PARTNERSHIP IN THE AUSTRIAN RETAIL ASSOCIATION

Declaration of Accession for Service Companies

Company	
Joining Date	
Street and House Number	
Postal Code, City	
Phone	
E-Mail	
Industry	
Revenue & Employees Worldwide	
Revenue & Employees Austria	
Main Contact Person for the Partnership	
First Name / Last Name	
Position	
E-Mail	
Phone & Mobile Number	
Services Provided for Retail	

Partner Fee

The annual fee for partners in **2025** amounts to

- € 2.550 EUR net for companies with up to 159 employees in Austria and less than 1,000 employees worldwide.
- € 5.100 EUR net for companies with 160 or more employees in Austria or more than 1,000 employees worldwide.

The fee is paid **in advance** for the calendar year, pro rata in the first, possibly incomplete year. Cancellation is possible until the end of September – otherwise, the partnership is extended for another year. The partner contribution is **value-secured** and is adjusted annually on January 1st.

Invoice Adress	
VAT Number	
Contact Person for Invoices	
E-Mail for Invoices	

Declaration of Commitment to the Statutes of the Austrian Retail Association

On behalf of the company _____ I/we fully agree with the statutes adopted by the General Assembly of the AUSTRIAN RETAIL ASSOCIATION on 23.09.2021 and commit to strictly observing and adhering to the **statutes/rules (attached)**, which I/we have signed.

First Name / Last Name	
Location, Date	
Signature & Company Stamp	

Reference / Recommendation

As our partnership model is based on the recommendation principle, we require **at least one reference** from an existing member of the Association. The reference/recommendation can be sent directly by the member to office@handelsverband.at.

Our members can be found here: https://www.handelsverband.at/mitglieder-partner/unsere-mitglieder.

Please name the expected reference partners:

Reference 1	
Reference 2 (optional)	

Statutes

of the Austrian Retail Association

HANDELSVERBAND | AUSTRIAN RETAIL ASSOCIATION | VERBAND ÖSTERREICHISCHER HANDELSUNTERNEHMEN
Alser Straße 45 | A – 1080 Wien | T +43 (0)1 406 22 36 | office@handelsverband.at | www.handelsverband.at

STATUTES OF THE AUSTRIAN RETAIL ASSOCIATION

In the version adopted by the 70th General Assembly on September 23, 2021

§ 1 Name and Seat of the Association

The association bears the name "HANDELSVERBAND - Verband österreichischer Handelsunternehmen", which is translated into English as "AUSTRIAN RETAIL ASSOCIATION - Association of Austrian trading companies" (hereinafter also referred to as "Association"). It is legally structured as an association under the Austrian Association Act 2002 (*Vereinsgesetz 2002*) as amended and is headquartered in Vienna. The sphere of activity extends to the entire territory of the Republic of Austria and the entire EU area. The association is not politically oriented. The fiscal year is the calendar year.

§ 2 Purpose of the Association

The Association aims to unite and safeguard the economic interests of trading companies operating in Austria and other distribution channels for goods and services in Austria and abroad, to promote the economic activities of its members, and to uphold free competition for its members' companies within the framework of laws and other binding legal regulations.

The Association is responsible for regulating working conditions and concluding collective agreements within the scope of the Association's activities.

Furthermore, the Association is tasked with combating all forms of unfair competition. It is its duty to support its members in asserting claims. The Association itself is entitled to file lawsuits, particularly under the Austrian Act Against Unfair Competition (*Gesetz gegen den unlauteren Wettbewerb*), in court and to pursue competition law claims against third parties.

In order to achieve and secure the Association's idealistic purposes and objectives from a material perspective, the Association is entitled to participate in profit-oriented companies, associations, or clubs.

§ 3 Means to Achieve the Association's Purpose

The achievement of the Association's purpose is pursued in compliance with all relevant regulations, in particular through:

a) submissions, proposals, statements, etc., to authorities and representative bodies regarding legislation and administration, representation of the Association in relevant economic organizations, and cooperation with them;
b) negotiations with the collective bargaining parties of employees;
c) joint consultation on the economic interests of the members;
d) the operation of joint facilities and the provision of information to requesting members;
e) the cultivation of relationships with similar organizations in other countries and participation in European and international trade organizations;
f) educating the public about the significance and objectives of the Association's members, as well as supporting them in all matters of common interest, e.g., through the awarding of quality and certification marks and the establishment of association brands;
g) other means deemed appropriate by the Association, such as lobbying, networking, public relations of any kind, including the establishment and operation of necessary facilities for these purposes;
h) raising the necessary financial resources, which is achieved, among other things, through membership fees, certifications, revenues from events and sponsorships, as well as the Association's own publications (print and electronic media).

§ 4 Membership

A) Forms of Full Membership:

1. Ordinary members (natural and legal persons);
2. Corporate members;
3. Extraordinary members (honorary members, honorary members of the Presidential Council, honorary presidents, advisory board members).

B) Acquisition of Membership:

1. Membership must be applied for in writing or orally to the Association. The decision on the application for admission shall be communicated to the applicant within six weeks without stating reasons. Before submitting an application to the Executive Board for a decision, the management shall examine whether the applicant meets the requirements for Association membership.
2. Companies engaged in trade in goods or services, as well as other forms of distribution of goods and services, may join the Association as **regular members**. The authority of members to represent themselves within the Association is determined by the companies themselves.
3. Associations, clubs, and other organizations that aim to represent economic interests and whose members are companies engaged in trade in goods and/or other forms of distribution of goods and/or services may be admitted as **corporate members**.
4. **Extraordinary members** may include companies, corporations, or natural persons who support the activities of the Association.
5. Persons who have rendered outstanding services to the Association or Austrian trade may be appointed as honorary members or advisory board members by the Executive Board and the Presidential Council. Advisory board members are distinguished individuals, particularly from politics, business, science, and the arts, who have made exceptional contributions to the goals and purpose of the Association and whose advice and support are highly valued by the Association. This nomination entails no obligations. The Association expects those nominated to provide expert advice in specific cases as needed.
6. Honorary members of the Presidential Council are automatically co-opted into the Presidential Council with voting rights upon their nomination. Their co-optation or resignation does not affect the minimum or maximum numbers specified in § 11 no. 2.
7. Natural persons may be admitted as members if this is in the interest of the Association.

C) Termination of Membership:

1. By Resignation: The resignation must be submitted in writing to the association no later than three months before the end of a calendar year. If submitted on time, the membership ends at the close of the respective calendar year.
2. By Death: Applies to natural persons.
3. By Expulsion: An expulsion may be decided by the Presidential Council with a simple majority vote if the member violates a significant obligation of this statute or acts against the essential interests of the association. However, the expelled member has the right to appeal to the arbitration body (§ 21). The appeal must be submitted to the association within four weeks from the date the member was informed of the expulsion decision.

D) **Online Members:**

Online members are not members within the meaning of § 4 para. A or §§ 5 - 23 of this statute. Their rights and obligations are conclusively described in this section (D) and differ from those of the members under § 4 para. A of this statute. Consequently, §§ 5 - 23 do not apply to online members, meaning they do not have any participation or involvement rights in an association body pursuant to § 7 and therefore do not have any voting rights at body meetings.

1. **Eligibility for Online Membership:**
   Micro and small enterprises as defined by the SME criteria (maximum of 49 employees, revenue & balance sheet total < 10 million euros), engaged in trade, services, or other distribution models for goods and services, are eligible for online membership. Online members regulate their own representation authority within the association.

2. **Exclusion from Online Membership:**
   Medium and large enterprises according to the EU definition, micro and small enterprises with affiliated companies that qualify as medium-sized enterprises or larger (> 50 employees, > 10 million euros), direct sales companies, and franchise structures may only apply for full membership (§ 4 para. A), which includes participation in committees, divisions, and the General Assembly.

3. **Scope of Online Membership Services:**
   Selected services are offered flexibly. Representation of interests is not part of the online membership.

4. **Duration and Termination of Online Membership:**
   Online membership can be entered into at any time. It is an indefinite membership with an initial binding period of 12 months, after which the online member may terminate their membership at the end of any given month with a notice period of three months.

5. **Exclusion of an Online Member:**
   The exclusion of an online member can be decided by a majority vote of the association's board if the online member violates a material obligation of these statutes or acts contrary to the essential interests of the association.

§ 4a Partnership

1. Companies operating along the value chain of trade can be admitted as partners in the Association. Participation can be requested by all companies. Among the admission conditions is, among other things, that the companies provide essential services for retail in the Austrian market and are confirmed by at least one reference member of the Association.

2. A categorization based on the characteristics of partners is possible. Young companies (start-ups) do not require a reference but must submit a one-page business plan to the Executive Board, which outlines the intention to provide added value to Austrian trade through innovative developments. Young companies (according to the defined criteria in the start-up partner information document) can be exempted from the obligation to pay an annual fee by decision of the Executive Board, provided that a non-cash consideration offered by the company's activities is deemed beneficial to the Association and is at least equivalent to the amount of the applicable annual fee.

3. The president, upon the proposal of the management, decides on the admission of partners. Prior to this, the reference member(s) are consulted. There is no legal entitlement to admission.

4. Partners are entitled to receive specific services from the Association. They can participate in the Association's events under preferential conditions. However, they do not participate in votes or elections.

5. Termination of the partnership:

    a. By resignation: Resignation must be submitted in writing by the partner/Association to the management no later than three months before the end of the calendar year. If it is submitted on time, the partnership ends at the end of the relevant calendar year.

    b. By expulsion: Expulsion by the Association is possible for an important reason. An important reason exists, in particular, in the case of a serious violation by the partner of these statutes. The same applies in cases of harassing or harmful behaviour towards the Association, its employees, officials, member companies, and partners, or if the partner's performance deteriorates to such an extent that the participant no longer meets the high-quality standards of the Association. A performance deterioration is determined upon the request of a member company, following a factual examination by the management and by the Executive Board. The decision is final and not subject to appeal. Performance deterioration is considered established if a reference member withdraws their recommendation.

    The termination of the partnership does not release a participant from the obligation to pay any outstanding contributions for the current calendar year or other obligations that became due before the termination of participation.

§ 5 Rights of Members

All members of the Association have the right to:

1. Receive support from the Association in safeguarding their legitimate interests in accordance with the Association's purpose;
2. Use the common facilities established by the Association, in accordance with the applicable rules and resolutions for these facilities;
3. Participate in General Assemblies and vote in accordance with these statutes. Ordinary members have both active and passive voting rights, while extraordinary members have only active voting rights.

The rights of online members are specified separately in § 4 para. D.

§ 6 Duties of Members

All members of the Association have the duty to:

1. Promote the interests of the Association;
2. Comply with the statutes of the Association and the resolutions passed by the General Assembly;
3. Fully pay the membership fees as determined by the General Assembly.

The duties of online members are specified separately in § 4 para. D.

§ 6a Duties of Partners

1. Partners are obliged to offer their specific expertise within the Association's exchange.
2. Partners are obliged to pay an annual fee, which is determined by the General Assembly.

§ 7 Bodies

The bodies of the Association are:

1. The General Assembly
2. The Presidential Council
3. The Executive Board, including the President and Vice Presidents
4. The Treasurer
5. The Management

All persons whose right of representation is based on § 4 para. A no.1, and who represent an active company that is a member of the Association, are eligible for election to the bodies listed in § 7 no.1 to 4. In justified exceptional cases, the General Assembly may waive the requirement for holding a position.

§ 8 General Assembly

The General Assembly is the members' meeting in accordance with the Association Act 2002.

1. The General Assembly is responsible for:

   b) Electing the Presidential Council and removing its members from office;
   c) Electing the President;
   d) Electing the Vice Presidents upon the President's proposal;
   e) Electing the Treasurer upon the President's proposal;
   f) Appointing auditors from among the members or a certified auditor upon the President's proposal;
   g) Approving the management's annual report;
   h) Approving the budget and financial statements of the Association;
   i) Discharging the management;
   j) Discharging the Presidential Council and the Executive Board;
   k) Discharging the Treasurer, the auditors, or the certified auditor;
   l) Determining any possible admission fee and membership fees;
   m) Passing resolutions on motions submitted by the Executive Board, members of the Presidential Council, the Treasurer, or members of the Association;
   n) Adopting amendments to the statutes;
   o) Dissolving the Association.

2. The regular General Assembly of the Association takes place once a year. It is convened by the President. The invitation must be sent in writing at least three weeks before the meeting, including the agenda.

3. An extraordinary General Assembly must be convened by the President within four weeks whenever requested by at least half of the members of the Presidential Council or by at least one-tenth of the members of the Association through a written request to the management stating the reasons. The request or any other reasons provided for the meeting must be included in the agenda. An extraordinary General Assembly must also be convened if the President resigns or is no longer able to perform their duties.

§ 9 Voting Rights in the General Assembly

1. Each member has one vote. Online members as defined in § 4 para.D are excluded from this.

2. Each member may exercise their voting rights in the General Assembly only in person or through a duly authorized representative with written authorization.

3. Extraordinary members do not have passive voting rights.

§ 10 Rules of Procedure of the General Assembly

1. The General Assembly has a quorum, regardless of the number of members present, except as specified in no. 4 of this § 10.
2. Motions not included on the agenda or not submitted to the President at least eight days before the General Assembly may only be considered if three-quarters of the represented votes agree to their discussion and resolution.
3. Amendments to the statutes can only be discussed and resolved if they are included in the agenda.
4. Amendments to the statutes and the dissolution of the Association require a two-thirds majority of the votes of the members present. Additionally, at least two-thirds of the members must be present. If this quorum is not met, the General Assembly will reconvene after half an hour and will then have a quorum under all circumstances.
5. In all cases where the statutes do not provide otherwise, a simple majority of the represented votes is sufficient for passing resolutions or for the validity of an election.
6. A presiding election officer must be appointed for all elections to ensure the proper conduct of the elections. The election officer may also be the management.
7. If the required majority is not reached in an election, a second voting round must be conducted. In the event of another tie, the President shall decide.
8. Minutes of the proceedings must be recorded and signed by the chairperson and the secretary, who is appointed at the beginning of the General Assembly by the President.

§ 11 The Presidential Council

The Presidential Council is an advisory and supervisory body for the Executive Board and the President in important matters.

1. The Presidential Council consists of at least eight and at most 30 ordinary members.
   As far as possible, each business sector or industry within the Association should be represented by at least one member in the Presidential Council.

2. Members of the Presidential Council are elected for a term of three years, beginning with the General Assembly in which the election takes place and ending with the third subsequent regular General Assembly. The appointment remains valid at least until a new Presidential Council is elected. Re-election is permitted.

3. If a member of the Presidential Council resigns or if a replacement is otherwise deemed necessary, the Presidential Council may co-opt (but no more than five) other members, whose right of representation is based on § 4 para. A no. 1, for the remaining term by a simple majority vote. Co-opted members must be confirmed by the next General Assembly.

4. The function of the members of the Presidential Council is a personal one. However, if a member is unable to attend, they may delegate their representation to another member, but no member may represent more than one other member. Non-members of the Presidential Council may participate in meetings as experts without voting rights, provided they receive the President's approval. Membership in the Presidential Council is honorary. Necessary expenses demonstrably incurred in the interest of the Association may be reimbursed.

5. Membership in the Presidential Council ends, in addition to the expiration of the term, in the following cases:
   a) Written resignation submitted to the Presidential Council;
   b) Dismissal by the General Assembly;
   c) Reaching the age of 65;
   d) Termination of employment and/or official function (organizational role) in the sending company.

6. Upon the President's proposal, the General Assembly may appoint a representative of a member, as defined in § 4 para. A no. 1 of these statutes, who has rendered exceptional service to the Association's interests, as Honorary President. The Honorary President holds a lifetime seat and voting rights in the Presidential Council.

7. As long as members of the Presidential Council are part of the Executive Board, their voting rights in the Presidential Council are suspended.

§ 12 Scope of the Presidential Council

The Presidential Council is responsible for advising the President and the Executive Board on important matters concerning the Association and for overseeing their activities.

In particular, the Presidential Council is responsible for making decisions in the following matters:

a. Passing resolutions or granting approval on all important matters concerning the Association, such as quality seals and Association trademarks;
b. Recognizing outstanding achievements in the field of commerce by awarding monetary or material prizes, issuing certificates, and granting public recognition. The Presidential Council establishes the relevant guidelines;
c. Reviewing and approving, for submission to the General Assembly, the annual financial statement audited by the auditors for the past year, as well as the budget for the upcoming financial year;
d. Approving unforeseen expenditures, subject to subsequent approval by the General Assembly;
e. Supervising the implementation of General Assembly resolutions;
f. Passing resolutions on proposals regarding fundamental matters of the Association with long-term implications (Association policy) as recommendations to the General Assembly;
g. Granting approval for the formation of working groups ("platforms", "networks") within the Association. These platforms and networks do not have separate legal personalities. If necessary, they may establish their own rules of procedure, which must be approved by the Presidential Council;
h. Discussing proposals for amendments to the statutes.

§ 13 Rules of Procedure of the Presidential Council

1. The Presidential Council carries out its duties in meetings, which are to be held as needed and have a quorum when at least half of the members are present.

2. If the required quorum is not met, the Presidential Council will reconvene after half an hour and will have a quorum if at least four members of the Presidential Council (excluding members of the Executive Board for this purpose) are present.

3. Meetings are convened by the President, with simultaneous notification of the agenda.

4. The President is obliged to convene a meeting within 14 days if requested by three members of the Presidential Council, stating their reasons.

5. In urgent cases, resolutions may also be passed in writing, by telephone, or through a circular inquiry.

§ 14 The President

The General Assembly appoints a representative of a member company as President. The President may not be a member of the Presidential Council. The term of office of the President runs parallel to that of the Presidential Council, unless the General Assembly determines a different duration, which must not exceed six years, and is honorary.

The President is responsible for:

a. representing the association externally; delegation or authorization of other bodies, particularly the Vice President and/or the management, is possible on a case-by-case basis;
b. convening the General Assembly, the meetings of the Presidential Council, and obtaining the consent of the Presidential Council for the matters listed in § 12;
c. chairing the meetings of the General Assembly, the Presidential Council, and the Executive Board;
d. overseeing the execution of business by the management;
e. after obtaining approval from the Presidential Council, establishing working groups for specific matters. The President appoints a chairperson and, if necessary, an additional deputy chairperson for each working group, taking into account well-founded suggestions from the committees as far as possible. The term of office of the chairpersons and deputy chairpersons is the same as the term of the Presidential Council. The position remains in place until a new Presidential Council is appointed. The working groups operate according to a set of rules established by the Presidential Council and confirmed by the President. In the case of valid reasons, the chairperson or deputy chairperson may be removed from their position by the President after consulting with the Executive Board.

§ 15 The Vice Presidents

The General Assembly appoints up to 5 Vice Presidents based on the joint proposal of the President and the Managing Director. Each of them is entitled to represent the President in all functions in case of the President's incapacity. The President can designate the Vice President who will represent him in case of incapacity. If the President's incapacity is expected to last more than 2 months, the Executive Board decides on the distribution of representation powers between the Vice Presidents, as far as possible in agreement with the President.

1. The Vice Presidents are elected for a term of five years, starting with the General Assembly in which the election takes place and ending with the fifth subsequent ordinary General Assembly. The appointment remains valid until a new Vice President is appointed. Re-election is possible.
2. The position of Vice President is personal and should be held by individuals who hold a managerial position in a company according to § 4 para. A no. 1.
3. In case of incapacity, a Vice President can assign another member of the Executive Board to represent them.
4. The position is honorary.
5. The office of Vice President ends through:
   a) written resignation of the Vice President;
   b) dismissal by the General Assembly;
   c) termination of the employment relationship and/or the position (organ function) in the company according to § 4 para. A no. 1.
6. If a Vice President leaves, the President, together with the Managing Director, may co-opt a successor whose representation power is based on § 4 para. A no.1, for the remaining period. Co-opted members must be confirmed by the next General Assembly.

§ 16 The Executive Board

The President and the Vice Presidents together form the Executive Board. In particular, the Executive Board is responsible for:

a. examining the conditions for membership in the Association for new membership applications;
b. determining guidelines for the management;
c. the obligation to adopt a set of rules of procedure;
d. the appointment and dismissal of the management; the management is appointed for an indefinite period;
e. issuing a set of rules of procedure for the management.

§ 17 The Treasurer

The General Assembly appoints a member of the Presidential Council as Treasurer.

The Treasurer advises the Executive Board and the management on the allocation and use of the Association's assets and assists in setting the amount, structure, and collection of membership fees. To this end, he prepares an annual report for the ordinary General Assembly. The Treasurer is to be heard by the auditors before they complete their report. He has the right to submit motions to the Presidential Council and the General Assembly. The management must provide the Treasurer with all relevant information within his scope of responsibilities.

§ 18 The Management

The management is responsible for:

a. preparing strategic action lines for the Executive Board;
b. preparing and executing the Association's work in close collaboration with the Executive Board;
c. coordinating the content of platforms and networks;
d. focusing the dialogue with the members of the Association;
e. monitoring legislative and trade policy developments in Austria and the European Union;
f. collecting and managing membership fees;
g. issuing statements on behalf of the Association on current issues, especially towards the public. In doing so, the management will, as far as time and circumstances allow, always strive to act in coordination with the other members of the Executive Board and the Presidential Council. The management will inform the President and Vice Presidents as soon as possible about the statements made in this function;
h. continuously informing the Executive Board about completed and planned activities;
i. attending all board meetings as a listener.

Management Responsibilities: The management is responsible for the operational business, the office, conducting the Association according to the rules of procedure issued by the Executive Board, and has sole responsibility for the hiring of staff within the approved budget. The basis for this work is the budget. The Executive Board is responsible for oversight. The management is subject to the instructions of the President, or, in case of incapacity (§ 14), the Vice Presidents.

Signing Authority:

1. The signatories for the Association are the President, the Vice Presidents, a Presidential Council member nominated by the Presidential Council, and the management collectively, with any two together. The signing is done by affixing their signatures to the prescribed or pre-printed name of the Association.

2. Routine documents and ordinary business are signed solely by the management.

§ 19 Membership Fees

Each member is required to pay an amount for the current pro-rata year and each subsequent financial year according to the principles set by the General Assembly. New determinations of membership fee requirements and amounts decided by the General Assembly can only take effect at the beginning of the following year's quarter.

Honorary Presidents, Honorary Members, Honorary Members of the Presidential Council, or Advisors who do not represent member companies are exempt from the membership fee obligation.

The membership fee is due within 14 days after receiving the payment request.

§ 20 Administration of the Association's Assets

Proper records must be kept continuously for the entire assets of the Association. In managing the assets and income of the Association, the President or the Presidential Council, and subsequently the management, must adhere to the principles approved by the General Assembly on the proposal of the Treasurer.

The Association's accounts must be closed for each financial year, approved by the President, presented to the Presidential Council for information, and submitted to the following General Assembly for resolution. The relevant provisions of the Association Act in force must be complied with.

§ 21 Mediation Body

1. For resolving all disputes arising from the Association relationship, the internal "Mediation Body" according to the Association Act 2002 as amended is competent. This is not an arbitration tribunal in the sense of § 577 of the Code of Civil Procedure.
2. All disputes arising from the Association relationship are decided by an internal mediation body consisting of three regular members of the Association. It is composed of one arbitrator nominated by each party to the dispute and a chairman appointed by the arbitrators. If no agreement is reached on the chairman, a draw will decide among the proposed candidates. The internal mediation body makes its decisions by simple majority vote.
3. All disputes concerning the financial obligations of the members, particularly regarding membership fees and other financial contributions as decided, do not fall under the internal mediation body but remain subject to ordinary legal proceedings.

§ 22 Dissolution

1. If the General Assembly decides to dissolve the Association, the Association's financial assets—after settling the creditors and fulfilling any other private and/or public law obligations of the Association—shall be distributed in proportion to the annual contributions made by the members. The financial assets may only be distributed to the members to the extent that they do not exceed the value of the contributions made by the members. Any remaining assets should be allocated to Caritas of the Archdiocese of Vienna, specifically for the Le+O project.
2. Before any change in legal form or merger of the Association with other Associations, the members must decide on the use of the Association's assets at a General Assembly by a two-thirds majority. If fewer than two-thirds of the members are present at the General Assembly, in addition to voting at the General Assembly, the resolution must also be obtained in writing (mixed procedure). The Executive Board, in coordination with the management and the Presidential Council, is responsible for the wording of the resolution proposal. Two alternative proposals for the use of the assets should be developed and presented to the members. If the required two-thirds majority is not reached in the first vote, the vote must be repeated, and, if necessary, the mixed procedure should be used. In the second vote, the proposal with the most votes will be the one adopted.

§ 23 Miscellaneous

These statutes are made and published in various languages. In case of any discrepancies or in case of dispute the German language version of the statutes shall prevail.