



STATUTES

of Institut für die Wissenschaft vom Menschen

(IWM)

§ 1 NAME, LOCATION AND FINANCIAL YEAR

1. The association bears the name INSTITUT FÜR DIE WISSENSCHAFTEN VOM MENSCHEN. The name of the association is abbreviated to "IWM".
2. The association is located in Vienna and its activities extend to all countries of the world.
3. The financial year is the calendar year.

§ 2 PURPOSE

1. The purpose of the association is to promote science as well as research and educational work in the humanities and social sciences and thus to contribute to international understanding and to a deepening of democracy.
2. The association pursues exclusively and directly public-benefit purposes within the meaning of §§ 34 et seq. BAO and § 4a par. 2 no. 1 EstG and is not profit oriented.

§ 3 MEANS

1. The purpose of the association shall be achieved by the means listed in § 3 par. 2 and 3. Purposes that are not favored in the sense of §§ 34 et seq. BAO are subordinated to the favored purposes. These may be pursued to a maximum extent of ten percent of the total resources.
2. Non-material means are:
 - a. Organization of lectures, seminars, courses, workshops, conferences and discussion events in Austria and abroad;
 - b. Organization of cultural and social events provided they meet the requirements of § 45 BAO;
 - c. Production, editing, publishing and distribution of scientific publications as well as image and sound materials;
 - d. Implementation and commissioning of research projects and work;
 - e. Joining associations and institutions and participating in their research projects;

- f. Establishment and management of a library and of archives;
 - g. Acquisition, transfer, management and maintenance of equipment and other resources for research purposes;
 - h. Public relations, including the use of social media;
 - i. Granting of stipends to academics and intellectuals in compliance with the provisions of § 40b BAO;
 - j. Calls for and awarding of prizes for academic work in compliance with the provisions of § 40b BAO;
 - k. Supplies or other services in compliance with the provisions of § 40a no. 2 BAO at net costs to other entities that are beneficiaries under §§ 34 et seq. BAO, provided that at least one identical purpose exists and these supplies or other services account for less than 50% of the association's total activity;
 - l. Insofar as this serves the realization of the purpose of the association, the association is authorized to establish and participate in charitable and non-charitable corporations;
 - m. Insofar as this serves the realization of the purpose of the association, the association is entitled to establish branch associations;
 - n. Transfer of funds or other assets in accordance with § 40a no. 1 BAO to non-profit institutions within the meaning of § 4a para 3 and para 6 EStG with a corresponding dedication, provided that there is at least one identical organizational purpose;
 - o. Collaboration (cooperation) with other institutions pursuing similar purposes to promote the purposes specified in § 2 in accordance with the provisions of § 40 par. 3 BAO;
 - p. Insofar as this serves the realization of the purpose of the association, the association is entitled to transfer assets pursuant to § 39 par. 2 BAO to receiving foundations, comparable entities or receiving associations that are charitable under tax law pursuant to §§ 34 et seq. BAO and whose donors are entitled to the tax-deductibility of their donations according to § 4a par. 2 no. 1 EStG;
 - q. Insofar as this serves the realization of the purpose of the association, the association is also entitled to make use of vicarious agents in accordance with § 40 par. 1 BAO. The association may also act as a vicarious agent within the meaning of § 40 par. 1 BAO if its activities thereby directly and exclusively promote a charitable purpose of the Association.
3. The necessary material means are to be raised through:
- a. Donations, collections, gifts and bequests;

- b. Income from publications, expert opinions, other services provided by the association and the utilization of research results;
 - c. private and public subsidies;
 - d. Income from the activity as a vicarious agent;
 - e. Income from the provision of services to other entities within the meaning of § 40a no. 2 BAO;
 - f. Income from operations that constitute an economic business (§ 31 BAO), provided that the requirements of § 45 BAO apply or an exemption authorization pursuant to § 44 par. 2 BAO has been granted;
 - g. Income from cooperations;
 - h. Income from asset management (interest, income from investments, etc.);
 - i. Other contributions.
- 4. Donations may exclusively be used for non-profit purposes in accordance with the purpose of the association in conjunction with § 4a par. 2 no. 1 EStG. The administrative costs incurred in connection with the use of the donations may not exceed ten percent of the donation income, without taking into account the costs incurred for the fulfillment of the transmission obligation pursuant to § 18 par. 8 EStG.
 - 5. The association is a non-profit organization. Any incidental profits may only be used to fulfill the purposes defined in these Statutes.
 - 6. The association's funds may only be used for the purposes defined in the Statutes of Association. This includes the payment of reasonable administrative costs that may arise in connection with the fulfillment of the purpose of the association. No person may benefit from expenses that are alien to the purpose of the association or from disproportionately high remuneration. Association members and board members of the association may not receive any profit shares or other benefits from the association's funds. Furthermore, repayments to members in the event of their resignation or in the event of the dissolution of the association are limited to the amount of the contributions made or the fair market value of their contributions in kind at the time the contribution was made.

§ 4 MEMBERS

- 1. Members of the association can be legal entities or natural persons. Unless otherwise specified, the following provisions apply to all members.
- 2. The members of the association consist of:
 - a. Ordinary members;

- b. Ex officio members.

§ 5 TYPE AND ACQUISITION OF MEMBERSHIP

1. Ordinary members are those who are permanently involved in the life of the association. They are admitted by invitation and by resolution of the Board of Trustees. Admission may be refused without stating reasons.
2. Ex officio members are those who are members of the association for the duration of their term of office. Ex officio members include the President, the Vice President, the Rector, the Executive Director and the Permanent Fellows.
3. The President and the Vice President are elected by the General Assembly for a term of office of five years. Re-election is permitted without restriction.
4. The Rector is appointed by the Board of Trustees for a term of office of five years; reappointments for further terms of office are permitted without restriction.
5. The Executive Director is appointed by the Collegium for a term of office of three years. Reappointments are permitted without restriction.
6. Permanent Fellows are part of the Collegium and are appointed by the Board of Trustees on the recommendation of the Rector for a term of office of three years, whereby reappointments are permitted without restriction. A longer term of office is possible in the cases specified in § 5 par. 7.
7. The Board of Trustees may issue Rules of Procedure in which the process for the admission of the respective members is specified. In particular, the Board of Trustees may provide in the Rules of Procedure that Permanent Fellows may be appointed for a term of office of up to ten years under the conditions specified in the Rules of Procedure.

§ 6 TERMINATION OF MEMBERSHIP

1. Membership ends through expiry, voluntary resignation, death, loss of legal personality in the case of legal entities or exclusion.
2. The ex officio membership expires at the end of the term of office.
3. The resignation of a member must be notified to the Board of Trustees in writing by 30 October of the relevant year at the latest and shall take effect at the end of the financial year. If the notification is late, it shall only take effect at the end of the following year.
4. The Board of Trustees may decide to exclude a member if the member grossly fails to fulfill their duties, if the continuation of their membership could damage the reputation of the association or for other important reasons for exclusion. The unexcused absence of a member from the General Assembly three times in succession constitutes such

grounds for expulsion. The Board of Trustees makes the final decision within the association.

§ 7 RIGHTS AND DUTIES OF THE MEMBERS

1. All members of the association are entitled to participate in the life of the association.
2. All members of the association have one vote in the General Assembly.
3. Every member is entitled to request a copy of the statutes from the Collegium.
4. At least one tenth of the members may request the President to convene a General Assembly meeting.
5. If a member is a legal entity, it shall be represented by an authorized representative.
6. The Collegium or the Board of Trustees shall inform the members about the activities and financial management of the association at each General Assembly. If at least one tenth of the members request this, specifying the reasons, the Collegium or the Board of Trustees shall also provide the members concerned with this information within four weeks.
7. The Collegium shall inform the members about the audited financial statements.
8. Members of the association 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. They must observe the Statutes of Association and the resolutions of the association's bodies.

§ 8 THE BODIES OF THE ASSOCIATION

The organs of the association are

- a. The General Assembly
- b. The Board of Trustees
- c. The Collegium
- d. The Financial Control Commission
- e. The Academic Advisory Board
- f. The Arbitration Panel

§ 9 GENERAL PROCEDURAL PROVISIONS

1. Unless the Statutes of the Association contain separate provisions for individual collegial bodies, the following general procedural provisions apply to all collegial bodies.
2. All collegial bodies of the association have a chairperson and a deputy chairperson.

3. Collegial bodies meet when convened by their chairperson. If the chairperson is unable to attend, his or her deputy shall represent him or her. If this person is also unable to attend, the meeting shall be convened and chaired by the eldest member.
4. One third of the members of the respective collegial body have the right to request the chairperson to convene the respective collegial body, stating a proposal for an agenda. After receipt of a corresponding request, the chairperson is obliged to convene the collegial body within six weeks.
5. Meetings of the collegial bodies must be convened at least 14 days before the date in writing to all members belonging to the respective collegial body, stating the proposed agenda. Motions must be submitted to the respective chairperson at least one week before the date of the meeting.
6. The meetings of the collegial bodies may be held without the physical presence of the participants ("virtual meeting") in accordance with the Virtual Shareholders' Meetings Act (VirtGesG); the holding of a hybrid meeting is also permitted. The decision as to whether and in what form a virtual or hybrid meeting should be held and which connection technology should be used rests with the chairperson convening the meeting.
7. The collegial bodies of the association shall have a quorum if all members belonging to the respective body have been duly invited. The determination of the quorum must be recorded in the minutes of the meeting. If less than half of all members of the collegial body are present, resolutions can only be passed on items of the agenda.
8. Unless otherwise stipulated in the Statutes of Association, resolutions and elections are passed by simple majority. Each member of a body has one vote. In the event of a tie, the chairperson shall have the casting vote.
9. Votes may be transferred to other members of the respective collegial body by means of written authorization (proxy voting). If the vote has been duly delegated and the authorized representative is present at the meeting, this is to be considered as presence of the member who transferred the vote at the respective meetings.
10. The chairperson or their deputy opens, chairs and closes the meeting. The meetings of the collegial bodies are not public, unless otherwise decided by the body concerned.
11. The members of a collegial body are obliged to inform the chairperson of any grounds for bias within the meaning of § 7 AVG; bias exists in particular:
 - a. for decisions in matters in which a member himself or herself, one of his or her relatives (within the meaning of § 36a AVG) or a person beneficiary of protection represented by him or her are involved;
 - b. for decisions in matters in which a member was or still is appointed as authorized representatives of a party; or

- c. if there are other important reasons that could cast doubt on the full impartiality of a member.

If there is a reason for bias, the chairperson is obliged to exclude the member concerned from the discussion and decision-making process; if the reason for bias concerns the chairperson him or herself, the deputy chairperson shall enact the exclusion.

12. Minutes of the meetings must be taken and signed by the chairperson upon completion.
13. Each collegial body may pass written resolutions by way of circulation, provided that no member of the relevant collegial body objects. Circular resolutions are passed by a simple majority of the votes cast, whereby the deadline for voting may not be less than seven days.
14. Apart from death and expiry of the term of office, the function of a member of a collegial body expires upon dismissal pursuant to § 9 par. 15 and resignation pursuant to § 9 par. 16.
15. Individual members of the collegial bodies can be dismissed by the collegial body appointing the members concerned. The dismissal of a collegial body in its entirety can only be carried out by the General Assembly. The dismissal must be justified and necessitates a two-thirds majority vote.
16. The members of the individual collegial bodies may declare their resignation in writing at any time. The declaration of resignation must be addressed to the respective chairperson of the collegial body (in the event of the resignation of the chairperson to his or her deputy) and in the event of the resignation of the entire collegial body to the General Assembly. The resignation shall only take effect upon the election of a successor.
17. Electronic transmission via e-mail is sufficient to comply with the written form.

§ 10 THE GENERAL ASSEMBLY

1. The General Assembly is the "General Meeting of the Members of the Association" within the meaning of the Association Act 2002. At least two ordinary meetings of the General Assembly shall be held each year.
2. The General Assembly is convened by the President or his or her deputy. If both are unable to attend, the eldest member of the Board of Trustees may convene a General Assembly meeting.
3. The general procedural provisions pursuant to § 9 shall apply to the convening and conduct of the General Assembly, unless otherwise stipulated in § 10.
4. A General Assembly meeting must be held
 - a. upon the resolution of the General Assembly itself;

- b. upon written application by at least one tenth of the association members to the President with a proposal for an agenda; or
- c. upon request of the Financial Control Commission

The President shall convene a General Assembly within six weeks.

- 5. If the General Assembly does not have a quorum at the set time, a meeting shall be held 30 minutes later with the same agenda, at which the General Assembly shall have a quorum regardless of the number of members present or represented.
- 6. The General Assembly is chaired by the President; if the President is unable to attend, the Vice President chairs the meeting.
- 7. The transfer of voting rights to another member is permitted. However, a member may not represent more than two other members.

§ 11 RESPONSIBILITIES OF THE GENERAL ASSEMBLY

The following responsibilities are the prerogative of the General Assembly:

- a. Approval of the annual budget proposal, the annual report and the audited financial statements, including the report of the Financial Control Commission;
- b. Consultation on the principles of the association's activities and its objectives;
- c. Election and dismissal of the President, the Vice President and other members of the Board of Trustees according to § 12 par. 2 lit. d;
- d. Discharge of the Collegium and the Board of Trustees;
- e. Election and dismissal of the members of the Financial Control Commission pursuant to § 17 par. 1;
- f. Appointment of an auditing company in accordance with § 18 par. 6;
- g. Amendment of the Statutes of Association and voluntary dissolution of the association.

§ 12 THE BOARD OF TRUSTEES

- 1. The Board of Trustees consists of:
 - a. the President (as chairperson);
 - b. the Vice President (as deputy to the chairperson);
 - c. the Rector (ex officio, but without voting rights);
 - d. up to seven other members of the association.
- 2. The up to seven other members of the Board of Trustees are elected by the General Assembly for a term of office of five years. Re-election is permitted without restriction.

3. Meetings of the Board of Trustees are convened by the President. He or she chairs the meeting. If the President is unable to attend, the Board of Trustees may be convened by the Vice President. If he or she is also unable to attend, the eldest member may convene the Board of Trustees.
4. If the President resigns before the end of the term of office or if he or she is unable to fulfill his or her duties for more than three months, the General Assembly shall hold a by-election as soon as possible. Until then, the Vice-President shall exercise the function of the President.
5. Each member of the Board of Trustees may be represented by another member of the Board of Trustees. However, a member may not represent more than one other member.

§ 13 RESPONSIBILITIES OF THE BOARD OF TRUSTEES

1. The responsibilities of the Board of Trustees include in particular
 - a. Preparation of the meetings of the General Assembly;
 - b. Appointment of the Rector;
 - c. Decision on the establishment of a search committee for the position of Rector from among the members of the association and, if necessary, commissioning the President to appoint the members of the search committee (the Board of Trustees may issue detailed provisions on this in its rules of procedure);
 - d. Appointment of Permanent Fellows on the recommendation of the Rector;
 - e. Admission and exclusion of association members;
 - f. Acceptance of donations in accordance with the Donations Acceptance Policy;
 - g. Decisions on particularly far-reaching matters as submitted by the Rector according to § 15 par. 2.
2. With regard to §13 par. 1 lit. b., the Board of Trustees decides by a two-thirds majority.
3. The Board of Trustees may adopt its own rules of procedure. Every member of the association has the right to inspect the rules of procedure.

§ 14 THE COLLEGIUM

6. The Collegium consists of:
 - a. The Rector (as chairperson)
 - b. The Executive Director (as deputy to the chairperson)
 - c. The Permanent Fellows

7. Meetings of the Collegium are convened by the Rector. He or she chairs the meeting. If the Rector is unable to attend, the Collegium may be convened by the Executive Director. If he or she is also unable to attend, the eldest member of the Collegium may convene the Collegium.
8. The notice period for meetings of the Collegium is three days.
9. The Collegium has a quorum if half of its members are present. Resolutions are passed by a simple majority.
10. If the Rector resigns before the end of the term of office or is unable to perform his or her duties for more than three months, the Board of Trustees shall instate an interim substitute and hold a by-election as soon as possible.

§ 15 RESPONSIBILITIES OF THE COLLEGIUM

1. The Collegium is responsible for the management and conduct of the association's business. It is responsible for all tasks that are not assigned to another body of the association by these Statutes of the Association. Its sphere of activity includes in particular:
 - a. Assistance in preparing the meetings of the General Assembly;
 - b. Informing the members of the association about the association's activities, the association's management and the audited financial statements;
 - c. Preparation of the annual budget proposal for submission to the General Assembly;
 - d. Awarding of fellowships in accordance with §40b BAO;
 - e. Preparation and conclusion of agreements on participation in and cooperation with other institutions and undertakings with similar objectives;
 - f. Joining and withdrawing from associations and organizations;
 - g. Responsibility for preparing the annual report, the (oral) report of activities and the audited financial statements;
 - h. Appointment of the Executive Director.
2. In particularly far-reaching matters the Collegium must refer decision-making to the Board of Trustees. The Rector shall decide whether a matter is to be considered far-reaching.
3. The Collegium may adopt its own Rules of Procedure. In these rules of procedure, the Collegium may entrust other members of the association with the implementation of individual matters. Every member of the association has the right to inspect the rules of procedure.

§ 16 SPECIAL RESPONSIBILITIES OF INDIVIDUAL MEMBERS OF THE COLLEGIUM AND THE BOARD OF TRUSTEES

1. The President, the Vice President, the Rector and the Executive Director are the authorized persons for external representation of the association. The association shall be represented by at least two of these members jointly. Written documents issued the association therefore require the joint signature of at least two of these members in order to be valid.
2. Legal authorizations to represent the association externally or to sign on its behalf can only be granted by these members.
3. The following legal transactions or agreements require the joint signature of (i) the President and the Rector or (ii) the President and the Vice President or (iii) the Rector and the Vice President in order to be valid:
 - a. Conclusion of employment contracts;
 - b. Termination of employment contracts, insofar as this results in financial obligations for the association that exceed a value of EUR 10,000.00;
 - c. Conclusion of legal transactions that burden the association with more than EUR 50,000.00 per year;
 - d. Conclusion of target agreements for Collegium members, insofar as they form the basis for bonus payments (a bonus payment for the Rector requires the signatures of the President and the Vice President);
 - e. Conclusion of loan agreements.

§ 17 FINANCIAL CONTROL COMMISSION

1. The Financial Control Commission consists of at least three members who are elected by the General Assembly from among the members of the association for a term of office of three years. Re-election for further terms of office is permitted without restriction.
2. Members of the Board of Trustees, the Collegium and employees of the association are excluded from membership of the Financial Control Commission.
3. The Financial Control Commission elects the chairperson from among its members.
4. If a member of the Financial Control Commission leaves the association during the term of office or resigns from this function, the General Assembly must fill the vacant position for the rest of the term of office at its next meeting by means of a by-election.

§ 18 RESPONSIBILITES OF THE FINANCIAL CONTROL COMMISSION

1. The Financial Control Commission is responsible for monitoring the association's financial management with regard to the correctness of the accounts and the use of funds in accordance with the Statutes of the Association, as well as for reporting and submitting motions to the General Assembly.
2. The control and audit extend not only to the numerical accuracy of the accounting, but also to the economy, efficiency and expediency of the operations and their compliance with legal provisions, regulations applicable in the association and other binding obligations.
3. All members and employees of the association, as well as all those whose projects have been or are being funded, are obliged to support the work of the Financial Control Commission in every way and, in particular, to submit all requested documents without delay or to provide any requested information.
4. In the exercise of their function, each member of the Financial Control Commission has the right to inspect all documents, records, receipts and similar at any time, to request or make copies thereof, to check cash registers and accounts and to issue instructions in this regard.
5. The Financial Control Commission must report to the General Assembly on the results of each inspection or audit.
6. At the request of the Financial Control Commission, the General Assembly may decide to commission an auditing company to carry out the audit in accordance with par. 3 and 4 or to support the Financial Control Commission in said audit. If the association is considered a "large association" within the meaning of § 22 par. 2 of the Association Act 2002, the General Assembly must appoint an auditing company.

§ 19 THE ACADEMIC ADVISORY BOARD

1. The members of the association's Academic Advisory Board are appointed by the Rector for a term of office of three years.
2. The Academic Advisory Board elects the chairperson and the deputy chairperson of the Advisory Board from among its members for a term of office of three years. Reappointments are permitted without restriction.

§ 20 RESPONSIBILITES OF THE ACADEMIC ADVISORY BOARD

1. Advisory function to the Rector;

2. Preparation of expert opinions and statements;
3. Review of planned and examination of ongoing and completed academic projects supported by the association.

§ 21 THE ARBITRATION PANEL

1. The association's Arbitration Panel is appointed to settle all disputes arising from within the association. It is a "conciliation body" within the meaning of the Association Act 2002 and not an arbitration court in accordance with §§ 577 et seq. ZPO.
2. The Arbitration Panel shall be composed of three members of the association. It is formed in such a way that one party to the dispute nominates a member as arbitrator to the Board of Trustees in writing. Upon request by the Board of Trustees within seven days, the other party to the dispute shall nominate a member of the Arbitration Panel within 14 days. After notification by the Board of Trustees within seven days, the nominated arbitrators shall elect a third ordinary member to chair the Arbitration Panel within a further 14 days. If they cannot agree, the decision shall be taken by the President. If the President is a disputing party, the decision shall be taken by the Vice President. The members of the Arbitration Panel may not belong to any body – with the exception of the General Assembly – whose activities are the subject of the dispute.
3. The Arbitration Panel shall reach its decision by a simple majority of votes, whereby abstentions are not permitted.
4. The decision of the Arbitration Panel is final within the association; an appeal to another organ of the association is not permitted.

§ 22 DISSOLUTION OF THE ASSOCIATION

1. The dissolution of the Association can only be enacted in a meeting of the General Assembly convened specifically for this purpose and only with a two-thirds majority of the valid votes cast.
2. At this meeting, a resolution must also be passed on the liquidation of the association's assets, if any. In particular, a liquidator must be appointed.
3. In the event of voluntary dissolution or of dissolution of the association by law, as well as in case of discontinuation of the so far existing non-profit purpose of the association, the remaining assets of the association, after covering the liabilities, shall in any case be used for the purposes listed in these Statutes in accordance with § 4a par. 2 no. 1 EStG. The respective recipients are obliged to use the funds received exclusively and directly for the purposes listed in these Statutes in accordance with § 4a par. 2 no. 1 EStG.