

Articles of Association

THE INSTITUTE FOR A GLOBAL SUSTAINABLE INFORMATION SOCIETY

Association for the integration and implementation of systems, information and social sciences

Name and nature

§ 1

(1) The Association is named “The Institute for a Global Sustainable Information Society – Association for the integration and implementation of systems, information and social sciences” (short “GSIS”)

(2) It is based in Vienna. Its activities impact the whole world.

(3) It is a voluntary association of persons interested in the realisation of the Association’s objects in accordance with § 2.

Objects

§ 2

The Association is serving the public good and is a non-profit association. Its purpose is:

(a) In the first instance, the advancement of science through research and teaching on the concept of systems, information and theories of information society, with the aim of contributing towards the unification of scientific approaches so as to be able to develop successful solutions for handling the global problems of survival of humanity;

(b) The promotion of public involvement in the reflection and the discourse of science in terms of Open Science in line with the objects set out in clause (a).

Means of realisation of the objects

§ 3

(1) The Objects of the association shall be achieved through:

(a) Contributing to the systems, information and social sciences, their foundations and their correlation as well as conducting practical studies on the techno-eco-social transformation of the world’s society;

(b) Printing and maintaining open access online media that publishes the results of the Association’s research and creating a forum for scientific discussion;

(c) Organising activities in the field of scientific research and teaching in line with the objects set out in § 2 clause (a), namely, preparing and carrying out of research projects, holding conferences, giving lectures and showing presentations, setting up and carrying out research stays, holding courses or guest lectures at higher education institutions, and publishing.

(2) These activities shall be carried out through the voluntary work of the Members of the Association as well as through third parties on a contract basis. The terms of such engagement will include, *inter alia*, that the third parties will be providing services on behalf of the Association, are bound by the instructions of the Association and that the

exploitation rights connected to the work product of the third party belongs to the Association.

(3) Financial resources for contracting third parties shall be raised by membership fees, subsidies and grants, donations, bequests and other benefits as well as business activities carried out by the Association, in particular, the collection of participation fees for events.

Tax-deductible donations according to §§ 34 et seqq. BAO*

§ 4

(1) The Association pursues the non-profit objects listed herein above in these Articles of Association exclusively and immediately.

(2) The Association pursues at least 75 % of its total activity in accordance with § 4 EStG 1988 tax-deductible purposes.

(3) The Association shall not commit any act that contradicts the objects of the Association.

(4) Possible objects that do not fall within the scope of §§ 34 et seqq. BAO must be subordinated to those that fall within the scope of §§ 34 et seqq. BAO and will be pursued to a maximum extent of 10 % of the total resources.

(5) Windfall gains may be used only to pursue the objects listed hereinabove in these Articles of Association.

(6) The Association may have economic businesses. These shall not compete with businesses of the same or similar kind that are subject to duties to a greater extent than unavoidable, given the purposes of the Association.

(7) Funds of the Association may only be used in line with the objects listed hereinabove. Members of the Association shall not be endowed with any profit. The Members shall also not be entitled to receive any funds from the Association for any purposes that fall outside the objects of the Association or that have no corresponding relationship to their capacities as Members of the Association.

(8) When leaving the Association or, in case of the dissolution of the Association, Members shall not be returned more than their deposit and the worth of their properties in the Association calculated at market price under usual circumstances. The return of deposits is limited by the value of the deposit. The return of contributions in kind is limited to their value at the time of return. The increase in values shall not be taken into consideration.

(9) No person shall be entitled to administrative expenses that do not fall within the scope of the objects of the Association listed hereinabove, or to disproportionately high or uncustomary remuneration.

(10) The Association may use external agents within the meaning of § 40 par. 1 BAO to pursue the objects of the Association as listed hereinabove. Their work is to be regarded as the Association's own work.

(11) The Association may, in accordance with § 40a no. 2 BAO, make deliveries and provide services to other corporations that fall within the scope of §§ 34 et seqq. Such activities may be carried out only to the extent of less than 25% of the total activity of the Association. Beneficiaries need to be billed at cost prices.

(12) The Association can work, in part or in whole, for other corporations as an external agent according to § 40 par. 1 BAO.

(13) Research prizes shall be awarded only in compliance with the regulations of § 40b BAO.

* Bundesabgabenordnung (Austrian federal tax code)

Membership

§ 5

- (1) Members can be international natural or legal persons.
- (2) The Members of the Association are divided into Ordinary Members and Honorary Members.
- (3) Ordinary Members are those that take part in the activities of the Association according to §§ 2 and 3.
- (4) Honorary Members are natural persons that have rendered services to further the objects of the Association. They are appointed by the Executive Board.
- (5) Membership applications need to be sent to the Executive Board, in writing or via email, which will decide the application in accordance with the procedure prescribed in § 13.

Termination of membership

§ 6

Membership shall be terminated by death or loss of legal personality. It may also be terminated by choice through a written notice of resignation addressed to the Executive Board. Membership may also be terminated through expulsion by the Executive Board, if the Member offends the objects of the Association or behaves dishonourably.

Rights and duties of Members

§ 7

- (1) Every Member is entitled to participate in all the activities of the Association according to § 3 in order to achieve the objects of the Association.
- (2) All Members have the right to vote and have active and passive suffrage.
- (3) Every Member is entitled to ask the Executive Board for these Articles of Association.
- (4) Every Member has to be informed by the Executive Board every year of the audited financial statements of the Association.
- (5) All Members of the Association are obliged to observe these Articles of Association and the decisions made by the organs of the Association and to refrain from doing anything that could damage the reputation of the Association.

Organs of the Association

§ 8

The organs of the Association are the General Meeting (§9), the Executive Board (§§ 10, 11 and 12), the Auditors (§ 14) and the Arbitration Tribunal (§ 15).

The General Meeting

§ 9

- (1) The General Meeting takes place every year. It will be convened by the Executive Board that shall give at least a four-week advance notice, in writing or via e-mail, indicating the agenda for the meeting.
- (2) An Extraordinary General Meeting can be called upon by a resolution passed by the Executive Board or by the Members at the General Meeting accompanied by a reasoned

request of at least one quarter of the Members, or on the request of at least one Auditor or a decision by a court appointed trustee, within 4 weeks from the date of such a resolution.

(3) The General Meeting shall be chaired by the chairman of the association and in case of their non-availability, the oldest member of the Executive Board.

(4) Every Member is entitled to participate. Each Member has one vote. Legal persons are represented by an authorised natural person. Proxy voting is allowed when authorised in written form. Only one vote may be transferred at a time.

(5) The General Meeting has a quorum regardless of the number of persons attending the meeting.

(6) Participation can also be virtual. In this case, it must be ensured that all Members can participate equally and that the participation of non-Members is excluded. The procedure shall be laid down in separate rules of procedure.

(7) The decisions and resolutions in the General Meeting shall be passed in accordance with the procedure prescribed in § 13, except as to questions of amendments to these Articles of Association or the dissolution of the Association, which shall be decided by a two-third majority of its Members present and voting.

(8) The agenda of the General Meeting includes the following tasks:

(a) Receiving and approving the reports of the activities of the Association and its financial statement with the involvement of the Auditors;

(b) Approving the actions of the Executive Board;

(c) Determining the number of additional members of the Executive Board in addition to the Chairman in line with the decision-making procedure prescribed in § 13 of these Articles of Association. The number of additional Executive Board members shall be at least two;

(d) Appointing the Executive Board members and the Chairman in accordance with the procedure prescribed in § 13. Any Member can be appointed to the Executive Board or to the position of the Chairman. If at any time an existing member of the Executive Board resigns prematurely and another member has been appointed provisionally to replace him, the appointment of such a provisional Executive Board member shall be discussed in particular;

(e) Appointment and removal of the Auditors;

(f) Deciding the tasks and activities of the Association for the coming period and the annual budget in accordance with the decision-making procedure prescribed in § 13;

(g) Deciding other issues concerning the Association in accordance with the procedure prescribed in § 13, e.g. collection and amount of membership fees.

The Executive Board

§ 10

(1) The Executive Board consists of the Chairman and a number of additional members (not less than two appointed for one term) to be determined at the General Meeting. One of the members shall be appointed as a Secretary and another member as a Treasurer.

(2) The Executive Board is appointed at the General Meeting. In case of resignation of one of its members, the Executive Board has the right to take over the affairs of such a member provisionally and continue until the next general meeting. It can also appoint another member to replace the functions of the resigned member provisionally, which shall be subject to approval at the next General Meeting.

- (3) The term of office of the Executive Board is one year and in any case until the Executive Board is discharged and replaced by a new Executive Board at the General Meeting. A re-election of the Executive Board is permitted.
- (4) Meetings of the Executive Board shall be called by the Chairman or upon a justified request by at least one member of the Executive Board. This can be done either in written or electronic form.
- (5) The session will be chaired by the Chairman and, in case of non-availability, by the oldest member of the Executive Board. The Executive Board shall have a quorum if at least half of its members participate.
- (6) The Executive Board shall adopt resolutions and make decisions in accordance with the procedure prescribed in § 13. In case of a tie, the Chairman shall have the casting vote.
- (7) Between meetings, the Executive Board may make decisions electronically. It shall constitute a quorum when all the members have been informed electronically of the proposed resolution. § 9 (6) applies *mutatis mutandis*.
- (8) The function of a member of the Executive Board terminates at the end of the term of his office, upon being voted out at the General Meeting or by his resignation.
- (9) Members of the Executive Board can resign any time in writing with notice addressed to the Executive Board. The case of resignation of the whole Executive Board can be raised at the General Meeting. The resignation of the whole Executive Board comes into effect only after the new Executive Board has been constituted.

Tasks of the Executive Board

§ 11

The Executive Board is responsible for the management of the Association and the implementation of the decisions taken at the General Meeting. It is also responsible for all the tasks that are not assigned to other organs in these Articles of Association. In particular, the following activities fall within the scope of its functions:

- (a) Setting up of accounting, including constant recording of income, expenses and assets;
- (b) Preparing the budget, the annual report and the statement of accounts;
- (c) Informing the Members of the Association about the activities of the Association, its financial conduct and the audited accounts;
- (d) Preparing and calling for the Ordinary or Extraordinary General Meetings;
- (e) Accepting and expelling Members;
- (f) Implementing the resolutions and decisions taken at the General Meeting and promoting activities aimed at achieving the goals of the Association, in particular, carrying on correspondence in the name of the Association and organising events in line with §§ 2 and 3 of these Articles of Association and in accordance with the resolutions of the General Meeting.
- (g) Managing and executing day-to-day activities of the Association;
- (h) Informing the Members of the Association of the activities and decisions of the Executive Board;
- (i) Managing the assets of the Association;
- (j) Managing, including admitting and dismissing, employees or contractors affiliated to the Association.

Special functions of members of the Executive Board

§ 12

(1) The Chairman is authorised to act alone on behalf of the Association. All other members of the Executive Board have to act in co-operation with the Chairman.

(2) In case of imminent danger, the Chairman is entitled to act on his/her own behalf in matters that are the responsibility of the General Meetings or the Executive Board. These actions require the subsequent approval of the responsible organ of the Association.

(3) As to external relationships, the Chairman is the representative of the Association. Written documents of the Association need to be signed by the Chairman and the Secretary in order to be valid. In financial matters, written documents need to be signed by the Chairman and the Treasurer in order to be valid.

(4) Legal acts between members of the Executive Board and the Association require the approval of the rest of the Executive Board.

(5) The Chairman chairs the General Meetings and the meetings of the Executive Board.

(6) The Secretary shall record the minutes of the General Meetings and the Executive Board meetings.

(7) The Treasurer is responsible for the proper financial management of the Association, including accounting.

(8) In order to support the Executive Board in all administrative matters as well as in the representation to third parties, managerial issues can be assigned to a Secretary General. Legal powers of attorney to represent the Association to third parties or to sign for it can only be granted by the members of the Executive Board described in § 12 (3). The Secretary General shall be appointed by the Executive Board.

Decision procedures

§ 13

Resolutions and decisions shall be made by a simple majority of the votes cast, except in case of amendments to these Articles of Association or the dissolution of the Association, where a two-thirds majority of the valid votes cast shall be required.

Auditors

§ 14

(1) Two Auditors shall be appointed at the General Meeting for the duration of one term of office. Re-election is possible. The Auditors are not permitted to be part of any organ of the Association that is subject to audit, with the exception of the General Meeting.

(2) The Auditors shall control the financial activities of the Association against the criteria of orderliness and compliance with these Articles of Association. The Executive Board shall submit the necessary documents and communicate any required information to the Auditors. The Auditors shall report their findings to the Executive Board.

(3) Legal acts between the Auditors and the Association require approval at the General Meeting.

(4) A single Auditor may be appointed to replace the two Auditors at the General Meeting. Such an Auditor is obliged to take over all the functions of the Auditors. Rules § 14 (1)-(3) shall apply *mutatis mutandis*.

Arbitration Tribunal

§ 15

(1) In order to settle all disputes arising out of relations within the Association, an internal Arbitration tribunal shall be appointed.

(2) The Arbitration Tribunal shall comprise of three Members of the Association. One party to the dispute shall nominate one arbitrator by way of written notice to the Executive Board. Within 7 days of receipt of such notice, the Executive Board shall request the other party to the dispute to appoint an arbitrator. On receipt of this request, the other party must nominate a Member of the Association as their party appointed arbitrator within fourteen days. Upon receipt of this notice the party appointed arbitrators shall elect, within 14 days, a third Member of the Association as chair of the arbitration tribunal. If there is no consensus between the party appointed arbitrators in appointing the chair of the Arbitration Tribunal, the lot decides. Members of the Arbitration Tribunal are not allowed to be part of an organ whose activity forms part of the subject matter of the dispute. However, they are allowed to be members of the General Meeting.

(3) The Arbitration Tribunal shall reach its decision by a simple majority after both parties have been heard and when all its members are present. It shall decide to the best of its knowledge and belief. All its decisions are final within the Association.

Advisory Committee

§ 16

(1) The Advisory Committee is an international council attached to the Executive Board that consists of natural persons in the field of science and research.

(2) Members of the Advisory Committee shall advise the Executive Board in matters relating to the management of the Association, in particular with regard to the implementation of research projects. Every member of the Advisory Committee has the right at any time to demand information from the Executive Board about the activities and decisions of the Executive Board and to make proposals to the Executive Board for activities, in particular concerning the implementation of research projects.

(3) Members of the Advisory Committee shall be appointed by the Executive Board. They can, but do not have to be, Members of the Association. The termination of membership in the Advisory Committee is made at its own request or by a resolution of the Executive Board.

Change of Articles

§ 17

These Articles of Association can be amended only at a General Meeting by at least a two-third majority as prescribed in § 13. The amended Articles of Association shall be recorded and communicated to the relevant authorities by the Executive Board.

Dissolution of the Association on choice

§ 18

(1) The voluntary dissolution of the Association can take place only at a General Meeting called specifically for that purpose by at least a two-third majority of Members as prescribed in § 13.

(2) If funds exist, a decision on the manner of liquidation of the Association shall be made at a General Meeting. In particular, a liquidator shall be appointed and it shall be decided as to whom the liquidator shall transfer the remaining assets of the Association after all the liabilities have been covered.

(3) In the event of the voluntary or official dissolution of the Association or the discontinuation of the charitable purpose in accordance with the provisions of §§ 34 et seqq. BAO, the assets of the Association remaining after the liabilities have been covered shall be transferred to another charitable institution that pursues the same or similar purposes as the Association, with the condition that they be used exclusively for the purpose of tax-deductible donations set out in § 4a Abs. 2 Z. 1 und Abs. 3 Z. 6 EStG 1988.

(4) The last Executive Board shall notify the relevant authority of the voluntary dissolution of the Association in written form within the legally stipulated period.