

# Statutes of the association

## "INTERSECTION GROUP"

Association for the promotion of the holistic design of enterprises.

### **Preamble**

The Intersection Group is a not-for-profit association aiming to acquire knowledge with a worldwide community of members and partners and to spread it through publications, trainings, partnerships with universities or companies.

This knowledge will help companies to shape their structures and behaviour (e. g. products, processes, information, organization, IT, culture) in such a way that they are able to act holistically in complex market environments.

### **§ 1 Name, seat and field of activity**

(1) The name of the association is INTERSECTION GROUP - association for the promotion of the holistic design of enterprises.

(2) It is registered in Vienna and operates all over the world. The accounting year is equivalent to the calendar year.

### **§2 Purpose of the association**

(1) The association aims to develop and disseminate ideas, methods and practical instructions. This will promote the idea of the holistic design of enterprises worldwide.

(2) The association's activity is not aimed at profit and is apolitical in all respects.

(3) In accordance with its statutes, the association exclusively pursues not-for-profit purposes and is therefore a not-for-profit association within the meaning of the applicable tax law provisions (§§ 34 to 47 of the federal tax code - BAO).

(4) As described in (1), the association is geared towards research and teaching and meets the requirements for an association benefiting from donations within the meaning of § 4a EstG.



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### **§3 Means to fulfill the association's purpose**

(1) The purpose of the association shall be achieved by the following ideal means:

- a. Research
- b. Discussions and events
- c. Appearances at conferences
- d. Writing and distributing publications
- e. Blogging and social media presence
- f. Building an international community

(2) The purpose of the association shall be achieved by the following material means:

- a. Membership fees
- b. Donations
- c. Subsidies
- d. Conducting lectures and workshops
- e. Organization of conferences
- f. Sales of publications
- g. Crowdfunding
- h. Implementation of trainer-led trainings (online and physical)
- i. Sale of e-learning trainings
- j. Development partnerships - accompanying companies in the introduction of the methods to get feedback from practice.
- k. Other grants

(3) Non-material resources are obtained through

- a. Members and non-members are encouraged to contribute content to the intellectual property of the association
- b. Donation or purchase of ideas, documents, practical reports, training documents, presentations

(4) As far as the material means and the purpose of the organization permit, the association can have employees and use third parties to fulfill the purpose. Remuneration can also be paid to association members, including association officials, provided this relates to activities that go beyond the association's activities in the narrowest sense; such remuneration must withstand a third-party comparison.



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#### **§ 4 Memberships**

Any physical or legal person may become members. It is the duty of every member of the association to submit to the statutes and values of the association. Members are required to agree to their names (and logos in the case of companies) being displayed on the association's website.

a. Ordinary members

Ordinary members have voting and election rights.

b. Advisory members

Advisory members are natural persons who contribute their expertise and develop content. They do not have voting rights themselves but may submit proposals or concerns to the board. Three advisory members with a common concern can call for an extraordinary board meeting at which their concern is dealt with. Advisory members can submit motions to the general meeting but have no voting rights there.

c. Associated members

Natural and legal persons who support the goals of the association. You have participation and information rights in the activities of the association, but you have no voting rights in the general meeting.

d. Honorary members

They have no obligations, but appear on the website and promote the association with their name

#### **§ 5 Acquisition of memberships**

(1) Membership can be applied for via the association's website or by e-mail. The board of directors finally decides whether the application will be granted. membership begins when the association has informed the member in writing of the admission.

(2) Acceptance can be denied without any explanation.



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## **§ 6 Termination and suspension of membership**

(1) Membership expired upon death (for legal persons through loss of legal personality), voluntary resignation, banning or exclusion.

(2) In the event of violations of the members' obligations (see § 7), the board can exclude members from the association by stating reasons. The exclusion may be appealed to the arbitration court (see § 15).

## **§ 7 Rights and obligations of members**

(1) Members are obliged to act according to the values of the association (described in the document "Code of Conduct"), to promote the interests of the association to the best of their ability and to refrain from doing anything that damages the reputation and purpose of the association. The members shall respect this statute and the resolutions of the association's organs.

(2) Only certified users are entitled to commercialize the ideas of the Intersection Group using the logo (e. g. by selling books or conducting training courses or business consulting).

(3) All content that members publish using the name / logo must be created in accordance with the values, ideas and content of the Intersection Group. Decisions on violations of values and ideas shall be made by the board, which may expel members for cause.

## **§ 8 Association organs**

(1) The organs of the Intersection Group association are as follows:

- a. The board
- b. The annual general meeting

## **§ 9 The general meeting**

- (1) The annual general meeting takes place annually as a video conference or in person.
- (2) An extraordinary general meeting shall be convened by the board within four weeks:
  - a. by decision of the board,
  - b. at the request of at least three advisory members
  - c. at the request of the auditor
- (3) The board must invite all members in writing to all general meetings at least one month in advance, stating the agenda.
- (4) Motions to the general meeting must be submitted to the board by email at least two weeks before the general meeting.
- (5) All members are entitled to participate in the general meeting.
- (6) Only ordinary members have a vote.
- (7) The general meeting has a quorum if all members have been properly invited and at least two members are present.
- (8) Elections and resolutions at a general meeting shall normally be by a simple majority of votes; in case of a tie, the Chairman shall have the casting vote. If a third of the voting members present want a secret ballot, this request must be complied with.
- (9) Resolutions to amend the statutes require a 2/3 majority of the valid votes cast.
- (10) One of the presidents chairs the general meeting.



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## **§ 10 Duties of the general meeting**

(1) The general meeting is the supreme body of the association. The general meeting has the right to pass resolutions on all association matters.

The following resolutions are reserved for the general meeting:

- a. Receipt and approval of the statement of accounts and the income and expenditure account including the balance sheet;
- b. Discharge of the association's board for the past term of office;
- c. Election and dismissal of the members of the board of Directors and the treasurer (every 5 years);
- f. Resolution on the amendment of this statute;
- g. Resolution on dissolution of the association;
- h. Resolution on other issues on the agenda.

## **§ 11 Association Board**

(1) The board comprises:

- a. Two presidents
- b. Treasurer

(2) The term of office of the board is five years; it lasts in any case until the election of the new organs. Re-election is possible.

(3) The board meeting shall be held at least quarterly.

(4) If one of its members resigns, the board can co-opt another elected member. If more than half of the voting members of the board elected by the general meeting have resigned, a general meeting shall be held for the purpose of electing new members. If the board fails at all, or for an unpredictably long time, the auditors are obliged to immediately convene an Extraordinary general meeting for the purpose of electing a new board.

(5) The board is entitled, if necessary, to include other persons in the board in an advisory capacity (Advisory Councils). This requires the consent of all voting board members.

(6) One of the presidents chairs the meeting.

(7) The board shall constitute a quorum when both presidents are present. It takes its decisions by unanimous vote of the two presidents. Other board members are involved in the decision-making process, but have no voting rights.



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(8) The function of a board member shall expire by death, expiry of the term of office, removal by the general meeting or by resignation, which must be declared in writing to the board. The resignation of the entire board shall be declared to the general meeting.

### **§12 Duties of the board**

(1) The board shall manage the association with the diligence of a prudent and conscientious manager within the framework of these statutes and the resolutions of the general meeting.

(2) The board is responsible for all tasks, unless they are reserved for another organ of the association:

In particular, he is entitled and obliged:

- a. to decide on rules of procedure which defines the rules for the management of the association on the basis of this statute.
- b. to decide on the admission and exclusion of members
- c. to decide on the composition of the leadership team
- d. to enter into partnerships with legal or natural persons
- e. to organize events, courses and other events serving the purpose of the association
- f. to manage the association's assets; create a budget; to take into account the financial possibilities of the association when entering into obligations;
- g. to convene an (extraordinary) general meeting and to report to it on the activities and financial management;
- h. to compile an overview of income and assets by the general meeting of the following year;
- i. to display changes to the statutes.

### **§ 13 Special obligations of particular board members**

(1) The members of the board are obliged towards the association to exercise the diligence of a prudent and conscientious organ of the association in their activities.

(2) The presidents shall be responsible for representing the association vis-à-vis the authorities and third parties and for chairing the general meeting, the core team and the board.

- (3) Documents, in particular deeds binding the association, shall be signed by one of the two presidents, or jointly by both presidents in matters of property law.
- (4) Legal authorisations to represent the association externally or to sign on its behalf may only be signed by the two presidents.
- (5) The treasurer shall be responsible for the proper management of the association's assets. In particular, he must ensure that all financial dispositions related to the association are properly booked. He shall be obliged to the board to provide information and to allow inspection of the documents at any time.

#### **§14 Controller**

The association has two auditors, but they do not have to be members of the association. They are elected by the general meeting for a period of five years. Re-election is possible. Legal transactions between the auditors and the association shall require the approval of the general meeting to be valid.

#### **§ 16 Arbitration Court**

- (1) An arbitration court shall be established to settle all disputes arising out of the association. It is an "arbitration body" within the meaning of the association act 2002 and not an arbitration court according to §§ 577 ff ZPO.
- (2) Every ordinary and advisory member is entitled to appeal to the arbitration court in the event of disputes.
- (3) The arbitration court shall consist of three regular or advisory members of the association.
- (4) Every part of the dispute gives the board of directors a written name as an arbitrator. It shall then be the duty of the arbitrators to elect a third regular or advisory member of the association to chair the arbitration court and this arbitration court shall then render a decision by a simple majority vote with all its members present. Thus, if each arbitrator nominated by a particular party were to vote for "his" party, the chairman's vote would ultimately be the deciding factor.
- (5) The arbitrators must allow the parties to the dispute to be heard on both sides, i. e. give them the opportunity to present their point of view in writing or orally. Only then a decision may be made.

- (6) The decisions of the arbitration court shall be final within the association and may not be appealed to any other arbitration body of the association unless expressly provided for in the statutes.
- (7) Ordinary legal recourse is only open after 6 months after the arbitration body has been called in legal matters, i. e. a lawsuit can be brought before an ordinary court. The place of jurisdiction is Vienna, Austria.

### **§ 17 Dissolution of the association**

- (1) The voluntary dissolution of the association may only be decided at an extraordinary general meeting convened for this purpose and only with a majority of two thirds of the valid votes cast.
- (2) In the event of the (voluntary or official) dissolution of the association or in the event of the discontinuation of the beneficiary purposes, the remaining assets must be used for donor-privileged purposes pursuant to § 4a para 2 subpara 3 lit a EStG.
- (3) The last board of the association shall notify the competent association authority in writing of the voluntary dissolution and, if there are assets, of the need for liquidation as well as the name, date of birth, place of birth and delivery of relevant addresses as well as the commencement of the power of representation of any liquidator appointed within four weeks of the adoption of the resolution.

Vienna, July 30<sup>th</sup> 2020



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President



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