the requirement for the written form. Unless otherwise decided by the rules of procedure, electronic documents will also be acceptable.

**Art 35.** A 1/4 majority of all members can request the dissolution of the Association. The dissolution can be decided by a 3/4 majority at a General Meeting with the exclusive agenda item of "Dissolution of the Association", if it can be demonstrated that all members were invited to this General Meeting.

**Art 36.** In the event of the dissolution of the Association as well as in the event of the discontinuation of the previous beneficial purpose of the Association, the Association's assets shall accrue to a non-profit association to be determined by the General Meeting by the time of dissolution, subject to the condition that they be used for non-profit purposes within the meaning of the Austrian Federal Tax Code. The Association may choose a liquidator for its dissolution.

**Art 37.** The last Board Member of the Association must notify the competent authority in writing of the voluntary dissolution within four weeks of the resolution. This notification must contain the name, birth date, place of birth and the address for deliveries, as well as the commencement date of the liquidator's power of representation, if applicable.

**Art 38.** The articles of association shall be amended at a General Meeting after a prior proposal by a 3/4 majority.

**Art 39.** These articles of association shall come into effect on August 20, 2018 or, at the latest, by the time the Association is entered in the Central Register of Associations.

The founders and Board Members:

**Patrick Stapfer, BSc**  
Founder, 1st Board Member

**Nikolaus Graf, BSc**  
Founder, 2nd Board Member

**Dr. Cristiano Calcagno**  
Founder, 3rd Board Member