

# STATUTES

(Association statutes in accordance with the Austrian Associations Act of 2002, as amended - VerG)

## § 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 and if necessary, also in other countries.

(3) The Association may establish branch associations.

## § 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 contact point for persons or institutions which suspect violations of the rules of good scientific practice and for persons or institutions accused of such violations;
- e. independent investigations by the Commission for Research Integrity (§ 16);
- f. to establish contact and cooperation with relevant institutions within Austria as well as abroad.

## § 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 statements 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 research integrity;
- c. Investigations by the Commission for Research Integrity (§ 16);
- d. Coordinating and organising evaluation procedures in matters related to the rules of good scientific practice and research integrity;
- e. Developing procedures for the purpose of safeguarding good scientific practice with due attention to international developments;
- f. Collecting, documenting, creating and disseminating materials relevant to the objectives of the Association, including the results of the Association's own activities;
- g. Releasing publications;
- h. Carrying out information activities and public relations work;
- i. Organising discussion events, workshops, advanced trainings, working groups and other events relevant to the objectives of the Association;
- j. Cultivating contacts and cooperating with as well as joining institutions in Austria and abroad which pursue activities related to the objectives of the Association;
- k. Participation in international initiatives and networks;
- l. Participation in (EU-) projects.

#### **§ 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;
- c. Public and private subsidies as well as EU-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, extraordinary and honorary members.

(2) Full members shall be those who participate fully in the work of the Association. Extraordinary 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 natural and legal persons as well as organisations with legal personality are in principal 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 natural 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 extraordinary members.

(4) The Board of the Association shall decide on the induction of full and extraordinary members.

(5) Honorary members shall be appointed by the General Assembly on the basis of nominations by the Board of the Association with a two-thirds majority.

(6) The induction of full or extraordinary 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 Board of the Association 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 Board of the Association 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 affected member loses all entitlements. The obligation to remit any unpaid membership dues will remain unaffected. The membership fee will not be refunded.

## **§ 8 - Rights and obligations of members**

(1) Members are entitled to receive information on the Association's activities.

(2) Full Members are entitled to

- a. use all offers and facilities according to the resolutions of the General Assembly;
- b. file an application for the agenda of the General Assembly;
- c. participate at the General Assembly with voting rights;
- d. practice the active and passive right to vote in the General Assembly;
- e. consider the financial conduct of the Association in the General Assembly;
- f. obtain final statements of the Commission for Research Integrity in cases of severe research misconduct when the member is affected;
- g. call the Arbitration Board of the Association.

(3) Extraordinary and honorary Members may participate at the General Assembly without the right to vote. They are subject to the duty of confidentiality as all other organs of the Association (§ 9.2).

(4) All 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 Extraordinary members are obliged to pay their membership dues in a timely manner and in the amount set by the General Assembly.

(5) Full members are obliged to fully cooperate with the Commission for Research Integrity in investigations, particularly in providing all necessary information and documents. If the member has initiated an internal investigation in the same case it immediately informs the Commission 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 Board of the Association.

(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.

(3) Moreover, the organs of the Association are obliged to adhere strictly to all provisions of the data protection law.

## **§ 10 - General Assembly**

**(1)** The General Assembly represents the "Assembly of Members" as defined in the VerG. 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, or at the written request of at least a tenth of full members, or at the request of the Auditors.

**(3)** All members are to be invited to ordinary as well as extraordinary General Assemblies in writing at least four weeks prior to the date of the assembly; these invitations may also be sent electronically, particularly by e-mail using e-mail addresses provided by the member. The announcement of the General Assembly is to be accompanied by an agenda. The General Assembly is to be convened by the Board; an Extraordinary General Assembly may be convened as stated in § 10.2.

**(4)** Motions to the General Assembly are to be submitted to the Board in writing at least two weeks 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 and to set them on the agenda.

**(5)** 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 (§ 5a Abs 4 FTFG iVm GeO der Delegiertenversammlung des FWF). In the case a member has more than one vote, they can be exercised by the delegate. 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.

**(6)** The members of the Board and the Commission for Research Integrity, the Auditors as well as the Managing Director are to be invited and entitled to participate at the General Assembly with advisory vote. They only have a right to vote if they are at the same time representatives of a full member.

**(7)** Where a member is 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. A representative may only combine its vote with that of one other member.

**(8)** 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. The resolutions of the General Assembly have to be protocolled and certified by the Chair.

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

**(10)** Elections and resolutions in the General Assembly can only be passed when they were part of the agenda. They shall generally be decided/taken by a simple majority of the valid votes cast.

**(11)** The General Assembly reserves the right to undertake the following duties:

- a. Receipt and approval of the reports of the Board and the Managing Director as well as receipt of the report of the Commission for Research Integrity;
- b. Receipt and approval of the statement of accounts in cooperation with the Auditors;
- c. Resolutions on the Association's work program and projected budget;
- d. Definition of the number of Board members;
- e. Appointment and dismissal of Board members;
- f. Election and dismissal of the Chair of the Board and its deputy;
- g. Appointment and dismissal of Auditors;
- h. Appointment of annual Auditors in accordance with Art. 22 Par.4 of VerG;
- i. Approval of legal transactions between the Auditors and the Association;
- j. Approval of legal transactions between Board members or the Managing Director and the Association;
- k. Release of the Board;
- l. Setting of membership dues for full and extraordinary members as well as any additional costs to be borne by members;
- m. Conferral and revocation of honorary membership in response to a motion by the Board;
- n. Definition of the number of members of the Commission for Research Integrity;
- o. Appointment and dismissal of members of the Commission for Research Integrity;

- p. Resolutions on changes in the Statutes and on the voluntary dissolution of the Association;
- q. Deliberations and resolutions on other motions according to the agenda;
- r. Definition of any compensation for expenses to be paid to the Managing Director and members of the Commission for Research Integrity;
- s. 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. 5;
- t. Approval of the rules of procedure of the Commission for Research Integrity;

**(12)** As an exception to Par. 10, resolutions on the following matters require a qualified (i.e. two-thirds) majority of the valid votes cast: Par. 11 e, f, l, m, n, o, p and s.

**(13)** Resolutions on Par. 11 c and o 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 email. In such voting procedures, the quorum requires participation of at least half of the members. The quorum requirements defined in Par. 10 and 11 also apply. In the case a member rejects the voting by circular resolution the resolution must be made in the General Assembly.

## **§ 11 - 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. If required, the Board may co-opt up to two persons until the next election in 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 as well as the Board shall have the right to nominate candidates for Board membership not later than two weeks before the General Assembly. 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. In any case the term lasts until the election of a new Board. Board members may be re-elected multiple times.

**(4)** Board meetings shall be convened at least two weeks in advance by the Chairperson of the Association (or by his/her deputy in cases where the Chairperson is unable to do so) in writing or electronically accompanied by an agenda. 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. The Chair of the Commission for Research Integrity, the Managing Director and the Auditors must be invited to the meeting as well.

**(5)** The Board shall constitute a quorum when all members of the Board have been invited and at least half of its members are present at the meeting. An electronic participation at the meeting is only possible in exceptional and justified cases.

**(6)** The Board shall take resolutions by a simple 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 Managing Director shall require a two-thirds majority of votes. Votes may not be assigned to other members. 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. In the case a member rejects the voting by circular resolution the resolution must be made in a Board meeting.

**(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. The resolutions of the Board have to be protocolled and certified by the Chair.

**(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.

## **§ 12 - Duties of the Board**

**(1)** The Board is responsible for leadership of the Association and is thus its "leadership body" as defined in the VerG. 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. Consultation on and adoption of planned projects and activities
- b. Preparation of the report and projected annual budget and of the statement of accounts;
- c. Preparations for the General Assembly;
- d. Convening ordinary and extraordinary General Assemblies;
- e. Administration of the Association's assets;
- f. Election and dismissal of full and extraordinary members;
- g. Submitting motions to the General Assembly for the conferral and revocation of honorary membership;
- h. Hiring and dismissal of Association employees;
- i. Hiring and dismissal of the Managing Director;
- j. Definition of rules of procedure to govern the duties and powers of the Managing Director;
- k. Ongoing monitoring of the activities of the Managing Director.

**(2)** In the rules of procedure, the Board may empower the Managing Director to make certain decisions on matters falling within the scope of the Board's responsibility.

## **§ 13 - Chairperson of the Association**

**(1)** The Chairperson of the Association is member of the Board, has the role of the Chair of the Board and conducts all business of the Association. The Chair represents the Association externally, facing the authorities and third persons. The Chair 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.

## **§ 14 - Managing Director of the Association**

The Board hires a Managing Director for a term of office of up to four years and defines Rules of Procedures to govern the duties and powers of the Managing Director. 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.

Authorisations regarding § 12 Par 2 may be retracted, stating the reasons.

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

#### **§ 15 - External representation of the Association**

(1) The Chairperson of the Association if specified in the Rules of Procedures also 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. The power of representation of the Managing Director is defined in the Rules of Procedure.

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

(3) Information to the public about ongoing and closed investigations of the Commission for Research Integrity is supplied in accordance with the Chair of the Board and the Chair of the Commission for Research Integrity. About ongoing investigations only information about the initiation and/or the status of the investigation is communicated. Upon request and after agreement of the person who is accused of research misconduct the public may be informed about the outcome of the investigation undertaken by the Commission for Research Integrity. The final statement of the Commission for Research Integrity may only be made public as long as this does not impede with the rights of others.

#### **§ 16 - 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 research misconduct.
  - a. The Commission for Research Integrity shall conduct activities for Association members and advise them in all matters related to research integrity, particularly in cases of suspected research misconduct, with due attention to international developments.
  - b. By resolution the Commission for Research Integrity may also become active for third parties provided that the question of any reimbursement of costs must be decided by the Board.
  - c. The Commission for Research Integrity may take up an investigation of alleged research misconduct on their own initiative after informing the management of the institution in question.
- (2) Commission members shall have the following duties:
  - a. Investigation of relevant facts in cases of suspected research misconduct;
  - b. Preparation of opinions on the basis of its fact-finding investigations in cases of suspected research misconduct, if necessary with the help of specialists from Austria and/or abroad;
  - c. Advising of members on the establishment of own procedures for handling cases of suspected research misconduct;
  - d. Execution of procedures for resolving conflicts in cases of suspected research misconduct;
  - e. Development of measures to prevent research misconduct.
- (3) The Commission for Research Integrity shall report on its activities to the Board and the General Assembly ensuring the anonymity of persons involved once per year. Members of the Board may attend Commission meetings as observers and in an advisory capacity. The Commission informs the Chair of the Board about the initiation of investigations upon request. Exceptions are cases where priority is given to the protection of the involved persons. When the investigation is closed the Commission informs the Chair of the Board about the outcome. All organs of the Association as well as all persons involved in the investigation process are obliged to maintain confidentiality. Confidentiality applies during and after the investigation process.
- (4) The Commission for Research Integrity consists of eight members. 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 by two-thirds majority. The Commission has the right to propose recommendations to the Austrian Science Board. 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, and in maintenance of confidentiality.
- (5) The Commission for Research Integrity comprises preferably representatives of all disciplines (humanities, social sciences, natural and technical sciences, life sciences, medical sciences and law). Members of Austrian

universities and research institutions cannot be nominated as members of the Commission. Only the member with legal expertise may have an involvement in an Austrian research institution; it has no voting right. The Commission for Research Integrity may have another member with legal expertise without involvement in an Austrian research institution; it has a voting right.

- (6) Membership in the Commission is terminated by death, expiration of the term, dismissal or resignation. The General Assembly can dismiss a member with two-thirds majority after hearing the Commission when reliable collaboration within the Commission is not anymore guaranteed. Before the member of the Commission has the right to express itself.
- (7) The Commission for Research Integrity shall choose a member of the Commission to serve as Chair of the Commission and another member to serve as a Deputy Chair. The duties of the Chair of the Commission for Research Integrity shall include convening meetings of the Commission, external representation of the Commission for Research Integrity, and advisory presence in the Association's Board meetings.
- (8) 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.

### **§ 17 - 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. The Auditors can participate at the Board meetings but without right to vote.

(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) The Auditors report the result of the accounting control and propose the release of the Board at the General Assembly.

(4) Legal transactions between the Auditors and the Association must be approved by the General Assembly. Otherwise, the provisions set forth under Art. 11 Par. 8 to 10 shall apply analogously; the General Assembly may dismiss Auditors by a simple majority vote.

(5) The Auditors have the right to request the convening of an Extraordinary General Assembly in the case of serious financial difficulties.

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

### **§ 18 - Arbitration Board of the Association**

(1) The Association's Arbitration Board is to be called upon to settle any and all disputes arising from the association relationship.

(2) The Arbitration Board shall comprise three members. Each disputing party nominates a delegate of a full member of the Association; these two delegates nominate another member as a Chair. If they do not reach agreement about the Chair the lot decides. Except for the General Assembly, the members of the Arbitration Board must not belong to any organ whose activities are the subject of the dispute. Potential bias must also be considered.

(3) The Arbitration Board shall seek to achieve agreement between the parties to disputes. If this is not possible the decision is made by a simple majority vote, with all members of the Arbitration Committee present, after hearing both sides of the dispute. The Arbitration Board shall make decisions to the best of its knowledge and belief. Within the Association, the Committee's decisions are to be considered final.



## **§ 19 - 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 favored 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 are only used for purposes stated in the Statutes or similar purposes.

**(4)** The last Board must inform the association authorities about the voluntary dissolution of the Association in written form and in accordance to VerG make it public in an official bulletin within four weeks.

Vienna, December 2019