

STATUTES
of
The European Academy of Arts and Sciences*

03.03.2018

* all function designations used in these statutes apply analogously to both men and women alike

§ 1 Name and seat of the Academy, field of activity

- (1) The association bears the name "Academia Scientiarum et Artium Europaea". The name can also be in the versions "Europäische Akademie der Wissenschaften und Künste", "European Academy for Sciences and Arts" or "L'Académie Européenne des Sciences et des Arts"
- (2) The short name is "Academia Europaea", "Europäische Akademie", "European Academy" or "L'Académie Européenne".
- (3) In the following only the word "academy" will be used.
- (4) The Academy is based in Salzburg and its activities focus on the whole of Europe. However, In terms of § 34 BAO (non-profit management), the Academy is mainly active in the territory of the Republic of Austria.
- (5) The official languages are English and German. Documents can be drawn up in Latin.
- (6) Vision:
In order to contribute to the European Common Good, the Academy's transnational and interdisciplinary network of experts in sciences and arts and its interactions with experts of governance and representatives of religions envisions the multiple roles of science to address and solve current and long-term complex issues.

§ 2 Mission of the Academy

- (1) The academy is an independent European association of scientists and artists. It sees itself as a living expression of the intellectual unity of Europe and promotes both disciplinary and interdisciplinary science and the arts on a European level. In addition, the academy deals with the status of Europe in the world and its emanations and fertilizations.
- (2) The academy realizes its goals in particular through meetings of its members in the context of its own scientific events. In doing so, it places particular emphasis on the dialogue between the disciplines of science, including the arts, and on bringing together all European traditions. It strives to pay particular attention to new types of thought and specialist institutions. The academy aims exclusively and directly at research, as well as academic teaching serving adult education at university level.

- (3) The Academy shall also achieve its objectives through public events dedicated to the purpose described in paragraphs 1 and 2.
- (4) The Academy makes the results of its work available to the public. In particular, it endeavours to publish regular work reports and to issue specialist publications.
- (5) The Academy may conduct or participate in scientific and artistic research projects. It may operate its own facilities or scientific institutes.
- (6) The Academy aims to collaborate with universities, colleges, academies of science or the arts and other institutions across Europe in order to achieve its goals. It promotes dialogue between such institutions and deals with topics that these institutions cannot or can only difficulty deal with .
- (7) The activities of the Academy are not aimed at the financial gain of its members. The Academy exclusively pursues non-profit purposes in accordance with §§ 35 - 37 BAO.
- (8) **Mission:**
Whenever the Academy can offer critical expertise, it intends :
 - to analyse important societal European challenges
 - to develop a culture of collaboration and building bridges
 - to acquire leadership in transnational and cross-sector sciences
 - to consider related ethical issues
 - to strengthen the roles of the European scientific communities for solving complex issues identified as priority for Europeans' future wellbeing.

§ 3 Means of achieving the Goals

- (1) The goals of the academy are to be achieved through ideal and material means.
- (2) In particular, serve as ideal means
 - a) Meetings
 - b) Lectures,
 - c) Implementation of research work, symposia, conferences, workshops and congresses

- d) Work reports and scientific publications,
 - e) Contacts with European universities, research institutes and other scientific academies and companies,
 - f) Operation of scientific institutes,
 - g) Operation of scientific teaching and advanced training.
- (3) The material resources are to be provided by
- a) Membership fees
 - b) Income from its own events, publications or other statutory tasks,
 - c) Income from the Academy's assets,
 - d) Donations, Collections, Legacies and other Contributions,
 - e) Donations from foundations and associations,
 - f) Subsidies from public authorities
- (4) The funds of the Academy may only be used for non-profit and statutory purposes.
- (5) Cornerstones Strategy:
- focus on relevant foresight studies
 - develop work where the Academy is competent & credible
 - through internal strategic process among members
 - to bring together scientists from different disciplines to work on interdisciplinary scientific topics
 - to benefit from substantial contributions of its experts
 - to contribute usable outputs in complex issues

§ 4 Membership

- (1) The members of the Academy are divided into
- full members
 - Honorary members
 - extraordinary members
- (2) Any natural person who has successfully completed an academic education, in a scientific or cultural institution or as an individual person due to work results, publications or for comparable reasons, has an outstanding position in society and

shows that they are achieving the goals can become a full member is able and willing to actively and effectively support the Academy.

- (3) Full members as well as individuals can be elected honorary members based on outstanding scientific achievements.
- (4) All members may submit proposals to the Presidium for the admission of new members. The Senate decides on the admission of members by a two-thirds majority at the request of the Nominations Committee.
- (5) All members are obliged to support the Academy and its goals to the best of their ability and to fulfil the obligations imposed on them by these statutes or by decisions of the governing bodies in accordance with the Statutes.
- (6) The membership expires
 - on death, dissolution of legal personality,
 - by means of a written declaration of resignation to the Presidium,
 - by removal by decision of the Presidium, if, despite repeated requests, no contribution to the activities of the Academy is to be expected and the member does not respond to notification of the impending removal
 - by exclusion by decision of the Senate for dishonourable behaviour against the Academy as well as for violation of the Statutes and membership obligations.

The member has the right to be heard before being excluded by decision of the Presidium.

- (7) Upon termination of membership, for whatever reason, former members shall have no claims against the Academy, in particular no right to reimbursement of membership fees.

§ 5 Honours

The Senate may award the following honours to persons for special merits:

Honorary Senator
Protector
Honorary presidium

§ 6 Organisation of the Academy

- (1) The Academy is divided into the following classes:
 - I. Philosophy and Cultural Studies,
 - II. Medicine
 - III. Arts
 - IV. natural sciences,
 - V. Social/Economic Sciences and Law,
 - VI. Technical and environmental sciences,
 - VII. World Religions
 - VIII. Corporate and Public Governance.
- (2) All full members will, with their consent, be assigned to a class according to para. 1 assigned.
- (3) With the consent of the Senate, the classes may be divided into §s, and if necessary into subject groups.
- (4) The Dean is in charge of the class. Through the composition of the members in his class, he ensures that the knowledge is built up and stored that is necessary for the interdisciplinary tasks of the Academy (see paragraph 6) necessary is. Class meetings can be called. The dean is represented by a vice dean.
- (5) The Dean and the Vice Dean are elected by the Senate up to a maximum of 5 years in the current term of office of the Academy. Re-election is possible.
- (6) The tasks of the Academy generally concern interdisciplinary topics with cooperation between different classes. For such projects, the Academy sets up cross-class project groups by resolution of the Presidium, assigns members to a project group with their consent and - after hearing the members of the project group - appoints a full member as its project manager. The project managers are responsible for their work and report to the Presidium.
- (7) The Academy may, by decision of the Presidium, form national delegations to promote and consolidate its activities at regional level. These delegations include all members living in the country concerned.
- (8) The members of a delegation shall elect a delegate and a vice-delegate from among their number. The election must be confirmed by the Presidium. For the period between the formation of the delegation and the first election, the President may, with the agreement

of the Senate, appoint a pro tempore delegate. The delegates lead the delegation in agreement with the Presidium, and in the case of technical matters also in agreement with the deans and project managers. The delegates are each members of the Committee of Delegates. The latter reports to the Presidium and if necessary, meets for a delegate conference. The prodelegates represent their delegates.

§ 7 Governing Bodies

- (1) are the bodies of the Academy:
 - the general assembly (§ 8);
 - the Presidium (§§ 9, 10 and 11);
 - the Senate (§ 14);
 - the Auditors (§ 15); ➤ the Arbitral Tribunal (§ 16).

- (2) With the exception of the auditors, only full members of the academy can be elected to the bodies of the academy. Re-election is possible in all cases. The voting body can vote for an important reason
 2/3 majority of the General Assembly take place. Participation in the organs is honorary. Expenses incurred in connection with the performance of their functions may be reimbursed to the officers against proof.

- (3) The Academy may employ full-time staff, if necessary and economic circumstances permit.

- (4) The Presidium and the Senate may form commissions to relieve them of internal tasks in preparation for decisions.

§ 8 The General Assembly

- (1) All members belong to the General Assembly, the full members have voting rights.

- (2) An ordinary General Assembly must be held once a year.

- (3) An extraordinary general assembly must be called immediately if the Presidium, the Senate, at least 10% of the voting members or the auditors so request.

- (4) The President shall convene the General Assembly in writing at four weeks' notice, stating the place, time and agenda. At the request of at least 10% of full members, new dates or locations shall be set.
- (5) In any event, the agenda must include an item entitled "Any". All members are entitled to notify the President in writing of proposals and submissions up to four weeks before the date of the General Assembly, which the President must place on the agenda.
- (6) The General Assembly has a quorum regardless of the number of members present.
- (7) Each full member has one vote Elections and decisions are made by a simple majority of votes, changes to the statutes by a 2/3 majority. Elections and votes are usually conducted by show of hands. A secret written vote shall be held for elections to the Presidium if a full member so requests, or for elections on other points if 1/4 of the full members present so requests.
- (8) Proposals for amendments to the Statutes and dissolution of the Academy may only be voted on if the draft resolutions were included in the agenda sent out with the invitation.
- (9) The General Assembly decides on matters of fundamental importance. In particular, the decision-making process
 - Election of the president and vice-presidents,
 - Election of the Auditors,
 - Election of Senators,
 - Election of the members of the arbitral tribunal,
 - Approval of the accounts and discharge of the Presidium,
 - Amendments to the Statutes,
 - Dissolution of the Academy.
- (10) The Secretary shall draw up minutes of resolutions passed by the General Assembly, which shall be signed by him and the Chairman and forwarded to all members of the Academy. A publication in an academy publication that is sent to all members is sufficient.

§ 9 The Presidium

- (1) The Presidium of the Academy is composed of members with voting rights:
 - The President

- two Vice-Presidents, or three if necessary,
- the chancellor, ➤ the treasurer, ➤ the secretary.

The founders belong to the Presidium and Senate in an advisory capacity without voting rights.

- (2) The President, the Vice-Presidents, and the Chancellor are appointed by the General Assembly, the Treasurer and the Secretary, each elected by the Senate for a maximum of five years. If a member resigns during the term of office, a successor shall be elected for the remainder of the President's term of office. The members of the Presidium remain in office until the election of their successor. Re-election is possible.
- (3) The Presidium meets when necessary. Before every Senate meeting and if necessary, a meeting of the Presidium will be held at the General Assembly. For summons, quorum and majority, § 8 applies accordingly.
- (4) The Presidium manages the day-to-day business of the Academy. The Presidium is responsible in particular
 - the preparation of the General Assembly in consultation with the Senate,
 - the appointment or dismissal of a Secretary General and the conclusion or termination of employment contracts,
 - the adoption of the budget proposals of the Academy.
- (5) A resolution protocol is to be drawn up on resolutions of the Presidium, which is to be signed by the Presidium itself and forwarded to all its members.

§ 10 Members of the Presidium

- (1) The President is the highest representative of the Academy. He is responsible for the external representation of the Academy. He chairs the General Assembly as well as the Senate and the Presidium. He is the hierarchical superior of the Secretary-General. In the case of imminent danger, he is entitled, in agreement with the Chancellor, to make arrangements that fall within the sphere of activity of the Senate, the General Assembly or the classes, which must be confirmed retrospectively.
- (2) The vice-presidents support the president. They shall represent him in all his functions if he is prevented from attending.
- (3) The Chancellor:

If the President is away from Salzburg, the Chancellor supports the President in the sense of a dual leadership in conducting the Academy's business in a collegial manner, at the Academy's headquarters. The President and the Chancellor are individually authorized to sign. He ensures the execution of the resolutions of the General Assembly, the Senate and the Presidium, also carries out the agendas of the Secretary General (§ 13) and is in Salzburg, as Procurator.

- (4) The treasurer manages the assets and monitors the financial management of the Academy. He is responsible for drawing up the budget and closing the accounts.
- (5) The secretary prepares the minutes of the presidium, the senate and the general assembly. He takes care of the creation of certificates.
- (6) If he is unable to attend, the President is represented by the Vice-Presidents, the Chancellor by the Treasurer and the Treasurer by the Chancellor.

§ 11 Internal Organization of the Presidium

The Presidium is entitled to issue rules of procedure for organizing the allocation of departments and responsibility. Each member of the Presidential Board shall be liable to the Academy only for the area of responsibility assigned to him/her and shall be responsible for the diligence of a prudent and conscientious board administrator in all agendas.

§ 12 The Secretary General

- (1) The Presidium can appoint a head of the academy administration. He bears the title of "Secretary General".
- (2) The Secretary General is the hierarchical superior of all staff employed by the Academy. Following the instructions of the President and the Chancellor, he ensures the orderly management of day-to-day administrative business
- (3) The office of the general secretary has to work out a detailed list of the expected costs as well as the planned raising of the funds for the financing of the project for each planned project of the academy (events, congresses etc.). according to

At the end of each project, the General Secretariat must draw up a comparative account of the costs actually incurred on the basis of this list and forward it to the Presidium.

§ 13 Invoicing

- (1) The Presidium has to set up an accounting system that meets the requirements of the Academy. The Academy's assets and its income and expenses are to be kept in accordance with commercial principles, a budget must be drawn up before the start of each financial year and an accounting statement must be drawn up within five months after it has expired.
- (2) The financial year corresponds to the calendar year.
- (3) The under para. 1 and 2 shall also apply to funding bodies operated by the Academy (§ 14). The annual financial statements of the academy and the individual funding institutions are to be summarized in a consolidated annual financial statement.
- (4) Should the academy become a large association within the meaning of §22, Paragraph 1 of the Association Act 2002, the Presidium must replace the revenue and expenditure account with annual accounts.

§ 14 The Senate

- (1) Members of the Senate with voting rights are:
 - the Presidium
 - the Chancellor
 - the deans of the individual classes
- (2) The Secretary General is entitled to attend the Senate meeting, provided that no personal matters are being negotiated.
- (3) Additional senators with special functions are elected from among the ordinary members by the General Assembly for a term of five years.
Re-election is possible. They are advisory and not entitled to vote.
- (4) The Senate is convened by the President as required, usually once or twice a year. Meetings must also be convened if at least 1/4 of the voting senate members so request.
- (5) The President shall convene the Senate in writing, giving four weeks' notice and stating the place, time and agenda. Motions on the agenda may be submitted by members of the Senate at any time until immediately before the beginning of the session. The President chairs the meetings.

- (6) The senate shall have a quorum if the summons was issued in due form and time and at least half of the number of persons listed in para. 1 and 2 named members entitled to vote are present. The Senate can pass resolutions by circulation. Proposals and motions shall be deemed adopted if at least half of all members entitled to vote agree in the case of resolutions adopted by circular letter.
- (7) The Senate, together with the Presidium, is responsible for managing the Academy, in particular
- the election of the members of the Presidium with the exception of the President, the Vice-Presidents and the Chancellor,
 - the election of deans and vice-deans;
 - Decisions on honours,
 - the admission of members,
 - the establishment of delegations, project groups and funding institutions of the academy,
 - the election of delegates and pro-delegates,
 - the establishment of advisory bodies,
 - the adoption of the budget estimates and the clearance of accounts,
 - the receipt of the auditors' reports,
 - approval of the appointment or dismissal of a Secretary General.
- (8) The secretary of the academy shall draw up minutes of resolutions passed by the Senate, to be signed by him and the President and forwarded to all members of the Senate..
- (9) The Senate can issue rules of procedure.
- (10) Resolutions can also be passed by circulation.
- (11) The term of office of all officials is linked to the term of office of the academy, which lasts five years. For example: the 6th period is from 01.01.2015 to 31.12.2019. All functions will expire on December 31, 2019.

§ 15 The Auditors

- (1) The General Assembly elects to examine the financial management and the Statement of account of the Academy of two independent and impartial auditors for a period of two years.
- (2) Only a professionally qualified person (sworn auditor, representative of an auditing company) can be appointed as auditor.
- (3) The auditors are entitled to request all information necessary for the performance of their tasks from the members of the Presidium and the General Secretary. They report to the Senate and the General Assembly on the results of the audit and submit a motion to discharge the Presidium.
- (4) Should the association be a large within the meaning of § 22 Para. 2 of the Association Act 2002, an auditor must be appointed by the general assembly.

§ 16 The Arbitral Tribunal

- (1) The General Assembly elects five members of the Academy, who may not belong to the Senate, as members of the Arbitral Tribunal for a period of five years. Re-election is possible. The arbitral tribunal elects a chairman and a deputy chairman from among its members.
- (2) The arbitral tribunal meets when necessary and makes its decisions with a simple majority of votes. In the event of a tied vote, the Chairman has the casting vote. The presence of at least four members of the arbitration panel is required. Resolutions by written circulation procedure are permissible if all members agree to a vote in writing.
- (3) The Arbitral Tribunal may call upon legal counsel for the discussion or drafting of a resolution.
- (4) The Court of Arbitration shall make final decisions in disputes both between members and between Academy bodies and individual members in Academy matters.
- (5) The Presidium and the Senate can issue rules of procedure for the arbitral tribunal.

§ 17 Facilities

- (1) With the approval of the Senate, the Presidium can also establish and operate funding and support institutions in Europe that deepen the objectives of the Academy. The following tasks may be entrusted to these bodies:
- Collect donations and other benefits;
 - to make available to the Academy the resources and tasks acquired;
 - Implementation of individual projects and other tasks, such as training, which serve to achieve the objectives;
 - Establishment of institutions such as institutes or the Alma Mater Europaea

The responsibility of the responsible bodies of the Academy and its members remains unaffected.

- (2) Members of the Academy who are delegated by the Senate and bound by its instructions must have a majority in the decision-making bodies of such institutions. These delegated members are responsible to the Senate for their activities and are also obliged to report to it.
- (3) These institutions may use the name of the academy, which is protected as a trademark, § 1 para. 1 (or its short form § 1 para. 2) use as part of their own name. The Senate can revoke this approval at any time.

§ 18 Dissolution of the Academy

- (1) A motion to dissolve the Academy can be submitted by the President, the Presidium with a majority of its members, the Senate with a majority of its members or by at least 20% of the full members.
- (2) If there is a motion to dissolve the Academy, the President must immediately convene an extraordinary General Assembly. The request for dissolution is deemed to have been accepted if 75% of the voting members present vote for the dissolution.
- (3) If the academy is dissolved, the extraordinary general assembly must appoint a liquidator who is responsible for the proper handling of business.
- (4) In the event of voluntary dissolution, official dissolution of the Academy and cessation of the previous beneficial purpose of the Association, the remaining assets of the Association are to be used exclusively and directly for charitable purposes within the meaning of § 4 (4) (5) of the Income Tax Act 1988.

Salzburg, on

Prof Dr. Dr. h. c. Felix Unger

President

For the European Academy of Arts and Sciences