

Statutes of the Alumni Club of the MSc Programme "Management of Protected Areas" at the University of Klagenfurt

(English, legally not validated translation of the legal German version from 26.03.2014)

§ 1: Name, Seat and Activities

(1) The Club shall bear the name: Alumni Club MSc Programme "Management of Protected Areas".

(2) The seat of the Club is Klagenfurt and it is operating internationally.

§ 2: Purpose

The Club, which is a non-profit organisation in accordance with §§ 34 ff of the Austrian Federal Fiscal Code, is committed to the conservation of nature, promotes networking and furthers the professional and scientific education of the members in the field of nature conservation and protected area management.

§ 3: Activities for the Realisation of the Club's Purpose

(1) The purpose of the Club shall be realised by immaterial and material means as described in (2) and (3).

(2) Immaterial means are:

- a) Organisation of lectures, workshops, meetings and a forum for professional discussion;
- b) Development and maintenance of network contacts to scientific and professional institutions and the members;
- c) Forum for a long-term co-operation and exchange of knowledge and ideas that benefits nature conservation.

(3) The necessary funds shall be raised through

- a) membership contributions;
- b) lectures, workshops and other events or activities organised by the Club;
- c) donations, legacies, subsidies, grants or others provided that the immediate non-profit purpose of the Club is not jeopardised;
- d) other for-profit side-line activities in connection to the Programme as far as they do not jeopardise the immediate non-profit purpose of the Club.

The means of the Club shall only be used for purposes defined in the statutes. No person shall benefit from the allocation of inappropriate (in terms of purpose and amount) administrative expenses.

§ 4: Types of Membership

- (1) The Club shall consist of ordinary, extraordinary and honorary members.
- (2) Ordinary members are the ones who participate in the work of the Club. Extraordinary members are the ones who support the Club mainly by increased membership contributions and/or extraordinary efforts. Honorary members are people who are nominated as such for their special achievements for the Club or the Programme.

§ 5: Admission to Membership

- (1) Ordinary members of the Club may be all natural persons who have participated in the MSc Programme "Management of Protected Areas" or are/were lecturers or members of the advisory board of the Programme.
- (2) Extraordinary members shall be natural persons, NGOs, companies of all kinds of legal forms and other institutions (especially public authorities, protected area administrations) with an ethically correct background. Extraordinary members shall have internationally recognised experience in protected area management and/or show extraordinary achievements for nature protection, the MSc Programme "Management of Protected Areas" or its Alumni Club.
- (3) The decision on admission to ordinary and extraordinary membership shall be made by the Board of the Alumni Club. Admission can be refused without giving reasons.
- (4) Prior to the legal establishment of the Club, provisional admission to ordinary and extraordinary membership shall be decided on by the founders, in case of an already appointed Board it is the Board which shall decide. Membership will cease to be provisional once the Club has been legally established.
- (5) The nomination of honorary members is decided by the General Assembly based on a proposal of the Board.

§ 6: Termination of Membership

- (1) Membership shall be terminated on the death of a member (with legal persons, on loss of legal personality), on voluntary withdrawal from the Club or following the exclusion of a member.
- (2) Membership may be terminated on December 31 of each year. The Board must be notified of termination of membership in a written form at least one month in advance. In the case of late notification, membership shall end on the following termination date. The relevant indicator for the timeliness of the notification is the date of postmarking.

- (3) Membership may be cancelled by the Board if - after two written reminders with an appropriate period of grace - payment of membership fees is more than 6 months overdue. The liability for membership fees owed shall remain in place despite the cancellation.
- (4) A member may be excluded by the Board as a consequence of serious breaches of the responsibilities of members or disreputable and ethically incorrect behaviour.
- (5) A removal of honorary memberships may be decided upon reasons mentioned in (4) by the General Assembly based on a proposal of the Board.

§ 7: Rights and Duties of Members

- (1) Ordinary members are entitled to participate in all events organised by the Club and make use of all facilities of the Club. Only ordinary and honorary members are entitled to the voting right in the General Assembly as well as the active and passive voting right.
- (2) Members shall be informed by the Board about its activities and financing at each General Assembly. The Board shall also provide this information within four weeks if at least 10% of members request and reason it.
- (3) Members shall be informed by the Board about the audited financials. If this information is provided in the General Assembly, the Auditors shall be involved in the information provision.
- (4) It is the duty of every member to promote the interests of the Club and to refrain from actions which would damage its standing and purpose. The statutes of the Club and the resolutions of the bodies of the Club are to be observed and respected at all times. Furthermore it is the responsibility of ordinary and extraordinary members to pay membership fees punctually in the amount determined by the General Assembly.

§ 8: Bodies of the Club

The bodies which constitute the Club are the General Assembly (§§ 9 and 10), the Board (§§ 11 – 13), the Auditors (§ 14) and the Arbitration Panel (§ 15).

§ 9: The General Assembly

The General Assembly is the assembly of all members according to the Austrian Association Act (2002). An ordinary General Assembly shall take place at least every two years.

- (1) An extraordinary General Assembly shall take place within four weeks upon:
 - a) Decision of the Board or of the ordinary General Assembly
 - b) Written request of at least 10% of members

- c) Request of Auditor(s) (according to § 21 (5) first sentence of Association Act)
 - d) Decision of Auditor(s) (according to § 21 (5) second sentence of Association Act and § 11 (2) third sentence of the statutes)
 - e) Decision of a judicially appointed trustee (§ 11 (2) last sentence of the statutes)
- (2) All members shall be invited to ordinary and extraordinary General Assemblies at least two weeks in advance (in written form by mail, fax or e-mail sent to the addresses provided by the members). Invitation shall include an agenda for the assembly. The invitation is done by the Board, by the Auditor(s) or by a judicially appointed trustee.
- (3) Proposals to the General Assembly shall be deposited by the proposer with the Board in written form at least three days in advance of the General Assembly.
- (4) Decisions can only be made by the General Assembly for topics on the agenda (except for a decision on an extraordinary General Assembly).
- (5) All members are members in the General Assembly. Only ordinary and honorary members have a voting right at General Assemblies. Each member has one vote. Voting rights may be transferred to another member by way of written authorisation.
- (6) The General Assembly is quorate regardless of the number of members present.
- (7) Elections and decision-making in the General Assembly are in general based on simple majority of casted valid votes. Resolutions which aim at altering the statutes of the Club or dissolution of the Club need a qualified majority of two-thirds of casted valid votes.
- (8) The Chairman/chairwoman is heading the General Assembly, in case of being prevented it is his/her deputy. If also the deputy is being prevented, it is the oldest present member of the Board.

§ 10: Responsibilities of the General Assembly

The responsibilities of the General Assembly shall include

- a) adoption of resolutions with regard to the budget
- b) acceptance and approval of the annual report and accounts by involving the Auditors
- c) election and supersession of the Board and the Auditors
- d) approval of transactions between Auditors and the Club
- e) exoneration of the Board
- f) determination of membership fees for ordinary and extraordinary members
- g) nomination and removal of honorary memberships
- h) resolutions amending the statutes or on the voluntary dissolving of the Club
- i) deliberations and resolutions on matters on the agenda

§ 11: Board

- (1) The Board consists of five permanent members: president, secretary and treasurer as well as one representative of each organisation responsible for the MSc programme, the University of Klagenfurt and E.C.O. Institute of Ecology. For these five permanent members deputies exist.
- (2) The Board is elected by the general assembly. Each ordinary member can be elected as a board member. As an exception the president has to have been an ordinary member of the Alumni Club since at least 6 months. If one elected member quits, the Board has the right to co-opt another eligible member. Therefore the approval at the next general assembly is necessary. If the whole Board drops out totally or for a longer time without co-optation, the Auditor has to call an extraordinary general assembly immediately for the election of a new Board. If the Auditor is also incapable of action, each member who realises this emergency situation has to request immediately at the responsible court for the appointment of a curator who calls immediately an extraordinary general assembly.
- (3) The Board is elected for two years, re-election is possible. Each role in the Board has to be executed personally.
- (4) The Board is called up by the president, or in case of being prevented, by his/her deputy, either in written or oral form. If the deputy is also prevented for a longer time, each member of the Board can call up the Board.
- (5) The meeting is quorate when all permanent members were invited and at least half of the members of the body are in attendance.
- (6) The Board decides with on the basis of a simple majority. If votes are equal, the vote of the chairman decides.
- (7) The president acts as the chairman, if he is prevented his/her deputy. If he is also prevented, the oldest Board member present or the Board member elected by the other Board members acts as the chairman.
- (8) Besides dead or end of election period (§11 (3)) the role as board member ends through supersession ((§11 (9)) or resignation (§11 (10))).
- (9) The general assembly is able to defrock the whole Board or single board members at any time. The supersession comes into force with the appointment of the new Board respectively board member.
- (10) The Board members are allowed to declare their resignation in written form at any time. The declaration of resignation has to be addressed to the Board, in case of resignation of the whole Board, to the general assembly. The resignation is valid with the election or co-optation ((§11 (2)) of successor.

§ 12: Duties of the Board

The Board has to lead the club. It is the "management body" as stated in the Austrian club law 2002. It is responsible for all duties which are not allocated to another body in this statute. In particular it is responsible for:

- (1) Establishment of a suitable accounting system. Minimum requirements are ongoing notes of income/outcome and a list of assets.
- (2) Creation of an annual estimate, statement of accounts and closing of accounts.
- (3) Preparation and calling of the general assembly in case of §9 (3) and (2) a – c of this statutes.
- (4) Information of alumni club members concerning activities and financial conduct of the club as well as audited closing of accounts.
- (5) Administration of the club assets.
- (6) Admission and supersession of ordinary and extraordinary members.
- (7) Admission and dismissal of employers of the club.

§ 13: Special obligations of specific Board members

- (1) The president leads the ongoing business of the club. The secretary supports the president in this obligation.
- (2) The president represents the Alumni Club to the public. 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 acts between members of the Board and the Alumni Club need the approval of another member of the Board.
- (3) Authorisations for legal acts to represent the club to the public respectively to sign for it, could only be provided by the in (2) mentioned members of the advisory board.
- (4) If there is danger in delay, the president has the right to give orders on his/her own responsibility which normally belong to the general assembly or the management body. Internal actions need afterwards the approval by the responsible body.
- (5) The president is the chairman in the general assembly and the management body.
- (6) The secretary does the protocols for the general assembly and the management body.

- (7)The treasurer is responsible for the proper financial conduct of the club.
- (8)In case of being prevented, the deputy of the president, secretary or treasurer acts for him/her.

§ 14: Auditors

- (1)Two Auditors are elected by the general assembly for two years. Re-election is possible. The Auditors are not allowed to be members of a body – besides the general assembly – which is part of the audit.
- (2)The Auditors are responsible for the ongoing control of the business as well as the audit of the financial conduct of the club regarding proper accounting and proper usage of resources in accordance to the statute. The Board has to provide the Auditors with the necessary documents and information. The Auditors have to inform the Board about the results of the audit.
- (3)Legal acts between Auditors and the Alumni Club need the approval of the General Assembly. By the way, the regulations of § 11 (8) to (10) are correspondingly valid for the Auditors.

§ 15: Arbitration Panel

- (1)The Arbitration Panel shall decide in all disputes over matters arising from the activities of the Association. It is an arbitration panel in terms of the association act 2002 and not an arbitration panel regarding §§ 577 ff ZPO.
- (2)The Arbitration Panel consists of three ordinary members of the Club. It will be built along the following procedure: One party in dispute informs the Board in written form one member who should be an arbitrator. By request of the Board within seven days the second party in dispute identifies another arbitrator for the Arbitration Panel within 14 days. After information by the Board within seven days the identified arbitrators elect the chairman of the Arbitration Panel. If votes are equal, it has to be decided by drawing lots. The members of the Arbitration Panel are not allowed to be members of any body of the Alumni Club besides the General Assembly which is part of the dispute.
- (3)The Arbitration Panel decides after listening to both parties with simple majority when all members are present. It decides to the best of its knowledge. All decisions of the Arbitration Panel are final within the Club.

§ 16: Voluntary Dissolution of the Club

- (1) The voluntary dissolution of the Club can only be decided in a General Assembly with two-thirds majority of all valid votes.
- (2) The General Assembly has also to decide about the procedure if there are some club assets. In particular it has to identify a liquidator and to decide who will get the remaining assets. Organisations that have similar purposes should get these assets as far as possible. Otherwise it should go to organisations with social welfare purposes.