

Association By-Laws
„World University Service – Österreichisches Komitee“
(Short name: WUS AUSTRIA)

As adopted by the General Meeting of May 9, 2011

Article 1. NAME, HEADQUARTERS AND SCOPE OF ACTIVITY

- (1) The name of the Association is “World University Service-Österreichisches Komitee“, short name: WUS AUSTRIA.).
- (2) It is headquartered in Graz. Its activity extends over the Austrian Federal Territory.
- (3) It has no political party or church affiliations. Its objectives are strictly and directly non profit (in the meaning of the Austrian Fiscal Code).

Article 2. OBJECTIVE

- (1) The Association, whose activity is non-profit making, is an independent committee of the international WORLD UNIVERSITY SERVICE and is guided by the latter’s by-laws and objectives.

Therefore, the Association purposes:

- (2) to create awareness for and to promote the idea of internationality and worldwide mutual solidarity between universities;
- (3) to implement the developmental educational concept based on international cooperation
- (4) to promote worldwide contact and cooperation between university students and employees at all levels in order to overcome the mental and material barriers that prevent finding solutions to the problems of our society;
- (5) to realise international cooperation in the field of education as a contribution to solving societal problems while strictly observing academic freedom and the ban on discrimination of any kind;
- (6) to further the exchange of university students and employees, as well as activities for educational support in view of opening and improving study opportunities, especially for students from developing countries in universities and outside, in Austria as well as in other countries;
- (7) to undertake active solidarity work to support the ideal of freedom of study, research work and teaching in Austria and all over the world, and to alleviate distress and hardship by empowering especially the very needy social groups for self-help;
- (8) to assist the victims of persecution and refugees in Austria and all over the world, especially where education is concerned;
- (9) to plan, organise and perform charitable projects, especially in the fields of education, economy, culture, the environment and architecture
- (10) to support the transfer of knowledge and technology between universities and economy;

- (11) to advise public and private institutions in respect of the educational sector in south-eastern Europe as well as other social, economical and cultural conditions of that region;
- (12) to network, to exchange experience with organisations, institutions and persons in Austria and other countries pursuing similar interests;
- (13) to inform the public of the objectives of WUS Austria and their realisation.

Article 3. MEANS FOR ACHIEVING THE OBJECTIVES OF THE ASSOCIATION

A. The following are above all considered as ideal means for achieving the objectives:

- (1) to organise and to promote seminars, work sessions, informative events and discussions, campaigns related to development and education policy and similar events;
- (2) to do research work and to prepare publications, particularly for the fields of education, human rights and sustainable development;
- (3) to support and to carry out development policy projects in education as well as other projects related to the objectives;
- (4) to arrange for and to grant scholarships;
- (5) to cooperate closely with other organisations having similar objectives;
- (6) to establish regional groups at all university towns.

B. The required funds are to be raised through:

- (1) Membership fees;
- (2) Earnings derived from events and campaigns;
- (3) Donations, collections, subsidies and other financial support;
- (4) Earnings from consultative services;
- (5) Sponsorships for projects and from public institutions.

Article 4. TYPES OF MEMBERSHIP

- (1) Physical and legal persons and organisations that have confirmed in writing that they agree with the Association's objectives and that they are prepared to cooperate are eligible as members of the Association.
- (2) The members of the Association may be full members, supporting members, or sponsors.
- (3) Full members are physical persons who participate actively in at least one field of the Association's activities.
- (4) Sponsors are legal persons or organisations which, by active cooperation or otherwise, promote the Association's objectives, especially financially.
- (5) Supporting members are physical or legal persons or organisations which promote the Association's activity, especially through membership fees.
- (6) Legal persons or organisations shall name their body representatives before joining the Association.

Article 5. BECOMING A MEMBER

- (1) Applications for membership shall be addressed to the Management in writing. The Management may decline membership without giving reasons. Applicants may submit an appeal against the decision of the Management to the General Meeting. The resolution of the General Meeting is final and definitive. No appeal is admissible against the resolution of the General Meeting.
- (2) The Management shall report to the next General Meeting on the approval / decline of applications for membership.
- (3) Prior to the constitution of the Association, members are admitted provisionally through proponents.
- (4) Such membership shall not become effective until constitution of the Association.

Article 6. TERMINATION OF MEMBERSHIP

- (1) Physical persons shall cease to be members at death, legal persons and organisations upon dissolution, voluntary withdrawal or expulsion.
- (2) Voluntary withdrawal shall be by way of a written notification. Any member of the Association whose membership fees for the previous year are still in arrears as of 31st March of the following year despite a reminder shall also be considered to have withdrawn voluntarily.
- (3) Voluntary withdrawal shall be possible as of 31st December of each year only. It must be notified to the Management at three months' prior notice. If this time limit is not observed, such withdrawal shall not become effective until the following 31st December.
- (4) Members may be expelled due to gross violation of their duties as members or injury to the Association by decision of the Management taken by a two-thirds majority. Members may submit an appeal against expulsion to the General Meeting, and membership rights shall be suspended pending the resolution of the General Meeting. The resolution of the General Meeting shall be final and binding on the Association.

Article 7. MEMBERS' RIGHTS AND OBLIGATIONS

- (1) Members are entitled to take part in the events of the Association as well as to use its facilities.
- (2) Each member has the right of motion, full members and sponsors also have the right to vote at General Meetings. Eligibility to stand for election is granted to full members only.
- (3) The Members undertake to promote the Association's objectives to the best of their ability, to observe the decisions of the competent body representatives in the framework of the activities of the Association and to pay the membership fees in due course and in the amounts adopted by the General Meeting.

Article 8. BODY REPRESENTATIVES

The Body representatives shall be: The General Meeting, the Management, the Advisory Board, the Auditors, the arbitral committee.

Article 9. THE GENERAL MEETING

- (1) Annual General Meetings shall be held once per calendar year.
- (2) Extraordinary General Meetings shall be held by decision of the Management or an Annual General Meeting, upon written, justified request of the Advisory Board, of at least one tenth of the members or a request by the Auditors, and within six weeks. Requests of the Auditors to hold an Extraordinary General Meeting must be in relation to their field of activity.
- (3) Written invitations to attend Annual or Extraordinary General Meetings, including the agenda, shall be sent to each Member two weeks before the proposed date of the Meeting at the latest. The Meetings shall be convened by the Management.
- (4) Requests for additional agenda items for General Meetings shall be sent to the Management in writing latest one week before the proposed date.
- (5) Resolutions shall be validly taken only in respect of the items on the agenda, with the exception of a request to call an Extraordinary General Meeting and the election of a new Management pursuant to Article 11 (10). Each full member and each sponsor shall have one vote. Legal persons or organisations shall be represented by an authorised person.
- (6) The General Meeting shall constitute a quorum if half of the members having voting rights are present (Article 7 (2)). If there is no quorum for the General Meeting at the date and time scheduled, the Meeting shall be held 15 minutes later with the same agenda and shall constitute a quorum independently of the number of those present.
- (7) Elections and resolutions of the General Meeting shall be taken by simple majority of those present. Resolutions on modifications of the Association's by-laws or dissolution of the Association shall, however, be taken with a qualified majority of two thirds of the votes cast validly.
- (8) Authorised representatives of a legal person or organisation who are at the same time full members of the Association may cast only one vote.
- (9) The General Meeting shall be chaired by the President, and in the event of his being prevented, by the Vice-President. If the Vice-President is also prevented, the Meeting shall be chaired by the oldest member of the Management in attendance.

Article 10. TASKS OF THE GENERAL MEETING

The General Meeting shall alone deal with the following tasks:

- (1) To receive and adopt the status reports and financial statement
- (2) to adopt an annual action plan and financial forecast;
- (3) to adopt the organisational structure in respect of the Association's activity;
- (4) to elect the President, Treasurer, Project Manager and other Management members;
- (5) to appoint the members of the Advisory Council;
- (6) to appoint an auditor;
- (7) to confirm retroactively the cooption of members of the Management;
- (8) to fix the amount of the membership fees for full and supporting members as well as sponsors;
- (9) to resolve on appeals against a decline of membership application and expulsions;
- (10) to adopt changes to the Association's by-laws and in respect of the Association's voluntary dissolution;
- (11) to deliberate and resolve on other items on the agenda;

(12) to adopt election rules.

Article 11. MANAGEMENT

- (1) The Management consists of a minimum of three and a maximum of six elected members, i.e. of the President, the Treasurer, the Project Manager and a maximum of a further three elected members, i.e. the Vice-President, the substitute of the treasurer and the substitute of the Project Manager. Members shall be appointed with due consideration to balanced representation of the working areas and regional activities of the Association.
- (2) The Management is elected by the General Meeting and shall be entitled to co-opt another eligible member in the event of withdrawal of an elected member between two General Meetings. The provisions of para. 1 shall be applied in such a case *mutatis mutandis*. The term of office of a co-opted member of the Management whose function is confirmed by the next General Meeting, shall cease latest at the expiry of the term of office of the entire Management.
- (3) The term of office of the Management shall be two years, and shall in any case continue until a new Management body is elected. The members of the Management are eligible for re-election.
- (4) Meetings of the Management shall be called by the President, or, in the event of the President being prevented, by the Vice-President, either in writing or verbally. The Management shall hold at least quarterly meetings.
- (5) The Management shall constitute a quorum if all members have been called in due course and at least half of the members are present.
- (6) The Management shall reach its decisions by absolute majority, and by a two-thirds majority in a case covered by Article 6 (4).
- (7) The meetings shall be chaired by the President, and in the event of his being prevented, by the Vice-President. If the Vice-President is also prevented, the Meeting shall be chaired by the oldest member of the Management in attendance.
- (8) In cases of special urgency, the President may cause the decisions of the Management to be taken in writing. The provisions of paras. 5 and 6 shall apply *mutatis mutandis* to the validity of these decisions.
- (9) The function of a member of the Management shall cease by virtue of death, expiry of the term of office, withdrawal or expulsion from the Association.
- (10) In the event of the status report or the financial statements being rejected by the General Meeting, the Management shall be considered as having been voted out in its entirety. The General Meeting shall then elect a new Management while in session. The Auditor shall chair the General Meeting for the time of the election and until a new President has been elected. The provisions of para. 1 shall apply to the election process. The term of office of the Management thus elected shall expire at the end of the term of the resigned Management.
- (11) The Management may issue rules of procedure for the Association's activities.

Article 12. THE TASKS OF THE MANAGEMENT

The Management shall lead the Association. It shall handle all tasks not specifically assigned to another body representative by the by-laws. Its activities shall include but not be limited to:

- (1) Coordination of work areas and regional groups and preparation of the budget for the General Meeting;
- (2) Elaboration of suggestions for the work programme and the Association's organisational structure;
- (3) Preparations for the General Meeting;
- (4) Calling of Annual and Extraordinary General Meetings.
- (5) Management of the Association's assets;
- (6) Admission and expulsion of the Association's members and decision on their status pursuant to Article 4.

Article 13. SPECIAL DUTIES OF INDIVIDUAL MANAGEMENT MEMBERS

- (1) The President and the Treasurer shall act as the Association's representatives. Rules of procedure, which are to be passed by the General Meeting, shall govern whether these persons are also granted the right to represent the Association independently with respect to legal relations.
- (2) The Project Manager shall assist the President in carrying out the business of the Association. He or she shall keep minutes at General Meetings and the meetings of the Management.
- (3) The Treasurer shall be responsible for the Association's proper financial management.
- (4) In the event of the President, the Treasurer and the Project Manager being prevented, he or she shall be replaced by their substitutes. If there is no substitute Treasurer, the Treasurer shall be replaced by the Project Manager in the event of his being prevented.

Article 14. THE ADVISORY BOARD

- (1) The Advisory Board (AB) shall control the ongoing business performance of the Management, especially in regard to the fulfilment of the Association's objectives, the annual programme, the financial management and the execution of the resolutions of the General Meeting. For this purpose, the Management shall report on its activities to the AB at least every six months. On demand by the AB, the Management shall provide the AB with all requested pieces of information.
- (2) In addition, the Advisory Board shall have to consent to the issuing of rules of procedure. The Advisory Board shall also have to decide on cases that the Management submits to it for statement. Further tasks and functions may be described in the rules of procedure.
- (3) The Advisory Board shall comprise a minimum of three members. Members of the AB shall be precluded from Management functions.
- (4) The members of the Advisory Board shall be elected by the General Meeting.
- (5) The Advisory Board shall elect a chairman from among its members.
- (6) The Advisory Board shall arrange its activity independently in the meaning of para. 1. The Advisory Board, and especially its chairman, shall be entitled to use the Association's facilities for handling its organisational matters.
- (7) The decisions of the Advisory Board shall be taken by simple majority of those present.
- (8) The Advisory Board is called by the Chairman at least once per year, or whenever the need arises. The Chairman shall call a meeting of the Advisory Board within a fortnight at the request of one third of its members.
- (9) The Advisory Board shall report to the Annual General Meeting on its activities in the meaning of para. 1.

- (10) The Advisory Board may request the calling of an Extraordinary General Meeting by written, justified demand.
- (11) The provisions of Articles 11 (3) and 11 (9) shall apply to the Advisory Board *mutatis mutandis*.
- (12) Upon withdrawal of one of its members, the Advisory Board may co-opt suitable persons either at its own or at the Management's suggestion. These co-options or new appointments must be confirmed by the following General Meeting. If the next Annual General Meeting is more than six months away, the Management shall call an Extraordinary General Meeting in view of the appointment of the Advisory Board member concerned.
- (13) Prior to appointment of a new Advisory Board, upon expiration of its term of office, the Advisory Board may send a proposal for its future composition to the Management.

Article 15. AUDITORS

- (1) The General Meeting shall appoint two Auditors for the duration of two years. The auditors may be re-appointed.
- (2) The auditors shall verify the financial management of the Association as to whether the accounting complies with applicable rules and the funds have been used according to the by-laws, within four months from submittal of the revenue/expense account. The Management shall make available to the Auditors all required documents and provide the necessary information.
- (3) The provisions of Article 11 para. 3 shall apply to the Auditors *mutatis mutandis*.

Article 16. ARBITRAL COMMITTEE

- (1) Any disputes arising from the Association's relationships shall be resolved by the Arbitral Committee.
- (2) The Arbitral Committee shall be composed of three full members. It is formed such that each conflicting party names one member as arbiter to the Management within two weeks. These two members shall appoint a chairman. If no agreement is reached within a fortnight, the Management shall appoint the chairman of the Arbitral Committee.
- (3) The Arbitral Committee shall reach its decisions by the majority of votes cast in the presence of all its members. It shall reach its decisions to the best of its knowledge and belief. Its decisions are final and definitive.

Article 17. DISSOLUTION OF THE ASSOCIATION

- (1) In the event of dissolution, the members have no right to claim any of its assets.
- (2) Voluntary dissolution of the Association can only be brought about in an Extraordinary General Meeting called for that purpose and at two-thirds majority of validly cast votes.
- (3) The General Meeting shall resolve on the liquidation of assets, if any, of the Association. It shall especially appoint a liquidator and resolve on the transfer of the assets remaining after deduction of liabilities.
- (4) Such assets are to be used for charitable or parochial purposes in the meaning of Articles 34 et seq. of the Austrian General Tax Code in the event of the dissolution of

the Association or discontinuation of the previous preferential objective of the Association. In addition, it should as far as possible pass to an organisation having similar objectives as this Association.

- (5) The Management of the Association last appointed shall notify the competent Directorate of Public Security in writing of the voluntary dissolution within four weeks from the relevant resolution. It also undertakes to announce the voluntary dissolution within the same notice period in an Official Gazette.

Formal affidavit:

*This is to certify that subject translation
is in full conformity with the German original.*

Mag. Helga Mayer
Interpreter at Court
Graz, June 29, 2011

Mag Helga Mayer

