Statutes

ESIS Austria

English translation for international members.

The German statutes remain the authoritative source document.

Statutes

of the association "ESIS Austria"

Section 1 Name, Registered Office and Scope of Activities

(1) The association bears the name "ESIS Austria".

(2) Its registered office is in Leoben and its activities extend throughout Austria.

(3) The establishment of branch associations is not intended.

Section 2 Purpose

The association, whose activities are not directed towards profit, has the following purpose:

Promotion of scientific activities in the fields of fatigue, fracture mechanics and the reliability of mechanical structures made of various materials in Austria. The association coordinates these activities with the European ESIS association and other European ESIS organisations.

The activities shall primarily include the exchange of information among Austrian scientists and institutions. In particular, young researchers shall be supported. The association regularly organises meetings for scientific exchange.

Section 3 Means for Achieving the Association's Purpose

(1) The association's purpose shall be achieved through the non-material and material means listed in paragraphs 2 and 3.

(2) The non-material means are:

a) lectures, meetings and discussion evenings;

b) publication of a newsletter.

(3) The required material means shall be raised through:

a) admission fees and membership fees;

b) donations.

Section 4 Types of Membership

(1) The members of the association are divided into ordinary members, extraordinary members and honorary members.

(2) Ordinary members are those who fully participate in the work of the association. Extraordinary members are those who mainly support the association's activities by paying an increased membership fee. Honorary members are persons appointed as such because of special services to the association.

Section 5 Acquisition of Membership

(1) Members of the association may be all natural persons as well as legal entities that wish to serve the association's purpose.

(2) The Board decides on the admission of ordinary and extraordinary members. Admission may be refused without stating reasons.

(3) Appointment as an honorary member is made by the General Assembly upon proposal of the Board.

(4) Before the constitution of the association, members are provisionally admitted by the founder(s). This membership becomes effective only upon constitution of the association.

Section 6 Termination of Membership

(1) Membership ends by death, in the case of legal entities by loss of legal personality, by voluntary resignation and by exclusion.

(2) Resignation may take place only as of 31 December of each year. It must be communicated to the Board in writing at least three months in advance. If notice is given late, it becomes effective only on the next resignation date. The date of posting is decisive for timely notice.

(3) The Board may exclude a member if, despite two written reminders and the setting of a reasonable grace period, the member is more than six months in arrears with payment of membership fees. The obligation to pay membership fees that have become due remains unaffected.

(4) The Board may also exclude a member from the association for gross violation of other membership duties or for dishonourable conduct.

(5) Honorary membership may be withdrawn for the reasons stated in paragraph 4 by resolution of the General Assembly upon proposal of the Board.

Section 7 Rights and Duties of Members

(1) Members are entitled to participate in all events of the association and to use the association's facilities. Voting rights in the General Assembly as well as active and passive voting rights are reserved to ordinary members and honorary members.

(2) Members are obliged to promote the interests of the association to the best of their ability and to refrain from anything that could harm the reputation or purpose of the association. They must observe the statutes of the association and the resolutions of the association's bodies. Ordinary and extraordinary members are obliged to pay the admission fee and membership fees punctually in the amount resolved by the General Assembly.

Section 8 Bodies of the Association

The bodies of the association are the General Assembly (Sections 9 and 10), the Board (Sections 11 to 13), the Auditors (Section 14) and the Arbitration Tribunal (Section 15).

Section 9 The General Assembly

(1) The ordinary General Assembly takes place every two years.

(2) An extraordinary General Assembly shall take place upon resolution of the Board, the ordinary General Assembly, or upon written reasoned request of at least one tenth of the members entitled to vote (Section 7 paragraph 1 and Section 9 paragraph 6), or upon request of the Auditors, within four weeks.

(3) All members must be invited in writing to both ordinary and extraordinary General Assemblies at least two weeks before the date. The convening of the General Assembly must state the agenda. The General Assembly is convened by the Board.

(4) Motions for the General Assembly must be submitted to the Board in writing at least three days before the date of the General Assembly.

(5) Valid resolutions - except those concerning a motion to convene an extraordinary General Assembly - may be adopted only on items on the agenda.

(6) All members are entitled to attend the General Assembly. Only ordinary members and honorary members are entitled to vote. Each member has one vote. Legal entities are represented by an authorised representative. Transfer of voting rights to another member by written authorisation is permitted.

(7) The General Assembly has a quorum if half of all voting members or their representatives (paragraph 6) are present. If the General Assembly does not have a quorum at the scheduled time, it shall take place 30 minutes later with the same agenda and shall then have a quorum regardless of the number of members present.

(8) Elections and resolutions in the General Assembly are generally passed by a simple majority of votes. Resolutions amending the statutes of the association or dissolving the association require a qualified majority of two thirds of the valid votes cast.

(9) The Chairperson presides over the General Assembly; if the Chairperson is prevented from doing so, the Deputy Chairperson presides. If the Deputy Chairperson is also prevented, the oldest Board member present presides.

Section 10 Responsibilities of the General Assembly

The following responsibilities are reserved to the General Assembly:

a) receipt and approval of the accountability report and the financial statements;

b) resolution on the budget estimate;

c) election, appointment and removal of the members of the Board and the Auditors, and approval of legal transactions between Board members or Auditors and the association;

d) discharge of the Board;

e) determination of the amount of the admission fee and membership fees for ordinary and extraordinary members;

f) granting and withdrawal of honorary membership;

g) resolutions on amendments to the statutes and the voluntary dissolution of the association;

h) discussion and resolution on other matters on the agenda.

Section 11 The Board

(1) The Board consists of six members: the Chairperson and Deputy Chairperson, the Secretary and Deputy Secretary, and the Treasurer and Deputy Treasurer.

(2) The Board is elected by the General Assembly. If an elected member leaves office, the Board has the right to co-opt another eligible member in their place; subsequent approval must be obtained at the next General Assembly. If the Board becomes unable to act at all or for an unforeseeably long period without self-completion by co-option, each Auditor is obliged to convene an extraordinary General Assembly without delay for the purpose of electing a new Board. If the Auditors are also unable to act or do not exist, every ordinary member who recognises the emergency situation must immediately apply to the competent court for the appointment of a curator, who must promptly convene an extraordinary General Assembly.

(3) The term of office of the Board is two years. Re-election is possible.

(4) The Board is convened in writing or orally by the Chairperson, or, if the Chairperson is prevented, by the Deputy Chairperson. If the Deputy Chairperson is also prevented for an unforeseeably long period, any other Board member may convene the Board.

(5) The Board has a quorum if all its members have been invited and at least half of them are present.

(6) The Board passes resolutions by a simple majority of votes; in the event of a tie, the vote of the chair of the meeting is decisive.

(7) The Chairperson presides; if prevented, the Deputy Chairperson presides. If the Deputy Chairperson is also prevented, the oldest Board member present presides.

(8) Apart from death and expiry of the term of office (paragraph 3), the function of a Board member ends by removal (paragraph 9) or resignation (paragraph 10).

(9) The General Assembly may at any time remove the entire Board or individual members of the Board. The removal takes effect upon appointment of the new Board or new Board member.

(10) Board members may resign at any time by written declaration. The declaration of resignation must be addressed to the Board, or, in the event of resignation of the entire Board, to the General Assembly. The resignation becomes effective only upon election or co-option (paragraph 2) of a successor.

Section 12 Responsibilities of the Board

The Board is responsible for managing the association. It is responsible for all matters that are not assigned by the statutes to another body of the association. Its sphere of activity includes in particular:

a) preparation of the annual budget estimate and preparation of the accountability report and financial statements (= accounting);

b) preparation of the General Assembly;

c) convening the ordinary and extraordinary General Assemblies;

d) administration of the association's assets;

e) admission and exclusion of association members;

f) hiring and dismissal of employees of the association.

Section 13 Special Duties of Individual Board Members

(1) The Chairperson represents the association externally. Written documents of the association require, for their validity, the signatures of the Chairperson and the Secretary; in financial matters (= dispositions involving assets), the signatures of the Chairperson and the Treasurer are required. Legal transactions between Board members and the association also require approval by the General Assembly for their validity.

(2) Authorisations to legally represent the association externally or to sign on its behalf may be granted exclusively by the officers named in paragraph 1.

(3) In cases of imminent danger, the Chairperson is entitled, under their own responsibility, to make independent orders even in matters falling within the sphere of activity of the General Assembly or the Board; however, these require subsequent approval by the competent association body.

(4) The Chairperson presides over the General Assembly and the Board.

(5) The Secretary supports the Chairperson in conducting the association's business. The Secretary is responsible for keeping the minutes of the General Assembly and the Board.

(6) The Treasurer is responsible for the proper financial administration of the association.

(7) If the Chairperson, Secretary or Treasurer is prevented, their respective deputies take their place.

Section 14 The Auditors

(1) The two Auditors are elected by the General Assembly for a term of two years. Re-election is possible.

(2) The Auditors are responsible for ongoing business control and for reviewing the financial statements. They must report to the General Assembly on the result of their review.

(3) In all other respects, the provisions of Section 11 paragraphs 3, 8, 9 and 10 and Section 13 paragraph 1 last sentence apply mutatis mutandis to the Auditors.

Section 15 The Arbitration Tribunal

(1) The internal Arbitration Tribunal is responsible for settling all disputes arising from the association relationship.

(2) The Arbitration Tribunal consists of three ordinary members of the association. It is formed as follows: one party to the dispute names one member to the Board in writing as arbitrator. Upon request by the Board within seven days, the other party to the dispute names a member of the Arbitration Tribunal within 14 days. After notification by the Board within seven days, the named arbitrators elect a third ordinary member as chair of the Arbitration Tribunal within a further 14 days. In the event of a tie among the proposed persons, the decision is made by lot.

(3) The Arbitration Tribunal makes its decision in the presence of all its members by a simple majority of votes. It decides to the best of its knowledge and belief. Its decisions are final within the association.

Section 16 Dissolution of the Association

(1) The voluntary dissolution of the association may be resolved only in an extraordinary General Assembly convened for this purpose and only by a two-thirds majority of the valid votes cast.

(2) This General Assembly must also resolve on liquidation if association assets exist. In particular, it must appoint a liquidator and resolve to whom the liquidator shall transfer the remaining association assets after covering the liabilities. These assets shall, as far as possible and permitted, accrue to an organisation pursuing the same or similar purposes as this association, otherwise to a charitable organisation.

(3) The last Board of the association must notify the competent association authority in writing of the voluntary dissolution within four weeks after the resolution. It is also obliged to publish the voluntary dissolution in an official gazette within the same period.