

Statutes of the non-profit association Christian Doppler Research Association

Version 31.08.2021

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
01.09.2021



Contents

§ 1	Name, Registered Office and Scope of Activities	3
§ 2	Purpose	3
§ 3	Means to Achieve the Association's Purpose	3
§ 4	Members	4
§ 5	Acquisition of Membership	5
§ 6	Termination of Membership or of Participation	5
§ 7	Rights of Members	6
§ 8	Obligations of Members	7
§ 9	Refund	7
§ 10	The Association's Organs	7
§ 11	General Assembly	8
§ 12	Responsibilities of the General Assembly	8
§ 13	Motions to the General Assembly	9
§ 14	Decision-making and Elections in the General Assembly	9
§ 15	Executive Board, the Association's Representative	10
§ 16	Responsibilities of the Executive Board	12
§ 17	Motions to the Executive Board	12
§ 18	Decision-making and Elections in the Executive Board	13
§ 19	Scientific Board	13
§ 20	Responsibilities of the Scientific Board	15
§ 21	Secretary General	16
§ 22	Audit	16
§ 23	Funded research units	17
§ 24	Advisory Boards	17
§ 25	Applicable law, Court of jurisdiction	18
§ 26	Voluntary Liquidation, Regulatory Liquidation, Disposal of the Association's Assets	19



§ 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. 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 sole 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. This comprises both application-oriented research activities and the necessary advancement of the scientific basis. The researchers are granted scientific autonomy. In selecting research areas and topics the CDG generally follows the bottom-up principle, so support is available to research in all disciplines. Cooperation with companies should provide fresh impulses to research and advance and improve the state-of-the-art of research in various areas. The results contribute to strengthening the involved companies' innovative potential and competitiveness. The Association is thus a facility for effecting knowledge transfer between science and business and as such makes an important contribution to ensuring the long-term sustainability of Austria as 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 and "Josef Ressel Centres" (JR Centres) at universities of applied sciences. The research units are research groups under the leadership of selected scientists and represent the operative units for research collaboration with the commercial partners.

The Christian Doppler Research Association is legally enshrined in § 3 para. 2 no. 2 of the Research Financing Act – FoFinaG (BGBl. I No. 75/2020, released on 24.07.2020) as a "central facility for research promotion". The establishment and operation of the research units takes place in accordance with the FoFinaG and with the provisions of the associated legal guidelines (the Research and Technology Promotion Act – FTFG, guidelines, funding agreements etc.). This requires a close cooperation with the Federal Ministry responsible for economic affairs.

- (1) Ideal means are therefore:



1. Supporting the establishment and the operation of research units.
Support largely takes the form of ensuring the financing of personnel and material costs, as well as 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 promoting contacts between the research units and the R&D institutions of the commercial partners.
This is achieved primarily by organizing scientific events and by publishing scientific works.
3. Promoting the research units' collaboration with other research institutions and the networking of the Association with institutions that have similar aims.
4. Preparing and soliciting reviews and expert reports.
5. Suggesting legal and administrative measures to strengthen the knowledge transfer between science and business or to stimulate the application of research results.
6. Recognition of excellent heads of research units by the award of the CDG Prize for Research and Innovation.
7. Public relations work in support of the purpose of the Association.

(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 from the public purse, particularly in connection with funding programmes that the State has assigned to the Association in accordance with the funding agreement (according to FoFinaG);
4. proceeds from functions, publications and expert reports;
5. other contributions.

The income exclusively serves the designated purposes.

§ 4 Members

- (1) Individuals or corporate bodies, irrespective of their nationality or domicile, who accept the goals and endeavours of the Association may become Members of the Association. Corporate bodies must be represented by individual persons who belong to the company in question and who are to be made known to the Executive Board.
- (2) The Association has
 1. regular members, which are companies that 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.
3. honorary members, who are persons who have served the Association with distinction.

§ 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) Honorary members are persons who have been awarded honorary membership by the Executive Board.
- (4) 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, by the Executive Board's withdrawal of an honorary membership 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 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, based on the date of the postmark. By applying this rule 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) If a member has not discharged its responsibilities or has behaved in a manner that is detrimental to the Association, the Executive Board may either suspend the cooperation with the member by withdrawing all rights associated with membership and with the cooperation with the research unit, as well as to the results therefrom, or it may exclude the member with immediate effect. In the event of exclusion, the member may not be better off than in the case of termination of membership. In particular, the member will be obliged to pay the membership fee until the end of the notice period. The member in question has the right to a hearing before a decision on exclusion is taken.

§ 7 Rights of Members

- (1) All members are entitled to participate in the Association's scientific assemblies, meetings and other scientific events.
- (2) Regular members have voting rights and the right to vote in elections to Association bodies. To avail themselves of their voting rights, they must designate individual persons belonging to the 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. Every regular member is entitled to cast a single vote. Only individual persons belonging to the various companies 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 not in accord with the law or 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 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 and must observe the Association's compliance guidelines.
- (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; in other cases they are liable according to the provisions of the Employee Liability Act (applied by analogy).



§ 11 General Assembly

- (1) The members of the Association (apart from honorary members) and the Executive Board meet annually in Austria for the General Assembly. Meetings may be held at a physical location or virtually or in a hybrid format (i.e. a combination between a meeting at a physical location and an online meeting).
- (2) The President issues invitations to the General Assembly in writing by post, fax or e-mail 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 will chair the General Assembly (§ 15 para. 5). 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 Statutes provide for their appointment by nomination,
2. taking note of the Executive Board's report of activities,
3. taking a 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,
6. taking decisions on the voluntary liquidation of the Association,
7. taking decisions on the use of the available assets in the event of the 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 not subject to this restriction and must be considered.

§ 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 the regular members are present. If at the particular time the required number of regular members is not present a new assembly - with the same agenda - will take place at the same location half an hour later and without further notice. The Assembly is then quorate regardless of the number of regular members present, provided that the President is in attendance. Meetings may be held at a physical location or virtually or in a hybrid format (i.e. a combination between a meeting at a physical location and an online meeting).
- (2) Voting rights should generally be exercised in person, although they may be delegated to another member of the General Assembly 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 and they require ratification by the second Vice-President. Decisions on the voluntary liquidation of the Association require the presence of at least half the regular members and three quarters of the valid votes cast for acceptance. Such decisions also 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. Meetings may be held at a physical location or virtually or in a hybrid format (i.e. a combination between a meeting at a physical location and an online meeting).
- (2) An extraordinary meeting of the Executive Board must be called if the President deems 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 it is to take place. The agenda is announced at the same time.
- (4) The Executive Board comprises 13 to 20 members. The 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. If, for reasons relating to subject matter or for organizational reasons, one of the ministries sends more than one delegate to an Executive Board meeting, these 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 but will not have voting rights:
- 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 of significant importance to the Association; the representatives are appointed by the General Assembly.

In the event that a single person has multiple functions, the role given in § 15 para. 4 will determine whether he or she enjoys voting rights in the Executive Board.

- (6) All members of the Executive Board should have knowledge and experience in science, research and innovation. Members elected according to § 15 para 4 lit. a should also have commercial expertise.

The General Assembly may withdraw the functions of any member of the Executive Board with immediate effect if there are grounds to do so, in particular if the member has not discharged his or her responsibilities or has behaved in a manner detrimental to the Association or if his or her presence on the Board is incompatible with the aims and the purpose of the Association. The functions of members nominated by the Federal Minister may not be withdrawn.

- (7) The President of the Association is also Chair of the Executive Board and of the General Assembly and represents the Association. 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.

The President is a member of all bodies and has the right to vote, although not to stand for election. In addition, he or she has the casting vote in the General Assembly and the Executive Board.

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 proposals into account, and 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 equal numbers of members of the Scientific Board are proposed by regular members and by members of the Scientific Board stemming from academia,
 2. taking decisions on the establishment, extension, amendment and conclusion of the funded research units,
 3. taking decisions on the budget,
 4. acknowledgement of the verbal or written reports of the activities of the Scientific Board commissions,
 5. taking note 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 decisions on the Association's Rules of Procedure,
 10. preparation of and taking decisions on the Association's compliance guidelines.

- (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. As Chair of the Executive Board, the President is 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 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. 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 funded research unit or the Association's guidelines on scientific evaluations, the Executive Board must consult the Scientific Board.
- (5) If necessary, and under exceptional circumstances, a decision may be taken by written consent between scheduled meetings. For such a decision to be valid, at least two-thirds of the Executive Board members with voting rights must take part in the vote.
- (6) Elections are to take place by secret ballot.

§ 19 Scientific Board

- (1) 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. The remaining members are appointed following suggestions by regular members.
In appointing members, emphasis is placed on their expert knowledge and expertise in one or more fields of research. The subject areas covered by the Scientific Board should take account of the research areas of the current research units and should ensure that anticipated future developments are adequately covered.
The Executive Board may withdraw the functions of any member of the Scientific Board with immediate effect if there are grounds to do so, in particular if the member has not discharged his or her responsibilities or has behaved in a manner detrimental to the Association or if his or her presence on the Board is incompatible with the aims and the purpose of the Association.



- (2) The Scientific Board is divided into "commissions", e.g. 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 one another. 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 Chair of the Scientific Board has 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 be entrusted with special responsibilities either, on a case-by-case basis or for a longer period.
- (7) Meetings of a Scientific Board commission will be convened by the Chair, either in writing or verbally. The Chair is responsible for chairing the meetings. Meetings may be held at a physical location or virtually or in a hybrid format (i.e. a combination between a meeting at a physical location and an online meeting).



- (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 in person. Delegation of voting rights within a commission is permitted by written power of attorney, if the member of one commission is also member of another commission and if he or she is unable to attend due to participation in a parallel meeting of the 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 and expires 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 maximum number of members of the Scientific Board in a period of office is limited to 60% of the average number of active research units over the past three years, calculated from the annual figures from the three years before the appointment of a new Scientific Board. The number of members relates to the entire Scientific Board (people with functions in more than one commission are only counted once).
- (12) The Federal ministries represented on the Executive Board are entitled to send observers to meetings of the Scientific Board commissions to ensure the observance of the procedures in the documents prepared by the Federal Ministry responsible for economic affairs. Such observers will not have voting rights.
- (13) If necessary, and under exceptional circumstances, a decision may be taken between scheduled meetings by written consent. For such a decision to be valid, votes must be cast by at least two-thirds of the Scientific Board members of the commission who 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 with a scientific focus, in particular for the selection of topics and for their organization,
 - for the appointment of scientists to the International Advisory Board and for programmes to promote contacts between experts, institutions and companies within Austria and abroad,
- b) for the continuous monitoring and evaluation of the progress of the research units and for reporting on it to the Executive Board,
- c) for involvement in the jury that awards the CDG Prize for Research and Innovation,
- d) for preparing a concept for the Association's scientific guidelines,
- e) 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, with representing the Association. The President and the Chairs of the Scientific Board commissions may also entrust him or her with particular organizational or administrative tasks, to be undertaken by the Association's office, taking the availability of resources and financial support into account. The Secretary General is employed by the Association. The period of office is not limited.

§ 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 a single fiscal year. The



external auditor should be exchanged after he or she has audited six successive fiscal years at the latest.

§ 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 a funded research unit.
- (3) The scientific, financial, legal and organizational details of the research units are governed by the funding agreement and the documents cited therein.

§ 24 Advisory Boards

- (1) The Executive Board may appoint a strategic advisory board made up of prominent persons from the private sector and from science.
- (2) The responsibilities of the strategic advisory board include in particular:
 1. advising the Executive Board, in particular the President and the Vice Presidents, on strategic matters relating to the future development of the Association
 2. supporting the President and the Vice Presidents in matters related to research policy, in particular with regard to the Association's positioning in the Austrian research and innovation system
 3. the creation of optimum framework conditions for the collaboration between science and the private sector
- (3) 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.
- (4) 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.



- (5) As Chair of the Executive Board, the President also assumes the Chair of these advisory boards.

§ 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. The internal Court of Arbitration is to be composed of three members of the Association: within 14 days of the appeal to the Court each of the parties to a dispute nominates to the President 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 elapse 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 of 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 the presence of at least half of the regular members and a three-quarters majority of all valid votes cast. Any such decision requires 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 Statutes. The Association's remaining assets will be used solely and directly for purposes that qualify as beneficiary for donations in the sense of § 4a para. 2 no.1 of the Income Tax Act (Einkommenssteuergesetz 1988), in the currently valid version.