

Statutes of the Association

NGO Committee on the Status of Women Vienna

1: Name, registered office and field of activity

- (1) The Association shall bear the name: NGO Committee on the Status of Women Vienna.
- (2) Its registered office is in Vienna and worldwide.
- (3) The establishment of branch associations is not intended.
- (4) The Association's fiscal year begins on 1 January and ends on 31 December.

2: Purpose

The Association is a not-for-profit organization. Its aims are:

- a) to monitor and discuss the social and economic dimensions of the development of the status of women;
- b) to provide a forum for non-governmental organizations to discuss and analyze the work of the UN intergovernmental bodies for the development of the status of women and the related activities of the UN organizations based in Vienna;
- c) promoting new initiatives and seeking contributions from civil society to the 17 UN Sustainable Development Goals adopted by the United Nations in September 2015;
- d) promoting cooperation with United Nations organizations and agencies active in the field of sustainable development of the legal status of women.

3. Means to achieve the Association's purpose

The purpose of the Association shall be achieved through the material and non-material means listed in paragraphs 1 and 2.

(1) Serving as non-material means:

- a) Meetings of the representatives of the member organization
- b) Petitions, position papers, statements
- c) Events.

(2) The necessary material resources will be raised through

- a. Membership dues
- b. Donations
- c. Earmarked contributions.

4. Types of membership

- (1) The members of the Association are divided into full members, i.e. member organizations with voting rights, and associate members with observer status.
- (2) Full members are those non-governmental organizations that have been granted ECOSOC consultative status (General, Special, or Roster status) and participate fully

in the Association's work. Associate members are co-opted experts without voting rights and without payment obligations.

5 Acquisition of membership

- (1) Full membership is open only to non-governmental organizations with ECOSOC status. They may send one or more representatives to the Committee..
- (2) The Board of Directors shall decide on the admission of full and associate members

6. Termination of membership

- (1) Membership expires through:
 - (a) Loss of the non-governmental organization's representation in Vienna;
 - (b) Loss of ECOSOC status of the non-governmental organization
 - (c) Voluntary resignation and
 - (d) by expulsion
- (2) The exclusion of a member organization from the Association occurs if there are serious reasons and must be decided by the General Assembly with a two-thirds majority.

7. Rights and obligations of members

- (1) Each member has one vote. Representatives of each member organization are entitled to participate in all events organized by the Association. Voting rights at the General Assembly, as well as the right to vote and stand for election, are reserved for full member organizations that have paid their annual membership dues.
- (2) Every representative of a member organization is entitled to request the Board to provide a copy of the statutes.
- (3) At least one tenth of the member organizations may request the Board to convene a General Assembly.
- (4) At each General Assembly, the Board must inform the members about the Association's activities and financial performance. If at least one-tenth of the members request this, stating their reasons, the Board must also provide the members concerned with such information outside of the General Assembly within four weeks.
- (5) The Board of Directors must inform the members of the audited financial statements. If this occurs at the General Assembly, the auditors must be involved.
- (6) Members are obligated to promote the interests of the Association to the best of their ability and to refrain from any action that could damage the reputation and purpose of the Association. They must observe the Association's statutes and the resolutions of the Association's governing bodies. Full members are obligated to pay membership dues promptly in the amount approved by the General Assembly. Associate members may also make a financial contribution.

8. Association bodies

The bodies of the Association are the General Assembly (points 9 and 10), the Board of Directors (points 11 to 13), the auditors (point 14) and the arbitration tribunal (point 15).

9 General Assembly

- (1) The General Assembly is the supreme body of the Association. It is the assembly of representatives of the member organizations in the sense of the Association Act 2002. An ordinary General Assembly takes place every two years, physically and/or virtually, at the first meeting of the following year and not later than the end of February.
- (2) An extraordinary General Assembly shall take place either at
 - a. resolution of the Board of Directors or the ordinary General Assembly,
 - b. or upon written request from at least one tenth of the member organizations,
 - c. or at the request of the auditors (Section 21 (5) first sentence of the Association Act),
 - d. or by resolution of the auditor(s) (Section 21 (5) second sentence of the Association Act, Section 11 (2) third sentence of these statutes),
 - e. or by decision of a court-appointed curator (Section 11, paragraph 2, last sentence of these statutes) within four weeks.
- (3) All members must be invited to both the ordinary and extraordinary General Assemblies at least two weeks in advance in writing, by fax or by email (to the fax number or email address provided by the member to the Association). The General Assembly must be announced, including the agenda. The meeting is convened by the Board (paragraph 1 and paragraph 2 letters a–c), by the auditor (paragraph 2 letter d), or by a court-appointed trustee.
- (4) Agenda points for the General Assembly must be submitted to the Board in writing, by fax or by email at least three days before the meeting.
- (5) Valid resolutions, except for those concerning a request to convene an extraordinary General Assembly, can only be made on the agenda.
- (6) All member organizations are entitled to participate in the General Assembly. Only one representative per member organization is entitled to vote. Transferring voting rights to another member organization by means of a written proxy is permitted.
- (7) The General Assembly shall have a quorum regardless of the number of members present.
- (8) Elections and resolutions at the General Assembly are generally passed by a simple majority of the valid votes cast. However, resolutions to amend the Association's statutes or to dissolve the Association require a qualified majority of two-thirds of the valid votes cast.
- (9) The chairperson presides over the General Assembly, or in their absence, their deputy. If they are also unavailable, the oldest Board member present presides over the meeting.

10. Tasks of the General Assembly

The following tasks are reserved for the General Assembly:

- a) Resolutions on the budget;
- b) Receipt and approval of the annual report and the financial statements with the involvement of the auditors;
- c) Election and removal of members of the Board of Directors and auditors;
- d) Discharge of the Board of Directors;
- e) Determining the membership dues for full members;
- f) Resolutions on amendments to the statutes and the voluntary dissolution of the Association;
- g) Discussion and decision on other issues on the agenda.

11. Board of Directors

- (1) The Board consists of at least seven members, namely the chairperson and two deputies, the secretary and deputy secretary, and the treasurer and deputy treasurer.
- (2) The Board of Directors is elected by the General Assembly. If an elected member resigns, the Board of Directors has the right to co-opt another eligible member in their place, subject to subsequent approval at the next General Assembly. If the Board of Directors is unable to function without self-replenishment through co-optation, or if it is unable to function for an unforeseeably long period, each auditor is obligated to immediately convene an extraordinary General Assembly for the purpose of electing a new Board of Directors. Should the auditors also be unable to act, each regular member who recognizes the emergency situation must immediately apply to the competent court for the appointment of a trustee, who must promptly convene an extraordinary General Assembly.
- (3) The term of office of the Board of Directors is two years; re-election is possible once. Each position on the Board of Directors must be held personally. Only one representative per member organization may serve on the Board of Directors.
- (4) The Board of Directors is convened in writing or verbally by the Chairperson or, if unavailable, by their deputy. If the Chairperson is also unavailable for an unforeseeably long period of time, any other Board member may convene the Board of Directors.
- (5) The Board has a quorum if all its members have been invited and at least half of them are present.
- (6) The Board of Directors takes its decisions by a simple majority; in the event of a tie, the Chairperson has the casting vote.
- (7) The Chairperson presides, or in their absence, their deputy. If they are also unavailable, the chairperson shall be the oldest board member present or the board member appointed by a majority of the other board members.
- (8) In addition to death and expiry of the term of office (paragraph 3), the function of a member of the Board of Directors ceases through removal (paragraph 9) and resignation (paragraph 10).
- (9) The General Assembly may remove the entire Board of Directors or individual members at any time. Removal takes effect upon the appointment of the new Board of Directors or Board member.
- (10) Board members may resign in writing at any time. The resignation notice must be addressed to the Board of Directors; in the case of the resignation of the entire Board of Directors, it must be addressed to the General Assembly. The resignation will only become effective upon the election or co-optation (paragraph 2) of a successor.

12. Tasks of the Board of Directors

The Board of Directors is responsible for the management of the Association. It is the "management body" within the definition of the law governing associations of 2002. It is responsible for all tasks that are not assigned to another association body by the statutes. Its area of responsibility includes in particular the following matters:

- (1) Establishment of an accounting system that meets the requirements of the Association with ongoing recording of income/expenditure and maintenance of an asset register as a minimum requirement;
- (2) Preparation of the annual budget, the annual report, and the financial statements;
- (3) Preparation and convening of the General Assembly in the cases of Section 9 paragraph 1 and paragraph 2 letters a – c of these statutes;
- (4) Informing the Association members about the Association's activities, its management, and the audited financial statements;
- (5) Administration of the Association's assets;
- (6) Admission and exclusion of full and associate members of the Association.

13: Special duties of individual Board members

- (1) The chairperson manages the day-to-day business of the Association. The secretary supports the chairperson in managing the Association's business.
- (2) The chairperson represents the Association externally. Written correspondence of the Association requires the signatures of the chairperson and the secretary to be valid, and in financial matters (dispositions of assets) the signatures of the chairperson and the treasurer. Legal transactions between board members and the Association require the consent of another board member.
- (3) Legal powers to represent the association externally or to sign for it can only be granted by the board members named in paragraph 2.
- (4) In case of imminent danger, the chairperson is entitled to make independent decisions under his/her own responsibility, even in matters that fall within the scope of the general Assembly or the board of directors; internally, however, these require subsequent approval by the responsible Association body..
- (5) The chairperson chairs the general Assembly and the board meetings.
- (6) The secretary keeps the minutes of the general Assembly and the board meetings.
- (7) The treasurer is responsible for the proper financial management of the Association.
- (8) In the event of an absence, the chairperson, secretary or treasurer shall be replaced by their deputies.

14. Auditors

- (1) Two auditors are appointed by the General Assembly for a period of two years. Reappointment 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) The auditors are responsible for the ongoing business control and the audit of the Association's financial management with regard to the correctness of the accounting and the use of funds in accordance with the statutes. The board must provide the auditors with the necessary documents and provide the necessary information. The auditors must report the results of the audit to the board..

- (3) The provisions of Section 11, Paragraphs 8 to 10 apply *mutatis mutandis* to the auditors.

15: Court of Arbitration

- (1) The Association's internal arbitration court is responsible for settling all disputes arising from the Association's relationship. It is a "conciliation body" within the meaning of the Association Act 2002 and not an arbitration court according to sections 55,577 et seq. of the Code of Civil Procedure..

The Arbitration Court shall consist of three regular members of the Association. It shall be constituted in such a way that one party to the dispute shall nominate a member to serve as arbitrator in writing to the Board of Directors. Upon request by the Board of Directors within seven days, the other party shall nominate a member of the Arbitration Court within 14 days. After notification by the Board of Directors within seven days, the nominated arbitrators shall elect a third regular member to serve as chairperson of the Arbitration Court within a further 14 days. In the event of a tie, the decision shall be made by drawing lots among the nominated members. The members of the Arbitration Court may not belong to any body, with the exception of the General Assembly, whose activities are the subject of the dispute.

- (2) The Arbitration Court makes its decision by a simple majority of votes, after granting both parties a hearing and in the presence of all its members. It decides to the best of its knowledge and belief. Its decisions are final within the Association.

16. Voluntary dissolution of the Association

- (1) The voluntary dissolution of the association can only be decided at an Extraordinary General Meeting convened for this purpose and only with a two-thirds majority of the valid votes cast.
- (2) This general meeting must also decide on the dissolution of the Association, if any assets exist. In particular, it must appoint a liquidator and decide to whom the liquidator should transfer the remaining assets after the liabilities have been covered. These assets may not, in any way, benefit the Association's members. They should be used for charitable and non-profit purposes in the Association's sphere of interest.
- (3) The last Board of Directors of the Association must notify the competent legal authorities in writing of the voluntary dissolution within four weeks of the dissolution decision.