



**Mehr Herz
für Mädchen
und Frauen
dieser Welt**

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Bylaws of the association¹

§ 1: Name, seat and field of activity

- (1) The association bears the name "MOYO - More Heart for Girls and Women of the World".
- (2) It has its headquarter in Patsch and extends its activities to ²all countries of the world.
- (3) The establishment of branch associations is not intended.

§ 2: Purpose

The association, whose activities are non-profit-making, aims to³ promote the economic and social development and advancement of disadvantaged girls and women.

§ 3: Means to achieve the purpose of the association

- (1) The purpose of the association shall be achieved by the non-material and material means specified in paragraphs 2 and 3.
- (2) The ideal means are ⁴:

¹ *Particularly with regard to the operation of association-owned enterprises, specific adjustments or additions to the statutes are recommended. The additional provisions of the statutes from the perspective of tax law for obtaining benefits according to §§ 34 ff BAO and other deviations from the template of the Federal Ministry of the Interior are marked in italics.*

² e.g. the whole world, the whole of Austria, the territory of the federal state XY or the territory of the city/municipality YZ.

³ *The Associations Act and the Federal Fiscal Code (BAO) require a clear, comprehensive and unambiguous description of a beneficiary association purpose without mixing "purpose" and "means" (for "means" see the following footnotes).*

⁴ *The BAO requires a precise and, above all, **complete** enumeration of the ideal means. The so-called "ideal means" are all factual activities that the association may carry out in the future to achieve its purpose. The means specified in the text are only an exemplary proposal. The association itself must insert the means valid for it individually in **full**. Activities carried out by the association without covering the statutes are not tax-privileged according to the BAO, even*



Mehr Herz für Mädchen und Frauen dieser Welt

- a) Discussion evenings and lectures,
 - b) Meetings,
 - c) Establishment of a website and/or other electronic media,
 - d) Issuing publications,
 - e) Public Relations.
- (3) The necessary material means shall be raised by ⁵:
- a) Membership fees,
 - b) Proceeds from events or from the association's own undertakings,
 - c) donations, collections, legacies and other contributions,
 - d) Asset management (e.g. interest, other investment income, etc.).

§ 4: Types of membership

- (1) The members of the association shall be divided into ordinary members, extraordinary members and honorary members.
- (2) Ordinary members are those who participate fully in the work of the association. Extraordinary members are those who support the activities of the association, in particular by paying a higher membership fee. Honorary

members are persons appointed for special services to the association.

§ 5: Acquisition of membership

- (1) All physical persons who ⁶have an interest in the purpose of the association as well as legal entities may become members of the association.
 - (2) The Executive Board decides on the admission of ordinary and extraordinary members. Admission may be refused without giving reasons.
- (1) Until the formation of the association, the provisional admission of ordinary and extraordinary members shall be effected by the founders of the association or, in the case of an already appointed Board, by the latter. This membership shall only become effective upon the formation of the association. If a board is not appointed until after the formation of the association, the (definitive) admission of ordinary and extraordinary members shall also be effected by the founders of the association until then.

if they actually serve the privileged purpose. If an additional activity is added that is not yet included in the non-material means, a corresponding amendment to the statutes by the general meeting (attention: majority quota in accordance with the statutes!) with submission to the tax office and the association authority is required, even if the purpose does not change as a result.

⁵ Apart from the usual membership fees and membership dues, income from events or from the association's own undertakings, donations, collections, legacies and other contributions may be considered.

⁶ Restrictions, e.g. with regard to age, gender, citizenship, profession, good repute, are possible, but not required. From a tax point of view, a restriction can be detrimental to favourable treatment in particular if the pur-

pose of the association practically promotes the members of the association and, in addition, the group of persons promoted is narrowly limited from the outset by a corresponding formulation of the statutes, if membership is thus not open to all suitable interested parties in principle. It is to be regarded as detrimental to the benefit of the association if the admission of members is in fact too narrowly limited by excessive use of the right of refusal according to § 5 (2), last sentence, of the statutes or by excessively high contributions or fees afterwards (example: operation of a sports ground exclusively for selected rich persons).



**Mehr Herz
für Mädchen
und Frauen
dieser Welt**

- (2) The appointment as honorary member shall be made by the General Assembly upon proposal of the Executive Board.

§ 6: Termination of membership

- (1) Membership shall expire by death, in the case of legal entities by loss of legal personality, by voluntary resignation and by expulsion.
- (2) Resignation can only take place on 31st December of each year⁷. The Executive Board must be notified in writing at least 1 (in words: one) month in advance. If the notice is given late, it shall not be effective until the next date of resignation. The date of posting shall be decisive for the timeliness.
- (3) The Executive Board may exclude a member if he/she is in arrears with the payment of the membership fees for more than six months despite two written reminders setting an appropriate grace period. The obligation to pay the membership fees that have fallen due remains unaffected.
- (4) The expulsion of a member from the association may also be ordered by the Executive Board for gross violation of other membership obligations and for dishonourable conduct.
- (5) The withdrawal of honorary membership may be decided by the General

Assembly upon motion of the Executive Board for the reasons mentioned in paragraph 4.

§ 7: Rights and duties of the members

- (1) Members are entitled to participate in all events of the association and to use the facilities of the association. Only ordinary and honorary members shall have the right to vote at the General Assembly and to stand for election.
- (2) Each member shall be entitled to request the Executive Board to hand over the bylaws of the association. The bylaws shall be handed over to each member together with the membership form.
- (3) At least one tenth of the members may request the Board to convene a General Assembly.
- (4) The members shall be informed by the Executive Board at each General Assembly about the activities and financial management of the association. If at least one tenth of the members so request, stating their reasons, the Executive Board shall also provide such information to the members concerned within four weeks.
- (5) The members shall be informed by the Executive Board of the audited accounts (rendering of accounts). If this is done at the General Assembly, the auditors shall be involved.

⁷ e.g. 31 December each year.



Mehr Herz für Mädchen und Frauen dieser Welt

(6) Members are obliged to promote the interests of the association to the best of their ability and to refrain from doing anything that could damage the reputation and purpose of the association. They shall observe the bylaws of the association and the resolutions of the organs of the association. Ordinary and extraordinary members are obliged to pay the membership fees on time in the amount decided by the General Assembly.

§ 8: Bodies of the Association

The organs of the association are the General Assembly (§§ 9 and 10), the Executive Board (§§ 11 to 13), the Auditors (§ 14) and the Arbitration Tribunal (§ 15).

§ 9: General Assembly

- (1) The general assembly is the "general meeting of members" in the sense of the VereinsG 2002. An ordinary general assembly takes ⁸place at least once a year.
- (2) An Extraordinary General Meeting shall be held at
 - a. Resolution of the Executive Board or the Ordinary General Assembly Meeting;
 - b. written request of at least one tenth of the members;
 - c. request of the auditors (§ 21 para. 5 first sentence VereinsG);

- d. Resolution of the auditor(s) (§ 21 para. 5 second sentence VereinsG § 11 para. 2 third sentence of these by-laws);
- e. Decision of a court-appointed curator (§ 11 para. 2 last sentence of these by-laws);

within 4 (in words: four) weeks.

- (3) All members must be invited to both the ordinary and the extraordinary general meetings in writing, by fax or by e-mail (to the fax number or e-mail address provided by the member to the association) at least two weeks before the date of the meeting. The convocation of the General Assembly shall include the agenda. The convocation shall be made by the Executive Board (par. 1 and par. 2 lit. a - c), by the auditor(s) (par. 2 lit. d) or by a court-appointed curator (par. 2 lit. e).
- (4) Requests to the General Assembly shall be submitted to the Executive Board in writing, by fax or by e-mail at least three days before the date of the General Assembly.
- (5) Valid resolutions - except those on a request to convene an Extraordinary General Meeting - may only be passed on the agenda.
- (6) All members are entitled to participate in the General Assembly. Only ordinary and honorary members are entitled to vote. Each member shall

⁸ e.g. annually, every two or every five years (coordinated with the term of office of the executive committee according to § 11 para. 3). The Associations Act requires

that a general meeting be convened at least every five years.



**Mehr Herz
für Mädchen
und Frauen
dieser Welt**

have one vote. The transfer of the right to vote to another member by means of a written proxy is permissible.

- (7) The General Assembly shall constitute a quorum irrespective of the number of members present.
- (8) Elections and resolutions at the General Assembly shall normally be passed by a simple majority of the valid votes cast. However, resolutions to amend the bylaws of the association or to dissolve the association shall require a qualified majority of two thirds of the valid votes cast.
- (9) The General Assembly shall be chaired by the President or, in his/her absence, by the Vice-President. If the Vice-President is also prevented, the oldest member of the Executive Board present shall chair the meeting.

§ 10: Tasks of the General Assembly

The following tasks are reserved for the General Assembly:

- a) Adoption of a resolution on the budget;
- b) Receipt and approval of the statement of accounts and the financial statement with the involvement of the auditors;
- c) Election and dismissal of the members of the Executive Board and the auditors;

- d) Approval of legal transactions between auditors and the association;
- e) Discharge of the Executive Board;
- f) Determination of the amount of the membership fees for ordinary and for extraordinary members;
- g) Award and withdrawal of honorary membership;
- h) Passing resolutions on amendments to the bylaws of the association and the voluntary dissolution of the association;
- i) Consultation and resolution on other matters on the agenda.

§ 11: Executive Board

- (1) The Executive Board consists of 4 (in words: four) members, namely President and Vice-President, Secretary and Treasurer⁹.
- (2) The Executive Board shall be elected by the General Assembly. In the event of the resignation of an elected member, the Executive Board shall have the right to co-opt another eligible member in his place, for which purpose subsequent approval must be obtained at the next General Assembly Meeting. In the event that the Executive Board should cease to exist at all, or for an unforeseeably long period of time, without a self-supplementation by co-optation, each Auditor shall be obliged to immediately convene an Extraordinary General Assembly Meeting for the purpose of electing a new Executive Board.

⁹ The Associations Act requires that the governing body of the association consists of at least two natural persons.



Mehr Herz für Mädchen und Frauen dieser Welt

Should the Auditors also be unable to act, each ordinary member who recognises the emergency situation shall immediately apply to the competent court for the appointment of a curator, who shall immediately convene an extraordinary General Assembly.

- (3) The term of office of the Executive Board shall be ¹⁰4 (in words: four) years; re-election is possible. Each function in the Executive Board shall be exercised personally.
- (4) The Executive Board shall be convened by the President or, if he/she is unable to do so, by the Vice-President in writing or orally. If the President is also prevented from attending for an unforeseeable period of time, any other member of the Executive Board may convene the Executive Board.
- (5) The Board shall constitute a quorum if all its members have been invited and at least half of them are present.
- (6) The Executive Board shall adopt its resolutions by simple majority vote; in the event of a tie, the Chairperson shall have the casting vote.
- (7) The meeting shall be chaired by the President or, if he/she is unable to do so, by the Vice-President. If the Vice-President is also prevented, the chair shall be taken by the oldest member of the Executive Board present or by

a member of the Executive Board appointed by a majority of the other members of the Executive Board.

- (8) Apart from death and expiry of the term of office (para. 3), the function of a member of the Executive Board shall expire by removal (para. 9) and/or resignation (para. 10).
- (9) The General Assembly may at any time dismiss the entire Executive Board or individual members thereof. The dismissal shall take effect with the appointment of the new Executive Board or Executive Board member.
- (10) The members of the Executive Board may resign in writing at any time. The declaration of resignation shall be addressed to the Executive Board, in case of resignation of the entire Executive Board to the General Assembly. The resignation shall only become effective with the election or co-option (para. 2) of a successor.

§ 12: Duties of the Executive Board

- (1) The Executive Board is responsible for the management of the association. It is the "governing body" in the sense of the VereinsG 2002. It is responsible for all tasks that are not assigned to another body of the association by the bylaws of the association.

¹⁰ e.g. two or five years (coordinated with the interval between ordinary general meetings according to § 9 para 1).



Mehr Herz für Mädchen und Frauen dieser Welt

- (2) The following matters in particular fall within its sphere of activity:
- Establishment of an accounting system in accordance with the requirements of the association with ongoing recording of income/expenditure and maintenance of a list of assets as a minimum requirement;
 - Preparation of the annual budget, the statement of accounts and the financial statements;
 - Preparation and convening of the General Assembly in the cases of § 9 par. 1 and par. 2 lit. a - c of these by-laws of the association;
 - To inform the members of the association about the activities of the association, the management of the association and the audited accounts;
 - Management of the assets of the association;
 - Admission and exclusion of ordinary and extraordinary members of the association;
 - Admission and dismissal of employees of the association.

§ 13: Special duties of individual members of the Executive Board

- (1) The President shall conduct the day-to-day business of the association. The Secretary shall assist the President in the conduct of the business of the association.
- (2) The President shall represent the association externally. Written documents of the association shall be valid only if signed by the President and the Secretary, and in financial matters

(disposition of assets) by the President and the Treasurer. Legal transactions between members of the Executive Board and the association require the consent of another member of the Executive Board.

- (3) Legal authorisations to represent the association externally or to sign on its behalf may only be granted by the members of the Executive Board named in paragraph 2.
- (4) In case of imminent danger, the President shall be entitled to issue orders on his/her own responsibility, even in matters falling within the scope of the General Assembly or the Executive Board; however, in the internal relationship, these shall require the subsequent approval of the competent organ of the association.
- (5) The President shall chair the General Assembly and the Executive Board.
- (6) The Secretary shall keep the minutes of the General Assembly and of the Executive Board.
- (7) The Treasurer shall be responsible for the proper financial management of the association.
- (8) In the event of the President being prevented from attending, the Vice-President shall take the place of the President.



**Mehr Herz
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§ 14: Auditors

- (1) Two auditors shall be elected by the General Assembly for a period of ¹¹4 (in words: four) years. Re-election is possible. The auditors may not belong to any body - with the exception of the General Assembly - whose activities are the subject of the audit.
- (2) The auditors shall be responsible for the ongoing control of the business and the audit of the financial management of the association with regard to the correctness of the accounts and the use of the funds in accordance with the bylaws of the association. The Executive Board shall submit the necessary documents to the auditors and provide them with the required information. The auditors shall report to the Executive Board on the results of the audit.
- (3) Legal transactions between auditors and the association require the approval of the General Assembly. In all other respects, the provisions of § 11 paragraphs 8 to 10 shall apply analogous to the Auditors.

§ 15: Arbitration Tribunal

- (1) The internal arbitration court of the association is appointed to settle all disputes arising from the association relationship. It is a "conciliation body" in the sense of the VereinsG

2002 and not an arbitration court according to §§ 577 ff ZPO.

- (2) The arbitration tribunal shall be composed of 3 (in words: three) ordinary members of the association. It shall be formed in such a way that one party to the dispute nominates a member as arbitrator in writing to the Executive Board. Upon request by the Executive Board within 7 (in words: seven) days, the other party to the dispute shall nominate a member of the arbitration tribunal within 14 (in words: fourteen) days. After notification by the Executive Board within 7 (in words: seven) days, the nominated arbitrators shall elect a third ordinary member as chairman of the arbitration tribunal within a further 14 (in words: fourteen) days. In the event of a tie, the nominees shall be decided by lot. The members of the arbitration tribunal may not belong to any body - with the exception of the General Assembly - whose activities are the subject of the dispute.
- (3) The arbitration tribunal shall render its decision by simple majority vote after having heard both parties in the presence of all its members. It shall decide to the best of its knowledge and belief. Its decisions shall be final within the association.

¹¹ e.g. two or five years (coordinated with the interval between ordinary general meetings according to § 9 para 1).



**Mehr Herz
für Mädchen
und Frauen
dieser Welt**

§ 16: Voluntary dissolution of the association

- (1) The voluntary dissolution of the association may only be decided at a General Assembly and only with a two-thirds majority of the valid votes cast.
- (2) The General Assembly shall also decide on the liquidation of the assets of the association, if any. In particular, it shall appoint a liquidator and decide to whom the liquidator shall transfer the assets of the association remaining after the liabilities have been covered.
- (1) The last Board member of the association shall notify the competent association authority in writing of the voluntary dissolution within 4 (in words: four) weeks after the resolution has been passed.

§ 17: Use of the association's assets in the event of the withdrawal of members, the dissolution of the association or the discontinuation of the beneficiary purpose

- (1) In the event of their withdrawal or in the event of the dissolution of the association, the members shall not receive back more than their paid-up capital shares and the fair market value of their contributions in kind, which shall be calculated according to the time of the contribution.

- (2) In the event of the dissolution of the association or in the event of the discontinuation of the previous beneficiary purpose of the association, the assets of the association, insofar as they exceed the paid-in capital shares of the members and the fair value of the contributions in kind made by the members after covering the liabilities, shall be used for charitable, benevolent or ecclesiastical purposes within the meaning of §§ 34 ff of the Federal Fiscal Code (BAO). Therefore, the remaining assets of the association shall be used for the purpose of "Child and Family Welfare".
- (3) Should this not be possible at the time of the necessary liquidation of assets due to the dissolution of the association or the discontinuation of the beneficiary purpose of the association, the remaining assets of the association shall in any case be donated to charitable, benevolent or ecclesiastical purposes in accordance with §§ 34 ff BAO. As far as possible and permitted, the assets shall be allocated to institutions pursuing the same or similar purposes as this association.