

Wirth Alumni Network (WAN)

Statutes of the Association¹

(June 2016)

The Wirth Alumni Network (WAN) is an organization established to represent the Central European scholars associated with the Wirth Institute for Austrian and Central European Studies (WI), as well as its research programs. Originally conceived of in Vienna in the spring of 2010, the network was more firmly institutionalized in Budapest in the spring of 2012 by drafting terms of references and electing the first executive board. The network includes alumni from all seven Wirth countries, Austria, Croatia, the Czech Republic, Hungary, Poland, Slovakia and Slovenia.

§ 1: Name, seat and sphere of activities

- (1) The Association bears the name “Wirth Alumni Network“, abbreviated “WAN”.
- (2) It has its seat in Innsbruck and its sphere of activities comprises the Central European countries that are represented within the „Wirth Institute for Austrian and Central European Studies“ at the University of Alberta, as well as Canada

§ 2: Mission and Purpose

- (1) The Association, which is as a non-profit organisation, is the alumni association of the Wirth Institutes for Austrian and Central European Studies at the University of Alberta.
- (2) The WAN is the official governance body of the former Wirth Doctoral Research Fellows. It serves as official link between the Wirth Institute and its alumni, and is responsible for the official activities of the Wirth Institute’s alumni.
- (3) The Wirth Alumni Network aims to cultivate and expand the contacts/relationships between the various Central European scholars after their time at the Wirth Institute as well as between these scholars and the Wirth Institute.
- (4) The goals and mandate of the network are to facilitate research cooperation and exchange among its scholars, and to firmly establish itself as the Central European hub for academic and scholarly activities between Canada and Central Europe.
- (5) The WAN strives to strengthen the bonds between the various Central European states, to deepen the knowledge about this region and the understanding of a common Central European cultural heritage.

¹ (English, legally not validated translation of the legal German version from June 2016)

§ 3: Means for achieving the Association's purpose

- (1) The association's purpose shall be achieved by employing the non-material and material means specified in paragraph 2 and 3.
- (2) Non-material means shall be
 - a. Meetings and Discussions
 - b. Lectures, Symposia, and Workshops
 - c. Communication and Networking with individuals and groups, as well as with initiatives and institutions which are beneficial to the Association's purpose
 - d. Publications of different natures, most notably a newsletter
 - e. Social Media, Webpages, Discussion Forums as well as relevant Blogs
- (3) The necessary material means shall be raised by
 - a) Entrance and membership fees
 - b) Sponsoring and public funding
 - c) Donations, legacies, other financial contributions
 - d) Profits from publications and events organised by the Association
 - e) Earnings from capital assets and shares

§ 4: Types of Membership

- (1) The Association shall consist of ordinary, associate members and honorary members, as well as the "Friends of the Wirth Alumni Network".

§ 5: Admission to Membership

- (1) Ordinary membership is open to all natural persons who have been Wirth Doctoral Research Fellows and to other Wirth funded scholars who have spent a minimum of six months at the institute conducting research or being actively engaged in scholarly work. Individuals of these two categories shall automatically become WAN members upon completion of their stay at the Wirth Institute for Austrian and Central European Studies.
- (2) Associate membership for individuals outside of the categories mentioned in paragraph 1, such as students, post-docs, visiting researchers and academics or former Wirth staff members, shall be granted by individual request, with approval of the Executive Board (EB). The status of an associate member membership may be limited to a specific time-period and admission may be denied without giving a reason. Furthermore the Executive Board may grant associate membership to natural persons, legal persons and partnerships with legal personality who do not explicitly belong to the aforementioned groups. The Executive Board shall report on the granting of such memberships at the business meetings.
- (3) Honorary members are individuals who have been awarded this status in

recognition of special achievements for the Association. The awarding of honorary membership is decided by the General Assembly upon request of the Executive Board.

- (4) Natural persons, legal persons and partnerships with legal personality with personal or professional ties to the Wirth Institute can receive the status of "Friends of the Wirth Alumni Network" by request. Thereby they shall receive regular information on the WAN's activities and invitations to their events without a formal membership status. The Executive Board shall report on the granting of such memberships at the business meetings.

§ 6: Termination of Membership

- (1) Membership shall be terminated on the death of a member, with legal persons and partnerships with legal personality on loss of legal personality, on voluntary resignation and on expulsion.
- (2) Voluntary resignation may be declared at any time and has to be communicated to the Executive Board in written form.
- (3) The Board may exclude a member if said member has arrears of membership fees of more than six months despite having received two written notices and having been granted an adequate period of grace. The liability for the membership fees owed shall remain in place despite the exclusion.
- (4) A member may be excluded by the Board as a consequence of serious breaches of other membership responsibilities or disreputable behaviour.
- (5) The removal of honorary membership upon reasons mentioned in paragraph 4 is decided by the General Assembly upon request of the Executive Board.

§ 7: Member Rights and Duties

- (1) Ordinary members are entitled to participate in events organised by the Association and make use of the Association's facilities. The voting rights in the General Assembly as well as the active and passive voting rights are limited to ordinary and honorary members only.
- (2) Every member is entitled to request a copy of the Association's statutes from the executive board.
- (3) A minimum of one tenth of the members can demand a General Assembly being called in by the Executive Board.
- (4) At each General Assembly the the Executive Board shall inform the members about the Association's activities and financial situation. The Board shall also provide this information at any time within four weeks if requested and justified by at least one tenth of the members.
- (5) The Executive Board shall inform the members about the audited balance of accounts (rendering of accounts).
- (6) The members agree to further the interests of the Association to the best of their abilities and to refrain from anything that could harm the reputation and objectives of the Association. Members shall observe the Statutes of the Association and the

resolutions of its organs. Ordinary and associated members are required to pay the entrance fees and membership fees as determined by the General Assembly.

§ 8: Governance

The Governance of the WAN consists of (1) the General Assembly, (2) the Executive Board, (3) Chapters and Cohorts, (4) the Auditors, and (5) an Arbitration Board

§ 9: General Assembly

(1) The General Assembly is the assembly of all the Members of the WAN. A regular general assembly has to take place every two years as part of the Wirth Alumni Meeting.

(2) Apart from the regular biennial general assembly an extraordinary general assembly has to take place in the following cases within 12 weeks:

- a. on the decision of the board or the general assembly.
- b. if a minimum of 10 per cent of the members asks for an extraordinary general assembly by a written resolution to the board.
- c. by the auditors in case of section 11, paragraph 11 of these statutes
- d. if the auditors notice that the board continuously and gravely neglects their duty of keeping proper balance of accounts (rendering of accounts) and the members do not become active, then the auditors have the duty to demand from the board to call in a General Assembly or call it in themselves

(3) All members have to be invited to the regular and extraordinary general assembly by email at least 10 weeks before the scheduled date. The invitation has to include an agenda for the meeting. It is the responsibility of the executive board to take care of the invitations for the business meeting. The auditors have the right to call in an extraordinary business meeting in their own right.

(4) Amendments to the agenda of both the regular and the extraordinary general assembly have to be sent to the board by email latest 7 days before the scheduled date of the meeting.

(5) All members of the WAN have the right to participate at the regular and extraordinary general assembly. However, only ordinary members and honorary members have the right to vote and to make decisions. Each of the members of these two groups has exactly one vote. Members may however transfer their vote to another member in case they are not able to take part at the general assembly themselves. This has to be done by a written and signed declaration.

(6) The general assembly has the right to make decisions not regarding the number of members who are taking place at the meeting.

(7) Elections and decisions of the general assembly generally need a simple majority. However, decisions, which regard changes of the statutes and bylaws of the WAN, as well as a decision on the dissolution of the WAN need a qualifying majority of two thirds of the given votes.

(8) The general assembly is presided by the president. In case of his absence the general assembly will be presided by the vice president. In case of the absence of both, the president and the vice president general assembly will be presided by the eldest member of the board.

§ 10: Rights and Responsibilities of the General Assembly

(1) The General Assembly has the following rights and responsibilities

a. Vote on budget proposals

b. Receive and approve the report of the executive board on the activities of the WAN. It receives and approves the financial report based on the auditor's evaluation.

c. Election and dismissing of the members of the executive board and the auditors.

d. Discharge the executive board

e. Decision on the location of the WAN meetings As regular meetings are essential to cultivate the personal contact between the WAN members and to provide an opportunity for academic networking, such meetings shall be organized every two years. In order to reflect the network's transnational Central European spirit and to gain a first-hand experience of the rich heritage of the region, the biennial meetings shall take place in the different Wirth countries and on a rotating basis. The location of the next meeting will generally be decided at least two years in advance. The biennial meeting will normally consist of a general business meeting and an academic mini-conference on a selected research theme. The local chapter of the WAN where the next meeting is to take place shall normally conduct the majority of the organization of that meeting, with assistance and guidance from the Executive Board and under the direction of the elected WAN Meeting Chair

f. Decision on member fees

h. Decision on awarding and withdrawal of honorary memberships

i. Decision on changes of the statutes and bylaws of the WAN and the voluntary dissolution of the WAN.

j. Decision on any other matters to be discussed at the General assembly WAN.

§ 11. The Executive Board (EB)

(1) The Executive Board (EB) shall consist of, at minimum, five elected Executive Board officers: a President, a Vice-President and Research Officer, a Secretary-Treasurer, a WAN meeting Chair and a Communications Officer.

See attached Appendix A for detailed position descriptions.

(2) These positions shall be elected to two (2) year terms, and are open to all active members of the network at the time of the elections. Each outgoing Executive Board member shall present a report of their activities to the WAN, at each of the biennial meetings of the organization. The Executive Board has the right to coopt further members to the board.

(3) Members of the executive board may be re-elected. The board function has to be taken on in person and cannot be delegated.

(4) Every member of the executive board has the right to call a board meeting. This can be done either by written invitation or vocally.

(5) The executive board is eligible to make decisions in the case that all its members have been invited to the meeting and at least half of the members of the executive board are present. Board meetings may take place either in physical presence of the board members, or by conference call. In addition to the biennial meeting of the WAN, the Executive Board agrees to meet at least once more during their elected terms at a time and place mutually convenient to all of its members. Such a meeting may be supported with general operating funds of the network.

(6) Decisions of the executive board need a simple majority. In case of an equality of votes, the President's vote will decide a split vote.

(7) The board meeting is presided by the president. In case of his absence the board meeting will be presided by the vice president. In case of absence of both the president and the vice president the board meeting will be presided by the eldest member of the board who is present.

(8) Other than by death and ending of the term of election the function of a board member can also be determined by resignation or recall.

(9) Resignation of Executive Board Members

If an Executive Board Member wishes to leave their office during their term they are to notify the other EB members 8 weeks in advance by a written resignation letter and ensure that all relevant documents are handed over to the Communications

Officer. Although the Executive Board shall generally consist of, at minimum, five elected EB Officers, in the event of a resignation after the mid-point of the term it is permissible that the EB continues its term and mandate in a reduced capacity of at minimum three members, provided that President and Treasurer remain separate offices. In the event of an even number of EB members the President's vote will decide a split vote. Alternatively at any resignation the EB can choose to contact the runner-up for the respective post and, if they are willing, approve that they serve the remainder of the term. The WAN members are to be informed of any such changes within the EB in the newsletter following these events. If past nominees are not willing to serve, the EB may choose to either coopt any other eligible member or to call an election for a new executive board member

In case of the resignation of the entire board the board has to inform the members of the WAN and call an extraordinary business meeting.

(10) Recall of Executive Board Members

If any officer serving a term on the Executive Board is seen to be negligent in their duties, they may be recalled by a "Notice of Motion to Recall" sent to the general membership and followed by a vote to recall the officer. If this occurs in the first year of the two-year term, the recalled officer will be replaced as soon as possible. This can happen either through an election process, or by recalling one of the nominees in the election for that position. If the recall occurs in the second year of the term, the Executive Board has the option to wait until the next Wirth Alumni general meeting to hold the elections for that position.

See attached Appendix B for detailed description of the recall process.

(11) In the case that the board loses all its members and is not able to cover open board positions by election or cooptation in time, it is the duty of the auditors to call an extraordinary general assembly in order to elect a new board.

§ 12: Executive Board Duties

(1) The Executive Board is the 'governing body'. It takes on all duties which are not assigned to any other body of the Association.

(2) The following matters are particularly within its scope of action:

- a. Establish and maintain an accounting with ongoing documentation of earnings/outgoings and a list of assets that both meet the standards of an organisation as a minimum requirement.
- b. Create an annual estimate as well as a statement and balance of accounts.
- c. Prepare and summon the general assembly in cases of Section 9 Paragraph 1 and Paragraph 2 lit. a-c of these statutes;
- d. Inform WAN members about the activities of the association, its financial conduct and the balance of accounts as audited.

- e. Manage the association's assets.
- f. Admission and exclusion of ordinary and associate members.
- g. Admission and dismissal of organisation staff.
- h. Organisation of the biennial Wirth Alumni Meetings.

(3) To regulate the internal organisation and work of the Executive Board (appointment of committees, management, and much else) the WAN board can, under consideration of these statutes, establish rules of business. In order to regulate the operation between different bodies of the organisation (electoral regulations and much else) bylaws can be established; these are to be approved by the General Assembly.

§ 13: Specific Duties of Executive Board Members

- (1) The President represents the Association externally and manages the association's business together with the General Secretary and Treasurer. Internally she chairs general assemblies and board meetings. She is to monitor the lawful execution of the statutes and any resolves made.
- (2) In order to be valid outside the scope of the board, written copies of the association need to be signed by the President and one additional board member. Legal transactions between a board member and the association require the consent of another board member.
- (3) In case of imminent danger the President is entitled to command independently; even if the scope of action is formally that of the general assembly or executive board. These decisions require approval in retrospect of the appropriate body of the association.
- (4) The Vice-President and Research Officer assists the WAN president in her activities. Furthermore he organizes the association's academic activities.
- (5) The General Secretary and Treasurer joins in her position the tasks of a General Secretary and a Treasurer. She is responsible for the orderly financial conduct of the association as well as for agendas and minutes of Board Meetings and General Assemblies.
- (6) The Meeting Chair is responsible for organising the biennial WAN meeting and chairs the respective planning committee.
- (7) The Communications Officer coordinates the Executive Board's communication with members and general public, keeps a current list of all members, and organises the association's archive.

§14 Chapters and Cohorts

(1) The WAN is informally organized in regional chapters according to the different Wirth countries. Members can be part of more than one chapter; this would generally depend on nationality and country of current residence.

(2) The WAN can choose to create cohorts among its members, for purposes of academic collaboration, conducting research, organizing the biennial meeting and other similar initiatives. A WAN group wishing to establish such a cohort should inform the Executive Board of its intent and identify the members taking part in such a cohort.

§ 14: Auditors

- (1) The general assembly elects two auditors for the period of four years. Re-elections are possible. With the exception of the general assembly, auditors are not permitted in any other body of the association whose matter concerns the account auditing.
- (2) Auditors are incumbent upon the running business control as well as the control of the management of public finances in regard to the truth and fairness of the WAN financial statement of accounts and their use according to these statutes. The executive board is to hand out all required documents to the auditors and communicate all necessary information. The auditors are to report the audit results to the board.
- (3) Legal transactions between auditors and Association require approval through the general assembly. The regulations of Section 11 Paragraph 8 to 10 apply correspondingly to the auditors.

§ 15: Arbitration Board

- (1) Any disputes arising within the WAN shall be resolved through an internal Arbitration Board. This is a mediation board.
- (2) The Arbitration Board is composed of three arbitrators; all of which are ordinary members of WAN. It is formed in such a way that one party to the dispute names one arbitrator to the Executive Board in writing. Within seven days the board ask the other party to also name their arbitrator within 14 days to the board in writing. After the board informs them of their nominations within 7 days, the two arbitrators elect a third regular member of WAN as the chair of the arbitration within another 14 days. In case of a tie, the chair will be selected by lot from the proposed members. With the exception of the general assembly, the members of the Arbitration Board may not belong to any body whose activities are the subject of the dispute.
- (3) The Arbitration Board will arrive at its decision by a simple majority of votes after listening to both parties in the presence of all its members. The board will render its decision to the best of its knowledge and belief. Its decisions will be final with the Association.

§16: Voluntary dissolution of the organisation

- (1) The voluntary dissolution of the Association can only be resolved in a general assembly by a two-third majority of the cast, valid votes.
- (2) The general assembly also has to make a decision about the liquidation of any remaining assets. In particular, it has to appoint someone to wind down the

association and has to decide to whom this person should transfer any remaining assets of the association, once all liabilities have been covered.

- (3) The assets of the organisation should, if possible, be given to another organisation with similar goals or be used for charitable or nonprofit purposes.

§ 17: Legibility and comprehensibility

- (1) For reasons of comprehensibility and readability, these statutes are written in male and female gender and use male and female pronouns. However, they always refer to both genders equally in the representation and description of people and roles.