

STATUTES

§1

Name and Registered Office of the Association

The association bears the name HOPE'87 – Hundreds of Original Projects for Employment – Association for the Promotion of Youth Employment and has its registered office in Vienna. It is authorised to establish branches, or, where appropriate, subsidiary associations, in all locations throughout Austria and abroad.

§ 2

Purpose of the Association

The association, which is a non-profit organisation and pursues exclusively and directly charitable purposes within the meaning of Sections 34 et seq. of the Federal Tax Code (BAO), aims to

to promote youth education, vocational training and employment both at home and abroad, but in particular within the framework of development cooperation in countries listed in the currently valid DAC List of Developing Countries. This includes the areas of school and vocational education and training for young people, as well as the promotion and implementation of youth employment projects and programmes through public and non-public measures at local, regional, national, European and international levels.

Essentially, the association's activities are carried out directly in the charitable sector (Section 37 of the Federal Tax Code [BAO]), with at least 75 per cent of total resources being used for direct charitable purposes. Any amendment to the Articles of Association, in particular to the purpose, as well as the termination of the association's activities, shall be notified to the competent tax office without delay.

§ 3

The means of achieving the association's purpose are

- 1) the implementation and promotion of development projects in the fields of social welfare, health, rural development and integration to promote the employability of young people who, as a result of their economic circumstances, find themselves in material need and require financial assistance because they are unable, or insufficiently able, to meet their basic living needs through their own efforts and resources, or who, due to their physical, mental or psychological condition, are dependent on the help of others;
- 2) to promote the implementation of new ideas for vocational and employment opportunities by the business sector;

- 3) the implementation of humanitarian aid measures for victims who, as a result of a natural disaster or armed conflict, are dependent on the help of others;
- 4) the definition, design and implementation of new projects in close consultation with the target groups and project partners, as well as the provision of expert advice and technical support to them;
- 5) providing advice and support to project partners and beneficiaries in their search for suitable funding from national and international, public and private organisations and institutions, donors and the private sector;
- 6) the design and implementation of relief measures in crisis situations and of post-disaster reconstruction projects, provided that such measures subsequently have a sustainable impact on the education, skills development and employment of young people;
- 7) the ongoing monitoring of current developments at home and abroad in the fields of youth employment and development cooperation through the study of relevant publications and participation in relevant conferences;
- 8) the organisation of conferences and presentation events on the promotion of youth employment;
- 9) raising awareness of the importance of promoting youth employment at home and abroad through appropriate cooperation measures with interested bodies and by organising international competitions for youth employment ideas and youth employment projects;
- 10) carrying out appropriate public relations work, ensuring transparent communication of the association's activities, publishing the annual activity report and presenting this information on the association's website.
- 11) Ongoing cooperation with organisations of the United Nations, the European Commission, and national and international organisations and institutions.
- 12) "The provision of supplies and other services, carried out for remuneration but on a non-profit basis, to bodies entitled to tax relief under Sections 34–47 of the Federal Tax Code (BAO), whose activities promote the same purposes as those set out in Section 2 of these Articles of Association, to the extent that this constitutes less than 25 per cent of the association's total activities. The recipient of the service must be charged at cost price."

The Association's funds and the manner in which they are raised

The association's funds consist of:

- 1) membership fees;
- 2) donations, grants and other contributions;
- 3) Funding for the association's project-related work through project support fees from ongoing projects;
- 4) Income from consultancy work in accordance with the Articles of Association.
- 5) "Income from the provision of goods and other services on a non-profit basis to bodies entitled to tax relief under Sections 34–47 of the Federal Tax Code (BAO), whose activities promote the same purposes as those set out in Section 2 of these Articles of Association".

§ 5

Formation of the Association and Membership

- 1) The association consists of ordinary and supporting members. Ordinary members may be either natural persons or legal entities (other associations of persons or bodies). Other Austrian, foreign and international organisations or bodies may be admitted as members of the association at any time.
- 2) Supporting members may be admitted, subject to a resolution by the Executive Committee, on the basis of a decision by the Executive Committee, including individuals, associations, educational institutions, commercial and agricultural enterprises – in particular youth cooperatives and youth self-help projects – both in Austria and abroad, which have distinguished themselves through the quality of their products and services.
- 3) The Executive Committee has the final say on the admission of full and supporting members.

§ 6

Rights and obligations of members

- 1) The members referred to in § 5 are obliged to support the interests of the Association and its objectives to the best of their ability and within the limits of their financial resources, utilising their expertise, and to comply with the Articles of Association and the resolutions adopted within the framework of the Articles of Association.

- 2) Full members have the right to make use of the Association's activities and all facilities established by it, to attend General Meetings and to exercise their right to vote.
- 3) Supporting members are entitled to attend the general meeting; however, they do not have the right to vote.

§ 7

Honorary Committee

An Honours Committee shall be established to promote the association.

§ 8

Governing Bodies

The governing bodies of the association are:

- 1) the General Assembly (ordinary and supporting members)
- 2) the Executive Board
- 3) the CEO
- 4) the audit bodies
- 5) the Arbitration Tribunal

§ 9

General Assembly

- 1) The Ordinary General Meeting shall be convened by the Executive Committee as and when necessary, but at least once a year. The agenda is set by the Executive Committee. Members must be invited in writing, with details of the agenda, venue and time, at least 14 days before the meeting. Motions must be submitted in writing to the Executive Committee no later than 8 days before the General Meeting. Voting rights may be transferred to another ordinary member by means of a written proxy.
- 2) The General Assembly is responsible for:
 - a) the election and dismissal of members of the Executive Committee and the auditors;
 - b) the election of two auditors;
 - c) Receipt and approval of the annual report and the financial statement, with the involvement of the auditors;
 - d) Granting discharge to the Executive Committee;
 - e) Taking note of the Chairperson, Deputy Chairperson, Secretary, Treasurer and their deputies, elected by the elected members of the Executive Committee from amongst their number, the latter being nominated by the office-holders;

- f) Passing resolutions on other matters and motions on the agenda;
 - g) Passing resolutions on amendments to the Articles of Association and the dissolution of the Association;
 - h) Approval of legal transactions between auditors or members of the Executive Committee and the Association.
- 3) The General Assembly shall constitute a quorum if at least half of the full members are present. If a General Assembly does not constitute a quorum at the time of convening, a second General Assembly with the same agenda shall take place half an hour later, which shall constitute a quorum regardless of the number of voting members present.
- 4) The General Assembly is chaired by the Chair of the Executive Committee or, if the Chair is unable to attend, by their deputy.
- 5) An extraordinary General Assembly must be convened at the request of at least one-tenth of the full members. The date of the General Assembly must be set within 30 days of the request being received by the secretariat.
- 6) Resolutions on amendments to the Articles of Association require a two-thirds majority of the valid votes cast. Resolutions on the dissolution of the Association require a two-thirds majority of the full members of the Association. For all other resolutions, a simple majority of the votes cast is sufficient.

§10

Executive Committee

- 1) The Executive Committee consists of:
- a) the Chair of the Executive Committee
 - b) the Deputy Chair of the Executive Committee
 - c) the Secretary
 - d) their deputy
 - e) the Treasurer
 - f) their deputy
 - g) other members of the Executive Committee.
 - h) co-opted members of the Executive Committee, who, however, do not have the right to vote.

The total number of Executive Committee members must not exceed fifteen.

- 2) The term of office of the Executive Committee is two years, or in any event until a new Executive Committee is elected.
- 3) The term of office of a member of the Executive Board shall end, apart from in the event of death or the expiry of the term of office, by removal from office or resignation. Dismissal takes effect upon the appointment of the new Executive Board or Executive Board member. Members of the Executive Board may submit their resignation in writing at any time; the notice 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 shall only take effect upon the election or co-opting of a successor.

- 4) The Executive Committee may, as required, co-opt further members by resolution, who shall sit on the Executive Committee without voting rights.
The Executive Board is elected by the General Assembly by a simple majority of votes. The Executive Committee shall elect from among its members, by a simple majority, the Chair, the Deputy Chair, the Secretary and the Treasurer. A quorum for the Executive Committee requires the presence of at least half of its members.
- 5) Resolutions of the Executive Committee are passed by a simple majority. In the event of a tie, the Chairperson has the casting vote.
- 6) The Executive Committee meets at least three times a year, and members of the Executive Committee must be notified at least one week before the scheduled meeting. All statutory meetings may be held digitally or in a hybrid format.
- 7) Executive Board members who are unable to attend a statutory meeting may delegate their voting rights to another Executive Board member or inform the Chair of the Executive Board or their deputy of their decision on one or more items on the agenda of a statutory meeting. The Chair of the Executive Board must be notified by email prior to the meeting. Such a delegation of voting rights or notification of a decision shall be taken into account when determining whether a quorum is present.
- 8) The CEO shall attend meetings of the Executive Board in an advisory capacity.
- 9) The Chair of the Executive Committee represents the Association externally and manages its affairs in all matters in which, pursuant to §11, representation does not fall to the CEO. Should the Chair be unable to attend, their Deputy shall take their place. Should the Deputy Chairperson be unable to attend, the Secretary shall take their place. The Executive Board is responsible for all tasks not assigned to another body by the Articles of Association, in particular the co-opting of a new member of the Executive Board, the appointment of the CEO, the preparation of the financial statements and the approval of the annual report, as well as the preparation and convening of ordinary and extraordinary General Meetings.

§ 11

The Chief Executive Officer (CEO)/ The Chief Financial Officer (CFO)

- 1) The association's day-to-day business is managed by the General Secretariat. It is headed by CEO, who is nominated by the Executive Board and appointed for an indefinite period. The CEO is responsible to the Executive Board for the proper conduct of all business matters arising. The Chief Financial Officer manages day-to-day financial affairs. She or he is nominated by the CEO and appointed by the Executive Board for an indefinite period.
- 2) All documents legally binding on the association (project contracts, purchases and investments) exceeding 5,000 euros must be signed by the Chair of the Executive

Board (or, if they are unable to do so, by the Deputy Chair or the Finance Officer) and the CEO (or, if they are unable to do so, by the COO/Deputy CEO or the Chief Financial Officer). All other matters arising in the course of day-to-day business shall be signed by the CEO at alone (or, in their absence, by the Chief Financial Officer), unless the Chair of the Executive Board decides otherwise in individual cases. The Executive Board and the persons authorised by it for this purpose shall at all times have the right to inspect all business documents, cash receipts and records held by the Secretariat.

- 3) The General Secretariat shall submit the draft annual budget and the draft work programme for the following year to the Executive Board in the fourth quarter.
- 4) The appointment of the Association's staff is carried out by the CEO following prior consultation with the Executive Board.

§12

The Audit Bodies

- 1) The audit is carried out by two auditors. They must not be members of the Executive Board.
- 2) The auditors are responsible for monitoring financial management, reviewing the financial statements, carrying out cash audits, ongoing business monitoring and auditing the accountability report, as well as submitting a motion for the discharge of the Executive Board at the General Assembly. The auditors have the right to inspect the accounting records and supporting documents at any time.

§ 13

Financial Year

The Association's financial year is the calendar year.

§ 14

Termination of Membership

- 1) Membership in accordance with § 5 shall cease
 - a) upon voluntary resignation;
 - b) by a resolution passed by a two-thirds majority of the General Assembly on the grounds of a gross breach of the member's obligations and conduct detrimental to the association's interests on the part of the member;
 - c) upon the death of a natural person, or upon the loss of legal personality by a legal person.

- 2) Furthermore, any member's membership may be revoked by a resolution of the Executive Committee if the member has grossly breached the Articles of Association, or if the conditions for membership are no longer met.
- 3) Voluntary resignation must be notified in writing to the Executive Committee by registered letter. Upon termination of membership, the rights and obligations of members towards the Association shall cease. The obligation to pay any outstanding membership fees remains in force. However, there is no entitlement to a refund of membership fees already paid.

§ 15

Arbitration Tribunal

- 1) Disputes arising within the Association shall be settled by an arbitration tribunal.
- 2) Each party to the dispute shall appoint two full members of the association to the arbitration tribunal as arbitrators. These shall elect, by a simple majority, a full member of the association as chairperson. Should no agreement be reached within four weeks regarding the chairperson, the decision shall be made by lot.
- 3) The arbitration tribunal decides by a simple majority.

§16

Establishment of HOPE'87 country offices

To facilitate the conduct of business, the Executive Board may authorise the establishment of country offices abroad, provided that these are set up in accordance with the applicable national law in each case. These country offices are to be established and managed on an ongoing basis by the General Secretariat. The heads of the country offices are obliged to comply with the instructions of the CEO and to report on their activities on an ongoing basis .

§17

Voluntary dissolution of the association

- 1) The voluntary dissolution of the association may only be resolved by a two-thirds majority of the full members at a general meeting expressly convened for this purpose.
- 2) At the same time as the resolution on voluntary dissolution is passed, a resolution must also be passed on the disposal of any assets.
- 3) The assets must, insofar as this is possible and permitted, be transferred to a charitable organisation pursuing the same or similar aims as this association. In any event, however, the assets must be used exclusively for charitable purposes within

the meaning of Section 4a(2) of the Income Tax Act 1988. To this end, the General Assembly must appoint a liquidator and pass a resolution specifying to whom the liquidator is to transfer the remaining assets after the liabilities have been settled.

§ 18

Use of the association's assets upon dissolution of the association or cessation of the charitable purpose"

In the event of the voluntary or statutory dissolution of the association, or in the event of the cessation of the previous charitable purpose, the assets of the association remaining after the liabilities have been settled shall be used for the charitable purposes specified in the legal basis, in accordance with Section 4a(2) of the Income Tax Act 1988.