



## **STATUTES**

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## **VIENNA INTERNATIONAL SCHOOL ASSOCIATION**

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adopted at the  
the General Assembly of  
March 15, 2016

**STATUTES OF THE VIENNA INTERNATIONAL SCHOOL ASSOCIATION**

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## **STATUTES OF THE VIENNA INTERNATIONAL SCHOOL ASSOCIATION**

### **Article I**

#### **Name and Seat of the Association**

The Association bears the name "VIENNA INTERNATIONAL SCHOOL ASSOCIATION" (hereinafter called the Association). It has its seat in Vienna and may extend its activities throughout the Republic of Austria.

### **Article II**

#### **Objective of the Association**

1. It is the Objective of the Association to promote and to provide, in at least the English language, education suited to the needs of an international community, in particular the needs of the United Nations System and other inter-governmental organisations having their seat in Vienna. It should furthermore offer schooling to children of members of the diplomatic community residing in Austria, as well as to children of the international business community and to other children subject to the proviso stipulated in Article III-2. Schooling shall be available to children of all nationalities. In providing such education, the Association shall take into account the spirit and principles embodied in the United Nations Charter and the Declaration of Human Rights and the special character of an international education.
  
2. The Association is a not-for-profit entity. The Association intends to generate earnings only in order to cover costs and expenses. The activities of the Association shall exclusively and directly serve the aforementioned Objective, which is in the interest of the furtherance of the common weal (Gemeinnützigkeit) in accordance with §§ 34 et seq. of the Austrian Federal Revenue Code (Bundesabgabenordnung).

### **Article III**

#### **Means for Accomplishing its Objective**

1. To accomplish its Objective, the Association may operate kindergartens and schools in accordance with the Austrian Private Schools Act (Federal Legal Gazette No. 244/1962), as amended, as well as other schools such as, for instance, summer schools, arrange for classes and courses in the interest, in particular, of students (including adults) of the international community and provide all other facilities and services, in particular school transport and the serving of meals within the framework of the School, offered as indispensable by corresponding educational establishments.
2. It is the task of the Association to provide schooling for, above all, the children of staff members residing in Austria of United Nations-system organisations and of other inter-governmental organisations having their seat in Vienna, furthermore for children of members of the diplomatic community residing in Austria, as well as for children of the international business community (as defined by the Board of the Association) and for other children, regardless of social background and origin, subject to the proviso that the number of children holding Austrian citizenship should not exceed the limit as determined in contractual agreements between the Association, on the one hand, and the Republic of Austria (Federation), represented by the Federal Ministry for Foreign Affairs, and the City of Vienna, on the other hand.

### **Article IV**

#### **Funds for Accomplishing its Objective**

1. Funds for accomplishing its Objective may be obtained from:
  - (a) Tuition and other fees;
  - (b) Contributions of the Federation and the City of Vienna, including periodic contributions regulated by agreement;
  - (c) Other grants and subsidies as well as donations in cash or in kind provided that no conditions are attached thereto which in the opinion of the Board (Article XI) conflict with the Objective of the Association;
  - (d) Proceeds from fund-raising activities;
  - (e) Loans.

2. All funds of the Association inclusive of any annual surplus shall be used exclusively to further the Objective (Article II) which is in the interest of the furtherance of the common weal (Gemeinnützigkeit) in accordance with §§ 34 et seq. of the Austrian Federal Revenue Code (Bundesabgabenordnung) with due regard to the rules approved by the Board of the Association for the establishment, management, and operation of reserve funds as amended from time.

## **Article V**

### **Membership**

1. The Members of the Association comprise the President (Article VIII), Full Members, Ex-Officio Members, Associate Members and Honorary Members.
2. In these Statutes:
  - (a)
    - (i) "FULL MEMBERS" refers to those parents or guardians of one or more students enrolled at the School (excluding students enrolled only at summer schools, summer classes, or summer courses, etc.), who are personally liable to the Association for the payment of tuition, with the exception of parents and guardians as specified in sub-paragraph (c) of this paragraph;
    - (ii) Full Membership is acquired upon confirmation in writing by the Director after admission of a student and assumption of liability for tuition by the parent or guardian;
    - (iii) The Director decides in his or her discretion whether a person qualifies as parent or guardian within the terms of these Statutes;
    - (iv) If there is more than one person qualifying as parent or guardian, the persons so qualified shall indicate in writing to the Director who of them shall become a Full Member of the Association;
    - (v) If they fail to do so, or in case of dispute, no Full Membership shall be acquired until a definite clarification comes about.
  - (b) "EX-OFFICIO MEMBERS" refers to the Representatives to the Association as specified in paragraph 3 of this Article;

- (c)
    - (i) "ASSOCIATE MEMBERS" refers to those parents or guardians of one or more students enrolled at the Vienna International School, who (and/or whose spouses) are paid employees (Staff Members) of the Association and who would be personally liable to the Association for the payment of tuition but for their (and/or their spouses') contractual entitlement as Members of the Staff of the Association to free education (in full or in part) of their children in the School.
    - (ii) Payments made by the Association as compensation for occasional or regular service in support of school activities shall not result in the status of paid employee (Staff Member) for the purpose of these Statutes, provided such service is not subject to mandatory comprehensive coverage under the social security system pursuant to the Austrian Act on General Social Security Insurance („ASVG“).
    - (iii) In all other respects the provisions of sub-par. (a) of this paragraph shall apply correspondingly.
  - (d) "HONORARY MEMBER" refers to those persons who have been elected to Honorary Membership by the General Assembly.
3. The Representatives to the Association referred to in paragraph 2(b) of this Article comprise:
- (a) The Representative of the International Atomic Energy Agency (IAEA) appointed by the Director-General of the IAEA;
  - (b) The Representative of the United Nations Industrial Development Organization (UNIDO) appointed by the Director-General of UNIDO;
  - (c) The Representative of the United Nations Office at Vienna (UNOV) appointed by the Director-General of UNOV;
  - (d) The Representative of the Preparatory Commission for the Comprehensive Nuclear-Test-Ban Treaty Organization (CTBTO PrepCom) and, subsequently, of the Comprehensive Nuclear-Test-Ban Treaty Organization (CTBTO), appointed by the Executive Secretary of CTBTO PrepCom and the Director-General of CTBTO, respectively.

4.
  - (a) The Representatives referred to in paragraph 3 of this Article shall be appointed to serve for a term of office expiring upon the close of the Meeting of the General Assembly in the 3<sup>rd</sup> calendar year following the calendar year of the beginning of the Representative's Ex-Officio Membership.
  - (b) The Appointing Authorities specified in paragraph 3 of this Article shall communicate to the Secretary of the Association the names of their Representatives.
  - (c) The Representatives may be re-appointed.
  - (d) Ex-officio Membership shall only be acquired upon the receipt by the Secretary of the Association of the appointed person's respective consent in writing.
5.
  - (a) A Full Member who (or whose spouse) is or was until less than one year ago (to be calculated from the intended date of appointment, election, or co-option) a paid employee (Staff Member) of the Association – without prejudice to his or her right to vote at General Assemblies – shall not be appointed to the position of President of the Association and he or she shall not be elected or co-opted as Member of the Board, Member of the Finance Committee, and/or Member of the Arbitration Committee.
  - (b) A person who (and/or whose spouse) is or was until less than a year ago (to be calculated from the date of appointment) a paid employee (Staff Member) of the Association shall not be appointed as Representative to the Association.

## Article VI

### Change in and Cessation of Membership

1. A person shall cease to be:
  - (a) a Member when he or she resigns or dies, or when his or her membership is revoked under paragraph 7 of this Article;
  - (b) a Full Member or an Associate Member when he or she ceases to be a parent or guardian of a student enrolled at the School within the terms of Article V;
  - (c) a Full Member when he or she becomes an Ex-Officio Member;
  - (d) an Ex-Officio Member when his or her appointment is withdrawn by the respective Appointing Authority and written notice thereof has been received by the Secretary of the Association from the Appointing Authority or, when he or she (and/or his or her spouse) become(s) a paid employee (Staff Member) of the Association.
2. A Full Member shall automatically become an Associate Member, when he or she (and/or his or her spouse) become(s) a paid employee (Staff Member) of the Association as specified in Article V, paragraph 2, sub-paragraph (c), provided he or she continues to be a parent or guardian as specified in Article V, paragraph 2, sub-paragraph (a) of these Statutes.
3. An Ex-Officio Member - provided he or she qualifies as a parent or guardian as specified in Article V, paragraph 2, sub-paragraph (a) - shall automatically become
  - (a) a Full Member upon withdrawal of the appointment by the Appointing Authority or resignation as Ex-Officio Member;
  - (b) an Associate Member upon him or her (and/or his or her spouse) becoming a paid employee (Staff Member) of the Association) as specified in Article V, paragraph 2, sub-paragraph (c) of these Statutes.



4. An Associate Member, whose (or whose spouse's) status as paid employee (Staff Member) of the Association as specified in Article V, paragraph 2, sub-paragraph (c) of these Statutes is terminated for whatever reasons, shall automatically become a Full Member. In the event of a court dispute about the validity and/or a recession of the termination of such employment, the Full Member – until such court dispute is definitely resolved - shall not have the right to vote at General Assemblies and he or she must not be appointed (elected, co-opted) to the positions referred to in Article V, paragraph 5.
5. A Member may resign by notice in writing to be given to the Secretary of the Association. Unless otherwise indicated in such notice the resignation shall take effect upon the end of the last day of the month of receipt of the notice by the Secretary.
6. If an Ex-Officio Member resigns, has his or her appointment withdrawn by the Appointing Authority, his or her membership revoked by the General Assembly (paragraph 7 of this Article), or if he or she (and/or his or her spouse) become(s) a paid employee (Staff Member) of the Association, the relevant Appointing Authority shall appoint a new Representative.
7. Notwithstanding the provisions of Article V, a person's membership of the Association may be revoked by a decision to that effect of the General Assembly acting on a complaint from the Board or from the Arbitration Committee that the Member had infringed any substantial interest of the Association.

## **Article VII**

### **Rights and Duties of Members**

1. Members shall respect the Objective, interests, and reputation of the Association and shall further these to the best of their ability. They shall abide by its Statutes and by the rules and decisions of its organs.
2. Members have the right to information regarding activities of the Association in accordance with the provisions of the Association Act 1951 and to take part in those in which parents and guardians participate.

3. Members have the right to vote or abstain from voting on any organ or committee of the Association of which they are voting members.
4. Members shall serve on the organs and committees of the Association without remuneration, but may be reimbursed for reasonable out-of-pocket expenses incurred in the pursuance of their duties on behalf of the Association.

## **Article VIII**

### **The President of the Association**

1. The President, who shall be a well-respected public figure willing to further the Objective of the Association, shall be appointed by the General Assembly on the recommendation of the Board to serve for a period of four years. The incumbent may be re-appointed.
2. The President has the power to convene meetings of the General Assembly and of the Arbitration Committee and shall, except as otherwise provided in these Statutes, preside over them (Articles X-12 and XXII).
3. The President has the right to attend all meetings of the Board and its committees and sub-committees.
4. The President will be a member of the Electoral Committee in accordance with the provisions set out in Article XIII.

## **Article IX**

### **Organs of the Association**

The organs of the Association are:

- (a) The General Assembly;
- (b) The Board;
- (c) The Electoral Committee;
- (d) The Arbitration Committee.

## Article X

### The General Assembly

1. The General Assembly is the principal organ of the Association.
2. Meetings of the General Assembly shall be called as specified in the Statutes by the Secretary of the Association, at the request of the President, of the Board or its Chairperson, or following receipt by the Board of a written request signed by at least 100 Full Members of the Association.
3. Meetings of the General Assembly may be held at any time other than during a normal school holiday. The Annual Meeting of the General Assembly shall normally be held during the month of December.
4. Subject to conditions and qualifications provided in these Statutes whether or not expressly referred to in this Article, tasks reserved to the General Assembly include:
  - (a) approval of the final agenda of its meetings;
  - (b) amendment of the Statutes (Article XXIII) following a recommendation to this effect by the Board,
  - (c) appointment of the President of the Association;
  - (d) election of Honorary Members;
  - (e) election of Members to the Board pursuant to Articles XII and XIV;
  - (f) appointment of an External Auditor to audit the accounts of the Association (Article XV) and of Internal Auditors (Article XV);
  - (g) consideration of questions involving the educational, operational, financial, and staffing policies of the Association including formal approval of definitive statements thereof consistent with these Statutes and the budget;

- (h) consideration of reports to the General Assembly, including those of the Chairperson of the Board, the Treasurer, and the Director of the Vienna International School;
  - (i) consideration of the Annual Financial Report of the Treasurer and adoption, if approved, of the audited Annual Accounts with concomitant discharge of the Treasurer and the Board;
  - (j) consideration of the Report by the Treasurer on the Budget of the Association, which includes that of the Vienna International School, for the coming financial year;
  - (k) approval of the raising of loans exceeding the amount of € 1 million on the recommendation of the Board;
  - (l) the setting of membership fees;
  - (m) revocation of membership as specified in Article VI-7;
  - (n) dissolution of the Association in accordance with Article XXIV, following a recommendation to this effect by the Board and after consideration of the views communicated to the Board by the Appointing Authorities specified in Article V-3.
5. The agenda of the Meeting of the General Assembly shall include at least consideration of the Report of the Chairperson of the Board; the Report of the Director of the Vienna International School; the Report by the Treasurer of the Budget of the Association for the coming financial year; the Annual Financial Report of the Treasurer; the audited Annual Accounts and the Report of the Internal Auditors thereof; approval of the audited Annual Accounts with concomitant discharge of the Treasurer and the Board; the appointment of an External Auditor as provided for in paragraph 4 (f) of this Article; and the election of Members of the Board as specified in Articles XII and XIV.

6. Unless otherwise indicated, the following persons shall have the right to attend and to speak at meetings of the General Assembly:
- (a) All Members of the Association;
  - (b) The Appointing Authorities pursuant to Article V-3;
  - (c) The Representative appointed by the Federal Minister for European and International Affairs (Article XII-2(g));
  - (d) The Director and two Staff Representatives of the Vienna International School (one representing the lower school and the kindergarten and one representing the upper school);
  - (e) Persons invited by the President of the Association or the Chairperson of the Board; they may attend meetings of the General Assembly as observers, speaking on invitation of the presiding officer.
7. (a) (i) To conduct business at a meeting of the General Assembly, a quorum of at least 25 Full Members must be present at the beginning of the meeting.
- (ii) If the quorum is not present at the scheduled time of the meeting, the meeting will begin as soon as such quorum is achieved, but not later than half-an-hour after such scheduled time.
- (iii) If half an hour after the time scheduled for the meeting a quorum is not achieved, the meeting shall be closed and it shall be re-convened no sooner than seven calendar days after the original date of the meeting, with notice being duly given to those entitled to attend.
- (iv) At the re-convened meeting, three Ex-Officio Members and one Officer, if none of the Ex-Officio Members is an Officer, shall constitute a quorum at the beginning of the meeting and thereafter.
- (b) Any quorum indicated in paragraph (a) above shall include at least three Members of the Board, of whom one shall be an Officer.

- (c) If in the absence of a quorum no business can be conducted at the re-convened meeting of the General Assembly, this shall not impair the continuation of the activities of the Association including, in particular, the operation of the Vienna International School, until the end of the next meeting of the General Assembly according to paragraph 3 of this Article. The respective terms of office shall be extended until the end of the next such meeting.
8. Voting at meetings of the General Assembly is reserved to Full Members (or their Registered Spouses, if any, as provided for in paragraph 13 of this Article) and to Ex-Officio Members present; Full Members and Ex-Officio Members shall only have one vote each, irrespective of the number of their children attending the Vienna International School. A negative vote shall be considered as voting. In the event of a tie when voting on a decision, resolution or in an election to the Board, the President (or presiding officer) has a casting vote. Voting shall be by secret ballot for elections to the Board as provided under Article XIV, and otherwise if such is requested by a Full Member or Ex-Officio Member present and the request is upheld by a simple majority of such Members present and voting.
9. Decisions and resolutions at meetings of the General Assembly shall require a simple majority of votes cast unless otherwise specified in these Statutes. In particular, of the tasks listed in paragraph 4 of this Article: items (b), (i) and (m) shall require at least a two-thirds majority of Members entitled to vote who are present and voting, item (n) at least a two-thirds majority of Members entitled to vote and present or 50 supporting votes whichever is the greater.
10. A provisional agenda serving as notice of a meeting of the General Assembly shall be sent to all entitled to attend (see paragraph 6 of this Article), to their addresses recorded in the School. The notice shall be sent at least fourteen days before the date appointed for the meeting, with the exception of a re-convened meeting, for which notice shall be sent as soon as possible. By providing his/her e-mail address(es) to the School, a Member expressly consents to the receipt of all notices and other documents by e-mail. A record of distribution of the provisional agenda by the School Office and posting of that agenda on the Association Notice Board at the School shall constitute proof of proper notification: the non-receipt of a notice by one or more Full Members or other persons entitled to attend shall not, of itself, invalidate the proceedings of a meeting of the General Assembly.

11. Copies of the audited Annual Accounts and the Internal Auditors' report thereon, of budgets, of amendments to the Statutes, and other information as specified elsewhere in these Statutes that are to be discussed at a meeting of the General Assembly shall be circulated to all entitled to attend together with the provisional agenda (see paragraph 10 of this Article).
12. If the President is unable to preside over the meeting of the General Assembly, the General Assembly shall elect from among the Full Members present who are not Board Members a presiding officer to conduct the business of the meeting. The meeting of the General Assembly shall be opened and chaired, until the election of a presiding officer, by the Chairperson of the Board or, in his or her absence, by another Board Member elected by the Board.
13.
  - (i) The Registered Spouse of a Member shall have the right to attend and to speak at meetings of the General Assembly. In the absence of the Full Member his or her Registered Spouse, if any, shall also have the right to vote.
  - (ii) "REGISTERED SPOUSE" within the terms of these Statutes shall be the spouse expressly notified as Registered Spouse by a Member in writing to the Director of the Vienna International School. Members may only notify one spouse as their Registered Spouse.
  - (iii) Until the notification of a Registered Spouse the spouse, who resides at the same address in Austria as the Member according to the records of the Vienna International School, shall be deemed to be such Member's Registered Spouse.

## Article XI

### The Board

1. The Board is charged with policy setting and overall management and administration of the Association in accordance with law and these Statutes. In performing their tasks Board Members shall have as their objective the well-understood interests of the Vienna International School and the excellence of education for its pupils. In particular, except as otherwise qualified in these Statutes, the Board's duties include:
  - (a) Implementation or monitoring the implementation of decisions and resolutions of the General Assembly, reporting to it on actions taken. If a two-thirds majority of the Members of the Board disagrees with any decision or resolution or any provision thereof, it shall refer the matter back once to the General Assembly for reconsideration with a justification of the Board's view. If the General Assembly, by a simple majority of votes cast, do not rescind and/or amend such decision or resolution or any provision thereof, the Board shall implement such decision or resolution, if permitted to do so by these Statutes, by contractual agreements between the Association, on the one hand, and the Republic of Austria (Federation), represented by the Federal Ministry for European and International Affairs, and the City of Vienna, on the other hand, and/or by Austrian law;
  - (b) Ensuring that reports, statements of account and proposed budgets to be provided to the General Assembly are so provided;
  - (c) Making recommendations to a meeting of the General Assembly on all matters included in the provisional agenda of the meeting (requirements in connection with amendments of the Association's Statutes or with dissolution of the Association are specified in Article XXIII and XXIV, respectively);
  - (d) Approval of the Budget of the Association, which includes that of the Vienna International School, for the coming financial year (Article XXI) and of any major changes therein. Approvals shall require a two-thirds majority of Members of the Board present at the meeting;
  - (e) The administration of funds, property and real estate of the Association;



- (f) The appointment as well as the termination of employment of the Director of the Vienna International School;
  - (g) Approval of the number and type of posts and of the contractual terms for staff;
  - (h) Consultation with the Director on the appointment of senior teaching and administrative staff specified in Article XVI-3;
  - (i) Appointment of Members to the Finance Committee of the Board (Article XVIII);
  - (j) Supervision of the Association Officers' and the staff's compliance with contracts entered into by the Association with third parties, in particular the Federation and the City of Vienna.
2. The Board shall adopt rules of procedure that shall not conflict with these Statutes.
3. (a) The Board shall elect from among its Members a Chairperson, a Vice-Chairperson, a Secretary, and a Treasurer to serve as Officers of the Association for a three-year term, in no event however beyond the end of their term as Board Member. At least one Officer should be an Elected Member of the Board.
- (b) Elections of Officers shall be chaired by the Chairperson or the Vice-Chairperson.
- (c) If the position of both Chairperson and Vice-Chairperson are vacant, the eldest (by age) Member of the Board shall have the duty to convene as soon as possible and to chair a meeting of the Board in order to elect a Chairperson and a Vice-Chairperson. Until these elections the eldest (by age) Member of the Board shall have all the powers of the Chairperson of the Board.
- (d) Officers shall be eligible for re-election.
4. The Chairperson acts as the representative of the Association. The Chairperson calls meetings of the Board and chairs those meetings, and reports to the General

Assembly on the activities of the Board. In the Chairperson's absence, the Vice-Chairperson shall undertake these duties.

5. The Secretary is responsible for keeping in good order all records pertaining to the Association, for the orderly conduct of its correspondence, for giving due notice of all meetings of the General Assembly and of the Board, for keeping the minutes of those meetings, and for recording all decisions and resolutions of those organs in a chronological record.
6. The Treasurer is responsible for the orderly conduct of the financial affairs of the Association, which include those of the Vienna International School, preparing for approval by the Board the budget of the Association for the ensuing financial year, preparing the Report on the budget for the Meeting of the General Assembly and the Annual Financial Report and the Annual Accounts in good time for them to be audited.
7. Two Officers of the Association acting together shall have the right of signature for and on behalf of the Association. In matters concerning funds or bank accounts, one Officer shall be the Treasurer or the Chairperson (Vice-Chairperson); in matters concerning contracts and legal documents, one Officer shall be the Chairperson (Vice-Chairperson) or the Secretary.
8. The Board is responsible for ensuring that a Member of the Board acts for an Officer who is prevented from carrying out the duties of the office.
9.
  - (a) To conduct business at a meeting of the Board, a quorum of at least four Members must be present including, if three or more Officers are appointed, at least two Officers of the Association or, if only two or one Officer(s) are appointed, at least one Officer.
  - (b) In establishing a quorum proxies issued by absent Board Members shall not be included in the calculation.
  - (c) For meetings of Committees of the Board a quorum of at least three committee members shall be required unless the Board decides otherwise.
10.
  - (a) Voting at meetings of the Board is reserved to Elected Members and Ex-Officio Members.

- (b) A Board Member, who is unable to attend a Board Meeting, shall have the right to issue a proxy in writing to another Board Member. Such a proxy authorises the holder to vote and to abstain from voting in the name of and for and on behalf of the absent Board Member. The authorisation shall only be valid for one Board Meeting to be indicated in writing in the proxy instrument. A Board Member shall not hold and exercise more than two proxies at the same Board Meeting.
  - (c) Decisions and resolutions at meetings of the Board and its Committees shall require a simple majority of votes cast unless otherwise specified in these Statutes. In the event of a tied vote, the Chairperson or the presiding officer has a casting vote.
- 11. The Board shall meet at least once in every quarter. Meetings shall be called as often as deemed necessary by the Chairperson, or on the request of the President, of one Officer, of two other Members of the Board, or of the Director of the Vienna International School. At least 7 days' notice must be given of each meeting. Should the Chairperson or two Elected Members and one Ex-Officio Member together decide that an emergency meeting is required, at least two days' notice must be given.
- 12. The Board shall have the right to constitute Committees and Sub-Committees and to dissolve these as it deems necessary. The Board may co-opt Members to serve on them providing that at least two members of each such committee are Members of the Board. The Members of the Board have the right to attend meetings of all committees and sub-committees.
- 13. The Chairperson of the Board may invite persons, who are not Board Members or Members of the Association, to attend and to speak at meetings of the Board. The attendance of such persons, which - in the discretion of the Chairperson of the Board - may be for the entire meeting or a portion thereof (unless the Board decides otherwise), shall be exclusively in a non-voting capacity.
- 14. The Board may co-opt individuals to serve on the Board for a determined period of time to assist and advise the Board on specific matters, provided that such co-opted Members shall not have the right to vote and the Board shall inform the General Assembly at the latter's next meeting of the names of individuals so co-opted and the duration of their co-option.

## Article XII

### The Composition of the Board

1.
  - (a) The Board shall comprise three Elected Members and four Ex-Officio Members (the four appointed Representatives to the Association as specified in Article V).
  - (b) The Board shall be considered legally constituted when it comprises at least four Members - elected or ex-officio.
2.
  - (a) Board elections shall take place at the Meeting of the General Assembly when a seat is due for election.
  - (b) The term of office of the three Elected Members shall run from June 1 in the calendar year following the Meeting of the General Assembly electing the Member to May 31 of 3<sup>rd</sup> subsequent calendar year.
  - (c) These terms shall remain unaffected by any co-opting or by elections that may become necessary (paragraph f of this Article).
  - (d) An Elected Member of the Board ceases to be a member if he or she ceases to be a Full Member or Registered Spouse or if he or she resigns from the Board.
  - (e) Elected Members of the Board may be re-elected.
  - (f) In the event of a mid-term vacancy on the Board, in the position of an Elected Member, the Board may co-opt a Full Member or a Registered Spouse to serve until the close of the next meeting of the General Assembly. If this is not the meeting of the General Assembly at which the seat is due for election, a by-election shall be held.
  - (g) The Austrian Federal Minister for European and International Affairs shall have the right, but not the duty, to appoint a Representative to the Board, who shall not be a Member of the Board, by communicating in writing his or her name to the Secretary of the Association. Such appointment may be revoked at any time by a corresponding written communication to the Secretary of the Association - with or without the appointment of a new Representative.

- (h) Such Representative shall be invited to all meetings of the Board and he or she shall have the right to speak at Board Meetings, but not to participate in voting and in elections.

### **Article XIII**

#### **Electoral Committee**

1. The Electoral Committee is responsible for the elections to the Board as set out in Article XIV.
3. The Electoral Committee consists of three members and the President of the Association.
4. The members of the Electoral Committee shall be Full members of the Association and shall be appointed by the President of the Association for a period of three years.

### **Article XIV**

#### **Elections to the Board**

1.
  - (a) An eligible Full Member of the Association or a Registered Spouse who wishes to be a candidate for Board Membership shall communicate his or her candidature to the Electoral Committee in writing eight weeks before the date of the Meeting of the General Assembly at which the respective Board election(s) will take place.
  - (b) A Full member or Ex Officio Member of the Association and his or her Registered Spouse are not eligible to simultaneously serve as members of the Board.
  - (c) If the number of valid candidatures received by the Electoral Committee eight weeks before the date of the Meeting of the General Assembly is less than double the number of Board Members to be elected at the relevant Meeting of the General Assembly, the Electoral Committee shall inform the members of the Association in writing and issue an extra call for candidature providing another two weeks for the candidature to be received; and if after the extra two weeks no new candidature is put forth, the process shall be considered closed.

2.
  - (a) Such declaration of candidature shall be made using the form prepared by the Electoral Committee, if any. The declaration shall indicate the candidate's willingness to serve as Board member, if elected, and it shall be accompanied by a summary of the candidate's experience and motives that qualify him or her for Board Membership.
  - (b) The declaration of candidature shall be supported by 25 Full Members or their Registered Spouses (other than the candidate), who shall indicate their support in writing by signing a statement to this effect using the form prepared by the Electoral Committee, if any. Full Members or their Registered Spouses shall have the right to support more than one candidate.
  - (c) Such statements shall be submitted by the candidate to the Electoral Committee at the same time as his or her declaration of candidature.
3.
  - (a) The Electoral Committee shall prepare a list of valid candidates. The Electoral Committee shall reject as invalid a candidature, which is not in accordance with the provisions of the Statutes of the Association.
  - (b) Withdrawal of support for a candidate after the filing of the declaration of candidature shall not affect the validity of candidature.
4. The Electoral Committee shall ensure that the names of valid candidates, together with their summaries, are sent to all Full and Ex-officio Members normally at least 14 (fourteen) days before the Meeting of the General Assembly. A record of such distribution by the School Office and posting of candidates' names on the Association Notice Board at the School shall constitute proof of proper notification. The non-receipt of a notice by one or more Full or Ex-officio Members shall not of itself invalidate the election.
5.
  - (a) Subject to sub-paragraph (d) below, Board elections shall be conducted by the Electoral Committee by secret ballot and in accordance with such procedures as adopted by the Electoral Committee.
  - (b) Ballot papers shall be distributed to Full Members or their Registered Spouses before the commencement of the meeting of the General Assembly.
  - (c) The candidate that obtains a greater number of valid ballots cast than any other candidate in the balloting shall be deemed to have been elected to the Board.

- (d) Where there is only one valid candidate at the General Assembly, the President (or Presiding Officer) may declare that such candidate shall be deemed to have been elected to the Board.
6. If a by-election is to be held (Article XII-f), the Electoral Committee shall apply correspondingly the principles set out in this Article.

## **Article XV**

### **The Internal Auditors – External Auditor**

1. After the end of each fiscal year, the Board shall determine whether the appointment of an External Auditor is required pursuant to §22 Abs 4 of the Vereinsgesetz (Association Law).
2. The External Auditor shall be appointed, by the General Assembly at its Meeting, for a period of two years, with the possibility of extension, provided that the same External Auditor may not be appointed for more than three consecutive two-year periods.
3. The External Auditor will also be responsible to fulfil all duties and obligations of the Internal Auditors, unless separate Internal Auditors have been appointed.
4. If no External Auditor is required according to §22 Abs 4 of the Vereinsgesetz two Internal Auditors shall be appointed by the General Assembly for a period of two years. Re-appointment is permitted, provided that the same Internal Auditor may not be appointed for more than three consecutive two-year periods.
5. Only external accountants or tax consultants shall be appointed as Internal Auditors.
6. The Internal Auditors are responsible for continuously supervising the Association's business and auditing the Association's financial management to ensure that the accounts are maintained in compliance with legal requirements and that resources are used in compliance with the Statutes. They shall report to the General Assembly.

**Article XVI****The Director of the Vienna International School**

1.
  - (a) The Director of the Vienna International School, within the framework of policy set by the Board and under its overall guidance, is the chief executive officer of the School and shall provide educational and managerial leadership.
  - (b) The Director shall have charge of the day-to-day activities of the School and shall exercise general supervision over and be responsible for all matters relating to education, administration, finance, and management. He or she shall prepare recommendations and appropriate advice to the Board.
  - (c) The Director shall operate the School pursuant to the Private Schools Act, Federal Legal Gazette No. 244/1962 (as amended from time to time) and the Organizational Statute approved by the Federal Minister for Education and Art (on the basis of the aforementioned Act) as well as in accordance with the decisions and resolutions of the General Assembly and the decisions and directives of the Board to the extent same do not contradict the aforementioned Organizational Statute and within the framework established in the approved budget.
2. The Director shall address the meetings of the General Assembly and the Board may request the Chairperson to call a Board meeting for this purpose. The Director shall report regularly to the General Assembly on the work and state of the School (Article X-4(h)).
3. Within the constraints specified in Articles X-4(g), XI-1(g), paragraph 1 of this Article and the applicable Austrian legislation:
  - (a) the Director, with the consent of the Board, shall undertake the appointment and termination of the Assistant Director, the Heads of School and the Business Manager, if any, and the relevant contracts shall be co-signed by Chairperson of the Board and the Director;
  - (b) the appointment and termination of teaching staff shall be the responsibility of the Director, who shall have the authority to sign their contracts on behalf of the Board as delegated by the Board; and



- (c) the appointment and termination of other administrative and support staff shall be the responsibility of the Director, who shall have the authority to sign their contracts on behalf of the Board.
4. The Director shall regularly report to the Board and the Finance Committee of the Board, and he or she shall submit reports to the meetings of the General Assembly on the major activities of the School during the period under review and on the financial situation of the Association.

#### **Article XVII**

##### **Right of the Chairperson of the School Works Council to address the Board**

The Chairperson of the Vienna International School Works Council (Betriebsrat), if any, or his or her representative shall, on application to the Chairperson of the Board, have the right to address the Board.

#### **Article XVIII**

##### **The Finance Committee of the Board**

1. The Board shall appoint a Finance Committee under the Chairpersonship of the Treasurer to monitor the finances of the School. It shall consider the annual budget proposal for the Vienna International School submitted by the Director and make recommendations, and shall carry out such other functions as may be determined by the Board or the General Assembly. The Committee shall report regularly to the Board.
2. Membership of the Finance Committee shall comprise at least the Treasurer and two other member of the Board, and such other Members of the Association as the Board may choose to co-opt; the Director and the Business Manager, if any, shall attend meetings as observers.

#### **Article XIX**

##### **Right of Access to Information**

1. The President, the Officers of the Association, two Members of the Board exercising their right of examination together, the Internal Auditors, and the External Auditor

shall be entitled at any time to examine the accounts, records, and correspondence of the Association, including those of the Vienna International School, and of any other activity operated under the aegis of the Association or the School.

2. Upon the request of the Representative of the Federal Minister for European and International Affairs the Board shall supply all the information necessary in order to put him or her in the position to be satisfied that the provisions of these Statutes and of contractual agreements, if any, between the Association, on the one hand, and the Republic of Austria (Federation), represented by the Federal Ministry for European and International Affairs, and the City of Vienna, on the other hand, are observed.

## **Article XX**

### **Working Language of the Association**

The working language of the Association shall be English.

## **Article XXI**

### **Financial Year**

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

## **Article XXII**

### **The Arbitration Committee**

1. The Arbitration Committee rules on all differences and conflicts arising from relationships within the Association excluding the revocation of membership by the General Assembly.
2. The Arbitration Committee is composed of the President of the Association and four other Members. Each of the opposing parties appoints two Members who shall be Members of the Association. The President may choose to invite a legal adviser to assist the Committee; the adviser shall have no vote.
3. The President calls meetings of the Arbitration Committee, presides over them and has a casting vote. Requests for arbitration shall be in writing to the President, who shall call a meeting of the Arbitration Committee within one month of receipt.

4. The Arbitration Committee renders its decisions in the presence of all its Members 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. The decisions of the Arbitration Committee are final within the Association.
5. If the President is unable to preside over the meeting of the Arbitration Committee, the President may designate a Member of the Association to act as presiding officer. If no Member has been so designated, the four Members shall choose a 5th Member, who shall be a Member of the Association, to act as presiding officer. The presiding officer shall assume the rights and duties of the President as set out in this Article in respect of the case until a decision is reached.
6. The Members shall append their signatures to the record of the proceedings to confirm it as authentic.

### **Article XXIII**

#### **Amendments to the Statutes**

1. These Statutes shall be authentic in English and German.
2. Any proposed amendments to the Statutes of the Association shall first be considered by the Board. If these are supported by a two-thirds majority of Members of the Board, they shall be considered by a meeting of the General Assembly under a separate agenda item; the texts of the amendments shall be circulated with the provisional agenda (Article X-4(b), -9, -10).

### **Article XXIV**

#### **Dissolution of the Association**

1. Any motion to dissolve the Association shall first be considered by the Board. After consideration of any views expressed by the Appointing Authorities specified in Article V-3 and, provided that the recommendation to dissolve the Association is thereafter approved by two-thirds of the Members of the Board, an item to this effect shall be included in the agenda of a special meeting of the General Assembly. In the event of the existence of assets of the Association the aforementioned special

meeting of the General Assembly shall also decide on the liquidation of the Association and, in particular, on the appointment of a liquidator.

2. In the event of dissolution of the Association or if the hitherto privileged Objective of the Association ceases to exist, such assets of the Association as remaining after the settlement of all and any liabilities shall be transferred exclusively to another private, public or international body that is recognised as "gemeinnützig" (i.e. its interest is in the furtherance of the common weal) in accordance with §§ 34 et seq. of the Austrian Federal Revenue Code (Bundesabgabenordnung) subject to the condition that such assets shall be used exclusively for an Objective similar to that specified in Article II-1 and under the terms specified in Article II-2 of these Statutes. Unless the aforementioned special meeting of a General Assembly decides to which non-profit making body, as defined above, the remaining assets of the Association shall be transferred, the choice of such body shall be in the discretion of the liquidator.

## **Article XXV**

### **Transition Provisions**

1. Amendments to the Statutes of the Association shall enter into force – subject to the approval of the Association Authorities – under the condition and time limit specified in Article I section (8) of the Agreement between the Federation represented by the Federal Ministry of European and International Affairs and the City of Vienna, on one hand, and the Vienna International School Association registered in the Associations' register of the Federal Police Department Vienna (Associations Office) under register number XV-1438 (ZVR Zahl 912405494), hereinafter referred to as "Verein", on the other hand, or the day following the express approval in writing by the Federation, whichever date is earlier.
2. The Secretary of the Association shall inform the Appointing Authorities referred to in the Article V-3 of the date of the entry into force of any amendments to the Statutes of the Association.

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