

***This is a uncertified translation of the original statutes of “Verein Offenes Lernen“ as they have been filed with the competent Austrian authorities. In case of differences between the German and the English version or any ambiguities, the German version shall prevail.***

## **Statutes of the association „Open Learning (*Verein Offenes Lernen*)**

### **Preamble**

The association Open Learning („OLE“) has its office in Vienna and is a principal association (*Hauptverein*). The purpose of OLE is the promotion and the dissemination of education for people willing to learn and to teach, without entering into competition with subsidiary associations (*Zweigvereine*) as they may exist,

### **Section 1**

#### **Name, main office, business year**

1. The association is named „Association Open Learning“ (*Verein Offenes Lernen*)
2. Its main office shall be Vienna, it is operative worldwide.
3. Its business year is identical with the calendar year.

### **Section 2**

#### **Structure**

1. This association is a principal association (*Hauptverein*) as set out by the Austrian Act on Associations (*Vereinsgesetz 2002*) and may

establish or admit subsidiary associations (*Zweigvereine*).

2. The cooperation between the principal association (*Hauptverein*) and the subsidiary associations (*Zweigvereine*) shall be ruled by identical wording with the exception of Sec 2 par 1 of these statutes.
3. The purpose of the subsidiary association (*Zweigverein*) constitutes a part of the purposes of the principal association (*Hauptverein*).
4. The association recognizes the statutes and rules of superior associations to which it is member, as far as such recognition is obligatory for membership therein.
5. All „rights and duties of members“ of the principal association (*Hauptverein*) (Section 8 of the statutes of the principal association (*Hauptverein*)) as well as the regulations on the protection of data (Sec 9 of the statutes of the principal association (*Hauptverein*)) shall be incorporated identically in the statutes of the subsidiary association (*Zweigverein*).
6. All members of the subsidiary association (*Zweigverein*) principal association (*Hauptverein*) automatically become members of the principal association (*Hauptverein*). Any existing categories for membership of superior associations shall apply without change. The central administration of the members' registry and the accounting system shall lie with the principal association (*Hauptverein*).
7. In case of a dispute arising between the principal association (*Hauptverein*) and a subsidiary association (*Zweigverein*), the appeal to the arbitration tribunal of the principal association (*Hauptverein*) shall be possible. Its decisions is binding upon all parties.

8. The ordinary general meeting of the principal association (*Hauptverein*) shall take place together with those of the subsidiary associations (*Zweigvereine*).
9. Changes of Sec. 2 of these statutes according to Sec. 12 par 10 of these statutes apply to the principal association (*Hauptvereine*) and subsidiary associations (*Zweigvereine*) in the same way. The relevant executive board of each association is responsible for the filing of such changes with the competent authorities.

### **Section 3**

#### **Purposes of the Association**

1. The activities of the association shall not be undertaken for profit and shall, in every respect, be charitable.
2. The association shall promote the communication among peoples; creation of new accesses to education and the realization of new training and learning methods and processes.
3. The promotion of younger people as well as the promotion of the individual potential of people in formation in any situations of life.
4. Furthermore, the application in practical life, e.g. in public education, conservation and further development of local culture or, respectively, the exercise of sports.

### **Section 4**

#### **Means for the Attainment of the Association's Purposes**

1. The purpose of the association shall be attained by the idealistic and material means as set out by par 3.

2. In particular, idealistic means shall mean:

- a) The use of cultural and social diversity, especially through involvement of international members;
- b) The creation of pedagogic exercises and the organisation of courses in reality and in virtual space;
- c) International conduct or, respectively, orientation of events and projects;
- d) Creation of pedagogic material, which shall be made accessible for the community under an open source licence;
- e) Edition of journalistic publications and the establishment of libraries and files which shall be made accessible for the community under the open source paradigm;
- f) Equal participation of all members in decisions on and to the conduct of activities;
- g) Support and integration of of communities supporting the associations' purposes, when the support of the associations' purposes is laid down in the their Community-Charter.
- h) Cooperation of associations, organisations and persons with similar purposes in the territory of office and abroad;  
Administration of the associations assets.

3. The material means shall consist of:

- a) Entry fees and membership fees, as well as:
- b) Profits from conduct of courses and education, projects, works and events

- c) donations, public aids, legacies and other monetary or real gifts
- d) Sponsoring (with advertisements of the association or, respectively its members), aids of public and private institutions;
- e) Foundation and acquisition of or shares in enterprises and institutions serving the association's purposes
- f) Profits from investments, enterprises owned by the association and the association's savings.

4. The association may found departments and subsidiary associations (*Zweigvereine*) serving the association's purposes.

## **Section 5**

### **Categories of membership**

1. Association's members are divided into ordinary and extraordinary members.
2. An ordinary member may be every natural or legal person serving the association's activities by paying the membership fee.
3. Founding members are those ordinary members having paid the founding membership fee as determined by the general meeting.
4. Extraordinary member may be every natural or legal person who supports the association's purposes by active engagement.
5. All members of subsidiary associations (*Zweigvereine*) automatically are members of the association OLE (*Verein Offenes Lernen*).

## **Section 6**

## **Acquisition of membership**

1. Admitted as member may be every natural or legal person who wants to support the association's purposes and aims.
2. The application for membership may consist in signature of an application of entry or the filling-out of an online application.
3. The admission of ordinary and extraordinary members enters into immediate effect with the receipt of the application for membership. The executive board is authorized to annul that application at his next meeting with effect for the past, the admission may thus be rejected without justification.
4. A change from one category of membership to another occurs with the meeting of the criteria (e.g. age, income) laid down for the respective category of membership, in all other cases by agreement between the respective member and the executive board.
5. In case of a non-profit association, the entry as member is formally dependent upon the compatibility of such association's statutes with Section 2 of these statutes. In all other cases, a written agreement on the compatibility of the statutes or general terms and conditions (*AGB*) has to be negotiated with the executive board.

## **Section 7**

### **Begin and end of membership**

1. Membership ends with:

- a) voluntary exit;
- b) exclusion;
- c) death.

2. With the receipt of a written demand of a member concerning his or her voluntary exit, which may be submitted by an online application, the membership is deactivated. The membership then ends automatically in the moment all the member's obligations and liabilities (e.g. membership fees, exoneration by the general meeting) have been met.

3. Membership may be terminated or deactivated via the executive board's resolution on the exclusion of the respective member, for example if:

- a) a member has not, until one month after a respective admonition, met his or her financial obligations;
- b) a member has acted against the the association's purposes, after hearing of the respective member, and an exclusion reason has been found, e.g.
  - i. grave violations of the statutes or of regulations of public law relevant for the conduct of the association's activities
  - ii. violations of the association's interests damaging the association economically or which harm its reputation in public
  - iii. damages of association's property in an culpable or gross negligent way
  - iv. Non-execution of the general meeting's or the executive board's resolutions

4) The exclusion is resolved by the executive board with simple majority of votes. Membership fees or other donations will not be refunded.

5) A written appeal against the exclusion is possible and triggers the competence of an arbitration tribunal to be seated within one month. Until its decision, the membership is suspended.

6) The exit of the member does not terminate existing financial obligations towards the association. The member is obliged to meet all his existing obligations immediately. In case of arrears, it is agreed that the association may demand 1% interests per month as well as the costs for the admonition. The ex-member has to hold free the subsidiary and the principal association (*Haupt- und Zweigverein*) of any liabilities entered into on their behalf. With exit or exclusion, the member's rights to the use of the association's assets extinguish.

## **Section 8**

### **Rights and obligations of members**

1) Ordinary members are obliged to participate in all events of the association. They possess voting rights.

2) Extraordinary members are entitled to participate in events under the condition that the executive board does not exclude them.

3) All members have the right to be heard and to file applications in matters relating to them.

4) All members may access the association's files and documents as far as third parties' rights (Section 9) do not command otherwise. In particular, every member has to be given access to all resolutions and reports of all the association's organs as well as all information concerning the respective member.

5) Members are obliged to support and promote the associations' interests by all means and to refrain from any conduct potentially harming the association's reputation. They are obliged to inform themselves on and to respect the association's statutes, regulations of use and the association's organs' resolutions.

6) Ordinary members are obliged to payment in time of the membership fees, in the amount as determined by the general meeting. The payment may be deferred, reduced or exempted by the executive board in case of understandable circumstances.

7) All profits, aids, costs and assumptions of costs caused by a certain member shall be booked and calculated as obligations or, respectively, demands between the association and such member in a unified system.

8) There is no right to the assumption of costs or the billing of services by the association without an agreement compatible with these statutes and under application of the calculation standards used by the bursar.

9) Members agree to the use of their personal data in the way as defined in Section 9. During their relation with the association's institutions and assets, they oblige themselves to respect the relevant laws on data protection and the relevant laws on intellectual property.

10) If not agreed otherwise, all members will make accessible to the public their contents (knowledge, ideas, methods and materials) created during association events or at other times under an "open source" licence. If not stipulated otherwise by the author, „Creative Commons Licence in its German version 3.0 with the naming of the author“ shall apply to such contents. Every

member obliges him- or herself to donate only contents to the association whose user rights may and shall be tradited permanently.

11) The member participates in association events on his or her own risk. The member is liable for damages of the association's property under the relevant provisions of private law. Members are liable for their declarations and any other activities on their own account.

12) The association's liability is limited to cases where a member of an association's organ or an authorized and entitled representative of the association is liable for misconduct, according to relevant provisions of Austrian Civil Law.

13) Every member has to see to its physical and psychical constitution necessary for the conduct of his or her membership or, respectively, the association's purposes, on its own. In case of doubt, it is advisable to undergo appropriate (medical, psychological) investigation. Parents are liable for their child's.

## **Section 9**

### **Data protection, data security and freedom of information**

1) Personal data shall be collected exclusively where and when necessary for the attainment of the association's purposes as laid out in Section 3 and 4 and shall, therefore, be used to the minimal extent possible. After termination of membership according to Section 7, the member may claim the erasement of his data, which will be executed as soon as possible.

2) To minimize dissemination of personal data, such data will be centrally encrypted and stored with the principal association (*Hauptverein*). They will

be made accessible inside the association or, respectively, the principal association, only when necessary for the conduct of the association's purposes or for the conduct of association events in which the relevant person participates. Excepted from this provision is the data made accessible to others by the relevant person her- or himself.

3) Personal data can only be accessed by a secure „open id“ authentication. Such „open id“ may be, upon demand by the relevant person, administrated and controlled by her or him in a decentralized way.

4) Personal data shall not be submitted or made accessible to thirds outside the subsidiary association (*Zweigverein*), respectively, the principal association (*Hauptverein*), except where they are mandated to do business on behalf of the association according to Section 9 of these statutes. Whenever personal data is necessarily submitted, it will be in encrypted form.

5) Whenever possible, data shall be used and published in an anonymised way. An exception from this shall apply in case of reports on event results, annual reports, publications and similar; further, in case of the naming of the author in respect of contents as well as other information serving the members' communication, where a pseudonym may be used upon demand. Another exception applies to the identity of members being association organs or candidating for such position.

6) Contents or event invitations may be certified, e.g. to guarantee a certain age or normized quality standard. Such certification shall be technically realized and published by the principal association (*Hauptverein*). Evaluations may comprise the following areas:

a) Social evaluation by participants or, respectively, consuments of

events or, respectively, contents;

b) Evaluation of sustainability via structured inquiries of participants or, respectively, consumers, after a certain longer time period (e.g. 3 years);

c) Evaluation by an external expert under application of a normed method;

d) Self-evaluation of the organizer or, respectively, the contents' editor.

## **Section 10**

### **Membership fees**

1) Membership fees and duties shall be determined by the general meeting. Extraordinary members shall be exempted from the payment of the membership fee. It is agreed that a certain amount of the membership fee will be subtracted as participation fee in courses.

2) Fees and duties of superior associations, in particular of the principal association (*Hauptverein*), are to be fully and expressively included in the membership fees.

3) Fees are to be paid prior to any event.

4) Profit if any may be used only for purposes in compliance with these statutes. Members may not stipulate on profit shares or any other assets of the association's financials, except for compensation for expenses under the relevant legal provisions.

## **Section 11**

### **Association's organs**

- 1) Organs of the association are the general meeting (Section 12), the executive board (Section 13, 14), any department, if any (Section 15), the auditors (Section 16) and the arbitration tribunal (Section 17).
- 2) All resolutions of association's organs shall be valid with the moment of publication of the relevant written report, except those resolution to be filed by law, whereas the filing shall be the moment of their validation.
- 3) Resolutions may be objected by members within one year, which shall be noticed in the relevant report. A resolutions not to be filed by law shall be void from the moment 10 % of all ordinary members object to it, and has to be reconsidered at the next meeting of the relevant association's organ, taking into account that objection .
- 4) During the conduct of association's organs, the presence of members shall be admitted. Decisions necessarily to be taken in the near or far future shall be published as soon the relevant date of decision is known.
- 5) All members shall have the right to file a written application to any association's organ electronically, as long as it is supported by at least one ordinary member.
- 6) Voting procedures are subject to secrecy, except for resultions taken in writing (*Umlaufbeschlüssen*), as long as it is sufficiently guaranteed that the voting occurs without external influence. Every person shall have only one voice per vote and may not transfer her or his voice. A voting possibility for persons not physically present shall be possible (e.g. online).

## **Section 12**

## General meeting

- 1) The general meeting is the „members meeting“ according to the Act on associations 2002 (*Vereinsgesetz 2002*). The ordinary general meeting shall take place every year.
- 2) An extraordinary general meeting takes place, within 4 weeks, upon a resolution by the executive board, the ordinary general meeting, a written filing of at least one tenth of the members or on demand by the auditors.
- 3) Members are to be electronically and in writing invited (it is sent to the address of each member as last notified to the association) to an ordinary general meeting at least 4 weeks in advance and to an extraordinary general meeting at least 2 weeks in advance. Additionally, the invitation must be made public. The invitation of the general meeting has to include a schedule. The invitation and preparation shall be made by the president or his representative.
- 4) Filings to be treated by the general meeting by way of resolution have to be filed electronically and in writing with the executive board, as long as the envisaged resolutions are not based on resolutions of the executive board.
- 5) The executive board prepares the schedule, the report on activities, the balance sheet, the budget proposal and the voting proposals.
- 6) The general meeting shall be competent for the taking of resolution with any number of members present. In case less than half of all members are present at the time as defined in the invitation, the general meeting is delayed for 30 minutes. After this, it is competent of taking resolutions without taking into account the members present.

7) Founding members shall have active and passive voting rights. Ordinary members shall have active voting rights after three years of membership only .

8) The general meeting alone shall be competent for the following tasks:

- a) Election of two secretaries presiding the meeting
- b) approval of minutes of the last general meeting
- c) approval of the schedule
- d) approval of agreements between auditors and the association
- e) Receipt and admission of the annual report and of the balance sheet, after report from the auditors
- f) Annulment of resolutions of other association's organs, with the exception of those by the arbitration tribunal
- g) Exoneration of members to the executive board
- h) Foundation or resolution of departments; foundation of partial associations (*Teilvereinen*)
- i) Election and dismissal of department managers, members to the executive board and auditors
- j) Resolution on budget proposals
- k) Resolutions on regulations on facility use and conduct
- l) Determination of membership categories and of the amount of such members' fees and duties
- m) Resolutions on change of statutes and the voluntary termination of the association
- n) Counsel and resolution power concerning any written filings filed in time

9) The presidents of the meeting may delay the treatment of filings not filed in time until the next general meeting. Such resolution may be voted down by the general meeting with simple majority.

10) The general meeting of the principal association (*Hauptverein*) decides with simple majority of all valid votes cast together with the majority of votes of the majority of associations represented. [wie ist denn das eigentlich gemeint – deutscher Text unklar!] For changes of statutes concerning several associations according to Section 2, a majority of two thirds of all valid votes as well as a majority of two thirds of all subsidiary associations (*Zweigvereine*) are required, whereas such changes of statutes shall apply to all subsidiary associations automatically. Resolutions concerning a department require the majority of all valid votes of each department.

11) The candidating department manager shall be member to the executive board and has to obtain a majority of votes of all members as well as all department members. Every department requires a department manager.

12) To found a subsidiary association (*Zweigverein*), two proponents of the subsidiary association to be founded anew shall file a notification with the competent authority. Within the association, a department is created by separation, whereas the association's assets as laid down by the balance sheet shall be transferred to such new subsidiary association (*Zweigverein*), under the conditions that the new subsidiary association shall adhere to the statutes of the mother association as laid out by Section 2 and recognizes, in its function as subsidiary association (*Zweigverein*), the principal association OLE (*Verein Offenes Lernen*) as its superior. Members related to the hitherto department shall automatically become founding members of the new subsidiary association (*Zweigverein*) without losing their membership to the mother association. The foundation of a subsidiary association (*Zweigverein*) requires the majority in the general meeting (as laid down in paragraph 10) or the written support of three quarters of members of the department founding the new subsidiary association (*Zweigverein*), whereas only these members

shall be founding members of the new subsidiary association (*Zweigverein*).

13) The association's termination and resolution (Section 18) requires a majority of two thirds of all members, whereas at least half of all members admitted to the vote have to cast their vote. Such termination resolution has to establish interim rules securing the potential continuation of subsidiary associations (*Zweigvereine*).

### **Section 13**

#### **Executive board**

1) The executive board consists of at least 3 founding members, including the president and the bursar, probably the members to the executive board named in the voting proposal and given a clearly defined field of tasks, including responsibility for the budget, as well as the department managers.

2) The function period of the executive board is two years. Re-election as to the same function is admitted.

3) Every member to the executive board has to nominate a proxy. The proxy is only authorized to vote and to act on behalf of the relevant member to the executive board in case of her or his indisposal. The functions of the president and the bursar require the adherence to the principle of four eyes.

4) The executive board's meetings shall be set by the president after having invited all its members at least four days before the decision is taken by written submission of the schedule and the publication of the meeting's date.

5) The executive board is competent to decide, after invitation of all its members, as soon as half of its members are present. Resolutions

concerning the assets and financials of the association must not be taken without the presence of the bursar.

6) The executive board decides with simple majority; in case of equality of votes for and against a decision, the vote of the president, who presides each executive board's meeting, shall decide.

7) The executive board manages the association. It is the management organ in the sense of the Austrian Act on Associations (*Vereinsgesetz 2002*). It is competent for all tasks not to be fulfilled by other association's organs as laid down by the statutes. It is competent for, in particular:

a) Editing of the annual budget proposal as well as the annual report and balance sheet

b) Invitation and preparation of ordinary and extraordinary general meetings

c) Execution of resolutions taken by the general meeting

d) Resolution on regulations on use of the association's facilities

e) Documentation of all resolutions of all association's organs in their latest versions in a journal and its publication

f) Admission and exclusion of association's members

g) Conclusion and termination of contracts with employees of the association

h) Conclusion and termination of contracts with thirds

i) Administration of the association's financials

8) With the exception of death and of termination of the function period, the function of an executive board member terminates by voluntary exit and exclusion (Section 7) as well as a written declaration of retreat towards the executive board. A retreat shall enter into effect upon election of a successor. The retreating member to the executive board is obliged to transfer all affairs to his successor within 4 weeks at the latest.

9) In case of prior retreat of a member to the executive board, the executive board has the right to co-opt a new member for the remainder of the function period, whereas the approval and the exoneration, separately for each person, has to be obtained from the next general meeting, which shall be presented with the declaration of retreat. In case of retreat of half the executive board, an extraordinary meeting shall take place.

10) The general meeting may dismiss, at any time, the entire executive board or any of its members. The dismissal enters into effect with election of a new executive board or, respectively, a new member to the executive board.

11) The function as member to the executive board is not remunerated. The executive board may mandate employees of the association or thirds with the conduct of businesses on behalf of the association. Every member to the executive board may build working or project teams for her or his support, to whose activities Section 11 (paragraphs 2 to 6) apply in analogy. The tasks as defined in Section 14 may not be delegated to an employee or to project or working teams.

## **Section 14**

### **Special tasks of single members to the executive board**

1) The president conducts current affairs of the association and represents the association towards thirds. She or he is responsible for the correct information of members about future decisions and the written publication of all resolutions of the association's organs, as well as the required notifications to authorities. He or she is responsible for the storage and security of all documents and files of the association. She or he is responsible for the complete transfer of all files to his or her successor.

2) The bursar is responsible for the financials of the association in due course. He or she creates the balance sheet under application of standards of duplicate accounting including profit and loss accounts. He or she shall accept only receipts signed by the competent mandator, whereas the four-eyes-principle has to be applied.

3) Written declarations and agreements of any kind of the association, in particular any disposition of the association's financial assets, are only valid when signed by the president and the bursar. Oral agreements have to be authentically codified in writing, whereas the four-eyes-principle has to be applied. Agreements between the association and members to the executive board require the signature of an executive board's member not involved therein.

4) Powers of attorney for the representation of the association in relation to thirds or for signing of agreements may only be edited by the members to the execution board as mentioned in Section 13 within the scope of their responsibility as defined therein and approved by the general meeting. To secure liquidity, intentions of certain payments shall be conditioned upon approval by the bursar.

5) The department managers are responsible for the contents of their department have exclusive control and responsibility of their department's budget.

6) In case of immediate risk, the president is entitled to act on behalf of the association with binding effect, whatever the matter may be and in his sole responsibility. Within the association, her or his decisions shall be conditioned upon approval of the relevant competent association's organs.

## **Section 15**

### **Departments**

1) A department is a part separate in its organisation from the association dedicating its work to a partial aspect of the association's purposes as laid down in Section 3. It is managed by a separate department management board. This one may propose department duties, e.g. for the participation in events of the department, as part of membership fees, to the general meeting.

2) For each and every department, a single group of bank accounts shall be established in the balance sheet, which shall show the economic success as well as the accumulated profits, which are, in return, to be used for the department's conduct.

3) Members choose to be related to a department for one year by either participation in the department's events and/or the payment of a department duty as a department member.

## **Section 16**

### **Auditors**

1) Two auditors shall be elected by the general meeting for a function period equal to the business year. A re-election is admitted. Auditors are excluded from any function in an association's organ which their controlling function encompasses, with the exception of their membership to the general meeting.

2) The auditors shall control the association's business conduct as well as its financials with respect to their due conduct as well as their accounting

principles, compliance with forms and use of financial means as laid out by the statutes.

3) Agreements of any kind between the auditors and the association require the approval of the general meeting.

## **Section 17**

### **Arbitration tribunal**

1) Disputes arising out of the association shall be decided by an arbitrator. Every party to the dispute nominate one member as arbitrator, both arbitrators agree on a third impartial person as the president of the arbitration tribunal.

2) In case that not all arbitrators are nominated within 2 weeks, a professional mediator shall be mandated, whose costs shall be borne equally by the parties to the dispute. The executive board shall see to the start of the arbitration tribunal's work no later than 4 weeks after its appeal.

3) The arbitration tribunal shall decide on the basis of provable facts, its decision are binding within the association.

4) An appeal to the arbitration tribunal is admitted in case of a dispute between a subsidiary association (*Zweigverein*) or of its organs, its decision are binding upon such association.

## **Section 18**

### **Voluntary termination of the association**

1) The voluntary termination of the association may only be resolved in an

extraordinary general meeting established for this very purpose and upon resolution by a majority and presence quorum as defined in Section 12 (3). Such decision is irrevocable. It has to include an interim set of regulations to ensure the continuation of potential subsidiary associations (*Zweigvereine*).

2) The general meeting shall decide about the winding-up, as far as financial assets of the association are extant. In particular, it shall nominate a liquidator and decide to whom the remaining assets, after fulfilment of all obligations, shall be transferred.

3) The last executive board shall file the voluntary termination of the association with the competent authority in writing and shall, in compliance with its obligations under the Austrian Act on Associations (*Vereinsgesetz 2002*), execute the voluntary termination.

4) With the termination of the association or with omission of the association's privileged purposes, the remaining financial assets shall be used for charitable, benevolent or ecclesiastical purposes in compliance with Sections 34 to 47 of the Austrian Act on taxes and duties (*Bundesabgabenordnung*).

End of statutes