

Statutes / Bylaws of the Association

Internationale Vereinigung zur Förderung innovativer Ansätze der Auseinandersetzung mit globalen Herausforderungen

***International Association for the Advancement of Innovative Approaches to Global Challenges
(IAAI)***

Mednarodno združenje za pospeševanje inovativnih pristopov k reševanju globalnih izzivov

Art. 1: Name, Location and Scope of Activity of the Association

- (1) *The Association bears the name „International Association for the Advancement of Innovative Approaches to Global Challenges” abbreviated to “IAAI”; German Name: „ Internationale Vereinigung zur Förderung innovativer Ansätze der Auseinandersetzung mit globalen Herausforderungen “*
- (2) *The Association is registered in Vienna, Austria. The activities of the Association shall be global.*

Art. 2: Purpose of the Association

- (1) *The Association pursues exclusively the common purpose as a non-profit making organisation*
- (2) *The Association shall have the following purpose:*
 - *Promotion of international Cooperation in Science, Technology, Innovation, Development Cooperation, Politics, Culture, Economy, Sports with the aim to contribute to the work of the United Nations system and other national and international actors working for the public wellbeing.*
 - *To promote and co-ordinate globally the discussion and exchange of ideas and results regarding innovative approaches to global challenges.*

Art. 3: Means for Achieving the Purpose of the Association

- (1) *The Association’s goal shall be reached by the ideational and material instruments quoted in article 2 and 3.*
- (2) *Serving as ideational instruments are:*
 - *accepting and awarding academic research contracts;*
 - *giving scientific expert opinion*
 - *giving policy advice*
 - *organization of specialized events (competitions e.g. initiating and contributing to programme management of “Global Challenges World Cup”, symposia, colloquia, workshops, lectures, etc.);*
 - *editing publications;*
 - *offering membership to scholars, research institutions, Higher Education institutions, Institutions/Associations in the field of Economy, international initiatives like Global Marshall Plan, Global Compact etc, in order to maintain permanent communication and cooperation*

- cooperation with representatives and organs of, international Organisations, donor countries, foundations and other private and public charitable organisations, the European Communities by establishing and managing IAAI Programme and Fund Management Board
 - establishing of “Global Challenges Study and Research Centres;
 - establishing and managing (in close cooperation with UN system) a “Global Challenges World Cup Fund” and a “Global Challenges Study and Research Centres Fund”
- (3) *The financial means necessary to realize the purposes of the Association shall be obtained through*
- voluntary contributions by members and non-members,
 - donations and bequests from members and non-members,
 - revenues from research contracts, events and publications,
 - public assistance and sponsorship by other institutions
 - Incomes from enterprises of the association

Art. 4: Types of Membership and Principles of Decision Making

IAAI is built on individual membership and institutional membership. Rules for decision making processes of different decision making bodies will be specified by specific rules of procedure which shall be approved by IAAI general assembly in due course and in a way that will be most appropriate to have a globally and professionally balanced membership providing utmost legitimacy to IAAI. As long as there don't exist specific regulation of decision making processes in the bylaws or in the above mentioned rules for decision making of different decision making bodies, decisions are taken based on the majority of casted valid votes; in the event of parity of votes the president will cast the deciding vote.

Art.5: Membership

- (1) *Members of the association can be individuals, legal entities, public corporations and institutions as well as other governmental, academic and international organizations.*
- (2) *The Executive board decides over admission of members. Admission can be rejected without further explanation.*

Art.6: Termination of Membership

- (1) *The membership can end through death, in the case of legal entities through ending of their legal status, through voluntary resignation and through exclusion.*
- (2) *Voluntary resignation requires a non-formal written declaration to the Secretary general of IAAI*
- (3) *The executive board can exclude a member, if a member has remained three years arrears with his or her membership fees despite two warnings in writing and an extension of the deadline of 6 weeks for paying the membership fee.*
- (4) *The executive board can exclude a member also in case when a member acts against the interests and principles of the association or if a member is considered to have brought the IAAI into disrepute.*

Art. 7: Rights and Duties of Members

- (1) *Members have the right to vote and to be elected to the different organs of the association*
- (2) *Every member has the right to get from the executive board the bylaws/statutes of the association*
- (3) *If at least 10 % of the members of the association demand so, an extraordinary general assembly has to be organized*
- (4) *The members have the right to receive detailed information about the activities and financial situation of the association from the executive board*
- (5) *The members have the duty to support the interests of the association and to avoid acts that would harm the reputation of the association or be against the objectives of the association. They have to take note of decisions and bylaws of the association*

Art 8: Administrative bodies of the association

Administrative bodies of IAAI are

1. *General Assembly,*
2. *Executive Committee,*
3. *Auditors,*
4. *Programme and Fund Management Board*
5. *Secretariat*

Art 9: General Assembly

- (1) *The General Assembly is the “Member’s Assembly” (german “Mitgliederversammlung”) according to Austrian law of Associations 2002. A regular general assembly takes place once a year. Virtual general assemblies shall also be possible according to the technical possibilities available.*
- (2) *Extraordinary general assemblies are possible in case:*
 - a. *The executive committee or the regular general assembly decide so*
 - b. *At least 10% of members of the association demand so in writing*
 - c. *In case the auditors demand so according to Art 21 (5) of Austrian law of associations*
- (3) *To regular as well as to extraordinary general assemblies all members shall be invited in written form, by fax or email (according to the contact data that is being provided to the association by its members). The invitation shall contain also the agenda of the general assembly. The invitations are being organized by the secretariat of IAAI.*
- (4) *Proposals for resolutions at the general assembly need to be sent to executive committee at least 3 days in advance of the general assembly in writing, by telefax or email.*
- (5) *Valid resolutions can be passed only on items listed on the agenda*
- (6) *All members can participate in the general assembly. Every member has one vote. Transfer of the vote of one member to another member is possible but requires a written proxy statement.*
- (7) *Voting at the general assembly is valid independently of the number of participating members.*
- (8) *The general assembly takes decisions by simple majority provided that the articles of the statutes make no other provision. Decisions concerning changes of the statutes/bylaws or dissolution of the association require a qualified majority of two thirds of the valid casted votes.*

Art 10: Tasks of the General Assembly

The General Assembly has the following tasks:

- a. Decision over proposed annual budget*
- b. Receiving and approving the Annual Report of activities and the annual financial report in cooperation with the auditors.*
- c. Voting and dismissal of individual members of the Executive Committee.*
- d. Exoneration of the executive committee*
- e. To discuss the general policy put forward by the Executive Committee and Programme and Fund Management Board.*
- f. To approve the Rules of procedure of Programme and Fund Management Board*
- g. Subject to a detailed recommendation from the Executive Committee, to approve the delegates to the Programme and Fund Management Board.*
- h. To be informed of the admission of members.*
- i. To vote on changes in the By-laws or dissolution of the association*
- j. To discuss and pass resolutions on further items that are on the agenda*

Art 11: Executive Committee

- (1) The Executive Committee shall be composed of the President, Vice President, Secretary General, Deputy Secretary General and potential additional members (up to 8) as elected by General Assembly*
- (2) The members of the executive committee are being elected by the general assembly. The executive board has the right to nominate in case of departure of one of its members a co-opted additional member of the executive board among those members of the association who are eligible for this function and to ask for a confirmation of this nomination by the next general assembly. In case the executive committee can not fulfil its functions at all or for a long time in the foreseeable future due to departure of members without filling these posts with co-opted members, the auditor is obliged to call a general assembly immediately for new members of the executive board to be elected. In case that also the auditor is not in the position to act, every member of the association who knows about this emergency situation of the association is required to request a curator at the competent court who then shall call the general assembly*
- (3) The term of the executive committee is 2 years, re-election is possible; each function needs to be fulfilled personally*
- (4) The executive committee is being called by the secretary general or in his/her absence by the deputy secretary general in writing or orally. In case also the deputy secretary general is not available for a longer period of time every member of the executive committee has the right to call a meeting of the executive committee.*
- (5) The executive board can take valid decisions if all members have been invited and at least half of them are present.*
- (6) Decisions of the executive committee are taken with simple majority in case of parity the vote of the president decides*
- (7) The meetings are being chaired by the president, in his/her absence the vice president. If also the vice president is absent, the eldest member of the executive committee or any member who the other members agree upon chairs the meeting*
- (8) Members of the executive committee can resign anytime from their function in writing to the executive committee. In case all members of the executive committee resign, the writing has to be addressed to the general assembly. Resignation becomes valid only with the nomination of a co-opted member (according to paragraph 2) or election of new members at the general assembly.*

Art 12: Tasks of the Executive Committee

The executive committee is managing the work of the association. It is the “executive organ” (german “Leitungsorgan”) according to the Austrian law on associations 2002. The executive board is responsible for all the affairs of the association unless they are assigned by the bylaws to another institution. In particular the executive board has following tasks:

- a) Establishing a financial reporting system that fits the requirements of the association and that keeps current record of income/expenditure as well as assets of the association*
- b) Preparing a proposal for the annual budget, an annual activity report and an annual financial report*
- c) Preparing and calling the general assembly*
- d) Informing the members of the association about activities of the association, its financial situation and the audited annual financial report*
- e) Administration of assets of the association*
- f) Approving of new members and dismissing of members of the association (in line with Art 7 (5) of the bylaws)*
- g) Hiring and dismissal of employees of the association*

Art 13: Specific Tasks of individual members of the Executive Committee

- (1) The President acts as the official representative of the association. The president signs with the Secretary General jointly contracts for the association. Contracts between members of the executive committee and the association require the approval of the general assembly.*
- (2) The Secretary General manages the current affairs of the association and acts as the official representative of the IAAI in areas agreed upon with IAAI president.*
- (3) Powers of attorney to represent the association and to sign contract on behalf of the association can be signed only by the members of executive board listed in paragraph 1 and 2 of this article of the bylaws*
- (4) In case of exigent circumstances the president is entitled to act on his own responsibility in areas which are assigned by the bylaws to the competence of general assembly or the executive committee. Such activities require an ex-post approval by the competent body.*
- (5) The president chairs the meetings of general assembly, executive committee and the programme and funds management board*
- (6) The secretary general manages the secretariat, keeps the minutes of the meetings of general assembly and executive committee and is responsible for the appropriate financial management of the association. He/she sends out the invitations to the meetings of the administrative bodies of the association. He/she is responsible for the Membership List with assistance of the IAAI Secretariat. He/she submits all accounts and other relevant data to the auditors.*
- (7) In case of absence of the president or secretary general the vice president and deputy secretary general take over the respective tasks.*

Art 14: Auditors

- (1) The accounting of the association shall be audited by two auditors who are elected by the general assembly. Every two years they shall be assisted by an officially registered accountant.*
- (2) The two auditors are elected by the general assembly for a period of two years; re-election is possible. The auditors must not be member of an administrative body of the association which is subject to the audit – except the general assembly.*
- (3) The auditors shall audit the management of current affairs of the association and its financial management in light of legal requirements and with regard to the use of the resources of the association towards promotion of the objectives of the association. The executive committee*

shall provide the auditors with all necessary documentation and explanation. The auditors shall inform the executive committee and the general assembly of the results of the audit.

Art 15: The Programme and Fund Management Board

The Programme and Fund Management Board is composed of:

- the president,*
- vice president,*
- secretary general,*
- 7 delegates appointed by General Assembly and*
- representatives of International organizations (especially UN system), donor countries, private and public philanthropic organizations which contribute to Global Challenges World Cup Fund or/and Global Challenges Study and Research Centres Fund.*

It has its own rules of procedure which will be decided upon in consensus with International Organisations and main sponsors and shall be approved by IAAI General Assembly.

The IAAI President co-chairs the meeting of the Programme and Fund Management Board together with a representative of the UN system.

The Programme and Fund Management Board is the scientific council of the IAAI in matters of policy and long-term planning. It makes proposals on the topics of Global Challenges World Cups.

Art 16: Court of Arbitration

- (1) The court of arbitration is called to solve any kind of internal dispute that arises from the work of the association. The court of arbitration makes decisions on the basis of the Austrian association law (2002) and not on the basis of Art 577 ff of Austrian code of civil procedure.*
- (2) The court of arbitration consists of three full members of the association. The procedure of composition is the following: One party of the dispute announces in writing to the executive board a member of the association as member of the court of arbitration. The executive committee then invites within 7 days the other party of the dispute to nominate a member for the court within 14 days. Both nominees for the court elect a third member within fourteen days to do chairmanship of the court. If there is a tie between two candidates, the decision is made by drawing lots. The members of the court are not allowed to be member of any body that is a subject of the argument except the general assembly.*

The court of arbitration makes its decision in the presence of all its members with a majority. It decides to the best of its knowledge and beliefs. From the association's point of view the settlement is final.

Art 17: Indemnity

The Members of the Executive Committee and other Officers of the Association shall be indemnified out of the funds of the association against all costs, charges, losses, damage and expenses which they might respectively incur or be put to on account of any act, deed, matter or thing which shall be executed, done or permitted by them respectively in good faith in or about the execution of their respective offices.

Art 18: Changes in By-Laws

Proposals to change the bylaws can be made by the Executive Committee or by individual members. In the latter case, they must be lodged with the president in writing not later than 12 weeks before the next general assembly and must be supported by at least 25 % the members of the association. Changes must receive a two-thirds majority of those present in the general assembly.

Art 19: Voluntary Dissolution of the association

- (1) The voluntary dissolution of the IAAI may be approved if proposed as a resolution in writing to the Executive Committee by at least one half of the delegates, and then is only valid if it is agreed by three-quarters of all members present.*

- (3) The general assembly has also to decide what to do with the assets of the association in case there exist some. The general assembly has to nominate a person to lead the dissolution; the general assembly has also to decide what to do with the assets after all liabilities are deducted. The assets shall – if possible – be given to an organization which has the same or similar goals; otherwise it shall be given to an organization which pursues the same or similar objectives as the association IAAI, otherwise to social welfare purposes.*

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