

STATUTE OF THE ASSOCIATION

INSTITUT FÜR DIE WISSENSCHAFTEN VOM MENSCHEN

(IWM)

§1 NAME, LOCATION AND BUSINESS YEAR

1. The Association bears the name INSTITUT FÜR DIE WISSENSCHAFTEN VOM MENSCHEN. The Association's abbreviation is "IWM".
2. The Association is located in Vienna and the range of its activities extends to the whole of Austria.
3. The business year is the calendar year.

§2 PURPOSE

1. The Institute for Human Sciences' exclusive purpose is to carry out scholarly research and teaching on current topics in contemporary history. The Association particularly focuses on the analysis of new possibilities for the encounter of people from East and West and on developing, also on a scholarly basis, strategies for the resolution of future conflicts.
2. The Association exclusively and directly follows purposes for the public good according to §§35 and 36 BAO, and is non-profit making.

§3 MEANS

The purpose of the Association is to be achieved by the means listed below in points 1 and 2.

1. Non-material means are:
 - a) the organisation of lectures, seminars, courses, workshops, conferences and scientific discussions;
 - b) the production, editing, publishing and distribution of publications, including audio- (visual) materials, resulting from the Association's research and teaching activities;
 - c) the implementation of research projects with the resources and in the facilities of the Association, as well as in cooperation with other research institutions;
 - d) the establishing of contacts and development of co-operations with other research institutions who pursue similar aims and interests, both in Austria and abroad;

- e) membership in scholarly associations and institutions, and participation in their research activities;
 - f) the establishment and maintenance of a library and archive;
 - g) the acquisition, management, maintenance and provision of equipment and other resources for research;
 - h) the awarding of fellowships in the Institute's fields of study.
 - i) the awarding of scholarships to talented and needy students, who are resident in Vienna, are from the south-eastern European region and fulfil the minimum requirement of a bachelor's degree.
2. The necessary material means are to be acquired as follows:
- a) membership fees;
 - b) donations, collections, gifts, legacies, and yields from endowments;
 - c) proceeds from publications and assessments, from other activities of the Association, and from the application of research results;
 - d) private and public subsidies;
 - e) grants;
 - f) other contributions.

§4 MEMBERS

1. The membership of the Association consists of full members, extraordinary (supporting) members and honorary members.

2. A full member is a natural or legal person who supports the Association's purpose, is actively engaged in its work, pays the membership fees, and has a seat and a vote in the General Assembly.

An extraordinary member is a natural or legal person who supports the Association's purpose, pays the membership fees, but does not have either a seat or a vote in the General Assembly.

An honorary member is a distinguished person who has rendered exceptional services to the Association and its ideals, and has been nominated by the Board of Trustees.

He/She does not pay membership fees, and does not have a seat or vote in the General Assembly.

3. Full members are admitted upon invitation by the Board of Trustees. Extraordinary members have to apply for admission in writing to the Board of Trustees. The Board of Trustees' decision regarding the admission of full and extraordinary members is final. The Board of Trustees may refuse admission without revealing its reasons.

Honorary Members are nominated by the Board of Trustees.

4. A membership shall end at the request of the member, in the event of death, the loss of legal personhood, or by exclusion.

5. Voluntary termination of membership by a member must be declared in writing to the Board of Trustees by 30th September of the respective year, and enters into force at the

end of the business year. In case of late notification, the membership termination enters into force only with the end of the subsequent business year.

6. A member may be excluded from the Association by the Board of Trustees if the member neglects his/her membership duties or if continuance of his or her membership would harm the reputation of the Institute. The decision of the Board of Trustees is final.

§5 RIGHTS AND DUTIES OF MEMBERS

1. All Members are entitled to participate in the activities of the Association.
2. Only full members are entitled to participate and vote in the General Assembly, and hold both active and passive voting rights.
3. A legal person is represented in the General Assembly by a legally-appointed proxy.
4. The members are obliged to support the interests of the Institute and to refrain from acting in any manner which could harm the reputation and purpose of the Association. They are obliged to observe the statutes of the Association and the decisions of the Association's bodies.

§6 THE BODIES OF THE ASSOCIATION

The bodies of the Association are:

- a) the General Assembly
- b) the Board of Trustees
- c) the Board of Patrons
- d) the Academic Advisory Board
- e) the Jury for Award of Fellowships
- f) the Rector
- g) the Financial Control Commission
- h) the Arbitration Panel.

§7 GENERAL RULES OF PROCEDURE

1. All meetings of the Boards of the Institute are to be convened by their respective Chairperson. If a Chairperson is prevented from attending, his/her deputy shall represent him/her. If the deputy is also prevented from attending, he/she shall be represented by the longest-standing member of that Board. In the event that both the President and his/her deputy are prevented from attending, the General Assembly can be convened by any other member of the Board of Trustees.
2. A Board shall be convened on a date no later than within three months of receipt of a written request of one third of its members, submitted, together with a proposed agenda, to the Board's Chairperson, and in compliance with the periods for service stipulated under point 3 below. A meeting of the General Assembly may be requested by

one tenth of its membership. The request is to be submitted in writing together with a proposed agenda to the Chairperson.

3. Meetings of the General Assembly, the Board of Trustees, the Board of Patrons and the Academic Advisory Board are to be announced no later than 14 days before the date of the meeting. A Board meeting must be announced in writing to all its members, and must specify the proposed agenda. Suggestions for changes or additions to the agenda shall be submitted in writing to the Chairperson no later than 7 days before the date of the meeting.
4. In order to be able to conduct its business, a body's meeting of the Association must have a quorum. A quorum occurs when all the members have been invited according to the statutes and – except when stated otherwise in these statutes – when at least half of the members of the respective Board are present. The presence of a quorum is to be noted in the minutes.
5. The Chairperson or his/her deputy shall open, lead and close the meeting.
6. If not all members of a Board or the General Assembly are present, decisions can only be made on items listed in the meeting's agenda.
7. Written circular resolutions may be made by any body, as long as no member of the respective body objects to this within seven days. Written circular resolutions are made by a simple majority of votes cast, and the period for voting must not be shorter than seven days.
8. Decisions and votes require a simple majority unless stated otherwise in these statutes. Each member of a body has one vote; he/she can choose to be represented by another member of the same body. Legal persons are represented by a legally-appointed proxy.
9. The Chairperson must exclude a member from the meeting and the voting of the relevant body, if a reason exists according to §7 of the General Law of Administration 1950, BGBl. Nr. 172 in its current version.
10. In the event of a tied vote the final decision rests with the Chairperson.
11. The meetings of the Association's General Assembly or Boards are principally not open to the public, unless decided otherwise by the respective body's membership.
12. Meetings of the Institute's bodies may be held without the physical presence of its members (for example via telephone or video conference). This decision is to be taken by the Chairperson of the respective body. In that case, the provisions for holding of meetings shall apply *mutatis mutandis*, whereby a technical solution shall be chosen that ensures that all eligible members are able to participate in the virtual meeting.

§8 EXTERNAL REPRESENTATION, SIGNATORY POWERS

1. The Association is represented by the President together with the Vice-President or the Rector. If he or she is prevented from actively representing the Association, the Institute is represented by the Vice President together with Rector.

2. A Board is represented by its Chairperson or his/her deputy, unless determined otherwise by the Board in question.
3. The President may confer sole signatory rights to the Rector for the implementation of the Association's day-to-day business. Signatory rights may also be conferred to members of the Institute's staff.
Any internal restrictions of signatory rights shall be governed by the Rules of Procedure.
4. The President may confer signatory rights to the Rector and the Executive Director for the implementation of the Association's day-to-day business. Signatory rights may also be conferred to members of the Institute's staff. He/She can also confer signatory rights to other members of the Institute's staff.

Signing powers in financial matters shall be governed by the Rules of Procedure.

§9 THE GENERAL ASSEMBLY

A meeting of the General Assembly is to be convened annually, preferably within six months after the beginning of the business year.

1. Extraordinary meetings may be called upon resolution of the General Assembly, at the request of one tenth of all members of the Association, or at the request of the Financial Control Commission.
2. According to §5, point 3, all full members of the Association or their appointed representatives are entitled to take part in the meetings of the General Assembly.
3. If a meeting of the General Assembly fails to achieve a quorum, the meeting is to be held 15 minutes later with the same agenda, at which time the General Assembly shall be considered quorate regardless of the number of members or representatives present.
4. The President is the Chair of the General Assembly. If he/she is prevented from attending the meeting, the Vice-President is to chair the meeting.
5. Voting rights may be transferred to another full member by way of written authorization. However, a member may not represent more than two other members.

§10 RESPONSIBILITIES OF THE GENERAL ASSEMBLY

The General Assembly has the following responsibilities:

1. approval of the annual estimated budget, the annual report and the final financial report, as well as the report of the Financial Control Commission;
2. approval of the guidelines for the distribution of financial resources, which are at the disposal of the Association;
3. deliberations on the general direction of the activities of the Association and its goals;
4. election and dismissal of the President, the Vice-President and other members of the Board of Trustees;
5. election and dismissal of the members of the Financial Control Commission according to § 20, point 1;

6. setting of the entry fee and membership fees for full and extraordinary members;
7. alterations of the statutes and voluntary dissolution of the Association.

§11 THE BOARD OF TRUSTEES

1. The Board of Trustees consists of:
 - a) the President (as Chairperson);
 - b) the Vice-President (as deputy);
 - c) the Rector of the Institute (ex officio, without a vote);
 - d) up to seven additional full members.
2. The President, the Vice-President/s and the additional up to seven members of the Board of Trustees are elected by the General Assembly for a period of office of five years. Re-election is permitted.
3. If the President resigns before the end of his or her period of office, or if he or she is prevented from fulfilling his or her function for more than three months, the General Assembly is to elect a new President for the rest of the period of office as soon as possible. Until then the Vice-President acts as President.
4. The same applies if another member of the Board of Trustees resigns or is prevented from fulfilling his or her function for a longer period. In this case, however, the Board of Trustees can take special measures for appointing a substitute.
5. Each member of the Board of Trustees may appoint another member of the Board of Trustees to act as his or her representative. A member may not represent more than one other member.

§12 RESPONSIBILITIES OF THE BOARD OF TRUSTEES

1. The Board of Trustees is responsible for the management of the Association. It is responsible for all tasks, which are not allocated to another body by these statutes. In particular, it is responsible for:
 - a) the preparation of the meetings of the General Assembly;
 - b) the admission and exclusion of full and extraordinary members; and the nomination of honorary members;
 - c) the appointment of the Rector at the suggestion of the President.
2. The Board of Trustees may transfer the preparation and execution of the tasks for which it bears responsibility to the Rector.
3. The Board of Trustees decides on its own rules of procedure. All members of the Association are entitled to have access to these rules of procedure.

§13 THE BOARD OF PATRONS

1. The Honorary Members make up the Board of Patrons which supports and advises the Association.

2. The President of the Board of Patrons is appointed to a three-year-term by the Board of Trustees; re-appointment is permitted.

§14 RESPONSIBILITIES OF THE BOARD OF PATRONS

1. Support and advice to the Association.
2. Suggestions to the Board of Trustees for the admission of extraordinary (supporting) members and honorary members.

§15 THE ACADEMIC ADVISORY BOARD

1. The members of the Academic Advisory Board of the Association are appointed by the Rector for a three-year term.
2. The Academic Advisory Board may elect from its own ranks its Chairperson and his/her deputies, each serving for three years. Re-appointment shall be permitted.

§16 RESPONSIBILITIES OF THE ACADEMIC ADVISORY BOARD

1. Preparation of reports and assessments on academic matters or works submitted to them.
2. Evaluation of planned, ongoing and completed activities supported by the Association.
3. Suggesting research projects to the Rector.

§17 THE JURY FOR AWARD OF SCHOLARSHIPS

1. A jury will select those to be awarded a scholarship according to § 3, point 1, lit. i.
2. The members of the jury for the award of scholarships are appointed by the Rector for a period of three years. Re-appointment is permitted.
3. The jury for the award of scholarships must be composed of at least three persons, one third of whom at least have qualifications allowing them to teach at a university or a polytechnic ("Fachhochschule"), or who are members of the academy of sciences.

§18 THE RECTOR

1. The Rector is appointed by the Board of Trustees at the suggestion of the President for a period of office of 5 years. Re-appointment is permitted.

§19 RESPONSIBILITIES OF THE RECTOR

1. The Rector directs the Association in accordance with the decisions of the Institute's bodies. He/she is the superior of all staff (including academic staff).
2. The Rector is responsible in particular for:

- a) the planning, coordination, management and implementation of activities according to § 2, point 1, particularly:
 - b) together with the president, the conclusion of agreements about the participation in and cooperation with other institutions of similar objectives;
 - c) the joining by the Association of scholarly/academic associations and organisations and resignation from them;
 - d) assuming the responsibilities as assigned to him/her by the Board of Trustees (§12, point 2);
 - e) together with the president, the signing, alteration and dissolution of employment contracts and contracts for work and services of academic staff;
 - f) the preparation of the annual budget estimate, the annual report and the year- end financial statements; ongoing budgetary control; the implementation of tasks as assigned to him/her generally or in individual cases by another Body of the Association;
 - g) the establishment and amendment of staff regulations for all staff of the Association;
3. The president may transfer full power of representation to the Rector for tasks listed in § 19 point 2 lit. b.

§20 THE FINANCIAL CONTROL COMMISSION

1. The supervision of the overall financial conduct of the Association is exercised by the Financial Control Commission. It consists of at least two members who are elected by the General Assembly from among the full members for a period of office of three years. Re-election is permitted.
2. Members of the Board of Trustees and employees of the Association are not eligible for election to the Financial Control Commission.
3. The constitutive meeting of the Financial Control Commission is convened by its longest-standing member. At the constitutive meeting, the Commission elects its own Chairperson and his/her deputy.
4. If a member of the Financial Control Commission resigns or terminates his membership in the Association before the end of his/her period of office, the General Assembly is to fill the vacant position for the rest of the period of office at its next meeting.
5. The general rules of procedure (§7) apply.

§21 RESPONSIBILITIES OF THE FINANCIAL CONTROL COMMISSION

1. The Financial Control Commission is responsible for examining the Institute's management of finances as to its adequate and orderly accounting and the use of funds in line with the statutes of the Institute, as well as the reporting and motions submitted to the General Assembly. This examination needs to take place within four months of preparation of the year-end financial statements.

2. The examination and audit shall not be limited to the numerical accuracy of the accounts, but also extends to the economy, efficiency and appropriateness of the Association's business transactions and their compliance with legal provisions and the applicable regulations of the Association.
3. All members and employees of the Association, as well as all those whose projects are or were supported by the Association, are obliged to support the work of the Financial Control Commission in every way and in particular to make available all necessary documents without delay and to give any information requested. In particular, the Board of Trustees must make available all requested documentation and provide all required information.
4. In carrying out the function of the Financial Control Commission, every member of the Financial Control Commission has the right to be given access to documents, records, receipts etc., to request and make copies of such documents, to examine accounts and to give instructions regarding such documents.
5. The Financial Control Commission shall present a written report on every examination or audit. Along with all relevant suggestions and proposals, this report is to be presented directly to the General Assembly if no cause for objections was found.
If the report includes objections in, then the report, suggestions and proposals are first to be presented to the body criticised so that it may respond, and subsequently to the General Assembly along with the aforementioned response.
On the application of the Financial Control Commission, the Board of Trustees may decide to commission an auditing firm to perform the examinations and audits according to points 3 and 4 above or to support the Financial Control Commission during its own audit. As far as the Association is deemed a "large association" within the meaning of § 22 (2) of the Law on Associations, the Board of Trustees is obliged to commission an accounting firm as auditors.

§22 THE ARBITRATION PANEL

1. The Arbitration Panel decides on all matters of conflict within the Association.
2. The Arbitration Panel consists of three full members of the Association. Each party to the conflict is to nominate a member within a period of time laid down by the Board of Trustees. The members nominated by each party to the conflict elect a third full member to serve as the Chairperson of the Arbitration Panel. In case of disagreement, the General Assembly decides by written circular resolution. In which the parties of the conflict have no vote. In case the Association itself is party of the conflict, the decision is taken by drawing lots.
3. The Arbitration Panel reaches its decisions with a simple majority when all members are present. Abstentions are not permitted.
4. The decision of the Arbitration Panel is final. Appeal to another body of the Association is not permitted.

5. Insofar as these rules do not state otherwise, the procedures of the Arbitration Panel are subject to §§577 ff. ZPO (Austrian Code of Civil Procedure).

§23 DISSOLUTION OF THE ASSOCIATION

1. The voluntary dissolution of the Association may be agreed upon only in a meeting of the General Assembly called specifically for this purpose and with a two-third majority of the valid votes given.
2. The decision regarding the liquidation of Association assets, insofar as there are any, is also to be reached at this meeting. A liquidator is to be appointed, and the General Assembly shall decide which other non-profit organisation in accordance with § 34 ff BAO (Federal Fiscal Code), with the same or similar objectives as the Association, is to receive any remaining assets after all obligations have been met.
3. In the event of the dissolution of the Association either voluntarily or by the authorities, or the loss of its non-profit status, any remaining assets are to be used wholly and exclusively for purposes in accordance with § 4a Z1 lit. d and e EStG 1988 (Income Tax Act).