

# Statutes of the Association

## "Hands On! International Association of Children in Museums"

### Article 1: Name, Registered Office and Area of Activity

(1) The Association bears the name "Hands On! International Association of Children in Museums".

(2) Its registered office is in Graz and its activities extend around the world.

(3) It is possible to establish branches of the Association.

### Article 2: Purpose

The aim of the Association, whose activities are not geared towards the generation of profit, is to represent and promote children's museums. Science centers and museums worldwide, specifically as follows:

1) to promote the pedagogical and cultural development of children and youth and to be their effective voice at a public and political level:

a) to be an active voice in connection with the pedagogical and cultural interests of children and youth to the effect that children's museums are founded and further developed and that more space is created for pedagogical and cultural activities for children and youth;

b) *Hands On! International Association of Children in Museums* shall promote the exchange of exhibits and working methods between European and non-European children's museums and children's programmes in museums;

c) *Hands On! International Association of Children in Museums* shall stimulate and discuss the exchange of information in connection with the founding, planning and further development of children's museums or alternatively children's programmes of museums;

d) *Hands On! International Association of Children in Museums* shall make a contribution to further professionalization in the area of children's museums and children's programmes in museums in connection with ethics, code of conduct, design and purpose of exhibits, financial and personnel management;

e) *Hands On! International Association of Children in Museums* shall promote the exchange with and participation in other similar organisations such as the Association of Children's Museums (ACM), International Council of Museums (ICOM), and The European Network of Science Centers and Museums (ECSITE).

2) *Hands On! International Association of Children in Museums* shall concentrate its efforts and activities exclusively on rendering services for the general public, and declares itself ready to work together with central and local administrations in accordance with the respective national laws.

3) *Hands On! International Association of Children in Museums* shall organise an international conference for children's museums and children's programmes in museums on a regular basis (at least every two years).

4) *Hands On! International Association of Children in Museums* shall keep its members up-to-date in connection with the interests of specialists for children's museums and children's programmes in museums.

5) The General Assembly of *Hands On! International Association of Children in Museums* shall lay out the strategy for the following two years.

### **Article 3: Funds for Achieving the Purpose of the Association**

(1) The purpose of the Association shall be achieved through the activities and financial resources given in sections 2 and 3.

(2) The following are designated activities for the realisation of the purpose of the Association:

- a) Presentations
- b) Meetings
- c) Conferences
- d) Discussion events
- e) Establishment of a website and/or other electronic media
- f) Publications

(3) The requisite financial resources are to be raised through:

- a) Registration fees and membership fees
- b) Subsidies and funding
- c) Donations, collections, bequests and other contributions
- d) Asset management
- e) Rentals and leases
- f) Earnings from Association events
- g) Sponsor revenues
- h) Advertising revenue
- i) Revenue from business activities of the Association, such as consulting, for example.
- j) Participation fees for international conferences

### **Article 4: Types of Membership**

(1) Members of the Association are divided into Full, Associate and Honorary Members.

(2) Full Members are persons who are fully engaged in the Association's activities. Associate Members are those who support the Association's activities primarily through payment of a membership fee set for them. Honorary Members are people who have been appointed as a result of special contributions made that benefit the Association.

## **Article 5: Becoming a Member**

(1) Members of the Association can be or become natural as well as legal entities as follows:

a) Natural persons ("individual members"): are persons who are professionally involved in the development of non-profit exhibitions and museum-based activities for children and youth and who work in the field of children's museums and/or similar non-profit institutions or in the process of founding new ones;

b) Legal entities: are institutions ("corporate members") that are professionally involved in the development of profit-orientated exhibitions and museum-based activities for children and youth and work in the area of children's museums and/or similar non-profit institutions or in the process of founding new ones; furthermore, they may be other children's museums and organisations that offer professional exhibitions and/or activities based on museums for children and youth ("institutional members");

c) Honorary Members: are natural or legal entities that support the Association in an extraordinary way; they must be recommended for that position by at least two institutional members.

(2) The Board decides on the admission of Full and Associate Members. Admission can be refused without giving any reasons.

(3) Until the Association has been founded, preliminary admission of Full and Associate Members is handled by the founders of the Association and by the Board if one has already been appointed. The membership becomes effective only when the Association has been founded. If a Board is only appointed after the Association has been founded, then the (definitive) admission of Full and Associate Members is handled until then by the founders of the Association.

(4) Appointment to Honorary Membership shall take place through the General Assembly upon recommendation from the Board.

## **Article 6: Termination of Membership**

(1) Membership in the Association shall be terminated by the death of the member, the loss of legal status in the case of legal entities, voluntary resignation and expulsion.

(2) Membership can only be terminated as of December 31<sup>st</sup> of every calendar year. Membership runs from 1<sup>st</sup> of January until 31<sup>st</sup> of December. The Board must be notified in writing at least six months in advance. In case of late notification, the termination shall become effective as of December 31<sup>st</sup> of the next calendar year. The date of arrival of the notification at the Association's office shall be decisive.

(3) The Board can expel a member if, despite two written notices with an announcement of a suitably extended deadline, the member is more than six months behind in paying at least one of the stipulated amounts (e.g. registration fee, membership fee or the like). The obligation to pay the overdue membership fees shall remain unaffected by these provisions.

(4) The Executive Board can also expel a member from the Association for gross negligence of other member duties and for dishonourable conduct.

(5) Termination of honorary membership can be decided by the General Assembly at the request of the Executive Board for the reasons listed in Paragraph 4.

## **Article 7: Member Rights and Duties**

(1) Members shall have the right to participate in all events of the Association and to utilise the Association's facilities. Only Full Members and Honorary Members have active and passive voting rights within the General Assembly.

(2) All members have the right to ask for a copy of the statutes from the Board.

(3) At least one tenth of the members can demand that the Board call a General Assembly.

(4) Members shall be informed by the Board about the activities and financing of the Association at each General Assembly. The Board shall inform the members about the activities and financial status within four weeks if at least one tenth of the members request it and state the reasons for their request.

(5) All Members must be informed by the Board regarding the audited accounts (financial accounting). If this occurs within a general assembly the auditor must be involved.

(6) The members are committed to promote the interests of the Association where possible and to refrain from all activities which could be detrimental to the Association's aims or reputation. They must observe the Association Statutes as well as resolutions made by the Association organs. Full Members and Associate Members are obliged to punctual payment of the registration fee and membership fees as determined by the General Assembly.

(7) In each European country in which at least three institutional members have their registered offices, a "national committee" of the Association can be founded by decision of the Board.

Each committee must submit a written report to the Board each year on its activities and projects and is invited to participate in Board meetings. The task of such committees is to acquire new institutional members and present them to the Board in the form of a presentation.

## **Article 8: Association Organs**

Organs of the Association are the General Assembly (Articles 9 and 10), the Board (Articles 11 to 13), the Financial Auditors (Article 14) and the Arbitration Committee (Article 15).

## **Article 9: The General Assembly**

(1) The General Assembly is the "General Meeting of the Members" according to the Association Act of 2002. The Ordinary General Assembly shall take place at least once annually, for the first time in the year the Association was founded.

(2) An Extraordinary General Assembly shall take place within four weeks upon

- a) decision to do so by the Board or the General Assembly,
- b) written motion by at least ten per cent of the members,
- c) request by the Financial Auditors (Article 10, Para. 5, first clause of the Association Act),
- d) decision to do so by the Auditor(s) (Article 21, Para. 5, second clause of the Association Act, Article 11, Para 2, third clause of these statutes),
- e) decision to do so by a court-appointed trustee (Article 11, Para. 2, last clause of these statutes),

(3) All Members shall receive written invitations to the Ordinary and Extraordinary General Assemblies by fax or e-mail (to the fax number or e-mail address given to the Association by the member) at least two weeks beforehand. The announcement of a General Assembly must be accompanied by a communication of the Assembly's agenda. The General Assembly shall be convened by the Board (Para. 1 and Para. 2 items a - c), the Financial Auditor(s) (Para. 2 item d) or by a court-appointed trustee (Para. 2 item e).

(4) Agenda item requests for the General Assembly must be submitted to the Board in writing by fax or e-mail at least three days before the convening date.

(5) Valid decisions may only be made on items of the agenda. Requests for an Extraordinary General Assembly constitute an exception to this provision.

(6) All Members have the right to participate in General Assemblies. Only Full Members and Honorary Members have the right to vote. Each Member has one vote. Legal Entities shall be represented by a Managing Director or an authorised proxy. Voting rights may be transferred to another member by written authorisation.

(7) The General Assembly is quorate regardless of the number of members taking part.

(8) Elections and resolutions during the General Assembly shall, in principle, be decided by simple majority of valid votes. Decisions to change the Association Statutes or dissolve the Association, however, require a qualified, two-thirds majority of the valid votes cast.

(9) The General Assembly shall be chaired by the President, or, when he/she is prevented, by his/her Deputy. Should the Deputy also be prevented, then the oldest serving Member of the Board shall chair the General Assembly

## **Article 10: Duties of the General Assembly**

The General Assembly reserves the right to undertake the following duties:

- a) Passing resolutions on the submitted motions;
- b) Receiving and approving the statement of accounts and balance sheet with the involvement of the Auditors;
- c) Electing and dismissing the members of the Board and the Auditors;
- d) Approving legal transactions between the Auditors and the Association;
- e) Discharging the members of the Board;
- f) Determining the amount of the registration fee and the membership fees for Full and Associate Members
- g) Awarding and terminating Honorary Membership;
- h) Passing resolutions on amendments to the Statutes and the voluntary liquidation of the Association;
- i) Advising and deciding on other items of the agenda.

## **Article 11: The Board (Directorate)**

(1) The Board (Directorate) shall consist of at least the President (Chairman of the Board) and Deputy, Secretary and Deputy, the Vice President as well as the Treasurer as well as their respective deputies. Double functions are possible for the deputies. The Board should be comprised of persons who come from at least three different nations.

(2) The Board shall be elected by the General Assembly. In the event of the resignation of an elected member, the Board has the right to co-opt a further electable member; however, retroactive approval must be requested during the subsequent General Assembly. Should the Board refrain from co-opting another member or become unable to act for a prolonged period of time, the Financial Auditor must immediately convene an Extraordinary General Assembly for the election of a new Board. Should the Financial Auditor be unable to act or be unavailable, any Full Member who becomes aware of the situation must immediately apply to the responsible court of law for a Trustee to be appointed, who must immediately convene an Extraordinary General Assembly.

(3) The tenure of the Board shall be four years. Re-election is possible if the full board agrees. Every function in the Board must be exercised personally.

(4) The Board shall be summoned in writing or verbally by the President or his/her Deputy if the President is prevented. If the Deputy is also prevented for an unforeseeable period, then any other Member of the Board may summon the Board.

(5) The Board shall have a quorum if all its members were invited and at least 50% of them are present.

(6) The Board shall make its decisions by simple majority; in the event of a tie of votes, the vote of the Chairman shall be decisive.

(7) The Board shall be chaired by the President, or, when he/she is prevented, by his/her Deputy. Should the Deputy also be prevented from attending, then the oldest attending Member of the Board shall serve as chair, or the Board Member who is appointed to do so by the remaining Board Members by majority vote.

(8) Apart from death and the expiration of the term of office, the office of a member of the Executive Board shall come to an end if the member is relieved of his office (Article 9) or resigns from office (Article 10).

(9) The General Assembly may dismiss the entire Board or individual Board Members at any time. The dismissal shall become effective upon appointment of the new Board or Board Members.

(10) The Board Members may declare their resignation at any time in writing. The declaration of resignation is to be directed to the Board, or in the case of the entire Board resigning, to the General Assembly. Resignations become effective only after election or co-option of replacement(s) (Para. 2).

## **Article 12: Duties of the Board**

(1) The Board is the head of the Association. It is the "management body" according to the Association Act of 2002. The board's duties are those which these statutes do not attribute to any other organ of the Association. Specifically these are:

a) Preparation of an accounting system that complies with the accounting requirements of the Association with a continuous record of the income/expenses and the administration of a list of assets as a minimum requirement;

b) Preparation of the estimated annual budget, the statement of accounts, and the balance of accounts;

c) Preparation and calling of the General Assemblies in the event of Article 9, Paragraphs 1 and 2, Item a-c of these Statutes.

- d) Information to Association members on the activities of the Association, its financial management and the balance of accounts as audited;
- e) Administration of the Association's assets;
- f) Admission and expulsion of Full and Associate Members of the Association;
- g) Employment and dismissal of employees of the Association.

### **Article 13: Special Duties of Individual Members of the Board**

(1) The President shall be responsible for the ongoing business of the Association. The Secretary shall support the President in managing the Association's business.

(2) The President shall represent the Association in all matters. Written statements of the Association are only valid with the President's and Association Secretary's signatures - and in financial matters (concerning fund disposition) - with the signatures of the President and Treasurer. Legal transactions between Members of the Board and the Association have to be approved by the General Assembly to become effective.

(3) Legal proxies to represent the Association in external affairs and signature rights may be given only by the Board Members mentioned in Para 2.

(4) In case of imminent danger, the President shall be entitled to take measures independently, even in matters falling within the competence of the General Assembly or of the entire Board. Such measures shall, however, require the subsequent approval of the competent organ of the Association.

(5) The President shall preside over meetings of the General Assembly and the Board.

(6) The Secretary shall keep the minutes of the General Assembly and Board.

(7) The Treasurer is responsible for the financial matters of the Association.

(8) Should the President, Secretary, or Treasurer be prevented from attendance, then they shall be represented by their respective deputies.

### **Article 14: Financial Auditors**

(1) The auditors' duties are to check the current business and the financial management of the Association for the proper character of accounting and to examine whether the funds are used as given by the Statutes. The Board shall provide the auditors with all necessary documents and information. The auditors shall report the results of the audit to the Board.

(2) Legal transactions between the Auditors and the Association are subject to approval by the General Assembly. For the rest, the Auditors are subject to the regulations set down in Article 11, Paragraphs 8 to 10.

## **Article 15: Arbitration Board**

(1) All disputes arising from the associative relationship shall be settled by the internal Arbitration Board of the Association. The Arbitration Board is an arbitration tribunal according to the Austrian Association Act 2002 and not an arbitration tribunal according to Articles 577 et seq. of the Austrian Code of Civil Procedure.

(2) The Arbitration Board shall be composed of three Full members of the Association. One party to the dispute shall nominate one member as an arbitrator. The nomination shall be submitted to the Board in written form. Within seven days, the Board shall request the other party to also nominate an arbitrator in writing within 14 days (submission by mail is sufficient). After informing the Board within seven days, the two appointed arbitrators shall elect a third Full Member to act as Chairman of the Arbitration Board. If the vote is tied among those elected, a decision shall be reached by drawing lots. The members of the Arbitration Board may not be members of an executive body whose activities are an object of the dispute, with the exception of the General Assembly.

(3) The Arbitration Board shall render judgment after hearing both parties in the presence of all its members by a simple majority of votes. It shall decide to the best of its knowledge and belief. Its decisions shall be final within the Association. The decisions must be sent in writing to the parties within three months after the date of the decision with the reasons.

## **Article 16: Voluntary Dissolution of the Association**

(1) A decision for the voluntary dissolution of the Association can only be made during an Extraordinary General Assembly specifically convened for this reason and in which a two-thirds majority votes for the dissolution.

(2) The General Assembly shall also pass a resolution concerning the assets of the Association, if such assets exist. In particular, the General Assembly shall appoint a liquidator and pass a resolution regarding to whom the remaining assets of the Association shall be transferred after payment of the debts.

(3) Within four weeks following the decision, the last Board Member must notify the relevant authority governing associations of the voluntary dissolution.

## **Article 17: Use of the Association's Assets upon resignation of members, dissolution of the Association, or loss of charitable status**

(1) In the event of the dissolution of the Association or loss of charitable status, the assets of the Association that remain after covering all liabilities are to be used for charitable, benevolent and/or religious purposes in terms of Article 34 et seq. of the Federal Fiscal Code (BAO) in the respective applicable version. Provided it is possible and permissible, the remaining assets shall be transferred to institutions pursuing the same or similar aims as this Association.

*Dated August 2014*