

Bylaws of Brennos - Verein für Keltologie (Austrian Society for Celtic Studies)*

§1 Name, Registered Office and Field of Activity

- (1) The name of the society is "Brennos – Verein für Keltologie".
- (2) Its registered office is located at Finkengasse 28-30/2, 2103 Langenzersdorf, Austria and its activities extend to the whole of Austria.
- (3) The establishment of branches is not intended.

§2 Objectives of the Society

The society is non-profit and aims at promoting and supporting academic research and scientific debate in the field of Celtic Studies in Austria and at Austrian universities.

§3 Means of reaching the objectives of the society

- (1) It is intended to reach the objectives of the society by the immaterial and material means specified in subsections (2) and (3).
- (2) Immaterial means are:
 - a) Conferences, lectures, meetings, excursions, cultural events;
 - b) Support and promotion of working groups relevant to the field;
 - c) Public relations, press releases;
 - d) Publication of academic papers dealing with subjects and topic from the field of Celtic Studies.
- (3) The necessary material means will be reached by:
 - a) Income from scientific activities, undertakings of the society, conferences, lectures, and cultural events;
 - b) Revenue from sale of publications by the society;
 - c) Donations, collections, bequests, and other contributions;
 - d) Membership fees.

§4 Types of Membership

- (1) The members of the society fall into three categories: regular members, sponsoring members and honorary members.
- (2) Regular members are those who pay membership fee and participate fully in the activities of the society. Sponsoring members are those who further and support the activities of the society by means of voluntary financial contributions on top of the annual membership fee. Honorary members are those who are declared as such by the General Assembly for their outstanding services and contributions rendered to the society.

§5 Acquisition of Membership

- (1) Any natural person who has reached the age of 18 as well as any legal person may become a member of the society.
- (2) The Executive Board makes the final decision on the admission of regular and sponsoring members. Admission can be denied without stating reasons.
- (3) The appointment of honorary membership is decided by the General Assembly upon request of the Executive Board.
- (4) Membership must be applied for in writing and only begins with the payment of the membership fee.

§6 Termination of Membership

- (1) Membership comes to an end at the time of death or, as far as legal persons are concerned, at the time of loss of their legal status, through voluntary withdrawal of membership, or expulsion as ordered by the Executive Board. The Board is under no obligation to state reasons.
- (2) The voluntary withdrawal of membership is only possible per December 31 of each year. It must be announced in writing to the Executive Board at least one month prior to the end of the calendar

year. If the notification is delayed, it will go into effect only at the next following term of withdrawal. The timeliness of the notification is determined by the date of postmark.

(3) The Executive Board may pronounce a membership inactive in case a member fails to pay the membership fee for two consecutive years. This leaves untouched the obligation to pay the membership fees due. Members whose membership has thus been rendered inactive may submit a written application for reactivation of their membership at any time.

(5) The expulsion of a member from the society can also be ordered by the Executive Board on the grounds of a gross breach of the duties of a member and on the grounds of dishonourable behaviour.

(6) Honorary membership can be revoked by decision of the General Assembly upon request of the Executive Board on the grounds of the reasons stated in subsection 4.

§7 Rights and Duties of Members

(1) Members are entitled to attend all meetings of the society and to make use of its facilities. All regular, sponsoring and honorary members have the right to vote in the General Assembly, may take part in elections and are eligible to run for office.

(2) Members are obliged to further the interests of the society to the best of their abilities and to refrain from any action that could damage the reputation and the objects of the society. Members must abide by the statutes of the society and the resolutions of its executive organs. Regular and extraordinary members are obliged to punctually pay the admission fee and membership fees in the amount decided by the General Assembly.

§8 Organs of the Society

The organs of the society are the General Assembly (§§ 9 and 10), the Executive Board (§§ 11 to 13), the auditors (§14), and the arbitration tribunal (§15).

§9 The General Assembly

(1) The General Assembly is to be held at least every four years

(2) An extraordinary General Assembly must be held if resolved by the Executive Board or by the active General Assembly, or if proposed in writing by at least one tenth of the voting (§7 subs. 1 and §9 subs. 6) members, or upon request from the auditors within 4 weeks after the delivery of the application for convocation to the Executive Board.

(3) To ordinary and to extraordinary General Assemblies, all members must be invited in writing at least two weeks before the date of the meeting. The invitation to the General Assembly must state the agenda. The Executive Board must convene the meetings.

(4) Motions must be submitted to the Executive Board in writing at least three days in advance of the date of the General Assembly.

(5) Resolutions, except motions to convene an extraordinary General Assembly, can only be adopted when covered by the agenda.

(6) All members are entitled to participate in the General Assembly. All regular, sponsoring and honorary members have the right to vote. Each member has one vote. Legal persons are represented by an authorised representative. The transfer of voting rights is permitted by power of attorney

(7) The General Assembly forms a quorum if half of the members or their representatives (subs. 6) with voting rights are present. If the General Assembly cannot form a quorum at the time fixed, the General Assembly takes place with the same agenda two minutes later and constitutes a quorum regardless of the number of people present.

(8) Elections held and resolutions passed in the General Assembly, require, as a rule, a simple majority of votes. For resolutions to amend the statutes of the society or to liquidate it, however, a qualified majority of three-quarters of the votes cast is required.

(9) At the General Assembly, the President of the society will chair the meeting. If the President of the society cannot chair the meeting, the Vice President will chair. If the Vice President cannot chair the meeting, the eldest board member present will chair.

§10 Competence of the General Assembly

The following tasks are reserved for the General Assembly:

- a) Receiving and approving the business report and closing account;
- b) Voting on the budget;
- c) Appointing and removing members of the Executive Board and the auditors; approval of legal transactions between Executive Board members and auditors with the association;
- d) Releasing the members of the Executive Board;
- e) Fixing the amounts of membership fees for extraordinary members;
- f) Award and withdrawal of honorary membership;
- g) voting on resolutions on amendments to the statutes and voluntary liquidation of the society;
- h) deliberation and decision on any other issues on the agenda.

§11 The Executive Board

(1) The Executive Board consists of six members, i.e. the President or Vice President, the Secretary and his or her deputy, and the Treasurer and his or her deputy.

(2) The Executive Board is elected by the General Assembly. The Executive Board has the right to co-opt another member eligible for election in the place of an elected member choosing to stand down, with approval to be asked for retrospectively at the next General Assembly. If the Executive Board is not available at all or for an undetermined period of time without appointing another member, each Auditor is obliged to immediately call an extraordinary General Assembly to elect a new Executive Board. If the Auditors are also unable to fulfil their duties, any regular member who recognizes the severity of the situation should immediately file a petition with the competent court for the appointment of a trustee, who shall then immediately call an extraordinary General Assembly.

(3) The Executive Board is in office for four years; re-election is permitted.

(4) The Executive Board is convened in writing or orally by the President, or in the event that the President is unavailable by his or her deputy. If the latter is also unable to fulfil his or her duties for an unforeseeable period of time, any other member of the Executive Board can convene the Board.

(5) The Executive Board forms a quorum when all of its members have been invited and at least half of its members are present.

(6) Decisions of the Executive Board take effect with a simple majority of the votes cast. In the event of a tie, the President shall have the casting vote.

(7) The President presides, if he is unavailable his or her deputy. In case the latter is also unavailable, the eldest board member presides.

(8) Apart from death or the expiry of the period of office (subs. 3), Executive Board members can be relieved from office by the General Meeting (subs. 9) or resign (subs.10).

(9) The General Assembly may dismiss the entire Executive Board or any of its members from office at any time. The dismissal becomes effective with the appointment of the new Executive Board or, respectively, the new board member.

(10) The Executive Board members can, at any time, in writing, tender their resignation. The declaration of resignation is addressed to the Executive Board, or in the event of the resignation of the entire Executive Board to the General Assembly. The resignation becomes effective only upon the election or cooption (subs. 2) of a successor.

§12 Competence of the Executive Board

The Executive Board is responsible for the management of the society. It has to perform all functions not allocated to another organ of the society by the statutes. Its sphere of activities covers in particular:

- a) drafting the annual budget and drawing up the financial report and the balance of the accounts,
- b) preparing the General Assembly,
- c) the convocation of ordinary and extraordinary General Assemblies,
- d) the administration of the assets of the society,
- e) the admission and exclusion of society members
- f) employment and dismissal of employees of the society.

§13 Special Obligations of Individual Members of the Executive Board

(1) The President is the official representative of the society. Written statements of the society are only valid with the President's signature, in financial matters (concerning fund disposition) with the signatures of the President and Treasurer. Legal transactions between Executive Board members and the society can only be validated with an approval granted by the General Assembly.

(2) Authorisations for legal acts to represent the society to the public or to sign legal documents on behalf of the society can only be provided by the officials mentioned in subs. 1.

(3) In case of impending danger, the President is entitled to take measures independently, even in matters falling within the purview of the General Assembly or of the Executive Board, under his or her own responsibility; these measures require, however, the subsequent approval of a competent organ of the society.

(4) The President chairs the General Assemblies and meetings of the Executive Board.

(5) The Secretary will support the President in the management of the society. The Secretary is responsible for the minutes of the General Assemblies and the meetings of the Executive Board.

(6) The Treasurer is responsible for the proper management of the society's finances.

(7) In the event that the President, Secretary and Treasurer are unavailable, their respective deputies shall replace them.

§14 The Auditors

(1) The two auditors are elected by the General Assembly for the period of four years. They may be re-elected indefinitely.

(2) The auditors shall be appointed to audit the accounts of the Society. They report to the General Assembly.

(3) Furthermore, the provisions of §11 subs. 3, 8, 9 and 10 as well as §13 subs. 1 last sentence shall apply analogously to the auditors.

§15 Arbitration Tribunal

(1) All disputes arising from membership are decided by the society's arbitration tribunal.

(2) The arbitration tribunal is composed of three regular members. It is formed in such a way that a contending party nominates to the Executive Board, in writing, one member as arbitrator. Within seven days the other contending party is requested by the Executive Board to nominate to the Executive Board, in writing, one member as arbitrator within fourteen days. Upon being notified by the Executive Board within seven days, the nominated arbitrators shall elect a third regular member as the chair of the arbitration tribunal within a further fourteen days. If the votes are equal, a decision among the members nominated is reached by drawing lots.

(3) The arbitration tribunal renders judgment in the presence of all its members by a simple majority of votes. It decides to the best of its knowledge and belief. Its judgments are final as far as the internal situation of the society is concerned.

§16 Liquidation of the Society

(1) The voluntary liquidation of the society can only be resolved with a qualified majority of three-quarters of the votes cast in an Extraordinary General Assembly convened for this purpose.

(2) This Extraordinary General Assembly also must pass a resolution concerning the assets of the society, if such assets exist. It must also appoint a liquidator and pass a resolution concerning to whom the assets of the society remaining after the payment of debts should be transferred. These assets, as far as it is possible and permitted, shall go to an organisation with the same or similar objectives as this society.

(3) The last Executive Board of the society must inform the competent authorities in writing of the voluntary liquidation within four weeks after the adoption of the resolution and it is obliged to announce, within the same period (, in accordance with article 26 of the "Vereinsgesetz" (Law on Societies)), the voluntary liquidation in an official gazette.

*The German version of the bylaws is valid. The English version is for translation purposes only.