

# **Statutes of the non-profit association Christian Doppler Research Association**

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Every effort has been made to ensure the accuracy of this translation. Nevertheless, the Christian Doppler Research Association cannot assume responsibility for any errors that may inadvertently have occurred. In the event of any discrepancy, the German version is to be taken as valid. TRANSLATED 27.09.2016



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## **§ 1 Name, Registered Office and Scope of Activities**

- (1) The Association is named "Christian Doppler Forschungsgesellschaft" (Christian Doppler Research Association) and is known hereinafter for short as the "Association".
- (2) Its registered office is in Vienna and its activities take place within Austria. In addition, the Association may also operate in other countries, subject to compliance with the objectives of the association.
- (3) The Association may establish branches.

## **§ 2 Purpose**

The Association is non-profit oriented. Its exclusive and direct purpose is the promotion of innovative research particularly in the natural sciences, technology, medicine, economics and their effects on society.

The promotion aims at application-oriented basic research: It comprises both application-oriented research activities and the necessary advancement of scientific foundations, while the researchers are granted scientific autonomy.

Cooperation with companies should stimulate scientific research and should advance and improve the state of the art of research in various areas. Scientific research should thus contribute to the strengthening of the innovative potential and the overall competitiveness in Austria.

The Association is thus a facility for effecting knowledge transfer between academia and the private sector and therefore both raising the quality of research in scientific institutions and in the private sector and contributing to securing Austria as a location for research and enterprise.

The promotion of contracted research does not accord with the purpose of the Association.

## **§ 3 Means to Achieve the Association's Purpose**

The Association focusses on the establishment and the operation of research units such as "Christian Doppler Laboratories" (CD Labs) at universities and non-university research institutions or "Josef Ressel Centres" (JR Centres) at universities of applied sciences. These research units are research groups under the leadership of selected scientists and represent the operative units for research collaboration with the commercial partners.



The establishment and the operation of research units take place in accordance with the appropriate federal funding programmes and in compliance with the associated legal provisions (guidelines, programme documents etc.). This requires a close collaboration with the Federal Ministry responsible for economic affairs and includes the assumption of tasks relating to the administration of public funding programmes.

(1) Ideal means are therefore:

1. Supporting the establishment and the operation of research units.  
Support for the research units largely takes the form of securing the financing of personnel and material costs, the provision of scientific equipment and organizational support. The activities of the units are regularly evaluated by means of internationally recognized review procedures.
2. Stimulating knowledge transfer and contacts between the research units and the R&D institutions of the commercial partners.  
This is achieved especially by organizing scientific events and publishing scientific works.
3. Promoting the research units' collaboration with other research institutions and networking of the Association with institutions with similar aims.
4. Preparing and soliciting reviews and expert reports.
5. Suggesting legal and administrative measures that serve to implement the application of research results.

(2) The financial means required for these activities are raised by

1. membership fees;
2. donations from private individuals and the public purse, subsidies and contributions to funding;
3. funding in trust from the public purse;
4. proceeds from functions, publications and expert reports;
5. other contributions.

Income serves exclusively the designated purposes.

## **§ 4 Members**

(1) Members of the Association may be individuals or corporate bodies, irrespective of their nationality or domicile, who accept the goals and endeavours of the Association. Corporate bodies must be represented by individual persons belonging to the respective company, who are to be made known to the Executive Board.



- (2) The Association has
  1. regular members, which are companies, who participate actively in the Association's activities,
  2. other members:
    - a) corresponding members, i.e. scientists or institutions with particular importance for the association and who or which participate in the Association's activities; or
    - b) patrons, who support the Association either financially or in non-material ways.

## **§ 5 Acquisition of Membership**

- (1) Applications from potential regular and corresponding members and patrons are submitted in writing. The Executive Board determines whether members are to be accepted. No reason need be given for declining an application.
- (2) Regular membership is linked to participation in at least one research unit funded by the Association.
- (3) It is not possible to hold memberships in different categories.

## **§ 6 Termination of Membership or of Participation**

- (1) Membership expires on the death of an individual person, on the loss of legal identity or by dissolution or liquidation of a corporate body, by expulsion or by mutual agreement.
- (2) At the end of the normal period of operation of the research unit in which a regular member is participating, the member involved can decide whether to continue membership – now as a patron – or to terminate membership. If a member participates in several research units this decision is to be made only at the end of the last unit in which the member is involved. A patron may participate in a research unit again at any time.
- (3) It is possible at any time to terminate membership by mutual agreement. The Association's agreement to termination requires a decision of the Executive Board. If at all possible, it must be ensured that the Association's goals are not jeopardized. By applying these rules analogously, it is possible to terminate a participation in a funded research unit by mutual agreement.



- (4) Membership may be resigned by giving notice in writing to the Executive Board at the end of a calendar month. The period of notice is nine months. By applying these rules analogously, it is possible to resign from participation in a funded research unit.
- (5) If a company or a firm is taken over, either by singular or universal succession, or in the event of a significant change to the possibilities of economic influence on a corporate member, the Executive Board has the right to terminate membership and the Association's legal relationship with the member in question. A termination of this kind is to be effected in writing to the corporate member at the end of a calendar month. The period of notice is nine months.
- (6) The Executive Board may exclude a member with immediate effect if the member has not discharged his or her responsibilities or has behaved in a manner detrimental to the Association. In such a case of exclusion the member must not be better off than in case of cancellation of membership, in particular the member is obliged to pay the membership fee up until the end of the notice period. The member in question has the right to a hearing before such a decision is taken.

## **§ 7 Rights of Members**

- (1) All members are entitled to participate in the Association's scientific assemblies, meetings and other scientific functions as well as to make use of the Association's facilities.
- (2) Regular members have voting rights and the right to vote in elections for Association bodies. To avail themselves of their voting rights, they must designate individual persons belonging to the respective company to the Executive Board by the time votes are to be cast. Delegates must be able to present a power of attorney to show they are entitled to vote in the member's name. Only individual persons belonging to the respective company may stand in elections. They must be nominated in writing to the Association by the appropriate Regular members.
- (3) If requested by more than 10% of Regular members, an extraordinary general meeting must be called.



- (4) Every member has the right to receive a copy of the Association's current Statutes.
- (5) Any decisions taken that are illegal or not in accord with the Statutes remain valid until they are formally revoked.

## **§ 8 Obligations of Members**

- (1) Members are obliged to promote the Association's interests to the best of their ability, to perform conscientiously any particular special tasks they assume and to refrain from any activities that could harm the Association's image or its aims. They must respect the Statutes and the decisions of the Association's organs.
- (2) Members must pay on time the membership fees laid down by the Executive Board.

## **§ 9 Refund**

On departure from the Association or on its liquidation, members have no entitlement to refund of membership payments or other services and have no claims on the Association's assets or parts thereof.

## **§ 10 The Association's Organs**

- (1) The Association's organs are
  1. the General Assembly,
  2. the Executive Board,
  3. the Scientific Board,
  4. the Court of Arbitration.
- (2) Members of the Association's organs, including the Secretary General, and the staff of the Association are not liable to the Association in the event of minor negligence.

## **§ 11 General Assembly**

- (1) The members of the Association and the Executive Board meet annually in Austria for the General Assembly. Only regular members of the Association have voting rights (both the right to cast votes and the right to stand for election).



- (2) Invitations to the General Assembly are sent in writing by post, fax or e-mail from the President at the latest three weeks before the date of the Assembly. The agenda is announced at the same time.
- (3) The President must call an extraordinary General Assembly if he or she or the Executive Board decides that one is required in a particular instance or if at least 10% of the Association's regular members demand one.
- (4) The President (§ 15 para. 5) will chair the General Assembly. If he or she is unable to be present, his or her deputy will assume the chair.

## **§ 12 Responsibilities of the General Assembly**

The General Assembly is responsible for

1. the election, appointment and removal from office of the first Vice-President, to be elected from the members of the Executive Board delegated by the regular members as well as of the other members of the Executive Board, unless the present Statutes provide for their appointment by nomination,
2. acceptance of the Executive Board's report of activities,
3. taking decision on electing the external auditor,
4. taking decisions relating to the external auditor's report and the discharge of the Executive Board,
5. taking decisions on amendments to the Statutes,
5. taking decisions on the voluntary liquidation of the Association,
7. taking decisions on the use of the available assets in the event of the voluntary liquidation of the Association.

## **§ 13 Motions to the General Assembly**

- (1) Motions may only be accepted onto the General Assembly's agenda if they are submitted in writing to the President at least 14 days before the General Assembly.
- (2) Motions not on the agenda may only be debated and subjected to decision if they fall within the responsibility of the General Assembly and if a simple majority of votes represented is in favour of their discussion. Motions for amendments to the Statutes or for the liquidation of the Association are excepted.





## **§ 14 Decision-making and Elections in the General Assembly**

- (1) The General Assembly is quorate if it has been convened in accordance with the Statutes and if at least half of the regular members are present. If at the particular time the required number of regular members is not present then after half an hour a new assembly - with the same agenda - will take place at the same location without further notice. The then formed Assembly is quorate regardless of the number of regular members present but with the President present.
- (2) Voting rights should generally be exercised in person, although they may be delegated to another member by means of a written power of attorney. Members that are corporate bodies are represented by their delegates, as nominated to the Executive Board, or by another person authorized in writing to do so.
- (3) Decisions (votes and elections) are taken by simple majority of the valid votes cast. In the event of a tie, the Chair has the casting vote. However, decisions relating to an amendment of the Statutes require three quarters of the valid votes cast for acceptance. Furthermore, such decisions require ratification by the second Vice-President. Decisions regarding the voluntary liquidation of the Association require the presence of at least half of the regular members and three quarters of the valid votes cast for acceptance. Furthermore, such decisions require ratification by the second Vice-President.
- (4) Elections are to take place by secret ballot.

## **§ 15 Executive Board, the Association's Representative**

- (1) The Executive Board (Kuratorium) is the body that controls the Association in the sense of the 2002 Associations Act (Vereinsgesetz 2002). The Executive Board meets at least twice annually; at least two meetings each year should take place in close spatial and temporal proximity to meetings of the Scientific Board, or at least to meetings of the Scientific Board's CD Commission.
- (2) An extraordinary meeting of the Executive Board shall be called if the President feels this to be necessary for a particular reason.



- (3) A meeting of the Executive Board is convened by the President in writing at the latest two weeks before the date it is to take place. The agenda is announced at the same time.
- (4) The Executive Board comprises 13 to 20 members. Its period of office extends for three years and expires on 31 December of the third year. Its members are either elected or nominated.
- a) At least eight members of the Executive Board are elected, according to § 7 para. 2, by the General Assembly from the Association's regular members. Elected members must represent a majority in the Executive Board. Re-election is permitted.
  - b) The Federal Minister responsible for economic affairs nominates the Association's President, who chairs the Executive Board.
  - c) The Federal Minister responsible for economic affairs also nominates the second Vice-President as a representative of the Ministry and with a place on and a voting right in the Executive Board. If prevented from attending a meeting, the second Vice-President may be represented by somebody delegated by him or her.
  - d) The Federal Minister responsible for scientific affairs nominates a further member of the Executive Board. In the event that, for reasons relating to subject matter or for organizational reasons, one of the ministries represented sends more than one delegate to an Executive Board meeting, their delegates will together have only one vote.
  - e) The chair of the Scientific Board is the Association's third Vice-President and he or she is also a member of the Executive Board.
  - f) If regional administrative bodies, apart from the State, make a significant financial contribution to the Association, they together have one vote on the Executive Board.
  - g) One member of the Executive Board can be elected by the General Assembly from the Association's Other members.
- (5) The following are to be invited to the Executive Board and the General Assembly for consultation:
- a) the chairs of the Scientific Board's two commissions and their deputies;
  - b) the President of the Austrian Science Fund (FWF) and a member of the management of the Austrian Research Promotion Agency (FFG), or their permanent representatives;
  - c) selected representatives of research institutions, which are of significant importance to the association; they are appointed in the General assembly.

In case of accumulation of functions, the role according to § 15 para. 4 decides if a voting right in the Executive Board is given.



- (6) All members of the Executive Board should have knowledge and experience in science, research and innovation. Members who are elected according to § 15 para 4 lit. a should have – in addition – commercial expertise.
- Any member of the Executive Board can be impeached for important reasons with immediate effect by the General Assembly, in particular if the member has not discharged his or her responsibilities or has behaved in a manner detrimental to the Association or if incompatibility exists with the aims and the purpose of the Association. Members, who are nominated by the Federal Minister, are exempted from that rule.
- (7) The President of the Association is also Chair of the Executive Board and of the General Assembly and represents the Association to the outside world. He or she is responsible for implementing the decisions of the Association's bodies and for ensuring that the Association's business is performed in a correct manner. If prevented from exercising his or her duties, he or she will be represented (with the same rights and responsibilities) by the first Vice-President, who in turn may be represented by the second Vice-President, who in turn may be represented by the third Vice-President.
- (8) Transactions between members of the Executive Board and the Association require the agreement of a member of the Executive Board not involved in the transaction.

## **§ 16 Responsibilities of the Executive Board**

- (1) The Executive Board takes care of the Association's activities, unless the Statutes foresee their handling by one of the Association's other bodies.
- (2) The responsibilities of the Executive Board include in particular
1. the appointment and removal from office of the members of the Scientific Board, taking into account relevant proposals, the endorsement of the election of the Chairs of the Scientific Board commissions and their deputies. In this function it must ensure as far as possible that the same number of members of the Scientific Board is proposed by regular members as by members of the Scientific Board stemming from academia,
  2. taking decisions on the establishment, extension, amendment and conclusion of the research units funded,
  3. taking decisions on the budget,
  4. acceptance and approval of a report from a Scientific Board commission
  5. acceptance of the external auditor's report,



6. appointment and removal from office of the Secretary General,
  7. taking decisions on the Association's scientific guidelines on the basis of recommendations from the Scientific Board commissions,
  8. deciding on acceptance, (exceptional) termination and exclusion of members of the Association, as well as on termination of membership by mutual agreement,
  9. preparation of and taking decision on the Association's Rules of Procedure.
- (3) The Executive Board can establish a Finance Committee for a certain period of time or permanently and can assign decision making authority on certain topics to this Finance Committee. The President as Chair of the Executive Board is also Chair of the Finance Committee.

## **§ 17 Motions to the Executive Board**

- (1) Motions may only be accepted onto the Executive Board's agenda if they are submitted in writing to the President at least 14 days before the Executive Board meeting.
- (2) Motions not on the agenda may only be debated and subjected to decision if a simple majority of Executive Board members present or represented is in favour of their discussion.

## **§ 18 Decision-making and Elections in the Executive Board**

- (1) The Executive Board is quorate if at least one half of its members are present or represented and if the Chair is present.
- (2) Voting rights should generally be exercised in person, although they may be delegated to another member of the Executive Board by means of a written proxy statement.
- (3) Decisions (votes and elections) are taken by simple majority of the valid votes cast. In the event of a tie, the Chair has the casting vote. However, decisions relating to the budget and decisions with significant financial consequences require ratification by the second Vice-President (veto right of the Federal Ministry responsible for economic affairs).



- (4) Before taking decisions relating to important scientific matters, such as the establishment of a research unit or the Association's guidelines, the Executive Board must consult the Scientific Board.
- (5) Elections are to take place by secret ballot.

## **§ 19 Scientific Board**

- (1) Some members (the "scientific" members) of the Scientific Board are appointed directly by the Executive Board following – even verbal – proposals from serving members of the Scientific Board, taking suggestions from the FWF into account. The remaining members are appointed following suggestions by regular members.

Emphasis is put on expert knowledge and expertise in one or more fields of research when members are appointed. The subject areas covered by the Scientific Board should take account of the research areas of the existing research units funded and should ensure that the Association's "radar" to track future developments can function effectively.

Any member of the Scientific Board can be impeached for important reasons with immediate effect by the Executive Board, in particular if the member has not discharged his or her responsibilities or has behaved in a manner detrimental to the Association or if incompatibility exists with the aims and the purpose of the Association.
- (2) The Scientific Board is divided into two "commissions" – corresponding to the funding programmes, such as the CD Commission and the JR Commission – that are established by the Executive Board and that take decisions independently of each other. The CD Commission may be known as the CD Scientific Board and the JR Commission as the JR Scientific Board, although this nomenclature has no bearing on the Scientific Board's unity or on its division into commissions.
- (3) Members of the Scientific Board may serve in more than one commission. The chairs of the commissions and their deputies have voting rights in their own commission and are permitted to attend the meetings of the other commissions without voting rights. The President of the Association and the Chair of the Scientific Board have voting rights in all commissions.
- (4) The members of the Scientific Board commissions elect from their ranks a Chair and one or two deputies. If the Chair was nominated by the Association's regular members, the first Vice-Chair must have been appointed to the Scientific Board following a suggestion from board members and vice versa. The second Vice-Chair comes from the same pool as the Chair. The selections must be ratified by the Executive Board. If prevented from exercising his or her duties, the Chair of a Scientific Board commission will be represented (with the same rights



and responsibilities) by the first Vice-Chair, who in turn may be represented by the second Vice-Chair. In sensitive matters, such as those relating to the preparation of anonymous expert opinions, the Chair and the two Vice-Chairs must proceed unanimously.

The Chair of the CD Commission is automatically the Chair of the Scientific Board. If he or she is prevented from exercising his or her duties, he or she will be represented by the Vice-Chair of the CD Commission.

- (5) If a Scientific Board commission is unable to meet or cannot meet in time, the Chair of the commission is entitled to take decisions on his or her own responsibility on matters in which no delay is possible. He or she must subsequently report the action to the Scientific Board commission.
- (6) Individual members of a Scientific Board commission may, either on a case-by-case basis or in the long term, be entrusted with special responsibilities.
- (7) Meetings of a Scientific Board commission will be convened by the Chair, either in writing or verbally. The Chair has the responsibility of chairing the meetings.
- (8) A Scientific Board commission is quorate if all its members have been invited and at least one third are present. Decisions are taken by simple majority of the valid votes cast. In the event of a tie, the Chair of the Scientific Board commission has the casting vote.
- (9) In general, the members of the Scientific Board have to exercise their voting rights in the Scientific Board's commissions personally. The delegation of the voting rights within a commission is permitted by written power of attorney, if the member of one commission is also member of the other commission and if he or she is unable to attend due to participation in a parallel meeting of the Scientific Board's other commission. Only one additional vote is possible for each participating member.
- (10) The period of office of the Scientific Board extends for three years, expiring on 31 December of the third year. Membership ends on the death of a member, on expiry of the period of office, by resignation submitted in writing to the Executive Board or by removal from office by the Executive Board. Re-appointment is permitted.
- (11) The Federal ministries represented in the Executive Board are entitled to send observers to meetings of the Scientific Board's commissions but these will not have voting rights.



## § 20 Responsibilities of the Scientific Board

The Scientific Board commissions are responsible

1. as advisory bodies in particular
  - a) for the preparation of proposals to the Executive Board
    - for the selection of research institutions where funded research units should be established and operated, for the basic scientific direction of such units with regard to their subject areas and programmes of work as well as for extension or termination of the relevant contracts,
    - for the appointment of scientists to whom the leadership of the research units should be entrusted,
    - for the preparation of publications relating to the Association's activities,
    - for the preparation of scientific conferences, meetings, seminars and similar events, in particular for the selection of topics, and for their organization,
    - for the appointment of scientists to the International Advisory Board and for the programmes to promote contacts between experts, institutions and companies within Austria and abroad,
  - b) for the continuous observation and evaluation of the research progress in the research units funded and for reporting on this to the Executive Board,
  - c) for submitting a written annual report to the Executive Board,
  - d) for preparing a concept for the Association's scientific guidelines,
  - e) assuming responsibility for scientific evaluations associated with tasks performed by the Association for third parties,

as well as

2. for taking decisions on the preparation of anonymous expert opinions or advice.



## **§ 21 Secretary General**

The Executive Board appoints a Secretary General who leads the Association's office and who is entrusted - in consultation with the President - to represent the Association to the outside world. He or she may be entrusted with the performance of particular organizational or administrative tasks by the President and by the Chairs of the Scientific Board commissions. The Secretary General may be employed by the Association or may work in a voluntary capacity. The period of office is not limited in time.

## **§ 22 Audit**

- (1) If the financial threshold in the sense of § 22 of the Associations Act (Vereinsgesetz) is continually exceeded then an external audit will be conducted. The issue or the refusal of the auditor's certificate concludes the audit.
- (2) The General Assembly elects the external auditor. The election can be effected for up to three fiscal years. The Executive Board assigns the external auditor for one fiscal year each.

## **§ 23 Funded research units**

- (1) Funded research units are groups of researchers entrusted with the performance of research projects. Each unit is led independently by a named scientist, in accord with and under the control of the Association. Interactions between the Head of the research unit, the institution at which the unit is established and the Association are governed by the contractual provisions applicable to the funding programme in question.
- (2) The Association can conclude consultancy contracts with the Head of each research unit that it funded.
- (3) The scientific, financial, legal and organizational details of the research units funded are governed by the Programme Documents of the funding programmes in question.





## **§ 24 International Advisory Board**

- (1) The Executive Board can appoint an International Advisory Board, made up of internationally renowned scientists with a connection to Austria. The Scientific Board may suggest members.
- (2) The International Advisory Board serves to monitor and control the Association's activities in a scientifically competent way and may also make suggestions on the Association's direction and strategy.

## **§ 25 Applicable law, Court of jurisdiction**

- (1) The Association and its corporate members agree that Austrian substantive law is applicable. Unless otherwise specified in these regulations, the provisions of the Austrian Code of Civil Procedures (Zivilprozessordnung) are to be followed.
- (2) All disputes between the Association and its corporate members should be resolved in the first instance by mediation before an internal Court of Arbitration.  
To this end, an internal Court of Arbitration is to be created, composed of three members of the Association so that each of the parties to a dispute nominates to the President within 14 days of the appeal to the Court a member of the Association to act as arbitrator.  
The two named members then select a third member to chair the Court. If the Court is unable to reach agreement, the two members of the Court named by the parties will draw lots to determine the decision. In the event of disputes where one party is the Executive Board, members of the Executive Board may be excluded from acting as arbitrators in the Court of Arbitration. If one of the parties to a dispute fails to nominate an arbitrator in time, or if within 14 days there is no suggestion for a further member to chair the Court of Arbitration, the Executive Board will nominate a member. Members of the Executive Board who are parties to the dispute may not participate in the selection process.  
The internal Court of Arbitration takes its decision by a simple majority of votes when all members are present. Abstentions are not permitted. The Court takes its decisions to the best of its knowledge and belief.
- (3) Appeal to the regular courts is only possible on breakdown of the mediation process. Interim injunctions and applications for securing evidence are excluded from this provision. The mediation process is considered to have broken down if the internal Court of Arbitration declares this to be the case or if more than six months have elapsed since the appeal to the internal Court of Arbitration.



- (4) Any of the parties may initiate legal proceedings after breakdown of the mediation process. In such cases, it is agreed that the appropriate court for the First District of Vienna (Innere Stadt Wien) will be responsible.

If the corporate member does not have a seat within the European Union, the dispute will be resolved by a Court of Arbitration in accordance with § 577 ff of the Code of Civil Procedures (Zivilprozessordnung). The Court of Arbitration is composed of three arbitrators and has its seat in Vienna. The language to be used in the arbitration procedure will be German.

## **§ 26 Voluntary Liquidation, Regulatory Liquidation, Disposal of the Association's Assets**

- (1) The voluntary liquidation of the Association may only be resolved by a General Assembly convened especially for this purpose and with a presence of at least half of the regular members and a three-quarters majority of all valid votes cast. Furthermore, such decisions require ratification by the second Vice-President.
- (2) In the event of voluntary liquidation or regulatory liquidation or on the discontinuation of the Association's preferential aims, the Association's remaining assets, following payment of any debts, are to be entrusted to a non-profit-making corporate body, in the sense of §§ 34 ff of the Federal Tax Regulations (Bundesabgabenordnung). This body may dispose of the assets primarily for purposes, that correspond to the Association's aims as given in § 2 of the present Statutes. In any case the Association's remaining assets shall exclusively and directly be used for purposes that qualify as beneficiary for donations in the sense of § 4a para. 2 no.1 of the Income Tax Act (Einkommenssteuergesetz 1988).