

**Statutes of the association**  
**"Climate Change Center Austria"**  
*Climate Research Network Austria*

*Association statutes as defined by the Association Act 2002*  
*Resolution of the General Assembly on 17.03.2022*

**§1 Name , registered office and area of activity**

- (1) The name of the association is "Climate Change Center Austria - Climate Research Network Austria". It is based in Vienna and extends its activities throughout Austria as well as participating in international networks.
- (2) The association pursues exclusively charitable purposes within the meaning of §§ 34 to 47 of the Federal Tax Code. Its activities are not profit-oriented.

**§2 Purpose**

- (1) The purpose and specific objectives of the association are
  - a) Promotion of research and science in the field of sustainability with a focus on climate change.
  - b) The promotion of climate research skills and capacities, awareness and knowledge about climate development.
- (2) Apart from projects unanimously approved by the Executive Board, the Climate Change Centre Austria - Climate Research Network Austria does not act as a research institution in its own right and does not apply for competitively tendered research funding.

**§3 Means to achieve the purpose of the association**

- (1) Ideal means for achieving the purpose of the association are
  - a) Public relations,
  - b) Networking and other services of the bodies of the Climate Change Centre Austria - Climate Research Network Austria and its organizational units (e.g. office, data center, service center),

- c) promoting young scientists and supporting the transfer of knowledge
  - d) scientifically sound advice to policy-makers and society on issues relating to the assessment of climate effects, the design of climate policy and measures for climate adaptation and mitigation.
  - e) Organization and holding of scientific conferences and workshops (e.g. Austrian Climate Day)
  - f) supporting participation and decision-making processes in the area of climate development,
  - g) a qualitative and quantitative strengthening of climate research and the intensification of the use of its results in Austria
- (2) The necessary material resources are provided by
- a) Membership fees
  - b) Funding from public and private institutions
  - c) Income from events and the association's own facilities
  - d) Remuneration for publications, lectures and other income
  - e) Own contributions (contributions in the form of personnel and in-kind contributions by members)
  - f) Donations, bequests and other contributions
  - g) Participation in other legal entities and/or companies under commercial law, insofar as this neither frustrates nor jeopardizes the non-profit purpose of the association.
- (3) In order to achieve the purpose of the association, the association may use vicarious agents whose activities are to be regarded as the association's own activities.
- (4) The association can also pursue its purpose by passing on funds within the meaning of § 40a BAO to beneficiary institutions within the meaning of § 4a para. 3 to 6, § 4b or § 4c EStG for the direct promotion of the same purpose. Furthermore, the association can fulfill its purpose by providing services to other beneficiary entities pursuant to §§ 34 ff BAO in part (but not predominantly) against payment, but without the intention of making a profit. In this case, at least one of the purposes pursued by the receiving corporation must be covered by one of the purposes pursued by the association (overlapping of purposes).

**§4 Types of membership**

- (1) Full members: Membership as a full member is open to all institutions based in Austria whose tasks include scientific research and which themselves conduct at least part of their own climate research. Full members have all rights, participate in the implementation of the purpose of the association and manage the operational activities as well as the content and strategic orientation of the association.
- (2) Supporting members: Membership as a supporting member is open to all institutions that do not conduct climate (impact) research but are active in the field of climate protection or adaptation, as well as natural persons who are interested in the non-material or material promotion of the association's objectives. Sponsoring members are admitted on the basis of partnership agreements concluded between the association and the respective institution for a fixed or indefinite period.
- (3) Sponsoring members can support the Climate Change Center Austria - Climate Research Network Austria either in the form of direct financial contributions or through other material or non-material contributions.
  - a) Direct financial contributions are either earmarked or freely usable subsidies.
  - b) Other material or non-material contributions include cooperation to shape the research framework conditions, cooperation on research relating to the development, planning and implementation of measures in the areas of adaptation and coping with climate impacts as well as mitigation, or support for the work of the Climate Change Centre Austria - Climate Research Network Austria or projects of its institutions through (co-)publications, media coverage, events, further education and training courses, etc.
- (4) In accordance with the partnership agreement, supporting members cooperate either with the Climate Change Centre Austria - Climate Research Network Austria as a whole, the institutions of the association, or with one or more of the full members. They receive all member information and publications of the association and can participate in all events of the Climate Change Center Austria - Climate Research Network Austria. This includes participation in the General Assembly, but without voting rights.

- (5) Other forms of membership may be decided by the General Assembly.
- (6) Members shall notify the office in writing which person or persons are authorized to represent the member organization in the General Assembly and in connection with other association activities.

**§Acquisition of membership**

- (1) Only legal entities and partnerships with legal capacity can be full members of the association. Supporting members can be legal and physical persons. Ordinary members must nominate one or more persons for the bodies of the association who can exercise voting rights on behalf of the organization.
- (2) The Executive Board decides on the admission of members, confirmed by the General Assembly. Admission can be refused without giving reasons.

**§6 Termination of membership**

- (1) Membership expires through loss of legal personality, voluntary resignation and exclusion.

Resignation can take place at any time. The Board of Directors must be notified in writing. Membership fees must be paid for the entire year even in the event of resignation.

- (2) The Executive Board may expel a member if, despite two written reminders setting a reasonable grace period, the member is more than six months in arrears with the payment of membership fees. The obligation to pay the membership fees that have fallen due remains unaffected by this.
- (3) The Board of Directors may also expel a member from the association for gross violation of other membership obligations and for dishonorable conduct. Termination of membership does not in any case entitle the member to reclaim the sponsorship or membership fees paid to the association.

**§7 Rights and obligations of members**

- (1) All members are entitled to take part in events organized by the Association, to participate in the activities and projects of the Climate Change Centre Austria - Climate Research Network Austria, and to use jointly achieved results as agreed. Full and supporting members - these on the basis of their partnership agreement - are entitled to make use of the association's facilities for the purpose of realizing the association's objectives. Only ordinary members have the right to vote and stand for election in the General Assembly.
- (2) All members undertake to promote the interests of the association to the best of their ability and through their own efforts and to refrain from doing anything that could damage the reputation and purpose of the association. They must observe the Articles of Association and the resolutions of the Association's bodies.
- (3) Full members are obliged to pay at least the annual membership fee determined by the General Assembly. Members with few employees, in particular with a maximum of ten full-time equivalents, have the option of entering into negotiations with the Executive Board regarding a reduction in the membership fee. A reduction of more than 80% of the fixed membership fee is only possible with detailed justification by the Executive Board.
- (4) The members of the association may not receive any profit shares or, in their capacity as members, any other benefits without corresponding consideration from the funds of the corporation. Should members of the association receive compensation upon leaving the association and upon dissolution or termination of the association, they may only receive back a maximum of their paid-in and contractually agreed capital shares and the fair market value of their contributions in kind, which is to be calculated according to the value of the contributions at the time of their payment. No person may benefit from administrative expenses that are alien to the purpose of the association or from disproportionately high remuneration.

**§8 Association bodies and committees**

- (1) The bodies of the Association are the General Assembly (§§ 9 and 10), the Executive Board (§§ 11 to 13), the auditors (§ 14) and the Court of Arbitration (§ 15).
- (2) In addition to the bodies under association law mentioned in para. 1, further bodies of the association are the steering committee and working groups (§16).

**§9 General Assembly**

- (1) The general meeting is the "members' meeting" within the meaning of the Association Act 2002 An ordinary general meeting takes place once a year.
- (2) An extraordinary general meeting is held within four weeks of a resolution by the Board of Directors, the ordinary general meeting or at the written request of at least one tenth of the ordinary members or at the request of the auditors.
- (3) All Ordinary and Supporting Members must be invited to both Ordinary and Extraordinary General Meetings by post, fax or e-mail (to the fax number or e-mail address provided to the Association by the member) at least two weeks before the date of the meeting. The General Meeting must be convened, stating the agenda. The meeting shall be convened by the Executive Board.
- (4) Motions for the General Meeting must be submitted to the Board of Directors by post, fax or e-mail at least three days before the date of the General Meeting.
- (5) Valid resolutions can only be passed on the agenda.
- (6) All member representatives of ordinary and supporting members in accordance with Section 4 (6), auditors, members of the Executive Board and other persons invited by the Executive Board are entitled to attend the General Assembly. Only ordinary members are entitled to vote. Each ordinary member has one vote. The transfer of voting rights to another ordinary member by means of a written notification to the office is permitted before the start of the meeting. If members have to leave the meeting early, voting transfers are also possible; in any case, these must be communicated verbally to the secretary and noted in the minutes. A member with voting rights may exercise a maximum of one additional voting right. Ordinary members may transfer their vote in a maximum of two consecutive plenary meetings if they are absent from the entire meeting.
- (7) The General Meeting constitutes a quorum if at least half of the ordinary members are present or represented by written proxy.
- (8) Ordinary general meetings and extraordinary general meetings generally require the physical presence of the members, but can also be held via the Internet.

communication facilities. If at least 5 association members submit a written request for a meeting with personal attendance within 3 working days of the invitation, this must be granted.

- (9) Elections and resolutions at the General Assembly are generally passed by a simple majority of the valid votes cast. However, resolutions to amend the statutes of the association or to dissolve the association require a qualified majority of two-thirds of the valid votes cast.
- (10) The General Assembly is chaired by the chairperson or, if they are unable to attend, by one of the deputies. If they are also unable to attend, a member of the Executive Board appointed by the General Assembly shall chair the meeting for the duration of the meeting.

#### **§10 Tasks of the General Assembly (GA)**

- (1) The General Assembly performs the following tasks:
  - a) Election and dismissal of the members of the Board of Directors and the auditors;
  - b) Assignment of the Executive Board members in accordance with § 11 with regard to their functions in the Executive Board team;
  - c) Election of the members of the Steering Committee (SC);
  - d) Adoption of resolutions on all agendas relating to the operational and strategic framework of the "Climate Change Center Austria", in particular rules of procedure (administrative regulations) and the Science Plan (content and strategic orientation) following submission by the Executive Board;
  - e) Acceptance and approval of the statement of accounts and the financial statements with the involvement of the auditors;
  - f) Resolution on the budget;
  - g) Approval of legal transactions between the auditors and the association;
  - h) Discharge of the Management Board;
  - i) Determination of the amount of the membership fees for ordinary members;
  - j) Confirmation of partnership agreements with sponsoring members;

- k) Resolution on amendments to the Articles of Association and the voluntary dissolution of the Association;
- l) Consultation and resolution on other matters on the agenda.

**§11 Board of Directors**

- (1) The Executive Board consists of at least one or two chairpersons, a secretary and a treasurer as well as their deputies. Further deputies and additional functions as well as board members without a function are permitted. However, the Executive Board may not comprise more than 15 people in total.
- (2) Eligible members are persons from ordinary and supporting member institutions as well as natural persons who are supporting members. The proportion of ordinary members must be at least 67%.
- (3) The Executive Board is elected by the General Assembly. If an elected member resigns, the Executive Board has the right to co-opt another eligible member in his place, for which subsequent approval must be obtained at the next General Meeting. If the Board of Directors is unable to function at all or for an unforeseeably long period of time without self-appointment by co-optation, each auditor is obliged to immediately convene an extraordinary general meeting for the purpose of electing a new Board of Directors. If the auditors are also unable to act, any ordinary member who recognizes the emergency situation must immediately apply to the competent court for the appointment of a trustee, who must immediately convene an extraordinary general meeting.
- (4) The maximum term of office of the Board of Directors is two years. Multiple re-election is possible.
- (5) The Executive Board is convened in writing or verbally by the chairperson or, if the chairperson is unable to attend, by a deputy chairperson. If they are also unable to attend for an unforeseeable period of time, any other member of the Executive Board may convene the Executive Board.
- (6) The Board of Directors is quorate if all its members have been invited and at least half of them are physically present or at least connected by voice.



- (7) The Board of Directors passes its resolutions by a simple majority of votes; in the event of a tie, the Chairman has the casting vote. Resolutions of the Board of Directors may also be passed by way of circulation.
- (8) The meeting is chaired by the chairperson or, if they are unable to attend, by one of the deputies. If these persons are also unable to attend, the chair is held by the oldest member of the Executive Board present or the member of the Executive Board appointed by a majority of the other members of the Executive Board.
- (9) Apart from death and expiry of the term of office (Para. 3), the function of a member of the Board of Directors expires through dismissal (Para. 10) and resignation (Para. 11).
- (10) The General Assembly can dismiss the entire Executive Board or individual members at any time by a two-thirds majority of votes. The dismissal shall take effect upon the appointment of the new Executive Board or Executive Board member.
- (11) The members of the Executive Board may resign in writing at any time. The declaration of resignation must be addressed to the Executive Board or, in the event of the resignation of the entire Executive Board, to the General Assembly. The resignation only becomes effective upon the election or co-optation (para. 2) of a successor.

#### **§12 Duties of the Management Board**

- (1) The Board of Directors is responsible for the management of the association. It is the "management body" within the meaning of the Association Act 2002 and is responsible for all tasks that are not assigned to another body of the Association by the Articles of Association.
- (2) The Executive Board is the operational management body of the "Climate Change Centre Austria" and is also responsible for the association's operational facilities (e.g. office, service center, data center). The following matters in particular fall within its remit:
  - a) Preparation of the annual budget and the statement of accounts (annual financial statements);
  - b) Preparation of the General Assembly;
  - c) Convening the ordinary and extraordinary general meetings;
  - d) Management of the association's assets and projects;
  - e) Admission and exclusion of association members;

- f) Admission and termination of employees of the Association;
  - g) Preparation of rules of procedure for adoption by the General Assembly, continuous further development of the rules of procedure and adaptation of the organizational structures to new requirements.
- (3) If necessary, further persons can be co-opted onto the Board of Directors without voting rights and for a limited period of time. Subsequent approval must be obtained at the next General Meeting.

**§ Section 13 Special duties of individual members of the Management Board**

- (1) The chairperson manages the day-to-day business of the association. The secretary supports the chairperson in the management of the association's business.
- (2) The chairperson represents the association externally. Written copies of the association require the signatures of the chairperson and the secretary to be legally valid; in financial matters (= disposition of assets) the signatures of the chairperson and the treasurer are required. Legal transactions between members of the Executive Board and the association require the approval of another member of the Executive Board.
- (3) The Board of Directors may assign certain functions to members of the Board of Directors or other persons with their consent, e.g. Member Interaction Officer or Junior Staff Development Officer.
- (4) Legal authorizations to represent the association externally or to sign on its behalf can only be granted by the members of the Executive Board named in paragraph 2.
- (5) In the event of imminent danger, the chairperson is authorized to independently issue directives under their own responsibility, even in matters that fall within the sphere of activity of the General Assembly or the Executive Board; internally, however, these require the subsequent approval of the responsible association body.
- (6) The Chairperson chairs the General Assembly and the Executive Board.
- (7) The secretary keeps the minutes of the General Assembly and the Board of Directors.

- (8) The treasurer is responsible for the proper financial management of the association.
- (9) In the event of their absence, the chairperson, the secretary or the treasurer shall be replaced by their deputies.
- (10) Legal transactions between members of the Executive Board and the association ("internal transactions") require the approval of all other members of the Executive Board;
- (11) Insofar as members of the Executive Board are entrusted with work that goes beyond their association functions, they can charge the association for these services (like other members or external persons) under a contract for work or a contract for services.

#### **§14 Auditor**

- (1) Two auditors are elected by the General Assembly for a term of two years. Re-election is possible. The auditors may not belong to any body - with the exception of the General Assembly - whose activities are the subject of the audit.
- (2) Auditors can be suitable individuals or representatives of organizations (legal entities) that are not members of the association.
- (3) The auditors are responsible for ongoing business control and auditing the financial management of the association with regard to the correctness of the accounts and the use of funds in accordance with the Articles of Association.
- (4) Legal transactions between auditors and the Association require the approval of the General Assembly. In all other respects, the provisions of Section 11 (8) to (10) shall apply mutatis mutandis to the auditors.
- (5) If the ordinary income or ordinary expenditure in each of two consecutive financial years exceeds EUR 3 million, or if the annual amount of donations collected from the public during this period exceeds EUR 1 million, the association's board of directors must prepare an extended annual financial statement (balance sheet, profit and loss account, notes) and also arrange for the annual audit to be carried out by an auditor. Certified public accountants and auditors may be appointed to audit the annual financial statements.

Tax consultants or auditing and tax consulting companies, sworn auditors or auditing companies can be consulted.

#### **§15 Court of arbitration**

- (1) The association's internal arbitration court shall be appointed to settle all disputes arising from the association relationship. It is a "conciliation body" within the meaning of the Associations Act 2002 and not an arbitration court in accordance with §§ 577 ZPO.
- (2) The arbitration tribunal shall be composed of three ordinary members of the Association. It is formed in such a way that one party to the dispute nominates a member as arbitrator to the Executive Board in writing. At the request of the Executive Board within seven days, the other party to the dispute shall nominate a member for the arbitration tribunal within 14 days. After notification by the Executive Board within seven days, the nominated arbitrators shall elect a third ordinary member to chair the arbitration tribunal within a further 14 days. In the event of a tie, the nominees shall be chosen by lot. The members of the arbitration tribunal may not belong to any body - with the exception of the General Meeting - whose activities are the subject of the dispute.
- (3) The arbitration tribunal shall reach its decision by a simple majority of votes in the presence of all its members after both sides have been heard. It shall decide to the best of its knowledge and belief. Its decisions are final within the association.

#### **§16 Other bodies of the association**

- (1) Working Groups (WG):

WGs are groups of experts appointed by the Executive Board for a limited period of time to work on special projects or activities of the Climate Change Center Austria (coordination of individual events, science plan, etc.). AGs commence their activities immediately after appointment by the Executive Board.

At its first meeting, each working group elects one of its members as its leader, who can be co-opted onto the board for the necessary duration in the case of larger projects.

Interim and final reports from the working groups are submitted to the Executive Board for discussion and approval.

- (2) Other committees can be proposed by the Executive Board and confirmed by the General Assembly.

**§17 Dissolution of the Association**

- (1) The voluntary dissolution of the Association can only be decided in a General Assembly convened exclusively for this agenda item and only with a two-thirds majority of the valid votes cast by the ordinary members.
- (2) This general meeting must also decide on the liquidation of the association's assets, if any. In particular, it must appoint a liquidator and decide to whom the liquidator is to transfer the remaining assets of the association after covering the liabilities.
- (3) In the event of the voluntary dissolution or official dissolution of the association, as well as the discontinuation of the beneficiary purpose of the association, the remaining assets of the association shall be used exclusively and directly for charitable purposes within the meaning of Section 4a (1) EStG.

**§ 18 Liability for obligations of the association**

The association is liable for liabilities with its assets. Board members and association members shall only be personally liable if this arises from other statutory provisions or on the basis of a personal legal obligation. Sections 24 and 25 VerG 2002 shall apply in the event of claims by members of the association against the association's directors.