

# **Statutes of the association**

## **§ 1: Name, Seat and Field of Activity**

- (1) The name of the association is "European Democracy Consulting Stiftung".
- (2) It has its seat in Vienna (10th district) and extends its activities to the European Union.
- (3) The establishment of branch associations is not intended.

## **§ 2: Purpose**

The association shall exclusively and directly pursue non-profit purposes. The purpose of the association is to advance the science and research related to European institutions and democracy. As detailed below, this purpose shall be realised, in particular, through the development of legal, political and other scientific research in digital and analogue formats, and the operation of generally accessible online platforms.

## **§ 3: Means to achieve the purpose of the association**

- (1) The purpose of the association shall be achieved by the idealistic and material means listed in paragraphs 2 and 3.
- (2) The idealistic means are
  - a) Carrying out research work
  - b) Issuing of publications
  - c) Creation of websites
  - d) public relations
  - e) lectures and meetings
  - f) discussion events
- (3) The necessary material means shall be raised through
  - a) membership fees and membership dues
  - b) subsidies and grants
  - c) donations, collections, legacies and other contributions
  - d) contributions in kind and free services
  - e) proceeds from association events
  - f) sponsorship money

## **§ 4: Types of membership**

- (1) The members of the Association are divided into ordinary, extraordinary and honorary members.
- (2) Ordinary members are those who participate fully in the work of the Association. Extraordinary members are those who support the activities of the Association, in particular by paying a higher

membership fee. Honorary members are persons who are appointed for special services to the Association.

## **§ 5: Acquisition of membership**

- (1) All physical persons who are of age and support the strengthening of European democracy, as well as legal entities and partnerships with legal capacity may become members of the Association.
- (2) The Executive Board shall decide on the admission of ordinary and extraordinary members. Admission can be refused without giving reasons.
- (3) Until the formation of the Association, the provisional admission of ordinary and extraordinary members shall be made by the founders of the Association, in the case of an already appointed Board by the latter. This membership shall only become effective upon the formation of the Association. If a Board of Directors is not appointed until after the formation of the Association, the (definitive) admission of ordinary and extraordinary members shall also be effected by the founders of the Association until then.
- (4) Appointment as honorary member shall be made by the General Assembly at the request of the Board.

## **§ 6: Termination of membership**

- (1) Membership shall be terminated by death, in the case of legal entities and partnerships with legal capacity by loss of legal personality, by voluntary resignation and by exclusion.
- (2) The Executive Board must be notified of the resignation in writing at least two months in advance. The date of posting shall be decisive for timeliness.
- (3) The Executive Board may expel a member if, despite two written reminders with a reasonable grace period, the member is more than six months in arrears with the payment of membership fees. The obligation to pay the membership fees that have fallen due remains unaffected.
- (4) The exclusion of a member from the Association may also be ordered by the Executive Board for gross violation of other membership obligations and for dishonorable conduct.
- (5) The deprivation of honorary membership can be decided by the General Assembly on the motion of the Board for the reasons mentioned in paragraph 4.

## **§ 7: Rights and Duties of Members**

- (1) Members are entitled to participate in all events of the Association and to use the facilities of the Association. The right to vote in the General Assembly as well as the active and passive right to vote is only available to ordinary and honorary members.
- (2) Every member is entitled to demand that the Executive Board hand over the Articles of Association.
- (3) At least one tenth of the members may demand that the Executive Board convene a General Assembly.

- (4) At each General Assembly, the members shall be informed by the Executive Board about the activities and financial management of the Association. If at least one third of the members so request, stating their reasons, the Board shall also otherwise provide such information to the members concerned within four weeks.
- (5) The members shall be informed by the Board about the audited financial statements (rendering of accounts). If this is done at the General Assembly, the auditors shall be involved.
- (6) 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 damage the reputation and purpose of the Association. They have to observe the statutes of the association and the decisions of the organs of the association. Ordinary and extraordinary members are obliged to pay the membership fee and membership dues on time in the amount decided by the General Assembly.

## **§ 8: Organs of the Association**

The organs of the Association are the General Assembly (§§ 9 and 10), the Board (§§ 11 to 13), the Auditors (§ 14) and the Court of Arbitration (§ 15).

## **§ 9: General Assembly**

- (1) The General Assembly is the "General Meeting of Members" as defined in the Associations Act 2002. An ordinary General Assembly shall be held every five years.
- (2) An extraordinary General Assembly shall be held on
  - a. Resolution of the Board or the ordinary General Assembly,
  - b. written request of at least one tenth of the members,
  - c. Request of the auditors (§ 21 para. 5 first sentence VereinsG),
  - d. Resolution of the auditor(s) (§ 21 para. 5 second sentence VereinsG, § 11 para. 2 third sentence of these statutes),
  - e. Resolution of a court-appointed curator (§ 11 para. 2 last sentence of these Statutes)
 shall take place within eight weeks.
- (3) All members shall be invited to both ordinary and extraordinary General Meetings in writing, by fax or by e-mail (to the fax number or e-mail address provided by the member to the Association) at least two weeks before the date of the meeting. The convocation of the General Assembly must include the agenda. The General Assembly shall be convened by the Executive Board (para. 1 and para. 2 lit. a - c), by the auditor(s) (para. 2 lit. d) or by a court-appointed curator (para. 2 lit. e).
- (4) Motions for the General Assembly must be submitted to the Executive Board in writing, by fax or by e-mail at least three days before the date of the General Assembly.
- (5) Valid resolutions - with the exception of those concerning a motion to convene an extraordinary General Assembly - may only be passed on the agenda.
- (6) All members are entitled to participate in the General Assembly. Only ordinary and honorary members are entitled to vote. Each member has one vote. The transfer of voting rights to another member by means of a written proxy is permissible.

- (7) The General Assembly shall constitute a quorum regardless of the number of members present.
- (8) Elections and resolutions in the General Assembly are generally carried out by a simple majority (50% + 1) of the valid votes cast. However, resolutions to amend the statutes of the Association or to dissolve the Association require a qualified majority of two-thirds of the valid votes cast.
- (9) The General Assembly shall be chaired by the President or, if he/she is unable to do so, by his/her deputy. If the deputy is also prevented, the oldest member of the Board present shall chair the meeting.

## **§ 10: Tasks of the General Assembly**

The following tasks are reserved for the General Assembly:

- a) Adoption of resolutions on the budget;
- b) Receipt and approval of the statement of accounts and the financial statement with the involvement of the auditors;
- c) Election and dismissal of the members of the board and the auditors.
- d) Approval of legal transactions between auditors and the association;
- e) Discharge of the Board of Directors;
- f) Determination of the amount of the membership fee and the membership dues for ordinary and for extraordinary members;
- g) Awarding and revoking of honorary membership;
- h) Passing resolutions on amendments to the Articles of Association and the voluntary dissolution of the Association;
- i) Discussion and resolution on other matters on the agenda.

## **§ 11: Board of Directors**

- (1) The Executive Board consists of two members, namely the President and the Secretary/Treasurer.
- (2) The Board is elected by the General Assembly. In the event of the resignation of an elected member, the Board shall have the right to co-opt another eligible member in his/her place, for which subsequent approval must be obtained at the next General Assembly. If the Board of Directors fails to act at all or for an unforeseeably long period of time without supplementing itself by co-optation, each Auditor is obliged to immediately convene an extraordinary General Assembly for the purpose of electing a new Board of Directors. Should the auditors also be unable to act, each ordinary member who recognizes the emergency situation shall immediately apply to the competent court for the appointment of a curator, who shall immediately convene an extraordinary General Assembly.
- (3) The term of office of the Executive Board shall be five years; re-election is possible. Each function in the board is to be exercised personally.
- (4) The Board shall be convened in writing or orally by the Chairperson. If the chairman is prevented from attending for an unforeseeably long period of time, any other member of the Executive Board may convene the Executive Board.

- (5) The Executive Board shall constitute a quorum if all its members have been invited and all of them are present.
- (6) The Executive Board shall adopt its resolutions unanimously.
- (7) The Chairperson shall preside over the meetings, and if he/she is prevented from doing so, the Secretary shall preside. If the latter is also prevented, the chair shall be taken by the oldest member of the Executive Board present or by the member of the Executive Board appointed by a majority of the other members of the Executive Board.
- (8) Apart from death and expiry of the term of office (Para. 3), the function of a member of the Executive Board shall expire through dismissal (Para. 9) and resignation (Para. 10).
- (9) The General Assembly may dismiss the entire Executive Board or individual members thereof at any time. The dismissal shall take effect upon appointment of the new Executive Board or Executive Board member.
- (10) Members of the Management Board may resign in writing at any time. The declaration of resignation shall be addressed to the Executive Board or, in the event of the resignation of the entire Executive Board, to the General Meeting. The resignation shall only become effective with the election or co-optation (para. 2) of a successor.

## **§ 12: Tasks of the Board of Directors**

The Board of Directors is responsible for the management of the Association. It is the "governing body" in the sense of the Association Act 2002. It is responsible for all tasks that are not assigned to another body of the Association by the Articles of Association. The following matters in particular fall within its scope of action:

- (1) Establishment of an accounting system in accordance with the requirements of the Association with ongoing recording of income/expenditure and keeping a list of assets as a minimum requirement;
- (2) Preparation of the annual budget, the statement of accounts and the closing of accounts;
- (3) Preparation and convening of the General Assembly in the cases of § 9 para. 1 and para. 2 lit. a-c of these Statutes;
- (4) Informing the members of the Association about the activities of the Association, the management of the Association and the audited financial statements;
- (5) Management of the Association's assets;
- (6) Admission and exclusion of ordinary and extraordinary members of the Association;
- (7) Admission and termination of employees of the Association.

## **§ 13: Special duties of individual board members**

- (1) The chairman/woman manages the day-to-day business of the Association. The Secretary shall support the President in the management of the Association's business.

- (2) The President represents the Association externally. Written documents of the association require the signatures of the chairman/woman and the secretary to be valid, in financial matters (asset dispositions) the chairman/woman and the treasurer. Legal transactions between members of the Executive Board and the Association require the consent of another member of the Executive Board.
- (3) Legal authorizations to represent the Association externally or to sign on its behalf may only be granted by the members of the Executive Board named in Paragraph 2.
- (4) In case of imminent danger, the Chairperson shall be entitled to issue orders independently under his/her own responsibility, even in matters that fall within the sphere of action of the General Assembly or the Executive Board; in the internal relationship, however, these shall require the subsequent approval of the competent body of the Association.
- (5) The chairman/chairwoman shall chair the General Assembly and the Board.
- (6) The Secretary shall keep the minutes of the General Assembly and the Board.
- (7) The Treasurer is responsible for the proper financial management of the Association.

## **§ 14: Auditors**

- (1) Two Auditors shall be elected by the General Assembly for a period of five years. Re-election is possible. The auditors may not belong to any body - with the exception of the General Assembly - whose activities are the subject of the audit.
- (2) The Auditors shall be responsible for the ongoing control of the business and the financial management of the Association with regard to the correctness of the accounting and the use of the funds in accordance with the Statutes. The Executive Board shall submit the necessary documents to the Auditors and provide them with the required information. The auditors shall report to the Executive Board on the results of the audit.
- (3) Legal transactions between auditors and the Association require the approval of the General Assembly. In all other respects, the provisions of § 11 (8) to (10) shall apply mutatis mutandis to the auditors.

## **§ 15: Court of Arbitration**

- (1) The internal arbitration court is appointed to settle all disputes arising from the association relationship. It is an "arbitration institution" in the sense of the Association Act 2002 and not an arbitration court according to §§ 577 ff ZPO.
- (2) The Court of Arbitration shall be composed of three ordinary members of the Association. It shall be formed in such a way that one party to the dispute nominates a member as arbitrator in writing to the Executive Board. Upon request by the Executive Board within seven days, the other party to the dispute shall nominate a member of the arbitral tribunal within 14 days. After notification by the Board of Directors within seven days, the arbitrators nominated shall elect a third ordinary member as chairman of the arbitral tribunal within a further 14 days. In the event of a tie, the nominees shall be decided by lot. The members of the arbitral tribunal may not belong to any body - with the exception of the General Assembly - whose activities are the subject of the dispute.

- (3) The arbitral tribunal shall reach its decision by a simple majority of votes after hearing both sides and in the presence of all its members. It shall decide to the best of its knowledge and belief. Its decisions are final within the Association.

## **§ 16: Voluntary dissolution of the association**

- (1) The voluntary dissolution of the Association can only be decided in a General Assembly and only with a two-thirds majority of the valid votes cast.
- (2) This General Assembly shall also decide on the liquidation of the Association, provided that assets of the Association are available. In particular, it shall appoint a liquidator and decide to whom the liquidator shall transfer the assets of the Association remaining after the liabilities have been covered. These assets shall, insofar as this is possible and permissible, go to an organization which pursues the same or similar purposes as this Association, otherwise to social welfare purposes.

## **§ 17: Use of the Association's assets in the event of the withdrawal of members, the dissolution of the Association or the discontinuation of the beneficiary purpose**

In the event of the dissolution of the Association or in the event of the discontinuation of the previous beneficiary purpose of the Association, the assets of the Association remaining after the liabilities have been covered shall in any case be donated to charitable or benevolent purposes within the meaning of §§ 34 ff of the Federal Fiscal Code (BAO).

Therefore, the remaining assets of the association are to be used for the promotion of European democracy and the transparency of the EU institutions.

Should this not be possible at the time of the necessary liquidation of assets due to the dissolution of the Association or the discontinuation of the previous beneficiary purpose of the Association, the remaining assets of the Association shall be allocated to other charitable, benevolent or ecclesiastical purposes in accordance with §§ 34 ff BAO. As far as possible and permitted, the assets shall be allocated to institutions pursuing the same or similar purposes as this Association.