



INTERNATIONAL CENTRE  
FOR ARCHIVAL RESEARCH

## Statutes

### **§1**

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

1. The Union 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.
3. The establishment of branches is intended.

### **§2**

#### **Purpose**

The Union, the activities of which are not oriented for profit, aims for the realization and sponsorship of projects of public interest in the field of archival work and namely:

1. Supporting the archives in facing the challenges regarding IT.
2. Coordination of international and transnational collaboration between archives and other cultural and scientific institutions.
3. Support of archives in the form of project initiation and project processing.
4. Supply of digital platforms and non-commercial services for project realization.

### **§3**

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

1. The purpose of the Union should be achieved by the listed material and nonmaterial means.
2. As nonmaterial means serve
  - 2.1 Projects in the field of processing and digitization of historical documents.
  - 2.2 Consultation, planning, and project development for members.
  - 2.3 Events of various kinds (lectures, conferences, workshops, trainings etc.)
  - 2.4 Publications (digital and analogue)
  - 2.5 Running of digital platforms
  - 2.6 Internet (homepages), newsletters, podcasts
3. The necessary material means should be provided through:
  - 3.1 Subventions, grants and subsidies of public institutions,
  - 3.2 Proceeds from the appointed work and projects in the spirit of the Union’s goals (§2).
  - 3.3 Donations, sponsorship, collections, bequests, and other allocations.

## **§4**

### **Types of Membership**

1. Members of the Union may be regular, special, or honorary members.
2. Regular members are those who fully participate in the Union. Special members take no part in the work of the Union, but who take interest in the Union's benefits and exchange of knowledge and experience. Honorary members are such persons as the Union shall designate particularly deserving.

## **§5**

### **Acquisition of Members**

1. Regular and irregular 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 irregular members is carried out through the Board of Directors.
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 Board of Directors in writing at least one month beforehand. The timing of the date of notification is decisive for the Board of Directors. 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 Union can only be enacted by the General Assembly because of the gross infraction of membership duties or dishonourable behaviour.
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 Union events, to claim the use of the Union'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 Union, and to refrain from anything by which the reputation and purpose of the Union would suffer. They must follow Union statutes and rulings.
4. The Board of Directors shall forward a copy of the statutes to any member upon request.
5. Furthermore the members have the rights granted to them by the Austrian Union Statutes of 2002 (Österreichisches Vereingesezt 2002).

## **§8 Union Institutions**

The institutions of the Union are

- a. the General Assembly (§ 9&10)
- b. the Board of Directors (§11-13)
- c. the Management (§ 14)
- c. the Controllers (§15)
- d. the Board of Arbitration (§16)

## **§9 The General Assembly**

1. The General Assembly is the “members’ assembly” in the sense of the Union Statute of 2002. A regular assembly takes place annually.
2. A special assembly occurs within four weeks of a decision of the Board of Directors 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 Board of Directors.
4. Petitions to the General Assembly must be submitted to the Board of Directors 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. A 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 which would alter Union statutes or dissolved the Union 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 Board of Directors 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 Board of Directors about the activities and financial policy of the Union.
2. Acceptance and approval of the annual financial statements of the collected annual financial statements from the Board of Directors and the controller’s audit report.
3. The discharge of the Board of Directors.
4. The election, appointment, and dismissal of the members of the Board of Directors, the Treasurer, and the control institutions.

5. Adoption of resolution for the expulsion of a Union member.
6. The granting and withdrawal of honorary membership.
7. Adoption of resolutions regarding changes to the statutes and the voluntary dissolution of the Union.
8. Consultation and adoption of resolutions regarding any issue on the agenda.

## **§11**

### **The Board of Directors**

1. The Board of Directors 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 Board of Directors 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 Board of Directors 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 Board of Directors has a quorum when all members have been invited and at least half are present.
6. The Board of Directors passes resolutions with a simply 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 Board of directors expires through dismissal (No.11) and resignation (No. 12).
10. The General Assembly can at any time dismiss the entire Board of Directors or any individual member thereof. The dismissal shall be made effective with the election of a new Board or Board member.
11. Board members may at any time announce his/her resignation in writing. The resignation letter shall be addressed to the Board of Directors; 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 Board of Directors**

The Union's administration is incumbent upon the Board of Directors. All duties required of the Union's administration by the Union Statute of 2002 which are not passed on to another Union institution in the Union statutes.

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

1. To inform the General Assembly about the Union's activities and financial situation.

2. Preparation of the Union'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 Union 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 Union'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 Union. The administrator supports the President in the administration of Union business.
2. The President represents the Union to the public. Official copies for the Union 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 Union require the consent of other Board members.
3. Legally binding agreements between the Union and outside parties may only be entered into by the members of the Board of Directors as named in paragraph 2.
4. The President is empowered to make arrangements on his own authority to avert the danger of the Union falling into arrears. This includes business that would normally fall within the scope of the General Assembly's or the Board of Directors' authority. However in internal affairs, these arrangements are subject approval from the appropriate Union authorities.
5. The President acts as the chairperson of meetings of the General Assembly or the Board of Directors.
6. The Secretary shall keep the minutes of the General Assembly and the Board of Directors.
7. The Treasurer is responsible for the orderly financial conduct of the Union.
8. In the case of incapacitation, the President, the Secretary, and the Treasurer may appoint a proxy.
9. The Administrator is responsible for the orderly conduction of the Union's indispensable auxiliary systems in regard to the necessary and appropriate internal rules of procedure. (§12, clause 7)

### **§ 14**

#### **Management**

1. The Management is obliged to implement the Union's goals, as named in §2, according to the specifications of the Board of Directors on the basis of the appropriate and necessary internal regulations (§12, clause 7).

2. The Board of Directors controls the engagement or appointment of people to the management as necessary (§12, clause 6).
3. The management subdivides into one division for strategic, scholastic and administrative duties (including public relations) and one for technical work. Each division is controlled by a director named by the Board of Directors, whose expertise shall be defined by the appropriate internal regulations for procedure (§12, clause 7).

## **§15 Controllers**

1. The two controllers shall be elected by the General Assembly for the duration of the term of the Board of Directors. Re-election is possible. If the appointment of a new controller becomes necessary before the next General Assembly, the Board of Directors may appoint one by a vote. Controllers must naturally not be personnel or members of the Union. 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 Board of Directors' appointments, expulsions, and retirements should be a matter of indifference to the controllers (§12, clauses 3, 9, 10, 11).
3. The controllers are specifically responsible for
  - a) the auditing of the Union'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 statutes, 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 Board of Directors, as well as to cooperate with the Board of Directors to report to the General Assembly.
4. The controllers must observe the appropriate clauses of the Union Statute of 2002.

## **§16 The Board of Arbitration**

1. All disagreements over affairs of the Union 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 Union members or their representatives.
3. The goal of the policy of the Board of Arbitration is an in-Union, out of court settlement of Union 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. Union 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.

## **§17**

### **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 Board of Directors. Membership in the Board of Trustees is not link to membership in the Union.
3. Meetings of the Board of Trustees shall take place as needed and shall be called by the President.

## **§18**

### **Dissolution of the Union**

1. The voluntary dissolution of the Union can only be resolved upon by the General Assembly and only by a two-thirds majority of delivered valid votes.
2. The Union must also liquidate such assets as remain to the Union. Specifically, the General Assembly must appoint a liquidator and compose a resolution about to whom the Union's remaining assets should go after all charges have been covered.
3. At the dissolution of the Union or the discontinuation of the aforementioned privileged Union goals, the remaining assets shall be employed for the common uses, or charitable or religious purposes as outlined in §§ 34ff BAO.

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