Translation of the Statutes of the Association

"European Centre of Tort and Insurance Law"

("Europäisches Zentrum für Schadenersatz- und Versicherungsrecht")

as of April 23, 2025

1. Name and Seat of the Association

1.1. The name of the Association is "European Centre of Tort and Insurance Law". The German translation is "Europäisches Zentrum für Schadenersatz- und Versicherungsrecht". The abbreviation is "ECTIL".

1.2. The seat of the Association is Vienna, Austria.

2. Purposes of the Association

The association ECTIL, which does not aim at gaining profits or other economic advantages, nor at carrying on a business, has the purposes

- to do legal and comparative legal research in the field of national, international and common European tort and insurance law and of the unification of European tort and insurance law;
- to draft Principles for a future harmonization of European tort law in cooperation with the Eiropean Group on Tort Law;
- to cooperate with scholars and research institutions in the field of tort and insurance law and with undertakings and corporations interested in such cooperation for joint research projects.

3. Activities to Realize the Purposes of the Association

3.1. These purposes shall be achieved by means of the following activities:

- carrying out research projects in the field of tort and insurance law;
- accepting and awarding academic research contracts in this field;
- giving scientific expert opinion, specifically concerning legal projects in the field of tort and insurance law;
- organization of specialized events (symposia, colloquia, workshops, lectures, etc.);

- editing publications;
- permanent communication and cooperation with scholars, research institutions, undertakings and corporations as well as representatives and organs of the European Communities in the field of tort and insurance law;
- establishing and maintaining contact with universities and other research institutions, business associations and corporations;
- informing about the activities of the Association and about the development in the laws of the European countries in the field of tort and insurance;
- **setting up a website and/or other electronic media;**
- building up and maintaining a library specialized in national, international and common European tort and insurance law.

3.2. The financial means necessary to realize the purposes of the Association shall be obtained through

- voluntary contributions by members and non-members **(public and private companies, insurance associations, (re)insurance companies, law firms, professional organisations, trade associations, private individuals, etc. – from Austria and abroad)**,
- donations and bequests from members and non-members,
- revenues from research contracts, events and publications,
- public assistance and sponsorship by other institutions.

4. Members, Fellows

4.1. Members can be natural or legal persons and corporations.

4.2. The members are ordinary or honorary members or supporting members.

4.3. Ordinary members participate at the General Meeting (Article 7.2.). Honorary members and supporting members do not participate at the General Meeting.

4.4. Supporting members contribute to the purposes of the Association by means of financial support. They shall be informed about the activities of the Association and the results of research projects.

4.5. Scholars who contribute to the realization of specific projects of the Association can be appointed as “Fellows”.

5. Obtainment of Membership

5.1. The admission of members is decided by the Supervisory Board upon proposal by the Board of Directors.

5.2. Before the establishment of the Association, members shall be admitted by the proponents. This membership shall become effective upon the establishment of the Association.

6. Termination of Membership

6.1. Membership is terminated by voluntary renunciation or by exclusion. Membership of natural persons is also terminated by death, membership of legal persons also by the loss of legal personality.

6.2. Renunciation can be effected at any time; it has to be notified to the Board of Directors by registered letter.

6.3. The General Meeting can pronounce the exclusion of a member in a reasoned statement

- in case of a serious violation of membership duties or
- in case of behaviour seriously detrimental to the interests and the purpose of the Association.

7. Rights and Duties of Members

7.1. Members are entitled to make proposals to the organs of the Association concerning the promotion of the purposes of the Association.

7.2. Ordinary members are entitled to participate at the General Meeting of the Association. Every ordinary member has the right to vote in the General Meeting.

7.3. Members have to

- uphold the interests and the reputation of the Association, and
- respect the Statutes and the decisions of the organs of the Association.

8. Organs of the Association

The organs of the Association are

8.1. the General Meeting **(Articles 9. and 10.)**,

8.2. the Board of Directors **(Articles 11. and 12.)**,

8.3. the Supervisory Board **(Articles 13. and 14.)**,

8.4. the Auditors (Article 16.),

8.5. the Arbitral Tribunal (Article 17.).

9. The General Meeting

9.1. The General Meeting is convoked by the Board of Directors by written invitation to every ordinary member. The invitation has to be sent out at least 14 days before the General Meeting. It has to specify the time and place of the meeting and set out the agenda. A shorter period of time is permitted on important grounds, specifically in the case of urgent decisions.

9.2. The ordinary General Meeting is held once a year, duly at the seat of the Association.

9.3. An extraordinary General Meeting may be called by the Executive Director or one of the Executive Vicedirectors at any time. Upon a resolution by the Board of Directors, a resolution by the Supervisory Board, or upon written, reasoned request by a tenth of all ordinary members, a General Meeting is to be called for a date within 8 weeks. In case the Board of Directors fails to comply with this request within 4 weeks, the said organs and persons themselves are entitled to convoke a General Meeting. They are also entitled to demand the discussion of a specific subject-matter in the next General Meeting if this subject-matter is within the competences of the General Meeting.

9.4. The Chairperson of the Supervisory Board presides over the General Meeting. In case he or she is unable to hold the chair, the meeting is presided over by the Vice-Chairperson of the Supervisory Board, the Executive Director or one of the Executive Vicedirectors.

9.5. The quorum is constituted if at least one sixth of the ordinary members are present in person or represented at the set time. In case the quorum of a General Meeting is not constituted at that time, a period of 30 minutes shall pass. After this period of time, the quorum is constituted, regardless of the number of ordinary members being present or represented.

9.6. Legal persons as members are represented by their statutory organs or other representatives. A member is entitled to authorize a representative, who identifies himself by presenting a written authorization or the invitation to the General Meeting.

9.7. The General Meeting adopts its decisions by simple majority of valid votes cast, unless these Statutes provide differently. Every ordinary member present in person or represented has one vote.

9.8. The decision according to Article 10. lit.f is taken as provided for by Article 18.1. Decisions according to Articles 10. lit.e are adopted by a majority of 3/4 of the valid votes cast. Members who belong to the Board of Directors are excluded from the vote according to Article 10. lit.b.

9.9. The General Meeting is to be recorded in minutes, which must detail the participants, the subject-matters treated, the decisions adopted and their validity in accordance with these Statutes. The minutes are to be signed by the chairperson of the General Meeting. Every ordinary member receives a copy of the minutes upon demand.

10. Competences of the General Meeting

The General Meeting decides about

a) the appointment and removal of the Board of Directors and of individual members of the Board of Directors;

b) the formal approval of the Board of Directors;

c) the election and recall of members of the Supervisory Board;

d) the exclusion of a member;

e) a change of these Statutes;

f) the dissolution of the Association.

11. The Board of Directors

11.1. The Board of Directors is constituted by

- the Executive Director,
- two Executive Vicedirectors,
- two further members.

11.2. Eligible as members of the Board of Directors are members of the Association and organs and employees of members of the Association.

11.3. The term of office of the Board of Directors ends at the date of the third ordinary General Meeting following its appointment. In any case, it does not end before the

election of a new Board of Directors. Reelection of members of the Board of Directors is possible.

11.4. The Board of Directors is convoked by the Executive Director or, should this not be possible, one of the Executive Vicedirectors, duly including the agenda in the invitation.

11.5. The quorum of the Board of Directors is constituted if all its members have been invited and at least half of them are present or represented. Decisions can also be adopted by circular letter, unless a dissenting member demands a meeting to be called.

11.6. The Board of Directors takes its decisions by simple majority. In cases of equal votes, the vote of the Executive Director is decisive.

11.7. The Executive Director presides over the meeting. In case he or she is unable to hold the chair, the meeting is presided over by one of the Executive Vicedirectors.

11.8. The term of office of a member of the Board of Directors ends in the case of death, expiration of the term of office (Article 11.3.), recall (Article 11.9.), or resignation (Article 11.10.).

11.9. The General Meeting is entitled to recall with immediate effect the entire Board of Directors or individual members of the Board of Directors at any time.

11.10. The members of the Board of Directors can submit their resignation in writing at any time. The resignation is to be addressed to the Board of Directors, in case of the resignation of the entire Board of Directors to the General Meeting. The resignation of the entire Board of Directors becomes valid upon the election of a new Board of Directors.

12. Tasks of the Board of Directors and of Individual Members of the Board of Directors

12.1. The Board of Directors conducts the current business of the Association. It executes all matters not assigned to an other organ of the Association by these Statutes. Its competences include specifically the following matters:

a) realization of research projects, organization of research meetings and other events of the Association, publication of the results of research projects, and setting up the library;

b) proposal of the admission of members of the Association;

c) proposal of the admission of Advisory Members to the Supervisory Board (Article 15.) and of Fellows (Article 4.5.);

d) recruitment and dismissal of employees of the Association;

e) preparation and convocation of ordinary and extraordinary General Meetings;

f) setting up the outline of activities and the budget for the following year, as well as a report of activities and a statement of account for the past year.

12.2. The Executive Director or one of the Executive Vicedirectors represents the Association in external relations.

12.3. The internal regulation is as follows:

In case of emergency the Executive Director is entitled to give orders also in matters resting within the competence of the General Meeting or the Board of Directors under his own responsibility; these orders must subsequently be sanctioned by the competent statutory organ of the Association.

13. The Supervisory Board

13.1. The members of the Supervisory Board are elected by the General Meeting.

13.2. The Supervisory Board is elected in such a way that

a) at least 4 representatives of undertakings, corporations or persons supporting the Association financially, and

b) the same number of scholars

are represented in the Supervisory Board.

The members of the Supervisory Board must be independent and impartial. With the exception of the General Meeting, they may not belong to any organ whose activities are subject to supervision.

13.3. The term of office of the Supervisory Board ends at the date of the third ordinary General Meeting following its election. Reelection of members of the Supervisory Board is possible.

13.4. The members of the Supervisory Board elect out of their scholar members (Article 13.2.lit.b) a Chairperson and one Vice-Chairperson.

13.5. The General Meeting can vote the removal of the entire Supervisory Board or of individual members of the Supervisory Board on important grounds before the term of office has expired by a majority of 3/4 of the valid votes cast.

13.6. Members of the Supervisory Board can resign from office in written form at any time. The resignation is to be addressed to the Board of Directors, which informs the General Meeting. The resignation becomes effective 4 weeks after its receipt at the Board of Directors, unless the General Meeting accepts the resignation earlier.

13.7. A meeting of the Supervisory Board is held at least once a year, duly at the seat of the Association. Upon a written request from the Board of Directors or from half of the members of the Supervisory Board, a meeting has to be called without delay.

13.8. The Chairperson of the Supervisory Board, or, should this not be possible, the Vice-Chairperson or the Executive Director convokes the meeting by written invitation. The invitation is to be sent out at least 14 days before the date of the meeting. A shorter period of time is permitted on important grounds.

13.9. The Chairperson of the Supervisory Board presides over the meeting of the Supervisory Board. In case he or she is unable to be present the Vice-Chairperson will hold the chair.

13.10. The quorum is constituted if all the members of the Supervisory Board have been invited according to these Statutes and at least half of them, among them at least one member according to Article 13.2.lit.a and one member according to Article 13.2.lit.b are present. Members of the Supervisory Board are entitled to authorize a representative. Decisions can also be taken by circular letter, unless a dissenting member of the Supervisory Board demands a meeting to be called.

13.11. The Supervisory Board adopts its decisions by a majority of 2/3 of the valid votes cast.

13.12. Every meeting of the Supervisory Board is to be recorded in minutes, which must detail the participants, the subject-matters treated, the decisions adopted and their validity in accordance with these Statutes. The minutes are to be signed by the Chairperson. Every member of the Supervisory Board receives a copy of the minutes, even if he or she was not present at the meeting.

14. Tasks of the Supervisory Board

The tasks of the Supervisory Board are:

a) Deciding about research projects, setting the time-schedule for their realization, finances of the Association and other decisions in fundamental questions concerning the activities of the Association.

b) Sanctioning the outline of activities and the budget for the following year, and the report of activities and the account of the past year.

c) Admission of ordinary, honorable and supporting members of the Association;

d) Appointment of further Advisory Members (Article 15.) and of Fellows (Art 4.5.);

e) Advising the Board of Directors and proposing and preparing decisions of the General Meeting;

f) Supporting the purposes of the Association and of the activities to realize these purposes (Article 2.).

15. Advisory Members

15.1. The Supervisory Board may appoint, upon proposal by the Board of Directors, further scholar members who are called "Advisory Members".

15.2. The Advisory Members are to advise the Supervisory Board concerning its tasks (Article 14.).

15.3. Advisory Members are to be invited to the meetings of the Supervisory Board by the same procedure as are members of the Supervisory Board.

16. Auditor

16.1 Two Auditors shall be elected by the General Meeting for a period of four years. Re-election is possible. The Auditors may not belong to any organ whose activity is subject of the audit, with the exception of the General Meeting.

16.2 The Auditors shall be responsible for ongoing monitoring of business and for auditing the Association's accounts with respect to the truth and fairness of the accounts and the application of funds in line with the Statutes. The Board of Directors shall make the necessary documents available to the Auditors and provide them with the necessary information. The Auditors shall report to the Board of Directors and the Supervisory Board on the result of their audit.

16.3 **Legal transactions between Auditors and the Association require the approval of the General Meeting. In addition, the provisions of Articles 11.8., 11.9. and 11.10. apply mutatis mutandis to the Auditors.**

17. Resolution of Disputes Arising from these Statutes

17.1. Notwithstanding Article 10., disputes arising from these Statutes are to be settled by an **internal** Arbitral Tribunal. **It is a "conciliation body" as defined by the Association Act 2002 and not an arbitration court pursuant to §§ 577 et seq. ZPO**.

17.2. The Arbitral Tribunal is composed of three **ordinary members**. Every litigating party nominates one person to the chairperson of the Supervisory Board within four weeks; upon notification by the chairperson of the Supervisory Board within 7 days, the persons nominated as arbitrators designate a third person as chairperson of the Arbitral Tribunal. If no agreement is reached about the chairperson of the Arbitral Tribunal within four weeks, the decision between the chairpersons nominated by each of the arbitrators is taken by casting lots. **The members of the Arbitral Tribunal may not belong to any organ – with the exception of the General Meeting – whose activities are the subject of the dispute.**

17.3. The Arbitral Tribunal takes its decision with all three members present by simple majority **after both sides have been heard**. The Arbitral Tribunal decides in good faith. Its decisions are final within the Association.

18. Dissolution of the Association

18.1. The resolution about the voluntary dissolution of the Association (Article 10. lit.f) has to be specifically put on the agenda in the invitation. For the valid adoption of this resolution it is necessary that at least half of the ordinary members of the Association are present or represented in the General Meeting; the resolution is adopted by 3/4 of the valid votes cast.

18.2. Concurrent with the resolution about the voluntary dissolution of the Association ECTIL, the utilization of the property of the Association is to be decided.

18.3. **If the Association is dissolved or if its previous favoured purpose ceases to exist, the remaining assets of the Association after covering the liabilities must in any case be used for the favoured purposes listed in these Statutes in accordance with § 4a para. 2 EStG 1988.**

Therefore, the remaining assets of the Association must be transferred to another corporation, for example the "Institute for European Tort Law (ETL) of the Austrian Academy of Sciences and the University of Graz", with the mandatory requirement that they be used exclusively for the purposes favoured in accordance with § 4a para. 2 EStG 1988 and listed in these Statutes. It is also necessary that the other corporate body, for example the "Institute for European Tort Law (ETL) of the Austrian Academy of Sciences and the University of Graz", fulfils the requirements for the granting of tax benefits in accordance with §§ 34 - 47 BAO.

18.4. The dissolution of the Association is to be notified within 4 weeks in writing to the competent Austrian authority ("Vereinsbehörde") and is to be published in the "Amtsblatt der Wiener Zeitung".