

## **Statutes of the Association for Developmental Cooperation**

**“SONNE-International”** - Support Organisation for Non-formal Needy Education. Relief organisation for the global support of training programmes, medical projects and rural development projects.

### **§1 – Name, Headquarters and Field of Activity**

The association bears the name **“SONNE-International”** - Support Organisation for Non-formal Needy Education. Relief organisation for the global support of training programmes, medical projects and rural development projects.

The headquarters are located in Vienna and it is active on a global scale.

It is intended to establish branch offices in the federal provinces as well as in other countries in Europe and further afield.

### **§2 – Purpose**

The purpose of this not-for-profit organisation is:

- to run projects and support self-help activities in the poor countries of the South with particular focus on LDCs (Least Developed Countries)
- to raise funds to facilitate the completion of these projects

Principally the organisation supports / sponsors projects in the following areas:

- the association’s own projects and projects led by local partner NGOs addressing literacy and basic education, non-formal education, skills training and vocational training, loan programmes and sponsorship projects
- local medical facilities caring for underprivileged people in southern countries
- any type of measure in support of victims of disasters

Thus the purpose is also to foster international cooperation with existing NGO institutions in those countries where the organisation supports or runs projects.

### **§3 – Funding**

The funds required to achieve the organisation's purpose are to be raised through

- Members' contributions, which are primarily allocated to the running of the association's activities
- Donations, collections, bequests
- Other contributions (income from sponsors, subsidies, public funding, etc.)
- PR and media efforts
- Proceeds from events and the association's undertakings (e.g benefit events, jumble sales, etc.)

The necessary material goods (medication, medical equipment, emergency equipment for disasters, etc.) are to be sourced from

- Donations, collections, bequests
- PR and media efforts
- Corporate and private sponsors
- Public funding and subsidies

### **§4 – Types of Membership**

The organisation's members are divided into full members and associate members.

Full members actively contribute to the organisation's efforts.

Associate members are physical or legal entities who promote the objectives of the organisation. Associate members can find out about the organisation's public events on the website and/or receive relevant newsletters.

### **§5 – Becoming A Member**

Every physical and legal entity, domestic or foreign, can become a member of the organisation.

The Committee has the final decision about accepting new members, based on a written request and using a simple majority vote. The payment of the membership fee is regarded as application for associate membership. A rejection of an application must be issued within 4 weeks of receipt of the application, and must include a brief explanation. No explanation is required for the rejection of an application to become a full member.

## **§6 – Termination of Membership**

Membership expires upon death (or through the loss of legal identity, in the case of corporate bodies), through voluntary resignation and through exclusion.

Voluntary resignation can occur at any time.

The Committee reserves the right to exclude a member following gross misconduct and/or dishonourable behaviour. A previously excluded member can be accepted at a later date, provided the motion is passed by a three-quarter Committee majority. It is possible to make an appeal to the general assembly against an exclusion. All membership rights are suspended until their decision is made.

Full membership fees are payable for the entire calendar year in which notice of resignation is submitted, and no partial refund can be requested. Departed members therefore do not have the right to a refund of contributions, fees or parts of the organisation's assets. When the removal of a member's name from the membership list becomes legal, all membership rights and relevant functions expire. However, claims by the organisation remain in place.

## **§7 – Members' Rights and Obligations**

All members have the right to participate at public events organised by the association. Full members also have active and passive voting rights at the general assembly.

All members are called upon to promote the interests of the organisation to the best of their ability, and are obliged to refrain from any activity that could damage the reputation and purpose of the organisation.

Members are required to pay the membership fees, as set by the Committee, in a prompt manner. Regardless of the regulations of the Association Law 2002 or any other liability regulations, members – in their position as members of the association – cannot be called upon to make any financial payment beyond the fees.

Upon demand, the Committee must provide each member with a copy of the association's statutes.

Furthermore, members are entitled to the rights allowed by law.

## **§8 – Divisions**

The divisions of the organisation are:

- the general assembly
- the Committee
- the advisory council
- the arbitration panel

## **§9 – General Assembly**

9.1 A full general assembly is held every 2 years.

9.2 The Committee or the full general assembly can pass a resolution to hold an extraordinary general assembly. The Committee must also call a general assembly if this is demanded by at least one tenth of all full members with voting rights, or by an auditor, or by a member of the advisory council, in each case providing the required agenda. Such a general assembly must take place within four weeks of the original demand made to the Committee.

9.3 All full members should receive a written invitation for the full and/or the extraordinary general assembly, by fax or e-mail, stating all agenda items, two weeks in advance if possible. The summons is made by the Committee or, in certain cases as defined by law and the statutes, by the auditors.

9.4 Every full member can submit written applications (by fax and/or e-mail) to the Committee, for consideration by the general assembly, up to five days before the date of the general assembly. If all full members are present at the general assembly agenda items for the general assembly can be brought forward to the Committee verbally or in writing, before the end of the assembly. Taking into consideration the time left after all other agenda items have been dealt with, the Committee will consider how to deal with the additional agenda items in the current meeting.

9.5 All members are entitled to participate at the general assembly. However, only full members have voting rights. Every full member has one vote; legal entities are represented by a representative body or an authorised representative with written proof. The right to vote can be exercised through another full member by way of written authorisation, however, a full member can only ever cast a maximum of two votes.

9.6 The general assembly achieves a quorum regardless of the number of attendees.

As a rule, voting and the passing of resolutions require a simply majority at

the general assembly. Resolutions that change the association's statutes, dismiss the Committee or individual Committee members, or trigger the dissolution of the association, must have a qualified majority of two thirds of valid votes cast. Resolutions dismissing the Committee or individual Committee members, or triggering the dissolution of the association, additionally require an attendance quorum of three-quarters of the full members. The exception occurs if the vote takes place at a full general assembly or the relevant agenda item was announced at the time the invitation to the general assembly was issued. The dismissal of the Committee, or of individual Committee members comes into force when a new Committee / Committee member is appointed.

- 9.7 The chairman of the Committee chairs the general assembly or, if (s)he is unable to attend, the deputy chairman takes over. In the absence of both the chairman and the deputy chairman, the longest serving Committee member chairs the general assembly.

Minutes must be kept at every general assembly, providing a written record of attendees, the quorum, all resolutions passed by the general assembly, all motions proposed and voting results, as well as the main points of the general proceedings. The minutes must be signed by the chairman of the organisation or the chair of the general assembly and the secretary.

## **§10 – Responsibilities of the General Assembly**

The following responsibilities in particular are reserved for the general assembly.

1. Acceptance and approval of the Committee's Report on the activities and financial dealings of the organisation during the period in question
2. Acceptance of the income and expenditure statement drawn up by the Committee, including the audit report by the auditor covering the period in question
3. Election, appointment and dismissal of Committee members and auditors. Approval of legal transactions between the Committee members and the auditors on the one hand, and the organisation on the other hand
4. Approval of the Committee
5. Passing of resolutions about changes to the statutes and the voluntary dissolution of the association
6. Consultation and passing of resolutions for other agenda items

## **§11 – The Committee**

11.1 The Committee is the management arm of the organisation, and consists of at least three members, and as a minimum is made up of the chairman, the treasurer and the secretary.

The secretary assists the chairman with conducting the organisation's business. (S)he is responsible for keeping the minutes of the general assembly and of the Committee.

The treasurer is responsible for the proper financial conduct of the organisation.

In the case that any of the previously listed representatives of the organisation are unable to attend, their place is taken by their deputies. If the secretary is unavailable, his/her duties are fulfilled by another Committee member.

11.2 The Committee is convened by the chairman or, if (s)he is unavailable, by his/her deputy; if the deputy is also unavailable for a period of more than 8 weeks, any other member of the Committee can convene the Committee. The convention can be made in writing, by fax or e-mail, orally or by telephone.

The meeting is chaired by the chairman, if (s)he is unavailable, by the deputy chairman. In the absence of both, the longest serving Committee member chairs the meeting.

The Committee achieves a quorum if all members were invited and at least half are physically present. Resolutions are passed with a simple majority vote. Regardless of the division of business and representational duties within the Committee, if there is immediate danger ahead, the chairman can take responsibility for making independent decisions. All other Committee members must be informed of these in writing (by e-mail) without delay.

1. The Committee is in office for two years, and remains so until the election of a new committee; re-election is permitted.

The period of office of a Committee member comes to an end upon death, the end of the office period and also following dismissal and withdrawal.

Committee members can tender their resignation in writing at any time. The resignation should be addressed to the Committee or, if the entire Committee is stepping down, it should be addressed to the general assembly. If the number of Committee members falls below three due to the resignation, it does not become effective until a successor is elected or co-opted.

The general assembly can dismiss the entire Committee or individual Committee

members early. The dismissal becomes effective when a new Committee or Committee member is appointed.

## **§12 – Duties of the Committee**

The Committee manages the organisation. It is responsible for all those duties which have not been allocated by statute to another branch of the organisation. In particular:

- representation of the organisation
- all project-related decisions (regarding content, finance and project management)
- decisions about the use of organisational funds in accordance with § 3
- management of the organisational assets, establishment of admission fees and/or annual membership fees und payment dates
- within the first four months of the financial year, drawing up the organisation's income and expenditure statement including asset statement for the previous year and presentation thereof to the auditors, as well as provision of all information required by the auditors
- drafting the estimated statement for the year and producing the Report and Accounts
- preparing and convening the full and extraordinary general assembly
- reporting to the general assembly on the activities and financial dealings of the organisation
- admission and exclusion of members
- other management activities

The organisation is represented by the chairman of the Committee, jointly with one other Committee member, and in the case of financial arrangements the treasurer must also be present. Every individual member of the Committee can represent the organisation passively.

Legal transactions, the external representation of the organisation or signatures on behalf of the organisation can only be approved by the chairman, together with one other Committee member. In the case of financial transactions, only the chairman together with the treasurer can grant approval.

Legal transactions between Committee members and the organisation can only be validated with an approval granted by the general assembly; work contracts and freelance employment contracts are the exception, as long as they stand up to external comparison and comply with organisational guidelines.

## **§12 – Auditors**

The general assembly elects two auditors, each for a duration of two years. Re-election is permitted. If it becomes necessary to make an appointment before the next general assembly takes place, the Committee has the right to select and appoint the auditors.

Auditors cannot be natural persons or members of the organisation. They must be independent and impartial, and cannot be serving Committee members. As far as the auditors are concerned, the same regulations apply as those regarding the appointment, the voting out and the stepping down of the Committee. However, the early dismissal requires a qualified voting majority.

Legal transactions between the auditors and the organisation can only be validated with an approval granted by the general assembly; work contracts and freelance employment contracts between the auditors and the organisation are the exception, if the auditor is not volunteering, but is being paid for his/her services, if the contract stands up to external comparison, and if the general assembly passed a resolution agreeing in principle to the payment for services, at the time of the appointment.

In particular, the auditors are responsible for:

- In each financial year, auditing the financial dealings of the organisation with respect to the proper tendering of accounts and the statutory compliance of the use of funds. Producing an audit report within one month of the drawing up of the income and expenditure statement by the Committee.
- Immediately sending the audit report to the Committee and collaborating on the Committee's report to the general assembly.

Auditors furthermore must comply with all relevant legal regulations, in particular with those in § 21 paragraph 2 to 5 of the valid version of the Association Law 2002.

## **§ 14 –Advisory Council**

An advisory council supports and advises the organisation and the Committee.

Members of the advisory council are selected and appointed by the Committee. Full members can identify individuals, and the Committee makes the final decision about their appointment to the advisory council.

Members of the advisory council have full access to the organisation's documents at any time, in order to fulfil their duties. This includes all those details

and figures that are accessible to the Committee.

Furthermore, members of the advisory council, if they are not already full members, must be invited to every general assembly and Committee meeting, and must receive copies of the minutes of the general assembly and Committee meetings. Every member of the advisory council has the right to suggest an agenda item at least 14 days before a Committee meeting, and at least 5 days before a general assembly.

Other than coming to an end upon death, the period of office of an advisory council member expires following dismissal and withdrawal. Members of the advisory council can submit a written resignation at any time. This should be addressed to the Committee and is effective immediately. The Committee can dismiss the entire advisory council or individual members. Dismissal is valid as soon as the resolution is passed.

### **§ 15 –Arbitration Panel**

An Arbitration Panel makes the final decision in all disputes arising within the association.

The panel consists of five full members. It is formed in the following way: each of the opposing parties identifies two members to the Committee as arbitrators within seven days. Using a majority vote, these elect a chairperson of the arbitration panel. In case of a tie, a draw among the suggested names decides.

The arbitration panel reaches its decision by simple majority in the presence of all its members, to the best of its knowledge and conscience. Within the organisation, the decisions of the arbitration panel are final.

### **§16 – Dissolution of the Organisation**

The voluntary dissolution of the organisation can only be agreed with a two-thirds majority of valid votes cast at a specially convened extraordinary general assembly. This general assembly must also reach agreement on liquidation, in so far as the organisation has any funds at its disposal. In particular, someone must be appointed to wind down the organisation and the general assembly must decide to whom this person should transfer any remaining organisational assets, once all liabilities have been covered.

Following dissolution of the organisation, the organisational funds will be used to continue one of the approved projects, and if this is not possible, will be transferred to a domestic charitable cause, which is in line with the organisation's purpose.

The last Committee must report the voluntary dissolution in writing to the responsible Association Authority within four weeks of passing the resolution. The Committee is also obliged to announce the voluntary dissolution in an official publication within the same four week period.