

Articles of Association of the Christ Church Support Association

[Unofficial translation by Andrew Rooke and Philip Reading.
The main changes compared to the previous Articles have been
highlighted.]

I. Name, domicile and activity

- (1) The name of the association is
**Verein für die Förderung und Unterstützung der anglikanischen
Kirche in Österreich - Christ Church Support Association.**
- (2) It is domiciled in Vienna and its activities extend to Austria
and the whole world.
- (3) The financial year is a calendar year ending on 31 December.
- (4) For the sake of readability, this document dispenses with the use
of separate male and female forms of words. All references to
persons apply equally to all genders.

II. Purpose

The Association, whose activities are non-profit, has the purpose of promoting the Anglican Church in Austria, pursuing charitable activities, promoting art and culture, developing personal skills, protecting a classified building, environmental protection, nature conservation, protection of animals, disaster relief, caring for the welfare of children and young people, promoting ecumenical activities, education for children and adults.

III. Means for achieving the Association's objectives

- (1) The purpose of the Association shall be achieved through the activities and financial resources mentioned in (2) and (3).
- (2) The following activities are envisaged for realising the purpose of the Association:
 - a) The maintenance, adaptation and decoration of the classified church building of Christ Church located in Jaurèsgasse, 1030 Vienna;
 - b) The creation and maintenance of premises required by the Anglican Church in Austria for performing its ecclesiastical activities (e.g. assembly rooms of the congregation);

- c) Organisation and implementation of activities and events, especially informative talks, classes and discussions, lectures, worship, concerts, seminars, workshops, exhibitions, retreats, readings and podcasts;
 - d) Support for administrative activities performed for the Anglican Church in Austria;
 - e) Raising funds for the Anglican Church in Austria, especially through bazaars, flea markets and similar sales activities;
 - f) The acquisition of rental and ownership rights in premises which are made available to the Anglican Church in Austria for its ecclesiastical and charitable activities;
 - g) Volunteer activities with a view to providing people in need with practical and financial support;
 - h) Providing teaching aids and resources for the practice of religion and for learning and practicing the English language;
 - i) Operation of a website and/or other electronic media;
 - j) Publication of literature;
 - k) Establishment and operation of an archive;
 - l) Establishment and operation of a library;
 - m) Cooperation with Austrian and non-Austrian institutions;
 - n) Organisation and implementation of bazaars and flea markets;
 - o) Running of a shop;
 - p) The founding of legal entities and participation in corporations if these promote the purpose of the Association.
- (3) The funds required for this purpose shall be raised through:
- a) Membership fees,
 - b) Subsidies and grants,
 - c) Donations, collections, inheritances, legacies and other bestowals,
 - d) Income from events held by the Association,
 - e) Income from other business activities of the Association listed in Section III.(2),
 - f) Income from bazaars and flea markets,
 - g) Shop income,
 - h) Contributions from sponsors,
 - i) Advertising income,
 - j) Income from the management and sale of assets.

**IV. Eligibility for charitable status
according to Section 34 ff. of the Austrian Fiscal Code
(Bundesabgabenordnung – BAO)**

- (1) The Association exclusively and directly pursues the purposes outlined in the Articles of Association.
- (2) The Association's activities have a non-profit purpose.

- (3) Any windfall profits may only be used to fulfil the tax-privileged purposes which are specified in the Articles of Association.
- (4) The Association's economic businesses do not compete with tax-liable businesses of the same or similar kind to a larger extent than is unavoidable for the fulfilment of the purposes of the Association.
- (5) The Association may only conduct businesses which are detrimental to its preferential tax treatment status, commercial businesses or agricultural and forest enterprises if these have obtained exemption permits in accordance with Section 45a or Section 44 (2) of the Austrian Fiscal Code.
- (6) The Association's financial resources shall only be used for its tax-privileged purposes. The members of the Association may not receive any share of the profits, and outside of the Association's purpose or other than as consideration for services rendered, no other gifts/bestowals or pecuniary advantages from the Association's financial resources in their capacity as members.
- (7) When leaving the Association and in the event of the Association's dissolution, the Association's members may receive no more than the capital contribution and the market value of any contributions in kind. The repayment of their capital contribution is limited to the value of such capital contribution, and the return of contributions in kind to the market value at the time when these are returned. Increases in value may not be taken into consideration.
- (8) Nor may any person be given preferential treatment through administrative outlays which are not compatible with the purposes of the Association, or through disproportionately high remuneration (salaries) or such remuneration which is not granted on an arm's length basis.
- (9) All governing bodies of the Association shall avoid the wasteful use of resources.
- (10) Donations that are collected may only be used for the tax-privileged purpose mentioned in the Association's *Purpose*.
- (11) The corporation's administrative costs incurred in connection with the use of the donations amount to no more than 10% of income from donations without taking into account the costs incurred for compliance with the transmission requirement in accordance with Section 18 (8) of the Austrian Income Tax Act (Einkommensteuergesetz - EstG).
- (12) The Association may pass funds totalling less than 10% of overall resources on to other institutions as gifts or, with due earmarking in accordance with Section 40a (1) of the Austrian

Fiscal Code, to charitable organisations provided there is at least one common organisational purpose.

- (13) In pursuit of its purpose, the Association may draw on third parties within the meaning of Section 40 (1) of the Austrian Fiscal Code. The acts of such persons are to be regarded as acts of the Association.
- (14) The Association may provide supplies and services to other corporations eligible for tax relief under with Section 34 ff. of the Austrian Fiscal Code through the application of Section 40a (2) of the Austrian Fiscal Code. This activity shall not exceed 50% of the Association's overall activities. The recipient of the services must be charged the Association's own costs.
- (15) The Association may act as a sub-contractor for other corporations in whole or in part in accordance with Section 40 (1) of the Austrian Fiscal Code.
- (16) The Association may cooperate with other parties. If not all cooperation partners are eligible for tax relief within the meaning of Section 34 ff. of the Austrian Fiscal Code, the purpose of the cooperation and its contribution to the cooperation must directly promote the Association's charitable purpose in accordance with Section 40 (3) of the Austrian Fiscal Code and there may not be an outflow of funds to a cooperation partner eligible for tax relief who does not qualify as such within the meaning of Section 34 ff. of the Austrian Fiscal Code.
- (17) The Association may establish legal entities and acquire shares in corporations. The following conditions must be fulfilled if a corporation is founded without an owner: The corporation that is founded must fulfil the requirements of Section 34 ff. of the Austrian Fiscal Code, at least one of its purposes must be compatible with the purposes of the founder, the allocated funds must serve to capitalise the newly-founded corporation and the transfer of funds must indirectly serve to realise the founder's purposes.
- (18) To the extent that this is possible with the available funding and the Association's purpose, the Association may have employees or use a third party to fulfil the purpose. Members of the Association, including Association functionaries, may be paid if such payment is made for activities which go beyond the scope of the Association's activities in the narrowest sense, and on an arm's-length basis.

V. Types of membership

- (1) The Association shall consist of ordinary and extraordinary members.
- (2) Ordinary members are natural persons who take part fully in the work of the Association.
- (3) Extraordinary members are physical or legal persons who closely identify with the purpose of the Association and support the Association's activities above all through payment of a higher membership fee fixed specifically for them.

VI. Becoming a member

- (1) An application for membership is to be submitted in writing to the Managing Board.
- (2) The Managing Board decides without recourse on the admission of ordinary and extraordinary members. Membership may be denied without giving a reason. The candidate applying for membership shall be informed of the Managing Board's decision.

VII. Termination of membership

- (1) Membership may be terminated by death (or loss of legal personality of legal persons), resignation or expulsion.
- (2) A member may resign at any time, with at least one month's notice to the Managing Board. If notice is given too late, it shall be effective only at the next date when a member can leave the Association. The date of postage shall be decisive for determining the timely giving of notice.
- (3) The Managing Board may expel a member if they are more than six months in arrears with payment of their membership fees and other payments despite being twice reminded in writing. This does not affect the member's obligation to pay the membership fees that have meanwhile become due for payment.
- (4) The Managing Board may expel a member from the Association at any time for gross breach of membership duties or for dishonourable conduct.

VIII. Rights and duties of members

- (1) Members are entitled to take part in all events and meetings of the Association and to use the facilities of the Association on the terms specified by the Managing Board.
- (2) Every member has a right to attend the Annual General Meeting.
- (3) The right to vote at the Annual General Meeting and to stand for Board membership is restricted to ordinary members.
- (4) Every member is entitled to request the Articles of Association from the Managing Board.
- (5) At least one tenth of all members may request the Managing Board to call a General Meeting.
- (6) The Managing Board shall inform members of the Association's activities and financial management at every General Meeting. The Managing Board shall moreover be required to also provide such information within four weeks if so requested by at least one tenth of members upon giving specific reasons for such request.
- (7) The Managing Board shall inform members of the audited financial statements. The auditors must be involved if this takes place at the General Meeting.
- (8) Members undertake to promote the interests of the Association to the best of their ability and to refrain from doing anything which could harm the reputation and purpose of the Association. They should comply with the Association's Articles of Association and the resolutions of its governing bodies.
- (9) Ordinary and extraordinary members undertake to promptly pay their respective membership fees in the amount determined by the Managing Board.
- (10) Members attending meetings or events of the Association may be required to pay a participation fee.

IX. Governing bodies

The governing bodies of the Association shall be the General Meeting (Sections X. and XI.), Managing Board (Sections XII., XIII., XV.), Auditors (Section XVI.) and the Board of Arbitration (Section XVII.).

X. General Meeting

- (1) The General Meeting is the meeting of members within the meaning of the Austrian Act on Associations and Societies 2002 (Vereinsgesetz - VerG). An ordinary General Meeting shall be held once a year within six months from the beginning of any calendar year.
- (2) An extraordinary General Meeting shall be convened
 - a) by resolution of the Managing Board or of the ordinary General Meeting,
 - b) on the basis of a written proposal by at least one tenth of all members,
 - c) at the request of the auditors (Section 21(5) first sentence VerG),
 - d) by resolution of one or all auditors (Section 21(5) second sentence VerG, Section XII.(3) third sentence of these Articles of Association),
 - e) by resolution of a trustee appointed by a court (Section XII(3) last sentence of these Articles of Association)no later than three months after receipt of the proposal to convene by the Managing Board.
- (3) All members shall be sent a written invitation by post, telefax or e-mail to the address, fax number or e-mail address of which the Association has been notified by the member, at least four weeks before the date set for any ordinary or extraordinary General Meeting. The invitation shall include a draft agenda for the meeting. The meeting shall be convened by the Managing Board (items 1 and 2 (a-c)), by one or more auditors (item 2 d) or by a trustee appointed by a court (item 2 e).
- (4) Additional items for the agenda may only be submitted in writing to the Managing Board by ordinary members at least three weeks before the date of the meeting. Changes to the Articles of Association or the dissolution of the Association can only be proposed by members of the Managing Board or one tenth of all members of the Association. If additional items on the agenda have been proposed in a timely manner, the Managing Board has up to one week before the General Meeting within which to send all members a final (proposed) agenda. Proposals for the final agenda may be submitted to the Managing Board in writing within three days prior to the General Meeting.
- (5) Valid resolutions, except those concerning a proposal for convening an extraordinary General Meeting, may only be made on items on the agenda.
- (6) All members are entitled to attend a General Meeting. Only ordinary members are entitled to vote, each member having one

vote. Legal persons are represented by proxy. A voting right may be transferred to another member by way of a written proxy.

- (7) A General Meeting is quorate if two thirds of all voting members are present. If the General Meeting is inquorate at the appointed time, it shall commence one hour later with the same agenda, and be quorate irrespective of the number of members present.
- (8) Elections and resolutions of General Meetings are usually passed with a simple majority of votes cast. Resolutions to amend the Articles of Association or for the dissolution of the Association shall require a qualified majority of two thirds of the valid votes cast.
- (9) General Meetings shall be chaired by the Chairperson, or in their absence by another member of the Managing Board. If all Managing Board members are absent, the meeting shall be chaired by the ordinary member most senior in years.
- (10) The organiser of the meeting, which is generally not open to the public, may allow guests to attend the meeting.
- (11) A virtual General Meeting is permissible if participants can take part in real time by means of a two-way acoustic and optical connection and every participant who is entitled to speak at the meeting has the possibility to give their input and participate in voting procedures. The remaining provisions of Section X. apply analogously.
- (12) Resolutions of the Association may also be made by written procedure, including by means of telefax or other equipment for the transmission of written documents.

XI: Functions of the General Meeting

The General Meeting shall have the sole right to:

- a) Receive and approve the annual report and financial statements with the involvement of the auditors;
- b) Decide on the annual budget;
- c) Approve the acts of the Managing Board;
- d) Appoint and dismiss members of the Managing Board, approve the co-opting of Managing Board members by the Managing Board and elect and dismiss the auditors;

- e) Pass resolutions on amendments to the Articles of Association and on the voluntary dissolution of the Association;
- f) Discuss and decide any other matters featuring on the agenda.

XII. Managing Board

- (1) The Managing Board is the Association's governing body within the meaning of Section 5 (3) VerG and shall be composed of at least three members: the Chair, the Secretary and the Treasurer, as well as any other Managing Board members.
- (2) The distribution of functions within the Managing Board is the responsibility of the Managing Board, which can determine its own rules of procedure.
- (3) The Managing Board shall be entitled to co-opt a replacement for any member leaving the Board, such co-opting to be endorsed ex post by the next General Meeting to be held. The period of office of the co-opted Managing Board member is linked to the period of office of the Board member who has left. In the complete absence of the Managing Board or in its absence for an unforeseeable longer period without taking measures to ensure the replacement of Board members through co-option, every auditor is obliged to immediately convene an extraordinary General Meeting for the election of a new Managing Board. If the auditors should also be unable to take the appropriate action, any group of three ordinary members who perceive the emergency situation is entitled to immediately convene an extraordinary General Meeting or immediately ask the competent court to appoint a curator who shall convene an extraordinary General Meeting without delay.
- (4) The period of office of the Managing Board shall be three years, plus the period up to the election of a new Board. The Managing Board members may be re-elected. Every function on the Managing Board is generally to be performed in a personal capacity; auxiliary persons may be called on to assist with specific activities.
- (5) Meetings of the Managing Board are convened, orally or in writing, by the Chair; in their absence by their deputy or the Secretary. If they are also absent for an unforeseeable longer period, the Managing Board may be convened by any other Managing Board member.
- (6) While the meetings of the Managing Board are not open to the public, guests may be invited but without voting rights.
- (7) The Managing Board is quorate if all members have been duly invited and at least one half of them are present.

- (8) Decisions of the Managing Board shall be made by simple majority, the Chair having a casting vote in the event of evenly divided votes. Decisions may be reached by written procedure.
- (9) Meetings of the Managing Board are chaired by the Chair, or in their absence by their deputy. In both their absence, or if there is no regular deputy, an ad-hoc deputy may be appointed.
- (10) The term of office of a Board member shall normally end by the member's death or at the expiry date (item 4); otherwise by the incumbent's dismissal (item 11) or resignation (item 12).
- (11) The General Meeting can dismiss the entire Board or individual members at any time.
- (12) Members of the Managing Board can tender their resignation in writing at any time. Individual resignation letters shall be addressed to the Managing Board, that of the entire Board shall be addressed to the General Meeting. The resignation shall not be tendered in an untimely manner which could harm the Association.
- (13) A virtual General Meeting is permissible if participants can take part in real time by means of a two-way acoustic and optical connection and every participant who is entitled to speak at the meeting has the possibility to give their input and participate in voting procedures. The remaining provisions of Section XII. apply analogously.

XIII. Functions of the Managing Board

- (1) The Managing Board shall be responsible for the management of the Association. It shall be responsible for any function not assigned by these Articles to another governing body. In particular, it shall have the following responsibilities:
 - a) Operate an accounting system compatible with the requirements of the Association with continuous records of income/expenses and maintenance of a schedule of assets as a minimum requirement;
 - b) Preparation of the annual budget and the annual report;
 - c) Preparation of the financial statements and a schedule of assets within five months of the balance sheet date;
 - d) Determination of the amount of the membership fee, if any;
 - e) Preparation for and convening of the General Meeting in the cases mentioned in Section X. (1) and (2) a-c of these Articles;
 - f) Inform members of the Association's activities, its management and the audited financial statements;
 - g) Management of the Association's assets;

- h) Admission and expulsion of ordinary and extraordinary Association members;
 - i) Maintain a list of members;
 - j) Appointment and termination of employees of the Association;
 - k) Notify the competent Finance Office within one month of any amendment to the Articles of Association which affects the Association's preferential tax treatment status.
- (2) The Managing Board is entitled to amend the Articles of Association if this should be necessary to meet the requirements of the relevant authorities and/or to obtain or maintain the status of a non-profit or charitable organisation. This entitlement is limited to changes which are required by the authorities or which result from applicable laws.
- (3) The functions of the Managing Board may be delegated to a General Manager.

XIV. General Manager

The Managing Board shall be entitled to appoint a General Manager who is not a member of the Association. The Terms of Reference of the General Manager shall be determined by the Managing Board. The Chair may appoint them to represent the Association and to make binding commitments with regard to the responsibilities assigned to them.

XV. Particular responsibilities of Board members

- (1) The Chair shall represent the Association externally. In their absence the General Manager, if any, shall represent the Association externally, otherwise the Treasurer.
- (2) Written documentation needs to be signed by the Chair in order to be valid.
- (3) In extremis the Chair shall be entitled to take measures on matters normally in the purview of the General Meeting or the Managing Board; such measures taken shall be subject to ex-post endorsement by the relevant governing body.
- (4) The Treasurer shall be responsible for the proper management of the Association's finances.
- (5) The Secretary shall assist the Chair in the management of the Association's affairs. They shall be responsible for the keeping of the minutes of meetings of the General Meeting and the Managing Board.

- (6) Legal transactions between a member of the Managing Board and the Association require the approval of another Managing Board member.

XVI. Auditors

- (1) Two auditors, who do not need to be members of the Association, shall be elected by the General Meeting for a period of three years. They may be re-elected. The auditors may not belong to a governing body (with the exception of the General Meeting) whose activity is the focus of an audit.
- (2) The auditors shall audit the financial management of the Association within four months of the preparation of the statement of receipts and expenditure with a view to ensuring the application of proper accounting standards and that financial resources are used in compliance with the Articles of Association. The Managing Board shall provide the auditors with the requisite documentation and information required by them. The auditors shall inform the General Meeting of the outcome of their audit. The auditor's report shall confirm the application of proper accounting standards and that financial resources were used in line with the Articles of Association, or it shall disclose deficiencies in financial management or risks for the continued existence of the Association. It must moreover report any instances where the Association conducted business on its own account or any unusual receipts or expenses.
- (3) If the Association is required by law to appoint an external certified financial accountant, then they shall act as auditors within the meaning of these Articles of Association. This applies also in the event that a certified financial accountant is appointed voluntarily.
- (4) Legal transactions between the auditors and the Association are only valid if approved by a Managing Board member. The provisions of Section XII (10) to (12) shall moreover apply to the auditors analogously.

XVII. The Board of Arbitration

- (1) All disputes between the Association and its members or between members shall be subject to arbitration by a Board of Arbitration. It is a "Conciliation Board" within the meaning of the VerG and not an arbitration court pursuant to Section 577 ff. of the Austrian Code of Civil Procedure (Zivilprozessordnung - ZPO).

- (2) The Board of Arbitration shall consist of three persons who do not need to be Association members. It shall be formed by the nomination of one arbiter by each of the parties to a dispute, with the Managing Board being notified of the relevant persons. If the Managing Board or the Association is the other party to a dispute, then the Managing Board shall nominate the additional member of the Board of Arbitration within fourteen days; if another Association member is involved in the dispute, the Managing Board shall request the member to nominate an additional member of the Board of Arbitration within fourteen days of receipt of such request.
- (3) These two arbiters unanimously elect a third person as chairperson of the Board of Arbitration. If this is not possible, the chairperson shall be determined by lot from among the persons appointed by the arbiters for that position. The arbiters are obliged to cooperate in this determination. If an arbiter thus appointed prevents the formation of a Board of Arbitration or its work, this is to be attributed to the member who nominated them and the Managing Board shall request that member to find a replacement for them within a reasonable period of time.
- (4) The Board of Arbitration initially aims for an amicable settlement. If that is not possible, it is authorised to make a decision on the dispute that is the subject of the mediation. While the parties to a dispute may be represented by lawyers, costs will not be awarded. However, in the course of the proceedings, the Board of Arbitration may recommend that costs be paid by one of the parties.
- (5) Decisions of the Board of Arbitration shall be reached by simple majority of all its members. The parties to the dispute shall be given the possibility to comment on the matter in dispute either orally or in writing. The Board of Arbitration may arrange for an oral hearing with the parties to the dispute if it feels this may be expedient. It shall decide to the best of its abilities. The chairperson of the Board of Arbitration shall be responsible for issuing an official copy of the Board's decision, supported by a reason. The Board's decision shall be without recourse.
- (6) If the opposing party does not nominate an arbiter within fourteen days of the plaintiff's nomination of an arbiter, or if it does not nominate a replacement (item 3) within an appropriate period, the matter in dispute is deemed to be accepted.

XVIII. Voluntary liquidation of the Association

- (1) A resolution for the voluntary dissolution of the Association can only be passed with a majority of two thirds of valid votes cast at an ordinary or extraordinary General Meeting which has already expressly included this agenda item in the invitation.
- (2) Such General Meeting resolution shall provide for any liquidation of assets, if applicable. It shall in particular appoint a liquidator and decide to whom any assets of the Association remaining after deduction of liabilities are to be transferred.
- (3) Unless the General Meeting has decided otherwise, the liquidator, who has authority to act on behalf of the Association, shall be the Chair.
- (4) The last Managing Board of the Association shall notify the competent authorities responsible for associations in writing of the voluntary liquidation within four weeks of the decision being taken.

XIX. Use of the Association's assets in the event of the Association's dissolution or loss of tax-privileged purposes

In the event of the Association's liquidation, whether voluntary or by order of the authorities, its abolition or discontinuation of the Association's preferential purposes, the Association's assets after deduction of liabilities shall devolve to the Anglican Church in Austria to be used for charitable or ecclesiastical purposes within the meaning of Section 34 ff. of the Austrian Fiscal Code. If the Anglican Church in Austria should no longer exist when the assets are liquidated following the Association's dissolution or loss of its tax-privileged purposes, no longer fulfil the requirements for tax benefits pursuant to Section 34 ff. of the Austrian Fiscal Code, or if the devolution of assets as outlined above should not be possible for whatever reason, the remaining assets of the Association shall be assigned to other charitable or ecclesiastical purposes pursuant to Section 34 ff. of the Austrian Fiscal Code. To the extent that this is possible and permissible, the assets should in that case fall to institutions whose purposes are the same as or similar to those of this Association.