

STATUTES of V.I.T.A – A.T.I.V

Association for the promotion of constructive intellectual and existential exchange

(in accordance with § 3 of the “Vereinsgesetz 2002”, i.e. the Austrian Associations Act of 2002 = AAA 2002)

§ 1: Name, Place of Establishment and Field of Activity

- (1) The Association shall bear the name “V.I.T.A – A.T.I.V – Association for the promotion of constructive intellectual and existential exchange“. The name of the Association as well as the logo (both protected by trademark) have been provided by one of its founding members.
- (2) The Association shall have its head office in Vienna, Austria. Its activities shall predominantly extend to the entire country.
- (3) The Association has the intention to establish branch offices and branch associations (according to §1 sec 4, AAA 2002)

§ 2: Association’s Purpose

- (1) The Association serves the promotion of the general public in intellectual, existential, spiritual, cultural, ethical and material fields. The association's activity is not focused on profit, it serves to achieve the following ideal purpose: exchange, education and training in scientific, artistic, cultural, intercultural, inter-religious, philosophical, educational, and sporting fields. The idea and overall concept (regarding the purpose and structure) were put at “VITA - ATIV”'s disposal by one of its founding members
- (2) The Association is a non-profit organisation (according to § 35, Federal Tax Law).

§ 3: Means for the Achievement of the Association’s Purpose

- (1) The above non-material purpose of the association is to be achieved by non-material and material means as indicated in sections (2) and (3).
- (2) Non-material means (activities that are intended for the implementation of the association's purpose – according to § 3, sec 2, line 4, AAA 2002) are:
 - a. Meetings and reunions (with discussions, lectures, practice, films, etc.),
 - b. Seminars and courses,
 - c. Conferences, Conventions,
 - d. Study trips,
 - e. Physical exercise, walks and exercises to foster and develop concentration,
 - f. Promotion of initiatives that identify themselves with the Association’s non-material purpose and its founding principles,
 - g. The Association’s website,
 - h. Publication of newspapers, magazines and books,
 - i. The setting-up of a library.
- (3) The necessary material means (financial means for the realization and implementation of the association's purpose – according to § 3, sec 2 line 4, AAA 2002) shall be provided by:
 - a. Admission fees,
 - b. Membership fees,
 - c. Attendance fees for events organized by the Association,
 - d. Sale of various media (such as newspapers, magazines, books, CDs, etc.),
 - e. Donations and legacies,
 - f. Sponsorship,
 - g. Funding from public institutions.

§ 4: Categories of Membership

- (1) The members of the Association belong to one of the following categories: associate members, full members, honorary members and sponsor members.
- (2) Associate members are those who are interested in the Association’s non-material purpose and its founding principles. They pay a reduced membership fee. Full members are those who identify themselves fully with the Association’s non-material purpose and its founding principles. They pay the full membership fee. Honorary members are persons who are appointed as such because of special services to the Association and its purpose or because of special skills (e.g. professional, social or personal). They are exempt from paying membership fees. Sponsor members are physical persons or legal entities that support the Association and its non-material purpose with material or financial resources. They are exempt from paying membership fees.

§ 5: Admission as Member

- (1) The following persons may be admitted as members of the Association:
 - Physical persons who are interested in the Association’s non-material purpose and its founding principles or physical persons who fully identify themselves with the Association’s non-material purpose and its founding principles, as well as
 - Partnerships having legal capacity and legal entities that meet those criteria that still need to be adopted by the General Assembly.
- (2) The Association’s Board shall decide about the admission of associate and full members as well as sponsor members. Admission can be denied without giving any reasons.
- (3) Following a proposal by the Association’s Board, honorary members are appointed by the General Assembly by a qualified majority vote (§ 9 sec 9).
- (4) Until the Association is formally established (as a legal entity according to § 2, AAA 2002) the Association’s founders are responsible for the temporary admission of associate and full members or (if the Board has already been appointed) the Association’s Board. These provisional memberships shall become effective only upon the formal establishment of the Association (as a legal entity). If a Board is appointed after the Association’s establishment (as a legal entity), the Association’s founders are also responsible for the (final) admission of associate and full members (until the Association’s Board has been appointed).

§ 6: Ending of membership

- (1) Membership in the Association ends upon member’s death or upon the loss of legal capacity (in the case of partnerships and of legal entities) as well as upon resignation or expulsion.
- (2) Resignation from the Association may only happen at the end of the calendar year and must be given in writing to the Board at least three months in advance. If such notice is given belatedly, it will not become effective until the next possible (resignation) date. Criteria for the notice having been sent in time are the postmark on a registered letter or the date of a corresponding e-mail.
- (3) The Association’s Board may expel a member who has not paid the membership fees for more than six months (despite two written reminders including the indication of a reasonable period for late payment). The obligation to pay all due membership fees remains unaffected.
- (4) The Association’s Board may also decide to expel a member from the Association because of severe violations of other responsibilities – defined in the Statutes and Association’s rules (which in their latest version shall become an integral part of these Statutes, once these shall have been published on the Association’s website) – as well as because of dishonourable behaviour.
- (5) In response to a proposal from the Board, the General Assembly may decide, for the reasons listed in sec (4), the revocation of an honorary membership by a

qualified majority vote (§ 9, sec 9).

§ 7: Members' Rights and Responsibilities

- (1) Full and honorary members have the right to vote and the right to be elected at the General Assembly. Further, the members with voting rights are entitled to take part in the Association's events and to make use of the Association's facilities (yet exclusively in accordance with the Association's rules and the agreements entered into).
- (2) Each member is entitled to review the Association's Statutes; after the establishment of the Association these shall be published on its website.
- (3) At least one tenth of the members with voting rights can request from the Board a convening of a General Assembly.
- (4) The members with voting rights must be informed by the Board at each General Assembly about the Association's activities and financial management. If at least one tenth of the members with voting rights should make this kind of request by indicating the reasons, the Board has to provide such information to the members in question within four weeks, anyway.
- (5) The members with voting rights must be informed by the Board about the audited annual financial statements (§ 21, AAA 2002). If this is done in the General Assembly, the auditors must be involved.
- (6) All members are obliged to make every reasonable effort to promote the Association's interests and to avoid any actions which would be detrimental to the Association's reputation or purpose. Members are required to observe the Association's Statutes, the Association's rules (which in their latest version shall become an integral part of these Statutes, once they shall have been published on the Association's website) as well as the agreements entered into and the resolutions of the Association's bodies. All members explicitly agree beforehand that beyond these obligations (put down in writing in the Statutes, the Association's rules and the agreements entered into), a member cannot be obliged to anything by other members and no member can oblige any other member to anything (of course, all the obligations based on general law remain unaffected thereof). All members (except honorary members) are obliged to pay their admission and membership fees in time and with the amount decided by the General Assembly.

§ 8: The Association's Bodies

The Association's Bodies are the General Assembly (§§ 9 and 10), the Board with eventually a Managing Director (§§ 11 - 13), the Auditors (§ 14) and the Arbitration Committee (§ 15).

§ 9: General Assembly

- (1) The General Assembly represents the "Assembly of Members" (according to § 5, sec 2, AAA 2002). A regular General Assembly shall be held every three years.
- (2) An extraordinary General Assembly is to be held within four weeks:
 - a. after a resolution of the Board or of the General Assembly,
 - b. at the written request of at least a tenth of the members with voting rights,
 - c. at the request of the Auditors (§ 21 sec 5, first line, AAA 2002),
 - d. after a resolution of the Auditor(s) (§ 21, sec 5, second line, AAA 2002; § 11 sec 2, third line of these Statutes),
 - e. after a resolution of the entire Arbitration Committee or its Head (§ 15 sec 3 lit a of these Statutes) or
 - f. after a resolution of a court-appointed curator (§ 11, sec 2, last line of these Statutes)
- (3) All members with voting rights are to be invited to regular as well as to extraordinary General Assemblies in writing (by e-mail, sent to the e-mail address provided by the member) at least two weeks prior to the date. For various reasons (e.g. if the number of members grows large) the General Assembly may decide by qualified majority (§ 9, sec 9) that only delegates of the members with voting rights shall be invited to future General Assemblies (according to § 5, sec 2 of AAA 2002) and that this may be concretized in a corresponding amendment of the Statutes.
- (4) The invitation to the General Assembly has to be sent out indicating the agenda. The invitation may be sent out by the Board (sec 1 and sec 2 lit a-c), by one or the Auditor(s) (sec 2 lit d), by one or the member(s) of the Arbitration Committee (sec 2 lit e) or by a court-appointed curator (sec 2 lit f).
- (5) Motions to the General Assembly are to be submitted in writing (by e-mail) to the Board at least seven days before the date of the General Assembly.
- (6) Valid resolutions – except those regarding a motion for the convening of an extraordinary General Assembly – may be passed only about items listed on the agenda.
- (7) All members with voting rights are entitled to participate in the General Assembly. All full and honorary members have voting rights and also the right to be elected. Each member with voting rights has one vote. Partnerships having legal capacity and legal entities who were admitted as full members of the Association may be represented in the General Assembly by one physical person respectively. The assignment of a voting right to another member with voting rights is acceptable subject to a written authorization. If the General Assembly decides by a qualified majority (§ 9, sec 9) that only delegates of members with voting rights (according to § 5 sec 2, AAA 2002) are to be invited to future General Assemblies, the right to participate at the General Assembly, the right to vote as well as the right to be elected are all to be regulated anew by a corresponding amendment of the Statutes.
- (8) The General Assembly has a quorum regardless of the number of members present.
- (9) As a rule, resolutions are passed and elections take effect in the General Assembly by a simple majority (approval of half of all valid votes plus one valid vote). Resolutions about eventual changes in the Association's Statutes, about the Association's dissolution or other statutorily specified facts, are passed by a qualified majority (two-thirds of all valid votes cast).
- (10) The President presides at the General Assembly, in his/her absence his/her Representative. If his/her Representative is absent, then the oldest Board member present presides at the assembly. The President may ask an honorary member to preside.

§ 10: Responsibilities of the General Assembly

The following responsibilities lie with the General Assembly:

- a. to pass a resolution regarding the annual estimate;
- b. to receive and approve the Association's report and statement of accounts in cooperation with the Auditors;
- c. to elect Board members, Arbitration Committee members and Auditors among the members with voting rights (full and honorary members);
- d. to eventually dismiss Board members and Auditors;
- e. to propose the eventual appointment of a Managing Director;
- f. to propose the dismissal of a Managing Director;
- g. to eventually approve legal transactions between the Auditors and the Association;
- h. to discharge the Board;
- i. to decide about the amount of the admission and membership fees;
- j. to decide about the bestowal of honorary membership;
- k. to eventually revoke honorary membership;
- l. to establish the Association's rules (which shall become effective in their latest version, once they have been published on the Association's website) by a qualified majority vote (§ 9, sec 9);
- m. to eventually pass resolutions about changes in the Statutes and rules of the Association and about the voluntary dissolution of the Association;
- n. to consult on and decide about other questions on the agenda.

§ 11: Association's Board

- (1) The Association's Board (in short: Board) shall comprise four obligatory members: the President and his/her representative, the Secretary and the Treasurer. A Managing Director may eventually be appointed alongside the Board.
- (2) Board members are elected by the General Assembly from the circle of members with voting rights (full and honorary members). If an elected Board member drops out from the Board, the Board has the right to co-opt in his/her place another member with voting rights, yet must obtain a later approval (for this) in the next General Assembly. If the Board is not available at all or for an unforeseeably period of time without supplementation by co-optation, each Auditor respectively each member of the Arbitration Committee is obliged to convene without delay an extraordinary General Assembly for the purpose of electing new Board members. If the Auditors respectively the Arbitration Committee's members too are incapable of acting, then any full or honorary member who recognizes the emergency is obliged to immediately apply at the competent court for the appointment of a curator who shall convene an extraordinary General Assembly without further delay.
- (3) The Board's term of office lasts three years. Re-election is possible. Every function in the Board is to be carried out personally, this is also possible through a video conference or similar technical means. The Head of the Arbitration Committee, the Managing Director (if one has been appointed) and the honorary members are all co-opted to the Board.
- (4) The Board is convened by the President (or by his/her Representative if the President is unable to do so) in writing or verbally. If the Representative too is unable to do so for an unforeseeable period of time, then any other Board member may convene the Board.
- (5) The Board has a quorum when all of its members have been invited and at least half of its members are present.
- (6) The Board passes resolutions by a simple majority vote; where voting results in a tie, the President has the casting vote. In addition to the four obligatory Board members, voting rights in the Board are held by the Head of the Arbitration Committee, the Managing Director (if one has been appointed) and the honorary members.
- (7) The President presides at the Board, in his absence his/her Representative. If his/her Representative is absent too, the Board is presided by the oldest Board member present or by a Board member chosen by a majority of other Board members. The President may invite an honorary member to preside at the Board.
- (8) Board membership ends with member's death, with expiration of member's term of office (sec 3), upon dismissal (sec 9) or upon resignation (sec 10).
- (9) The entire Board or individual Board members may be dismissed by the General Assembly (expressly convened for this purpose) by a qualified majority (§ 9, sec 9). Such dismissals enter into effect as soon as the new Board or the new Board member has been appointed.
- (10) Board members may announce their resignation in writing at any time. The declaration of resignation is to be addressed to the Board or, in cases where the entire Board resigns, to the General Assembly. The resignation takes effect only once a successor has been elected or co-opted (sec 2).

§ 12: Responsibilities of the Association's Board

The Board is responsible for leading the Association and is thus its „leading body“ according to § 5, sec 3, AAA 2002. The Board is responsible for all tasks which are not assigned under these Statutes or by specific mandate to other bodies of the Association. In particular, the Board's activities encompass the following matters:

- (1) to set up an accountancy that meets the requirements of the Association (with continuous recording of revenues and expenses and an inventory of the Association's assets as a minimum requirement);
- (2) to prepare the annual estimate, the accountability report and the report and statement of accounts;
- (3) to prepare and convene the General Assembly in case of § 9, sec 1 and 2 lit. a-c of these Statutes;
- (4) to inform the members with voting rights about the Association's activity, the financial conduct and the approved annual financial statements;
- (5) to administer the Association's assets;
- (6) to admit associate, full and sponsor members;
- (7) to eventually expel associate, full and sponsor members;
- (8) to sign the appropriate mandates of the Managing Director on proposal of the General Assembly and after approval by the Arbitration Committee;
- (9) to eventually sign the revocation of mandates of the Managing Director on proposal of the General Assembly and after approval by the Arbitration Committee;
- (10) to hire the Association's employees;
- (11) to dismiss the Association's employees.

§ 13: Special responsibilities of Board members

- (1) The President manages the Association's day-to-day affairs. The Secretary assists the President in his/her activity. A Managing Director may be appointed alongside the Board regarding the management of the Association's activities.
- (2) The President represents the Association towards the outside world. Any written documents issued by the Association must be signed by the President and the Secretary. Transactions involving the Association's assets must be signed by the President and the Treasurer. Legal transactions between Board members and the Association must be approved by another Board member.
- (3) Legal mandates to represent the Association toward the outside world or to sign on behalf of the Association may exclusively be signed by the Board members mentioned in sec (2).
- (4) In cases of imminent danger, the President is authorised to issue instructions single-handedly under his/her own responsibility in matters which normally belong to the sphere of the General Assembly or the Board. Such instructions require that the President, if technically possible, informs the speaker of the Arbitrations Committee before (by phone or e-mail), and afterwards, in any case, obtains the approval of his/her decision from the responsible body.
- (5) The President presides at the General Assembly and at the Board.
- (6) The Secretary takes minutes of the General Assembly and the Board.
- (7) The treasurer is responsible for the proper financial conduct of the Association.
- (8) If a Managing Director has been appointed alongside the Board, his responsibilities are laid down in a corresponding mandate. This mandate is signed by the Board (after proposal of the General Assembly and after approval by the Association's Arbitration Committee). It can be issued either as a partial mandate (to represent the Association towards the outside world in certain matters or to sign on behalf of the Association) or as a full mandate (for the management of the day-to-day affairs of the Association).
- (9) If the President is unable to attend, his/her Representative takes his/her place. The Secretary and the Treasurer represent one another reciprocally (when one of them is unable to attend).

§ 14: Auditors

- (1) Two Auditors are appointed by the General Assembly from among the members with voting rights (full and honorary members) for a term of three years. Auditors may be re-appointed. With the exception of the General Assembly, the Auditors can not be part of any body of the Association whose activity is subject to the audit.
- (2) The Auditors are responsible for monitoring the Association's business activities on an ongoing basis as well as for auditing the Association's financial conduct with regard to orderly accounting and the use of funds in accordance with the Statutes. The Board must pass on all necessary documentation and information to the Auditors. The Auditors have to report the results of the audit to the Board and the Arbitration Committee.
- (3) Legal transactions between the Auditors and the Association must be approved by the General Assembly. Otherwise, the provisions set forth under § 11 sec (8) - (10) apply correspondingly.

§ 15: Arbitration Committee

- (1) The supervision of all the Association's bodies and the settling of any and all disputes arising from within the Association lie with the Association's Arbitration Committee. It is a „supervisory body“ (according to § 5, sec 4, AAA 2002) and at the same time a „conciliation panel“ (according to § 8, AAA 2002); not an arbitration court according to the Austrian Code of Civil Procedure, ZPO §§ 577)
- (2) The Arbitration Committee is made up of at least three members who are elected by the General Assembly from among the circle of members with voting rights (full and honorary members); the exact number is also determined by the General Assembly, by a qualified majority (§9, sec 9). With the exception of the General Assembly, the members of the Arbitration Committee can not be part of any other body of the Association. They elect the Head of the Arbitration Committee from among their number. The Head nominates the Speaker of the Arbitration Committee from among the committee members. The provisions set forth under § 11, sec 8-10 of these Statutes apply correspondingly for the members of the Arbitration Committee.
- (3) The Arbitration Committee's functions are supervision and arbitration.
 - (a) In its supervisory function, the Arbitration Committee may (at any time, when necessary) control: that during meetings and activities of the Association all the participants act in compliance with the Statutes, the Association's rules and the agreements entered into (whereas in case of non-compliance it can impose the agreed sanctions); that all the Association's bodies are managing their activities according to the Statutes (whereas all the Association's bodies are obliged to pass on all the requested documentation and information to the Arbitration Committee). If a member of the Committee finds irregularities, the Committee first informs the concerned body of the Association and calls upon it to remedy them. If they are not remedied within the agreed period, the Arbitration Committee or its Head may convene an extraordinary General Assembly in order to inform it about the current situation (which enables the General Assembly to act accordingly in these cases). The examination of a proposal of the General Assembly regarding an appointment or a dismissal of a Managing Director as well as eventually the approval of this proposal lies with the Arbitration Committee a corresponding mandate for the Managing Director or its revocation will be signed afterwards by the Board).
 - (b) In its arbitration function the Arbitration Committee take its decisions, to the best of its knowledge and belief, by a simple majority, after hearing both sides. The Arbitration Committee can decide in an arbitration case (by a simple majority) if it will act immediately or if (before it starts to act) other methods of resolving conflicts (in particular „mediation“, according to the Civil Rights-Mediation Law) should be applied before. The decisions of the Arbitration Committee are final within the Association.
- (4) The legal basis for all agreements concerning the association "VITA - ATIV" (and therefore also the present Statutes) is Austrian law in general and the AAA 2002 in particular. By general agreement the court of jurisdiction (for matters which cannot be solved within the Association) is Vienna.

§ 16: Voluntary dissolution of the Association

- (1) The voluntary dissolution of the Association can only be decided upon in an extraordinary General Assembly convened for this purpose and only by a qualified majority (§ 9 sec 9).
- (2) If the Association still holds assets, a decision on their liquidation must be taken during the extraordinary General Assembly in question. In particular the General Assembly must appoint a liquidator and decide to whom the Association's remaining assets are to be transferred once its liabilities have been covered.
- (3) Should the Association be dissolved or lose the tax privilege (it had until now due to its purpose), the remaining assets belonging to the Association must be used for non-profit, charitable or religious purposes in accordance with § 34 of the Austrian Federal Tax Law.

