

# **Statutes of the Philippines-Austria Cultural and Educational Society (PACES)**

## **1. Name, location and area of operations**

1.1 The Association will hold the name Philippines-Austria Cultural and Educational Society (PACES)

1.2 The Association shall be headquartered in Vienna and shall extend its activities across the world.

## **2. Purpose**

The Association, which shall be non-profit, seeks:

- (i) to promote cultural, educational and diplomatic ties between Austria and the Philippines,
- (ii) to maintain and the promote Filipino culture in Austria,
- (iii) to support Filipino students in form of scholarships in the fields of Science, Technology, Engineering and Mathematics (STEM) as a key to Philippines' progress in the global economy.

## **3. Means to fulfil the Association's purpose**

3.1 The Association's purpose shall be fulfilled using the conceptual and material means listed below.

3.2 Conceptual means include:

- (i) the organisation and execution of cultural and social events
- (ii) the publication of periodicals and books
- (iii) a website
- (iv) scholarship programmes

3.3 The necessary material means shall be raised through:

- (i) membership fees
- (ii) donations
- (iii) proceeds made during events
- (iv) proceeds made through the sale of publications

- (v) association sponsorship
- (vi) cooperative endeavours with Austrian and International Institutions.

#### **4. Types of Membership**

- 4.1 The members of the Association are divided into ordinary, extraordinary and honorary members.
- 4.2 Ordinary members are fully involved in the Association's work and activities. There will be a maximum of 20 ordinary members.
- 4.3 Extraordinary members especially support the Association's work and activities.
- 4.4 Honorary members are individuals unanimously named by the Executive Board.

#### **5. Obtainment of membership**

- 5.1 All persons with an interest in the Association's purpose shall be eligible to become members.
- 5.2 The Executive Board shall unanimously decide on the admission of ordinary, extraordinary and honorary members. An aspiring member's admission may be denied without explicitly supplying reasons.
- 5.3 Until the association's entry into force, the Association's founders or the Executive Board—insofar as one already exists—shall decide upon the provisional admission of ordinary and extraordinary members. Membership will only become valid upon the entry into force of the Association. Should an Executive Board only be assembled upon the entry into force of the association, the Association's founders shall decide upon the admission of ordinary and extraordinary members.

#### **6. Termination of membership**

- 6.1 Membership within the Association shall terminate upon voluntary withdrawal, expulsion or death.
- 6.2 Withdrawal may only become effective on the last day of the month and must be submitted in writing to the Executive Board.
- 6.3 The Executive Board maintains the right to expel a member should the latter fail to produce a membership fee payment for more than six months despite having already

been warned twice in writing. The obligation to pay the outstanding membership fees remains valid after the member's expulsion.

6.4 The Executive Board maintains the right to expel a member should the latter have violated the terms of membership within the association or conducted him/herself dishonourably.

6.5 Honorary members may be stripped of their membership for the reasons stated in subsection 6.4 by the Executive Board.

## **7. Rights and obligations of members**

7.1 Members are entitled to participate in all events organised by the Association and to make use of the Association's facilities. Voting rights within the General Assembly as well as the right to vote and stand for an elected position are exclusively reserved for ordinary and members.

7.2 Every member is entitled to request a copy of the statutes from the Executive Board.

7.3 At least fifty percent of the members may request that the Executive Board call together a General Assembly.

7.4 The Executive Board shall inform members about its activities and financing at each General Assembly. If so requested by at least fifty percent of the ordinary members under the provision of specific reasons, the Executive Board shall furnish the requesting parties with the relevant information within four weeks.

7.5 The Executive Board shall inform the members of the balance of accounts (rendering of accounts). Should this take place in the General Assembly, the Auditors are required to be involved.

7.6 Members are obliged to promote the interest of the Association as far as possible and to refrain from any action that could undermine or harm the reputation and the purpose of the Association. They shall observe and respect the Association's statutes and resolutions. Ordinary as well as extraordinary members are obliged to pay their entrance and membership fees on schedule and in the amount agreed upon by the General Assembly.

## **8. Organs of the association**

8.1 The organs comprising the association are the General Assembly (Paragraphs 9 & 10), the Executive Board (Paragraphs 11 to 13), the Auditors (Paragraph 14) and the Court of Arbitration (Paragraph 15).

## **9. General Assembly**

9.1 The General Assembly is the “Meeting of Members” in the terms of the Associations Act of 2002. An ordinary General Assembly takes place once a year.

9.2 An extraordinary General Assembly may be convened within four weeks following a:

- (i) Resolution passed by the Executive Board or the ordinary General Assembly
- (ii) Written request submitted by at least fifty percent of the Association’s members
- (iii) Request submitted by the Auditors (Article 21, Paragraph 5, 1<sup>st</sup> sentence of the Associations Act)
- (iv) Resolution passed by one or all of the Auditors (Article 21, Paragraph 5, 2<sup>nd</sup> sentence of the Associations Act; Paragraph 11.2 of these statutes)
- (v) Resolution passed by a trustee appointed by the court (Paragraph 11.2, last sentence of these statutes)

9.3 All members shall be provided with a written invitation via mail or email (to the provided contact addresses) to the ordinary as well to the extraordinary General Assemblies at least two weeks prior to the date. The invitation to the General Assembly shall include the agenda. The meeting is convened either through the Executive Board (Paragraphs 9.1 & 9.2 [i] to [iii]), one or all of the Auditors (Paragraph 9.2 [iv]) or a trustee appointed by the court (Paragraph 9.2 [v]).

9.4 Motions to be proposed to the General Assembly must be received by the Executive Board in writing at least three days before the date of the General Assembly.

9.5 Resolutions – except those pertaining to the convening of an extraordinary General Assembly – can only be reached if they appear on the agenda.

9.6 All members are entitled to attend the General Assembly, however only members are eligible to vote. Each ordinary member has one vote. Voting rights may be transferred to another member by way of written authorisation.

9.7 The General Assembly shall achieve a quorum with 50% + 1 of the ordinary members present.

9.8 As a rule, voting and the passing of resolutions require a simple majority in the General Assembly. Decisions aimed at changing the statutes of the association or at terminating the Association require a qualified majority of two-thirds in the General Assembly.

9.9 In the absence of the President, the Internal Vice President shall chair the General Assembly.

## **10. Responsibilities of the General Assembly**

The General Assembly reserves the right to carry out the following responsibilities.

- (i) Passing resolutions on the submitted motions
- (ii) Receiving and approving the annual report and accounting of the past financial year upon the recommendation of the Auditors
- (iii) Electing and releasing the members of the Executive Board and the Auditors
- (iv) Approving legal transactions between the Auditors and the Association
- (v) Discharging the members of the Executive Board from all liability with respect to their management
- (vi) Determining the amount of the annual membership fee for ordinary and extraordinary members
- (vii) Passing resolutions on amendments to the Statutes and the voluntary liquidation of the Association
- (viii) Advising and deciding on other items of the agenda

## **11. Executive Board**

11.1 The Executive Board is composed of five members: the President, the Vice President for Internal Affairs, the Vice President for External Affairs, the Secretary, and the Treasurer.

11.2 The Executive Board is elected by the General Assembly. In case of retirement of a Board member, the Board may suggest a replacement to act as the respective Board member immediately, with approval to be asked for retroactively at the next General Assembly. If supplemental co-option is necessary for the Executive Board to exist or if the Executive Board will not exist for an unforeseeably long period, each auditor must immediately convene an extraordinary General Assembly to re-elect an Executive Board. If the Auditors are also unable to fulfil their duties, any regular member who recognises the severity of the situation can immediately file a petition with the competent court for the appointment of a trustee, who shall then immediately call an extraordinary General Assembly.

11.3 The Executive Board's term of office shall be for the duration of two calendar years, with the possibility re-election. Every position in the board must be executed personally.

11.4 The Executive Board may be convened by written or verbal communication.

- 11.5 The Executive Board has reached a quorum when all of the ordinary members were invited and at least half of the ordinary members are in attendance.
- 11.6 The resolutions of the Executive Board are adopted with a simple majority of votes; in case of a tie, the vote of the President will serve as a tiebreaker.
- 11.7 The Executive Board is chaired by the President. Should he/she be absent from a meeting or incapacitated, the Vice President for Internal Affairs shall assume the duties.
- 11.8 Besides death and the end of the term of office, the function of a member of the Executive Board terminates if he or she is unseated (Paragraph 11.9) or retires (Paragraph 11.10)
- 11.9 The General Assembly can dismiss the entire Executive Board or individual members at any time. The dismissal becomes effective upon the appointment of the new Executive Board or individual Board member.
- 11.10 The members of the Executive Board may declare their resignation in writing at any time. The declaration of resignation shall be addressed to the Executive Board, or in the event of the resignation of the entire Executive Board to the General Assembly. The resignation shall become effective only upon the election or appointment (Paragraph 11.2) of a successor.

## **12. Responsibilities of the Executive Board**

The Board is responsible for leading the association. The Executive Board is the management body according to the Associations Act of 2002. It is responsible for all duties that are not allocated to another body in these statutes. In particular, its scope of responsibilities includes the following:

- (i) Preparation of an accounting system that complies with the accounting requirements of the Association with a continuous record of the income/expenses and the administration of a list of assets as a minimum requirement.
- (ii) Creation of an annual estimate, statement of accounts and closing of accounts.
- (iii) Preparation and convocation of the General Assembly concerning those cases mentioned in subparagraphs 9.1 and 9.2 (i) to (iii) of these statutes.
- (iv) Informing the members of the Association about the activities of the Association, its financial management and the balance of accounts as audited.
- (v) Administration of the assets of the Association
- (vi) Admission and expulsion of ordinary, extraordinary and ordinary members of the Association
- (vii) Employment and dismissal of employees of the Association
- (viii) Creation and constitution of committees that are necessary to carry out the purposes of the Association, as well as termination of any committees so created.

### **13. Special obligations of particular members of the Executive Board**

- 13.1 The President shall assume the day-to-day management of the Association. The two Vice Presidents, the Secretary and the Treasurer shall support the President in the management of Association business.
- 13.2 The President and the Vice President for External Affairs shall represent the Association externally. Written notifications of the club are only valid with the signature of the President and the Secretary, for financial matters of the President and the Treasurer. Legal transactions between members of the Executive Board and the Association require the approval of another member of the Board.
- 13.3 Any authorisation to other persons to represent the Association externally may only be given with the signatures of the persons as stated in subparagraph 13.2.
- 13.4 In the event of the risk of default, the President is entitled, even in matters that fall within the remit of the General Assembly or the Executive Board, to take independent measures under his/her own responsibility, however such actions require subsequent approval by the competent organ of the association.
- 13.5 The President shall chair the General Assembly and the Executive Board.
- 13.6 The Vice President for Internal Affairs shall take over the duties of the President should he/she be absent from a meeting or incapacitated.
- 13.7 The Secretary shall take minutes of the meetings of the General Assembly and the Executive Board. The Secretary shall maintain the list of members of the Association.
- 13.8 The Treasurer shall be responsible for the orderly financial conduct of the Association.

### **14. Auditors**

- 14.1 The General Assembly shall elect two auditors for a period of two calendar years. Re-election is possible. The Auditors may not be members of any other Association organ - with the exception of the General Meeting - whose task is to audit.
- 14.2 The auditors' tasks are to continuously check and audit the Association's finances, the accounts and the use of Association money in accordance with the statutes. The Executive Board must provide the Auditors with all the necessary documents and information. The Auditors shall report to the Executive Board on the findings of their report.

- 14.3 Legal contracts between Auditors and the Association require the approval of the General Assembly. Furthermore, the Auditors are subject to the regulations set down in Paragraph 11, subparagraphs 8 to 10.

## **15. Court of Arbitration**

- 15.1 The Court of Arbitration within the Association shall be convened to settle all disputes arising from the Association relationship. The Court of Arbitration is a "conciliatory body" within the meaning of the Associations Act 2002 and is not a Court of Arbitration according to §§577 Code of Civil Procedure.
- 15.2 The Court of Arbitration shall be composed of three ordinary members of the Association. The Court shall be formed upon the appointment in written form of a member as arbitrator by one of the disputing parties. Within seven days the Executive Board shall then invite the second disputing party to identify another arbitrator to the Court of Arbitration within 14 days. In case of a tie, a draw will decide among the suggested names. With the exception of the General Meeting, the members of the Court of Arbitration may not belong to any organ whose activities are the subject of the dispute.
- 15.3 The Court of Arbitration will arrive at its decision by a simple majority of votes after listening to both parties in the presence of all its members. Decisions will be reached according to the competent members' best judgement and conscience. All of the Court's decisions shall be final within the Association.

## **16. Voluntary dissolution of the Association**

- 16.1 The voluntary dissolution of the association can only be decided upon at a meeting of the General Assembly that has been convened for this specific purpose and only with a majority of two thirds of the votes cast.
- 16.2 This General Assembly must also reach agreement on liquidation, insofar as the Association has any funds at its disposal. In particular, the General Assembly must nominate a liquidator and decide whom the liquidator should transfer any of the Association's remaining assets to after the settlement of any outstanding liabilities. If possible and permitted, the remaining assets shall be transferred to an organisation with the same or similar aims to those of the Association, otherwise they shall be allocated towards purposes of social welfare.

Vienna, 28 March 2016