



AlpineBits ® Alliance Statute (English Translation)

Date: March 29, 2019

For the interpretation of the contract, only the current German language version signed by the Committee is valid.

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Art. 1 Foundation – Purpose

The "**AlpineBits Alliance**" Association was founded in Frangart/Eppan. It is a free and independent association.

The association is prohibited from distributing profits or dividing assets between members. The Association must submit an annual report on the business practices of its General Assembly.

Membership fees may not be increased or transferred. All members are entitled to the same rights and must fulfill the same obligations. All members may be elected to the bodies of the Association, and each member has one vote. The guidelines laid down in Art. 148 paragraph 8 and 9 of the Dpr 917/86 are recognized by the association.

Art. 2 Purpose of the Association

The purpose of the "AlpineBits Alliance" Association is as follows:

- to facilitate the exchange of tourist industry data with the help of the "AlpineBits" free interface standard
- to retain the copyright of the "AlpineBits" free interface standard
- the development and dissemination of "AlpineBits" under a free license (a free license is a license which permits the free use and redistribution of copyright-protected works)
- to ensure the correct licensing and technical application of these standards.

Examples of activities of the Association are:

- Organization of regular meetings of members of the Association, to promote and coordinate its further development.
- Project management for the implementation of further development.
- Ensuring the correct application of the license.
- Promoting exchange within the community (those implementing the standards)
- Active distribution of the standards at all levels.

Art. 3 Membership

The number of members is unlimited.

A member must meet the following criteria:

- Members can only be those companies that support the AlpineBits interface standard.
- Members must recognize, represent and abide by the principles and philosophy of the Association.
- It is not possible to hold temporary membership.

Art. 4 Admission of Members

In the application form, the type of activity carried out by the applicant and the company's registered office must be specified. The Committee considers all application requests. The Committee shall reach a decision without needing to give their reasons.

Art. 5 Duties and Rights of Members

Upon joining the Association, a member declares that they have understood and accept the present Statutes, and undertake to adhere to these and all decisions taken as a result of the regulations by the competent bodies of the Association. Membership is valid for one year and is continued with tacit acceptance for a further year, unless the person in question communicates their resignation at least three months before the expiry of the respective due-date by means of reply-paid registered mail. A membership year is equivalent to an Association year. The Member is obliged to pay the membership fees established by the competent bodies of the Association on time. The membership contribution rate is to be paid upon admission, and at the latest within 30 days of same, and the membership fees for the following year is to be paid within the set deadline. The exercise of membership rights is available only to those members who are not in arrears with the payment of contributions. For members who enter during the course of the year, the membership fee is calculated pro rata and rounded up to the month.

Membership rights: The right to vote and to stand for election as well as the right to vote in ballots.

Membership duties: to regularly attend ordinary and extraordinary general meetings and other convening meetings.

Art. 6 Membership

Loss of Membership:

- a) In the case of the dissolution of the Association
- b) As a result of a violation of the obligation to pay the membership fee, according to the decision of the Committee
- c) As a result of violations of this Statute, of the Rules, the decisions of the Association bodies and other agreements reached, according to the decision of the Committee
- d) As a result of non-participation in three ordinary or extraordinary member meetings, according to the decision of the Committee
- e) Due to cessation of entrepreneurial activity by the member
- f) Due to any damage to the reputation of the Association, as well as any serious threat to cooperation within the Association, according to the decision of the Committee

Art. 7 Association Bodies

The Bodies of the Association are:

- (a) The General Assembly of the Association
- (b) The Committee
- (c) The Auditors
- (d) The Chairman of the Committee

Art. 8 General Assembly of the Association

The General Assembly is composed of the members of the Association. No delegate may combine more than two proxies unto themselves, and will have one vote for each proxy in addition to their own vote. The Committee and the Auditors shall participate in the meetings of the General Assembly. Decisions are taken by absolute majority vote of members present in open or secret vote. The Annual General Meeting is convened once a year. An Extraordinary Meeting of the Association is always called if at least one third of the members of the Association have requested it. An Ordinary or Extraordinary General Assembly can be convened at any time by the Committee. Prior to the meeting being convened, invitations must be sent at least fifteen days prior to the convening date. Invitations may be sent by fax, e-mail or other equivalent means of communication. The agenda to be dealt with is to be specified in the letter of invitation. In urgent cases, the convening of a meeting is possible by giving notice of five days.

Initially the Assembly will convene a quorum, if at least two-thirds of the members are present, and secondly, will convene when at least half of the members are present. Electronic participation (video conferencing, conference call) of members is possible.

Art. 9 Objectives of the General Assembly

The objectives of the General Assembly of the Association are as follows:

- (a) To examine any queries which are of fundamental importance for the Association and the Organization, and to set guidelines for processing the Association's activities.
- (b) Within the first four months of the year, to attend to and approve the accounts of the previous year and the reports of the Committee and the Auditors; in exceptional cases this may be extended to six months
- (c) To decide on any amendments to the present Statutes
- (d) To give opinions on any queries submitted to the Committee for examination
- (e) The election of the Committee

- (f) The election of Auditors
- (g) To determine the dissolution of the association

Art. 10 The Committee

The Committee of the Association shall consist of at least three and at most five members elected by the General Assembly in the person of the legal representative or a representative delegated in writing by the legal representative.

The Committee may appoint a maximum of one additional member of the Association not elected by the General Meeting. The appointment of this co-opted Committee member shall be by unanimous vote of the elected Committee members.

The committee has a quorum if the majority of committee members are present.

Resolutions are passed by a simple majority vote. In the event of a tie vote, the chairman decides.

Art. 11 Functions of the Committee

The Committee is responsible:

- (a) to do everything necessary to fulfill the purpose of the association
- (b) to delegate people for certain tasks
- (c) for carrying out measures for the investigation and resolution of any problems
- (d) for all other necessary tasks that may arise legally or according to the present Statutes
- (e) for exercising the management of the Association.
- (f) the election of the Chairman of the Committee and his deputy
- (g) to fix the membership fee
- (h) to prepare the annual financial statement and the statement of assets
- (i) to define the electoral and the rules of procedures

Art. 12 Chairman of the Committee

The Chairman (President) is in every way, the legal representative of the Association against third parties and in court. They have been granted the necessary directives for the implementation of decisions of meetings and for carrying out all required activities of the Association.

The Chairman may delegate part of his duties to the members of the Committee.

Art. 13 Supplementary Provisions

All offices of the Association are honorary, although the holders of the post are entitled to some reimbursement. Only members or their authorized representatives can be appointed or elected as Officials of all organizations of the Association.

Those selected, as long as they retain membership, will remain in office for three years and can be re-elected.

Art. 14 Auditors

One or more effective auditors are elected by the General Assembly of the Association and shall remain in office for three years. The Auditors, who may not be part of the Committee, will monitor the economic and financial management of the Association, and write reports on the closing balance for the General Assembly. The Auditors have an advisory capacity and thus may legally participate in the sessions of the General Assembly of the Association and the Committee of the Association.

Art. 15 Association Assets

The assets of the Association (community assets) consist of:

- a) membership contributions, which members pay on admission, and membership fees, which are paid annually according to current regulations
- b) excess assets from the balance sheet
- c) donations and legacies for the benefit of the Association, as well as any goods that the Association may be entitled to.

Either the membership contribution referred to above or subscriptions can be upgraded or transferred.

During the existence of the Association, it is also forbidden for any members – including indirectly – to distribute profits, operating surpluses, funds, reserves or capital shares, unless such assignment or distribution is prescribed by law.

Art. 16 Year End Accounts

The Association year starts on January 1st and ends on December 31st. Every year, the annual financial statements of the previous year shall be assembled by the Committee, and then submitted, together with the reports of the President of the Committee and the Auditors, to the Ordinary

General Meeting of the Association. The Auditors must submit the final balance sheet at least 15 days prior to the date of the General Meeting of the Association.

Art. 17 Amendments to Statutes

Statutory amendments must be submitted by the Committee or approved by at least 50% of members. Any amendment to the articles of Association requires the favorable opinion of the Committee and must then be approved in the General Assembly. To do this, a majority of 50% plus 1 vote of the entire membership is required.

Art. 18 Dissolution of the Association

The dissolution of the Association requires the consent of a majority of all members. In the event of dissolution, liquidators will be appointed. In the case of dissolution, if the law provides for no other purpose, the assets will be transferred to another association with similar objectives or with goals of public benefit. The copyright of the "AlpineBits" interface standard, including all rights, will be transferred to the "free software Foundation Europe".

Should this organization at that time no longer exist, or in the event that it does not accept the copyright and all other rights, the General Assembly will select an organization with a similar purpose.

Art. 19 Provisions

For all that is not provided for in these Regulations, the provisions of the Civil Code of the Italian Republic will apply. The Committee shall create its own rules of procedure for those areas which it deems necessary under these Statutes for which relationships, duties, authority and responsibilities between the various sections of the society are governed.

Art. 20 Arbitration

The Court of Arbitration, which is composed of three arbitrators, shall examine and informally mediate as a friendly mediator in the event of all disputes between the institutions of the Association, as well as disputes between members and the Association, with which it is concerned. The party, which calls the Tribunal in writing shall choose one of the referees. 15 days from notification of the appeal of the Arbitration Court, the other party shall also choose an arbitrator. These two appointed arbitrators will then choose a third arbitrator within 15 days, who shall have the function of President of the Arbitration Court. From the successful composition of the arbitration tribunal, it has 90 days to

reach its decision, which it will issue fairly. The Tribunal will determine the procedure and evidence on a case by case basis. All decisions of the Arbitration Court are final.

Art. 21 Severability Clause

If any provision of this Statute is ineffective, the effectiveness of all other provisions is not subsequently affected. The invalid provision should be replaced by the closest legally effective provision.

For the interpretation of the contract, only the current German language version signed by the Committee is valid.

Bozen, 29th March 2019