

## STATUTES OF THE ASSOCIATION

### "INSTITUTE FOR APPLIED MEDICAL PHYSICS"

#### § 1: Name, registered office, place of jurisdiction and area of activity

- (1) The association bears the name "INSTITUT FÜR ANGWANDTE MEDIZINISCHE PHYSIK" with the abbreviation (IFAMP) and the English translation "Institute for Applied Medical Physics".
- (2) It is based in Vienna and extends its activities to the area of continental Europe.
- (3) The exclusive place of jurisdiction in the event of legal disputes and proceedings relating to the activities of the association is Vienna.
- (4) The establishment of branch associations is not intended.

#### § 2: Purpose

The association, whose activity is not aimed at profit, aims to promote further education, training, international professional exchange and scientific activities in the field of applied medical physics and associated sciences, as well as its public representation. In particular, application-oriented, scientific activities in medical physics, imaging and therapy in experimental and clinical medicine are to be supported.

#### § 3: Means to achieve the purpose of the association

- (1) The purpose of the association is to be achieved through the activities and financial resources listed in § 2 and § 3.
- (2) Activities provided for the realization of the association's purpose are:
  - a. Organization of training events, working meetings, conferences, symposia and congresses;
  - b. Organization and holding of discussion evenings and lectures;
  - c. Financial support for students, young scientists and young specialists from the field of medical physics or a related subject to participate in the events of the association.
  - d. Financial support for association members in research activities;
  - e. Financial support for association members to present research results at national and international conferences;
  - f. Setting up a website and / or other electronic media;
  - g. Publication of publications, folders, newsletters or the like; and
  - h. Networking and lobbying with decision-makers.
- (3) The necessary financial resources should be raised by:
  - a. Initiation fees and membership fees;
  - b. Subsidies and grants;
  - c. Donations, collections, legacies and other contributions;
  - d. Asset management (e.g. interest, capital income, etc.)

- e. Income from association events;
- f. Sponsorship funds; and
- g. Advertising revenue

#### **§ 4: Types of membership**

(1) The members of the association are divided into ordinary, extraordinary and honorary members.

(2) Full members are those who fully participate in the association's work. Extraordinary members are those who promote the association's activities primarily by paying the membership fee set for them. Honorary members are people who are appointed for special services to the association.

#### **§ 5: Acquisition of membership**

(1) All physical persons as well as legal persons can become members of the association.

(2) The board decides on the admission of ordinary and extraordinary members. The recording can be refused without giving reasons.

(3) Until the formation of the association, the preliminary founding of ordinary and extraordinary members takes place by the founders of the association, in the case of an already appointed board of directors. This membership only becomes effective when the association is established. If a board of directors is only appointed after the association has been formed, the (definitive) admission of ordinary and extraordinary members also takes place until then by the founders of the association.

(4) The appointment as honorary member is made at the request of the Board of Directors by the General Assembly.

#### **§ 6: Termination of membership**

(1) Membership expires upon death, in the case of legal entities through loss of legal personality, through voluntary resignation and through exclusion.

(2) The resignation can only take place on December 31 of the calendar year. It must be communicated to the board in writing at least 1 month in advance. If the notification is delayed, it will not take effect until the next departure date. The date of posting is decisive for timeliness.

(3) The Board of Directors can exclude a member if, despite two written warnings and a reasonable grace period, the member is in arrears with the payment of the membership fees for more than six months. The obligation to pay the due membership fees remains unaffected.

(4) The Board can also exclude a member from the association due to gross violation of other membership obligations and dishonorable behavior.

(5) Withdrawal of honorary membership can be decided by the General Assembly upon the request of the Board for the reasons stated in § 4.

## **§ 7: Rights and obligations of the members**

- (1) The members are entitled to participate in all events of the association and to claim the facilities of the association. Only ordinary and honorary members have the right to vote in the General Assembly and the active and passive right to vote.
- (2) Each member is entitled to request the Board to follow the statutes.
- (3) At least one tenth of the members can demand that the Board convene a General Assembly.
- (4) The members are to be informed by the board at each General Assembly about the activities and financial management of the association. If at least one tenth of the members request this, giving reasons, the board must provide the members concerned with such information within four weeks.
- (5) The members are to be informed by the Board of the audited financial statements (accounting). If this happens at the General Assembly, the auditors must be involved.
- (6) The members are obliged to promote the interests of the association to the best of their ability and to refrain from doing anything which could impair the reputation and the purpose of the association. They have to observe the statutes of the association and the decisions of the association's organs. Ordinary and extraordinary members are obliged to pay the membership fee and membership fees on time in the amount decided by the General Assembly.

## **§ 8: Association organs**

The organs of the association are the General Assembly (§9 and §10), the Board (§11 to §13), the Auditors (§14) and the Arbitral Tribunal (§15).

## **§ 9: General Assembly**

- (1) The General Assembly is the "General Assembly" within the meaning of the Association Act 2002. An ordinary General Assembly takes place every 2 years.
- (2) An extraordinary General Assembly takes place
  - a. Decision of the board or the ordinary General Assembly;
  - b. written application from at least one tenth of the members;
  - c. The auditor's request (§21 (5) first sentence of the VereinsG);
  - d. Resolution of the auditor (§21 (5) second sentence VereinsG, §11 (2) third sentence of these Articles of Association); or
  - e. Resolution of a judicially appointed curator (§ 11 paragraph 2 last sentence of these statutes) takes place within four weeks.
- (3) Both the ordinary and the extraordinary general meetings are to be invited to all members at least two weeks before the date in writing, by fax or by email (to the fax number or email address given by the association member) . The General Assembly must be announced together with an agenda. The announcement is made by the Board (paragraph 1 and paragraph 2 letters a - c), by an auditor (paragraph 2 letter d) or by a curator appointed by the court (paragraph 2 letter e).

(4) Proposals for the General Assembly must be submitted to the Board at least three days before the date of the General Assembly in writing, by fax or by email.

(5) Valid resolutions - with the exception of those relating to an application to convene an extraordinary General Assembly - can only be taken on the agenda.

(6) All members are entitled to attend the General Assembly. Only ordinary and honorary members are entitled to vote. Each member has one vote. Legal entities are represented by a proxy. The transfer of voting rights to another member by means of a written authorization is permitted.

(7) The General Assembly has a quorum regardless of the number of those present.

(8) The elections and resolutions in the General Assembly are generally held by a simple majority of the valid votes cast. Resolutions to change the statute of the association, to dissolve the association or to remove members of the board of directors, however, require a qualified majority of two thirds of the valid votes cast.

(9) The General Assembly is chaired by the Board Director, in whose prevention the treasurer. If this person is also prevented from attending, then the ordinary member of the association who is the oldest present will chair the meeting.

#### **§ 10: Tasks of the General Assembly**

The following tasks are reserved for the General Assembly:

- a. Decision on the budget;
- b. Acceptance and approval of the accountability report and the clearance of accounts with the involvement of the auditors;
- c. Election and removal of members of the Board of Directors and auditors;
- d. Approval of legal transactions between auditors and association;
- e. Discharge of the board;
- f. Setting the amount of the membership fee and the membership fees for ordinary and extraordinary members;
- g. Awarding and withdrawing honorary membership;
- h. Resolution on changes to the statutes and the voluntary dissolution of the association;
- i. Advice and decision-making on other items on the agenda.

#### **§ 11: Board of Directors**

(1) The board consists of two members, the chairman and treasurer.

(2) The board is elected by the General Assembly. When an elected member leaves the board, the board has the right to co-opt another elected member in its place, for which subsequent approval must be obtained at the next General Assembly. If the board of directors fails at all or for an unpredictably long time without self-supplementation through co-opting, each auditor is obliged to immediately convene an extraordinary General Assembly for the purpose of re-electing a board of directors. If the auditors are also unable to act, every full member who recognizes the emergency situation must

immediately apply for the appointment of a curator at the competent court, which must immediately convene an extraordinary General Assembly.

(3) The term of office of the board is 2 years; Reelection is possible. Each function on the board must be performed personally.

(4) The board is called by the chairperson, if the treasurer is unable to do so, in writing or orally. If this is also prevented for an unpredictably long time, each auditor is obliged to immediately convene an extraordinary general meeting for the purpose of re-electing a board of directors.

(5) The board is quorate if all of its members have been invited and more than half of them are present.

(6) The Board of Directors takes its decisions unanimously.

(7) The chair is the Board Director.

(8) Except as a result of the death and expiry of the term of office (Paragraph 3), the function of a member of the Board of Management expires through removal (Paragraph 9) and resignation (Paragraph 10).

(9) The General Assembly can remove the entire board or individual members at any time. The removal takes effect with the appointment of the new board or board member.

(10) The board members can declare their resignation in writing at any time. The declaration of resignation is to be sent to the board of directors and, in the event of resignation of the entire board of directors, to the General Assembly. The resignation only becomes effective with the election or co-opting (Paragraph 2) of a successor.

## **§ 12: Tasks of the board**

The board is responsible for the management of the association. It is the “management body” in the sense of the Association Act 2002. It has all the tasks that are not assigned to another association body by the statutes. The following matters fall into his sphere of activity:

- a. Establishment of an accounting system corresponding to the requirements of the association with continuous recording of the income / expenses and keeping an inventory of assets as a minimum requirement;
- b. Preparation of the annual budget, the annual report and the annual accounts;
- c. Preparation and calling of the General Assembly in the cases of § 9 Paragraph 1 and Paragraph 2 lit. a - c of these statutes;
- d. Informing members about association activities, association management and audited accounts;
- e. Administration of the association's assets;
- f. Admission and exclusion of ordinary and extraordinary association members; and
- g. Admission and termination of employees of the association.

## **§ 13: Special obligations of individual board members**

- (1) The chairman conducts the day-to-day business of the association.
- (2) The chairperson represents the association externally. Written copies of the association require the signatures of the chairperson and the treasurer to be valid. Legal transactions between board members and the association require the approval of another board member.
- (3) Legal powers of attorney to represent the association externally or to subscribe for it can only be granted by the board members named in Paragraph 2.
- (4) In the event of imminent danger, the chairperson is entitled to independently issue instructions on matters that fall within the sphere of influence of the General Assembly or the board of directors; internally, however, these require the subsequent approval of the responsible association body.
- (5) The chairperson chairs the General Assembly and the board.
- (6) The chairman keeps the minutes of the General Assembly and the board.
- (7) The treasurer is responsible for the proper cash management of the association.

#### **§ 14: Auditor**

- (1) Two auditors are elected by the General Assembly for a period of two years. Reelection is possible. The auditors may not belong to any body - with the exception of the General Assembly - whose work is the subject of the audit.
- (2) The auditors are responsible for the ongoing business control as well as the examination of the financial management of the association with regard to the correctness of the accounting and the statutory use of the funds. The Executive Board has to provide the auditors with the necessary documents and to provide the necessary information. The auditors must report to the board of directors on the result of the audit.
- (3) Legal transactions between auditors and the association require the approval of the General Assembly. For the rest, the provisions of section 11 subsections 8 to 10 apply mutatis mutandis to the auditors.

#### **§ 15: Arbitral tribunal**

- (1) The internal arbitration tribunal is appointed to arbitrate all disputes arising from the association relationship. It is a "conciliation body" in the sense of the Association Act 2002 and not an arbitration tribunal according to §§ 577 ff ZPO.
- (2) The arbitral tribunal is composed of three ordinary members. It is formed in such a way that a part of the dispute appoints a member as a referee to the board in writing. If requested by the board within seven days, the other party to the dispute will name a member of the arbitral tribunal within 14 days. After notification by the board within seven days, the named arbitrators will elect a third full member to chair the arbitral tribunal within a further 14 days. With equality of votes among those proposed lots.

The members of the arbitral tribunal may not belong to any body - with the exception of the General Assembly - whose activity is the subject of the dispute.

(3) The arbitral tribunal makes its decision after granting mutual hearing in the presence of all its members by a simple majority. It decides to the best of knowledge and belief. Its decisions are final.

#### **§ 16: Voluntary dissolution of the association**

(1) The voluntary dissolution of the association can only be decided at a General Assembly and only with a two-thirds majority of the valid votes cast.

(2) The General Assembly - if there are association assets - has to decide on the settlement. In particular, it must appoint a liquidator and take a decision on who should transfer the remaining association assets after covering the liabilities.

(3) The last association board must notify the responsible association authority in writing of the voluntary dissolution within four weeks of the resolution.

#### **§ 17: Use of the association's assets in the event of members leaving, the association being dissolved or the beneficiary purpose no longer being available**

If the association is dissolved or if the previous beneficiary purpose ceases to exist, the association assets remaining after the liabilities have been covered, in any case for charitable or charitable purposes within the meaning of §§ 34ff of the Federal Tax Code (BAO).

Therefore, the remaining association assets are to be used for the purpose of "Supporting research and training measures in the fields of applied medical physics" (i.e. measures to promote science, as well as education and popular education).

If this is not possible at the time of the necessary asset management due to the dissolution of the association or the loss of the previous beneficiary purpose of the association, the remaining association assets must be used for other non-profit or charitable purposes in accordance with §§ 34ff BAO. As far as possible and permitted, it should fall to institutions that pursue the same or similar purposes as this association.