Österreichische Gesellschaft für Allergologie & Immunologie
www.oegai.org

STATUTES OF THE AUSTRIAN SOCIETY FOR ALLERGOLOGY AND IMMUNOLOGY (ÖGAI)

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PREAMBLE

The Austrian Society for Allergology and Immunology (ÖGAI) has set itself the goal of carrying out its association activities according to the following basic principles:

- Scientificity – by dealing with scientific, biomedical and clinical research and the results of evidence-based medicine, based on standards of "Good Scientific Practice";
- Equality – promoting underrepresented groups and equal treatment and rights for all members regardless of age, gender, colour, ethnic background, sexual orientation, religion and disability;
- Solidarity – common concerns and needs of all members take precedence over the needs of individuals;
- Cooperation – both within the association and with other partner associations, as well as with other areas of science, research, medicine and society.
- Non-profit status – the factual benefit for the general public is also taken into account in the actions for the members.

§1 NAME AND REGISTERED OFFICE OF THE ASSOCIATION

(1) The association is called the Austrian Society for Allergology and Immunology (abbreviated: ÖGAI). The headquarter of the association is in Vienna.

(2) Its area of activity is focused on Austria, but extends to the whole world through international cooperation.

§2 PURPOSE OF THE ASSOCIATION

(1) The association, whose activity is not profit-oriented, pursues exclusively and directly charitable purposes within the meaning of the Federal Tax Code and serves the task of promoting and coordinating scientific research in the fields of allergology and immunology, their application in private and clinical practice. Special concerns of the society are:

a) the promotion of allergological and immunological research as well as clinical and practical allergology and immunology.

b) the promotion and further training of young clinicians, practitioners and scientists in the fields represented by the Society.

(2) The financial year corresponds to the calendar year (1 January – 31 December).

(3) The association pursues exclusively and directly charitable purposes within the meaning of §§ 34 et seq. of the Federal Fiscal Code (BAO) and § 4a (2) of the Income Tax Act 1988 (EStG). Purposes not favoured within the meaning of §§ 34 et seq. BAO are completely subordinate to the favoured purposes and are pursued to the extent of a maximum of 10% of the total resources.

§3 MEANS TO ACHIEVE THE PURPOSE OF THE ASSOCIATION

(1) The purpose of the association is to be achieved by the non-material and material means listed in paragraphs 2 and 3.

(2) The following serve as ideal means:

a) Organization of scientific events;

b) Support for the participation of ÖGAI members in (inter)national scientific congresses;

c) Cooperation with allergists and immunologists, as well as with allergological and immunological associations on an international basis;

d) Promotion of information and publication in the field of allergology, immunology and related fields of work;

e) Maintaining contacts with interested institutions under public law and the health care system on a national and international basis;

f) Giving lectures;

g) Coordination of basic immunological and translational research and clinically practical allergology and immunology;

h) awarding of prizes, awarding of scholarships;

i) If this serves the purpose of the association, the association is entitled to participate in (non-profit or non-charitable) funds, foundations and corporations.

j) Furthermore, according to § 40 para. 1 BAO, the association may appoint vicarious agents or act as a vicarious agent itself if its work thereby directly and exclusively promotes a privileged purpose of the association.

k) The association can pass on funds as donations to other institutions, to the extent of less than 10% of the total expenditure, or under the application of § 40a no. 1 BAO to donated organizations with a corresponding dedication, provided that there is at least one identical organizational purpose.

l) The association can be active within the framework of cooperations. If not all cooperation partners are tax-privileged within the meaning of §§ 34 et seq. BAO, both the purpose of the association and its contribution to the cooperation must constitute a direct promotion of its privileged purpose in accordance with § 40 (3) BAO and there may be no outflow of funds to a cooperation partner who is not a beneficiary within the meaning of §§ 34 et seq. BAO.

(3) The necessary material resources are to be raised by:

a) Membership fees

b) donations, subsidies and other benefits;

c) Events, congresses, seminars, presentations, publications;

d) Legacies, collections;

e) Subsidies;

f) sponsorship income;

g) asset management (interest, other capital income, income from renting and leasing);

h) income from the activity as a vicarious agent;

i) income from cooperations;

j) income from participation in corporations;

k) Income from businesses that constitute an economic business operation (§ 31 BAO), but to which either the requirements of § 45 (1) BAO or § 45 (2) BAO apply. Furthermore, through income from businesses to which § 45 para. 1 and para. 2 BAO do not apply, but the requirements of § 45a BAO are met or an exemption pursuant to § 44 para. 2 BAO has been granted.

(4) All donations may only be used for privileged purposes within the meaning of the association's purpose in conjunction with § 4a para. 2 EStG. The administrative costs in connection with the use of the donations may not amount to more than 10% of the donation income, regardless of the costs incurred for the fulfilment of the obligation to transmit pursuant to § 18.8 of the Income Tax Act.

(5) The funds of the association may only be used for the purposes listed in the statutes. This includes the payment of reasonable administrative costs that may be incurred in connection with the fulfilment of the association's purpose. No person may be favoured by expenses that are foreign to the purpose of the association or by disproportionately high remuneration. The members and board members of the association or persons close to them may not receive any profit shares or other benefits from the association. Furthermore, repayments to members are limited to the amount of the contributions made or to the fair market value of their contributions in kind at the time the contribution is made.

(6) Any windfall winnings may also be used exclusively for the beneficiary purpose.

§4 ADMISSION

(1) The applicant for admission submits a written application to the board to acquire membership. Applicants for full membership must attach an endorsement from two ordinary members of the society.

(2) Admission is made by the resolution of the board with a simple majority. Admission can be rejected without giving reasons. An appeal is not possible.

§5 MEMBERSHIP:

(1) The members of the Society are divided into ordinary, supportive or honorary members.

(2) Full members can be persons of legal age who have knowledge and scientific qualifications in the field of allergology and/or immunology.

(3) Supporting members can be adults or legal entities (legal companies) who agree to provide regular, earmarked support to the society for the duration of their membership. The earmarking must correspond to the objectives described in §2.

(4) Only persons who have made special contributions to the development of allergology and/or immunology can become honorary members. The appointment and exclusion of honorary members are made by the board with a simple majority.

§6 DUTIES AND RIGHTS OF MEMBERS

(1) All members are obliged to look after and promote the interests of the Society.

(2) In general assemblies, ordinary members are entitled to vote, provided that they are not more than 2 years in arrears with their dues, and have the right to vote and stand for election.

(3) Ordinary members must pay the membership fee to be decided by the ordinary general meeting ("Annual General Meeting").

(4) Supporting members pay an annual subsidy.

(5) Honorary members do not have to pay a membership fee.

§7 WITHDRAWAL AND EXCLUSION

(1) Every member is free to leave at any time.

(2) Members who are in arrears with membership fees for more than two years and do not meet their payment obligation despite a reminder can be excluded by the board without giving further reasons.

(3) The exclusion of a member can be pronounced by a majority decision of the board if:

a) the member damages the reputation or interests of the association,

b) or if there is another important reason. The member must be notified of the exclusion in writing.

(4) The application for exclusion can be made by any member. Before a decision is taken on the expulsion, the member concerned must be given the opportunity to comment. Appeals against the exclusion to the Annual General Meeting are admissible within a period of one month from the date of dispatch of the corresponding letter from the Board of Management.

§8 ORGANS OF THE ASSOCIATION

The organs of the association are:

(1) the General Assembly (§9);

(2) the board of directors (§§ 10 to 13);

(3) the honorary president (§14);

(4) ÖGAI Professional Committees/Specialist Groups and Working Groups (§15)

(5) the auditors (§16);

(6) the arbitral tribunal (§17).

§9 GENERAL ASSEMBLY

(1) An ordinary general meeting ("annual general meeting") must be held once a year. The date must be announced to all members at least 6 weeks in advance of the announcement of the agenda. The Annual General Meeting will be convened electronically by e-mail. Motions must be submitted in writing to the Board of Directors 8 days before the General Assembly.

(2) In addition to the ordinary general meeting, an extraordinary general meeting can be convened at any time. The same deadlines apply to the convening of the Annual General Meeting as described in §13 (1) e.

(3) By separate resolution of the Management Board, the Annual General Meeting may be held as a video conference ("virtual Annual General Meeting"). In this case, it must be ensured that every member can participate in the General Assembly in real time from any location by means of an acoustic and visual connection. For the convening of a virtual Annual General Meeting, the regulations for the convening of the Annual General Meeting in person apply mutatis mutandis, with the proviso that the convening must also state which organizational and technical requirements must be met for the participation of members in the virtual General Meeting. The holding of a virtual ordinary general meeting must take place on an EU-GDPR-compliant video conference platform selected by the board, whereby the technical equipment of the association and that of the eligible members must be taken into account when choosing the video conference platform. At the same time, the convocation must be accompanied by a corresponding access link to the members for participation in the virtual General Assembly.

(4) Extraordinary General Meetings can also be held by way of a video conference on a separate resolution of the Executive Board ("virtual Extraordinary General Meeting"). For the convening of a virtual Extraordinary General Meeting, the regulations on the convening of an extraordinary in-person General Meeting and those on the convening of the ordinary virtual General Meeting shall apply mutatis mutandis, with the proviso that the choice of the specific video conference platform – regardless of which authorized group of persons or persons makes the request to convene the Extraordinary General Meeting – shall apply in any case the Board of Directors. Upon separate resolution of the Executive Board, each Extraordinary General Meeting may also be held in the form of an electronic vote of the members ("resolution by circulation"). The regulations on the convening of the Extraordinary General Meeting shall apply mutatis mutandis to the announcement and conduct of the electronic vote, with the proviso that the announcement must also publish specific motions for resolutions and specify the organisational and technical requirements to be met for the participation of the members. Furthermore, members must be given the opportunity to comment on the motions for resolutions in writing and to ask questions in writing up to 72 hours before the vote. The questions must be answered as soon as possible and published together with the answers in the same way as the written vote; Statements of the members must also be published without delay.

(5) An electronic vote must be carried out either on an EU-GDPR-compliant digital voting tool selected by the board of directors or by e-mail, whereby the choice of the digital voting tool must take into account the technical equipment of the association and that of the eligible members. The announcement must also be accompanied by a corresponding access link to the members for participation in the electronic vote. The substitution of the ordinary general meeting – regardless of whether it takes place virtually or in the presence of the members – by an electronic vote of the members is not permitted.

(6) The General Assembly is responsible for

a) the election of the President and the other members of the Executive Board;

b) the determination of the membership fee;

c) any amendment to the Articles of Association;

d) the decision in the appeal against an exclusion.

(7) The General Assembly has a quorum after 15 minutes, regardless of the number of members participating. All elections and resolutions of the general meeting are carried out by a simple majority of votes, with the exception of the dissolution of the association. In the event of a tie, a motion is considered rejected. Abstentions are not counted.

(8) For the electronic voting of the members on matters that fall within the competence of the General Assembly, the regulations on quorum apply mutatis mutandis in §9 paragraph 7.

§10 BOARD

(1) The board consists of 13 members:

a) the President and his/her two deputies (1st Vice-President: "president-elect" and 2nd Vice-President: "past president");

b) the secretary and his/her deputy;

c) the treasurer;

d) the recorder (Schriftführer:in)

e) the regular Board members, which is formed by a further six voting members without specific functions and areas of responsibility.

(2) The board can be expanded by an honorary president with a seat and vote (see §14 paragraph 2).

§11 BOARD ELECTION MODE

(1) The board members are elected by the members with a simple majority for two years. The term of office begins on 1 January of the year following the election. The term of office ends on 31 December of the second year following the election. Every two years, a first vice-president is elected ('president elect'), the former first vice-president becomes president and the previous president becomes second vice-president ('past president'). Each board member can only be re-elected once in direct succession in his or her specific function. Two of the advisory board members each are to come from the fields of allergology, basic immunological research and clinical immunology.

(2) The election list is drawn up by a nomination committee consisting of three persons (if possible, an allergist, a basic immunologist, a clinical immunologist) appointed by the board. Ideally, the retiring Second Vice President will chair the Nomination Committee. Every ÖGAI member is entitled to propose candidates for the election list to the nomination committee for the various board positions, whereby the proposer declares that he or she has obtained the consent of the candidates. The nomination committee obtains the written consent of the proposed candidates. Nominations must be received by the nomination committee no later than four weeks before the election.

(3) The Nomination Committee prepares a nomination for the members from the valid nominations, whereby the candidates should be selected from the proposals received according to the following guidelines:

a) If possible, at least two candidates for the election of the President-elect.

b) Up to a maximum of four times as many candidates for the positions according to § 10 paragraph (1) Lit a-d, as well as twice as many candidates for the positions according to § 10 paragraph (1) Lit e.

c) The selection of candidates should take into account the field of work and origin (geographically and by institution), so that a balance is achieved in the board according to these criteria. Attention must also be paid to gender equality.

(4) The election list consisting of the nomination proposal of the nomination committee as well as the additional candidates validly proposed by the ÖGAI members will be announced to all members at least 2 weeks before the election.

(5) The election takes place either on site at the ordinary general meeting ("Annual General Meeting") or in the form of a vote of the members electronically. The decision on the type of holding is made by the outgoing board. The announcement of the election must be made no later than 6 weeks after the election is held.

(6) If the election takes place at the ordinary general meeting ("Annual General Meeting"), the election will take place personally and secretly by the members by means of prepared ballot papers. If the member is unable to attend, the written vote can be approved at the request of the member in the secretariat of the ÖGAI up to 4 weeks before the ordinary general meeting ("Annual General Meeting"). This vote must be received in a closed envelope at the ÖGAI secretariat 3 days before the Annual General Meeting (the date of the incoming mail stamp applies).

(7) In the case of an electronic vote, the regulations on the analogue election of the Board of Directors and postal voting shall apply mutatis mutandis with the proviso that the announcement must also specify the organisational and technical requirements to be met for participation in the electronic election of the Board of Directors and that the deadline for the latest possible electronic vote of three days before the General Meeting shall refer to the actual electronic vote cast by the member. An electronic vote must be carried out by means of an EU General Data Protection Regulation (GDPR)-compliant video conference platform, whereby the choice of the digital voting tool must take into account the technical equipment of the association and that of the members entitled to participate on the one hand and the possibilities of the voting tool to preserve the secrecy of the ballot on the other. The announcement must also be accompanied by a corresponding access link to the members for participation in the

electronic board election. The result of the election of the board of directors by circulation must be announced electronically to the voting members without delay – while maintaining the secrecy of the ballot.

(8) The president-elect must be elected by an absolute majority of the valid votes cast. Abstentions are not counted. If there is no such result in the first round of voting, a run-off election must take place between the two candidates with the most votes. In the event of a tie, the decision is made by lot.

(9) The other board positions are elected by a relative majority. In the event of a tie, the decision is made by lot.

§12 TASK OF THE BOARD OF DIRECTORS

(1) The board of directors adopts its rules of procedure.

(2) The board decides on the admission and exclusion of ordinary and extraordinary members, supporting members, as well as on the appointment and exclusion of honorary members.

(3) The Board of Directors convenes the ordinary and extraordinary general meetings.

(4) The board of directors manages the association's assets, prepares the annual accounts and prepares an annual report and an annual estimate.

(5) The board of directors handles all association matters that the statutes do not reserve for any other body of the society.

(6) The board is responsible for holding the scientific events. It may appoint a member/group of members of the Society to plan or carry out the event, who shall be accountable to the Board of Directors in this regard. In the event of a scientific prize being announced by the Society, the Board of Directors must obtain independent peer reviews of the work submitted for it. The board makes the decision on the awarding of the respective prizes.

(7) The Board of Directors of the Society nominates or confirms the archivist. If the archivist is not a member of the board, he/she must be included in the board as a co-opted member (without voting rights).

(8) The board of directors passes its resolutions with a simple majority. At least seven votes must be cast in order to pass a resolution, whereby the vote can be cast in person, in writing or electronically. In the event of a tie, the President has the right to direct.

(9) The meetings of the Board of Directors may be held as a video conference at the decision of the President ('virtual Board meeting'). In this case, it must be ensured that every board member can participate in the board meeting in real time from any location by means of an acoustic and visual connection. For the convening of a virtual board meeting, the regulations for convening the face-to-face board meeting apply mutatis mutandis, with the proviso that the notice must also announce which organizational and technical requirements must be met for the participation of the board members in the virtual board meeting. The holding of a virtual board meeting must take place at the election of the president on an EU-GDPR-compliant video conference platform, whereby the choice of the video conference platform must take into account the technical equipment of the association and that of the eligible board members. At the same time, the convocation must be

accompanied by a corresponding access link to the board members for participation in the virtual board meeting.

(10) Furthermore, the meetings of the Board of Directors may also be held in the form of an electronic vote of the Board members at the decision of the President ('Resolution of the Board of Directors by Circulation'). The regulations on the convening of the face-to-face meeting of the Board of Directors shall apply mutatis mutandis to the announcement and conduct of the electronic vote, with the proviso that the announcement must also publish specific motions for resolutions and specify the organisational and technical requirements to be met for the participation of the members of the Board of Directors. Furthermore, the members of the Board of Directors must be given the opportunity to comment on the motions for resolutions in writing up to 72 hours before the vote and to ask questions in writing. The questions must be answered without delay and, together with the answers, made known to the members of the board in the same way as the written vote; Statements by the members of the Board of Directors must also be published immediately. At the election of the president, an electronic vote must be carried out either by e-mail or by means of an EU-GDPR-compliant digital voting tool, whereby the choice of the digital voting tool must take into account the technical equipment of the association and that of the eligible board members. The announcement must also be accompanied by a corresponding access link to the board members for participation in the electronic vote.

(11) Copies and announcements etc. must be authenticated by the President and the Secretary. Payment orders must be signed by the president or the treasurer.

(12) The Board of Directors of the Society shall ensure that at least one scientific meeting per year is organized and convened in accordance with the purpose of the Society. Invitations must be announced to all members in good time, accompanied by a programme.

§13 SPECIAL TASKS OF INDIVIDUAL BOARD MEMBERS

(1) The duties of the President include the following activities:

a) The convening and chairing of the meetings of the Board of Directors and the General Assembly. A board meeting must also be convened within 4 weeks if half of the board members request it.

b) Implementation and resolutions of the board and the general meeting.

c) Representation of the association externally.

d) If the president is permanently prevented from carrying out his/her duties, this task is incumbent on the president-elect. This person can also take on this task if he/she is commissioned to do so by the president. If the President is not in a position to carry out resolutions of the Board of Directors or the General Assembly within a reasonable time, the president-elect is entitled to convene a meeting of the Board of Directors without being instructed by the President. In this case, the Board of Directors may instruct the president-elect to continue the business until an extraordinary general meeting is convened, which must take place within 6 weeks. The final decision on the continuation of the business will be made by the Annual General Meeting.

e) An extraordinary general meeting may be convened by the president at any time. He/she is obliged to do so within 6 weeks if this is requested by half of the board members or by one tenth of the members (cut-off date: time of the request) by announcing an agenda item.

(2) The secretary's duties include the following activities:

a) The secretary must keep the current agendas on record and ensure the orderly handling of current business on behalf of the president.

b) If the Secretary is permanently prevented from attending or at his or her request, the Secretary's Deputy shall take over the responsibilities of the Secretary on behalf of the President.

(3) The tasks of the treasurer include the following activities:

a) The treasurer manages the cash register of the association according to the resolutions of the board.

b) He/she must draw up the annual financial statements one week before the ordinary general meeting ("Annual General Meeting") and submit them to the auditors for revision.

c) If the treasurer is permanently prevented from attending or at his or her request, a member of the advisory board will take over the treasurer's agendas on behalf of the president. The General Assembly shall be informed thereof.

(4) The tasks of the secretary include the following activities:

a) The secretary must take minutes at the board meeting and at the general meeting.

b) If he/she is unable to attend the meetings in accordance with para. 4 lit. a, the president entrusts another person on the board with this task.

§14 HONORARY PRESIDENT

An Honorary President can be elected to the Board of Directors by the ordinary General Assembly ("Annual General Meeting") on the proposal of the Board of Directors with a simple majority for a term of office of 3 years with a seat and vote. At the same time, only one honorary president can be in office. He/she is exempt from paying membership fees.

§15 ÖGAI PROFESSIONAL COMMITTEES/SPECIALIST GROUPS, NGIs and working groups

The Board of Directors may, at the request of members, set up professional committees/specialist groups and working groups. The spokesperson can also be admitted to the board as a co-opted member (without voting rights) by decision of the board.

(1) Professional committees/specialist groups focus on clinical subjects and clinically relevant issues in the field of allergology and immunology (e.g. preparation of guidelines, recommendations on clinical questions of diagnosis and therapy of allergological and immunological diseases, etc.), questions of training and advice on health issues.

(2) Next Generation Immunologists (NGIs) are the ÖGAI junior staff for and by young researchers in the fields of immunology and allergology in Austria. The aim of the NGIs is to inform young scientists about processes and current topics in the scientific world.

(3) Working groups should deal with a specific scientific or science policy topic. Working groups serve to network scientists within the ÖGAI on a national and international level.

§16 AUDITORS

(1) Two auditors are elected by the General Assembly for a period of two years, and they can be re-elected twice. The elections take place at the same time as the board elections. The nomination is made by the nomination committee, which also submits the nomination for the board elections. The auditors may not belong to any body of the association according to §8 (2-3) - with the exception of the general meeting - whose activities are the subject of the audit. The auditors do not have to be members of the society.

(2) The auditors are responsible for auditing the financial management of the association with regard to the regularity of the accounts and the use of funds in accordance with the statutes, as well as reporting to the general assembly. The board of directors must submit the necessary documents to the auditors and provide the necessary information. The audit report must confirm the regularity of the accounts and the use of funds in accordance with the statutes or show any identified management deficiencies or threats to the existence of the association. Furthermore, self-dealing as well as unusual income or expenditure must be shown.

(3) Legal transactions between auditors and the association require the approval of the general assembly.

§17 ARBITRATION COURT

Disputes arising from the association relationship are decided by an arbitral tribunal, to which each party to the dispute nominates a member of the society as arbitrator. In the event of default, the board appoints the referees. The members of the arbitral tribunal elect a chairperson as a third member. In the event of disagreement, the decision will be made by lot among the proposed persons. The arbitral tribunal shall make its decisions by a majority of votes. They are carried out by the board.

§18 DISSOLUTION OF THE ASSOCIATION, CESSATION OF THE PREVIOUS BENEFICIARY PURPOSE

(1) The dissolution of the association can only take place by a specially designated general meeting, which must be convened at least 4 weeks in advance. The provisions of §9 shall apply to the quorum. The dissolution takes place when two thirds of the members of the association present who are entitled to vote vote in favour orally or in writing.

(2) This general meeting must also decide on the liquidation – if there are association assets. In particular, it must appoint a liquidator and take a decision on to whom he or she is to transfer the association's assets remaining after the liabilities have been covered.

(3) In the event of the dissolution of the association or if its previous privileged purposes cease to exist, the assets of the association remaining after the liabilities have been covered are to be used for the purposes listed in this legal basis, which are favoured in accordance with § 4a.2 of the Income Tax Act 1988.

Univ.Prof. Mag. Dr. Wilfried Ellmeier	Dr. Nicole Boucheron
(President)	(Secretary)