

## STATUTES

of the society “Vereinigung junger WissenschaftlerInnen der Medizinischen Universität Wien  
/ Young Scientist Association of the Medical University of Vienna”  
- YSA of the MedUni Vienna –  
Association for Networking and Promotion of Young Scientists

### **§ 1. Name, registered office and scope of functions of the association**

1.1 The association has the name “Verein junger WissenschaftlerInnen der Medizinischen Universität Wien (Young Scientist Association of the Medical University of Vienna)” - YSA of the MedUni Vienna –Association for Networking and Promotion of Young Scientists.

1.2 The association is based in Vienna and its activities cover the Republic of Austria as well as international areas.

1.3 The formation of branch-associations requires decision-making at the General Assembly.

### **§ 2. Aim of the association**

2.1 The association serves as a non-political platform for the promotion of young scientists (diploma students, master students, doctoral students, PhD students, PostDocs and equivalents) of the Medical University of Vienna or its scientific environment.

2.2 The purpose of the association is not profit-based.

### **§ 3. Means for achieving the association’s purpose**

3.1 The association’s purpose should be achieved by the use of the non-material and material means specified in sec. 1 subs. 1 and sec. 1 subs. 2.

3.1.1 Non-material means shall be:

- a. Transfer of information between established and young scientists.
- b. Providing a platform for the communication between young scientists and relevant institutions of the Medical University of Vienna and its scientific environment.
- c. Organization and promotion of scientific meetings, conferences, workshops and further educational events concerning international and national exchange of scientific competence with the aim to establish competence networks.
- d. Organization of information events and networking platforms for young and potential scientists.

3.1.2 The necessary material means shall be raised by:

- a. Donations, collections, legacies and other sources
- b. Subsidies and funding
- c. Earnings from events of the association and from publications
- d. Asset management (interest rates)
- e. Sponsorship payments
- f. Advertising revenues
- g. Membership fees

#### **§ 4. Types of membership**

4.1 Members of the association fall into the categories of regular, associate and honorary members.

4.1.1 Full members fully participate in the work of the association. Associate members will be accepted under exceptional circumstances (see below). Honorary members are persons who are appointed to this category as the result of special services for the association.

#### **§ 5. Acquisition of membership**

5.1 Full members of the association may be all natural persons with an academic degree and a research associated position, who

a. are ordinary students in a postgraduate program of the Medical University of Vienna

and/or

b. are working full time at the Medical University of Vienna or at one of the following institutions:

- Children's Cancer Research Institute (CCRI)
- Center of Molecular Medicine of the Austrian Academy of Sciences (CeMM)
- Max F. Perutz Laboratories (MFPL)
- Medicine and Life Sciences Laboratories of the Christian Doppler Forschungsgesellschaft (CDG)
- Ludwig Boltzmann institutes with a medical aspect
- Bernhard Gottlieb University Clinic of Dentistry
- Institutions whose association to the Medical University of Vienna will be authorized by the Executive Board of the association

who

c. are not in the position of a group leader or habilitated (following persons cannot be full members of the YSA: assistance

professors, associate professors, ordinary professors, university professors, emeritus professors, private lecturers, university lecturers and

PhD-senior supervisors according to the MedUni Guidelines).

5.2 Associate members may be:

- a. Former full members: persons who no longer fulfill the criteria for an full membership
- b. Promoting associate members: persons who support the association by higher membership fees
- c. Master and Diploma students with association to the Medical University of Vienna and its scientific environment
- d. Ordinary students, who belong to a post-graduate education program of another state-approved university of Austria or international.
- e. Executive Board alumni: former members of the Executive Board of the YSA.

5.3 The final decision of the admission of new full and associate members rests with the Executive Board. The admission can be denied without giving reasons.

5.4 Honorary members are elected by the General Assembly having been proposed by the Executive Board.

## **§ 6. Termination of membership**

6.1 Membership expires as a result of death, as a result of legal persons losing their legal personality, as a result of resignation, cancellation or exclusion.

6.2 Resignation may only be effected before the beginning of a new semester that is either before the 1<sup>st</sup> of March or the 1<sup>st</sup> of October of each calendar year by a written letter of resignation to the Executive Board, whereby notice of one month must be observed. The postmarked date shall be the relevant date for resignation. In the case of late notification, membership shall end on the following termination date.

6.3 A member can be cancelled by the Executive Board if it is in the arrears with the payment of the membership fees for more than six months despite twice written reminders. The obligation to pay outstanding fees remains unaffected thereby.

6.4 A member may be excluded by the Executive Board as a consequence of serious breaches of the responsibilities of members or disreputable behavior.

6.5 Honorary membership can be revoked by the General Assembly upon the request of the Executive Board for the reasons cited under section 4.

6.6 Persons who no longer fulfill the criteria for an full membership cited in § 5 within a business year will keep their membership and their positions until the end of the business year and thereafter will be assigned as associate members via an informal application. The Executive Board decides upon the admission of an associate membership.

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

7.1 The members are entitled to attend all events of the association. All full members have the right to vote in the General Assembly; they possess the right to vote as well as the eligibility to be elected.

7.2 Every member is entitled to request the executive committee to hand over the statutes of the association.

7.3 The convocation of a General Assembly may be requested if at least one tenth of the members demands so from the Executive Board.

7.4 Members shall be informed by the Executive Board about the association's activities and financing at each General Assembly. If at least a tenth of the members requests it under specification of reasons, the Executive Board has to provide all the requested information within four weeks

7.5 The members shall be informed by the Executive Board on the audited balance of accounts (financial statement). If this information is provided in the General Assembly, the Auditors shall be involved in the information provision.

7.6 Members are obliged to promote the interests of the association as far as possible and to refrain from any action that could harm the reputation and the objectives of the association. The constitution of the association and the resolution of the organs of the association are to be observed and respected all the time. Full and associate members agree to pay entrance fees and membership fees punctually as determined by the General Assembly.

## **§ 8. Organs of the association:**

Organs of the association are the General Assembly (§§9 and 10), the Executive Board (§§12 to 14), the Controllers (§16) and the Arbitration Board (§17).

## **§ 9. General Assembly:**

9.1 The General Assembly is the "General Meeting of Members" according to the Austrian Association Act of 2002. An ordinary General Assembly takes place annually in the course of the YSA PhD symposium.

9.2 An extraordinary General Assembly may take place

- a. upon resolution of the Executive Board or of the ordinary General Assembly,
- b. upon a written and justified request of at least a tenth of the full members,
- c. upon request of the Controller (§21 section 5 first sentence of the Austrian law on associations),
- d. upon resolution of the Controller (§21 section 5 second sentence of the Austrian law on associations, §11 section 2 of this constitution) within four weeks.

9.3 All of the members must be invited at least two weeks in advance in writing or by email (to the last email address of which the association has been informed) to the ordinary or

extraordinary General Assembly. The date of posting and the date of the General Assembly are not included in this time limit. The invitation to the General Assembly shall include the agenda. The General Assembly is called by the Executive Board (sec. 1 and 2 a-c) or the Controller (sec. 2 d).

9.4. Requests for the agenda may be submitted to the Executive Board by all full members in a written form (e.g. by e-mail) at least seven days before the date of the General Assembly. In terms of timeliness of requests, it is necessary that the Executive Board receives them on the fifth day before the date of the General Assembly (excluding the day of the General Assembly). Late requests will not be submitted for decision-making.

9.5. Valid decisions – excluding such on a request for convocation of an extraordinary General Assembly – may only be taken on the agenda and on timely submitted requests in accordance with sec. 4.

9.6. All Members are eligible on the General Assembly. Only full members are eligible to vote. Every full member has one vote. The transfer of the voting right to another full member through a written authorization is permitted, however, an full member must not dispose more than two votes.

9.7. The General Assembly has the quorum in the presence of half of the voting members (or its representatives), whereby also the represented members pursuant to paragraph 6 have to be added to the present quorum. In case the General Assembly does not possess the quorum at the defined hour, the General Assembly has to take place quarter-hour later with the same agenda, and has the quorum, disregarding the number of present and representative full members.

9.8. The elections and the decision-making on the General Assembly generally happen with simple majority of votes. However, decisions in which

- a. the Executive Board or single Board Members is to be relieved
- b. honorary members to be deprived
- c. a statute of the association to be changed
- d. the association to be disintegrated

require a qualified majority of two thirds of the submitted valid votes.

9.9. The President chairs the General Assembly, in case of his/her hindrance the deputy. If also the latter is hindered, the general secretary takes the chair.

## **§ 10 Tasks of the General Assembly**

- a. Decision-making about the estimates;
- b. Acceptance and authorization of the accountability report and the clearance of account by involvement of the controller
- c. Election and release of the members of the Executive Board, the members of the advisory board as well as the controller
- d. Authorisation of legal transactions between accountant and association

- e. Discharge of the Executive Board
- f. Determination of the entrance fee and of the membership fees for full and associate members
- g. Awarding and withdrawal of honorary memberships
- h. Decision-making over statute changes and the voluntary disintegration of the association
- i. Consultation and decision-making over other questions on the agenda

## **§ 11 Scientific Advisory Board**

11.1. The scientific advisory board (a supervisory body in accordance to § 5 paragraph 4 of the Austrian Association Act 2002) consists of at least ten people appointed by the Executive Board, assembling as follows:

- a. Two members of the advisory board are young scientists in accord. With §2 and §4.
- b. Two members of the advisory board are representatives from the field of the university research and teaching of the Medical University of Vienna.
- c. Two members belong to the rectorate of the Medical University of Vienna or carry out the function of the curriculum director or its deputy.

The advisory board controls the business conduct of the Executive Board and is responsible for the authorization of legal transactions of the association (§15). The advisory board has to fulfil its duties economically and with the diligence of a conscientious manager. The advisory board furthermore consults the Executive Board regarding all for the association relevant themes such as subject-specific companionship of events and other activities of the association.

11.2. The functional period for members of the advisory board is three years. Reappointment is possible.

11.3. In case a member, who is elected to the advisory board, rejects the election, or a member resigns during the year, no need for a by-election is given, as long as three members are in the advisory board.

11.4. By-elections for the rest of the functional period of the resigned member are to be held in the next General Assembly at the latest.

11.5. Every board member may resign its post without disclosure of any reasons by a written statement to the chair within a period of four weeks. Should the chair of the board be hindered or be him/herself subject of resignation, has the statement to be provided to its deputy.

11.6. A member of the advisory board may entrust in a written form another board member in a single session. The represented council member is not to be counted at the assessment of the quorum at a session. The right to chair cannot be transferred.

11.7. The Executive Board nominates a member of the advisory board as a chairperson together

with a chair deputy. He/she chairs the sessions of the advisory board and is responsible for the reports to the Executive Boards. A substitute nomination is to be immediately carried out, in case the chair and its deputy resign from this function. The chair and its deputy may be reappointed. If the deputy chairs the board, the same rights and duties apply as for the chair.

11.8. The advisory board makes its own rules of procedure if needed.

11.9. Sessions of the advisory board are summoned by the chair or – in case of his/her hindrance – the deputy in a written form or electronically by e-mail. The invitation has to be made to all board member to the actual address that was last notified to the association. At least seven day have to be between the day of invitation dispatch and the day of the session.

11.10. The advisory board has quorum, when all board members have been invited properly and at least three board members, among them the chair or its deputy, are present in person. Board sessions are led by the chair, in case of his/her hindrance, by the deputy. The type of the vote is defined by the head of the session.

11.11. The advisory board takes its decisions with a simple voting majority; in case of tie vote the vote of the chair decides. The written authorization from another board member is valid if the represented board member is hindered from the participation at the board session, noting that a board member must not represent more than one absent board member.

11.12. A protocol about the hearings and decisions of the advisory board is to be made and signed by the head of the session.

11.13. Decisions may also be made in a written form without any session, when the chair or in case of his/her hindrance its deputy order such a resolution passing under given reasons and no member of the board explicitly object this procedure through declaration to the chair or in case of his/her hindrance to its deputy within four weeks after receipt of the circular resolution.

11.14. Declaration of intents of the advisory board are delivered by the chair or in case of his/her hindrance by its deputy.

## **§ 12 Executive Board**

12.1 The presidential track consists of one year as elected President and one year as Past President.

12.2 The Executive Board shall consist of four elected members (President, Vice-President, Treasurer, Secretary), Past President and additional co-opted members.

12.3 Additional members will be co-opted by the Executive Board due to their specific functions: Head and Deputy-Head of Public Relations, Communication Officers, IT&Communication Officers and Workshop-/Symposium Coordinators are voting members of the Executive Board.

12.4 The Election takes place at the General Assembly. If there should be parity in the number of votes between two or more candidates, a run-off election is held between the candidates, who

received the most votes. The nomination of the candidates is carried out through full members over a period of a minimum of four weeks that is defined by the Board. Self-nomination is possible. The Board shall invite the full members in writing (e.g. email) to provide nominations in the period defined by the Board. This written invitation for nominations has to contain starting and closing date of the period in which nominations are possible. The submission of nominations has to be addressed to the Board in writing (e.g. email) and has to contain:

- a. Name and academic degree of the candidate
- b. Date of birth, place of birth and address of the candidate
- c. Other potentially existing club memberships and function
- d. Affiliation and employment relationship of the candidate

A candidate can decline a nomination.

12.5 The period of office of the Board is one year at maximum, but definitely until the election of a new Board. Former members may be elected again. All members of the Board shall have voting rights. The Board members work on a voluntary basis and are exclusively full members of the association.

12.6 In case less than four Board members have been elected, the Board may coopt additional full members at any time. If an elected Board member resigns, the Board has the right to coopt another eligible member. Each co-optation has to be confirmed by the following General Assembly. In case of a failed confirmation, all actions of such a Board member remain valid. The period of office of a co-opted Member ends with the period of office of the current Board.

12.7 Meetings of the Board may be convened in writing or via email by the President or on the latter's behalf by his/her deputy at least two weeks prior to the date of the meeting.

12.8 The Board has a quorum after all members have been properly invited and at least half of the members are present.

12.9 The Board passes resolutions with a simple majority; in case of equal votes, the chairman shall have a casting vote. Transfer of voting rights to another Board member through written authorization is permitted. However, a Board member with voting power can only ever cast a maximum of two votes (i.e. exercise the voting right of one absent Board member).

12.10 The Board is chaired by the President; in the event of his incapacity it is chaired by his/her deputy. If his/her deputy is unavailable as well, the Secretary chairs the Board.

12.11 Apart from death and the conclusion of the term (sec. 5), the function of a Board member expires through dismissal (sec. 12) or resignation (sec. 13).

12.12 The General Assembly can dismiss the entire Board or individual members at any time. The dismissal becomes effective with the appointment of a new Board and Board member respectively.

12.13 The Board members can, at any time, in writing, tender their resignation. The resignation should be addressed to the Board. In case of a resignation of the entire Board, the resignation

should be addressed to the General Assembly. The resignation becomes effective with the appointment or co-opting (sec. 6) of a successor.

### **§ 13 Functions of the Board**

13.1 The Board is responsible for managing the association. The Board is the management body of the Association according to the Austrian Association Act of 2002. Its sphere of action includes all concerns of the association which are not explicitly reserved to other organs of the Association, in particular:

- a) continuous record of the income/expenses and the administration of a list of assets
- b) drafting the annual budget and drawing up the financial report and the balance of the accounts
- c) preparation and convocation of ordinary and extraordinary general meetings in case of § 9 paragraph 1 and 2 lit. a – c of this statutes
- d) informing the members of the association about the activities of the association, its financial management and the balance of accounts audited
- e) managing the assets of the association
- f) admission and expulsion of regular full Members and associate members
- g) employment and dismissal of employees of the association
- h) fulfillment of the objectives of the association
- i) continuous documentation of the Association activities and drafting the annual report

13.2 The Board has to immediately apprise the scientific advisory board of important events. Otherwise it has to report to the advisory council once a year. As a general rule, this should take place subsequent to the General Assembly. Upon request of the advisory council the Board has to report on certain topics within a reasonable period.

### **§ 14 Special obligations of particular Board members**

14.1 The President shall be responsible for the ongoing business of the association. The Secretary shall support the President in this obligation.

14.2 The President represents the association to the public. To attain validity, written documents of the association, especially documents which obligate the association, have to be signed by the President and the Secretary, or if they concern financial matters have to be signed by the President and the Treasurer. Legal transactions between members of the Board and the association require the approval of another member of the Board.

14.3 Authorizations for legal acts to represent the association to the public respectively to sign for it, can only be provided by the in section 2 mentioned members of the Board.

14.4 In case of imminent danger, the President is authorized to give orders independently on his own responsibility, even in matters falling in the operational scope of the General Assembly or the Board. These actions must be endorsed by the respective organ of the association retroactively.

14.5 The President chairs the General Assembly and the Board.

14.6 The Vice President shall ex officio replace the President in the event of him being prevented from attending to his duties and assists the President in fulfilling his obligations.

14.7 The Secretary is responsible for the minutes of the general meeting and the Board meetings.

14.8 The Treasurer bears responsibility for the proper management of the association's finances.

14.9 If the Secretary and the Treasurer are prevented from attending their duties, their deputies shall replace them.

14.10 The remaining members of the Board share with the previously mentioned Board Members the remaining agendas to fulfill the purposes of the Association. These include particularly Public Relations, maintenance of the website of the association, ensuring and facilitating the information flow within the association and the organization of scientific and other events.

#### **§ 15 Legal transactions requiring approval**

The Board needs approval of the advisory council for the following legal acts:

- a. Acquisition and sale of equity investments; the establishment and termination of companies or enterprises, conclusion, modification or termination of articles of association
- b. Acquisition, sale, mortgaging of real estate and land
- c. Taking up loans and conclusion of leasing agreements totaling more than 75.000€ within a financial year
- d. Investments, which (individually or totaling within a financial year) exceed the amount of 150.000 € after taxes
- e. Approval of loans and credits, insofar as these do not belong to regular business operations
- f. In any matter, in which the Board requests a resolution of the advisory council

#### **§ 16 Controller**

16.1 Two Controller are elected by the General Assembly for the period of one year. Reelection is possible. The auditors must not be members of any other body of the association, with the exception of the General Assembly, whose task it is to audit.

16.2 The Controller are responsible for the audit of the financial conduct of the association regarding proper accounting and to examine whether the funds are used as given by the constitution within four months after preparation of the detailed accounts of all revenue and expenditures. The Board has to provide the Controller with the necessary documents and has to answer to their questions.

16.3 The audit report by the Controller has to confirm proper accounting and that the funds are used as given by the statutes or report putative faults or dangers for the further existence of the

association. Unusual revenue or expenditures, in particular self-dealing has to be especially stressed.

16.4 The Controller have to report to the Board. The responsible organs of the association have to resolve all identified faults and take appropriate remedial action against any identified danger. The Board has to inform the members regarding the audited accounts of all revenue and expenditure. If this information is provided in the General Assembly, the Controller shall be involved in the information provision.

16.5 In case the Controller find the Board guilty of violating proper accounting persistently and in serious cases, without any prospect of effective remedy within the association, they have to request the convention of a General Assembly from the Board. They can also convene a General Assembly themselves.

16.6 If the association has to have a Statutory Controller, (§ 22 paragraph 2 Association Act of 2002), the abovementioned regulations are valid. Even when it is referred to the Controller in other sections of this constitution, these regulations shall be applied to the statutory auditor.

## **§ 17 The Arbitration Court**

17.1 The arbitration court shall decide in all disputes over matters arising from the activities of the association. It is an arbitration panel in terms of the Austrian Association Act of 2002 and not an arbitration panel regarding §§ 577 and following ZPO.

17.2 The arbitration court consists of five full members of the association and will be built according to the following procedure: One party in dispute informs the Board in written form that it calls for arbitration and designates two full members as arbitrators. The Board shall inform the other party in dispute instantaneously about the call for arbitration. The second party in dispute shall identify two additional full members as arbitrators within three weeks after being informed by the Board about the call for arbitration. After information by the Board within additional three weeks the identified arbitrators elect the chairman of the arbitration panel. If no agreement may be reached, the President shall decide within three additional weeks on the chairman of the arbitration panel.

17.3 In disputes, in which the Board is one of the parties in dispute, all members of the Board are disqualified to participate in the arbitration court.

17.4 If the parties in dispute fail to appoint all necessary arbitrators in time, or if no chairman of the arbitration court is appointed within 14 days, the Board shall decide that appointment. Members of the Board, that are either part of one of the parties in dispute or have a sufficient reason to be biased regarding “§ 19 Jurisdiktionsnorm (JN)” may not participate in deciding that appointment. If the Board is therefore not quorate, the General Assembly shall appoint the chairman of the arbitration court.

17.5 The arbitration court decides with simple majority when all members are present. It decides to the best of its knowledge. Abstention is not allowed. Decisions are made in all conscience. The arbitration court may listen to both parties in dispute before decision making.

17.6 All decisions of the arbitration court are final within the association.

### **§ 18 Termination of the association**

18.1 The voluntary termination of the association can only be decided in a General Assembly that was cast for that reason, and only with two-thirds majority of all valid votes.

18.2 The General Assembly has also to decide on the liquidation of the association's assets, in as far as they exist. In particular it has to identify a liquidator and to decide which non-profit organization according to §§ 34 and following BAO will get the remaining assets. These decisions require a two-thirds majority of all valid votes as well.

18.3 The remaining assets of the organization after settlement of any remaining debts or claims, after voluntary termination of the association or the discontinuation of the aforementioned privileged association goals, are to be given to a non-profit organization according to §§ 34 and following BAO with the condition to be used solely and in their entirety for purposes that are in benefit of the public in accordance to the spirit §§ 34 and following BAO, primarily for purposes according to §2 of this constitution.