

STATUTES

(Association statutes in accordance with the Austrian Associations Act of 2002)

§ 1 - Name, place of establishment and field of activity

(1) The Association shall bear the name “*Österreichische Agentur für wissenschaftliche Integrität*” (OeAWI), which is translated into English as “Austrian Agency for Research Integrity”.

(2) The Association shall have its head office in Vienna, Austria, and its activities shall extend to the entire country. The Association may also undertake activities in other countries.

(3) The Association may establish branch associations. In addition, the Association may also invest in and cooperate in the management of business organisations related to the objectives of the Association.

§ 2 - Objectives of the Association

The objectives of this non-profit association are as follows:

- a. to promote science and research by safeguarding good scientific practice;
- b. to conduct research on methods for safeguarding good scientific practice and to document those methods accordingly;
- c. to establish and maintain a service and information office for persons and organisations interested in safeguarding good scientific practice;
- d. to act as a “clearing house” for persons or institutions which suspect violations of the rules of good scientific practice and for persons or institutions accused of such violations.

§ 3 - Activities undertaken to fulfil the Association’s objectives

The objectives of the Association are to be fulfilled by the following activities in particular:

- a. Commissioning and preparing assessment reports on the proper application of the rules of good scientific practice in all areas of science and research;
- b. Advising in all matters related to the rules of good scientific practice and scientific integrity;
- c. Coordinating and organising evaluation procedures in matters related to the rules of good scientific practice and scientific integrity;
- d. Developing procedures for the purpose of safeguarding good scientific practice with due attention to international developments;
- e. Collecting, documenting, creating and disseminating materials relevant to the objectives of the Association, including the results of the Association’s own activities;
- f. Releasing publications;
- g. Carrying out information activities and public relations work;
- h. Organising discussion events, workshops, working groups and other events relevant to the objectives of the Association;
- i. Cultivating contacts and cooperating with as well as joining institutions in Austria and abroad which pursue activities related to the objectives of the Association;
- j. Investing in and cooperating in the management of business organisations related to the objectives of the Association.

§ 4 - Means for fulfilling the Association's objectives

The material means required to fulfil the Association's objectives will be raised from the following sources:

- a. Membership dues;
- b. Proceeds from events as well as enterprises and firms owned by the Association;
- c. Public and private subsidies and grants;
- d. Donations, collections, inheritances and other payments.

The Association's assets are to be used solely for the purpose of fulfilling the objectives of the Association.

§ 5 - Types of membership

(1) The members of the Association shall be classified as full, special and honorary members.

(2) Full members shall be those who participate fully in the work of the Association. Special members shall be those who promote the Association's activities in other ways. Honorary members shall be those who are appointed as such due to extraordinary achievements in connection with the Association.

§ 6 - Acquisition of membership

(1) All physical and legal persons as well as organisations with legal personality are eligible to become members of the Association.

(2) Universities and institutions of higher education, research funding agencies and other organisations which conduct or support scientific research are eligible to become full members.

(3) Those physical and legal persons and other organisations with legal personality conducting or supporting scientific research which cannot become full members in accordance with Par. 2 but have an interest in the fulfilment of the Association's objectives are eligible to become special members.

(4) The General Assembly of the Association shall decide on the induction of full and special members by a two-thirds majority.

(5) Honorary members shall be appointed by the General Assembly on the basis of nominations by the Board of the Association.

(6) The induction of full or special members may be denied without any indication of reasons.

(7) Until the Association is formally established, members will be selected on a preliminary basis by the founders of the Association. However, those memberships will only become effective upon the formal establishment of the Association.

§ 7 - Termination of membership

(1) Membership in the Association shall lapse upon the member's death, loss of legal personality in the case of legal entities and organisations, or by resignation or expulsion.

(2) Members may only resign from the Association as of December 31 or June 30 each year. Members who wish to resign must notify the Board accordingly at least one month in advance. Where such notice is submitted less than one month prior to the resignation date, it will not become effective until the next resignation date. The postmark on the letter of resignation shall be used to determine whether such a notice is sent in time.

(3) The General Assembly may expel a member who falls more than six months into arrears in paying membership dues despite two written payment reminders indicating a reasonable period for late payment.

(4) The General Assembly may also decide to expel a member from the Association due to severe violations of other member obligations.

(5) In response to a motion from the Board, the General Assembly may revoke an honorary membership for the reasons listed in Par. 4.

(6) In cases where membership is terminated, the obligation to remit any unpaid membership dues will remain unaffected.

§ 8 - Rights and obligations of members

(1) Members are entitled to take part in all Association events (with the exception of meetings of organs other than the General Assembly) and to receive information on the Association's activities. The right to attend and vote at the General Assembly is reserved for full members in accordance with the provisions of Art. 10. Members of the Board and the Association's management are entitled to take part in the General Assembly.

(2) Members are obliged to make every reasonable effort to promote the interests of the Association and to avoid any actions which would be detrimental to the reputation or objectives of the Association. Members are required to observe the Statutes of the Association as well as the decisions and resolutions taken by the organs of the Association. Full and special members are obliged to pay their membership dues in a timely manner and in the amount set by the General Assembly.

(3) Full members are obliged to report severe cases of suspected scientific misconduct in their respective fields to the Agency for Research Integrity.

§ 9 - Organs of the Association

(1) The organs of the Association are the General Assembly, the Board, the Chairperson, the Managing Director, the Commission for Research Integrity, the Auditors and the Arbitration Committee.

(2) The organs of the Association are obliged to maintain the confidentiality of all matters pertaining to the Association vis-à-vis third parties unless the organs are required to disclose such matters in the course of their obligatory activities in the Association. This obligation shall apply to the organs of the Association regardless of the duration of their activities for the Association and shall remain in effect indefinitely after termination of those activities.

Moreover, the organs of the Association are obliged to adhere strictly to all provisions of the Austrian Data Protection Act (*Datenschutzgesetz*) as well as any other legal provisions, including those in other countries, which aim to protect the confidentiality of data.

§ 10 - General Assembly

(1) The General Assembly represents the "Assembly of Members" as defined in the Austrian Associations Act of 2002. An ordinary General Assembly shall be convened at least once per year.

(2) An extraordinary General Assembly is to be held within four weeks after a resolution of the Board or of the ordinary General Assembly, at the written request of at least one full member, or at the request of the Auditors.

(3) All full members are to be invited to ordinary as well as extraordinary General Assemblies in writing at least two weeks prior to the date of the assembly; these invitations may also be sent by fax or e-mail using the fax number or e-mail address provided by the member. The announcement of the General Assembly is to be accompanied by an agenda. The assembly is to be convened by the Board. In the cases listed under Art. 12 Par. 2, an extraordinary General Assembly may be convened by any Auditor or full member.

(4) Motions to the General Assembly are to be submitted to the Board in writing at least one week prior to the date of the assembly. Such motions may also be submitted by fax or by e-mail. The Board is obliged to inform the Association's full members of such motions without delay.

(5) Valid resolutions may be taken on motions pursuant to Par. 4 and on items listed on the agenda. With the exception of a resolution to dissolve the Association, resolutions may also be taken in writing in the form of a circular resolution. In such cases, votes are recognised if they are received by the Association's office within ten calendar days after delivery of the motion. Each vote must be signed by the person authorised to represent the member in question and submitted by letter or fax; votes submitted by e-mail will not be permitted. In such voting procedures, the quorum requirements defined in Par. 9 also apply.

(6) Full members who are represented in the FWF's Assembly of Delegates will have the right to as many votes in the Association's General Assembly as they are allotted in the FWF's Assembly of Delegates (§ 5 Abs 4 FTFG iVm GeO der Delegiertenversammlung des FWF). Full members who are not represented in the FWF's Assembly of Delegates shall generally have the right to one vote at the General Assembly; the General Assembly may decide by qualified majority to allot a different number of votes.

(7) Where a members are unable to attend the General Assembly, they shall be allowed to nominate a proxy to exercise their voting rights. Such assignments of voting rights must be in written form. However, no single member may be assigned more than five votes in total.

(8) The General Assembly shall constitute a quorum when at least half of the votes of full members are represented.

(9) Elections and resolutions in the General Assembly shall generally be decided/taken by a simple majority of the valid votes cast. As an exception, resolutions on the following matters require a qualified (i.e. two-thirds) majority of the valid votes cast:

- a. Changes in the Association's Statutes;
- b. Dissolution of the Association;
- c. Induction of full and special members;
- d. Expulsion of full and special members;
- e. Appointment of Board members;
- f. Dismissal of Board members;
- g. Appointment of the Managing Director;
- h. Dismissal of the Managing Director;
- i. Setting and changing membership dues as well as any additional costs to be borne by members;
- j. Appointment of members of the Commission for Research Integrity;
- k. Dismissal of members of the Commission for Research Integrity;
- l. Allotment of a different number of votes pursuant to Par. 6.

(10) The General Assembly shall be chaired by the Chairperson of the Association or – if s/he is unable to attend – by his/her deputy. In cases where the Deputy Chairperson is also unable to attend, the oldest member of the Board (in years) present shall chair the General Assembly.

§ 11 - Duties of the General Assembly

The following duties are reserved for the General Assembly:

- a. Receipt and approval of the Association's report and statement of accounts in cooperation with the Auditors;
- b. Resolutions on the Association's work program and projected budget;
- c. Definition of the number of Board members; appointment and dismissal of Board members, of the Managing Director and Auditors; and the replacement of departed members;
- d. Appointment of Auditors (as necessary) in accordance with Art. 22 Par. 4 of the Associations Act 2002;
- e. Approval of legal transactions between the Auditors and the Association;
- f. Approval of legal transactions between Board members or the Managing Director and the Association;
- g. Release of the Board;
- h. Setting of membership dues for full and special members as well as any additional costs to be borne by members;
- i. Induction and expulsion of full and special members;
- j. Conferral and revocation of honorary membership in response to a motion by the Board;

- k. Definition of the number of members of the Commission for Research Integrity as well as the appointment and dismissal of Commission members;
- l. Resolutions on changes in the Statutes and on the voluntary dissolution of the Association;
- m. Deliberations and resolutions on other motions pursuant to Art. 10 Par. 4 or according to the agenda;
- n. Definition of any compensation for expenses to be paid to the Association's management and members of the Commission for Research Integrity pursuant to Art. 17;
- o. Definition of the number of votes allotted to full members who are not represented in the FWF's Assembly of Delegates pursuant to Art. 10 Par. 6;
- p. Approval of the rules of procedure of the Commission for Research Integrity pursuant to Art. 17 Par. 4;
- q. Appointment of a chairperson for the Arbitration Committee pursuant to Art. 19 Par. 2 Sentence 5.

§ 12 - Board of the Association

(1) The Board shall comprise a Chairperson, a Deputy Chairperson and a maximum of four additional members. The number of members to be appointed to the Board shall be set by the General Assembly. Members of the Board do not have to be members of the Association or delegates of full members to the General Assembly.

(2) Board members shall be appointed by a two-thirds majority in the General Assembly; each full member shall have the right to nominate candidates for Board membership. Should all Board members leave the Board or be unable to perform their duties as Board members for a time period of unforeseeable length, each Auditor shall be obliged to convene an extraordinary General Assembly without delay for the purpose of electing new Board members. Should the Auditors also be incapable of action, then any full member who recognises the emergency shall be obliged to convene an extraordinary General Assembly without delay.

(3) The Board's term of office shall be two years. Board members may be re-elected multiple times.

(4) Board meetings shall be convened by the Chairperson of the Association (or by his/her deputy in cases where the Chairperson is unable to do so) in writing or verbally. In cases where the Deputy Chairperson is also unable to do so for a time period of unforeseeable length, then any other Board member may convene a Board meeting.

(5) The Board shall constitute a quorum when all of its members have been invited and at least half of its members are present at the meeting.

(6) The Board shall take resolutions by a simply majority vote; where voting results in a tie, the Chairperson shall have the casting vote. Resolutions to approve or change the rules of procedure for the Association's management shall require a two-thirds majority of votes. With the exception of the resignation of the entire Board, resolutions may also be taken in writing in the form of a circular resolution. In such cases, votes are recognised if they are received by the Association's office within ten calendar days after delivery of the motion. Each vote must be signed by the person authorised to represent the member in question and submitted by letter or fax; votes submitted by e-mail will not be permitted. In such voting procedures, the quorum requirements defined above shall apply.

(7) Board meetings are to be chaired by the Chairperson or his/her deputy if the Chairperson is unable to attend. In cases where the Deputy Chairperson is also unable to attend, the Board meeting shall be chaired by the oldest Board member (in years) present or by a Board member chosen by a majority of the other Board members.

(8) Board membership shall be terminated in the case of the member's death, due to expiration of the member's term of office, by dismissal or by resignation.

(9) The General Assembly may decide by a two-thirds majority to dismiss the entire Board or individual Board members at any time. Such dismissals shall enter into effect as soon as the new Board or Board member is appointed.

(10) Board members may announce their resignation in writing at any time. The letter of resignation is to be addressed to the Board or, in cases where the entire Board resigns, to the General Assembly. The resignation of a Board member shall only take effect once a new Board member has been appointed.

§ 13 - Duties of the Board

(1) The Board is responsible for leadership of the Association and is thus its “leadership body” as defined in the Associations Act of 2002. The Board is responsible for all duties which are not assigned to other organs of the Association under these Statutes. In particular, the Board’s activities shall encompass the following matters:

- a. Preparation of the projected annual budget and of the report and statement of accounts;
- b. Preparations for the General Assembly;
- c. Convening ordinary and extraordinary General Assemblies;
- d. Administration of the Association’s assets;
- e. Submitting motions to the General Assembly for the conferral and revocation of honorary membership;
- f. Hiring and dismissal of Association employees;
- g. Definition of rules of procedure to govern the duties and powers of the Association’s management;
- h. Ongoing monitoring of the activities of the Association’s management;
- i. Approval of authorisations pursuant to Art. 16 Par. 3.

(2) In the rules of procedure, the Board may empower the management to make certain decisions on matters falling within the scope of the Board’s responsibility. However, the following powers shall be reserved for the Board in any case:

- a. Taking out loans on behalf of the Association;
- b. Agreements on continuing obligations;
- c. Conclusion of legal transactions which would place unusually large burdens on the Association or which represent high risk to the Association.

Once issued, such authorisations may be retracted at any time.

§ 14 - Chairperson of the Association

(1) The Chairperson of the Association shall lead the General Assembly and the Board. In cases of imminent danger, the Chairperson is authorised to issue instructions independently on his/her own responsibility; within the Association, however, such instructions shall require ex post approval by the organ responsible.

(2) Should the Chairperson be unable to perform his/her duties, the Deputy Chairperson shall take his/her place.

§ 15 - Management of the Association

The Managing Director is to be elected by a two-thirds majority of the General Assembly for a term of two years. The Chairperson of the Association may be elected to the position of Managing Director.

(2) Within the scope of the authorisations granted by the Board and under the Board’s supervision, the Managing Director shall manage the Association’s day-to-day business activities.

(3) For the purpose of providing administrative support for all of the Association’s activities, an administrative office shall be established and managed by the Managing Director.

§ 16 - External representation of the Association

(1) The Chairperson of the Association and the Managing Director shall each represent the Association vis-à-vis the outside world. This representation shall also include transactions involving the Association’s assets. In order to be valid, any written documents issued by the Association must be signed by the Chairperson or the Managing Director.

(2) Legal transactions between the Association and Board members or the management must be approved by the General Assembly and signed by another Board member.

(3) Legal authorisations to represent the Association vis-à-vis the outside world or to sign on behalf of the Association may only be issued by the Chairperson of the Association after prior approval by the Board.

§ 17 - Commission for Research Integrity

(1) The Commission for Research Integrity is to promote adherence to the rules of good scientific practice and to ensure an independent investigation in cases of suspected scientific misconduct. The Commission for Research Integrity shall conduct activities for Association members and advise them in all matters related to scientific integrity, in particular in cases of suspected scientific misconduct, with due attention to international developments.

Commission members shall have the following duties and powers:

- a. Investigation of relevant facts in cases of suspected scientific misconduct;
- b. Preparation of opinions on the basis of its fact-finding investigations in cases of suspected scientific misconduct, if necessary with the help of specialists from Austria and/or abroad;
- c. Advising of members on the establishment of procedures for handling cases of suspected scientific misconduct;
- d. Evaluation of the Austrian science and research system with regard to problems involving scientific integrity;
- e. Execution of arbitration procedures in cases of suspected scientific misconduct;
- f. Development of measures to prevent scientific misconduct.

The Commission shall report on its activities to the Board twice per year. Members of the Board may attend Commission meetings as observers and in an advisory capacity.

(2) Upon nomination by the Austrian Science Board, established researchers from Austria and/or abroad shall be appointed to the Commission for Research Integrity by the General Assembly for a term of two years. Commission members may be re-appointed twice. The members of the Commission shall perform their duties completely independently, also vis-à-vis the organs and members of the Association. Commission members may also decide to investigate cases of suspected scientific misconduct on their own initiative after informing the management of the institution in question.

(3) The Commission for Research Integrity shall choose one member of the Commission to serve as Head of the Commission. The duties of the Head of the Commission for Research Integrity shall include convening meetings of the Commission, external scientific representation, and advisory membership in the Association's Board.

(4) The Commission for Research Integrity shall take decisions by a simple majority of votes. The Commission shall be subject to rules of procedure which must be approved by the General Assembly.

§ 18 - Auditors

(1) Two Auditors are to be appointed by the General Assembly for a term of two years. Auditors may be re-appointed twice. The Auditors must not belong to any organ of the Association except for the General Assembly.

(2) The Auditors shall be responsible for monitoring the Association's business activities on an ongoing basis as well as auditing the Association's financial conduct with regard to orderly accounting and the use of funds in accordance with these Statutes.

(3) Legal transactions between the Auditors and the Association must be approved by the General Assembly. Otherwise, the provisions set forth under Art. 12 Par. 8 to 10 shall apply analogously; the General Assembly may dismiss Auditors by a simple majority vote.

(4) In cases where an auditor of the accounts is appointed in accordance with Art. 22 Par. 4 of the Associations Act 2002, then no Auditors are to be appointed.

§ 19 - Arbitration Committee

(1) The Association's Arbitration Committee is to be called upon to settle any and all disputes arising from the association relationship. This Committee represents a "conciliation body" in accordance with the Associations Act 2002, not a court of arbitration as defined in the Austrian Code of Civil Procedure.

(2) The Arbitration Committee shall comprise three members, at least two of whom must be delegates of full members to the General Assembly. The Committee shall be formed as follows: One party to the dispute shall nominate a delegate of a full member as an arbitrator. Such nominations must be issued in writing and addressed to the Board. At the Board's request, which must be made within seven days after receiving the first nomination, the other party to the dispute shall also nominate a delegate as a member of the Arbitration Committee within 14 days of receiving said request. Upon notification by the Board (again within seven days), the arbitrators nominated in this way shall be required to choose a third member as chairperson of the Arbitration Committee within 14 days; this member need not be a delegate to the General Assembly. Should the members nominated to the Arbitration Committee be unable to agree on a chairperson, the third member shall be appointed by the General Assembly. With the exception of the General Assembly, the members of the Arbitration Committee must not belong to any organ whose activities are the subject of the dispute. Potential bias must also be taken into account.

(3) The Arbitration Committee shall make its decision by a simple majority vote, with all members of the Arbitration Committee present, after hearing both sides of the dispute. The Arbitration Committee shall make decisions to the best of its knowledge and belief. Within the Association, the Committee's decisions are to be considered final.

§ 20 - Dissolution of the Association

(1) The voluntary dissolution of the Association can only be decided upon in a General Assembly and only by a two-thirds majority of all valid votes cast.

(2) If the Association still holds assets, a decision on liquidation must be taken during the General Assembly in question. In particular, the General Assembly must appoint a liquidator and decide on the party to whom the Association's remaining assets are to be transferred once its liabilities have been covered.

(3) Should the Association be dissolved or lose its favoured tax status due to its purpose, the remaining assets belonging to the Association (where applicable) are to be transferred to an organisation or union which is recognised a non-profit organisation under the Austrian Federal Tax Code. The transfer of said assets must be made subject to the condition that the assets be used for non-profit, charitable or religious purposes in accordance with Articles 34 et seq. of the Austrian Federal Tax Code.