

Constitution of the Internationale Hans Rott Gesellschaft (International Hans Rott Society)

as approved in the foundation assembly
on October 19, 2002

Article 1: Name, Seat and Scope of Activities

- (1) The Society's name shall be "Internationale Hans Rott Gesellschaft".
- (2) The Society's seat shall be Vienna and the activities shall cover not only Austria but all foreign countries.
- (3) It is intended to set up filial societies.

Article 2: Goal

The goal of the non-profit making Society shall be the scientific research of the life, creative activity and works of Hans Rott as well as the history of his works' reception.

Article 3: Means to achieve the Society's Goal

- (1) The Society's goal shall be achieved by the non-pecuniary and pecuniary means mentioned in paragraphs 2 and 3.
- (2) Non-pecuniary means shall be:
 - a) The realization of research work and scientific courses and teaching events;
 - b) The documentation and publication of scientific results including a commented edition of the complete works of Hans Rott which shall satisfy scientific standards;
 - c) The organization of exhibitions and concerts in accordance with the goal of research and teaching;
 - d) Any other scientific activities in accordance with the goal of the Society.
- (3) The necessary pecuniary means shall be raised by:
 - a) Membership fees,
 - b) Donations and other contributions,
 - c) Proceeds from events.

Article 4: Forms of Membership

- (1) The Society's members shall be divided into full members, subscribing members, founder members and honorary members.
- (2) Full members are those who fully contribute to the work of the Society. Subscribing members are those who principally promote the activities of the Society by paying an increased membership fee. Founder members are those who pay a single fee the minimum of which shall be fixed by the General Assembly. Persons shall be appointed honorary members in recognition of exceptional services for the Society.

Article 5: Acquisition of Membership

- (1) All natural persons as well as legal persons and partnerships with legal personality shall be able to acquire a membership.
- (2) The Board shall decide on the admission of full members, subscribing members and founder members. The admission can be denied without giving the reasons for the denial.
- (3) Until the Society comes into existence, a preliminary admission of full members, subscribing members and founder members shall be granted by the founders of the Society or by the Board if already appointed. Such memberships shall only become valid with the coming into existence of the Society. If the Board is appointed after the coming into existence of the Society, the (definite) admission of the full members, subscribing members and founder members too shall be granted by the founders of the Society.
- (4) The appointment of the honorary members shall be executed by the General Assembly on the request of the Board.

Article 6: Termination of Membership

- (1) The membership shall terminate by either death, in case of legal persons and partnerships with legal personality by loss of legal personality, by voluntary withdrawal or by exclusion.
- (2) A withdrawal shall be possible only as per the 31st of December of each year. The Board shall have to be notified in writing at least one month prior to this date. In case of a delayed notification the withdrawal shall become valid only as per the 31st of December of the following year. For the notification in due time the date of the postmark shall be decisive.
- (3) The Board shall be entitled to exclude a member if the payment of the member fee is due more than six months after two written reminders stipulating an adequate period of grace. The obligation to pay the membership fee due shall remain unaffected by the exclusion.

- (4) The Board shall be entitled to exclude a member also because of gross infringement of other member obligations as well as because of dishonourable conduct.
- (5) The deprivation of the honorary membership for reasons stated in paragraph 4 shall be decided upon by the General Assembly on the request of the Board.

Article 7: Members' Rights and Obligations

- (1) The members shall be entitled to participate in all events organized by the Society and make use of the institutions of the Society. All members shall be entitled to exercise the right to vote in the General Assembly as well as the right to vote and to stand for election.
- (2) The members shall be obliged to use their best efforts to promote the interests of the Society and to refrain from everything that could damage the reputation and the goal of the Society. They shall be obliged to observe the constitution and the decisions of the bodies of the Society. The full members and the subscribing members shall be obliged to promptly pay their member fees, the amount of which shall be fixed by the General Assembly.

Article 8: Bodies of the Society

The Society's bodies are: The General Assembly (articles 9 and 10), the Board (articles 11 to 13), the Auditors (article 14) and the Arbitral Tribunal (article 15).

Article 9: The General Assembly

- (1) The General Assembly is equivalent to the "General Meeting" within the meaning of the Law relating to Societies 2002. An ordinary General Assembly shall take place every two years.
- (2) An extraordinary General Assembly shall be held within a period of four weeks upon the decision of the Board, of the ordinary General Assembly or at the written request of a minimum of one tenth of the members or upon the request of the Auditors.
- (3) All members shall be invited to the ordinary as well as to the extraordinary General Assemblies at least two weeks prior to the date in writing, by fax or by email (the invitation shall be addressed to the fax number or the email address given by the member to the Society). The date of the General Assembly shall be fixed along with an agenda. The call shall be made by the Board.
- (4) Motions to the General Assembly shall be submitted in writing, by fax or by email to the Board at least three days prior to the date of the General Assembly.
- (5) Valid decisions - except those on a motion for the call of an extraordinary General Assembly - shall be taken only on topics of the agenda. The General Assembly shall be entitled to make amendments to the agenda, as far as a respective decision has been taken.

- (6) All members shall have the right of participation in the General Assembly and the right to vote. Each member shall have one vote. The transfer of the right to vote onto another member by written proxy shall be admissible.
- (7) The General Assembly shall be competent to make decisions irrespective of the number of members present.
- (8) As a rule, the elections and decisions shall be carried out with a single majority of the valid votes cast. Decisions for the alterations of the constitution or the liquidation of the Society, however, shall call for a qualified majority of two thirds of the valid votes cast.
- (9) In the General Assembly the chair shall be taken by the President, in case of his being prevented from attending by one of his deputies. If the deputies too are prevented from attending the oldest (according to age) member present shall take the chair.

Article 10: Functions of the General Assembly

The functions of the General Assembly shall be:

- a) Acceptance and approval of the report on activities and the balancing of accounts with the Auditors included;
- b) Decisions on the estimate;
- c) Election and dismissal of members of the Board and the Auditors;
- d) Approval of the legal transactions between the Auditors and the Society;
- e) Formal approval of the Board's action;
- f) Stipulation of the member fees for full members, subscribing members and founder members;
- g) Grant or deprivation of honorary memberships;
- h) Decision on the alterations of the constitution and the voluntary dissolution of the Society;
- i) Discussion and resolution on any other topics of the agenda.

Article 11: The Board

- (1) The Board shall consist of three members, i.e. the President, his deputy (the Vice President) and another deputy who simultaneously acts as Secretary (the Vice President and Secretary).
- (2) The Board shall be elected by the General Assembly. In case of a withdrawal of an elected member, the Board shall be entitled to cooptate another eligible member and shall have to obtain a later approval in the next General Assembly. If the Board becomes inactive in general or for an unforeseeable period without the possibility of self-completion by cooptation, each Auditor shall be obliged to call without any delay an extraordinary General Assembly in order to hold a new election of the Board. Should the Auditors too be incapable of acting, each full member who recognizes this case of emergency shall have to apply at the competent court without any delay for the

appointment of a trustee who shall have to immediately call an extraordinary General Assembly.

- (3) The Board' s term of office shall be two years. A reelection shall be possible.
- (4) The Board shall be called verbally or in writing by the President, in case of his being prevented to do so by one of his deputies.
- (5) The Board shall be competent to make decisions if all Board members have been invited and at least half of them are present.
- (6) The Board shall make decisions with a simple majority of votes; in case of parity of votes the vote of the Chairman shall decide the issue.
- (7) The President shall take the chair, in case of his being prevented one of his deputies shall take the chair.
- (8) Besides, the taking of a decision by the Board shall be possible by circular letter. The President, in case of his being prevented one of his deputies, shall simultaneously send to all Board members by fax or by email (to the fax number or email address given by the Board member) in writing the issue to be decided upon which shall have to be returned with a decision within an adequate period stated in the issue. If the issue is not returned within the set period this shall be considered a refusal of the issue to be decided upon. For the validity of a decision by circular letter it shall be necessary that at least half of all copies of the issue to be decided upon shall be returned within the set period.
- (9) Besides by death and the expiry of the term of office (paragraph 3) the function of a Board member shall expire by dismissal (paragraph 9) or resignation (paragraph 10).
- (10) The General Assembly shall be entitled to dismiss the entire Board or single Board members at any time. The dismissal shall become effective at the appointment of a new Board or a new Board member respectively.
- (11) At any time, the Board members shall be entitled to declare in writing their resignation. The declaration of resignation shall have to be addressed to the Board, in case of the resignation of the entire Board the declaration of resignation shall have to be addressed to the General Assembly. The resignation shall become effective only at the election or cooptation (paragraph 2) of a successor respectively.

Article 12: Functions of the Board

The Board shall be responsible for the management of the Society. The Board represents the "managerial body" within the meaning of the Law Relating to Societies 2002. The Board shall have to be responsible for all duties which cannot be allocated to other bodies of the Society by the Constitution. The Board' s scope of activities shall comprise especially:

- (1) The drawing up of a preliminary draft budget as well as the preparation of a statement of account and the balancing of accounts (rendering of accounts);
- (2) The preparation of the General Assembly;

- (3) The calling of the ordinary and the extraordinary General Assembly;
- (4) The administration of the Society' s assets;
- (5) The acceptance and the dismissal of full members, founder members and subscribing members;
- (6) The recruitment and dismissal of employees of the Society.

Article 13: Special Obligations of the Individual Board Members

- (1) The President shall deal with the current business of the Society. The Secretary shall support the President in the management of the Society' s business.
- (2) The President shall represent the Society. To become valid, written documents of the Society shall bear the signature of the President and the Secretary; this shall also apply in all monetary matters (= assets dispositions). Legal transactions between Board members and the Society shall require the approval of another Board member.
- (3) Authorities to carry out legal transactions, to represent the Society respectively to sign on the Society' s behalf shall be issued exclusively by the Board members mentioned in paragraph 2.
- (4) In case of imminent danger, the President shall be entitled to give orders on his own responsibility also in matters which lie within the sphere of action of the General Assembly or the Board; inside the Society, however, this shall require the later approval of the responsible body of the Society.
- (5) The President shall take the chair in the General Assembly and in Board Meetings.
- (6) The Secretary shall take the minutes of the General Assembly and the Board Meetings.
- (7) One of his deputies shall act for the President in case of his being prevented; for the Secretary the other Vice President shall act.

Article 14: Auditors

- (1) Two auditors shall be elected by the General Assembly for a period of two years. A reelection shall be possible. The auditors must not be member of another body - except the General Assembly - whose activity is the subject of the auditing.
- (2) The Auditors shall be responsible for the current business control as well as the financial control of the Society in respect to a proper rendering of accounts and the use of means according to the constitution.
- (3) Legal transactions between the Auditors and the Society shall require the approval by the General Assembly. Besides, the regulations of article 11, paragraph 8 to 10, shall apply for the Auditors accordingly.

Article 15: The Arbitral Tribunal

- (1) For the settling of all disputes arising within the Society the inside Arbitral Tribunal shall be called which is a "conciliation authority" within the meaning of the Law relating to Societies 2002 and not an Arbitral Tribunal according to article 577 ZPO (Code of Civil Procedure).
- (2) The Arbitral Tribunal shall consist of at least three members of the Society. It shall be set up this way: One party to the dispute shall notify in writing to the Board the name of a member who acts as arbitrator. Within seven days the Board shall request the other parties to the dispute to notify within 14 days a member of the Arbitral Tribunal. Following the information by the Board, the notified arbitrators shall elect within 14 days another member chairman of the Arbitral Tribunal. In case of parity of votes, the matter shall be decided among the persons nominated by drawing lots. The members of the Arbitral Tribunal must not be members of a body of the Society - except the General Assembly - whose activity is the goal of the dispute.
- (3) The Arbitral Tribunal shall make their decision after having listened to both parties in the presence of all their members by simple majority of votes. They shall make their decision to the best of their knowledge and belief. Their decisions are definite within the Society.

Article 16: Voluntary Dissolution of the Society

- (1) A decision about the voluntary dissolution of the Society shall be taken only in a General Assembly by a two-thirds majority of all valid votes cast.
- (2) As far as there are Society' s assets, this General Assembly shall take a decision upon the settlement. Above all, the General Assembly shall appoint a liquidator and decide who to the liquidator shall have to pass on the remaining Society' s assets. Those Society' s assets shall - as far as possible and permissible - go to an organization whose goals are the same or similar to this Society' s goals, otherwise it shall be used for public assistance.