



International **Bilingual Classes Association**
BG|BRG St. Martin
St. Martiner Straße 7
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ARTICLES OF ASSOCIATION

1. Name, registered office and area of activity

- 1.1. The association bears the name "International Bilingual Classes Association (IBCA)" and is a non-profit organisation.
- 1.2. It has its registered office at St. Martiner Straße 7, 9500 Villach and its activities in Villach.
- 1.3. Its activities include the financing and provision of funds for the fulfilment of the purpose stated in point 2.
- 1.4. Functional designations in these Articles of Association are to be understood in both the masculine and feminine form.

2. Purpose

- 2.1. The purpose of the association is to promote "bilingual education" classes of the BG|BRG Villach St. Martin, St. Martiner Straße 7, 9500 Villach, in particular
 - 2.1.1. employment contracts concluded with "native speakers" and these paid by the association and
 - 2.1.2. English teaching materials and books for bilingual lessons are financed and provided.
 - 2.1.3. Projects that are assigned to the school bilingual classes are financially supported.
- 2.2. The activities of the association are not aimed at making a profit.
- 2.3. According to its statutes, the association pursues exclusively and directly charitable purposes and is therefore a non-profit organisation within the meaning of the applicable tax regulations.

3. Activities and means to achieve the purpose of the organisation

- 3.1. The purpose of the organisation shall be achieved by the following non-material means.
 - 3.1.1. Assemblies,
 - 3.1.2. Social gatherings,
 - 3.1.3. Lectures,
 - 3.1.4. Exercises and participation in school discussions and events.

- 3.2. The purpose of the organisation shall be achieved by the following material means:
 - 3.2.1. Joining fees and membership fees,
 - 3.2.2. Donations and funds flowing from sponsorship agreements,
 - 3.2.3. Activities that favour donations and sponsorship.
- 3.3. In order to strengthen the Association's assets on the basis of the grounds of liability for the members of the Executive Board set out in § 23 and 24 VerG, any surpluses and/or extra-budgetary financial resources, such as donations and sponsorship money, should be allocated to the Association's assets in the form of reserves until 50% of an ordinary annual budget has been reached.
- 3.4. The board members who are jointly authorised to represent the association in financial matters (chair and treasurer) bear in their internal relationship sole responsibility for the structure of the service contracts and any resulting tax debts and liability cases. For this special duty of care, up to 2% of the annual budget is available for expense accounts for consulting costs, various office supplies and aids, teaching materials, mileage allowances and specialist literature, which can be settled with proof of invoice.

4. Types of membership

- 4.1. The association consists of ordinary members who, in principle, do not participate in the work of the association, but only ensure its financing. The work of the association is reserved for the Executive Board or the members called in by the Executive Board.
- 4.2. If necessary, the Executive Board may appoint extraordinary members and/or involve ordinary members in the work of the association.
- 4.3. Ordinary members are natural persons who support the organisation's activities primarily through their membership fees and, where applicable, active participation in achieving the purpose of the organisation.
- 4.4. Extraordinary members are natural or legal persons who feel connected to the purpose of the association and support the association's activities, in particular by paying an increased membership fee.
- 4.5. Honorary members are natural persons who are appointed by the general meeting for special services to the association.

5. Acquisition of membership

- 5.1. Only physical persons may be members of the association.
- 5.2. The parent(s)/guardian(s) of pupils attending the "bilingual education" branch of the BRG/BG St. Martin in 9500 Villach acquire ordinary membership by enrolling their child in this school branch, which also entails the obligation to pay the membership fee.
- 5.3. If the legal guardian(s) is/are unable to pay the membership fee for financial reasons, they may be released from this obligation upon application by the Board of Directors authorised to represent them.
- 5.4. Each pupil taught in the "bilingual education" branch of the BRG/BG St. Martin in 9500 Villach is entitled one vote at the general assembly.

- 5.5. The Board of Directors, which is authorised to represent the company, makes the final decision on the admission of ordinary members. Admission can be refused without giving reasons.
- 5.6. Members are provisionally accepted by the Executive Board prior to payment of the membership fee. This membership only becomes definitive once the membership fee has been paid, notwithstanding the exception in point 5.3.
- 5.7. Extraordinary members can be elected unanimously by the Board of Directors for a limited or unlimited term.
- 5.8. At the request of a member, natural persons may be appointed as honorary members by the General Meeting for special services to the Association.

6. Termination of membership

- 6.1. Membership expires upon death, voluntary resignation, cancellation and exclusion.
- 6.2. Resignation can take place at any time. The Board of Directors must be notified at least 1 month in advance.
- 6.3. Membership expires for the parent(s)/guardian(s) when the pupil leaves the "bilingual education" branch of the BRG/BG St. Martin in 9500 Villach.
- 6.4. If a (premature) withdrawal from membership is made by the legal guardian(s), the pupil concerned, who is taught in the "bilingual education" branch of the BRG/BG St. Martin in 9500 Villach, can no longer be supported by the association. This is also associated with the termination of the participation of the child concerned in the aforementioned school branch.
- 6.5. If the legal guardian of a pupil attending the "bilingual education" branch of the BRG/BG St. Martin in 9500 Villach changes, membership can be granted to the new legal guardian by the board authorised to represent the pupil.
- 6.6. The exclusion of a member from the association can be decided by the Executive Board at any time for good cause. This includes, in particular, a gross breach of membership obligations (e.g. failure to pay the membership fee due despite a reminder in accordance with point 7.5) and/or behaviour that is detrimental to the association and which permanently undermines the relationship of trust between the association and the member.
- 6.7. The request to expel a member can only be made by a member of the Executive Board. The member concerned must be given the opportunity to comment on the allegations made verbally or in writing before expulsion. The member must be informed of the Executive Board's decision in writing, stating the reasons for the decision.
- 6.8. The member concerned may appeal against the exclusion decision to the association's internal arbitration tribunal.
- 6.9. The member's rights are suspended from the time of notification of the exclusion decision until the final internal decision on the appeal, but not the member's obligations. All rights of the member expire on the date of resignation.
- 6.10. The withdrawal of honorary membership can be decided by the General Meeting at any time for the reasons stated under 6.6.
- 6.11. There is no provision for a pro rata or full refund of membership fees and membership subscriptions paid in the event of termination of membership.

7. Rights and obligations of members

- 7.1. Members are entitled to participate in all events organised by the association and to use the association's facilities. Only ordinary members have the right to vote in the General Meeting and the right to stand for election.
- 7.2. Members are obliged to promote the interests of the association to the best of their ability and to refrain from doing anything that could jeopardise the reputation and purpose of the association. They must observe the Articles of Association and the resolutions of the Association's bodies.
- 7.3. Members have the right to have the contact details of other members disclosed to them by the Executive Board upon request within a period of seven days, provided that they justify that they will use this data exclusively to contact them in order to exercise their minority rights under association law and undertake in writing to refrain from using this data for other purposes.
- 7.4. Ordinary members are obliged to pay membership fees punctually in the amount proposed annually by the Board of Directors authorised to represent the company and approved by the General Meeting.
- 7.5. Only the authorised Board of Directors may determine a differentiation of fees based on social criteria or a reduction for multiple children in one family.
- 7.6. Non-payment of membership fees is a gross breach of membership obligations and can lead to the expulsion of a member from the association after the third unsuccessful reminder.
- 7.7. If the legal guardian(s) is/are not in a position to pay the membership fee for financial reasons, the authorised Board of Directors may waive the membership fee in part or in full.

8. Organs of the association

- 8.1. The bodies of the Association are the General Meeting (items 9 and 10), the Executive Board (items 11 to 13), the Auditor (item 14) and the Court of Arbitration (item 15).

9. The General Assembly

- 9.1. The Annual General Assembly takes place every year by the end of November at the latest after the start of the school year.
- 9.2. An Extraordinary General Assembly must be held within four weeks of a resolution by the Executive Board (of the Ordinary General Assembly at the written, substantiated request of at least one tenth of the members, at the request of the Chair, at the request of the Treasurer or at the request of the Auditors).
- 9.3. All members must be invited in writing to both the ordinary and extraordinary general meetings at least two weeks before the date of the meeting. The

- General Assembly must be convened, stating the agenda. It is convened by the Executive Board.
- 9.4. Motions for the General Assembly must be submitted in writing to the Board of Directors at least three days before the date of the General Assembly.
 - 9.5. Valid resolutions - with the exception of those on a motion to convene an Extraordinary General Assembly - can only be passed when they are covered by the agenda.
 - 9.6. All members are entitled to participate in the General Meeting. Only ordinary members are entitled to vote. For each pupil taught in the "bilingual education" branch of the BRG/BG St. Martin in 9500 Villach the respective representing members have one vote. (The transfer of voting rights to another member by means of a written authorisation is permitted).
 - 9.7. The General Meeting is quorate if half of all voting members are present. If the General Meeting does not have a quorum at the set time, the General Meeting shall be held 10 minutes later with the same agenda and shall have a quorum regardless of the number of members present.
 - 9.8. Elections and resolutions at the General Meeting are generally passed by a simple majority of votes. However, resolutions to amend the statutes of the Association or to dissolve the Association require a qualified majority of two-thirds of the valid votes cast.
 - 9.9. The General Meeting is chaired by the Chair or, if he is unable to attend, by his deputy. If the Chair is also unable to attend, the oldest member of the Board of Directors present shall chair the meeting.

10. Tasks of the General Assembly

- 10.1. The following tasks are reserved for the General Assembly:
 - 10.1.1. Acceptance and approval of the annual report and the financial statements
 - 10.1.2. Resolution on the budget
 - 10.1.3. Appointment and dismissal of the members of the Executive Board and the auditors
 - 10.1.4. Discharge of the Executive Board
 - 10.1.5. Resolution on amendments to the Articles of Association and the voluntary dissolution of the Association
 - 10.1.6. Consultation and resolution on other matters on the agenda.
 - 10.1.7. Resolution on the amount of the joining fee and the membership fees for ordinary members proposed by the Board of Directors.
 - 10.1.8. Conferral and revocation of honorary membership.

11. The Executive Board

- 11.1. The Board of Directors consists of at least 6 members, namely the Chair and at least one deputy, the Secretary and his/her deputy, the Treasurer and his/her deputy.

- 11.2. The Board of Directors, which is elected by the General Meeting, has the right to co-opt another eligible member to replace an elected member in the event of the resignation of an elected member, for which subsequent authorisation must be obtained at the next General Assembly.
- 11.3. The term of office of the Board of Directors is three years. In any case, it lasts until the election of a new Board of Directors. Retired members of the Executive Board are eligible for re-election.
- 11.4. The Board of Directors is convened in writing or verbally by the Chair, in his absence by his deputy, and in financial matters also by the Treasurer.
- 11.5. The Board of Directors is quorate if all its members have been invited and at least half of them are present.
- 11.6. The Board of Directors passes its resolutions by a simple majority of votes; in the event of a tie, the Chair has the casting vote.
- 11.7. The Chair chairs the meeting, or his deputy if he is unable to do so. If the chair is also unable to attend, the treasurer shall chair the meeting.
- 11.8. Apart from death and expiry of the term of office (11.3.), the function of a member of the Board of Directors expires through dismissal (11.9.) and resignation (11.10.).
- 11.9. The General Assembly may dismiss the entire Board of Directors or individual members at any time.
- 11.10. Members of the Executive Board may resign in writing at any time. The declaration of resignation must be addressed to the Executive Board or, in the event of the resignation of the entire Executive Board, to the General Assembly. The resignation only becomes effective upon the election or co-optation (10.2.) of a successor.

12. Tasks of the Executive Board

- 12.1. The Executive Board is responsible for the management of the Association. It is responsible for all tasks that are not assigned to another body of the Association by the Articles of Association. In particular, it is responsible for the following matters:
 - 12.1.1. Preparation of the annual budget and the annual report and financial statements.
 - 12.1.2. Preparation of the general assembly.
 - 12.1.3. Convening ordinary and extraordinary general meetings.
 - 12.1.4. Management of the association's assets.
 - 12.1.5. Admission, exclusion and cancellation of association members.
 - 12.1.6. Proposal of the amount of the joining fee and the membership fees for ordinary members.
 - 12.1.7. Securing the necessary financial resources by collecting membership fees and through activities that favour donations and sponsorship.
 - 12.1.8. Support of bilingual classes of the BRG/BG St. Martin in 9500 Villach in all matters.
 - 12.1.9. Agreement of service contracts and the associated payment of the "Native Speakers" jointly by the authorised representatives of the Executive Board (Chair and Treasurer).

- 12.1.10. Compliance with all labour law provisions as an employer in accordance with the service contracts with the "Native Speakers" and the obligations entered into with them.
- 12.1.11. The provision of materials and/or financial resources for the teaching of the school branch "bilingual education" of the BRG/BG St. Martin in 9500 Villach.

13. Special duties of individual members of the Executive Board

- 13.1. The chairperson heads the association. Together with the treasurer, they are responsible for representing the association externally, for example in dealings with authorities and third parties. Above all, written copies and announcements of the association, in particular documents binding the association, must be signed by these functionaries.
- 13.2. The Chairperson chairs the General Meeting and the Executive Board. In the event of imminent danger, he/she is authorised to make independent decisions under his/her own responsibility, even in matters that fall within the remit of the General Assembly or the Executive Board, but these require the subsequent approval of the responsible association body.
- 13.3. The Secretary shall support the Chair in the management of the Association's business. He is responsible for keeping the minutes of the General Assembly and the Board of Directors.
- 13.4. The treasurer is responsible for the proper financial management of the association.
- 13.5. If the Chair, the Secretary and the Treasurer are unable to attend, their deputies take their place.

14. The auditors

- 14.1. The two auditors are elected by the General Assembly for one financial year. Re-election is possible. If an appointment is necessary before the next General Meeting, the Board of Directors must select the auditors.
- 14.2. The auditors must audit the Association's financial management with regard to the correctness of the accounts and the use of funds in accordance with the Articles of Association within four months of the income and expenditure accounts being drawn up. The Executive Board must submit the necessary documents to the auditors and provide the required information. The auditors must report to the General Assembly on the results of the audit. The audit report must confirm the correctness of the accounts and the use of funds in accordance with the Articles of Association or highlight any deficiencies or risks to the existence of the organisation. Furthermore, internal transactions and unusual income or expenditure must be identified.

- 14.3. In addition, the provisions of items 11.3, 11.8, 11.9 and 11.10 apply analogously to the auditors.

15. The arbitration tribunal

- 15.1. All disputes arising from the association relationship shall be decided by the court of arbitration.
- 15.2. The arbitration tribunal shall be composed of three persons who do not have to be members of the association. It is formed in such a way that each party to the dispute nominates one person to the Executive Board as arbitrator, whereby the Executive Board, if it is itself or the Association is the other party to the dispute, must nominate the other member of the arbitration tribunal within fourteen days; if another member of the Association is affected by the dispute, the Executive Board shall request this member to nominate another member of the arbitration tribunal within fourteen days of receiving the request.
- 15.3. These two arbitrators shall unanimously elect a third person to chair the arbitration tribunal. If they are unable to reach an agreement within seven days, the management of the BG|BRG Villach St. Martin shall decide, whereby it is not bound by the proposed candidates. If this procedure is not possible, a lot shall be drawn from the candidates proposed by the arbitrators. The referees are obliged to take part in the drawing of lots. If a nominated arbitrator prevents the formation or work of the arbitration tribunal, this shall be attributed to the member who nominated him, who shall be requested by the Executive Board to provide a replacement within a reasonable period of time.
- 15.4. The arbitration tribunal shall first attempt mediation; if this is not possible, it shall be authorised to decide the dispute. The parties to the dispute may be represented by a lawyer, but no costs will be awarded. However, the arbitration tribunal may make a recommendation on the bearing of costs in the course of the dispute resolution.
- 15.5. The arbitration tribunal shall reach its decision in the presence of all its members by a simple majority of votes. The parties to the dispute shall be given the opportunity to make oral or written submissions on the subject matter of the dispute. The arbitration tribunal may, if it deems it appropriate, organise an oral hearing with the participation of the parties to the dispute. It shall decide to the best of its knowledge and belief. The chair of the arbitration tribunal is responsible for issuing the decision, which must in any case contain a statement of reasons. Its decisions are final within the Association.
- 15.6. If the respondent fails to nominate an arbitrator within a period of fourteen days after the nomination of the arbitrator by the claimant or fails to nominate a substitute member within a reasonable period of time (clause 15.3), the matter in dispute shall be deemed recognised.

16. Dissolution of the association

- 16.1. The voluntary dissolution of the association can only be resolved in an ordinary or extraordinary general assembly that expressly includes this agenda item in the invitation and only with a majority of two thirds.
- 16.2. This general meeting must also decide on the liquidation of the association's assets, if any. In particular, it must appoint a liquidator and decide to whom the liquidator is to transfer the remaining assets of the association after covering the liabilities. These assets must be transferred to another non-profit organisation with the same or similar objectives.

Chair

Treasurer

Secretary