

**Constitution of the association  
„Alumni Umbrella Association  
of the University of Natural Resources and Life Sciences“  
(abbreviation: BOKU Alumni)**

Status: 25.09.2017

**§ 1. Name, location and scope**

- (1) The association according to para. 1 subpara. 5 of the Austrian Law on Associations 2002 is named „ Alumni Umbrella Association of the University of Natural Resources and Life Sciences (abbreviated: BOKU Alumni)“.
- (2) The association is located in Vienna and is primarily active in the republic of Austria.
- (3) The formation of branch associations is not planned.
- (4) The formation of professional groups according to para. 1 subpara. 4 of the Austrian Law of Association (BGBl. I Nr. 66/2002 idgF.) is possible under the conditions cited in this constitution.

**§ 2. Purpose**

- (1) The association is not profit oriented and pursues non-profit activities.
- (2) The association aim is to support the University of Natural Resources and Life Sciences Vienna through a variety of tasks in accordance with its legal mandate in research, teaching and science to establish necessary connections in science through companies and with economic partners. The association supports the University in particular with
  - contacts between the University of Natural Resources and Life Sciences as well as professional associations and their graduates from a variety of study fields (according to para. 3 subpara. 10 Universities Act 2002)
  - in continuing education for graduates (according to para. 3 subpara. 5 Universities Act 2002)
  - in job placement for graduates as well as
  - good practice exchanges with other Alumni Associations in and outside of Austria

The association exclusively and directly pursues these intended non-profit activities.

**§ 3. Means to achieve the association purpose**

- (1) The association purpose should be achieved through the use of the subpara. 2 and 3 already cited ideal and material means.
- (2) Ideal means include

- a) Public relations between science and practice through lectures, seminars, conferences, symposiums and association events.
- b) Public relations and collaborations with similar interest groups and already cited graduate organisations.
- c) Promote and strengthen the sense of belonging of relatives, graduates and friends of the University through these public events.
- d) Publishing an association newsletter
- e) Advertising
- f) Proof of membership
- g) Promote research and scientific recruiting at the University through the establishment of a foundation to distribute research funding

The simultaneous promotion of belonging and the activities that support this in the framework of these means cannot be excluded, but this has a completely secondary role.

(3) The necessary material means should be obtained through

- a) Membership fees
- b) Donations and grants
- c) Legacies and other donations
- d) Returns from events
- e) Revenue from advertising ads and press work
- f) Revenue from advertising

(4) The association funds can only be used for the already cited activities. The members of the association cannot make any payments with the association funds that cannot be traced to the appropriate, justifiable exchange of services. The association cannot give preferential treatment to any person, institution or organisation that does not match the scope of the association activities, or has disproportionately high fees.

#### **§ 4. Membership types**

(1) The members of the association are composed of regular, exceptional, honorary members and legal persons.

(2) Regular Members can be physical persons who,

- a) studied at the University or
- b) have studied at the University or took part in a course or
- c) are or were active in teaching or research at the University or
- d) have a well-founded, close relationship with the University or
- e) are internationally active and act as the contact person for the Alumni Association.

(3) Exceptional Members can be physical persons who are obligated to pay a higher membership fee; this higher fee is decided upon by the board.

(4) Honorary members are physical persons, who have made an important contribution to the association. The honorary membership is awarded by the board. Honorary members have the right to participate in the board meetings. These members are expected to promote the association activities within their networks.

(5) Legal persons can also be members of the association, as long as they have a well-founded, close relationship to the University (professional association). Any association, which was created before 2005 as a professional association, is also member of the association. Professional associations created after 1.1.2005 can become members based on a recommendation from the board at the general assembly (para. 11 lit.c).

### **§ 5. Acquiring a membership**

(1) Members of the association can only be physical persons capable of acting and legal persons.

(2) The board decides upon the acceptance of a member. The candidate can be refused without listing the reasons for rejection. For a membership application a schedule has to be designed.

(3) Prior to the founding of the association the membership acceptance takes place through the acceptance of proponents.

### **§ 6. Membership fee and membership identification**

(1) Generally, each member is required to pay a membership fee and the size of the fee is determined by the general assembly based on the recommendation of the board.

(2) Honorary members and members according to para. 4 subpara. 2 lit. e do not have to pay a membership fee, members of legal persons according to para 4 subpara. 5 (professional association) pay a reduced membership fee and for exceptional members an increased fee is required; for other legal representatives special conditions can be decided upon.

(3) Each member upon payment of the membership fee receives a proof of identification of membership.

### **§ 7. Rights and obligations of association members**

(1) Each member of the association is entitled to participate in the general assembly as well as at all association events, including the use of the association facilities; each member is also entitled to call a general assembly according to the conditions listed and to put forth a request at the general assembly, and to vote. Each is also entitled to speak to the board with suggestions for promoting the association activities and to become a member of the association institutions.

(2) The members are to preserve the interests and the reputation of the association, to follow the association constitution and to pay the membership fee.

## **§ 8. Termination of membership**

- (1) The membership ceases upon death, and for legal persons and associations with legal capacity through loss of legal representation, voluntary withdrawal, cancellation and through expulsion.
- (2) Withdrawal has to occur through a written document on the board with two months' notice and will be processed by the 31st of December of each year. Any withdrawal past this deadline will be processed in the following year.
- (3) The cancellation of a membership from the association can be conducted by the board when a member has not paid the membership fee despite receiving three warnings over a one year period of time or rather when the well-founded, close relationship with the University is no longer existent. The membership fee requirement remains unaffected.
- (4) The expulsion of a member from the association can be immediately mandated in urgent cases by the board if major neglect of membership responsibilities has occurred and due to disreputable behaviour. The expulsion can be contested in front of the general assembly within two weeks after the decision, and the membership is on hold until then.

## **§ 9. Association institutions**

- (1) The institutions of the organisation are:

- a) general assembly
- b) board
- c) financial controller
- d) arbitration court

- (2) The persons listed in para. 1 lit. a – d perform their roles as a voluntary service.

## **§ 10. General assembly**

- (1) The general assembly is the „meeting of members“ as defined by the Austrian Law on Associations 2002. A regular general assembly takes place once a year.
- (2) An exceptional session of the general assembly takes place according to
  - a. decision of the board or of the regular general assembly,
  - b. decision of 2 board members
  - c. written request from at least a tenth of the members,
  - d. request of the financial controller (para. 21 subpara. 5, first sentence, Austrian Law on Associations 2002),
  - e. decision of the financial controller (para 21 subpara. 5, second sentence, Austrian Law on Associations 2002),
  - f. decision of a court ordered curator within four weeks' time.

(3) All members are invited in writing or through telefax or email to the regular and exceptional general assembly at least two weeks prior to the meeting (to the fax numbers or email addresses known to the association). The setting of the general assembly has to follow the specifications of the agenda. The convening of the assembly takes place through the board (subpara. 1 and subpara. 2 lit. a – c), through the financial controller (subpara. 2 lit. d) or through a court ordered curator (subpara. 2 lit. d).

(4) Proposals to the general assembly are to be submitted in writing, telefax or email at least three days prior to the meeting.

(5) Valid decisions – except for a request for an exceptional session of the general assembly – can only be made according to the agenda.

(6) All members are eligible to be present at the general assembly. Those entitled to vote are regular members, honorary members as well as a representative of a legal persons. Each member has a vote. The transfer of a vote to another member is allowed via a written authorization.

(7) The general assembly constitutes a quorum regardless of the number of persons who attend.

(8) The elections and the decision-making in the general assembly follow majority rules of valid votes cast. Decision, regarding changing of the constitution or dissolution of the association, require a qualified majority from two-thirds of valid votes cast. In addition, decisions which concern legal persons according to para. 4 subpara. 5 (professional associations), the representative of the legal expert has veto power.

(9) The chair of the general assembly is performed by the chairperson or if the chair cannot be present then the proxy. When the proxy cannot be present the chair is performed by the oldest board member present.

### **§ 11. Duties of the general assembly**

The duties of the general assembly are as follows:

- a) Decision-making with regards to recommendations;
- b) Acceptance and approval of the statement of accounts and the balance of accounts with involvement from the financial controller;
- c) Election and divestiture of the board and the financial controller;
- d) Approval from legal transactions between the financial controllers and the association;
- e) Discharge of the board;
- f) Resolution about changes in the constitution and the voluntary dissolution of the board;
- g) Advice and decision-making with regards to other items of the agenda;
- h) Agreement on the membership fees based on the recommendation of the board.

## § 12. Board

- (1) The board will be appointed by the general assembly and moderated by a chairperson, whereby 4 persons are appointed based on recommendation from the University of Natural Resources and Life Sciences“ and 6 persons respectively based on recommendation of the professional associations according para. 4 subpara. 5.
- (2) Professional groups according para. 18 a of the constitution are authorised to send a representative to the board meetings without having to vote on this. But the board can resolve to remove a voting right to these representatives for a particular subject specific theme. This decision requires the agreement of all board members. The board is authorised to hold meetings without a representative of the professional groups according para. 18 a of the constitution.
- (3) According para. 4 subpara. 5 new professional associations can join as members; in this way, the number of board members can be raised but nevertheless 4 persons are recommended and appointed by the University to be members of the board. In the case of decreasing the amount of professional associations, the right of appointment of the University for 4 persons remains.
- (4) The board has the right in case of a resignation of a member, to co-opt another eligible member, and to obtain the approval retroactively in the following general assembly. The group relation is to be adhered on this occasion.
- (5) In case the board fails to perform without supplementing itself on its own through cooptation for an indeterminate amount of time, each financial controller is obligated to immediately convene an exceptional general assembly in order to elect a new board. In case the financial controllers are incapable, each member who recognizes the urgency of the situation is authorized to immediately request a curator by the appropriate court who is to convene an exceptional general assembly.
- (6) The term of office of the board comprises 4 years; re-election is possible. Each term in the board is to be performed personally.
- (7) The board is convened in writing or orally by the chairperson, and if hindered by the deputy. If the deputy is hindered for an indeterminate length of time, any additional board member can convene the board.
- (8) The board has a quorum when all of the members were invited and at least three of them are present.
- (9) The board makes its decisions based on majority vote; in a case of a tie vote the chairperson’s vote swings the vote.
- (10) The chairperson presides over the board, and if hindered then the deputy presides. If the deputy is also hindered than the oldest member of the board or the board member that is elected by the remaining board members presides the board.
- (11) Apart from death or end of the term period (para. 6) the position of a board member ceases through termination (para. 12) and resignation (para. 13).

(12) The general assembly can at any time terminate relieve the whole board or individual members. The exclusion enters into force with the appointment of the new board or board members.

(13) A board member can resign at any time in writing. The letter of resignation is directed to the board, and in case of resignation of the whole board to the general assembly. The resignation enters into force at the election or co-optation (subpara. 2) of a replacement.

### **§ 13. Duties of the Board**

The board is responsible for the management of the association. It is the “management institution” in accordance with the Austrian Law on Associations (BGBl. I Nr. 66/2002 idgF.) The board receives all the tasks that are not assigned through the statutes to another association body. In particular, the following tasks fall into its sphere of action:

- a) Development of an accounting system as required by the association with continuous controlling of revenues/expenses and financial statement as minimal requirement;
- b) Compiling the annual report of the financial controller and the financial statements and balancing of accounts;
- c) Preparation and convocation of the general assembly in case of para. 10 subpara 1 and subpara. 2 lit. a and b of this constitution;
- d) Information to the association members about the association activities, performance and the financial accounting
- e) Management of the association’s assets
- f) Admission and termination of association members and honorary members;
- g) Admission and termination of board employees
- h) Recommendations for the membership fees
- i) Election of the director
- j) Appointment and closing of professional groups according para. 1 subpara. 4 of the constitution as well as approval of the constitution of the professional groups.

### **§ 14. Special obligations of particular board members**

(1) The chairperson is elected from persons recommended by the University through simple voting by the board. As long as the rector of the University is represented in the board, he has the function of the chairperson. The deputy of the chairperson, treasurer and recorder also have to be elected in the same manner.

(2) The chairperson manages the routine activities of the association. The chairperson can delegate, partly or in whole, the tasks to the manager.

(3) The chairperson represents the association externally. Legal affairs between the board members and the association require the agreement of another board member.

(4) Authorisation for legal affairs, representing the association externally or signing for the association can only be issued to a board member or the manager.

(5) In case of imminent danger, the chairperson is authorised, also in business matters that fall within the sphere of action of the general assembly or the board, to independently make arrangements under his own authority; internally these arrangements require approval retroactively through the respective association organ.

(6) The chairperson presides the general assembly and the board.

(7) The recorder conducts the protocols of the general assembly and of the board.

(8) The treasurer is responsible for the proper financial management of the association.

(9) In case the chairperson is not available the deputy assumes the position.

### **§ 15. Financial controller**

(1) Two financial controllers are elected for a period of 4 years by the general assembly. Re-election is possible. The financial controllers cannot be members of any organ – with the exception of the general assembly – whose activities are part of his financial controlling.

(2) It is the responsibility of the financial controllers to control the routine activities as well as control the financial matters of the association with regard to compliance with accounting and the use of funds in accordance with the constitution. The board has to submit the necessary documents to the financial controllers and to provide the necessary information. The financial controllers report to the board on the outcome of the controlling.

(3) Legal affairs between the financial controllers and the association require the approval of the general assembly. In other matters the conditions of para. 11 are effective.

### **§ 16. Court of arbitration**

(1) The internal court of arbitration is called upon to mediate any disputes. It is a „arbitration institution“ according to Austrian Law on Associations 2002 and not a court of arbitration according to para. 577 ff ZPO.

(2) The court of arbitration consists of three regular association members. One party in dispute selects in writing a board member to be arbiter. Upon request by the board the other party in dispute identifies within seven days for its side a member to the court of arbitration. After informing the board within seven days the arbiters identify a third member within 14 days to be chair of the board of arbitration. In a tie vote a lottery is used to choose from the recommended candidates. The members of the court of arbitration cannot be member of any organ – with the exception of the general assembly – whose activities are involved in the dispute.

(3) The court of arbitration comes to a decision after granting both sides an audience with all members present with simple majority. The court makes a decision to the best of its knowledge. The court decisions are final within the association.



## **§ 16 a. Management**

- (1) For the management a manager is appointed by the board to execute the routine activities of the association.
- (2) The role of the manager consists of the following tasks:
  1. Support the general assembly
  2. Support the board
  3. Support the financial controller
  4. Implement the routine activities of the association
  5. Develop recommendations to advance the association mission
  6. Implement the other special agreements of the association according to para. 18 subpara. 2 and 3.

## **§ 17. Dissolution of the Association**

- (1) The voluntary dissolution of the association can only be agreed upon in a general assembly and only with a two-third majority of valid votes cast.
- (2) Upon dissolution of the association or discontinuation of the association aim, the general assembly is to agree upon the use of the association assets.
- (3) Upon coverage of the remaining passive association assets, only non-profit activities in line with para. §§ 34 ff federal fiscal code (Bundesabgabenordnung) can be undertaken which benefit as well as the University.

## **§ 18. Professional associations in accordance to para. 4 subpara. 5**

- (1) The Alumni Association of the University and professionals associations according to in para. 4 subpara. 5) pursue the same goals listed in the statutes according to para. 1 subpara. 5 (first sentence) Austrian Law on Associations 2002 (BGBl. I Nr. 66/2002 idgF).
- (2) In special agreements the relationship between the Alumni Association of the University and the professional association can be regulated.
- (3) The content of this special agreement can include the management of shared members, double memberships by the professional associations and Alumni Association of the University, as well as a close collaboration in the development of each association objectives. The autonomy of the professional sections remains untouched.

## **18 a. Professional groups in accordance to para. 1 subpara. 4**

- (1) These professional groups can be created, especially for new study programmes at the University, the agenda of this professional group is to be determined in a charter.
- (2) The constitution of the professional group is to include in particular the scope, deputy organs, election mode as well as regulations with regards to its financial policy.
- (3) The management and financial accounting shall be administered by the Alumni Association of the University.

## **§ 19. Advisory Committee**

For the advice of the association an advisory board can be established; the major task of the advisory committee is to support the Alumni Association in the implementation of the aforementioned goals.

Supplement:

## **Constitution of the professional group**

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### **in the Alumni Umbrella Association of the University of Natural Resources and Life Sciences Vienna**

#### **§ 1 Name and Status**

The professional group is titled "Professional group \_\_\_\_\_ in the Alumni Umbrella Association of the University of Natural Resources and Life Sciences Vienna". The professional group is a section in line with para. 1 subpara. 4 of Austrian Law on Associations (BGBl. I Nr. 66/2002 idgF). The professional group is therefore a legal, dependent, but largely independently run, organisational part of the Alumni Umbrella Association of the University.

#### **§ 2 Duties**

The professional group as a part of the Alumni Umbrella Association of the University follows its goals within the framework of the University's Alumni Umbrella Association constitution. The professional group support the University, particularly in the following ways:

- a) Communication between the student body and graduates as well as external experts in the field of \_\_\_\_\_
- b) professional continuing education of members through regular courses;
- c) networking with graduates.

#### **§ 3 Membership in Professional Groups**

The members of the professional groups must be members in accordance with para. 4 of the University Alumni Association constitution. The classification into a professional group is done by the Alumni Umbrella Association of the University corresponding to the specific study programs of the University. The representative organs of the professional groups are the lead of the professional group and the assembly of the professional groups.

#### **§ 4 Lead of the Professional Groups**

(1) The activities of the professional groups will be coordinated by the lead of the professional group, which consists of a speaker, speaker deputy and recorder. The speaker represents the professional group in the board of the Alumni Association of the University.

(2) The term of the professional group lead ends with the election of a new professional group lead. An election will take place once a year at the assembly of the professional groups. Only members of the professional groups can be elected.

(3) If a member of the lead of the professional group terminates during the term, the remaining two members of the lead have the right to choose a new member to work with till the end of the term.

(4) The lead of the professional group can consult with additional members of the professional group at meetings and supervise them to perform special projects.

### **§ 5 Convocation of the Assembly of the Professional Group**

(1) The assembly of the professional group consists of all regular members of the professional group. It is convened at least once a year by the lead of the professional group.

(2) The convocation of the assembly of the professional group takes place via email. The written invitation must be sent three weeks before the assembly. This invitation must include a provisional agenda.

(3) Suggestions for the agenda must be communicated 10 days prior to the start of the assembly of the professional group.

### **§ 6 Decision-making of the Assembly Professional Group, voting, voting process**

(1) A properly convened assembly of the professional group can take decisions regardless of the number of members present.

(2) Eligible to vote are all regular members who are physically present.

(3) A decision is taken when the number of endorsements is larger than the number of rejections (simple majority). Absentee votes do not count.

(4) Voting is only done for those items on the agenda that were sent out to all members in due time.

### **§ 7 Elections**

(1) The implementation of elections for the lead of the professional group takes place through an election commission composed of a chairperson and two assistants. These persons are selected via a simple show of hands in the circle of regular members of the professional group.

(2) The lead of the professional group is elected by a show of hands. For elections the conditions of paragraph 6 of this constitution are to be applied. A secret election is also possible upon request.

(3) Persons eligible to vote are all regular members of the professional group. For each position each member has one particular vote.

(4) If several persons apply for the position, the person chosen will be the one who receives the most votes. In case of a tie vote, a runoff will decide who is elected. If only one person applies for the position, this person is elected if the number for the candidate is higher than the number against the candidate.

(5) In case a person does not accept the position, the person with the next highest number of votes cast receives the position. In case of a tie vote, a runoff decides who is elected.

## **§ 8 Protocols**

(1) Decisions by the professional section assemblies have to be documented in a protocol by the recorder as well as signed by two additional members who participated in the Assembly of the professional group.

(2) The protocols will be sent to all members via email.

(3) The results of the elections of the Assembly professional group have to be communicated to the Alumni Umbrella Association of the University.

## **§ 9 Financial Organisation**

(1) A specific budget is allocated by the Alumni Umbrella Association of the University to the professional group in order to finance the activities of the group.

(2) The budget amounts to 30% of the membership fees from members of the professional group to the Alumni Association of the University. If one person is member of several professional groups, this amount is distributed equally between the groups.

(3) The appropriate institution of the Alumni Umbrella Association of the University is responsible for the management and controlling of the professional group budgets.

## **§ 10 Activation and Changes to the Constitution**

(1) The activation as well as changes of the constitution of the professional group requires the agreement of the institution of the Alumni Umbrella Association of the University.

(2) Amendments of the constitution of professional groups are just possible within statutes of the constitutions of the Alumni Umbrella Association of the University of Natural Resources and Life Sciences; requests for amendments of the constitution of professional groups can be assessed at the once a year convocation of the professional group, if included in the provisional agenda and sent to all members in due time.

## **§ 11 Dissolution**

The dissolution of professional group can be agreed upon with the vote of the majority of the members of the professional group. This must be communicated immediately in writing to the Alumni Umbrella Association of the University, which also decides regarding the further use of the professional group's budget.