

# **Statutes of the Association HOPE for the FUTURE**

## **– Verein zur Förderung von Personen, die von Menschenhandel bzw. Prostitution betroffen sind**

### **§ 1 – Name, Seat and Sphere of Activity**

The Association is known by the name HOPE for the FUTURE – Verein zur Förderung von Personen, die von Menschenhandel bzw. Prostitution betroffen sind.

It has its registered office in Vienna, and conducts its activities throughout Austria. It is intended to set up branch associations.

### **§ 2 – Purpose**

The purpose of the Association, whose activities are conducted on a not-for-profit basis, is to support and accompany people in need, primarily women and men in prostitution, and/or women and men who have been impacted by people trafficking.

The purpose of the Association is also to (re-)integrate the people described above into society. A further purpose is to educate the wider population about the problems of people trafficking and prostitution.

The Association is interdenominational, and draws upon the foundation of Christian brotherly love.

### **§ 3 – Means for Achieving the Purpose of the Association**

The purpose of the Association is designed to be achieved using the non-material and material means cited in Arts. 2 and 3.

The non-material means are:

- ☐ Reintegration into society of former prostitutes or persons impacted by people trafficking, by offering help in seeking work and accommodation;
- ☐ Management of the Association's own operations for job creation and work opportunities;
- ☐ Occupational and work therapy – development of a work routine;
- ☐ Management of meeting centres and consultation centres;

- ☐ Employment of specialist staff;
- ☐ Outreach social work;
- ☐ Practical and pastoral support;
- ☐ Provision of accommodation opportunities and living space;
- ☐ Rehabilitation;
- ☐ Preventative work;
- ☐ Educating the population about the problems of people trafficking and prostitution (via website, for example);
- ☐ Dissemination of Christian literature;
- ☐ Regular meetings for prayer and exchange;
- ☐ Training and pastoral support of employees;
- ☐ National and international networks with similar institutions and groups;
- ☐ (Study) trips;
- ☐ Implementation of events, especially for the education and sensitisation of the population regarding the problems cited in the purpose of the Association.

The material means necessary are to be raised through:

- ☐ Joining fees and membership contributions;
- ☐ Collection of donations to raise funds;
- ☐ Sponsorship and fundraising;
- ☐ Income from events, the Association's own activities and institutions (webshop, for example);
- ☐ Receipt of government grants;
- ☐ Reimbursement of costs and subsidies;
- ☐ Discounts.

## **§ 4 – Types of Membership**

(1) Members of the Association are divided up into ordinary, extraordinary and honorary members.

(2) Ordinary members are those participating fully in the work of the Association. Extraordinary members are those primarily supporting the activities of the Association through payment of a membership contribution. Honorary members are persons appointed as such due to their special services to the Association.

## **§ 5 – Acquisition of Membership**

(1) Any natural persons, legal persons or legally-constituted partnerships identifying with the aims of the Association can become members of the Association.

(2) The Board of Directors decides on the admission of ordinary and extraordinary members. Admission can be refused without the need for reasons to be given.

(3) Honorary members are appointed by the General Meeting, at the request of the Board of Directors.

## **§ 6 – Termination of Membership**

(1) Membership lapses in case of death, loss of legal personality for legal persons and legally-constituted partnerships, voluntary resignation and exclusion.

(2) Resignation can only be to 31 December of each year. The Board of Directors must be notified of this in writing, at least one month in advance. If notification is delayed, it does not come into effect until the next resignation date. The date shown on the postmark decides whether or not the notification has been sent punctually.

(3) The Board of Directors can exclude a member if the member is longer than six months in arrears with the payment of their membership contributions, despite receiving two written warnings and a reasonable period of grace being set. The obligation to pay membership contributions which have fallen due is unaffected by this.

(4) Exclusion of a member from the Association can also be mandated by the Board of Directors for gross violation of other duties of membership or dishonourable conduct.

(5) Withdrawal of honorary membership can be decided by the General Meeting, through a request of the Board of Directors, for the reasons cited in Art. 4.

## **§ 7 – Rights and Duties of Members**

(1) Members are entitled to participate in all events of the Association, and to use the facilities of the Association. Only ordinary and honorary members have voting rights at the General Meeting, as well as active and passive voting rights.

(2) Every member is entitled to demand of the Board of Directors that it hand over a copy of the Statutes.

(3) Members are to be kept informed about the activities and financial conduct of the Association by the Board of Directors at every General Meeting.

(4) Members are obligated to do everything within their power to promote the interests of the Association, and to refrain from doing anything that could damage the prestige and purpose of the Association. They are required to comply with the Statutes of the Association and with resolutions of the Association's bodies. Ordinary and extraordinary members are obligated to punctual payment of the joining fee and membership contributions at the level decided by the General Meeting.

## **§ 8 – Bodies of the Association**

The bodies of the Association are the General Meeting (§§ 9 and 10), Board of Directors (§§ 11 to 13), Auditors (§ 14) and Arbitration Tribunal (§ 15).

## **§ 9 – General Meeting**

(1) The General Meeting is the “general assembly of members” within the meaning of the Law on Associations 2002. An ordinary General Meeting is held annually.

(2) An extraordinary General Meeting is to be held within four weeks of a decision by the Board of Directors, the ordinary General Meeting, a written request from at least one-third of members, or on demand by the Auditors.

(3) All members are to be invited, in writing or by e-mail (to the postal address supplied to the Association by the member) to both ordinary and extraordinary General Meetings, at least two weeks prior to the meeting. The schedule of the General Meeting must comply with the agenda. The General Meeting is convened by the Board of Directors.

(4) Requests to the General Meeting are submitted in writing or by e-mail to the Board of Directors at least 3 days prior to the date of the General Meeting.

(5) Valid decisions – with the exception of those pertaining to the convening of an extraordinary General Meeting – can only be reached within the framework of the agenda.

(6) All members are eligible to participate in the General Meeting. Only ordinary members and honorary members are eligible to vote. Each member has one vote. It is permissible to transfer voting rights from one member to another, by means of a written authorisation.

(7) The General Meeting is quorate, regardless of the number of people in attendance.

(8) Votes and decisions at the General Meeting are normally taken by means of a simple majority of valid votes cast. Decisions which could amend the Statutes of the Association or

are designed to dissolve the Association, however, require a qualified majority of two-thirds of valid votes cast.

(9) The Chair presides over the General Meeting. If they are restricted from doing this, their deputy presides. If the deputy is also restricted, then the oldest member of the Board of Directors by age present presides.

## **§ 10 – Tasks of the General Meeting**

The following tasks are reserved for the General Meeting:

- a. Passing decisions on the motions submitted;
- b. Receiving and approving the annual report and accounting for the past year, subject to the involvement of the Auditors;
- c. Electing and removing members of the Board of Directors and Auditors;
- d. Approving legal transactions between the Auditors and the Association;
- e. Discharging the Board of Directors;
- f. Setting the level of the joining fee and membership contributions for ordinary and extraordinary members;
- g. Awarding and withdrawing honorary membership;
- h. Passing decisions on amendments to the Statutes and the voluntary dissolution of the Association;
- i. Consultancy and passing decisions regarding other questions on the agenda.

## **§ 11 – Board of Directors**

(1) The Board of Directors consists of (at least) three members, namely a Chair, a Secretary and a Treasurer, and as many other members as are elected by the General Meeting. If a Managing Director has been appointed, s/he also belongs to the Board of Directors.

(2) The Board of Directors is elected by the General Meeting. If an elected member is excluded, the Board of Directors has the right to co-opt another electable member in place of this member, for which subsequent approval must be sought at the next following General Meeting. If the Board of Directors fails at all, or for an unpredictably long time without replenishing itself through the co-opting process, each Auditor is immediately obligated to convene an extraordinary General Meeting for the purpose of re-electing a Board of Directors. If the Auditors are also incapacitated, any ordinary member who is aware of the emergency situation

must immediately apply to the responsible court for a curator to be appointed. The curator must then convene an extraordinary General Meeting immediately.

(3) The term of office of the Board of Directors is two years. Re-election is possible. All functions on the Board of Directors are to be performed in person.

(4) The Board of Directors is convened, in writing or verbally, by the Chair. If the Chair is restricted from doing this, any other member of the Board of Directors can convene the Board of Directors.

(5) The Board of Directors is considered quorate when all its members have been invited, and at least half those invited are present.

(6) The Board of Directors takes its decisions by means of a simple voting majority; in the event of a tie, the Chair has the casting vote.

(7) The Chair presides. If the Chair is restricted from doing this, the oldest member by age of the Board of Directors present, or the member of the Board of Directors agreed to by a majority of the remaining members of the Board of Directors, is responsible for presiding.

(8) Other than due to death or expiry of the term of office (Art. 3), the function of a member of the Board of Directors lapses through removal (Art. 9) or by resignation (Art. 10).

(9) The General Meeting can remove the entire Board of Directors, or its individual members, at any time. The removal enters into force with the appointment of the new Board of Directors or member of the Board of Directors.

(10) Members of the Board of Directors can declare their resignation in writing at any time. The letter of resignation is to be directed to the Board of Directors, or in the event of the resignation of the entire Board of Directors, to the General Meeting. The resignation does not become effective until a successor is elected or co-opted (Art. 2).

## **§ 12 – Tasks of the Board of Directors**

The Board of Directors is responsible for the management of the Association. It is the “management body” in the sense of the Law on Associations 2002. It is responsible for any tasks not allocated to another Association body by the Statutes. The following matters fall within its sphere of activities in particular:

(1) Establishing an accounting system meeting the requirements of the Association with ongoing recording of income/expenditure and management of a list of assets as minimum requirements;

(2) Preparing the annual estimate, and drafting the statement of accounts and periodic balance statement (= accounting);

(3) Preparing and convening ordinary and extraordinary General Meetings;

(4) Keeping Association members informed about the activities and conduct of the Association;

- (5) Administration of the assets of the Association;
- (6) Admission and exclusion of ordinary and extraordinary members of the Association;
- (7) Admission and termination of employees of the Association;
- (8) Fixing the value limit relating to sole representation of the Chair according to § 13, Art. (2).

### **§ 13 – Special Obligations of Individual Members of the Board of Directors**

- (1) The Chair manages the ongoing business of the Association. The Secretary supports the Chair in the management of Association business.
- (2) The Chairman/Chairwoman represents the Association externally. In financial matters (asset-related dispositions), the Association is represented by the Chair and Treasurer. The Board of Directors can authorise the Chair or Treasurer to decide alone in financial matters, up to a defined value limit. Legal transactions between members of the Board of Directors and the Association require the consent of another member of the Board of Directors.
- (3) Authorisation for legal transactions, to represent the Association externally or sign for it, must only be issued by the members of the Board of Directors cited in Art. 2.
- (4) In case of imminent danger, the Chair is entitled to take independent measures under its own responsibility, including in matters falling within the spheres of activity of the General Meeting or the Board of Directors; internally, however, these require subsequent approval by the Association body responsible.
- (5) The Chair presides in the General Meeting and on the Board of Directors.
- (6) The Secretary keeps the minutes of the General Meeting and of the Board of Directors.
- (7) The Treasurer is responsible for the orderly financial conduct of the Association.
- (8) Members of the Board of Directors mutually represent one another. Exactly how this is to take place is to be determined by the Board of Directors at the constructive session.

### **§ 14 – Auditors**

- (1) Two Auditors are elected by the General Meeting for a term of two years. Re-election is possible. Auditors must not belong to any body – with the exception of the General Meeting – whose activity is the object of the audit.
- (2) Auditors are responsible for the ongoing supervision of business activities, the auditing of the financial conduct of the Association regarding the correctness of the accounting and the use of resources according to the Statutes. The Board of Directors must submit to the Auditors the documentation and information necessary to do this. The Auditors must report to the Board of Directors on the result of the audit.

(3) Legal transactions between the Auditors and the Association require the approval of the General Meeting. Otherwise, the requirements of § 11, Arts. 8 to 10, apply to the auditors accordingly.

### **§ 15 – Advisory Board**

(1) An Advisory Board may be established by the Board of Directors to advise the Board of Directors. The number of advisory board members shall be decided by the Board of Directors as appropriate. The advisory board members have no voting rights on the Board of Directors, but may be invited by the Board of Directors to attend meetings of the Board of Directors.

(2) The task of the Advisory Board is to advise the Board of Directors on various topics relevant to the Association and to actively support the Board of Directors on the basis of its professional expertise and expert knowledge.

### **§ 16 – Arbitration Tribunal**

(1) The Association's internal Arbitration Tribunal is convened to mediate any legal disputes arising within the Association. It is a "mediation institution" in the sense of the Law on Associations 2002, and not a Court of Arbitration according to §§ 577 ff of the Code of Civil Procedure.

(2) The Arbitration Tribunal consists of three ordinary members of the Association. It is constituted in such a way that one party to the dispute writes to the Board of Directors to appoint a member as arbitrator. Upon request by the Board of Directors within seven days, the other party to the dispute, for its part, then appoints a member of the Arbitration Tribunal in writing within 14 days. If it does not appoint an arbitrator within seven days, the Board of Directors decides upon the second arbitrator. After agreement by the Board of Directors within seven days, the arbitrators appointed elect a third ordinary member to be the Chair of the Arbitration Tribunal within a further 14 days. In the event of a tie between the suggested names, lots will be drawn. Members of the Arbitration Tribunal must not belong to any body – with the exception of the General Meeting – whose activities are the object of the legal dispute.

(3) The Arbitration Tribunal reaches its decisions, by a simple majority of votes, after listening to both parties in the presence of all its members. It reaches its decisions according to the best of its knowledge and belief. Its decisions are final within the Association.

### **§ 17 – Voluntary Dissolution of the Association**

(1) Voluntary dissolution of the Association can only be agreed at a General Meeting specifically convened to do so, and only with a two-thirds majority of valid votes cast.



(2) In the event of the dissolution of the Association or the discontinuation of the aforementioned privileged Association purpose, the assets of the Association remaining after payment of any possible liabilities must not profit members of the Association in any way whatsoever. Instead, it must be used exclusively for charitable purposes in the sense of § 4a, Art. 2, line 3, letter a) of the Income Tax Act – by the liquidator and successor organisation to be appointed by the General Meeting. Insofar as is possible and permitted, it must be transferred to an association or organisation that has the same, or a similar, Association purpose.