

Bylaws of the EVAN-Society e.V.

Version from 1. April 2010

§1: Name and Registered Office

- (1) The Society goes by the name of "EVAN-Society e.V."
- (2) It has its registered office in Vienna and operates globally. Postal address is:

c/o Dr. Gerhard Weber

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Althanstr. 14, A-1090 Vienna, Austria

§2: Purpose

The EVAN-Society e.V. is a charitable non-profit organisation. Its activities are not directed towards gain and are nonpartisan and nondenominational. It pursues, exclusively and directly, the collective purpose of furthering the scientific field of "Virtual Anthropology".

§3: Means

- (1) In the pursuit of its goals the Society's activities concern both tangible resources and intangible activities.
- (2) Among the intangibles are
 - a) Preservation and maintenance of the infrastructure developed during the EU-Project "EVAN" (European Virtual Anthropology Network, EU FP6 Marie Curie Actions MRTN-CT-2005-019564) (hereinafter "EVAN Infrastructure"), in particular the Open-Source "EVAN Toolkit" software and the "EVAN Archive" database, for the furthering of basic research;

- b) Further development of the existing EVAN infrastructure, particularly through the accrual of additional software modules and the expansion of the archive inventory, again in order to support basic research;
- c) Organisation of access to the EVAN infrastructure for purposes of education and research, including construction, administration, and upkeep of an internet platform;
- d) Fostering relations among the partners of the EVAN consortium among themselves and between the consortium and other individuals and institutions;
- e) Advising members of the EVAN-Society e.V. and users of the EVAN infrastructure;
- f) Training for users of the EVAN infrastructure;
- g) Analysis of problems;
- h) Applications of the knowledge of experts to the improvement of the EVAN infrastructure;
- i) Development of new software modules;
- j) Acquisition of digital data regarding modern and fossil hominids;
- k) Promotion of interdisciplinary collaborations;
- l) Dissemination of the EVAN infrastructure and Virtual Anthropology via lectures, seminars and other events;
- m) Preparation and publication of documents;
- n) Cooperation with similar infrastructure organizations nationally and internationally;
- o) Nurturing contacts among the partners of the EVAN consortium as well as with interested parties outside the consortium;
- p) Development of an international network to support the EVAN-Society in its efforts.

(3) The tangible resources necessary for supporting all this will be gathered via

- a) initiation and membership fees
- b) proceeds from events and fees from public media
- c) donations, grants and revenues from sponsors
- d) a one-time initial subvention from the accumulated unspent overhead category of the EVAN project budget
- e) proceeds from funds management.

(4) The Society's resources may be used only for the purposes stated in these By-laws.

Members of the society in their capacity as individual members may not receive any benefits or transfers of these resources. No individual can be enriched by a management fee unrelated to the specific purposes of the Society or by a disproportionately high salary.

§4: Types of Membership

(1) There are three categories of membership: full, associated, and honorary.

(2) Full members support the Society's activities by a membership fee. They have a vote in any General Assembly and are free to take part in the Society's work.

(3) Associated members support the Society's activities by a membership fee and are free to take part in the Society's work, but do not have a vote in the General Assembly.

(3) Honorary members are persons appointed by the association for reasons of special service.

§5: Initiation of membership status

- (1) Both people and legal entities can be members of the Society.
- (2) Acceptance of all full and associated members is at the discretion of the Board. No reasons need be given for a denial of membership.

Prior to the actual function of the Society, enrollment of full and associated members is in the hands of the founding members, or a Board once one has been installed. These memberships become effective only upon initiation of Society activities. If a Board is constituted after the Society begins its activities, it is to ratify the decisions about full and associated membership taken by the founding members.

- (3) Naming of honorary members is by approval of a motion by the Board at a General Assembly.

§6: Termination of Membership

- (1) Membership is terminated by death, dissolution (for corporate members), voluntary resignation, or expulsion.
- (2) Voluntary withdrawal takes effect on December 31st of any year following written request to the Board, including an explanation, at least three months before. The date of the request is its postmark. If the September deadline is missed, the resignation is delayed until the following December 31.
- (3) The Board may expel a member if
 - (a) even after written reminders and a 14-day warning the member owes more than 6 months of membership fees;
 - (b) other responsibilities of membership are grossly neglected; or
 - (c) the member's conduct is dishonorable.

Expulsion does not discharge any membership fees owed.

- (4) Cancellation of an honorary membership on grounds of clause 3b or 3c must be voted by a General Assembly in response to a motion by the Board.

§7: Rights and Duties of Members

- (1) Members have the right to attend all Society events and exploit its intangible resources.

Only full and honorary members have the right to vote (actively or passively, i.e. by constituting the denominator of a fraction) at General Assemblies.

- (2) Every member has the right to request the Society's By-laws from the Board.
- (3) Any one-tenth of the membership may petition the Board for a General Assembly.
- (4) At any General Assembly, members are entitled to updates from the Board about the Society's actions and finances. Upon receipt of a justified request from at least one-tenth of the members, the Board must also supply this information within four weeks at any time.
- (5) Members are to be informed by the Board about the outcomes of financial audits. Should this communication occur at a General Assembly, the comptrollers must be involved.
- (6) Members are obliged to work actively in the Society's interests and avoid whatever may tarnish its reputation or functioning. Members must observe the Society's By-laws and the official decisions and rulings it makes. Full and associated members must pay their initiation and membership fees in a timely manner at the levels set by a General Assembly.

§8: Executive Components of the Association

The executive components of the association are the General Assembly (§§ 9f of these bylaws) and the Board (§§ 11f of these bylaws).

§9: General Assembly

- (1) The General Assembly is a "member's assembly" in terms of the Austrian Organisation Statute of 2002. There is to be a regular General Assembly every four years.
- (2) An extraordinary General Assembly takes place
 - (a) within four weeks of a decision by the Board or by a regular General Assembly
 - (b) upon written petition from at least one-tenth of the members
 - (c) or upon request by the comptrollers pursuant to (§21 Abs. 5, first clause of the Organisation Statutes)
 - (c) or upon a ruling by any comptroller pursuant to (§21 Abs. 5 second clause of the Organisation Statutes, §11 Abs. 2 third clause)
 - (d) or upon a ruling by a judicially appointed curator pursuant to (§11 Abs. 2, last clause of the Organisation Statutes).
- (3) For either a regular or an extraordinary General Assembly, all members are to receive a written invitation two weeks prior, by mail, email or fax to the address in the Society's registration records for that member. The sitting of a General Assembly must follow an agenda. The call for a General Assembly is issued by the Board (Abs. 1 and Abs. 2 lit. a-c), by one comptroller or both, or by a judicially appointed curator.
- (4) Any petition for consideration by a General Assembly must be submitted to the Board in writing, by mail, email, or fax, at least three days prior to the date of the Assembly.

- (5) To be valid, any request to the General Assembly (except a petition for an extraordinary General Assembly) must be on the agenda.
- (6) All members are eligible to take part in a General Assembly. Only ordinary and honorary members have voting power; each such member has one vote. Voting by written proxy is permitted.
- (7) There is no minimum number of members required for a General Assembly meeting.
- (8) Decisions at a General Assembly are by simple majority of the valid votes, except that changes to By-laws and dissolution of the Society require a qualified majority of two-thirds.
- (9) The General Assembly is chaired by the Chairperson of the Board, or, if he or she is not available, by the Vice-Chair. If the Vice-chair is also unavailable, the Assembly will be led by the oldest member present.

§10: The Role of the General Assembly

A General Assembly has the following powers:

- a) Decisions about cost estimates
- b) With the concurrence of the comptrollers, acceptance and approval of statements and closing of accounts
- c) Selection of Board members
- d) Selection and supersession of controllers
- e) Approval of legal transactions between comptrollers and the Society
- f) Discharge of Board members
- g) Award and withdrawal of honorary membership
- h) Decisions about changes in the Society's By-laws or the voluntary dissolution of the Society

- i) Deliberation and decisions regarding other items on the agenda
- j) Settlement of disputes resulting from the Society's affairs.

§11: The Board

- (1) The Board consists of two members, the Chair and the Vice-chair.
- (2) The Board is elected by the General Assembly. In case a Board member drops out, the remaining Board member may co-opt another eligible member to the Board, subject to retroactive approach at the next General Assembly. Should there fail to be a Board for any period of time, due to failure of this self-recruitment process, some comptroller shall immediately call an extraordinary General Assembly for the purpose of installing a new Board. If the comptrollers don't do this, any full member who recognises the gravity of the situation may promptly file for a judicially appointed curator to call for an extraordinary General Assembly.
- (3) The term of office for Board members is four years, with no limit on consecutive terms.
Duties of Board members must be discharged personally.
- (4) Meetings of the Board are called either in writing or verbally by the Chair or, in case of difficulty, by the Vice-chair.
- (5) The Board is empowered to act whenever all its members have been invited and are present, or when all its members have been invited to an electronic or telephone conference and are connected either electronically or by video conference. The Chairperson of the Board chairs meetings of the Board.
- (6) The Board will, in general, reach its decisions unanimously. If no agreement can be reached, the decision is in accord with the preference of the Chair.
- (7) The task of representing the Society to the outside community is solely the Chair's.

- (8) The duties of a Board member cease with the resignation of that member, expiration of the period of office, or death.
- (9) Board members may resign at any point after giving written notice addressed to the Board, or in case of the entire Board resigning, to the General Assembly. The resignation takes effect when a replacement has been elected or co-opted.

§12: Duties of the Board members

The administration of the Society falls to the Board. It is the "administrative element" per the Austrian Organisation Statute of 2002. It is responsible for all duties not assigned to other members by the Society's By-laws.

Among its assigned tasks are the following:

- a) establishment of an accounting system that meets the requirements in these By-laws, including a running tabulation of income and expenses and an inventory of assets.
- b) Compilation of annual fiscal estimates, statements, and balance sheets.
- c) Setting the level of initiation fees and membership fees for full and associate members. At its discretion, the Board may waive either of these fees for full members whose institutions are already members.
- d) Planning and calls for General Assemblies pursuant to §9 Abs. 1 and Abs. 2 lit. a-c of these bylaws.
- e) Briefing of members about the Society's activities, financial status, and audits
- f) Management of funds
- g) Admission and expulsion of full and associated members
- h) Appointment and dismissal of Society employees.

§13: Comptrollers

- (1) Two comptrollers will be appointed by the General Assembly for a period of four year; they can be reappointed indefinitely. The comptrollers must not be affiliated with any component of the society, other than the General Assembly, whose actions they are to oversee.
- (2) Comptrollers are responsible for ongoing monitoring, assessment of the financial behaviour of the society with regard to correct rendering of accounts, and the use of funds in accordance with Society By-laws. The Board must give the comptrollers the additional documents and other information they need to do their work. The comptrollers must inform the Board of their findings.
- (3) All legal transactions between comptrollers and Board members must be approved by the General Assembly.
- (4) At any time the General Assembly may remove one or both comptrollers. Removal becomes effective with the appointment of the new comptroller. Comptrollers are further subject to the provisions of §11 Abs. 7 and Abs. 8.

§14: Mediation

- (1) Any disputes arising in the course of the Society's affairs are to be arbitrated by the General Assembly. It functions as a "mediating organ" in the sense of the Austrian Organisation Statute of 2002, not in the sense of §§577ff ZPO.
- (2) The General Assembly will come to a decision by majority vote after hearing both parties with all members present "nach besten Wissen und Gewissen" to the best of its knowledge and conscience. Its decisions are final within the Society.

§15: Voluntary dissolution of the Society

- (1) the voluntary dissolution of the society can be decided upon only by a two-thirds majority of the eligible votes at a General Assembly.
- (2) That General Assembly becomes responsible for liquidation of any funds and other assets remaining. It must appoint a liquidator and decide to whom remaining funds will be transferred after all liabilities are taken into account. The remainder of funds must be transferred to a non-profit organisation and used for charitable purposes under §§34ff BAO; this remains true even if the charitable purpose is discontinued.