

“Child & Family Foundation – Association for supporting and promoting children, adolescents and families in need”

§ 1: Name, Location and Activities

The name of the association is “Child & Family Foundation – Association for supporting and promoting children, adolescents and families in need”.

(1) It is located in Graz, and is active worldwide.

§ 2: Objective

The objective of the association, whose activities are not conducted for profit, is to provide on-site support for children, adolescents and families worldwide who are in need of material or personal aid. The association's primary aim is the promotion of self-help.

The association also aims to help against poverty and hardship in developing countries by encouraging the ecological and in particular the social development by introducing structural and social changes, which should lead to a sustainable economically growth.

§ 3: Means for Achieving the Association’s Objective

(1) The objective of the association is to be achieved by the idealistic and material means listed in para. 2 and 3.

(2) The following shall serve as idealistic means

- a) Publications/extensive public activities
- b) Lectures and discussions
- c) Music events and seminars
- d) Supporting social and humanitarian projects
- e) Supplying technical educational aids and IT-equipment
- f) Promoting education, particularly through financial funding (scholarship) for pupils and students in need.
- g) Preventive instruction and education about the topics “drug trafficking” and “prostitution”
- h) Vocational promotion
- i) Building schools in deprived areas
- j) Building and improving accommodation
- k) Improving local living conditions
- l) Supplying materials (i.e. food, medication, etc.) to help in disaster areas

- m) Material and financial aid (such as soup kitchens) for extended families in need
- n) Supporting projects (materially and financially) which improve the livelihood and the quality of life of children and families in need
- o) Supporting projects (materially and financially), which improve the livelihood and the quality of life in developing countries
- p) International cooperation with other organizations with similar goals
- q) On-site financial and material assistance for the advancement of children, adolescents, and families suffering from financial hardship, physical impairment, or mental disability.

(3) The necessary material shall be provided by:

- a) Donations and sponsorships
- b) Proceeds from association events (such as lectures, bazaars and flea markets)
- c) Donations and other private contributions
- d) Contributions and grants as well as subsidies from public and private bodies
- e) Bequests
- f) Officially authorized collections
- g) All types of advertising
- h) Sponsoring
- i) Interest earnings
- j) Earnings from shares in companies
- k) Support from similarly interested groups

§ 4: Types of Membership

- (1) The association has ordinary, extra-ordinary and honorary members.
- (2) Ordinary members are those who fully participate in the work of the association. Extra-ordinary members are those who support the work of the association mainly by paying a higher membership fee. Honorary members are individuals who are appointed as such in acknowledgement of their particular services to the association

§ 5: Acquisition of Membership

- (1) Membership can be obtained by all physical persons with an unblemished character, who do not have a criminal record, as well as by legal persons and partnerships with legal personality.
- (2) The Executive Committee decides on the admission of ordinary and extra- ordinary members. Applications can be rejected without a reason being given.
- (3) Until the association is legally established provisional admission of members shall be decided on by the founders, or if the Executive Committee has already been elected, by this Committee. The membership will only become effective once the association has been established.

In case the Executive Committee is appointed after the foundation of the association, ordinary and extra-ordinary members are appointed by the founders.

- (4) The appointment of honorary members is decided by the General Assembly based on a recommendation from the Committee.

§ 6: Termination of Membership

- (1) Membership shall be terminated by the death of the member, in the case of legal persons and partnerships with legal personality as a result of losing their legal personality, in the event of voluntary resignation or exclusion.
- (2) Resignation can happen at any time via writing to the Executive Committee.
- (3) A member can be excluded by the committee as a consequence of serious breaches of the responsibilities of members or ethically incorrect behavior.
- (4) Honorary membership can be revoked by the General Assembly for the reasons cited in para. 3 following a request by the Committee.

§ 7: Rights and Obligations of the Members

- (1) Members have the right to attend all events of the association and to make use of facilities belonging to the association. The right to vote in the General Assembly as well the active and passive right to vote is only available to ordinary members.
- (2) Every member is entitled to ask the Executive Committee for the statutes.
- (3) At least one tenth of the members can demand the summoning of a General Assembly from the Executive Committee.
- (4) Members shall be informed at each General Assembly about the association's activities and its financial situation. In case at least one tenth of the members demand the information in written form, stating reasons, the Executive Committee has to give the information within four weeks.
- (5) Members shall be informed by the Executive Committee on the audited balance of accounts. If this takes place in the General Assembly, the auditors shall be involved.
- (6) Members are obligated to promote the interests of the association as far as possible and to refrain from actions that could harm the objective and the reputation of the association. They have to mind the statutes and the resolutions made by the institutional bodies.

§ 8: Institutional Bodies

Institutional Bodies are the General Assembly (§§ 9 and 10), the Executive Committee (§§ 11 to 13), the auditors (§ 14) and the arbitration tribunal (§15).

§ 9: The General Assembly

- (1) The General Assembly is the “Mitgliederversammlung” (assembly of members) according to the Vereinsgesetz 2002 (Austrian Association Act of 2002). The ordinary General Assembly shall be held every two years.
- (2) An extra-ordinary General Assembly shall be held within four weeks following:
 - a. a decision by the Executive Committee or the ordinary General Assembly,
 - b. the written petition of at least one tenth of the members,
 - c. request of the Auditors (§ 21 Abs. 5 erster Satz VereinsG),
 - d. the decision of one/the Auditor/s (§ 21 Abs. 5 zweiter Satz VereinsG, §11 para. 2 third sentence of these statutes),
 - e. the decision of a judicially appointed trustee (§ 11 para. 2 last sentence of these statutes)
- (3) All members have to be invited to the ordinary as well as extra-ordinary General Assemblies, at least two weeks before the assembly is held, in written form, via fax or e-mail (to the fax-number or e-mail address indicated by the member). The invitation to the General Assembly shall include the agenda. Assemblies are convened by the Executive Committee (para. 1 and para. 2 lit. a – c), by an/the Auditor/s (para. 2 lit. d) or by a judicially appointed trustee (para. 2 lit. e).
- (4) Motions for the General Assembly must be received by the Executive Committee in writing, via fax or via e-mail at least three days prior to that meeting.
- (5) Valid decisions – except those requesting an extra-ordinary General Assembly – can only be taken within the framework of the agenda.
- (6) The General Assembly is open to all members. Only the ordinary members are entitled to vote. Each member has one vote. Votes may be transferred to another member by way of written authorization.
- (7) The General Assembly shall be considered to be a quorum regardless of the number of members present.
- (8) Elections and decisions in the General Assembly are usually passed by a simple majority of the valid votes cast. Decisions concerning a change in the association’s statutes or the termination of the association need a qualified majority of two thirds of the valid votes cast.
- (9) The chairman of the association acts as chairman of the General Assembly, in his absence

his/her representative. If the representative is also unable to attend, the meeting is chaired by the oldest member of the Executive Committee.

§ 10: Duties of the General Assembly

The General Assembly has the following duties:

- a) Passing resolutions on the submitted motions;
- b) Receiving and approving the annual report and accounts involving the auditors;
- c) Electing and releasing the members of the Executive Committee and the auditors;
- d) Approving legal transactions between the auditors and the association;
- e) Discharge of the Executive Committee;
- f) Awarding and revoking honorary membership;
- g) Decisions on changes concerning the statutes of the association and the voluntary dissolution of the association;
- h) Deliberating and deciding about other topics of the agenda.

§ 11: The Executive Committee

- (1) The Executive Committee consists of four members. They are the chairman and his representative, the secretary and the treasurer.
- (2) The Executive Committee is elected by the General Assembly. If an elected member resigns, the Executive Committee has the right to appoint another eligible member, which requires the subsequent approval by the next General Assembly. If the Executive Committee is not available at all or for an undetermined period of time without appointing other members, the auditor is obligated to call an extra-ordinary General Assembly immediately in order to elect a new Executive Committee. If the auditors are also unavailable, any member who is aware of the severity of the situation must immediately request the court of jurisdiction to appoint a curator, who must then immediately call an extra-ordinary General Assembly.
- (3) The period of office of the Committee is two years; members are eligible for re- election. Every position in the Committee must be executed personally.
- (4) The Executive Committee is called by the chairman, or if he is unavailable then by the treasurer, in writing or verbally. If the Treasurer is also unavailable for an undetermined period of time, every other member of the Executive Committee is authorized to call the Executive Committee.
- (5) The Executive Committee forms a quorum if all its members have been invited and at least one half are present.
- (6) Resolutions of the Executive Committee are formed with a simple majority vote.
- (7) The chairman chairs, or if he is unavailable, the representative of the chairman chairs. If the representative of the chairman is also unavailable, the oldest present member of the Executive Committee chairs, or the member of the Executive Committee elected by a majority of the other members.
- (8) Other than in the case of death or expiry of the period of office (para. 3), the function of

a member of the Executive Committee ends as a result of dismissal (para. 9) and withdrawal (para. 10).

- (9) The General Assembly can dismiss the entire Executive Committee or individual members at any time. The dismissal becomes effective with the appointment of a new Committee or the new member of the Committee respectively.
- (10) The members of the Committee can, at any time, submit their resignation in writing. The declaration of resignation has to be addressed to the Executive Committee; if the entire Executive Committee resigns, it has to be addressed to the General Assembly. The resignation becomes effective only upon the election or appointment (para. 2) of a successor.

§ 12 Duties of the Executive Committee

The Executive Committee is responsible for managing the association. It is the “Leitungsorgan” (management body) according to the Vereinsgesetz 2002 (Austrian Association Act of 2002). It is responsible for all duties that are not allocated to another body in accordance with the statutes. It is responsible for the following matters in particular:

- (1) Establishment of an accounting system suitable to the requirements of the association with a continuous record of the income/expenses and a list of assets as a minimum requirement;
- (2) Preparation of the annual budget, the financial report and a financial balance of accounts;
- (3) Preparation and calling of the General Assembly concerning events of § 9 para. 1 and para. 2 lit. a – c of these statutes;
- (4) Informing the members of the association about the activities, the financial conduct and the audited closing of accounts;
- (5) Managing the assets of the association;
- (6) Admission and exclusion of ordinary and extra-ordinary association members;
- (7) Acceptance and dismissal of employees of the association.

§ 13: Special Obligations of Particular Members of the Executive Committee

- (1) The chairman is responsible for the on-going businesses of the association. The representative of the chairman supports the chairman in the management of the businesses.
- (2) The chairman represents the association to the general public. Official written documents of the association require the signatures of the chairman and the secretary. Documents concerning financial matters (disposition of assets) require the signatures of the chairman and the treasurer to be valid. Legal transactions between members of the Committee and the association can only become valid with an approval of another member of the Committee.
- (3) Authorization for legal acts to represent the association to the general public may only be granted and signed by the members of the Executive Committee listed in para. 2.

- (4) In case of emergency the chairman is entitled to make decisions independently, even in matters for which the General Assembly or the Executive Committee is responsible; within the association these decisions must be subsequently approved by the responsible organ of the association.
- (5) The chairman of the association chairs the General Assembly and the Executive Committee.
- (6) The secretary shall keep the minutes of the General Assembly and the Executive Committee.
- (7) The treasurer is responsible for the proper management of the association's finances.
- (8) In case of unavailability, the representative of the chairman represents the chairman. If the treasurer is unavailable the treasurer represents the secretary and vice versa.

§ 14: Auditors

- (1) Two auditors are elected by the General Assembly for a period of two years. A re-election is possible. The auditors may not be part of an institutional body – with the exception of the General Assembly – whose activities are subject to assessment.
- (2) The auditors are obligated to check the day to day business activities as well as auditing the financial accounting according to the statutes. The Executive Committee must provide the auditors with the necessary documents and information. The auditors must inform the Executive Committee about the results of the audit.
- (3) Legal transactions between the auditors and the association must be approved by the General Assembly. In addition, auditors are subject to the regulations written in § 11 para. 8 to 10 respectively.
- (4) It is mandatory to appoint a certified accountant to examine the association with regard to obtaining or maintaining donation beneficiaries for charitable associations. The accountant's report must be submitted to the tax authority 1/23 within 9 months from the accounting date.

§ 15: Arbitration Tribunal

- (1) The association's internal arbitration tribunal shall sort out all conflicts arising from the association's activities. It is a "Schlichtungseinrichtung" (Arbitration Tribunal) according to the "Vereinsgesetz" (Austrian Association Act 2002) and not a court of arbitration according to §§ 577 ff. ZPO.
- (2) The Arbitration Tribunal consists of three ordinary members of the association. It is formed in such a way, that a disputing party of the Executive Committee appoints a member as arbitrator, in written form. On request of the Committee within seven days, the other party appoints an arbitrator to act on their behalf

within 14 days. After having been informed by the Executive Committee within seven days, the appointed arbitrators elect a third ordinary member as chairman of the Arbitration Tribunal, within a further 14 days. In case of a tie, lots will be drawn to choose between the suggested members. Members of the arbitration tribunal must not be part of an organ – with the exception of the General Assembly – whose activities are subject to the dispute.

- (3) The Arbitration Tribunal will make its decision by a simple majority of votes, after having heard both parties, in the presence of all its members. It will make the decision in accordance with its best knowledge and conscience. Its decisions are final within the association.

§ 16: Voluntary Dissolution of the Association

- (1) The voluntary dissolution of the association can only be decided in a General Assembly with a two third majority of the valid votes cast.
- (2) This General Assembly – in case there are assets of the association – must also decide upon the proceedings regarding these assets. In particular, it must appoint an executor and decide to whom the remaining assets should be transferred, once liabilities have been covered.
- (3) In the event of a voluntary dissolution, official dissolution or discontinuation of the previous privileged goals of the association, the remaining assets must be used exclusively and directly for purposes that are beneficiary of donations according to EStG § 4a (2) Z 3 lit. b. Another utilization, in particular distribution between the association's members, is excluded.

Notice: All functions mentioned are neutral in gender.