

## Statutes of the association for the preservation of the Mautner Markhof family graves

### § 1: NAME; REGISTERED OFFICE AND FIELD OF ACTIVITY

- (1) The Association bears the name 'Association for the Preservation of the Mautner Markhof Family Graves'.
- (2) It shall have its registered office in Vienna and its activities shall extend to Austria and abroad.
- (3) The establishment of branch associations is not intended.

### § 2: PURPOSE

- (1) The activities of the Association are not for profit. The association is non-partisan.
- (2) The purpose of the Association is to honour the memory of Adolf Ignaz Ritter Mautner von Markhof and his deceased descendants as well as their spouses, widows and widowers.

### § 3: MEANS TO ACHIEVE THE PURPOSE OF THE ASSOCIATION

- (1) The purpose of the Association shall be achieved by the non-material and material means listed in paragraphs (2) and (3).
- (2) The following serve as non-material means
  - a) Meetings;
  - b) Acquisition, ownership and administration of the rights of use to the gravesites of the Mautner Markhof families, currently at the Vienna Central Cemetery, the Stammersdorf Cemetery and the Hietzing Cemetery, as well as the care, maintenance and long-term preservation of these gravesites;
  - c) Payment of contributions towards the costs of the burial of biological descendants of Adolf Ignaz Ritter Mautner von Markhof and their spouses or widows/widowers if they have died in financial hardship and the costs of a dignified burial are not covered by their estate;
  - d) issuing publications.
- (3) The necessary material resources are to be raised through
  - a) Admission fees and membership fees;
  - b) cost contributions from those members who wish to acquire a right to burial in a family grave managed by the Association;
  - c) voluntary donations;
  - d) legacies and other voluntary donations;
  - e) sponsorships.

#### § 4: TYPES OF MEMBERSHIP

- (1) The members of the Association are divided into ordinary members, supporting members and honorary members.
- (2) **Ordinary members** are those who pay a one-off admission fee and an annual membership fee. They have one vote at the General Assembly.
- (3) Anyone who provides financial or material resources for the organisation's activities can become a **supporting member**. Supporting members do not have a vote at the General Assembly unless they are also ordinary or honorary members.
- (4) **Honorary members** are persons who are appointed for special merit. They have one vote at the General Assembly.

#### § 5: ACQUISITION OF MEMBERSHIP

- (1) Only those persons who are descendants of Adolf Ignaz Ritter Mautner von Markhof or spouses or widows/widowers of these descendants can become ordinary members. All natural persons, legal entities and partnerships with legal capacity can become supporting members.
- (2) The Executive Board decides on the admission of ordinary and supporting members. Admission can be refused without giving reasons.
- (3) Appointment as an honorary member is made by the General Assembly at the request of the Executive Board.

#### § 6: TERMINATION OF MEMBERSHIP

- (1) Membership shall be terminated by death, in the case of legal entities and partnerships with legal capacity by loss of legal personality, by voluntary resignation and by exclusion.
- (2) Resignation can take place on 31 December of each year. The Board of Directors must be notified in writing at least three months in advance. If the notification is late, it shall not take effect until the next resignation date. The date of posting is decisive for timeliness. The admission fee and membership fees already paid will not be refunded. Any contribution towards the costs of acquiring a right to burial in a family grave managed by the Association shall be refunded without interest. The Executive Board reserves the right to make exceptions in special cases.
- (3) The Executive Board may expel a member if, despite two written reminders setting a reasonable grace period, the member is more than six months in arrears with the payment of membership fees. The obligation to pay membership fees that have fallen due remains unaffected by this. The admission fee and membership fees already paid will not be

refunded. Any contribution towards the costs of acquiring a right to burial in a family grave managed by the Association shall be refunded without interest.

- (4) The exclusion of a member from the association can also be ordered by the Executive Board for gross violation of other membership duties and for dishonourable behaviour. An appeal against this expulsion may be lodged with the General Assembly. The admission fee and membership fees already paid will not be refunded. Any contribution towards the costs of acquiring a right to burial in a family grave managed by the Association shall be refunded without interest.
- (5) The revocation of honorary membership can be decided by the General Assembly for the reasons stated in paragraph (4) at the request of the Board of Directors.
- (6) Spouses of descendants of Adolf Ignaz Ritter Mautner von Markhof lose their membership in the event of a divorce when the divorce becomes final. The admission fee and membership fees already paid will not be refunded. Any contribution towards the costs of acquiring a right to burial in a family grave administered by the Association shall be refunded without interest.

#### **§ 7: RIGHTS AND OBLIGATION OF MEMBERS**

- (1) Members are entitled to participate in all events organised by the association. Only ordinary members and honorary members are entitled to vote at the General Assembly and to stand for election.
- (2) Every member is entitled to request the Board of Directors to hand over the Articles of Association.
- (3) The Board of Directors must convene a General Meeting at the request of at least ten per cent of the members entitled to vote.
- (4) The Executive Board must inform the members about the activities and financial management of the Association at each General Meeting. If at least ten per cent of the members entitled to vote request this, stating reasons, the Executive Board must also provide the members concerned with such information within four weeks.
- (5) Ordinary members are obliged to pay the admission fee and membership fees punctually in the amount decided by the General Assembly.
- (6) 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.

## § 8: BODIES OF THE ORGANISATION

The bodies of the Association are the General Assembly (§§ 9 and 10), the Executive Board (§§ 11 to 13), the Auditors (§ 14) and the Court of Arbitration (§ 15). Apart from the General Assembly, each member may only belong to one body.

## § 9: GENERAL ASSEMBLY

- (1) The General Meeting is the 'General Assembly' as defined by the Austrian Association Act 2002. An ordinary General Meeting is held annually.
- (2) Extraordinary General Meetings shall be held upon
  - a) Resolution of the Board of Directors,
  - b) written application by at least ten per cent of the members entitled to vote,
  - c) request or resolution of the auditors (§ 21 para. 5 first sentence Assoc. Law),
  - d) resolution of the auditor(s) (§ 21 para. 5 second sentence of the Assoc. Law),
  - e) resolution of a court-appointed trustee within six weeks.
- (3) All members must be invited to both ordinary and extraordinary General Meetings in writing, by fax or by e-mail (to the fax number or e-mail address provided to the Association by the member) at least two weeks before the date of the meeting. The General Meeting must be convened, stating the agenda.
- (4) Motions for the General Meeting must be submitted to the Board of Directors in writing, by fax or by e-mail at least three days before the date of the General Meeting.
- (5) Each ordinary member and each honorary member has one vote at the General Meeting. The transfer of voting rights to another member by means of a written authorisation is permitted.
- (6) Valid resolutions can only be passed on the agenda.
- (7) The General Meeting is quorate irrespective of the number of persons present, except in cases pursuant to paragraph (9).
- (8) Elections and resolutions at the General Meeting are generally passed by a simple majority of the valid votes cast.
- (9) Association or to dissolve the Association require a qualified majority of three quarters of the valid votes cast with a quorum of at least 50% of the members entitled to vote. In the event that such a General Assembly is unable to pass a resolution, a second General Assembly shall be convened with a two-week notice period, which shall be limited to the discussion of the items of the previous General Assembly and shall have a quorum regardless of the number of voting members present.
- (10) The General Assembly is chaired by the Chairman or, if he/she is unable to attend, by his/her deputy. If this person is also unable to attend, the oldest member of the Board of Directors present shall chair the meeting.

## **§ 10: TASKS OF THE ANNUAL GENERAL MEETING**

The following tasks are reserved for the General Meeting:

- (1) Resolution on the estimate of financial income and expenses;
- (2) Receipt and approval of the annual report and the financial statements with the involvement of the auditors;
- (3) Election and dismissal of the members of the Board of Directors and the auditors;
- (4) Authorisation of legal transactions between auditors and the association and between board members and the association;
- (5) Discharge of the Management Board;
- (6) Determination of the amount of the admission fee and the membership fees for ordinary members;
- (7) Conferral and revocation of honorary membership;
- (8) Resolution on amendments to the Articles of Association and the voluntary dissolution of the Association;
- (9) Issuance of election regulations for the Board of Directors;
- (10) Consultation and resolution on other matters on the agenda.

## **§ 11: EXECUTIVE BOARD**

- (1) The Executive Board consists of a minimum of six and a maximum of ten members, in any case the Chairman and Deputy Chairman, Secretary and Treasurer and their deputies. The chairman/chairwoman shall bear the title of president, their deputies the title of vice-president.
- (2) The Board of Directors is elected by the General Assembly. If an elected member resigns, the Board of Directors has the right to co-opt another eligible member in their place, for which subsequent authorisation must be obtained at the next General Meeting.
- (3) A balanced ratio of men and women should be ensured when appointing members to the Executive Board.
- (4) The term of office of the Board of Directors is four years; re-election is possible. Each function on the Board of Directors must be exercised personally.
- (5) The Executive Board is convened in writing or verbally by the Chairman or, if he/she is unable to do so, by his/her deputy. If this person is also unable to attend for an unforeseeable period of time, any other member of the Executive Board may convene the Executive Board.
- (6) The Board of Directors is quorate if all its members have been invited and at least half of them are present.

- (7) The Board of Directors passes its resolutions by a simple majority; in the event of a tie, the Chairperson has the casting vote.
- (8) The chair is held by the chairman or, if he/she is unable to attend, by his/her deputy; if he/she is also unable to attend, the chair is held by the oldest member of the Board of Directors.
- (9) The Annual General Meeting may dismiss the entire Executive Board or individual members at any time. The dismissal shall take effect upon the appointment of the new Executive Board or Executive Board member.
- (10) The 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. If a member resigns, the Executive Board has the right to co-opt a successor, for which subsequent authorisation must be obtained at the next General Assembly. If the number of Executive Board members falls below the minimum number of Executive Board members in accordance with § 11 Para. 1 of these Articles of Association as a result of the resignation, the resignation of the member shall only take effect once the Executive Board has co-opted the successor.

## **§ 12: TASKS OF THE EXECUTIVE BOARD**

The Executive Board is responsible for the management of the association. It is the 'governing body' within the meaning of the Association Act 2002 and 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:

- (1) Establishment of an accounting system in line with the requirements of the organisation with ongoing recording of income/expenditure and maintenance of a list of assets as a minimum requirement;
- (2) Preparation of the annual budget, the annual report and the financial statements;
- (3) Preparation and convening of the Ordinary and Extraordinary General Meeting;
- (4) Management of the association's assets;
- (5) Informing association members about the association's activities;
- (6) Admission and exclusion of ordinary and supporting members of the Association;
- (7) Admission and termination of employees of the Association;
- (8) Submitting proposals to the General Meeting for the appointment of honorary members;
- (9) Carrying out the tasks arising from the resolutions adopted at the individual meetings.
- (10) The Board of Directors may adopt rules of procedure that require the approval of the General Meeting.

**§ 13: SPECIAL DUTIES OF INDIVIDUAL MEMEBERS OF THE EXECUTIVE BOARD**

- (1) The chairperson is the highest official of the association. He/she manages the day-to-day business of the association. The secretary must provide active support in the management of the association's business.
- (2) The deputies must actively represent the deputy in his/her duties if he/she is unable to do so.
- (3) The Association shall be represented externally by the Chairman, unless otherwise provided for in paragraphs (4) and (5).
- (4) Written declarations of intent by the Association must be made in writing to be valid
  - a) the signature of the chairman/chairwoman or his/her deputy and und
  - aa) in financial matters (asset dispositions) additionally the signature of the treasurer or his/her deputy,
  - bb) in all other matters, additionally the signature of the secretary or his/her deputy.
- (5) Legal transactions with the Association's governing bodies require the approval of the General Meeting in order to be valid;
- (6) Legal authorisations to represent the association externally or to sign on its behalf may only be granted by the members of the Executive Board named in paragraph (4).
- (7) In the event of imminent danger, the chairman/chairwoman is authorised to issue directives under his/her own responsibility with one of the board members listed in (4) b), even in matters that fall within the sphere of activity of the general assembly or the board; internally, however, these require the subsequent approval of the responsible association body.
- (8) The Chairman chairs the General Assembly and the Board of Directors.
- (9) The Secretary keeps the minutes of the General Meeting and the Board of Directors.
- (10) The treasurer is responsible for the proper financial management of the organisation.
- (11) In the event of their absence, the Chairman, Treasurer or Secretary shall be replaced by their deputies.

**§ 14: AUDITORS**

- (1) Two auditors are elected by the General Meeting for a term of four years. Re-election is possible. The auditors may not belong to any body - with the exception of the General Meeting - whose activities are the subject of the audit.
- (2) The auditors are responsible for ongoing business control and auditing the financial management of the organisation with regard to the correctness of the accounts and the use of funds in accordance with the Articles of Association. 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.

- (3) Legal transactions between auditors and the Association require the approval of the General Assembly. Otherwise, the provisions of § 11 (10) and (11) apply analogously to the auditors.

**§ 15: ARBITRATION COART**

- (1) The association's internal arbitration tribunal is authorised to settle all disputes arising from the association relationship. It is a 'conciliation body' within the meaning of the Associations Act 2002 and not an arbitration court in accordance with §§ 577 ff ZPO.
- (2) The arbitration tribunal shall be composed of three ordinary members of the Association. It is formed in such a way that one party to the dispute nominates a member as arbitrator to the Executive Board in writing. At the request of the Executive Board within seven days, the other party to the dispute shall nominate a member of the arbitration tribunal within fourteen days. After notification by the Executive Board within seven days, the nominated arbitrators shall elect a third ordinary member to chair the arbitration tribunal within a further fortnight. In the event of a tie, the nominees shall be chosen by lot. The members of the arbitration tribunal may not belong to any body - with the exception of the General Meeting - whose activities are the subject of the dispute.

**§ 16: VOLUNTARY DISSOLUTION OF THE ASSOCIATION**

- (1) The voluntary dissolution of the Association can only be decided at a General Meeting in accordance with § 9 paragraph (9).
- (2) The 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. As far as possible and permitted, the assets shall be transferred to an organisation that pursues the same or similar purposes as this association, otherwise for charitable purposes.