

Statutes of the association „Gesellschaft zur Förderung von Alternativen Biomodellen“ (Rep Ref Red Society)

§ 1: Name, registered office and field of activity

(1) The association bears the name

**„Gesellschaft zur Förderung von Alternativen Biomodellen“
(Rep Ref Red Society)**

(2) It is based in Graz

(3) The establishment of branch associations is not intended.

§ 2: Purpose

The non-profit association aims to promote alternatives to animal experiments, to critically examine animal experiments and to be a contact point for PhDs and diploma students in order to offer better opportunities to learn techniques. By collecting know-how, a platform for knowledge transfer is to be established in order to exchange experiences and, as a consequence, to refine and reduce animal experiments by increasing the transparency of protocols.

§ 3: Means to achieve the Purpose of the Association

(1) The purpose of the association shall be achieved by the idealistic and material means mentioned in paragraphs 2 and 3.

(2) To serve as idealistic means:

- a) Lectures and meetings (conferences, symposia, congresses)
- b) Discussion meetings
- c) Issuing of publications
- d) Social meetings
- e) Establishment of a library

(3) The necessary material resources shall be raised by:

- a) Entry fees and membership fees

The amount of the membership fees is determined for each year of the association by the general assembly. Honorary members do not pay membership fees.

The executive committee is entitled to reduce the membership fee in justified individual cases or, in case of special emergency, to temporarily or completely exempt it from payment.

- b) Income from events
- c) Donations
- d) Collections and other grants

§ 4: Types of Membership

- (1) The members of the association are divided into ordinary, extraordinary and honorary members.
- (2) Full members are those who participate fully in the work of the association. Extraordinary members are those who promote the activities of the association, especially by paying an increased membership fee. Honorary members are persons who are appointed for this purpose because of special services to the association.

§ 5: Acquisition of Membership

- (1) Members of the association can be all natural and legal persons who are active in this relevant scientific field.
- (2) The executive board decides on the admission of full and extraordinary members. The admission can be refused without giving reasons. Until the association is formed, the provisional admission of full and extraordinary members is carried out by the association's founders, or, in the case of an already appointed board, by the latter. This membership only becomes effective when the association is formed. If a board of directors is appointed only after the association has come into being, the (definitive) admission of full and extraordinary members will also be carried out by the founders of the association until then.
- (3) The appointment as honorary member is carried out by the general assembly on proposal of the board.

§ 6: Termination of Membership

- (1) The membership expires by death, by voluntary resignation and by exclusion.
- (2) Resignation can only be effected at the end of the club/calendar year. It must be communicated in writing to the executive committee at least three months before the end of the association year which coincides with the calendar year. If the notification is made late, it is only effective as of the next resignation date. The date of posting is decisive for the timeliness of the notification.
- (3) The executive board can expel a member if, despite two written reminders with an appropriate grace period, the member is more than six months in arrears with the payment of membership fees. The obligation to pay the membership fees that have become due remains unaffected.
- (4) The exclusion of a member from the association can also be ordered by the executive board because of gross violation of other member duties and dishonorable behavior.
- (5) Withdrawal of honorary membership may be decided by the general assembly at the request of the executive board for the reasons stated in paragraph 4.

§ 7: Rights and Duties of Members

(1) The members are entitled to participate in all events of the association and to use the facilities of the association. The right to vote in the general assembly as well as the active and passive voting rights are only available to ordinary members.

(2) Every member has the right to demand that the board of directors issue the statutes.

(3) At least one tenth of the members may request the board to convene a general assembly.

(4) At each general assembly, the executive board shall inform the members about the activities and financial management of the association. If at least one tenth of the members request this, stating reasons, the board of directors must provide the members concerned with such information within four weeks.

(5) The members are to be informed by the executive committee about the audited financial statement (accounting). If this happens in the general assembly, the accountants have to be involved.

(6) The members are obliged to promote the interests of the association to the best of their ability and to refrain from everything that could damage the reputation and purpose of the association. They must follow the statutes of the association and the resolutions of the association's organs. Full and associate members are obliged to pay the membership fee and the membership fees in the amount decided by the general assembly on time.

§ 8: Bodies of the Association

The organs of the association are the general assembly (§§ 9 and 10), the executive board (§§ 11 to 13), the accountants (§ 14) and the court of arbitration (§ 15).

§ 9: General Assembly

(1) The general assembly is the "assembly of members" in the sense of the Associations Act 2002; an ordinary general assembly takes place once a year.

(2) An extraordinary general assembly is held:

- a. Decision of the board of directors or the ordinary general assembly,
- b. written request from at least one tenth of the members,
- c. Request from the accountants (§ 21 paragraph 5 first sentence of the Associations Act),
- d. Decision of the accountants (s) (§ 21 paragraph 5 second sentence of the Associations Act, § 11 paragraph 2 third sentence of sentence of these statutes),
- e. Resolution of a court-appointed trustee (§ 11 paragraph 2 last sentence of these statutes)

within four weeks.

(3) All members must be invited to both the ordinary and the extraordinary general assemblies in writing, by fax or by e-mail (to the fax number or e-mail address provided to the association by the member) at least two weeks before the date of the meeting. The appointment of the general assembly must be accompanied by the agenda. The convening is made by the executive committee (paragraph. 1 and para. 2 lit. a - c), by the accountant(s) (paragraph 2 lit. d) or by a court-appointed curator (paragraph. 2 lit. e).

(4) Requests for the general assembly must be submitted to the board of directors in writing, by fax or by e-mail at least three days before the date of the general assembly.

(5) Valid resolutions - with the exception of those concerning a request to convene an extraordinary general assembly - can only be adopted on the agenda.

(6) All members are entitled to participate in the general assembly. Only ordinary and honorary members are entitled to vote. Each member has one vote. The transfer of the right to vote to another member by means of a written power of attorney is permitted.

(7) The general assembly has a quorum regardless of the number of members present.

(8) Elections and resolutions at the general assembly are generally carried out with a simple majority of the valid votes cast. Resolutions to change the statutes of the association or to dissolve the association, however, require a qualified majority of two thirds of the valid votes cast.

(9) The general assembly is chaired by the chairman/woman, in his/her absence by his/her deputy. If he/she is also prevented, the oldest present member of the board of directors shall chair the meeting.

§ 10: Tasks of the General Assembly

The following tasks are reserved for the general assembly:

- a) To decide on the budget;
- b) Acceptance and approval of the statement of accounts and the financial statement with the involvement of the accountants;
- c) Election and dismissal of the members of the board and the accountants;
- d) Approval of legal transactions between members of association bodies, accountants and the association;
- e) Discharge of the Board;
- f) Determination of the amount of the joining fee and the membership fees for ordinary and extraordinary members;
- g) Granting and withdrawing honorary membership;
- h) Passing resolutions on amendments to the statutes and the voluntary dissolution of the association;
- i) Consultation and passing of resolutions on other issues on the agenda.

§ 11: Board of Directors

(1) The board of directors comes from the circle of full members and consists of the chairman/woman, the treasurer, the secretary and one representative each.

(2) The executive board is elected by the general assembly. If an elected member resigns, the board has the right to co-opt another eligible member in his place, for which purpose the subsequent approval must be obtained at the next general assembly. If the board of directors fails at all or for an unforeseeably long period of time without self-addition through co-optation, each accountant is obliged to immediately call an extraordinary general assembly for the purpose of electing a new board of directors. Should the accountants also be incapable of acting, any ordinary member who recognises the emergency situation must immediately apply to the competent court for the appointment of a trustee, who must immediately call an extraordinary general assembly.

(3) The term of office of the executive board is 2 years; re-election is possible. Each function on the board of directors must be exercised personally.

(4) The executive committee is convened in writing or orally by the chairman/chairwoman or, in the event of his/her inability to attend, by his/her deputy. If he/she is also prevented from attending for an unforeseeable period of time, any other member of the board may call the board.

(5) The executive committee has a quorum if all its members have been invited and at least half of them are present

(6) The board of directors passes its resolutions by a simple majority of votes; in the event of a tie, the chairman has the casting vote.

(7) The chairperson is the chairman/woman or, in the event of his or her incapacity, his or her deputy. If he/she is also prevented from attending, the oldest member of the executive board present or the member of the executive board appointed by a majority of the other members of the executive board shall take the chair.

(8) Apart from death and expiry of the term of office (paragraph 3), the function of a board member expires by dismissal (paragraph 9) and resignation (paragraph 10).

(9) The general assembly is the "general meeting of members" in the sense of the Associations Act 2002, with an ordinary general assembly taking place once a year. The dismissal comes into effect with the appointment of the new board or board member.

(10) The members of the executive board may resign in writing at any time. The declaration of resignation must be addressed to the board of directors, or in the case of resignation of the entire board of directors, to the general assembly. The resignation becomes effective only after the election or co-optation (paragraph 2) of a successor.

§ 12: Tasks of the Executive Board

The executive committee is responsible for the management of the association. It is the "management body" in the sense of the Association Law 2002 and is responsible for all tasks that are not assigned to another body of the association by the statutes. The following matters in particular fall within its scope of action:

(1) Establishment of an accounting system in accordance with the requirements of the association with a continuous record of income and expenditure and the keeping of a register of assets as a minimum requirement;

(2) Preparation of the annual estimate, the annual report and the financial statement;

(3) Preparation and convening of the general assembly in the cases of § 9 paragraph 1 and paragraph 2 lit. a - c of these statutes;

(4) Informing the members of the association about the association's activities, the association's conduct and the audited financial statement;

(5) Management of the assets of the association;

(6) Admission and exclusion of ordinary and extraordinary members of the association;

(7) Admission and termination of employees of the association.

§ 13: Special Obligations of individual Executive Board Members

(1) The chairman/woman manages the current business of the association. The secretary supports the chairman/woman in the management of the association business.

(2) The chairman/woman represents the association externally. Written documents of the association require the signatures of the chairman/woman and the secretary to be valid, in financial matters (asset dispositions) the chairman/woman and the treasurer. Legal transactions between board members and the association require the consent of another board member.

(3) Legal authorisations to represent the association externally or to sign on its behalf may only be granted by the members of the executive committee mentioned in paragraph 2.

(4) In the event of imminent danger, the chairman/woman is entitled to issue orders independently and under his/her own responsibility, even in matters that fall within the scope of the general assembly or the executive board; internally, however, these require subsequent approval by the responsible body of the Association.

(5) The chairman/woman chairs the general assembly and the executive committee.

(6) The secretary shall keep the minutes of the general assembly and of the board of directors.

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

(8) In case of inability to attend, the chairman/woman, the secretary or the treasurer shall be replaced by their deputies.

§ 14: Accountants

(1) Two accountants are elected by the general assembly for a period of 2 years. Re-election is possible. The accountants may not belong to any body - with the exception of the general assembly - whose activities are the subject of the audit of the accounts.

(2) The accountants are responsible for the ongoing business control as well as the examination of the financial management of the association with regard to the correctness of the accounting and the use of the funds according to the statutes. The board of directors must provide the accountants with the necessary documents and provide the necessary information. The accountants have to report to the board about the result of the audit.

(3) Legal transactions between accountants and the association require the approval of the general assembly. In all other respects the provisions of § 11 paragraphs 8 to 10 apply analogously to the accountants.

§ 15: Court of Arbitration

(1) All disputes arising from the association relationship are to be settled by the association's internal arbitration court. It is a "conciliation body" in the sense of the Association Act 2002 and not an arbitration court according to §§ 577 ff ZPO.

(2) The court of arbitration is composed of three ordinary members of the association. It is formed in such a way that one party to the dispute informs the board in writing of the name of a member as arbitrator. Upon request by the board of directors within seven days, the other party to the dispute shall name a member of the arbitration court within 14 days. After notification by the board of directors within seven days, the named arbitrators shall elect a third ordinary member as chairman of the arbitration tribunal within a further 14 days. In the event of a tie, a lottery will be drawn among the nominees. The members of the arbitration court may not belong to any body - with the exception of the general assembly - whose activities are the subject of the dispute.

(3) The arbitral tribunal shall make its decision by a simple majority of votes after having granted a hearing to both parties in the presence of all its members. It decides to the best of its knowledge and belief. Its decisions are final within the association.

§ 16: Voluntary Dissolution of the Association

(1) The voluntary dissolution of the association can only be decided in a general assembly and only with a two-thirds majority of the valid votes cast.

(2) This general assembly must also decide on the liquidation of the association - provided that the association's assets are available. In particular, it must appoint a liquidator and decide to whom the liquidator must transfer the association's assets remaining after the liabilities have been covered. These assets shall, as far as possible and permitted, be allocated to an organisation pursuing the same or similar purposes as this association, otherwise purposes of social welfare.