

Statutes

§ 1 Name, seat, activities

- (1) The non-profit society shall be named **“COLE Privatschule – Private School e. V.”**
- (2) The society shall have its seat in Innsbruck. Its activities shall extend to all of Austria.
- (3) There is no intention of establishing affiliations at present.

§ 2 Objectives

The society aims at supporting children and young people, in particular with regard to their linguistic skills, as well as improving the general knowledge of children and young people in school-related and social contexts. It is expressly stated that the members of the society will in no way enrich themselves through the society and that they will draw no pecuniary advantage from their membership. The society is a purely non-profit organisation which aims at bringing about lasting beneficial changes in society.

§ 3 Means of achieving the objectives

- (1) The objectives of the society are to be achieved by economic and non-economic activities as enumerated in sections 2, 3 and 4 of this paragraph.
- (2) Establishing and running a bi-lingual school under the name of “COLE Privatschule – Private School” which is open to as many students as possible and whose objectives are:
 - a) promoting the education and academic training of students in every way.
 - b) in particular supporting bi-linguality (German/English) and bi-lingual schooling.
 - c) if it is deemed appropriate, independent student groups should be established within COLE Privatschule – Private School
- (3) Further non-economic activities:
 - a) lectures and meetings for all members and interested people.
 - b) meetings for parents and students of COLE Privatschule – Private School.
 - c) a varied programme of events (open to the general public) to extend and improve the bi-lingual education of children and young people in and outside of school.

- (4) The necessary funds are to be raised by:
- a) membership fees.
 - b) proceeds from events.
 - c) donations, sponsoring, fundraising campaigns and other contributions.
 - d) government grants and subsidies.
 - e) school fees and course fees (which are intended to cover the costs only).
 - f) asset management.
 - g) advertising revenues.

§ 4 Forms of membership

- (1) The members of the society are full members, extra-ordinary members, promotional members or honorary members.
- (2) Unless exceptional permission is granted by the school board, only the parents of a student attending COLE Privatschule – Private School (either both parents as an entity or the father/mother/guardian) can be full members.
- (3) Other people can become full members with permission of the school board if this appears favourable to the objectives of the society and if such people intend to render active support to the society.
- (4) Parents of former students at COLE Privatschule – Private School and other people who are or have been in close contact with COLE Privatschule – Private School or who wish to support the society, but do not wish to become society members, can become extra-ordinary members.
- (5) People who accept the principles of the society and who undertake to pay a higher membership fee can become promotional members.
- (6) People who have rendered great service to the society can be declared honorary members.

§ 5 Acquisition of membership

- (1) All natural people or juridical people can be members of the society.
- (2) Following an application for membership the final decision on the acceptance as a full, extra-ordinary, or promotional member lies with the school board. Parents/guardians of an

attending student do not require a board decision; they become members automatically after receipt of full membership payment to the society.

- (3) A person may be declared an honorary member by the board at the general meeting upon the request of the board.
- (4) Until such time as the society is duly formed and thereafter, the founder(s) can grant pro tempore membership. The member status of pro tempore members are effective as from the formation of the society.

§ 6 Termination and modification of membership

- (1) Membership is terminated when a member has died (if the member is a juridical person, membership ends by the loss of that status), by voluntary resignation, by cancellation or by exclusion.
- (2) Resignation shall be possible at any time. The board must, nevertheless, be notified at least two months beforehand.
- (3) A full member shall automatically become an extra-ordinary member at the time when the respective student leaves COLE Privatschule – Private School.
- (4) The school board shall be entitled to exclude a member if he/she has been in arrears with his/her membership fees for more than six months after two reminders. The obligation to pay overdue membership fees shall not be affected by the exclusion. The board shall also be entitled to exclude a member because of a serious breach of his/her obligations to the society. (An appeal against the exclusion can be directed to the board at the general meeting. Until the school board's decision at the general meeting is made membership rights will be in abeyance.)
- (5) Honorary membership can be revoked by the school board at the general meeting upon the request of the board on the grounds mentioned in section 4 of this paragraph.

§ 7 Rights and obligations of the members

- (1) Members shall be entitled to participate in all events organised by the society and to use the society's facilities. The right to vote in the general meeting as well as active and passive voting rights are reserved to full members and promotional members only.
- (2) It is the members' duty to further the interests of the society to the best of their ability and to refrain from all activities that might compromise the reputation and the objectives of

the society. It is also their duty to abide by the statutes of the society and to respect the decisions made by the society's governing bodies.

- (3) It is the duty of full members, extra-ordinary and promotional members to pay in good time the admission fee and membership fees in the amount decided annually by the school board at the general meeting.

§ 8 Governing bodies of the society

The governing bodies of the society are:

- the general meeting (§§ 9 and 10).
- the board (§§ 11–13).
- the auditors (§ 14).
- the arbitral tribunal (§ 15).

§ 9 General meeting

- (1) An ordinary general meeting shall take place every year within three months after the beginning of the school year or at the end of the school year.
- (2) An extra-ordinary general meeting shall take place within four weeks upon
 - a) a decision of the board or an ordinary general meeting.
 - b) a written motion by at least a tenth of the members.
 - c) demand of the auditors according to § 21 section 5 (first sentence) of the Austrian Associations Act.
 - d) a decision of the auditors or one of the auditors according to § 21 section 5 (second sentence) of the Austrian Associations Act and § 11 of the present statutes.
- (3) All members shall be duly invited at least two weeks before the date of any ordinary or extraordinary general meeting by means of a written notice displayed in the rooms of COLE Privatschule – Private School. The notice shall contain the agenda. General meetings shall be called by the school board.
- (4) Agenda items must be submitted to the board in writing at least three days before the date of the general meeting.
- (5) The general meeting may only make valid decisions on matters which appear on the agenda, except for a decision to call an extra-ordinary general meeting.
- (6) All members are entitled to participate in a general meeting. Only full members and promotional members shall have the right to vote. Every member shall have one vote.

Juridical people shall be represented by an authorised agent. A member may transfer his/her vote onto another member by means of a written proxy statement.

- (7) A quorum at a general meeting shall consist of one half of the members entitled to vote or their agents (section 6). If a quorum is not achieved by the scheduled time, the general meeting shall be held 30 minutes after that time with the same agenda. Those present shall then constitute a quorum irrespective of their number.
- (8) Votes and decisions at a general meeting shall require a simple majority. However, a decision to amend the statutes or to dissolve the society shall require a majority of two thirds of the valid votes cast.

§ 10 Functions of the general meeting

The following functions shall be reserved to the general meeting:

- a) acceptance and approval of the annual report and the statement of accounts.
- b) decisions on the budget.
- c) election, appointment and dismissal of the members of the board and the auditors.
- d) decisions on the amount of admission fees and membership fees for full, extraordinary and promotional members.
- e) conferral or revocation of honorary membership.
- f) decision on an appeal against the exclusion of a member.
- g) decisions on an amendment of the statutes or the voluntary dissolution of the society.
- h) discussion and decisions regarding any other items on the agenda.

§ 11 The board

The board shall consist of

- the president.
- the secretary.
- the treasurer.

The members of the board shall be elected by an absolute majority of the members of the general meeting for a period of two years. In the event of a withdrawal of an elected board member the board may co-opt another eligible member. In such a case the approval of the next general meeting must be obtained.

The board is convened by the president or, if the president is prevented from so doing, by the vice-president, through a written or oral notice.

The board shall constitute a quorum if all its members have been invited and at least one half of them shall be present.

The board's decisions require an absolute majority; in the event of a tie the chair shall have the casting vote.

The president or, if the president is prevented from so doing, the vice-president, shall act as chairperson. If the vice-president is prevented from so doing, the chair shall be taken by the oldest in years among the board members present.

Except by death, a board member's term of office may also end by dismissal or by resignation.

The general meeting can at any time dismiss the whole board or single board members.

A board member can at any time declare his/her resignation in written form. Such a declaration must be addressed to the board. If the whole board resigns, the resignation must be addressed to the general meeting. The resignation shall only become effective when a successor has been elected or co-opted.

§ 12 Functions of the board

The board shall govern the affairs of the society. It shall be responsible for all the functions that are not assigned to another governing body or an officer of the society by the statutes. The board shall be especially responsible for:

- a) compiling the annual budget, drawing up the annual report and the statement of accounts.
- b) preparing the general meeting.
- c) calling the (ordinary and extra-ordinary) general meeting.
- d) managing the society's property.
- e) admission and exclusion of members.
- f) hiring and dismissing the society's employees.

§ 13 Special duties of various members of the board

- (1) The president holds the highest office within the society. He/she is the official representative of the society, in particular in all external matters and in all dealings with government agencies and third parties. He/she holds the chair at the general meeting and at board meetings. In the event of imminent danger he/she is entitled to decide independently even in matters which form part of the responsibility of the general meeting or the board; however, such a decision is subject to subsequent approval by the body of the society.

- (2) The secretary shall support the president in managing the affairs of the society. He/She shall keep the minutes of the general meeting and of the board meetings.
- (3) The treasurer is responsible for the orderly management of the society's finances.
- (4) Documents and statements on behalf of the society, in particular documents legally binding upon the society, shall be signed by the president and the secretary; however, if they concern financial matters, they shall be signed by the president and the treasurer.
- (5) In the event of the president, the secretary or the treasurer being prevented, another member of the board shall assume his/her duties. A rule of mutual representation shall be decided upon by the board.

§ 14 The auditors

- (1) The two auditors shall be elected by the general meeting for a period of two years. Re-election shall be possible.
- (2) The auditors shall be responsible for controlling the current business and examining the statement of accounts. They shall report on their findings to the general meeting.
- (3) The general meeting shall include the auditors.
- (4) In other respects, the provisions of § 11 shall apply, mutatis mutandis, to the auditors.

§ 15 The arbitral tribunal

- (1) Any and all disputes arising from the societal relationship shall be settled by the society's internal arbitral tribunal. It is an arbitration board according to the Austrian Associations Act (2002) and not an arbitral tribunal according to the Austrian Code of Civil Procedure (§§ 577 ff).
- (2) The arbitral tribunal shall be composed of five full members of the society. Either party to the dispute shall nominate two members as arbitrators within seven days in a notice addressed to the board. The nominees shall elect the chairman of the arbitral tribunal from among the members of the society by simple majority. In the event of a tie (parity of votes), the decision shall be made by drawing lots among the people nominated.
- (3) The arbitral tribunal shall take its decisions in the presence of all its members by a simple majority of the votes cast. The arbitral tribunal shall decide to the best of its knowledge and belief. Its decisions shall be final for the society's internal purposes.

§ 16 Dissolution of the society

- (1) A voluntary dissolution of the society can be decided upon only at an extra-ordinary general meeting convened for that specific purpose, and only by a two-thirds majority of the votes cast.
- (2) This General Meeting shall also decide on the liquidation of any assets belonging to the society. In particular it shall appoint a liquidator and decide on the beneficiary to whom the liquidator shall transfer the assets remaining after the society's liabilities have been covered. That beneficiary must be a non-profit organisation under §§ 34 ff of the Austrian Federal Tax Code whose objectives should be identical or similar to the society's.
- (3) In the event of the dissolution of the society or their own resignation members will receive no pecuniary refund. In particular, there will be no refund for any capital share they may have paid or for the market value of any non-cash contributions they may have made.
- (4) In the event of a voluntary or imposed dissolution of the society or the elimination of the society's purpose, any assets remaining after the society's liabilities have been covered shall be transferred onto a non-profit organisation under §§ 34 ff of the Austrian Federal Tax Code.
- (5) The last board shall notify the competent authorities of the voluntary dissolution in writing within four weeks after the decision to that effect.

Innsbruck

The Founders:

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Organisational diagram for the society (not for submission to the authorities)

