

Constitution of the Association for the Advancement of Assistive Technology in Europe

# § 1: Name and Location

1. The name of the Association is AAATE - Association for the Advancement of Assistive Technology in Europe, hereinafter called: AAATE.
2. AAATE is based in Linz and performs its activities in Europe.
3. The Constitution of subsidiary associations is not planned.

# § 2: Objectives

1. Activities of AAATE are non-profit and its mission is non-commercial.
2. The objective of AAATE is to stimulate the advancement of Assistive Technology for the benefit of persons with disabilities and elderly people.
3. AAATE acts as the European umbrella organization in the field of Assistive Technologies.

# § 3: Means to fulfill the objectives of AAATE

1. The ideational means to fulfill the objectives of AAATE are:
	1. Creating awareness for Assistive Technology
	2. Promoting research and development in the field of Assistive Technology
	3. Supporting knowledge exchange within the field of Assistive Technology e.g. by arranging conferences, workshops and seminars
	4. Dissemination of information and research results
	5. Any other means helping to fulfill the mission
2. Necessary resources shall be raised by:
	1. Membership fees
	2. Publicly and privately-funded activities
	3. Projects and business
	4. Donations and grants
3. AAATE shall seek co-operation with other Associations in the field of Assistive Technology if relevant for the mission and objectives.

# § 4: Types of membership

AAATE accepts ordinary and associate members.

1. Ordinary members participate in all the activities of the Association and pay a membership fee.
2. Associate members promote the activities of the Association and may contribute, e.g. through donations but pay no membership fee and don’t have the right to vote.

# § 5: Acquisition of membership

Members of AAATE are individuals or institutions supporting the objectives of the Association and fulfilling their membership obligations.

1. **Individual Membership** is open to any individual with an interest in Assistive Technology and the objectives of AAATE. Individual members have one vote during the General Assembly.
	1. **Individuals** pay the full membership fee and are therefore ordinary members entitled to all customary rights and privileges of the Association.
	2. **Students, seniors** (65+) and **users** of Assistive Technology who are not employed pay a reduced membership fee and are therefore ordinary members entitled to all customary rights and privileges of the Association.
	3. **Honorary members** are persons who have particularly distinguished themselves in the field Assistive Technology. They are ordinary members and pay no membership fee. Honorary memberships are awarded by a General Assembly. A General Assembly may transfer this authority to the Board.
2. **Institutional Membership** is open to any public or private legal body with interest in Assistive Technology and in the objectives of AAATE. Institutional membership is open to different types of entities, such as research institutes, universities, companies, public authorities, affiliations, networks, etc. on the condition that they are legally established and in possession of a clearly identifiable legal identity. Institutional membership includes three (3) individual ordinary memberships. Institutional members can register additional individual ordinary members for a reduced fee. Individuals obtaining AAATE membership within the framework of an institutional membership have the same rights as individual ordinary members although during any General Assembly only three members belonging to each institutional member have a vote.
3. Members may organize and join groups within AAATE representing special interest areas.
4. Prior to the legal establishment of AAATE, provisional admission to ordinary or associate membership shall be decided by the founders. In case of an already elected Board it is the board which shall decide. Membership will cease to be provisional once the Association has been legally established. If the executive committee is appointed after the foundation of the Association, the final acceptance of ordinary and associate members is also decided by the founding members.
5. The appointment of honorary membership will be decided by the General Assembly based on a proposal of the Board.

# § 6: Termination of Membership

1. Membership is terminated by demise, closing (for institutions), leaving, or exclusion.
2. As a general rule termination of membership takes effect on December 31st of the year in which a written request (date of date stamp of letter or date of email) has been made to the Board.
3. The General Assembly may exclude a member if the membership fee has not been paid within 4 months after the date of invoice and following at least one written reminder.
4. Exclusion may take place if responsibilities of membership are grossly neglected, or members’ behavior is discrediting for the Association. This takes effect immediately following a majority vote at any General Assembly.

# § 7: Rights and Duties of Members

1. Membership fees must be paid in a timely manner.
2. The amount of the membership fee is set by a General Assembly following a proposal from the Board.
3. Members are entitled to participate in all activities of the Association.
4. Only ordinary members have the right to vote.
5. A fifth (1/5) of all ordinary members who have a vote can demand an extraordinary General Assembly.
6. Every member has the right to access the Constitution of the Association from the Board.
7. Members are to be informed by the Board about the audited annual account. If this information is provided during a General Assembly, Auditors must be involved.
8. Members are obliged to actively support the Association’s interests and to avoid whatever may harm its reputation and objectives. Members must respect the Constitution of the Association and the official decisions and rulings made.

# § 8: Bodies of the Association

Bodies of the Association are General Assemblies (§§ 9 and 10), the Board (§ 11 to 13) and the Auditors (§14).

# § 9: General Assembly

1. A General Assembly, whether ordinary or extraordinary, is a “meeting of members” as defined by the Austrian Association Act 2002.
2. All members are eligible to take part in any General Assembly. Only ordinary members, as specified in §5, are entitled to vote.
3. The Board runs an Ordinary General Assembly each calendar year. Date and place have to be announced two months in advance. Proposals for the agenda of the Ordinary General Assembly from members must be received by the Board 45 days before the General Assembly. The Agenda and relevant documents are distributed to all members by the Board 30 days before an Ordinary General Assembly.
4. The Ordinary General Assembly elects the members of the Board, two Auditors and three members of the Nomination Committee. The list of candidates for the position to be elected will be closed by the Nomination Committee 30 days before the Ordinary General Assembly. Later nominations will not be taken into account unless there are not sufficient nominations to fill the vacant posts.
5. Decisions and elections are made by simple majority if not stated otherwise in these articles.
6. Quorum is constituted by the members present provided that those present are such that the number of voting members represented at any General Assembly, who are not members of the Board, exceeds the number of the Board members.
7. Any voting member may be represented at the General Assembly by another member, who shall provide a proxy in writing. Each member shall be entitled to represent not more than five additional voting members.
8. An Extraordinary General Assembly is convened by the Board :
	1. at its own initiative;
	2. within 60 days notice upon receipt of a written demand supported by at least one fifth (1/10) of all ordinary members.

# § 10: Duties of a General Assembly

The General Assembly has the following duties:

1. Decision about estimated budget plans;
2. Receipt and acceptance of account statements and balance sheets with involvement of the Auditors;
3. Election and supersession of members of the Board, Auditors and the Election Committee;
4. Acceptance of legal transactions between the Auditors and the Association;
5. Discharge of Board Members;
6. Decision on membership fees;
7. Decisions about changes in the Association’s Constitution or the voluntary dissolution of the Association;
8. Consulting and decisions on other items on the agenda;
9. Acceptance of the agenda.

# § 11: Board

1. The Association is governed by the Board composed of members of the Association, all elected by the General Assembly. The Board consists of
	1. The President
	2. The first Deputy President (elect)
	3. The second Deputy President (past)
	4. The Secretary
	5. The Treasurer
	6. The Project Officer
	7. The Communication Officer
2. The term of office for all Board members is two years, starting with the turn of the year.
3. Regarding the composition of the Board, the participation of users of Assistive Technology and a geographical balance should be taken into account.
4. The Board forms a quorum when at least four members of the Board can express their vote.
5. The decisions of the Board are taken with simple majority vote. In the event of a tie, the President has the casting vote.
6. The Association shall be bound by the actions taken under the joint signatures of the President and another member of the Board or by three members of the Board.
7. The duties of a Board member cease with the resignation of that member, supersession, expiration of the period of office, or death.
8. Any General Assembly has the power to recall the entire Board or individual members at any time. The recall takes effect when a replacement has been elected or co-opted.
9. A member of the Board may resign at any time from the Board. When a member of the Board resigns a new member is appointed by the Board among members of the Association. The appointment expires at any next General Assembly and a replacement of the resigned Board member is to be elected for the remaining term of office.

# § 12: Duties of the Board

The Association is governed by the Board. It is the management body as defined by the Association Law 2002. It is responsible for all duties not assigned to other members by the Association’s Constitution. Among its assigned tasks are the following:

1. Preparation of an accounting system that complies with the accounting requirements of the Association with continuous record of income/expenses and the administration of a list of assets as a minimum requirement;
2. Outline of an estimated annual budget, report on activities and a final balance sheet;
3. Preparation and calling of any General Assembly in case of § 9 (3) and (8) of this constitution;
4. The profit and loss account and the balance sheet are submitted to the Auditors by the Board for an audit before presentation to the Ordinary General Assembly;
5. Administration of the assets of the Association;
6. Informing members of the Association about the activities of the Association, its financial management and the audited balance of the accounts.

# § 13: Special duties of single members of the Board

1. The President runs the day to day business of the Association. The other Board members support the President governing the Association.
2. The President represents the Association externally. Official written documents of the Association must be signed by the President and one other Board member or in case of monetary matters (dispositions of assets) by the President and the Treasurer. Legal transactions between Board members and the Association can only be validated by the approval of another Board member.
3. Any authorization to other persons to represent AAATE or to sign for AAATE can only be given with the signatures of the persons as stated in (2).
4. In the event of the risk of default, the President is entitled, even in matters which fall within the remit of any General Assembly or an executive committee, to take independent measures under his own responsibility, however such actions require subsequent approval by the competent body of the Association.
5. The President chairs any General Assembly and the Board.
6. The Secretary takes care of minutes of any General Assembly and Board meetings.
7. The Treasurer is responsible for proper management of the Association’s finances.
8. The Project Officer coordinates the acquisition and execution of projects.
9. The Communication Officer takes care for an efficient communication with National Contact Points and all members regarding activities of AAATE.
10. If the President is not able to fulfill the duties, the first Deputy President steps in, then the second Deputy President, then the Secretary and then the Treasurer.

# § 14: Finance

1. AAATE is a non-profit organization. All funds, whatsoever obtained, are devoted to the objectives of AAATE. Any surplus derived from its operations is not distributed to the members and must be re-invested in the activities of the Association.
2. The accounting year of the Association follows the calendar year. The first accounting year of the Association runs from the foundation of the Association and ends on 31st December, 2012.

# § 15: Auditors

1. Two Auditors will be elected by an ordinary General Assembly for a period of two years. The term of office starts at the beginning of a new year. The Auditors must not be affiliated with any body of the Association other than the General Assembly, whose actions they are to oversee.
2. Auditors are responsible for ongoing monitoring and assessment of the financial status of the Association with regard to correct rendering of accounts, and the use of funds in accordance with the Constitution of the Association.
3. All legal transactions between Auditors and Board members must be approved by any General Assembly. Furthermore Auditors are subject to the provisions § 11 (7) to (9). Both parties need to receive a short explanation about the decisions made.

# § 16: Disputes in the Association

1. Any dispute arising in the course of the Association’s affairs are to be arbitrated by the Board on majority vote. If a member of the Board is part of the dispute, this Board member is not allowed to take part in the voting and decision making.
2. The Board will come to a decision by majority vote after hearing both parties with all members present to the best of its knowledge and conscience. Its decisions are final within the Association. The decision of the Board needs to be justified, documented in written form and has to be brought to the attention of the disputing members.

# § 17: Voluntary Dissolution of the Association

1. The voluntary dissolution of the Association has to be based on a two-thirds majority of the eligible votes at any General Assembly.
2. The General Assembly becomes responsible for liquidation of any funds and other assets remaining. It must appoint a liquidator and decide to whom remaining funds will be transferred after all liabilities have been taken into account.
3. In case of a dissolution of AAATE or the discontinuation of the purpose of the Association, the remaining funds must be transferred to a non-profit organization and used for charitable purposes under §§34 ff BAO.

# § 18: Choice of Law and Venue

Any dispute in relation of the Constitution or between AAATE and its membership is settled by the Courts of Austria in Linz according the Austrian law.