



CHARTER OF THE ASSOCIATION

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PREAMBLE

In carrying out its activities the Association commits itself to the principles of the Universal Declaration of Human Rights, the European Convention on Human Rights and the United Nations Convention on the Elimination of all Forms of Discrimination against Women, as well as to the resolutions, declarations, conventions and recommendations of the United Nations and its specialised agencies that have for their objective the elimination of all forms of discrimination, and promote the equality of rights between and equal opportunities of men and women.

Article 1 Name; Registered office; Area of activities; General

- 1.1. The name of the Association shall be "**WOMEN IN LAW – FRAUEN IM RECHT**".
- 1.2. The registered office of the Association shall be in Vienna; the activities of the Association shall extend to all of Austria and, within the scope of its objectives, also to other countries.
- 1.3. There are no plans to establish branch associations.
- 1.4. The Association is independent of ideologies and political parties. The Association is a non-profit organisation.

Article 2 Purpose

- 2.1. The identification of impediments and academic analysis of opposition to the implementation of the principle of equality as embodied in the constitution with respect to access to and the practice of legal professions.
- 2.2. National and international surveys and evaluation of information on the position of women in legal professions in law, business and society.
- 2.3. Development of courses of action and solution concepts that will contribute to the realisation of equal rights and opportunities in legal professions.
- 2.4. Promotion of the public debate on issues of equality and anti-discrimination in legal professions.
- 2.5. Legal, financial and moral support of people who exercise a legal profession and have been discriminated against at their workplace because of their gender, ethnic origin, religion, ideology, age, sexual orientation or disability.
- 2.6. Support of and connecting people who work, want to work or used to work in legal professions, who are enrolled in or have graduated from law studies and feel a connection to the purpose of the Association.

- 2.7. Promotion of cooperation, equality and understanding with the aim to enthuse women and men alike with a legal profession and to keep that potential in the legal professions.

Article 3 Means to achieve the purpose of the Association

- 3.1. The purpose of the Association shall be achieved by the intangible and tangible means stated in paragraphs 3.2 and 3.3.

- 3.2. Intangible means shall be:

- voluntary cooperation,
- lectures and meetings, including at least one annual conference,
- discussions or debates,
- publications,
- setting up a website and/or other electronic media,
- public relations,
- training events, courses and seminars,
- management consulting,
- offering awards.

- 3.3. The necessary tangible means shall be raised by:

- registration fees and membership fees,
- donations, collections and other grants,
- income from participation in events organised by the Association,
- sponsorships and legacies,
- subsidies, grants and award monies,
- income from consultancy services,
- income from the sale of publications.

- 3.4. To the extent that the tangible means and the Association's purpose so permit it may have employees and, in general, employ third parties to achieve its purpose. Members of the Association, including its officers, may be paid remuneration, provided that it is for activities that exceed work for the Association in the narrowest sense of the word; such remuneration shall be at arm's length.

Article 4 Types of membership

- 4.1. The types of members of the Association shall be ordinary, extraordinary or honorary members.

- 4.2. Ordinary members means natural persons who primarily support the Association's work through their active contribution to achieve the purpose of the Association.
- 4.3. Extraordinary members means natural or legal persons who feel a connection to the purpose of the Association and primarily support the Association's work by paying an increased membership fee and maybe by additional donations.
- 4.4. Honorary members means natural persons who have been appointed as such due to their special merits for the benefit of the Association for life or until their honorary membership is withdrawn or until they resign.

Article 5 Becoming a member

- 5.1. For admission as a member (except for honorary membership) a written application must be made to the board.
- 5.2. The board shall make the final decision on the admission of members. Admission may be denied with no obligation to state reasons.
- 5.3. The board shall decide on the admission of honorary members. Admission may be denied with no obligation to state reasons.
- 5.4. Prior to constitution of the Association members will be admitted preliminarily by the proponent(s). Such membership shall become effective only upon constitution of the Association.

Article 6 Termination of membership

- 6.1. Membership shall terminate by death or, in the case of legal persons, by loss of legal personality, by voluntary resignation or exclusion.
- 6.2. Membership may be terminated by giving 30 days' notice as of the last day of any month. Accordingly, the board shall be given notice in writing at least 30 days in advance. If notice is given late, it shall only become effective as of the next termination date. The date of posting shall be decisive for timeliness.
- 6.3. The board may exclude a member if she or he has failed to pay the membership fees for more than six months despite two written reminders and having been granted a reasonable grace period. The duty to pay membership fees that have become due shall not be affected thereby.
- 6.4. The board may also exclude a member from the Association on account of a gross breach of members' duties or on account of conduct causing harm to the Association.

- 6.5. A request for exclusion of a member may only be made by a member of the board. The member concerned must be given an opportunity to comment orally or in writing on the accusations brought against her or him. The member shall be notified in writing of the decision of the board and of the reasons for the same.
- 6.6. The member concerned may appeal against the exclusion decision to the Association's internal arbitral tribunal.
- 6.7. From the date of service of the exclusion decision up until the final internal decision on the appeal the member's rights, but not her or his duties, shall be suspended. Upon termination of membership all rights of the member shall cease.
- 6.8. Upon the board's request the members' meeting may resolve to withdraw honorary membership on the grounds stated in paragraph 6.4.

Article 7 Rights and duties of members

- 7.1. The members shall be entitled to take part in all events of the Association and to use the Association's facilities. Only ordinary members who have attained the age of 18 shall have a voting right at members' meetings and a right to elect and to be elected.
- 7.2. Members shall be obliged to use their reasonable efforts to promote the interests of the Association and to refrain from anything that may harm the reputation and purpose of the Association. The members shall comply with the Charter of the Association and the resolutions of its bodies. Ordinary members and extraordinary members, if any, are obliged to pay the registration fee and the membership fees in the amount resolved by the members' meeting on time.

Article 8 Bodies of the Association

- 8.1. The bodies of the Association shall be the members' meeting (see Articles 9 and 10), the board (see Articles 11 to 13), the auditors (see Article 14) and the arbitral tribunal (see Article 15).
- 8.2. Ordinary members shall be entitled to nominate natural persons who are members of its relevant bodies to be elected as members of the board or auditors by the members' meeting.

Article 9 The members' meeting

- 9.1. An ordinary members' meeting shall be held once a year. An extraordinary members' meeting shall be held upon resolution of the board or upon a written well-founded motion from at least one tenth of the members holding voting rights (see paragraphs

7.1 and 9.5) or at the auditors' request, in each case addressed to the board, not later than six (6) weeks after receipt of the motion or request.

- 9.2. All members shall be invited both to ordinary and extraordinary members' meetings in writing at least four (4) weeks prior to the date of the meeting. The date of posting the invitation shall be decisive. Meetings may also be convened by email or via the Association's website. Members' meetings shall be convened by the board. When convening members' meetings the agenda shall be included.
- 9.3. Motions for members' meetings shall be submitted in writing at least two (2) weeks before the date of the meeting.
- 9.4. Save for resolutions on a motion to convene an extraordinary members' meeting, valid resolutions may be passed only on items on the agenda.
- 9.5. All members shall be entitled to attend members' meetings. Only ordinary members who have attained the age of 18 shall have a voting right. Every such member shall have one vote. Legal persons shall be represented by an authorised representative. Transfer of the voting right to another member by written proxy shall be permitted. However, one member may represent not more than two other members.
- 9.6. Members' meetings shall constitute a quorum if half of all members entitled to vote (or their representatives - see paragraph 9.5) are present. If a members' meeting constitutes no quorum at the fixed hour, it shall take place 30 minutes later with the same agenda and shall constitute a quorum irrespective of the number of persons present.
- 9.7. As a rule, elections shall be held and resolutions shall be passed at members' meetings by simple majority of the votes. Resolutions by which the members intend to amend the Association's Charter or to liquidate the Association, however, shall require a majority of two thirds of the valid votes cast.
- 9.8. The President of the Association or, in the case of her or his inability, her or his deputy shall chair the members' meeting. If also the deputy is unable to attend the meeting, the oldest member of the board present shall chair the meeting.

Article 10 Responsibilities of the members' meeting

10.1. The following tasks shall be reserved for the members' meeting:

- receipt and approval of the annual report and financial statements; resolution on the budget; approval of the actions of the auditors;
- appointment for election and dismissal of members of the board and auditors;
- approval of legal transactions between board members or auditors and the Association;
- approval of the actions of the board;

- resolutions on amendments to the Charter and voluntary liquidation of the Association; deliberations and resolutions on other items on the agenda;
- withdrawal of honorary membership.

Article 11 The board

- 11.1. The board shall be composed of four (4) members, namely the President and her or his deputy, the secretary and the treasurer.
- 11.2. The board shall be elected by the member's meeting. If an elected member resigns from the board, the board shall have the right to co-opt a different member in her or his stead, for which subsequent approval shall be obtained at the next members' meeting. If, for lack of self-replacement through co-opting, there is no board at all or for an unforeseeable long time, every auditor must immediately convene an extraordinary members' meeting for the purpose of electing a new board. If also the auditors are unable to act or if there are no auditors, every ordinary member realising the emergency situation shall immediately request the court of competent jurisdiction to appoint a curator, who shall promptly convene an extraordinary members' meeting.
- 11.3. The term of office of the board shall be five (5) years. Re-election of up to two times shall be permitted.
- 11.4. The board shall be convened in writing or orally by the President or, if she or he is not available, by the deputy. If also the deputy is unavailable for an unforeseeable long time, any other member of the board may convene the board.
- 11.5. The board shall constitute a quorum if all of its members have been invited and at least half of them are present.
- 11.6. The board shall pass its resolutions by simple majority of the votes; in case of a tie the President shall have the casting vote.
- 11.7. The President shall chair the meeting or, if she or he is not available, the deputy or, if also the deputy is unavailable, the oldest member of the board present shall chair the meeting.
- 11.8. Apart from death or expiry of the term of office, an board member's term of office shall end through dismissal (see paragraph 11.9) or resignation (see paragraph 11.10).
- 11.9. The members' meeting may dismiss the entire board or specific board members by a majority of two thirds of the valid votes cast in the case that the board members have grossly violated their duties or caused harm to the Association through their conduct. Dismissal shall become effective upon appointment of a new board or board member.
- 11.10. Members of the board may resign from office by giving written notice at any time. The notice of resignation shall be addressed to the board or, if the entire board resigns, to

the members' meeting. Resignation shall become effective only upon election or co-opting (see paragraph 11.2) of a successor.

Article 12 Responsibilities of the board

12.1. The board shall manage the Association. The board shall be responsible for all tasks that have not been allocated to another body of the Association by the Charter. The board's area of responsibilities shall include but not be limited to the following:

- preparation of the annual budget, preparation of the annual report and financial statements;
- preparation of the members' meeting;
- fixing the amount of the registration fee and the membership fees for ordinary and extraordinary members;
- issuing internal rules of procedure;
- convening ordinary and extraordinary members' meetings;
- management of the Association's assets;
- admission and exclusion of members of the Association;
- employing and terminating employees of the Association;
- conclusion/award of contracts to third parties in connection with the purpose of the Association (Article 2).
- notification of the tax office of any amendment to the Charter having an effect on tax reliefs within a period of one month.

Article 13 Special responsibilities of specific board members

13.1 The President shall represent the Association vis-à-vis third parties. Written statements of the Association shall be signed by the President and the secretary in order to be valid; in financial matters (= assets, disposals) they must be signed by the President and the treasurer. Legal transactions between members of the board and the Association shall, in addition, require a resolution of the board in order to be valid.

13.2 Only the officers mentioned in paragraph 13.1 may grant authority to conclude legal transactions, to represent the Association vis-à-vis third parties and to sign on behalf of the Association.

13.3 In the case of imminent danger the President shall be authorised to give independent instructions on her or his responsibility also with regard to matters that fall within the area of responsibilities of the members' meeting or the board; however, such instructions shall require subsequent approval from the responsible body of the Association.

13.4 The President shall chair the members' meetings and meetings of the board.

- 13.5 The secretary shall support the President in the management of the Association's business. She or he shall be responsible for keeping minutes of the members' meetings and board meetings.
- 13.6 The treasurer shall be responsible for proper financial practices of the Association. The treasurer may use a service provider to set up and maintain an accounting system.
- 13.7 If the President, the secretary or the treasurer is unavailable, her or his deputy shall stand in for them.

Article 14 Auditors

- 14.1. The two auditors shall be elected by the members' meeting for a term of one (1) year. Re-election shall be permitted.
- 14.2. The auditors shall be responsible for regular monitoring of the business and auditing of the financial statements. They shall report the audit results to the members' meeting.
- 14.3. For the rest, the provisions on appointment, dismissal and resignation of bodies/officers (see paragraphs 11.2., 11.8, 11.9 and 11.10) shall apply to the auditors *mutatis mutandis*.

Article 15 The arbitral tribunal

- 15.1. The Association's internal arbitral tribunal shall be responsible for settling all disputes arising out of relationships with the association. The internal arbitral tribunal shall be a "conciliation institution" [*Schlichtungseinrichtung*] as defined in the Austrian Statute on Associations [*Vereinsgesetz*] 2002, and no arbitral tribunal as defined in Section 577 *et seq.* of the Austrian Code of Civil Procedure [*Zivilprozessordnung/ZPO*].
- 15.2. The arbitral tribunal shall be composed of six (6) members of the Association, i.e. three arbitrators and three substitute arbitrators, who shall be elected by the members' meeting and the board jointly. The term of office of an arbitrator or substitute arbitrator shall be five (5) years; re-election shall be permitted. If an arbitrator resigns or is unavailable, the other arbitrators shall decide which substitute arbitrator is to stand in.
- 15.3. With all three (3) arbitrators present the arbitral tribunal shall make its decisions by simple majority of votes. They shall decide to the best of their knowledge and belief. The decisions of the arbitral tribunal shall be final within the Association.
- 15.4. Anybody who is personally involved or biased in the matter to be settled can be no arbitrator.

Article 16 Dissolution of the Association

- 16.1. Voluntary dissolution of the Association may be resolved only at an extraordinary members' meeting convened for that purpose and only by a two-third majority of the valid votes cast.
- 16.2. That members' meeting shall also decide on the winding-up, provided that the Association owns assets. In particular, the members' meeting shall appoint a liquidator and resolve on the person(s) to whom the liquidator shall transfer the Association's assets remaining after the liabilities have been settled. In the case of dissolution of the Association or if the current tax-exempt purpose of the Association no longer applies, the assets of the Association remaining after the liabilities have been settled shall be used for non-profit, charitable, or church purposes as defined in Section 34 *et seq.* of the Austrian Fiscal Code [*Bundesabgabenordnung/BAO*]. To the extent possible and permitted such assets shall go to organisations that pursue objectives that are equal or similar to those of this Association.
- 16.3. The last board of the Association shall notify the competent Police Directorate in writing of the voluntary dissolution within four (4) weeks of the resolution. Within the same period the board shall also announce the voluntary dissolution in an official journal.

Article 17 Authentic interpretation

- 17.1. The board shall decide on all matters that have not been provided for in the Charter and shall be responsible for an authentic interpretation of the Charter.