

# Constitution

## § 1: Name, registered office, Objects

- (1) The name of the Association is “Plattform Österreich - Sierra Leone” in English “Platform Austria - Sierra Leone” hereinafter referred to as the Association.
- (2) Its registered office is situated in Vienna. The Association fulfills its function all over the world.
- (3) The introduction of subsidiaries is intended.

## § 2: Objects

The objects of the Association are

- (1) to intensify the friendly relationship between Austria and Sierra Leone.
- (2) to assist the exchange of experiences between these two countries.
- (3) to bring people from Austria and from Sierra Leone into direct contact with each other.

To achieve these objects the necessary actors and pressure groups are to be involved and the overlapping projects of any kind which might be useful to the project are to be developed and encouraged.

The association only serves directly and solely these above non-profit purposes and serves therefore common good.

## § 3: Means to attain objects

- (1) The object of the Association shall be achieved with the following ideational and material means.
- (2) As ideational means serve
  - a) convivial gatherings
  - b) giving/organizing lectures
  - c) cultural events
- d) discussions
- e) sporting events
- f) publications
- g) academic exchange
- h) cooperations
- i) exhibitions
- j) online presence
- (3) The necessary material means (funds) should be raised with
  - a) membership fees
  - b) profits of events
  - c) donations
- d) collections
- e) inheritance and other voluntary gifts
- f) grants or subsidies

## **§ 4: Membership Categories**

- (1) There are four types of memberships. They are ordinary members, associate members, patron members and honorary members.
- (2) Ordinary members are those who participate fully in the work of the Association and pay the annual membership fee of € 20 (twenty Euros). Ordinary members have one vote in General Meetings.
- (3) Associate members are those who participate only partially in the work of the Association and who do not pay any membership fees. They are not eligible to vote in General Meetings.
- (4) Patron members are those who provide more than the annual membership fee in funds or other material goods to achieve the objects of the Association. Patron members have the right to publicly declare themselves as such. Patron members have one vote in General Meetings.
- (5) Honorary members are those who are nominated as such. They can be nominated when they have contributed their time, skills and talents to objects of the Association in some special way. They may not have specifically worked for the Association, but who have shown tremendous support for the relationship of Austria and Sierra Leone. Honorary members have one vote in General Meetings.

## **§ 5: Membership**

- (1) Membership shall be open to any person or legal entity who wishes to further the interests of the Association.
- (2) The Executive Committee decides on the acceptance of ordinary, associate and patron members. The acceptance can be refused without indication of reasons.
- (3) Honorary members are nominated by the Executive Committee with a qualified majority of two thirds of votes.

## **§ 6: Termination of Membership**

- (1) Memberships are terminated by death (in case of legal entities by loss of their legal status), resignation or expulsion.
- (2) Members can terminate their membership only until July 31 each year. The termination must be written and addressed to the Executive Committee. The Executive Committee is entitled to exceptions in special cases.
- (3) The Executive Committee can expulse a member if the member's annual membership fee remains unpaid after 12 months falling due. The member has to be notified twice in written form giving the member an appropriate period of time to pay the fee. The termination of membership does not expunge the liability of payment.
- (4) The Executive Committee shall have the power to suspend or expel any member of the Association for breaching of any rule, regulation or by-law of the Association or by any act detrimental to the Association. Any member who is expelled shall have the right to appeal against their suspension by presenting their case to a General Meeting.
- (5) The Executive Committee can decide the deprivation of Honorary membership in a General Meeting due to the reasons pointed out in (4).

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

- (1) Members have the right to participate in any events organized by the Association. Ordinary, patron and honorary members have votes in General Meetings. Only ordinary, patron and honorary members have the right to run for office in the Executive Committee.
- (2) A member may at any time inspect the constitution of the Association.
- (3) Ten percent (10 %) of members can demand a General Meeting to be called by the Executive Committee.
- (4) At General Meetings members must be informed about the tasks and financial situation of the Association. The Executive Committee has to deliver this information within four (4) weeks upon demand of ten percent (10 %) of members at any given time.
- (5) Members are obligated to support the Association and to refrain from harming the Association or its image. Each person admitted to membership shall be bound by the Constitution and By-laws of the Association. Ordinary and patron members come liable for such fees as may be fixed by the Association.

## **§ 8: Executive bodies**

Executive bodies of the Association are the General Meeting (§§ 9 and 10), the Executive Committee (§§ 11 - 13), Advisory Council (§ 14), Auditor (§ 15) and the arbitration board (§ 16).

## **§ 9: General Meetings**

- (1) The Annual General Meeting is the meeting of members according to the Vereinsgesetz 2002 (Austrian law of Associations and Clubs). An Annual General Meeting is held every September.
- (2) General Meetings may be called within 6 weeks by
  - a. the Executive Committee or the Annual General Meeting
  - b. written motion by ten percent (10 %) of the members
  - c. demand or resolution of auditor (§ 21 para. 5 VereinsG)
  - d. resolution of court appointed trustee (§ 11 para. 2 last sentence of this constitution)
- (3) The President shall give at least fourteen (14) days notice of the date of the Annual General Meeting as well as of General Meetings. This notice must be placed in writing, via fax or e-mail or in other reliable forms. Notice of General Meetings shall set out the agenda of the meeting.
- (4) Motions for the Annual General Meeting must be submitted in writing, via fax or e-mail with the Executive Committee at least three (3) days before the date of the meeting.
- (5) All members may attend General Meetings. Ordinary, patron and honorary members have one vote. Legal entities may send a representative. The delegation of a member's vote can be authorized to another member with written consent. Members can represent a maximum of three (3) votes.
- (6) The quorum at General Meetings shall be a minimum of fifty percent (50 %) of all members eligible to vote or their representatives. If at the time appointed there be no quorum the meeting shall stand and adjourn for fifteen (15) minutes. If at

- such meeting which is held with the same agenda there is no quorum those members present shall be competent to discharge the business of the meeting.
- (7) The elections and passing of resolutions in General Meetings are made with a simple majority of all valid votes casted. Resolutions which change the Constitution or which dissolve the Association, take a qualified vote of two thirds of all valid votes casted.
  - (8) The President chairs the General Meetings. In his absence the oldest present executive takes his/her place.

## **§ 10: Duties and powers of General Meetings**

The General Meeting shall carry out the following tasks:

- a) passing of resolutions about the estimate of budget
- b) acceptance and approval of the annual report and the final balance in accordance with auditor
- c) election and removal of executives and/or auditor
- d) approval of legal transactions between auditor and the Association
- e) relief on the strain on Executive Committee
- f) determination of the membership fee
- g) decision on appeals against suspension or expulsions of members
- h) deprivation of honorary memberships
- i) changes in the Constitution and the voluntary dissolution of the Association
- j) consultation and passing of resolutions on other motions

## **§ 11: Executive Committee**

- (1) The Executive Committee consists of four (4) members: President, Vice-President, Secretary and Treasurer.
- (2) The Executive Committee is elected by the members at the Annual General Meeting. In case of withdrawal from office of an elected member, the Executive Committee has the right to coopt another eligible member in this position. The authorization for this act must be obtained belatedly in the next General Meeting.
- (3) Attention shall be paid to a well-balanced filling of offices in the Executive Committee. This is concerning age, sex and nationality.
- (4) The Executive Committee is elected for two (2) years, re-election is possible. Each office must be carried out personally.
- (5) The Executive Committee may be called by the President, in his absence by the Vice-President, in writing or orally. Shall the Vice-President also be absent for a longer period of time, any other Executive can call the Executive Committee.
- (6) The quorum at the Executive Committee shall be a minimum of fifty percent (50 %) when all members have been invited.
- (7) The passing of resolutions in the Executive Committee are made with a simple majority of all valid votes casted. In the event of a tied vote, the President shall exercise a casting vote. The President has two votes.
- (8) The President chairs the General Meetings. In his absence the Vice-President takes his/her place. In the case of the absence of both President and Vice-President, the oldest present executive chairs the Executive Committee.
- (9) A member of the Executive Committee may lose his or her seat on the committee for either of the following:

death, term of office come to an end (para. 4), removal from office (para. 10) or resignation (para. 11).

- (10) The General Meeting has the power to remove the collective or any number of members of the Executive Committee at any given time. The removal comes into effect with the appointment of the new Executive Committee or Executive.
- (11) Any Executive can resign from office in writing at any given time. The resignation is to be addressed to the Executive Committee, in case of resignation of the collective Executive Committee resignation is to be addressed to the General Meeting. The resignation comes into effect with the election of the new Executive Committee or cooption of a new Executive.

## **§ 12: Duties and powers of Executive Committee**

The Executive Committee shall carry out the day-o-day running of the Association. It is the “Executive body” according to Vereinsgesetz 2002 (Austrian law of Associations and Clubs). All tasks fall to the Executive Committee which are not otherwise specified to another executive body of the Association. It shall have the following powers:

- (1) Administer the finances: establish appropriate book-keeping with current records of expenses and revenues and an inventory of assets as minimum requirement.
- (2) To issue the annual estimate of budget, the annual report and the final balance.
- (3) Preparation and calling of the Annual General Meeting as well as General Meetings.
- (4) Information of the members of the Association on issues concerning the Association.
- (5) Financial management
- (6) Admittance and expulsion of members
- (7) Hiring and dismissal of employees
- (8) Nomination of honorary members
- (9) Realizing or enforcing the tasks having resolved from General Meetings

## **§ 13: Duties and powers of certain Executives**

- (1) The President is the highest officer in the Association. The President carries out the day-to-day running of the Association. The Secretary is to be supportive in this task.
- (2) The other executives shall be supportive of the President and his/her tasks.
- (3) The President represents the Association in public. Official writings need the signature of the President and the Secretary to be valid, in cases of financial dispositions the signature of the President and the Treasurer is needed. Legal transactions between executives and the Association require the approval of one other executive.
- (4) Authorizations for legal transactions, to represent or sign for the Association, can only be bestowed by the executives mentioned in paragraph 3.
- (5) When there is imminent danger, the President is authorized to act on his/her authority without the General Meeting or the Executive Committee. The authorization for this act must be obtained belatedly from the responsible executive body.
- (6) The President chairs the General Meetings as well as the Executive Committee.
- (7) The Secretary takes the minutes of the General Meetings as well as the Executive

- Committee.
- (8) The Treasurer is accountable for the correct financial performance of the Association.
  - (9) In case of absence, the President, the Secretary and the Treasurer are represented by an other executive.

## **§ 14: Advisory Council**

- (1) The Advisory Council shall advise the Association regarding profession and technology and regarding the realization of activities of the Association. The Council shall also represent the Association.
- (2) The Advisory Council is appointed by the Executive Committee. The Advisory Council may have an arbitrary number of members though a member can only be a physical person. The Advisory Council appoints a chairman and two representatives from its members. The chairman and his/her representatives are elected for 2 years. The chairman of the advisory council may suggest new members for the council.
- (3) The Executive Committee, in agreement with the Council's chairman, may suggest tasks to fulfill and report to the Advisory Council. Each member of the Council may submit tasks to the Executive Committee.
- (4) The Executive Committee may ask the Advisory Council or its members to represent the Association. The exact representation must be specified by the Executive Committee.
- (5) The Advisory Council has its basis from an agenda which is made up by the Advisory Council. The Council may meet in regular intervals to recommend tasks and activities for the Association.

## **§ 15: Auditor**

- (1) The auditors are elected in the General Meetings for a period of 2 years. Re-election is possible. The auditors must not be part of any other Executives bodies with exemption of the General Meeting.
- (2) The auditors monitor the day-to-day commercial transactions regarding the correct form and the appropriate usage of funds according to the Constitution. The Executive Committee must provide the auditors with the necessary documents and information. The auditors must report their findings back to the Executive Committee.
- (3) Legal transactions between auditors and the Association must be sanctioned by the General Meeting.

## **§ 16: Arbitration Board**

- (1) The arbitration board may settle all disputes with the Association.
- (2) The arbitration board consists of 3 ordinary members. The formation of the board is as following: one disputing party gives the name of an ordinary member in written form to the Executive Committee to be named as a referee. Within the next 7 days the Executive Committee then asks the other disputing party for a name of an ordinary member to be a referee which has to be given within 14 days. Within 7 days the Executive Committee asks the two so-elected referees to

elect another ordinary member as the chair referee which has to happen within 14 days. A tie of votes is resolved by drawing lots. The referees must not be part of any Executive body which is involved in the dispute except for the General Meeting.

- (3) The arbitration board comes to a decision after hearing both sides in the presence of all its members with a majority of votes. The referees decide with the best of their knowledge. Their decision is final with the Association.

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

- (1) The voluntary dissolution can only be decided in a General Meeting with a qualified majority of two thirds of votes.
- ( 2 ) This General Meeting must also decide regarding the existing funds. It must appoint a liquidator and decide on the procedure regarding the funds. The funds shall if possible and permitted, fall to an organization which follows the same aim as the Association.