

STATUTES of the association SALZBURG CONGRESS ON URBAN PLANNING AND DEVELOPMENT (SCUPAD)

The Statutes in English have been translated from German. The original and legally binding version of the Statutes are in German and comply with Austrian law, as SCUPAD is an association registered in Salzburg.

§1 Name, Seat of and Range of Activities

The Association has the name “Salzburg Congress on Urban Planning and Development” (SCUPAD), and its seat at Schloss Leopoldskron in Salzburg, Austria.

The activities of SCUPAD extend to all countries. The official language is English.

§2 Purpose

SCUPAD has as its purpose the furtherance of contacts among Salzburg Seminar fellows and the ongoing exchange of experiences in the field of urban and regional planning and development. This purpose shall be achieved through

- a) Professional congresses,
- b) Lectures and meetings, social gatherings and other events,
- c) Publication of a newsletter.

SCUPAD prosecutes the exclusively and directly non-profit purposes in the sense of the (Austrian) Bundesabgabenordnung and is not oriented to earnings.

§3 Financial Means

SCUPAD’s financial means to reach its purpose derive from

- a) Membership fees,
- b) Donations and other contributions.

§4 Members

The members of the association are exclusively classified as ordinary and extraordinary members. Only individuals are accepted as ordinary members, which take part in all rights of the association. Institutions may become extraordinary members.

§5 Start of Membership

The Committee decides on the acceptance of new members. No justification is required when membership is refused.

§6 Termination of Membership

Membership terminates through

- a) Death,
- b) Voluntary resignation,
- c) Elimination.

At b) the voluntary resignation from the association needs to be by a written notice to the Committee and becomes effective with the beginning of the following year.

At c) if the association’s membership fee has not been paid for two years, the Committee has the right to eliminate a member from the list of members without informing the member.

Members who resigned or were eliminated are neither entitled to a refund of membership fees nor to the property of the association. However, overdue membership payments can be called in by the association even if the member has been removed from the association’s list.

§ 7 Membership fee

The General Assembly decides the amount of the membership fee for each business year of the association, which coincidences with the calendar year.

§ 8 Rights of members

Ordinary members have active and passive voting rights in the General Assembly. Extraordinary members are obliged to take part at the General Assembly, but have no voting rights. All members have the right to profit from the benefits of the association, especially through the association's meetings in accordance with the available places. In case of a limited number of meeting participants, ordinary members have to be given priority consideration.

§ 9 Duties of the Members

All the members have to safeguard and further the interests of SCUPAD, according to their best efforts and their ability, to pay the membership fee in due time and to follow the statutes of the association as well as the decisions of its bodies.

§ 10 Bodies of the Association

Bodies of the association are:

- a) General Assembly,
- b) Committee,
- c) Auditors,
- d) Arbitration Board.

§ 11 General Assembly

The ordinary General Assembly has to be called once a calendar year. The invitation for the ordinary General Assembly is to be sent by the committee two months in advance. The date, place and starting time of the Assembly, as well as the agenda have to be announced together with the invitation. The Committee sends the invitation. Ordinary members have the right to make proposals to the General Assembly, however, these must be sent to the Committee in written form at least one month before the General Assembly.

The General Assembly constitutes a quorum, if the attendance reaches at least one-third of the members at the announced time. In case of no quorum at the General Assembly, a second General Assembly will be called half an hour later with the same agenda, regardless of the number of attending ordinary members. Decisions on changes in the statutes or on the dissolution of the association require a two-thirds majority of the ordinary members present; for elections or other matters a simple majority is necessary. On demand by at least one-third of the members present, a secret ballot must be taken. In case of a tie, the chairperson makes the final decision.

The General Assembly meeting is to be chaired by the President. In case of his absence, one of the Vice-Presidents shall be chair; in case of their absence, the oldest Committee member present shall be chair. Minutes of all General Assemblies must be recorded, containing the number of attending members, the quorum and the count of any votes taken, as well as all contents of decisions, which are necessary to screen the validity of all decisions on the basis of the statutes.

If one-tenth of the members ask for an extraordinary General Assembly, the SCUPAD Committee invites the members to such a meeting.

§ 12 Rights and Duties of the General Assembly

- a) Acceptance of statements of accounts and approval of the financial report as well as the decision on it,
- b) Election of the committee and the auditors,
- c) Negotiations and decisions on the motions of the committee,
- d) Decisions regarding objections to the elimination of members,
- e) Decisions on the membership fee,
- f) Decisions on changes in the statutes.

Regarding the dissolution of the association see § 18.

§ 13 Committee

The Committee consists of the President, one or two Vice-Presidents, the Secretary, and the Treasurer. Further, up to eight other members can also be elected to the Committee, if deemed necessary. During the year, the Committee (which is elected by the General Assembly) has the right, as long as a quorum is constituted, to replace an elected Committee member who has resigned. At the next General Assembly meeting, a belated approval of this appointment by the Committee must be requested.

If the Committee does not have a quorum due to the resignation of members, the General Assembly has to elect new Committee members.

The term of office of a Committee member is two years. In each case, they serve up to the election of a new Committee member. Resigned members of the Committee can be re-elected.

The Committee has a quorum, if all members were invited and at least half of the members are present. For binding decisions of the Committee a simple majority is necessary. In case of a tie, the chairperson decides. Meetings are called verbally or in written form by the President, in case of his inability to do so, by the Secretary. In case of a justified demand by at least two members of the Committee, the call for a meeting of the Committee must happen any time within 4 weeks.

The decisions of the Committee must be recorded under corresponding use of § 11, last paragraph; the minutes are to be signed by the President and the Secretary.

§ 14 Rights and Duties of the Committee

The Committee is the leading and overseeing body of the association and has to take care of the activities of the association corresponding to the regulations of § 2 and § 3. The rights and duties of the Committee cover the following matters:

- a) Establishment of the annual budget and approval of the financial report,
- b) Call for the ordinary General Assemblies,
- c) Preparation of the motions for the General Assembly,
- d) Implementation of the General Assembly decisions,
- e) Acceptance and elimination of members,
- f) Decisions on all matters, which are not explicit and all other matters that are not reserved to the General Assembly and which are reserved to the Committee,
- g) Approval of rules of procedure.

§ 15 Tasks of the Committee Members

The President represents the association in all matters, including exterior ones, and chairs the Committee meetings and the General Assembly. Important documents, especially documents that obligate the association, are to be signed by the President and by the Secretary; documents regarding financial matters are to be signed by the President and the Treasurer.

The Vice-president or the Vice-presidents support the President in leading the business of the association. The Secretary is in charge of the association's correspondence and for preparation of the minutes of meetings of the Committee and the General Assembly. The President can transfer these duties to another member of the Committee or to a member of the staff of the association, if necessary.

The Treasurer is in charge of conducting all financial affairs, bookkeeping and collecting all receipts.

Elected deputies may have to support the President, the Vice-President(s), the Secretary and the Treasurer in specific tasks. These tasks have to be decided upon by the Committee.

§ 16 Auditors

Two auditors are elected by the General Assembly for one year. The auditors have the duty of the continuous control of the financial business and the control of the annual accounts. They report the results to the Committee and to the General Assembly.

§ 17 Arbitration Board

In case of severe conflicts within the association, an Arbitration Board, which consists of five persons, will make the final decision. The Board is constituted within four weeks by each side of the conflict designating two members as its representatives to the Committee. The four together select a chairperson from other members of the association by majority vote; a tie is resolved by lottery.

The Arbitration Board makes its decisions freely, without being tied to certain norms, using its best knowledge and best conscience. The decisions are final and made by simple majority.

§ 18 Dissolution of the Association

Only an ordinary General Assembly called specifically for this purpose can decide on the dissolution of the association. Dissolution needs a two-thirds majority of the participating members entitled to vote.

With the dissolution of the association, all remaining assets must be transferred to another non-profit organisation with a similar purpose with the obligation to use them for non-profit means in the sense of the (Austrian) Bundesabgabenordnung. A refund of the assets to members of the association is not permitted.