

By-Laws

By-Laws of the Organisation “Stream of Life”

Preamble

- (1) The organisation **Stream of Life** is registered to the ZVR under the number **1776402757**.
- (2) The activity of the association is not for profit and takes place politically impartially and independent in the interests of the general public. The association pursues exclusively and directly charitable purposes within the meaning of the federal tax code BAO §§ 34 et seq. Essentially the activity takes place directly in the charitable area (§ 37 BAO), whereby according to § 4aZ.3aEStG it is tried that at least 75% of the resources serve a charitable purpose. Any change to the Articles of Association, in particular of the purpose, as well as the termination of the associations activity must be announced to the responsible tax office immediately.

§1

Name, Domicile and Area of Activity

- (1) The organisation bears the name “Stream of Life.”
- (2) It is located at 2/65 Schoenbrunner Strasse, 1040 Vienna, its activity extends to the promotion and support of underprivileged children – often orphans, physically handicapped and distressed children in Africa.

§2

Purpose

- (1) The activity of the association is not aimed at profit.
- (2) The unselfish support and encouragement of children in Africa, especially children in need, “abandoned” children (such as orphans), HIV-positive and physically disabled children.
- (3) The selfless promotion and support of entities, such as schools, children's homes, wards and therapy centers in Africa, which look out for the care and support of the above.
- (4) To achieve this purpose, the association is planning and realizing projects to improve the living conditions of children in African countries, e.g. through the construction and operation of schools and orphanages in the project areas.

- (5) Moreover, the purpose of the association is to procure and transfer funds for the realization of tax-privileged purposes to public corporations for the purpose of promoting education, health and development aid in Africa.
- (6) The association is also committed to the promotion of international sentiment and tolerance in all areas of culture and the concept of international understanding. For this purpose, the association organizes events that serve to educate and inform members and the public about the social, political and economic situation in the project areas and the development of the supported projects

§3

Means for achieving the association's Purpose

- (1) The purpose of the association shall be achieved through the idealistic and material means listed in paras. 2 and 3. The association may also use other legal entities to fulfill its purpose. It has to ensure compliance with §§ 40 ff BAO through contractual agreements or other measures.
- (2) To serve as idealistic means:
 - a. Material and financial help;
 - b. The construction and operation of schools, day-care centers, homes, clinics and therapy centers on site;
 - c. Social work support through voluntary work, medical examinations and support to authorities;
 - d. Organizing, conducting and conducting social projects on the ground;
 - e. Lectures and discussion events;
 - f. Setting up a website and other electronic media;
 - g. Conducting charity events;
 - h. Conducting presentations at corporate events.
- (3) The necessary material resources shall be raised by
 - a. Membership fees (if approved) and membership fees;
 - b. Proceeds from events, club activities, competitions, commissions, sales.
 - c. Donations of all kinds, establishment of donation boxes, collections, donations, subsidies, sponsorship, bequests and other donations in cash or in material form;
 - d. Donations from funds, foundations and fundraising associations;
 - e. Promotions, subsidies and performance agreements from public, private or other means. (EU funds, AMS grants);
 - f. Income from asset management (§ 47 BAO);
 - G. Fundraisers;
 - H. Income from the operation of auxiliary operations in accordance with

§ 45 (1 + 2) BAO;

i. Income from the operation of companies with a negative impact on beneficiaries with annual sales of no more than EUR 40,000 pursuant to section 45a BAO;

j. Sponsorship, advertising revenue and advertising sales;

k. Income from the sale of association publications;

l. Purchase and sale of goods (T-shirts, stickers, books;)

m. Prize money for advertised projects (child protection prize);

n. income from rental,

o. Other fundraising activities.

Any surpluses will be used to further pursue the purpose of the association. Any distribution or allocation of financial advantages to members and other self-interest is prohibited. The use of funds is bound to the beneficiary purposes and must be carried out according to the criteria of economy, and expediency.

There must not be an inappropriately high fortune accumulated. An accumulation of assets is only possible in accordance with the guidelines for the reconciliation of capital formation in the charitable association with the requirements of the actual management in accordance with § 42 BAO. This means that the funds are to be used as soon as possible, but it is not necessary to spend the entire revenue in the same calendar year. Furthermore, a financial reserve in the amount of an average annual requirement of operating resources is still to be considered admissible. This is an annual capital requirement. In the event of any further capital formation, it must be demonstrated that corresponding decisions by association law exist, for which specific goals the funds are saved and within what time frame the project is to be realized. The accumulated funds may only be reserved for the purpose of supplying for the favored purpose and appropriate and sufficient documentation and evidence must be provided.

§4

Types of Membership

- (1) The members of the association are divided into ordinary and extraordinary members (also called active members and supporting members), as well as honorary members.
- (2) Regular members are those who fully participate in the association's work. You have a seat and one member each in the General Assembly and pay the membership fee in a simple amount as agreed upon.
- (3) Extraordinary members are those who promote the activity of the association primarily by paying a membership fee. They are entitled to

attend general meetings, but are not entitled to vote.

- (4) Honorary members are such members who are appointed by the General Assembly for special services to the Association. They are entitled to attend general meetings, but are not entitled to vote

§5

Acquisition of Membership

- (1) Ordinary members of the association can be any physical person who has reached the age of 18 years, committed to nonviolence and responsibility to children and adolescents, behaves non – partisan, while holding no outstanding function in a political party and no affiliation to a banned party or organization by the Austrian law.
- (2) Extraordinary member of the association can be any physical person who has reached the age of 18 and is willing to commit to their responsibility towards children and to support the association financially. Likewise companies, companies, associations, other legal entities and the like. Whole families (spouse or partner, as well as minor children living in the same household) at a fixed family member's fee.
- (3) The Board of Directors decides on the admission of ordinary and extraordinary members. The applicant can be refused without giving reasons.
- (4) The appointment as an honorary member shall be at the request of the Board of Directors by the General Assembly.

§6

Termination of Membership

- (1) The membership expires by death, with legal persons by loss of the legal personality, by voluntary resignation, by deletion and by exclusion.
- (2) The resignation of ordinary members may be verbally declared in minutes in the General Assembly, or shall be addressed in writing to the Association Board. He must be notified to the board at least three months in advance. The obligation to pay any accrued entry fees or membership fees remains unaffected. Extraordinary members may announce their resignation either verbally or in writing. He is effective immediately.
- (3) The termination of a member may be made by the Board, if despite reminders for more than two months the payment of membership fees is in arrears. The obligation to pay the accrued entry fees and / or

membership fees remains unaffected.

- (4) The exclusion of a member from the association can be decided by the executive committee for gross violation of other member obligations and dishonorable behavior.
- (5) Withdrawal of Honorary Membership may be decided by the General Assembly on application of the Board for the reasons stated in para.

§7

Rights and Obligations of Members

- (1) The members are entitled to participate in events of the association. Participation in the General Assembly is entitled to ordinary, extraordinary and honorary members, the right to vote in the General Assembly, but the right to vote and stand for election is restricted to ordinary members (§ 4 para. 2).
- (2) The members are obliged to promote the interests of the association to the best of their ability and to refrain from doing anything that could destroy the reputation and purpose of the association. They have to observe the statutes of the association and the decisions of the association. The ordinary and extraordinary members are obliged to pay the membership fees punctually in the amount determined by the General Meeting.

§8

Institutional Bodies

- (1) The committees of the association are the general assembly (§§ 9 and 10), the executive committee (§§ 11 to 13), the auditors (§ 14), the managing director (§ 15) and the arbitral tribunal (§ 15).
- (2) The members of the associations committees exercise their function voluntarily with the exception of the managing directors.

§9

The General Assembly

- (1) The ordinary General Meeting takes place every three years.
- (2) Extraordinary General Meetings shall be held by resolution of the Board of Directors, the Ordinary General Meeting or by written request of at least one tenth of the voting members or, if requested by the Auditors, within five weeks.
- (3) All regular and all honorary members are to be invited in writing, by letter or e-mail at least two weeks before the appointment, to both ordinary

and extraordinary general meetings. In the event of changes to the Articles of Association or approval of the budget for the association's activity, the Executive Board together with the invitation to the General Assembly must send this information in writing, by letter or e-mail, to all ordinary members for the preparation of the General Meeting at least two weeks before the date. The general meeting must be called by stating the agenda. The meeting is convened by the Management Board.

- (4) Applications for the General Meeting must be submitted in writing to the Board of Directors at least seven days before the date of the General Meeting, by letter or e-mail.
- (5) Valid resolutions – except those concerning an application for convening an Extraordinary General Meeting – can only be taken on the agenda. Any ordinary member may request the addition of the agenda to the Board, but at the latest one week before the date of the General Assembly.
- (6) All ordinary, extraordinary and honorary members are entitled to attend the General Assembly. Only ordinary members have the right to vote. The transfer of voting rights to another member by written proxy is permitted, but not to non-members. Each member can receive a maximum of one vote. Each member may vote at most once within two years. The two regulations regarding restrictions on the transfer of voting rights only apply to ordinary general meetings. At extraordinary general meetings, due to the brevity of the convocation period, voting rights may be transferred at any time and to any other ordinary member.
- (7) The General Assembly has a quorum in the presence of two thirds of all voting members or their representatives (paragraph 6), calculated according to their voting weight in the General Meeting, whereby extraordinary members and honorary members are not entitled to vote (see § 4 para and 4). If the General Meeting is not quorate at the appointed hour, the General Meeting shall be held 30 minutes later with the same agenda, which shall be quorate regardless of the number of persons present.
- (8) The elections and the resolutions in the General Assembly are usually made by a simple majority vote. Resolutions on the matters listed in § 10 lit. However, 1 and m enumerated resolutions require a qualified majority of three quarters of the valid votes cast.
- (9) In the absence of The chairman of the General Assembly, his deputy will act as chairman. Even if this is prevented, the oldest member of the board present presides.

§ 10

Task of the General Assembly

- (1) The following tasks are reserved for the General Assembly:
 - a. Decision about the strategic direction and focus of the association.
 - b. Receipt and approval of the statement of account and of the Clearance;
 - c. Resolution on the estimate;
 - d. Election, appointment and removal of the members of the Board of Directors and the Auditors; Approval of legal transactions between members of the Management Board, managing directors and auditors with the association;
 - e. Discharge of the board;
 - f. Resolution on the budget submitted by the Board;
 - G. Fixing the amount of membership fees and membership fees for full and extraordinary members;
 - H. Admission and exclusion of full members;
 - i. Awarding and withdrawing honorary membership;
 - j. Decision on appeals against exclusions from membership;
 - k. Resolution on Rules of Procedure for the Management Board;
 - l. Resolution on the amendment of the statutes of the association;
 - m. Resolution on the voluntary dissolution of the association;
 - n. Advice and decision on other questions on the agenda.
 - o. Resolutions on the decisions of the General Assembly must be made and signed by the Chairman of the General Assembly.

§ 11

The Boards

- (1) The board consists of at least three, but no more than six members, namely the chairman, the secretary and the treasurer, as well as their deputies if necessary.
- (2) The Executive Board is elected by the General Meeting, which can adopt rules of procedure for the Executive Board (§ 10 lit. k). In the event of the departure of an elected member, the Executive Board has the right to co-opt in his place another eligible member, for which the subsequent approval is to be obtained in the next General Assembly.
- (3) The term of office of the board is three years. In any case, it lasts until the election of a new board. A re-election is possible.
- (4) The chairman of the executive committee, in case of absence will be replaced by his deputy, in writing by letter or e-mail, or orally, convened. If this too is prevented for an unpredictably long time, any other member

of the Management Board may call the Executive Board.

- (5) The Board has a quorum if all its members have been invited, and at least half of them are present. The chairman, in case of hindrance his deputy or authorized representative will fill this role. If this is also prevented, the chairmanship is incumbent on the member of the board, who is the oldest member of the board.
- (6) The Board of Directors passes its resolutions by a simple majority of votes; In a tie vote, the Chairman shall be decisive.
- (7) Apart from the death and expiry of the term of office (paragraph 3), the function of a member of the Executive Board expires by way of removal (para 8) and resignation (para 9).
- (8) The General Assembly may at any time withdraw the entire Board or individual members thereof. The removal takes effect with the appointment of the new board members or board member.
- (9) The members of the Executive Board may at any time declare their resignation in writing by letter or e-mail. The declaration of withdrawal is to be addressed to the Executive Board, in the case of the resignation of the entire Executive Board to the General Meeting. The resignation becomes effective only with choice or co-opting (paragraph 2) of a successor.

§ 12 Tasks of the Board

- (1) The board is responsible for the management of the association. They are assigned all tasks that are not assigned to another committee.
- (1) The scope of the Executive Board includes in particular the following matters:
 - a) The preparation of a budget for the entire club activity;
 - b) the preparation of annual reports and annual accounts;
 - c) preparation of the General Assembly;
 - d) convocation of the ordinary and extraordinary general meetings;
 - e) informing the members about the activities and finances of the Association in the General Assembly;
 - f) appointment and removal of advisory boards;
 - g) administration of the association's assets;
 - h) Admission and termination of employees of the association as well as the monitoring of their activities. In particular, the Management Board is entitled to appoint managers for the management of the association, whose remuneration shall be determined in an appropriate amount,

taking into account the scope of activity and taking into account the assets of the association;

i) adopting rules of procedure for the management;

j) designation of companies which are either active for the association or who are in agreement with the association's objectives;

k) Supreme authority of the association's own companies;

l) Awarding or takeover decision of costs, which serve the purpose of the association, and / or the decision whether costs are taken over at all.

§13

Special Obligations of the Individual Members of the Management Board

- (1) The chairman is the highest governing body. They are responsible for the representation of the association, especially to the outside, to authorities and third persons. The chairman presides over the general assembly and the executive committee. In the event of imminent danger, he is also entitled to make independent orders under his own responsibility in matters within the scope of the General Assembly or the Executive Board; However, these require the subsequent approval by the competent association body.
- (2) The secretary shall assist the chairman in the management of the association's affairs. He is responsible for keeping the minutes of the General Assembly and the Board.
- (3) The treasurer is responsible for the proper financial management of the association.
- (4) The treasurer is responsible for the proper financial management of the association.

§ 14

The Auditors

- (1) The two auditors shall be elected by the General Assembly for a term of three years. A re-election is possible.
- (2) The auditors shall be responsible for day-to-day business control, in particular the verification of the financial statements and the use of the funds in accordance with the articles of association. They must report to the General Assembly on the result of the review and, if the bookkeeping system is in order, request the discharge of the Executive Board.

- (3) For the rest, the provisions of § 11 (7), (8) and (9) shall apply mutatis mutandis to the auditors.

§ 15 The Managing Director

- (1) The managing director is an employee of the association. As the person In charge, they have to lead the office and make sure that the employees of the association observe the rules of procedure of the association. They are responsible for the execution of the current affairs of the association in accordance with the instructions of the board and after consultation or submission to the chairman for the current business until further notice alone authorized to sign. They are subject to the Rules of Procedure and the Articles of Association. The managing director is appointed by the management board for an indefinite period.
- (2) In the representation of the association to the outside, the managing director can also fully represent the chairman, if this is not prevented; excepted in analogous application of §§ 48ff UGB the sale and encumbrance of land.
- (3) If a member of the Management Board is to be appointed as Managing Director, the approval of all other members of the Management Board is required.

§ 16 The Arbitral Tribunal

- (1) For arbitration of all disputes arising from the association relationship, the arbitration tribunal shall be called. It is a mediation facility within the meaning of the Association Act 2002 and not an arbitral tribunal according to § 577 ff ZPO.
- (2) The arbitral tribunal is composed of three ordinary members of the association. It is formed in such a way that each dispute makes a member of the board a referee in writing. These elect by majority vote the chairman of the arbitral tribunal. With equality of votes among those proposed lots.
- (3) The arbitral tribunal passes its decision in the presence of all its members by a simple majority of votes. It decides to the best of it's knowledge and belief. Its decisions are final.

§ 17
Dissolution of the Association

- (1) The voluntary dissolution of the association can only be decided upon in an extraordinary general meeting convened for this purpose and only by a three-quarters majority of the valid votes cast.
- (2) The General Meeting shall also decide on the liquidation, provided that the association's assets are available. In particular, it must appoint a liquidator and decide on whom to transfer the assets remaining after covering the liabilities and existing claims.
- (3) There shall be no distribution of club assets to members, but contributions made by members will be reimbursed.
- (4) The last association board must notify the voluntary dissolution in writing within four weeks of the decision of the competent authority and the competent tax office.
- (5) In the case of a voluntary dissolution, with official cancellation of the association as well as abolition of the previous beneficiary association purpose the remaining association property is exclusively for charitable purposes within the meaning of §§ 34 ff BAO as well as for benevolent, donation-beneficiary purposes within the meaning of § 4aZ. 3aEStG.