



## **Constitution**

### **Preamble**

Europe's history is significantly documented in archival holdings. The chances and challenges of the digital era allow for completely new possibilities of provision and research of these documents. In order to secure them sustainably, intense cooperation in the sense of continuous development and exchange of knowledge and experience on national and international level is needed.

### **§1**

#### **Name, Office, Scope of Activities**

1. The association maintains the name "ICARUS- International Centre for Archival Research."
2. Its main office is in Vienna and extends its scope of activities to the entire world.

### **§2**

#### **Purpose**

The association, whose activities are not aimed at profit, aims at historical research in consideration of technological progress in the field of archives.

### **§3**

#### **Means to Realize these Goals**

1. The purpose of the Association should be achieved by the listed material and non-material means.
2. As non-material means serve
  - 2.1 Coordination of inter- and transnational projects.
  - 2.2 Independent implementation of research projects.
  - 2.3 Consultation, planning, and project development.
  - 2.4 Events of various kinds (lectures, conferences, workshops, trainings etc.)
  - 2.5 Implementation of research projects focused on the use of IT infrastructure (server, web space, web sites, data bases, portals).
  - 2.6 Publications in print.
  - 2.7 Provision of technological information systems.
3. The necessary material means are collected through
  - 3.1 Subventions, funding and fees to cover costs from public institutions.
  - 3.2 Revenues from research projects in accordance to the association's purpose.
  - 3.3 Donations, collections, legacies and other contributions.
  - 3.4 Membership fees.

### **§4**

#### **Types of Membership**

Members of the association may be regular, special, or honorary members.

4.1 Regular members are those who fully participate in the association.

4.2 Special members take no part in the work of the association, but they take interest in the association's benefits and exchange of knowledge and experience.

4.3 Honorary members are such persons as the association shall designate particularly deserving.

## **§5**

### **Acquisition of Membership**

1. Regular and special members can only be legal persons of public law. They have to name one representative in order to act for their institution in the General Assembly and in the board.

2. Honorary members can be exclusively physical persons.

3. The recognition of regular and special members is carried out through the executive board.

4. The nomination of honorary members is applied by the board and carried out by the General Assembly.

## **§6**

### **Termination of Membership**

1. Membership expires through death, through the loss of legal personhood (for corporate entities), through voluntary withdrawal, and expulsion.

2. Voluntary withdrawal can occur at any time. The member must inform the executive board in writing at least one month beforehand. The timing of the date of notification is decisive for the executive board. Should the declaration of intent come later, the withdrawal will only become effective at the next withdrawal date.

3. The expulsion of a member from the association can only be enacted by the general assembly because of the gross infraction of membership duties or dishonorable behavior.

4. The revocation of honorary membership shall be decided upon the grounds listed in §7.

## **§7**

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

1. Members have the right to participate in all association events, to claim the use of the association's equipment as well as consultation and services for free or at cost, respectively.

2. Regular members only are entitled to voice and active and passive voting rights in the general assembly.

3. The members are obliged to facilitate the interests of the association, and to refrain from anything by which the reputation and purpose of the association would suffer. They must follow association constitution and rulings.

4. The executive board shall forward a copy of the constitution to any member upon request.

5. Furthermore the members have the rights granted to them by the Austrian Union Statutes of 2002 (Österreichisches Vereinigesetz 2002).

## **§8**

### **Association Institutions**

The institutions of the association are

- a. the General Assembly (§ 9&10)
- b. the Executive Board (§11-13)
- c. the Controllers (§14)
- d. the Board of Arbitration (§15)

## **§9**

### **The General Assembly**

1. The General Assembly is the "member's assembly" in the sense of the Austrian Union Statute of 2002. A regular assembly takes place annually.

2. A special assembly occurs within four weeks of a decision of the executive board or the general assembly, or with the written petition of at least one tenth of the members, or at the request of the controllers.

3. For all regular or special assemblies, all members shall be invited at least two weeks prior to the date in writing, as well as by fax or email (for those members who have provided fax and email information). The place of the assembly shall be announced in the agenda. The summons shall go through the executive board.

4. Petitions to the general assembly must be submitted to the executive board at least three days prior to the general assembly in writing, by fax or email.

5. Valid resolutions can only be conceived in the agenda, excepting a petition for the summoning of a special assembly.

6. All members have the right to attend the general assembly. Only regular or honorary members have suffrage. All members have the right to speak. It is permissible to confer the right to vote on another member through written authorization.

7. The General Assembly shall constitute at valid quorum regardless of the number of absent members.

8. Voting and decisions of the General Assembly take effect by the ruling of a simple majority of delivered valid votes. Decisions would alter association constitution or dissolved the association must be passed by a qualified vote of two thirds of the delivered valid votes.

9. The president shall act as the chairperson at the General Assembly; in his or her incapacitation, the vice president of the longest standing among those present shall preside. Should all the vice president also be incapable, the member of the executive board with the longest standing shall act as chair.

## **§10**

### **Duties of the General Assembly**

The following functions are reserved for the General Assembly.

1. Acceptance and approval of the reports from the executive board about the activities and financial policy of the association.
2. Acceptance and approval of the annual financial statements of the collected annual financial statements from the executive board and the controller's audit report.
3. The discharge of the executive board.
4. The election, appointment, and dismissal of the members of the executive board, the treasurer, and the control institutions.
5. Adoption of resolution for the expulsion of an association member.
6. The granting and withdrawal of honorary membership.
7. Adoption of resolutions regarding changes to the constitution and the voluntary dissolution of the association.
8. Consultation and adoption of resolutions regarding any issue on the agenda.
9. Decision on category and amount of membership fee on the suggestion of the Board.

## **§11**

### **The Executive Board**

1. The executive board shall be composed of the president, two vice presidents, the treasurer and his/her deputy, the secretary and his/her deputy, the administrator, and co-opted members.
2. The executive board is elected by the General Assembly. With the release of one member, the board has the right to co-opt another member into his place. The subsequent approval from the General Assembly shall be secured at the next following General Assembly. Should the board fail to appoint a new member, or take an unforeseen length of time, the controller is obligated to call for a special meeting for the purpose of appointing a new member.
3. The term of the executive board is three years. In any case, the board shall last until the election of a new board. Former members of the board may be re-elected.
4. Should the president be incapable of fulfilling his duties, the board shall appoint another a proxy either verbally or in writing. Should any other member of the board be incapable of fulfilling his duties, he may appoint another member of the board as his proxy.
5. The executive board has a quorum when all members have been invited and at least half are present.
6. The executive board passes resolutions with a simple majority; in the case of a tie, the president's vote shall decide the matter.
7. The president acts as chairperson; in his/her incapacitation, the president's proxy shall preside.
8. Pressing rulings for individual affairs can be decided upon in writing in the form of a separate resolution.
9. Outside of death or the end of the elected term (No. 3), the term of a member of the executive board expires through dismissal (No.10) and resignation (No. 11).
10. The General Assembly can at any time dismiss the entire executive board or any individual member thereof. The dismissal shall be made effective with the election of a new board or board member.
11. Board member may at any time announce his resignation in writing. The resignation letter shall be addressed to the executive board; if all the board members resign, then to the General

Assembly. The resignation becomes effective with the appointment or election of the replacement.

## **§12**

### **Duties of the Executive Board**

The association's administration is incumbent upon the executive board. All duties required of the association's administration by the Austrian Union Statute of 2002 which are not passed on to another association institution in the association constitution.

The following matters in particular fall into the board's responsibility:

1. To inform the General Assembly about the association's activities and financial situation.
2. Preparation of the association's annual account and assets of the past fiscal year within five months of the current fiscal year. These, as well as a record of all necessary information must be provided to the controller for the audit.
3. Preparation of the General Assembly.
4. Summoning of the regular and special meetings of the general committee.
5. Administration of association assets.
6. Decisions in all service and salary related business, such as hiring, salary, quitting, lay-offs, and the case may be amicable cancellation of service relationships, for all association's employees. These decisions can only become effective with the accordance of the financial plans.
7. Various other management duties, in particular the determination of internal rules of procedure for the management.
8. Furthermore all members of the board are obliged to actively support the intentions and objective targets of the association, defined in the purpose of the association, in particular to enlarge the partner's network and to initiate and support concrete projects due to the purpose of the association.

## **§13**

### **Particular Obligations of Individual Board Members**

1. The president conducts all the current business of the association. The administrator supports the president in the administration of association business.
2. The president represents the association to the public. Official copies for the association need the signatures of the president and the secretary in order to be valid. In financial matters (disposition of assets), the signatures of the president and the treasurer are needed. Legal agreement between the board members and the association require the consent of other board members.
3. Legally binding agreements between the association and outside parties may only be entered into by the members of the executive board as named in paragraph 2.
4. The president is empowered to make arrangements on his own authority to avert the danger of the association falling into arrears. This includes business that would normally fall within the scope of the General Assembly's or the executive board's authority. However in internal affairs, these arrangements are subject approval from the appropriate association authorities.

5. The president acts as the chairperson of meetings of the General Assembly or the executive board.
6. The secretary shall keep the minutes of the General Assembly and the executive board.
7. The treasurer is responsible for the orderly financial conduct of the association.
8. In the case of incapacitation, the president, the secretary, and the treasurer may appoint a proxy.

## **§14**

### **Controllers**

1. The two controllers shall be elected by the General Assembly for the duration of the term of the executive board. Re-election is possible. If the appointment of a new controller becomes necessary before the next General Assembly, the executive board may appoint one by a vote. Controllers must naturally not be personnel or members of the association. They must be truly independent and unbiased and may not at the same time be members of the board.
2. By the way, the designation of the executive board' appointments, expulsions, and retirements should be a matter of indifference to the controllers (§12 ¶ 3, 9, 10, 11).
3. The controllers are specifically responsible for
  - a) the auditing of the association's financial activities with a view to the orderliness of the financial statements and the allocation of means for every fiscal year in accordance with the constitution, as well as the compilation of the auditor's report with the record of profits and losses to be presented to the board within four months.
  - b) the undistorted transmission of the auditor's report to the executive board, as well as to cooperate with the executive board to report to the General Assembly.
4. The controllers must observe the appropriate clauses of the Austrian Union Statute of 2002.

## **§15**

### **The Board of Arbitration**

1. All disagreements over affairs of the association shall firstly be brought before the board of arbitration.
2. The board of arbitration shall be elected by the General Assembly for the duration of the term of the directors. It is composed of a chairperson and two accessories. Each may appoint a proxy. The personnel called to arbitration must be unbiased. The members of the board of arbitration may not be association members or their representatives.
3. The goal of the policy of the board of arbitration is an in-association, out of court settlement of association disagreements under the observation of a fair and efficient proceeding, specifically to ensure that both sides are heard. To this end, the disagreeing parties are invited to an oral hearing.
4. If legal disputes are not settled by the mediation system after six months from the date of the beginning of mediation, the standard legal process remains open. Mediation can be ended either by the

agreement of both parties or through the recommendation of the mediators. Association disputes that are not legal disputes shall be ultimately decided by the mediation process.

5. The board of arbitration passes recommendation or rulings by simple majority in the presence of all members of the board. They shall decide based on their best knowledge and conscience.

## **§16**

### **Board of Trustees**

1. A board of trustees is available for consultation in scholastic and financial matters.

2. The acceptance of a member of the board of trustees is enacted by a simple decision of the executive board. Membership in the board of trustees is not link to membership in the association.

3. Meetings of the board of trustees shall take place as needed and shall be called by the president.

## **§17**

### **Dissolution of the Association**

1. The voluntary dissolution of the association can only be resolved upon by the General Assembly and only by a two-thirds majority of delivered valid votes.

2. The association must also liquidate such assets as remain to the association. Specifically, the General Assembly must appoint a liquidator and compose a resolution about to whom the association's remaining assets should go after all charges have been covered.

3. At the dissolution of the association or the discontinuation of the aforementioned privileged association goals, the remaining assets shall be employed for the common uses, or charitable or religious purposes as outlined in §§ 34ff BA0.

Copenhagen, 17 June 2014