

# Statutes of the Society

## European Dialogue



### § 1: Name, headquarters and area of activity

The Society is called “European Dialogue – a forum for information about and encouragement of the further development of the European Integration Project”.

Short form: “European Dialogue” or “ED”.

(1) It has its headquarters in Graz and its activity spread over the whole of Europe.

### § 2: Aims

The association is trying to form a bridge between the citizens to support the exchange and proposal of new ideas as well as impulses at both the European and cultural level. The Society, while aware of its strictly nonparty nature, also supports an active citizenship, which is to be achieved through increased communication and debate at the European and cultural level. The association is committed to sustainable provision of European information about Europe and awareness-raising. Furthermore, a special feature of the Society will be cross-border projects and events.

The activity of the Society is not profit-making.

### § 3: Ways of achieving the aim of the Society

(1) The aim of the Society is to be achieved using the means, both non-material and material, set out in paragraphs 2 and 3.

(2) Non-material means include:

- a) The organisation of events, lectures and seminars
- b) Also study trips and symposia
- c) Public relations activities and the organization of workshops
- d) Support for initiatives and project which serve the aims of the Society
- e) Working together with other organisations and institutions in Europe which have similar aims.
- f) Establishment and support of an association home page
- g) Charitable and cultural projects

(3) The necessary material means are to be raised by means of:

- a) Membership fees and a possible entrance fee
- b) Proceeds of events and projects
- c) Publications
- d) Sponsoring
- e) Grants and subsidies
- f) Society festivals
- g) Donations, legacies and other financial contributions

#### **§ 4: Types of membership**

- (1) The members of the association are structured into ordinary, sponsoring and honorary members.
- (2) Ordinary members are those who have been confirmed by a written application for membership from the board.
- (3) Sponsoring members are those who further the activities of the Society by paying a higher membership fee.
- (4) Honorary members are persons who have been nominated as such by virtue of their special services to the Society.

#### **§ 5: Acquisition of membership**

- (1) Members of the Association may be all physical persons as well as legal persons and legal partnerships.
- (2) The Board decides on the acceptance of ordinary and sponsoring members. Acceptance can be refused without giving reasons.
- (3) Until the Society is properly constituted the provisional acceptance of ordinary and sponsoring members will take place at the discretion of founding members, once the Board has been formed, by the latter. This membership will become valid only when the Society is constituted. If a Board is only formed after the creation of the Society, the (definitive) acceptance of ordinary and sponsoring members will also take place via the founders of the Society.
- (4) The nomination of honorary members occurs at the request of the General Assembly or of the Chairman via the Board.

#### **§ 6: Ending of membership**

- (1) Membership ceases by voluntary exit at any time, by exclusion or by death, in the case of legal persons and legal partnerships by loss of legal personality.
- (2) Leaving the Society is to be notified in writing to the Board. The obligation to pay remaining membership contributions is unaffected by this.
- (3) The board can exclude a member if he or she despite two written warnings giving an appropriate deadline falls more than two months behind with the payment of dues. The obligation to pay the due membership contributed remains unaffected by this.
- (4) The exclusion of a member from the Association may also be carried out by the Board for the violation of other members' obligations and for dishonest behaviour. Also according to § 7 (6). The association is not obliged to reimburse the already paid membership fee. An appeal is not permitted against exclusion.

- (5) The withdrawal of honorary membership can be decided on the basis of the reasons named in paragraph 4 above, by the Board via an application of the general assembly or of the Chairman. For such a decision in a two-thirds majority required.

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

- (1) The members are entitled to take part in all events of the Society and to claim the use of Society facilities. The right to vote in the general assembly as well as the active and passive voting right is only open to ordinary and honorary members.
- (2) Every member is entitled to demand from the Board the handing over of the statutes.
- (3) A minimum of one tenth of the membership is required to demand from the Board the convening of a general assembly.
- (4) The members must be kept informed by the Board at every general assembly about the activities and financial conduct of the Society. If at least one tenth of the members demands this while giving reasons, the Board is obliged to give the relevant members such information within four weeks.
- (5) Members must be informed by the Board about the audited financial statements (accounting). If this happens in the General Assembly, the auditors must be involved.
- (6) The members are obliged to nurture the interests of the Society as much as they can and to avoid anything which might harm the standing and the aims of the Society. They must heed the Society statutes and the decisions of the organs of the Society.
- (7) The ordinary and special members are obliged to pay their joining fees and a possible entrance fee punctually and at the level determined by the general assembly.
- (8) On the basis of the General Secretary's request, the Board may decide to reduce the membership fee in special cases, for socially weaker persons. Half of the membership fee is the limit of the reduction. The person concerned must provide proof of their financial situation.

## **§ 8: Organs of the Society**

Organs of the Society are the General Assembly (§§ 9 and 10), the Board (§§ 11 to 13) the Committee (§14) the auditors (§ 15) and the Court of Arbitration (§16).

## **§ 9: General Assembly**

- (1) The General Assembly is the "Members' Assembly" in terms of the "Vereinsgesetz 2002". An ordinary General Assembly takes place every five years.
- (2) An extraordinary General Assembly takes place :
- At the decision of the Board or of the ordinary General Assembly.
  - Following a written petition from at least one tenth of the members
  - At the demand of the auditors (§ 21 par. 5 first sentence of the VereinsG),
  - Following the decision of the auditor(s) (§ 21 par. 5 second sentence of the VereinsG, §11 par.2 third sentence of these statutes)
  - By the convening by the Collegium in the sense of § 11 (10 lit. c) or

- f. Following the decision of a legally appointed registrar (§ 11 par. 2, last sentence of this Statutes) within four weeks.
- (3) All members are to be invited to ordinary as well as extraordinary General Assemblies with at least two weeks notice, either in writing or by email (at the address provided by the member to the Society). The announcement of a General Assembly is to be accompanied by the declaration of the agenda. The convocation occurs by way of the Board (par. 1 and par. 2 lit. a – c) by the auditor(s) (par. 2 lit. d) or by a legally appointed registrar (par. 2 lit. e).
- (4) Requests to the General Assembly are to be submitted at least four days before the deadline of the General Assembly in writing or by email to the Board.
- (5) All members are entitled to participate in the General Assembly. Only the ordinary and honorary members have the right to vote. Each member has one vote. The transfer of voting rights to another member by written authorization is permitted.
- (6) The general Assembly has a quorum regardless of the number of attendees. Exceptions to this is § 11 (12).
- (7) Elections and passing of resolutions are decided as a rule on a simple majority of the valid votes cast. Resolutions according to § 11(12) and which are intended to change the statute of the Society, or to dissolve the Society, require however a qualified majority of two thirds of the valid votes cast.
- (8) The Chairman heads the Board in the General Assembly or in his /her absence his/her deputy. If they are both absent, the General Secretary takes the chair in the General Assembly.

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

The following tasks are reserved for the General Assembly:

- a) Receiving and approval of the reports on activities concerning the accounts and the end of year financial account with the cooperation of the auditors.
- b) Election, appointment and removal §11 (12) of the members of the Board and of auditors.
- c) Approval of legal transactions between the auditors and Society.
- d) Discharge of the Board for the expired functional period.
- e) Request to the Board for the award or disqualification of honorary membership
- f) Deciding on changes to the statutes and the voluntary dissolution of the Society.
- g) Consultation and passing resolutions about other questions on the agenda.

## **§ 11: Board**

- (1) The Board may consist of up to nine members, consisting of a Chairman, a 1<sup>st</sup> Deputy Chairman, a 2<sup>nd</sup> Deputy Chairman, a 3<sup>rd</sup> Deputy Chairman, a General Secretary and a Representative for Finance as well as three other members: From three other members: a Representative for International and European Relations, a Representative for Art and Culture in Europe and a Representative for Communication and Media.

- (2) The Board is elected by the General Assembly. On the leaving of an elected member the Board has the right to co-opt in his/her place another eligible member. Exceptions to this is § 11 (10 lit. c). Should the Board cease to function by reason of failing to co-opt, either at all, or for an unforeseeably long period of time, every auditor is obliged to call immediately for an extraordinary General Assembly in order to hold new elections. If the auditors are also unable to act, any ordinary member who recognises the emergency situation must immediately call for the appointing of a registrar at the appropriate court, and the registrar must at once call an extraordinary General Assembly
- (3) The period of office of the Board is five years; re-elections are possible. Each office in the Board is to be carried out personally.
- (4) At the board meeting, all members of the Board, auditors and invited persons are entitled to participate. Only the members of the Board are entitled to vote. Each member has one vote.
- (5) A quorum exists if all the Board members have been invited and at least half of them are present. If the Board consists of only two members, which at the same time represents the minimum number required by law, unanimity of the resolutions adopted is necessary.
- (6) The transfer of voting rights to another member by written authorization is permitted.
- (7) The Board is to be convened by the Chairperson, in his/her absence by one of his/her Deputies, in writing or verbally. If the latter are also unavailable for an unforeseeably long time, the General Secretary will undertake this function. The Chairperson can summon external people as sources of information to the sessions.
- (8) The Board takes its decisions on a simple majority: in the case of a tied vote, the Chairman's vote decides. § 11 (5) applies mutatis mutandis. Exceptions to this is § 6 (5).
- (9) If necessary the Board can also make resolutions in the form of a circular distributed by Email. For this purpose, a reasonable deadline for replies shall be issued by each member of the Board who initiates the circulation procedure. The absence of a response from a member of the Board within the set period is considered to be an abstention from voting. Otherwise, the provisions of § 11 (8) shall apply mutatis mutandis. A decision shall take effect upon receipt of the last vote, in the absence of votes at the end of the period set.
- (10)(a) The chair shall be chaired by the chairman. If the chairman is prevented, all his functions are transferred first to the 1<sup>st</sup> Deputy Chairperson. Staying in another Member State of the European Union is not considered a hindrance. If, however, the prevention period is longer than 20 days, or if the Chairman is prevented from continuing his / her duties, the three Deputy Chairmen, as a Collegium, exercise the functions of the Chairman. The same applies if the post of the chairman is permanently completed.
  - (b) According to lit.a the Collegium is responsible for exercising the function of the Chairman. It shall decide by a majority of votes. The presidency of the Collegium is the responsibility of the 1<sup>st</sup> Deputy Chairman, as well as its representation in the public. If one or two of the Deputies are prevented, or are permanently replaced, the Collegium remains quorate without their participation, if this results in a similarity of votes, the vote of the vice-chairman of the vice-chair shall be decisive.
  - (c) In the event of permanent absence of the office of the Chairman, the Collegium shall immediately call the General Assembly to elect a new Chairperson.

- (11) Except in the case of death and expiry of the period of office (par. 3) the office of a member of the Board ceases by reason of removal (par. 12) or written resignation (par. 13).
- (12) The General Assembly can at any time remove the whole Board or individual members of it. For the removal a personal presence of at least half of the members of the association is necessary. Furthermore a two-thirds majority of votes cast.
- (13) The members of the Board can at any time declare their resignation in writing. The Board may co-opt another member of the Board upon the departure of one of its members. The declaration of resignation should be directed to the Board within one week of the notification. The resignation is valid with the written registration. An exception to this is §11 (10 lit. c).

## **§ 12: Tasks of the Board**

- (1) It is the Board's duty to lead the Society. It is the "leading organ" in the framework of the "Vereinsgesetz 2002". It has responsibility for all tasks which are not assigned to another branch of the Society by the Statutes.
- (2) In particular the following matters fall into its domain:
- a) Setting up of a work programme and the execution of that programme.
  - b) Setting up of the annual estimates and the drafting of accounts report and the making up of the accounts.
  - c) Preparation and convening of the General Assembly in the cases of § 9 par. 1 and par. 2 lit. a-c of these statutes.
  - d) Acceptance and exclusion of ordinary and sponsoring members of the Society.
  - e) Nomination/ deprivation of honorary membership is § 5 (4) and § 6 (5).
  - f) Nomination and recall of members of the Committee, also nomination of a Chairperson of the Committee and his/her Deputy.
  - g) Informing the members about activities of the Society, its conduct and the audited final accounts.
  - h) Ensuring the execution of resolutions carried by the General Assembly.
  - i) Administering the finances of the Society.
  - j) Employment and dismissal of employees of the society.
  - k) Decisions concerning all matters which are not expressly reserved for the General Assembly and on which the Board has reserved the right to make decisions.
  - l) Setting of the level of membership fees and of a possible joining fee for ordinary and extraordinary members. The Board can exempt persons for "special merit for the association", from the payment of a membership fee.
  - m) It is the responsibility of the Board to decide on a change in the company's delivery address.

## **§ 13: Special duties of individual members of the Board**

- (1) The Chairperson represents the Society in all concerns in its external and internal relations. She/He chairs the Board and the General Assembly.
- (2) Written documents of the Society, for validation, need the signatures of the Chairman and one of the three Deputy Chairmen. Written documents in the financial interests (assets of the association) of the association require the signatures of the Chairman and the Representative for Finance. Legal transactions between members of the Board and the association require the approval of another member of the Board.

- (3) If there a danger of delay the Chairperson is entitled to take measures on his/her own initiative, even in matters come under the domain of the General Assembly or of the Board; in the case of internal affairs these measures will need the subsequent permission of the relevant branch of the Society.
- (4) The General Secretary coordinates the administration in the Society. She/He organises together with the Chairman the General Assembly and sessions of the Board. He is responsible for the protocols of the General Assembly and the Board meetings. Moreover he is responsible for the running of the secretariat including the overview of membership details. Additionally he has representative powers in terms of §9(8) and §11 (7). Even § 7 (8) the application for a reduction of the membership fee under special circumstances.
- (5) The Representative for Finance is responsible for the proper conduct of the monetary affairs of the Society. In addition, he is responsible for the management of the Society account.
- (6) In the case of absence of the Chairperson, she/he will be represented by his/her Deputy, the Representative for Finance and General Secretary will represent each other. § 11 (10 lit. a-c) applies mutatis mutandis.

#### **§ 14: Committee**

- (1) The Board can if necessary set up a Committee. This has a purely advisory and encouraging function.
- (2) The members of the Committee should be persons from public life, culture, European politics and business, also leading members of clubs and institutions which are committed to European Integration, culture and art.
- (3) The members of the Committee can appointed by the Chair personally or by virtue of their office.
- (4) The Board will nominate a Chairperson of the Committee and one or more Deputies.

#### **§ 15: Auditor**

- (1) Two Auditors will be elected by the General Assembly for a period of two years. Re-election is possible. The Auditors may not belong to any organisation, except for the General Assembly, the activities of which are subject to the audit.
- (2) The Auditors have a duty to carry out the ongoing supervision and auditing of the financial affairs of the Society and the conduct of those affairs in terms of the legality of the tendering of accounts statutory use of the funds. He Board must present to the Auditors the necessary documentation and to give the necessary information. The Auditors must report to the Board concerning the result of the audit.
- (3) In addition the conditions of § 11 par 11-13

#### **§ 16: Court of Arbitration**

- (1) The Society's internal Court of Arbitration is appointed to settle all disputes arising from circumstances in the Society. It is an „apparatus for settlement“ in terms of the “Vereinsgesetz 2002” and not a Court of Arbitration according to §§ 577 ff ZPO.

- (2) The Court of Arbitration is composed of three ordinary members of the Society. It is formed in such a way that one of the disputing parties gives the Board the name in writing of a member as a referee. Via a request from the Board within seven days the other disputing party within 14 days names a member of the Court of Arbitration. After being being informed by the Board within seven days the nominated referees will choose within a further 14 days a third ordinary member to be the Chair of the Court of Arbitration. In the case of a tie, the decision among those suggested is taken by drawing lots. The members of the Court of Arbitration must not belong to any organisation –except the Society – the activity of which is a subject of the dispute.
- (3) The Court of Arbitration reaches a decision after allowing both sides to be heard in the presence of all of its members, on a simple majority vote. It decides to the best of its knowledge and conscience. Its decisions are final within the confines of the Society.

### **§ 17: Voluntary Dissolution of the Society**

- (1) The voluntary dissolution of the Society can only be decided in a General Assembly by the personal presence of the least half the members of the association and then only with a two-thirds majority of valid votes cast and with the consent of the Chairman.
- (2) This General Assembly must also - insofar as Society funds are available – decide about the process of dissolution. If the Society is to be dissolved or if the charity previously favoured by the Society no longer exists, the remaining funds are to be used for charitable or religious purposes in terms of §§ 34ff BAO.
- (3) The final Board is to disclose the voluntary dissolution in writing within four weeks after the decision of the responsible authority.