

**Europäische Gesellschaft für die Geschichte der Photographie**

**European Society for the History of Photography**

**Association Européenne pour l'Histoire de la Photographie**

## **STATUTES**

**of the**

**„ European Society for the History of Photography Research Association “**

**Number: XV – 6382 / ZVR 129705865**

**Statutes of the Society in compliance with the Law of Associations of 2002**

## **§1. Name, Headquarters and Field of Activity**

(1) The research society has the name of:

**Europäische Gesellschaft für die Geschichte der Photographie / European Society for the History of Photography / Association Européenne pour l'Histoire de la Photographie.**

(2) It is headquartered Vienna and the field of its research activity covers **all of Europe and Europe's former historical overseas regions.**

## **§2. Purpose**

The society, whose activities will be conducted on a not-for-profit basis, has the aim of performing scientific research in the area of Austrian and European photography to benefit Austrian science.

## **§3. Activities to achieve the goals of the Society**

(1) It is aimed to achieve the goals of the Society through the following activities:

- a) Initiating, executing, coordinating and sponsoring scientific work and research activities;
- b) Providing information on the status of developments in the field through educational activities, lectures, seminars, excursions and scientific events;
- c) Sponsoring the exchange of information and cooperation between the Society's members and the bodies of representation of all areas of photographic-scientific research;
- d) Issuing publications: training, presentations, electronic newsletter, operation of internet sites and other online publications, newspapers, information leaflets, brochures, circulars and books;
- e) Strengthening interdisciplinary cooperation between public research institutions and the international scientific community;
- f) Developing international cooperation with European institutions with similar activities;
- g) Establishing a scientific database;
- h) Undertaking all the appropriate steps to support the Society and its objectives.

(2) The required financial resources shall be raised through:

- a) Registration fees and membership dues;
- b) Public funding (contributions for research support and subsidies)
- c) Donations, collections, revenue from sponsors, donations, bequests and other contributions
- d) Income from events, publications, assignments and research projects, as well as other activities organised by the Society.

## **§4. Types of membership**

(1) The Society has regular, associate and honorary members.

(2) Regular members are those who participate fully in the Society's activities. Associate members are those who support the Society's aims through financial contributions.

(3) Honorary members are persons who have been elected to acknowledge their special services to the Society or the Society's goals.

## **§5. Acquisition of membership**

(1) Regular members can be physical or legal entities who are committed to the objectives of the Society and actively participate in the achievement of these. The Board reaches the final decision on accepting regular members. Applications for membership can be rejected without giving reasons.

(2) Associate members of the Society can be any physical or legal entity that is prepared to promote the goals of the Society and provide it with financial support. The Board can reject acceptance without giving any reasons.

(3) Honorary members are elected by the General Assembly on the recommendation of the Board.

#### **§6. Termination of membership**

(1) Membership ceases with the member's death, through the loss of legal status in the case of legal entities, through voluntary resignation, through annulment and through expulsion. However, any outstanding membership fees must be paid for the year of resignation.

(2) A member can resign from the Society at any time by making a written declaration to a member of the Board.

(3) The Board can annul an associate membership if this entity has not provided any financial support for longer than 12 months in spite of being warned three times. The obligation to pay any overdue contributions remains unaffected.

(4) The Board can expel a member from the Society on grounds of serious infringement on the member's duties, dishonourable behaviour, non-payment of membership dues after being warned twice in writing and given an appropriate extension (6 months), or when one of the criteria for membership is no longer fulfilled. It is permitted to appeal against this decision at the General Assembly; in this case, membership is suspended until the final decision on the member's rights is taken.

(5) Annulment of honorary membership for the reasons mentioned in subparagraph 4 (above) can be concluded at the General Assembly on the recommendation of the Board.

#### **§7. Rights and obligations of the member**

(1) Members are entitled to avail themselves of the services provided by the Society and take part in all of the Society's events. Only members and honorary members have the right to vote, either actively or passively, at the General Assembly.

(2) Members are required to support the interests of the Society to the best of their ability and to avoid any activities that could be detrimental to the Society's esteem or objectives. They are required to observe the Society's statutes and the resolutions taken by the Society's organs. Regular and associate members are required to provide the financial support stipulated in the Society's statutes.

#### **§8. The organs of the Society**

The organs of the Society are the General Assembly (§ 9 and 10), the Board (§§ 11–13), the Auditors (§14), the Executive President (§15) and the Arbitration Tribunal (§16).

#### **§9. The General Assembly**

The General Assembly is the members' assembly in compliance with the Law of Associations of 2002.

(1) The regular General Assembly is held annually.

(2) An extraordinary General Assembly is to be convened if an appropriate resolution is passed by the Board or the regular General Assembly, if requested in writing by one-tenth of the Society's members or by the auditors and held within four weeks

(3) All regular and honorary members are to be invited to both the regular and extraordinary General Assembly in writing at least fourteen days before the event. Notice of the General Assembly must be accompanied by details of the agenda. The General Assembly is convened by the Board.

(4) Motions to be considered at the General Assembly must be in writing and received by the chairperson at least three days before the set date of the General Assembly.

(5) Valid resolutions – with the exception of those concerning an application for an extraordinary General Assembly – can only be include on the agenda.

(6) All members are entitled to participate in the General Assembly. Only regular members and honorary members are eligible to vote. Each eligible member has one vote; legal entities are to be represented by an authorised person. It is permitted to transfer one's voting right to another member of the Society through written authorisation.

(7) The General Assembly will be considered quorate if more than half of those members who are eligible to vote or their representatives (subparagraph 6) are present. If the General Assembly is not quorate at the established time, it will be held 30 minutes later with the same agenda and considered quorate regardless of the number of members present.

(8) As a rule, voting and passing of resolutions at the General Assembly will be by a simple majority. However, resolutions changing the statutes of the Society or leading to its dissolution require a qualified majority of two thirds of the votes cast.

(9) The President chairs the General Assembly; should he or she be hindered, the Deputy President will assume this responsibility. If the Deputy President is also hindered, the oldest member of the Board present will be the chairperson.

#### **§10. Scope of duties of the General Assembly**

The General Assembly has the following responsibilities:

1. Acceptance and approval of the annual report and statement of accounts;
2. Ratification of the activities of the Board;
3. Passing resolutions on the submitted motions;
4. Appointment and dismissal of members of the board and auditors;
5. Setting of registration fees and membership dues for regular and extraordinary members;
6. Awarding and annulment of honorary membership;
7. Decisions on exclusion from membership;
8. Passing changes to the statutes and the voluntary dissolution of the Society;
9. Discussion and deciding on subjects on the agenda.

#### **§11. The Board**

The Board is the governing body of the Society in compliance with the Law of Associations of 2002.

(1) The Board is elected by the General Assembly and consists of six members: the Executive President, his or her Deputy, the Secretary and his or her Deputy, and the Treasurer and his or her Deputy.

(2) Should an elected member retire, the Board has the right to co-opt another eligible member as a replacement; approval for this decision must be granted at the next General Assembly.

(3) The Board will be elected for a period in office of three years. In any case, the term shall last until the election of a new Board. Board members who resign will be eligible for re-election.

(4) The Board will be summoned to meetings, in writing or verbally, by its Chairperson or, should he or she be hindered, by the deputy.

(5) The Board is quorate if all members have been invited and at least half of them are present. If the Board consists of only two persons, the presence of both is essential and any decisions must be reached unanimously. In other cases, the board should strive to reach a unanimous vote on the decisions it takes. Should this not occur, the decision to be taken shall be determined by the simple majority of the Board members present. In the event of a tied vote, the Chairperson's vote will be decisive.

(6) The Executive President shall be the chairperson; if he or she is hindered, the deputy will assume the position. If this person is also hindered, the chair will be taken by the oldest member of the board present.

(7) The function of a member of the Board ceases with his or her death or at the end of a period in office (subparagraph 3), through removal from office (subparagraph 9) or resignation (subparagraph 10).

(8) The General Assembly can dismiss the entire Board or any individual member of it at any time.

(9) The members of the Board can declare their resignation in writing at any time. This declaration is to be submitted to the Board or, in the case that the entire Board resigns, to the General Assembly. The resignation only comes into effect with the election or cooption (subparagraph 2) of a successor.

## **§12. Responsibilities of the Board**

The Board is responsible for the management of the Society. It is responsible for all of those activities that are not assigned to any other of the Society's organs by the statutes. In particular, the following activities are included in its field of activities:

1. Administration of the Society's assets and obtaining approval for the annual budget at the General Assembly;
2. Admission, exclusion and cancellation of members of the Society;
3. Appointment of the Executive President;
4. Preparation of rules of procedure for the management;
5. Employment and dismissal of employees of the Society;
6. Convening regular and extraordinary General Assemblies and the making the necessary preparations.

## **§13. Special obligations of individual board members**

(1) The Executive President is responsible for the external representation of the Society, especially vis-à-vis third parties including the authorities. He or she can be assisted by the deputy in these activities (§15). The Executive President is the Chairperson of the General Assembly and Board. In the case of imminent danger, the President is entitled to reach decisions under his or her own responsibility even if these fall within the fields of duties of the General Assembly or Board; however, any decision must subsequently be authorised by Society's responsible organ.

(2) Written notices and announcements made by the Society, especially documents obligating the Society, are to be signed by the Executive President.

(3) Should the Executive President be hindered, he or she will be represented by his or her deputy.

#### **§14. Auditors**

(1) The General Assembly elects two auditors for a period of three years. Re-election is possible. In compliance with §22 of the Law of Associations, an external auditor from the field of chartered accountants can be appointed to replace or complement the auditors elected from the circle of members.

(2) The auditors are responsible for the verification of the financial conduct of the Society, especially the examination of the statement of accounts, and reporting to the General Assembly. The auditors are required to provide the Board with a written report of the results of their examination.

(3) In addition, the regulations included in subparagraphs 3, 7, 8 and 9 of §11 shall apply mutatis mutandis to the auditors.

#### **§ 15. The Executive President**

(1) The Executive President manages the office of the Society and is responsible for the handling of its day-to-day activities in accordance with the instructions of the Board.

(2) The Executive President acts within the framework of the approved annual budget and work programme. The limits to his or her authority, especially financial limits, for which he or she has single power of attorney, will be established by Board in the rules of procedure for the management. Beyond these limits, the countersignature of an additional member of the Board is required.

(3) The Executive President represents the Society within the framework of the corresponding authorisation through the rules of conduct or special authorisation by the Board to the public.

#### **§16. Arbitration Tribunal**

(1) The Arbitration Tribunal shall decide on all disputes over matters arising from the activities of the Society.

(2) The Arbitration Tribunal comprises five regular members of the Society. It shall be formed in such a way that that each disputing party will inform the Board of two arbitrators within ten days. These elect a chairperson of the Arbitration Tribunal with the simple majority. In the case of a tied vote, the lot decides.

(3) The Arbitration Tribunal reaches its decision in the presence of all of its members by simple majority vote. They reach their decision to the best of their knowledge and belief and any decision taken is considered final within the Society.

#### **§17. Dissolution of the Society**

(1) The voluntary dissolution of the Society can only be decided on with a two-thirds majority of the valid votes cast at an extraordinary General Assembly called especially for this purpose.

(2) The last Board of the Society shall give written notice of the Society's dissolution to the appropriate authority.

(3) This General Assembly shall also decide on the liquidation of the Society's assets, should any exist. In particular, it shall name a liquidator and make a decision on who these assets are to be transferred to once all liabilities have been covered. These assets may only be used for charitable purposes in the sense of § 4a (2) Z 1 and (3) Z 4 to 6 of the EstG 1988. This applies mutatis mutandis in the case of the discontinuation of the aforementioned previous privileged Society goals and the official dissolution of the Society. Any alteration to the legal basis of the society or its cessation of activity must be reported to the Finanzamt Wien 1/23 without delay.