

# **Statutes of the Association**

## **Austrian Association for Occupational Science**

### **§ 1**

#### **Name and Registered Office of the Association**

- (1) The name of the Association (hereinafter referred to as "the Association") shall be "Österreichische Gesellschaft für Handlungswissenschaft", internationally referred to as "Austrian Association of Occupational Science" (AOS). It is an association under § 1, Paragraph 1 of the Associations Act 2002.
- (2) The Association has its registered office in 1210 Vienna, Holzmeistergasse 7-9/2/1 and works throughout Austria and, if necessary, further afield.

### **§ 2**

#### **Purpose of the Company**

- (1) The purpose of the Association is the promotion, establishment and interdisciplinary discussion of occupational science in Austria in order to promote the development of this branch of science in Austria.
- (2) The aims of the Association are:
  - a) the creation of a comprehensive understanding of the connection between activities/actions, health, well-being and the environment,
  - b) to promote cooperation as well as the exchange of information and ideas between occupational scientists, occupational therapists, representatives of the professional field and members of related scientific disciplines, both at national and international level,
  - c) to strengthen the public's perception of occupational science and to raise the awareness of politics and the population for action and its importance, and
  - d) thereby enabling effective, evidence-based, sustainable occupational therapy research and care adapted to the needs and environment of clients and patients.
- (3) The Association exclusively pursues non-profit purposes under the Federal Fiscal Code (BAO). The activities of the Association are not aimed at profit.

### **§ 3**

#### **Activities for the realisation of the Association's purpose**

- (1) The purpose of the Association shall be achieved by the following idealistic means:
  - a) The identification, definition and implementation of measures for the promotion of occupational science in Austria together with Austrian occupational scientists, occupational therapists, professional field representatives and members of related scientific disciplines,
  - b) the representation of the interests of occupational science at a national as well as at an

- international level,
- c) the holding of lectures and meetings,
  - d) the planning, organisation and holding of events in whatever form,
  - e) the acquisition of third-party funding for the implementation of research and development projects,
  - f) the communication of subject-specific information in any technically possible form, and
  - g) the granting of subsidies as well as the awarding of prizes for specific scientific projects as well as publications within the framework and scope of § 40b BAO.
- (2) Insofar as this serves the purpose of the Association, the Association shall furthermore be entitled to make use of vicarious agents pursuant to section 40 BAO or to act as a vicarious agent itself.

#### **§ 4**

##### **Financial Means for the Realisation of the Purpose of the Association**

- (1) The purpose of the Association shall be achieved by the following financial means:
- a) Membership fees and subscriptions,
  - b) Income from donations, public or private subsidies/funding, collections, bequests and from other contributions of any kind,
  - c) Subsidies in connection with the performance of scientific research, development and commissioned projects,
  - d) proceeds from events, publications and documentation.
- (2) The funds of the Association may only be used for the purposes stated in the Statutes. The members of the Association may not receive any shares in the profits and, in their capacity as members, no other benefits from the funds of the Association. No person may receive administrative expenses from the Association that are not related to the purpose of the Association or be favoured by disproportionately high remuneration.

#### **§ 5**

##### **Types of membership**

- (1) The members of the Association shall be divided into Ordinary Members, Collective Members, Honorary Members and Dormant Members.
- (2) *Ordinary members* are natural persons of any gender who support the activities of the Association primarily through their active participation in achieving the purpose of the Association.
- (3) *Collective members* are legal entities, in particular universities of applied sciences and universities.
- (4) *Honorary members* are natural persons of any gender who are appointed for their special services to the Association.
- (5) *Dormant members* are those ordinary members whose membership has been put on hold in accordance with point § 7(1).

## **§ 6**

### **Acquisition of membership**

- (1) Applications for admission as an ordinary member or collective member shall be addressed to the Chairman. The final decision on admission shall be taken by the Executive Committee. Admission may be refused without any reasons being given.
- (2) In derogation of § 6(1), the appointment of an honorary member shall be made by the General Assembly at the request of the Executive Board.
- (3) Prior to the formation of the Association, the founders shall provisionally admit members. This membership shall only become effective with the formation of the Association.

## **§ 7**

### **Suspension and termination of membership**

- (1) Ordinary members may suspend their membership for a maximum period of two years. The application for granting a suspended membership under § 5(5) with effect for the following calendar year must be submitted by 31 October.
- (2) Membership shall be terminated by death (in the case of legal persons by loss of legal personality), by voluntary resignation and by expulsion.
- (3) Voluntary resignation can only take place at the end of each calendar year. The Executive Committee shall be notified in writing at least two months in advance. If the notification is made late, the resignation shall only be effective as of the next resignation date. The date of receipt of the notice of resignation shall be decisive in terms of the timeliness of the resignation. The obligation to pay membership fees shall expire only upon the effectiveness of the resignation.
- (4) The Executive Board may expel a member if he/she is in arrears with the payment of membership fees, joining fees or other payment obligations towards the Association for more than six months despite two written reminders with an appropriate grace period. The deletion may be effected without a separate resolution by a member of the Executive Board authorised to do so. The obligation to pay the membership fees, joining fees or other claims that have fallen due shall remain unaffected by this. A set-off with any counterclaims of the member is inadmissible against outstanding claims of the Association.
- (5) The exclusion of a member from the Association may also be ordered by the Executive Committee for gross violation of other membership obligations and for dishonourable conduct.
- (6) The member affected by the expulsion under § 7(4) or § 7(5) shall be notified in writing and shall have the right to file a written appeal to the next General Assembly within 30 days after receipt of the notification, until which time the membership rights of the member affected by the expulsion shall be suspended. After the expiry of this period or the decision of the General Assembly in accordance with the exclusion decision, the decision becomes effective.
- (7) Notwithstanding § 7(4) and § 7(5), the deprivation of honorary membership shall be effected by resolution of the General Assembly upon motion of the Executive Board for the reasons stated in § 7(4) and § 7(5). § 7(6) shall not apply.

**§ 8**  
**Rights of Members**

- (1) Members shall be entitled to participate in all events of the Association and to use the facilities of the Association in accordance with any guidelines established by the Executive Committee.
- (2) Only full members and collective members shall have the right to vote, including the right to vote, at the General Assembly, collective members being represented by a person authorised by them ("*voting members*"). The transfer of the right to vote to another member by means of a written proxy is not permitted. The right to stand for election is reserved exclusively for full members.
- (3) Every member is entitled to request the Executive Board to hand over the Statutes.
- (4) At least one tenth of the voting members may request the Executive Board to convene a General Assembly.
- (5) At each General Assembly, the members shall be informed by the Executive Board about the activities and the financial management of the Association.
- (6) The members shall be informed by the Executive Committee of the audited accounts (rendering of accounts). If this is done at the General Assembly, the auditors shall be involved.
- (7) The dormant member waives all its rights for the duration of the dormant membership.

**§ 9**  
**Duties of the Members**

- (1) Members shall observe the Articles of Association of the Association and the resolutions of the organs of the Association in accordance with § 11.
- (2) Members are obliged to promote the interests of the Association to the best of their ability and to refrain from doing anything that could damage the reputation and purpose of the Association.
- (3) Ordinary members as well as collective members are obliged to pay the membership fees punctually in accordance with § 10.
- (4) At events organised by the Association, participating members may be required to pay a participation fee.

**§ 10**  
**Membership fees**

- (1) The amount and due date of the membership fee for ordinary members and collective members shall be determined by the General Assembly. The General Assembly shall be entitled to set different membership fees for different groups of members (e.g., students, retired persons) within the respective types of membership based on objective criteria. The type and amount of membership fees shall be determined by the founders prior to the formation of the Association, with these regulations only becoming effective upon the formation of the association.

- (2) After two fruitless reminders, a collection agency may be called in to collect outstanding fees.
- (3) The Executive Board may reduce or waive the membership fees in justified cases upon written application.

## **§ 11**

### **Organs of the Company**

The organs of the Company shall be

- a) the General Assembly (§ 12, § 13),
- b) the Executive Board (§ 14, § 15, § 16),
- c) the "Past Chairman" (§ 17),
- d) the Court of Arbitration (§ 18),
- e) the Student Council (§ 19)

## **§ 12**

### **General assembly**

- (1) The General Assembly is the "Members' Assembly" as defined in the Associations Act 2002.
- (2) The ordinary General Assembly shall take place once within one calendar year.
- (3) An extraordinary General Assembly must be held within four weeks in the following cases:
  - a) upon resolution of the Executive Board,
  - b) upon resolution of the ordinary General Assembly,
  - c) upon justified written request of at least one tenth of the voting members, or
  - d) at the request of the auditor (§ 21 Abs 5 Associations Act 2002)
- (4) All members entitled to vote shall be invited in writing (by post or e-mail) to both ordinary and extraordinary General Meetings at least three weeks before the date. The convocation of the General Assembly shall state the time, place of the meeting and the agenda. The General Assembly shall be convened by the Executive Board.
- (5) Motions for the General Assembly shall be submitted to the Executive Board in writing (by post or e-mail) at least two weeks before the date of the General Assembly.
- (6) Valid resolutions - except those on a motion to convene an extraordinary General Assembly - may only be passed on the agenda.
- (7) The General Assembly shall constitute a quorum if at least half of all voting members are present. If the General Assembly does not have a quorum at the beginning, it shall have a quorum in any case after 15 minutes have elapsed, irrespective of the number of members present.
- (8) Elections and resolutions at the General Assembly shall be decided by a simple majority of the votes of the members present and entitled to vote. In the event of a tie, the Chairman shall have the casting vote. If a resolution is to be passed on amendments to the Statutes or on the dissolution of the Association (§ 21), a two-thirds majority of the members present and entitled to vote is required, in deviation from § 12 (7) and § 12 (8) sentence 1, provided that at least one

third of all members entitled to vote are present.

- (9) The General Assembly shall be chaired by the Chairman or, if he/she is prevented, by his/her deputy. If the latter is also prevented, the oldest member of the Executive Board present shall preside.
- (10) Minutes shall be kept of the proceedings of the General Assembly, showing the number of members present and entitled to vote, the quorum and the proportion of votes, as well as all information enabling the validity of the resolutions adopted to be verified in accordance with the Statutes.

### **§ 13**

#### **Tasks of the General Assembly**

The following tasks are reserved for the General Assembly:

- a) Receipt and approval of the statement of accounts and the financial statement.
- b) Adoption of the budget.
- c) Election, appointment and dismissal of the members of the Executive Committee.
- d) Determination of the amount and due date of membership fees and dues.
- e) Award and revocation of honorary membership.
- f) Discharge of the Executive Committee.
- g) Approval of legal transactions between Executive Committee members.
- h) Passing resolutions on amendments to the Statutes and the voluntary dissolution of the Association.
- i) Decision on an appeal against the refusal of admission as an ordinary member.
- j) Deliberation and resolution on other matters on the agenda.

### **§ 14**

#### **Executive Board**

- (1) The Executive Committee is the governing body in terms of § 5 Abs 3 Associations Act 2002 and consists of nine members. The Executive Committee consists of:
  - a) the Chairman and his/her deputy,
  - b) the Secretary and his/her deputy,
  - c) the Financial Officer and his/her deputy,
  - d) the Media Officer and his/her deputy, and
  - e) the Board Member of Ergotherapy Austria.
- (2) The Executive Committee shall be elected by the General Assembly. In the event of the resignation of an elected member, the Executive Board shall have the right to co-opt another eligible member in his place, for which purpose subsequent approval must be obtained at the next General Assembly. If the Executive Committee fails to exist at all or for an unforeseeably long period of time without a self-completion by co-optation, each Auditor shall be obliged to call

an extraordinary General Assembly without delay for the purpose of electing a new Executive Committee. Should the Auditor also be unable to act or not be available, any ordinary member who is aware of the emergency shall immediately apply to the competent court for the appointment of a curator, who shall immediately convene an extraordinary General Assembly.

- (3) The term of office of the Board shall be two years; in any case it shall last until the election of a new Board. Re-election is possible for a maximum of two consecutive terms. Each role in the Executive Board shall be exercised personally.
- (4) The Executive Committee shall be convened in writing or orally by the Chairman or, in his/her absence, by his/her deputy. If the latter is also prevented for an unforeseeable long period of time, any other member of the Executive Board may convene the Executive Board.
- (5) The meeting shall be chaired by the Chairman or, if he/she is prevented from doing so, by his/her deputy. If he/she is also prevented, the chair shall be taken by the member of the Executive Board appointed by a majority of the other members of the Executive Board, then by the oldest member of the Executive Board present.
- (6) The Board has a quorum if all its members have been invited and at least half of them are present. If the Board does not have a quorum at the beginning, it shall have a quorum after 15 minutes, provided that at least two Board members are present.
- (7) The Executive Committee shall take its decisions by a simple majority of votes; in the event of a tie, the Chairman shall have the casting vote. Notwithstanding the foregoing, if only two members of the Executive Board are present, unanimity shall be required.
- (8) Apart from death and the expiry of the term of office, the function of a member of the Executive Committee expires by removal in accordance with § 14(9) and resignation in accordance with § 14(10).
- (9) The General Assembly may remove the entire Executive Board or individual members from office at any time. The dismissal shall take effect with the appointment of the new Executive Board or Executive Board member.
- (10) The members of the Executive Board may resign in writing at any time to the Executive Board or, in the case of resignation of the entire Executive Board, to the General Assembly. The resignation shall only become effective with the election or co-optation of a new successor.

## **§ 15**

### **Duties of the Executive Board**

The Executive Board is responsible for the management of the Association. It is the "governing body" in the sense of the Associations Act 2002. It is responsible for all tasks that are not assigned to another body of the Association by the Articles of Association. In particular, the tasks of the Executive Board include the following agendas:

- a) Selection and appointment of two independent and impartial auditors.
- b) Preparation of the annual budget, drafting of the statement of accounts and the financial statement.
- c) Preparation and convening of the Ordinary and Extraordinary General Meetings.
- d) Management of the Association's assets.

- e) Admission and exclusion of members of the Association.
- f) Keeping a list of members.
- g) Arranging and approving specialist committees which may be formed to assist the Executive Committee.
- h) Making necessary co-optations.
- i) Granting subsidies as well as awarding prizes for specific scientific projects as well as publications within the framework and scope of § 40b BAO.
- j) Notification of a change in the statutes, which has an influence on the tax benefits, to the competent tax office within a period of one month.

### **§ 16**

#### **Special duties of individual members of the Executive Committee**

- (1) The Chairman shall be responsible for the management and representation of the Association vis-à-vis the authorities and third parties. Written documents of the Association shall be valid only if signed by the Chairman and another member of the Executive Committee, in financial matters by the Chairman and the Financial Officer. The Chairman shall preside over the Executive Committee and the General Assembly. In the case of imminent danger, the Chairman shall be entitled to issue orders on his own responsibility, even in matters falling within the competence of the General Assembly or the Executive Board; such orders shall, however, require the subsequent approval of the competent body of the Association.
- (2) The Secretary shall prepare all writings and documents issued by the Association and shall take care of the business of the archives of the Association. The Secretary shall assist the Chairman in the conduct of the business of the Association and shall, in particular, keep the minutes of the General Assembly and of the Executive Committee.
- (3) The Financial Officer shall ensure the proper management of the Association's finances and shall be accountable to the Association.
- (4) The Media Officer shall be responsible for all matters relating to the dissemination of information to the members and the media.
- (5) The member of the Board of Ergotherapie Austria shall maintain the connection and communication between the Association and Ergotherapie Austria and its members and shall represent Ergotherapie Austria and its members as a contact person.
- (6) In the case of being prevented from attending, the Chairman, the Secretary, the Financial Officer and the Media Officer shall be replaced by their respective deputies. In the event that the respective deputy is also prevented, or a Board function is vacant, the tasks of the respective Board member and his/her deputy shall be performed by another Board member who has been designated for this purpose by a Board resolution.

### **§ 17**

#### **Past Chairman**

- (1) The discharged Chairman shall automatically become Past Chairman after the election of the

Executive Committee (§ 14(2)), unless he/she is re-elected for a second term as Chairman.

- (2) Should the Chairman not be discharged after the term of office or be removed during the term of office, the Chairman shall not become Past Chairman. In this case, the position of the Past Chairman shall remain vacant.
- (3) The term of office of the Past Chairman shall be two years; in any case, it shall last until a new Past Chairman takes office. The function of "Past Chairman" will therefore be carried out for a maximum of two consecutive periods (4 years).
- (4) The Past Chairman shall have a supportive and advisory role to the Acting Chairman.

### **§ 18**

#### **Arbitration Court**

- (1) The internal arbitration court of the Association shall be appointed to settle all disputes arising from the Association relationship. It shall be a "conciliation body" within the meaning of the Associations Act 2002 and not an arbitration court under sections 577 et seq. of the Code of Civil Procedure.
- (2) The arbitration tribunal shall comprise three members who need not be members of the Association. The arbitral tribunal shall be constituted in such a way that one party to the dispute nominates a person as arbitrator to the Executive Committee. Upon request by the Executive Board within seven days, the other party to the dispute shall nominate a person for the arbitration tribunal within 14 days. After notification by the Executive Board within seven days, the nominated arbitrators shall elect a third person as chairman of the arbitral tribunal within 14 days. In the event of a tie, the nominees shall be decided by lot. The members of the arbitration tribunal may not belong to any body - with the exception of the General Assembly - whose activities are the subject of the dispute.
- (3) If a party to the dispute fails to nominate an arbitrator in due time, this arbitrator shall be appointed by the members of the Executive Board who are not involved in the dispute.
- (4) The Arbitral Tribunal, after hearing both parties, shall decide within the framework of the Statutes of the Association and shall take its decisions in the presence of its three members by a simple majority of votes. It shall decide to the best of its knowledge and belief. Its decisions shall be final.

### **§ 19**

#### **Student representation**

- (1) The student representative and his/her deputy represent the interests of all students who are studying at a university or university of applied sciences.
- (2) The student representative and his/her deputy shall be appointed by the Board. He/she must be an ordinary member of the Association for the duration of his/her appointment.
- (3) The term of office shall be limited to two years from the date of appointment, reappointment being permissible.
- (4) A dismissal of the student representative and his/her deputy by the Executive Board shall only be possible for good reason, such as a serious breach of duty, which would make the retention of the student representative and his/her deputy in his/her function unacceptable

for the Executive Board.

## **§ 20**

### **Election of the Executive Board, election proposals and election process**

- (1) Every ordinary member has the right to nominate himself/herself in writing for a position on the Executive Committee, stating his/her name and the title of the position. A nomination is only possible for one Board function.
- (2) The nomination can be submitted to the Executive Board by personal delivery, by post or electronically by e-mail. The nomination must be received at the latest two weeks before the date of the General Assembly; the risk of timely and complete transmission shall be borne by the member.
- (3) Based on the nominations received, the Executive Board shall draw up an election proposal. All nominations received in time shall be included in the election proposal. The functions shall be filled in accordance with the nominations received.
- (4) If no nominations have been received for one or more functions, but multiple nominations have been received for one or more functions, the following shall apply: The Executive Board shall immediately inform all nominated members that multiple nominations have been received for one or more functions, but that no nominations have been received for one or more functions. The Executive Committee shall then be entitled, in agreement with the nominated candidates, to achieve a re-nomination so that each function in the election proposal is filled with at least one nominated candidate.
- (5) If, even after the preparation of the adapted election proposal in accordance with § 20(4), functions remain vacant, an ordinary member may, in deviation from § 20(2), still nominate himself/herself orally to the Executive Board for one of these vacant functions at the General Assembly until the time of the announcement of the election proposal (§ 20(7)).
- (6) The election proposal shall be sent to the members in writing (by post or e-mail) at least one week before the date. It shall contain the nominations for the respective Executive Board functions. If there are no nominations for certain Executive Board functions - even after the amendment procedure in accordance with § 20(4) has been carried out - the election proposal shall specify these vacant Executive Board functions and state that a nomination for exclusively these functions is still possible at the General Assembly until the time of the announcement of the election proposal (§ 20(7)).
- (7) The election proposal shall be announced at the General Assembly by the acting Secretary, after which the functions shall be elected in the order in which the members of the Executive Committee were nominated (§ 14(1)).
- (8) A candidate shall be elected if there is a simple majority of votes or if he/she obtains the greater number of votes in a run-off election, if necessary, between the leading candidates. In the event of a tie, the Chairman shall decide after a further ballot.
- (9) Each member entitled to vote has one vote per function to be elected and can only elect one candidate for each function. If only one candidate is nominated for a position, the vote shall be yes/no.

## **§ 21**

### **Dissolution of the Company**

- (1) The voluntary dissolution of the Company may only be resolved at an Ordinary or Extraordinary General Meeting convened for this purpose, which shall already expressly include this item of the agenda in the invitation, with the majority requirements set out in § 12(8) sentence 3 being complied with. The General Assembly shall also decide on the liquidation. Unless the General Assembly decides otherwise, the Chairman shall be the liquidator with power of representation.
- (2) In the event of voluntary or official dissolution of the Association or in the event of the cessation of the existing purpose of the Association, the assets of the Association remaining after the liabilities have been covered shall be used for charitable purposes in accordance with §§ 34 BAO.

## **§ 22**

### **Liability**

- (1) The Association shall be exclusively liable with its assets for all liabilities of the Association.
- (2) The liability of members of a body under § 11 towards the Company shall be limited to intent. Liability for minor and gross negligence is excluded.