

VIENNA INTERNATIONAL SCHOOL PARENT-TEACHER ASSOCIATION (VIS-PTA)
STATUTES

Article I.

NAME AND SEAT OF ASSOCIATION

The name of the Association shall be Vienna International School Parent-Teacher Association which shall be abbreviated VISPTA. It shall have its seat in Vienna, Austria. The working language shall be English. VISPTA shall act in affiliation with the Vienna International School which is abbreviated VIS.

The objective, responsibilities, and rules of VISPTA are limited to those specified in these Statutes and in the By-laws (Geschäftsordnung).

Article II.

OBJECTIVE OF THE ASSOCIATION

The objective of VISPTA is to further the common weal (*Gemeinnützigkeit*) of the Members. It shall do so by liaison with the management, the teachers, and with the parents of children attending VIS, with a view to promote the aims of VIS by

- (1) promotion of good communication between Members to advance mutual understanding and co-operation
- (2) provision of volunteer services to support the activities of VIS and the VIS community, including the organizing of fund-raising activities

As a non-profit making association, the activities of VISPTA shall serve the objective exclusively and directly and in accordance with the Federal Revenue Code of Austria.

Article III.

FUNDS TO ACCOMPLISH THE OBJECTIVE

The funds to accomplish the objective shall be obtained from any of the following sources

- (1) annual contributions from Members
- (2) revenue from events organized by VISPTA
- (3) donations and other benevolent gifts

Article IV

MEMBERSHIP

Section IV.1 Eligibility

Membership is open to

- (1) all parents and legal guardians of children attending VIS (Parent membership)

- (2) all professional staff of VIS, whether members of the faculty or of the management (Staff membership)

A parent or guardian with more than one child attending VIS shall not be entitled to multiple membership. A staff member who is also a parent shall not be entitled to multiple membership.

Section IV.2 Acquisition of Membership

All eligible individuals become Members upon commencement of the circumstances leading to such eligibility.

Section IV.3 Cessation of Membership

An individual shall cease to be a Member in the event of any of the following

- (1) death
- (2) voluntary resignation
- (3) cessation of eligibility for membership as set out in Section IV.1
- (4) expulsion by decision of a General Assembly as set out below

Membership may be revoked by a decision to this effect of a General Assembly acting upon a complaint of the Executive Committee or the Arbitration Board that the Member had infringed any substantial interest of VISPTA or VIS.

A voluntary resignation shall be addressed to the Secretary in writing and shall take effect upon receipt.

Section IV.4 Continuing Financial Liability of Members

Cessation of membership shall not result in any claim to reimbursement in full or in part of any contributions made by the Member concerned and it shall not affect such Member's continuing liability for arrears, if any.

Article V.

RIGHTS AND DUTIES OF MEMBERS

Members shall respect and support the objective, interests and good standing of VISPTA and VIS, and shall abide by the VISPTA Statutes and By-laws, and by the decisions of its organs.

All Members shall be eligible to vote and have the right to be elected to office.

Article VI.

ORGANS OF THE ASSOCIATION

The organs of VISPTA shall be:

- (1) the General Assembly
- (2) the Executive Committee
- (4) the Auditing Committee

- (4) the Nomination Committee

Article VII.

GENERAL ASSEMBLIES

An Annual General Assembly shall be held in October of each year. Other General Assemblies may be held as often as the activities of VISPTA warrant and shall take place

- (1) as required by the various Articles of these Statutes
- (2) following a decision to that effect by a General Assembly
- (3) following a decision to that effect by the Executive Committee
- (4) within four weeks of a written request to that effect signed by at least 25 Members and addressed to the Executive Committee or any member of the Executive Committee

General Assemblies shall only be held during the VIS academic year, and requests to hold meetings and notices of meetings shall be issued only during the academic year. A General Assembly that would have to be held in the last seven days of an academic year shall be deferred to take place within the first twenty-one days of the subsequent academic year.

Notice of General Assemblies shall be given to all Members at least 2 weeks before the date of the meeting, and shall be deemed to have been properly given if all of the following conditions have been met

- (1) a copy of the notice is posted on the VISPTA notice board at VIS
- (2) the notice has been distributed to all children at VIS for transmittal to a parent or guardian, or alternately been distributed to parents or guardians by mail
- (3) the notice has been circulated to the staff of VIS via the internal mail system

The quorum for a General Assembly shall be 25 Members including at least one member of the Executive Committee. If there is no quorum at the time set for the start of the meeting, the meeting shall be adjourned for one half-hour, after which the quorum shall be 10 Members including one member of the Executive Committee.

Unless otherwise indicated in the Statutes, decisions of a General Assembly shall require a simple majority of votes cast. In the event of an undecided vote, the Presiding Officer shall cast the deciding vote.

Article VIII.

TASKS RESERVED TO THE GENERAL ASSEMBLIES

- (1) Approval of the agenda of the meeting
- (2) Approval of the minutes of the previous General Assembly
- (3) Receipt and approval of the VISPTA annual report and audited accounts
- (4) Receipt and approval of the Auditing Committee's report

- (5) Elections to the Executive Committee as per Article XIV
- (6) Election of the Auditing Committee
- (7) Presentation of the proposed programme of work for the current academic year
- (8) Setting of the Members' annual contribution, if any
- (9) By-elections to posts on the Auditing Committee and Executive Committee
- (10) Changes of the Statutes
- (11) A decision to dissolve VISPTA

Article IX.
EXECUTIVE COMMITTEE

The Executive Committee is the primary Organ of ordinary management of VISPTA.

Section IX.1 Composition

The VISPTA Executive Committee shall be elected exclusively from the VISPTA Membership and shall comprise four Officers and a maximum of twenty Ordinary Committee members. At any one time, no less than four members of the Executive Committee shall be Parent Members and not less than four members shall be Staff Members as defined in Section IV.1. The Officers of the Executive Committee (Chair, Vice-Chair, Secretary and Treasurer, as set out in Article XI) will be appointed by vote of the Executive Committee in its first meeting after the General Assembly.

The Executive Committee is free to appoint former VISPTA members as advisers for a one year period with the possibility of renewal. Such advisers can attend Committee meetings but will not have voting rights.

Section IX.2 Term of Office

All Executive Committee posts shall have a duration of two years. Posts shall be filled by election or re-filled by re-election in strict rotation. One half of the posts shall be filled by election at the Annual General Assembly every year, and the remaining one half of the posts at the Annual General Assembly in the subsequent year.

The Executive Committee may co-opt any Member to fill a vacancy occurring during its term of office subject to the limitation that a maximum of three vacancies may be filled in this manner.

Section IX.3 Executive Committee Meetings

The Executive Committee meets regularly throughout the school year, with a minimum of 5 meetings per school year.

Meetings of the Executive Committee may be called at any time by the Secretary at the request of any one Officer or any four Ordinary Committee members.

The quorum at any meeting of the Executive Committee shall be two Officers and six Ordinary Committee members. Unless otherwise indicated in these Statutes, decisions of the Executive Committee shall require a simple majority of votes. In the event of an undecided vote, the Chair shall cast the deciding vote.

Section IX.4 Cessation of Committee Membership

The term of office of any member of the Executive Committee shall cease

- (1) concurrent with any cessation of eligibility for membership of VISPTA
- (2) at the end of the normal term of office
- (3) by expulsion from the Executive Committee as set out below

If the members of the Executive Committee by two thirds majority vote hold that a member of the Executive Committee has infringed any substantial interests of VISPTA or VIS and that such infringement disqualifies from membership of the Executive Committee, they shall bring this matter to the attention of the Executive Committee. The decision of the Executive Committee by simple majority vote shall be final. The decision shall be communicated to the Committee Member in writing by the Secretary. Such expulsion from the Executive Committee shall not in any way affect the normal non-executive membership of VISPTA of the person concerned.

Article X.

TASKS RESERVED TO THE EXECUTIVE COMMITTEE

The Executive Committee shall be responsible for conducting the business of VISPTA. It has in particular the following tasks and responsibilities

- (1) Ensuring compliance with the requirements of the Statutes and By-laws
- (2) Ensuring compliance with decisions of General Assemblies
- (3) Calling the Annual General Assembly and other General Assemblies and preparing and circulating the required notice and draft agenda
- (4) Considering and approving the annual report, accounts and the programme of work to be presented to the Annual General Assembly
- (5) Electing the officers (Chair, Vice-Chair, Secretary, Treasurer) of the Executive Committee in the first meeting of the Committee after the Annual General Assembly.
- (6) Ensuring that a Committee Member is nominated to act for an Officer that is temporarily unable to fulfil his or her duties
- (7) Appointing and dissolving as it deems necessary permanent or ad-hoc subcommittees having responsibility for specific activities of VISPTA. Each such subcommittee shall include at least one member of the Executive Committee. Furthermore, any subcommittee entrusted with organizing a major VISPTA activity or event shall in addition include at least one officer.

Article XI.

RESPONSIBILITIES OF THE OFFICERS

The Chair and Vice-Chair

The Chair is the representative of VISPTA. (S)he presides over all General Assemblies except as specified in Section XIV.1 and all meetings of the Executive Committee. The Chair is responsible for preparing and presenting the annual report and the programme for the current academic year to the Annual General Assembly. The Chair is ex-officio member of all subcommittees. Documents

obligating VISPTA contractually or financially in any way shall require the signature of the Chair. Inasmuch as these involve obligations exceeding Four Thousand Euro, they shall be co-signed either by the Treasurer or by the Secretary. The Chair is responsible for ensuring that a copy of all documents signed is passed on to the Secretary and to the Treasurer.

The Vice- Chair acts for the Chair in his/her absence or on his/her request, and assists the Chair in his/her duties.

The Secretary

The Secretary shall be responsible for

- (1) Keeping proper records of all VISPTA correspondence and other documents
- (2) Recording the minutes of all General Assemblies and meetings of the Executive Committee and presenting them for approval
- (3) Sending out notices of and draft agendas for all General Assemblies and meetings of the Executive Committee

The Treasurer

The Treasurer shall be responsible for

- (1) orderly conduct of VISPTA financial affairs, including acting as collecting and disbursing officer and maintaining proper accounts
- (2) preparation of summary accounts in good time for auditing, for presenting these to the Auditing Committee, and for presenting the audited accounts at the Annual General Assembly

Article XII.

AUDITING COMMITTEE

The Auditing Committee comprises three Members of the Association elected by the General Assembly to serve until the end of the next Annual General Assembly. At least one member shall be drawn from each of the Parent and Staff categories of membership. The Auditing Committee shall

- (1) appoint from amongst its members a chair
- (2) audit the VISPTA accounts
- (3) report to the Annual General Assembly the results of their audit

The Auditing Committee may co-opt any Member to fill a vacancy occurring on the Committee during its terms of office, provided that if further vacancies occur, co-opted Members shall stand down at the General Assembly at which the by-election is to be held to fill all vacancies.

Article XIII.

NOMINATION COMMITTEE

The Chair shall appoint one member of the Nomination Committee who will then select the other two members, one member being drawn from each of the Parent and Staff categories of Membership. No member of the Executive Committee may serve on the Nomination Committee.

The Nomination Committee shall be established as soon as by-elections fall due during any term of office of the Executive Committee or Auditing Committee, but in any case no later than 15 June of any year.

The Nomination Committee shall

- (1) appoint from amongst its members a chair
- (2) collect nominations for open positions on the Executive Committee
- (3) select from amongst its members a person to conduct and preside over such elections at the Annual General Assembly in accordance with these Statutes

Article XIV.

ELECTIONS AT ANNUAL GENERAL ASSEMBLIES

Section XIV.1 General Voting Procedure

At all General Assemblies, a member of the Nomination Committee appointed by that Committee shall preside over the meeting during the period of the elections.

Voting will be by secret ballot of Members attending the meeting in person. The results of all ballots shall be declared during the course of the meeting. However, if the number of candidates is not bigger than the number of positions to be filled, the meeting can elect candidates by acclamation.

Section XIV.2 Elections to the Executive Committee

The Nomination Committee shall circulate to VISPTA Members during the second week of the Autumn term of VIS a call for nominations for positions on the VISPTA Executive Committee.

Nominations shall be signed by five Members as sponsors, and by the candidate as indication of willingness to serve. Serving members of the Executive Committee are eligible for re-election. No member of the Nomination Committee is eligible for election.

The Nomination Committee shall prepare for circulation to all Members together with the notice and agenda of the Annual General Assembly a list of candidates.

Only in the event that there are insufficient nominations to fill all vacancies on the Executive Committee shall the member of the Nomination Committee presiding during the period of elections call for nominations from the floor for inclusion in the ballot.

In the event of an undecided vote, a further deciding ballot shall be held.

Section XIV.3 Elections to the Auditing Committee

The member of the Nomination Committee presiding during the period of elections shall call for nominations for members of the Auditing Committee from the floor. If more than three candidates are put forward, election shall be by show of hands unless a Member proposes that the election be by secret ballot and the motion is carried.

In the event of an undecided vote, a further deciding vote or ballot shall be held.

Article XV.
BY-ELECTIONS

The principles as set out in Article XIV shall be followed for by-elections held at other General Assemblies. Requests for nominations to vacant positions on the Executive Committee shall be circulated at least two weeks before the list of candidates has to be sent out with the notice and agenda of the meeting.

Article XVI.
ARBITRATION BOARD

An Arbitration Board may be established on an ad hoc basis to rule on all differences and conflicts arising from relationships within VISPTA that are referred to it by a member or the Executive Committee.

The Arbitration Board comprises of five Members. Each of the opposing parties nominates two members of the Board. These four members shall appoint a fifth to call their meetings and to preside over their deliberations. A quorum at meetings shall be the presiding officer and one member appointed by each of the parties.

A request for arbitration shall be made to the Chairman of the Executive Committee who shall expeditiously call for nominations of appointed members, and, on receipt of the nominations, call the meeting of the nominees at which they appoint the presiding officer.

The Arbitration Board determines its own rules of procedure that shall not conflict with these Statutes and any By-laws. Decisions of the Arbitration Board are final and are rendered in the presence of members attending by simple majority of votes cast, each person acting in accordance with his or her best knowledge and conscience, but in any case within the requirements of law and these Statutes. In the event of an undecided vote, the presiding officer shall cast the deciding vote.

Either of the two parties or any member of the Arbitration Board may call for the proceedings to be suspended during the period of any School holiday that exceeds one calendar month.

Article XVII.
FINANCIAL YEAR

The financial year of VISPTA shall run from 1 August in any year to 31 July of the following year.

Article XVIII.
BY-LAWS (GESCHÄFTSORDNUNG) AND POLICIES

The Organs of VISPTA are empowered to issue By-laws to regulate its administration and operation. Nothing in such By-laws shall conflict with these Statutes and in the event of such conflict these Statutes shall prevail. By-laws shall be published to all Members and shall take effect 30 days after such publication unless a call is received for a General Assembly on the matter in accordance with item (d) of Article VII.

The Executive Committee may from time to time formulate policies to assist or simplify the execution of its duties.

Article XIX.AMENDMENT TO THESE STATUTES

These Statutes shall be authentic in English and German.

Any proposed amendments to the Statutes of VISPTA shall first be considered by the Executive Committee. If these are supported by a two-thirds majority of members of the Executive Committee, they shall be considered at a General Assembly. The text of the amendment(s) shall have been circulated with the provisional agenda.

Article XX.VOLUNTARY DISSOLUTION OF VISPTA

Voluntary dissolution of VISPTA may be effected only by a two-thirds majority vote of Members attending a General Assembly expressly convened for that purpose following consideration of a report from the Executive Committee concerning the dissolution.

In the event of voluntary dissolution of VISPTA the balance of any funds, property or real estate remaining after all debts and loans have been repaid shall be transferred exclusively to another non-profit making association or body that is recognized as furthering the common weal (*Gemeinnützigkeit*) in accordance with the Federal Revenue Code of Austria and that promotes the aims of VIS or, failing that, promotes or provides schooling available to the international community in Vienna.