

ARTICLES OF ASSOCIATION

§1

Name and location of the organisation

The organisation operates under the name of “HOPE’87 – Hundreds of Original Projects for Employment – Verein zur Förderung der Jugendbeschäftigung” – and is based in Vienna. It has the right to open country offices in all parts of Austria, as well as abroad, and, if need be, branch associations.

§ 2

Purpose of the organisation

This non-profit organisation, which is aimed, without exception, directly at charitable causes according to the “Bundesabgabenordnung” (BAO) (tax code) §§ 34ff, aims at

the promotion of youth education, job training and employment in Austria and abroad within the realms of development cooperation with developing countries according to the most recent DAC list. Within this lie the areas of school and job-related youth education and training, and the promotion and execution of youth employment projects and programs through public and private measures at local, regional, national, European and international levels.

The major part of the activities is performed in the charitable sector (§ 37 BAO), and according to § 4aZ.3a EStG (law on income tax) at least 75% of the resources should serve charitable purposes. The concerned tax office has to be immediately informed of each amendment of the Articles of Association, especially changing the purpose, as well as the termination of the association’s activities.

§ 3

Means of achieving the purpose

- 1) The implementation and promotion of development projects in the field of social, health, rural development and integration that aim at advancing the employability of young people, who are in need of material support due to their economic situation and who do not have the physical, mental or emotional conditions to meet their necessary need of life but are rather dependent on others;
- 2) The promotion and implementation of new ideas for the creation of professional and employment opportunities through the economy;

- 3) The implementation of measures for humanitarian assistance to victims who are in need of support from others due to a natural disaster or armed conflict;
- 4) The definition, conceptualisation and implementation of new projects in direct communication with the beneficiary groups and project partners as well as the provision of technical advice and support to them;
- 5) The consultation and support of project partners and beneficiaries in getting access to financing from national and international, public and private organisations, as well as institutions, donors and the private sector;
- 6) The design and implementation of humanitarian aid in crisis situations, the rehabilitation after disasters, as far as these measures have an impact on education, the qualification and employment of youth;
- 7) Continuous monitoring of current developments, both domestic and abroad, in the areas of youth employment and development cooperation, through the study of relevant publications and participation at relevant conferences;
- 8) Organizing events and conferences for the promotion of youth employment;
- 9) Sensitization to the concerns of promoting youth employment, both domestic and abroad, through appropriate measures of cooperation with interested parties and the tenders of international competition for youth employment ideas and projects;
- 10) Corresponding public relations, transparent communication of the organization's activities, publication of the annual activity report and presence on the organization's website;
- 11) Continuous cooperation with organizations of the UN, the European Commission and national and international organizations and institutions.

§4

Resources of the organization and means of acquiring these

The resources of the organization consist of:

- 1) Membership fees
- 2) Donations, subventions and other benefits
- 3) Financing of the organization's project related work through the indirect costs of ongoing projects.
- 4) Revenue in accordance with consultancy according to the articles of association.

§ 5

Formation of the organization and membership

- 1) The organization consists of full members and supporting members. Full members can be physical as well as legal persons (other bodies of persons or corporate bodies). Other Austrian, foreign and international organizations (or corporate bodies) can become affiliated members of the organization at any time.
- 2) Due to a decision made by the Board of Directors; individuals, coalitions, educational institutions, corporations of commercial economy and agriculture, especially youth co-operations and youth self help projects, in Austria and abroad that excelled through their quality of products and services, can become affiliated supporting members.
- 3) The Board of Directors ultimately decides the intake of full and supporting members.

§ 6

Rights and obligations of members

- 1) The members as in § 5 are obliged to support the interests and purposes of the organization within their capacities and financial means and through their expertise, as well as to follow the statutes and the agreements made within the framework of the statutes.
- 2) The full members have the right to engage in all facilities provided within the activities of the organization, to participate in Board meetings and to exercise the right to vote.
- 3) The supporting members have the right to attend to Board meetings but do not have the right to vote.

§ 7

The Honorary Committee

An honorary committee provides support to the organization.

§ 8

Organs of the association

The organs of the organization are the:

- 1) Plenary meeting (full and supporting members)
- 2) Board of Directors
- 3) Secretary General
- 4) Organs of auditing
- 5) Arbitration panel

§ 9

Plenary meeting

- 1) The plenary meeting is called when necessary, but at least once a year, by the Board of Directors. The Board sets the agenda of the plenary meeting. The members receive written confirmation of the agenda, location and time of the plenary meeting at least 14 days in advance. Proposals must be submitted to the Board of Directors in writing at least 8 days prior to the plenary meeting. The right to vote on behalf of other full members is permitted through written authorization.
- 2) Decision-making through the plenary meeting exclusively includes:
 - a) Election and deselection of members of the Board of Directors and the auditors.
 - b) Election of two auditors.
 - c) Receipt and approval of the activity report and the statement of accounts, as well as the balance sheet that requires the involvement of the auditors.
 - d) Formal approval of the acts of the Board of Directors.
 - e) Endorsement of the elected chairperson(s) of the Board, vice-chairperson(s) of the Board, secretary/secretaries, finance representative(s) and their deputy/deputies, elected from within the Board of Directors, the last of which has/have to be nominated by the accountable persons.
 - f) Resolution of other questions and proposals on the agenda.

- g) Resolution on changes in the statutes and dissolution of the organization.
 - h) Authorization of legal transactions between auditors or members of the Board and the organization.
- 3) Decisions at the plenary meeting are possible when at least half of the full members are present. If the plenary meeting does not meet the requirement, there is a second plenary meeting half an hour later, with the same agenda, able to constitute a quorum regardless of the present number of members with the right to vote.
 - 4) The position of the chairperson of the plenary meeting is held by the director of the Board; in case of their absence, by their deputy.
 - 5) On request of at least one tenth of the full members, a further plenary meeting may be called. The date for this meeting must be set within 30 days of an official written request to the secretariat.
 - 6) Decisions on changes of the statutes require a two-third majority of valid votes given. Decisions on liquidation of the organization require a two-third majority of the full members of the organization. As for all other decisions, a simple majority vote is sufficient.

§10

Board of Directors

- 1) The Board of Directors consists of the:
 - a) Chairperson,
 - b) Deputy Chairperson,
 - c) Secretary,
 - d) Deputy of the Secretary,
 - e) Treasurer,
 - f) Deputy of the Treasurer,
 - g) Other members of the Board,
 - h) Co-opted members of the Board without the right to vote.The total number of members of the Board must not exceed fifteen.
- 2) The term of service of the Board of Directors is two years, or until the election of a new Board of Directors.
- 3) The term of service of a member of the Board of Directors ends, if not through death or the expiration of the term of service

period, with deselection or resignation. The deselection comes into effect by the appointment of a new Board of Directors or as the case may be, by the appointment of a new member of the Board of Directors. The members of the Board can always declare their resignation in writing - the declaration of resignation must be addressed to the Board of Directors. Cases of resignation of the entire Board of Directors must be addressed at the plenary meeting. The resignation only comes into effect with the election or co-opting of a successor.

- 4) The Board of Directors can, as needed, co-opt further members of the Board with no right to vote. The election of the Board of Directors comes into effect by means of a simple majority vote at the plenary meeting. The Board of Directors elects the chairperson of the Board, the deputy chairperson of the Board, the secretary and the finance-appointee from within. To have a quorum, the presence of at least half of the members is necessary.
- 5) Decisions by the Board of Directors are taken with a simple majority vote. If there is a tied vote, the Chairperson of the Board has the casting vote.
- 6) The Board of Directors meets at least three times a year, about which the members of the Board are informed at least one week before the meeting.
- 7) The Secretary General of the organization takes part in the meetings of the Board of Directors in an advisory capacity.
- 8) The chairperson of the Board of Directors is responsible for public relations and all other affairs mentioned under §11, which are not assigned to the Secretary General. Should s/he be unable to perform these duties, her/his deputy will take her/his place. Should the latter be unable to perform her/his duties the secretary will take her/his place. The Board of Directors is in charge of all the tasks that are not assigned within the statutes to other organs. The tasks are especially the co-opting of a new member of the Board of Directors, the appointment of the Secretary General, the drawing up of the balance sheet and the approval of the activity report as well as the preparation and calling of the ordinary and extraordinary general assembly.

§ 11

The Secretary General
The Chief Financial Officer

1) The General Secretariat conducts the general course of business. The responsibility is obliged to a Secretary General nominated by the Board of Directors for an undefined period. The Secretary General is responsible for the systematic execution of the Board of Directors' routine affairs.

The Chief Financial Officer is responsible for the daily financial matters. The Chief Financial Officer is nominated by the Secretary General and is appointed by the Board for an undefined period.

2) The signing of all legally binding documents (project contracts, acquisitions and investments) over € 5.000 is executed by the chairperson of the Board of Directors (in case s/he is unable to do so, by the deputy chairperson(s) or the treasurer) and by the Secretary General (in case s/he is unable to do so, by the deputy Secretary General or the Chief Financial Officer). The Secretary General signs all other general business transactions singly (in case s/he is unable to do so the Chief Financial Officer), unless the chairperson decides differently in any particular situation. The Board of Directors and the designated persons have the right, under all circumstances, to look into all official documents, financial statements and priority notice of the secretariat.

3) The General Secretariat submits an annual budget draft and a draft of the work plan for the following year in the fourth quarter.

4) The selection and recruitment of employees of the organization are carried out by the Secretary General in consultation with the Board of Directors.

§12

The organs of auditing

1) The auditing is carried out by two auditors who are not part of the Board of Directors.

2) Under the auditors' responsibility lie the supervision of the management of public finances, inspection of the balance sheet, execution of the cash flow and the ongoing monitoring of the business, as well as examination of the statement of accounts, and further the application for issuance of exoneration of the Board of Directors at the general meeting. The auditors have access to the books and accounts at all times.

§13

Fiscal year

The fiscal year of the organization is the calendar year.

§ 14

Membership Cancellation

- 1) The membership as under § 5 terminates:
 - a) Through voluntary withdrawal,
 - b) Through a two-third majority ruling at the general meeting due to gross breach of membership obligation and due to behaviour of the member harming the organization,
 - c) Through death for physical persons, through the loss of legal entity for legal persons.
- 2) Moreover, the membership can be withdrawn through a ruling of the Board of Directors in the case of gross breach of the statutes or the conditions to do so are no longer met.
- 3) The voluntary withdrawal has to be submitted to the Board of Directors in writing by registered post. Terminating the membership marks the end of the rights and obligations of the member to the organization. The obligation to pay outstanding fees remains. However, the member is not entitled to receive refunds from the organization.

§ 15

Arbitration Panel

- 1) Disputes within the organization will be resolved by the Arbitration Panel.
- 2) Each of the parties in dispute sends two full members of the organization to the Arbitration Panel as arbitrators. They appoint the chairperson through a simple majority vote. If an agreement regarding the chairperson is not reached within four weeks, the Drawing of Lots shall make the decision.
- 3) The Arbitration Panel decides through simple majority vote.

§16

Formation of country offices

The Board of Directors can initiate the formation of country offices abroad in order to facilitate business transactions, which are constituted under national legislation. These country offices are set up by the General Secretariat and are under constant supervision. The executive of the country office is obliged to follow direction from the Secretary General and to report all activity.

§17

Voluntary Dissolution of the Association

1) Should there be a demand for a voluntary dissolution of the association, a plenary meeting will be called for this purpose. In said meeting, the decision will be made through a two-third-majority vote among the full members.

2) As well as the enactment of the voluntary dissolution, a decision has to be made regarding the possible deployment of assets.

3) Whenever possible or legally permissible, assets are allocated to non-profit organizations with similar aims to those of the organization. The assets must be used solely for charitable purposes, as under § 4a Abs. 2 Z. 3 lit. a to c EStG (law on income tax).

The plenary meeting is to appoint a liquidator who will pass on the remaining assets to a recipient of their choice after the covering of liabilities.

4) Even with the abolition of the hitherto fostered purpose of the organization, respectively with the official abrogation of the organization are the assets to be used for charitable purposes as under § 4a Abs. 2 Z. 3 lit. a to c EStG (law on income tax).