



Vereinigung Österreichischer  
Bohr-, Brunnenbau- und  
Spezialtiefbauunternehmen

Wolfengasse 4/8  
1010 Wien  
Tel. +43 1 713 27 72  
Fax +43 1 713 27 72 40  
E-mail [office@voebu.at](mailto:office@voebu.at)  
[www.voebu.at](http://www.voebu.at)

# **Bylaws**

## **of the Association of Austrian Drilling, Well Construction and Specialised Civil Engineering Enterprises**

### **(VÖBU)**

Vienna, March 2018

*Ihre Interessensvertretung*  
**.aus gutem GRUND**

## Article 1

### Name, seat and scope of action

- (1) The association bears the name: „Vereinigung Österreichischer Bohr-, Brunnenbau- und Spezialtiefbauunternehmungen (VÖBU)“ [*Association of Austrian Drilling, Well Construction and Specialised Civil Engineering Enterprises*]
- (2) The association is based in Vienna and extends its activities to the entire of Austria.
- (3) The place of jurisdiction of the association is Vienna.

## Article 2

### Purpose

- (1) The purpose of the association, whose activities are charitable and non-profit, is to safeguard the common interests of its members in the field of drilling technology, well construction and specialised civil engineering, in particular general vocational training and quality assurance in this field.
- (2) The association does not carry out any activity bound by a business license.

## Article 3

### Means of achieving the purpose

The activities envisaged for the realization of the association's purpose are:

- a) Holding training courses for drilling personnel and carrying out final examinations with assessment.
- b) Promotion of the professional training of members and all interested parties through training and lecture events, exchange of experience and excursions.
- c) Promoting uniformity, such as:
  - Development of technical guidelines and contractual terms
  - Development of general and trade-related tender bases
  - Cooperation with specialised committees for standardisation of the Austrian Standards service centre to create technical standards as well as standards for contracts for work
- d) Maintaining the collegial relationship among the members.
- e) Publication of a regular association newspaper.
- f) Advertising of the goals of the association in each suitable appearing form, such as a specialist fair for specialised civil engineering, drilling technology and well construction

Ihre Interessensvertretung  
**.aus gutem GRUND**

- g) Research in the field of geotechnics and drilling, well construction and specialised civil engineering.



#### Article 4

##### **Funds**

- (1) The necessary funds to achieve the goals of the association are raised by:
- a) Accession fees;
  - b) Membership fees, based on the respective General Meeting resolution
  - c) Free gifts, donations
  - d) Income from events, publications and advertising

#### Article 5

##### **Members**

- (1) The members are composed of ordinary and extraordinary members.
- (2) Ordinary members (executing members "OM") of the association can be all physical and legal persons who have their registered office in Austria and carry out drilling or well construction or specialised civil engineering.
- (3) Extraordinary members:
- a) Supporting members ("SM") are physical or legal persons who do not exercise any of the activities described in (2) of this section, who repeatedly contribute, thereby providing special support to the association.
  - b) Honorary members are physical persons who have rendered outstanding service to the association and its purposes. They are appointed by the General Meeting at the request of the Executive Board.

#### Article 6

##### **Acquisition of membership**

- (1) Membership is acquired by admission as an ordinary or extraordinary member.
- (2) The application for admission as an ordinary or extraordinary member must be sent to the association's Executive Board by means of a declaration of accession. The Executive Board shall decide on the admission of the member.

#### Article 7

##### **Rights and obligations of members**

- (1) All members of the association are entitled to participate in the events.



The active and passive voting right as well as the right to vote in the General Meeting are only available to ordinary members.

The extraordinary members have the right to attend the General Meeting. They have no right to vote in the General Meeting.

The members are not entitled to the association's assets or the reimbursement of paid membership fees.

- (2) All members are obliged to promote the goals of the association to the best of their ability, to observe the bylaws as well as the passed resolutions and orders.

## Article 8

### Termination of membership

- (1) The membership expires through:
  - a) voluntary resignation;
  - b) death or, in the case of legal persons, by loss of their legal entity;
  - c) initiation of insolvency proceedings over the assets of the member, provided that the business operations of the company are stopped;
  - d) exclusion.
- (2) Resignation of the member at the end of the year, which must be communicated in writing to the Executive Board by 1 October of the respective year at the latest.
- (3) The exclusion of a member can be made at any time by resolution of the Executive Board, if there is a violation of the bylaws or if, after the second reminder, there is still no payment of the membership fee (grace period of 3 months for each).

## Article 9

### Organs of the Association

- (1) Organs are:
  - a) the President
  - b) the Executive Board;
  - c) the General Meeting;
  - d) the Managing Director;
  - e) the Auditors;
  - f) if necessary, the Arbitration Tribunal.
- (2) The President and the Executive Board shall be persons with a manager position in an ordinary member company. The President and the Executive Board shall be elected by the General Meeting. The Executive Board shall consist of at least three and a maximum of ten members.
- (3) The General Meeting is the meeting of the ordinary members of the association. The General Meeting shall be convened at least every 4 years.

Ihre Interessensvertretung  
**.aus gutem GRUND**

- (4) The term of office of the President and the Executive Board shall be four years.
- (5) The term of office of the President or a member of the Executive Board shall end prematurely upon the occurrence of the following circumstances:
  - a) Opening of insolvency proceedings against the assets of the member company to which he is a member, provided that the business operations of the company are stopped.
  - b) Resignation from the staff of the member company.
  - c) Withdrawal of the member company from the association.
- (6) In the event of the resignation of the President or of a member of the Executive Board, the remaining Executive Board shall be authorized to entrust another member with the function of the outgoing member until the next ordinary General Meeting.

## Article 10

### **Scope of the President's and the Executive Board's sphere of action**

- (1) The President has the following functions:
  - a) Representation of the association to the outside world as well as signing all documents and announcements of the association;
  - b) Convening the meetings of the Executive Board and the General Meetings; he presides over those meetings and is responsible for the implementation of the resolutions of the Executive Board and the General Meetings;
  - c) Management of the association's assets;
  - d) Appointment and dismissal of employees;
  - e) Supervision of all association transactions.
- (2) In the absence of the President or inability to attend, his functions shall be exercised by a substitute.  
The substitute shall be determined by the President from among the Executive Board.  
The scope and duration of the delegate shall be determined by the President.
- (3) The Executive Board shall decide on all matters, which are not reserved for the General Meeting. The Executive Board shall take its resolutions in the presence of at least half of its members and with a simple majority of the votes cast. In the event of a tie, the President's vote is decisive.
- (4) The Managing Director is responsible for the conduct of day-to-day operations in accordance with the instructions of the President. Unless the President has reserved the right to sign for important documents and the like, the Managing Director is solely entitled to sign for day-to-day business. The Managing Director is an employee of the association.

- (5) The Auditors are responsible for ongoing business control and auditing of the closing of accounts. They shall report on the outcome of the reviews to the Executive Board and the General Meeting. They are elected by the General Meeting for a term of 4 years.

## Article 11

### Scope of the General Meeting

- (1) The following matters are reserved for the General Meeting:
- a) Election of the President and the Executive Board;
  - b) Election of Auditors;
  - c) Determination of the level of entrance fees and membership fees;
  - d) Approval of the estimate;
  - e) Approval of the closing of accounts;
  - f) Amendment of the association's bylaws;
  - g) Voluntary dissolution of the association.
- (2) All resolutions and elections shall be taken by a simple majority of the valid votes cast.  
The quorum is given regardless of the number of voters present.  
In the event of voluntary dissolution of the association, at least two thirds of the members of the association must be present and this resolution requires a two-thirds majority.
- (3) The resolutions of the General Assembly shall be recorded and signed by the President and the Managing Director. A copy shall be delivered to all members.

## Article 12

### Arbitration Tribunal

- (1) Disputes arising from the association relationship shall be resolved by an arbitration tribunal. The arbitration tribunal is composed of three ordinary members of the association.

It is formed in such a way that one of the parties in dispute names a member as arbitrator and informs the Executive Board in writing of this decision. By request of the Executive Board within seven days, the other party in dispute shall, in turn, nominate a member of the arbitration tribunal within 14 days. After announcement by the Executive Board within seven days, both nominated arbitrators shall elect a third full member as chairman of the arbitration tribunal within a further 14 days. In the event of a tie, the drawing of lots decides among the proposed votes.

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.

- (2) The arbitration tribunal shall pronounce its award within one month of the appointment of the chairman. An appeal against the award is excluded.

## Article 13

### **Dissolution of the association**

In the event of voluntary termination, the assets of the association are to be transferred to a charitable organization, which pursues similar purposes as the association.