

**Statutes of the Association
The Global Association of Society for Organizational Learning Communities
(Global SoL)**

§ 1 Name, Location, and Scope of Activities

- (1) The Association is named „The Global Association of Society for Organizational Learning Communities“, abbreviated Global SoL.
- (2) It is based in Vienna, with activities all over the world.

§ 2: Purpose

The Association's activities are not for profit.

The purpose of Global SoL is to discover, integrate and implement theories and practices of organizational learning for systemic change and to progress towards the vision of a living system in order to co-create a more sustainable world.

§ 3: Means to meet the Association's Purpose

- (1) In order to fulfill its purpose the Association utilizes the non-material and material resources stated in section 2 and 3.
- (2) Non-material resources are
 - a) Forums
 - b) Newsletters
 - c) Publications
 - d) Websites
 - e) Research and Action Research projects
 - f) Other activities
- (3) The necessary material resources will be acquired via
 - a) Membership fees
 - b) Participation fees for forums
 - c) Earnings from research projects
 - d) Earnings from publications
 - e) Donations
 - f) Other

§ 4: Types of membership

- (1) The members of the association can be regular or honorary ones.
- (2) Regular members are those who participate fully in the Association's work. Honorary members are persons who are appointed because of their outstanding work for the Association or their work embodies the core principles of Global SoL (see charter).

§ 5: Becoming a Member

- (1) Regular members of the Association can be not-for-profit SoL communities which are committed to the Purpose of the Association and which subscribe to the Charter of the Association.
Honorary members can be physical persons who are committed to the Purpose of the Association and which subscribe to the Charter of the Association.
- (2) The admittance of regular and honorary members is decided by the General Assembly.
- (3) The founders of the Association decide upon the temporary admittance of members in case there is not an already appointed General Assembly. Their membership will become effective upon the final formation of the Association.

§ 6: End of Membership

- (1) The membership ends in case of voluntary revoke of membership, or exclusion.
- (2) Withdrawal of membership becomes effective at the end of a year. It must be submitted to the Board in written form at least one month before the end of a calendar year. In case of late notification the withdrawal becomes effective the subsequent year.
- (3) Revocation of a member may be due to violation of other membership duties or of the Charter. It is decided by the General Assembly.

§ 7: Rights and Obligations of Members

- (1) Members are entitled to attend all events of the association and to utilize its facilities. The right to vote in the General Assembly is restricted to regular members.
- (2) Each member is entitled to request the Board to hand over the statutes.
- (3) At least one tenth of the members can request the Board to convene a General Assembly.
- (4) The members are informed about the activities and financial management of the Association in the General Assembly by the Board. If at least ten percent of the members argue for this information, the Board has to provide the requested information to the respective members within four weeks without a General Assembly.
- (5) The Board must inform the members about the audited financial statements.
- (6) Members are obliged to actively support the interests of the Association and to refrain from any activity damaging the reputation and achievements of the Association. Members have to respect the Constitution statutes, the Charter, and act according to the decisions of its bodies. The members (regular and extraordinary) are obliged to pay membership fees according to the decision of the General Assembly.

§ 8: Institutional Bodies

Bodies of the association are the General Assembly (§ 9 and § 10), the Board (§ 11 to § 13), the Inspirational Council, (§14) the Auditors (§ 15), and the Arbitration Board (§ 16).

§ 9: General Assembly

- (1) The General Assembly is the “members’ assembly” according to the Austrian Law of Associations 2002. A regular General Assembly has to be held every year.
- (2) An extraordinary General Assembly is held upon
 - a) Decision of the Board or the General Assembly,
 - b) Written request of at least one tenth of the members,
 - c) Request of the Auditors,
 - d) Decision of the Auditor(s),
 - e) Decision of a court-appointed curator (§ 11 paragraph 2 last sentence of these Statutes of the Association)within four weeks.
- (3) For the regular as well as the extraordinary General Assembly all members have to be invited at least two weeks before the event by e-mail (to the address given by each member to the Association). Convening of the General Assembly has to follow an agenda. The Board (paragraph 1 and 2 lit. a-c), the Auditor(s) (paragraph 2 lit. d), or a court-appointed curator (paragraph 2 lit. e) calls for a General Assembly.
- (4) Topics for the General Assembly have to be submitted at least three days before the General Assembly to the Board by e-mail
- (5) Valid decisions – except calling for an extraordinary General Assembly – can only be made on the topics of the agenda.
- (6) All members can participate in the General Assembly. Only regular members have the right to vote. Each member has one vote.
- (7) The General Assembly has a quorum regardless of the number of members being present.
- (8) Elections and the decisions in the General Assembly are regularly taken by the simple majority of valid vote casts. Decisions concerning the modifications of Statutes of the

Association, establishing or modifications of the Charter, or liquidation of the Association require a qualified majority of two thirds of the valid vote casts.

- (9) The General Assembly is chaired by the Association's Chair, in his/her absence by the Vice Chair. In case both are prevented from attendance, the eldest member being present chairs the General Assembly.

§ 10: Roles and responsibilities of the General Assembly

The General Assembly performs the following tasks:

- a) Admission of members;
- b) Revocation of a member due to violation of membership duties or of the Charter.
- c) Decision on budget forecast;
- d) Acceptance and approval of statement of account, and of the balance sheet, involving the Auditor(s);
- e) Election and dismissal of members of the Board, the Inspirational Council and of the Auditors;
- f) Approval of transactions between the Auditors and the Association;
- g) Discharge of the Board;
- h) Specification of the membership fees;
- i) Decision on modification of Statutes of the Association, on establishing or modification of the Charter, and on voluntary dissolution of the Association;
- j) Presencing, Discussion and Dialogue and decision taking on topics of the agenda.

§ 11: Board

- (1) The Board consists of 7 to maximum 17 members: Chair and Vice Chair, Secretary and Vice Secretary, Treasurer and Vice Treasurer, and other members of the Association once these six members have been appointed. They are to represent the Global aspect of Global SoL, thus include members from all geographical – social - sectoral -cultural differences within the membership.
- (2) The Board is elected by the General Assembly. If one of the members of the Board resigns the Board has the right to co-opt another member as Board member, upon authorization by the next General Assembly until the next General Assembly when it can be revised. In case the Board cannot co-opt other members, or cannot act accordingly for an uncertain period in time, each Auditor is obliged to call for an extraordinary General Assembly to establish a new Board. In case the Auditors are also not capable to act, each member recognizing this extraordinary situation has to apply for a curator at the respective legal body, who calls for an extraordinary General Assembly immediately.
- (3) The term of office of the Board lasts for two years, re-election is possible. Each functional role of the Board has to be enacted personally.
- (4) The Board will be called in by written or vocal statement by the Chair, in case being hindered by the Vice Chair. If none of those is possible for a longer period in time, each of the Board members can call in the Board.
- (5) The Board can take decisions, once all members have been invited and at least half of them are present.
- (6) The Board decides on the basis a simple majority of votes; in case of an equal number of vote casts, the Chair decides.
- (7) The Board is chaired by the Chair, in case of being hindered, the Vice Chair. In case the Chair and Vice Chair are absent, the Chair is taken by the eldest Board member being present, or a Board member elected by a simple majority of vote casts.
- (8) Besides death and end of term (paragraph 3) the function of a Board member expires through divestiture (paragraph 9) and resignation (paragraph 10).
- (9) The General Assembly can divest and re-elect the entire Board or one of its members at any time by a simple majority of votes;
- (10) The Board can resign through a written statement at any time. The corresponding statement has to be posted to the Board, in case of resignation of the entire Board to the General Assembly. The resignation will become effective after electing or co-opting (paragraph 2) new members.

§ 12: Roles and responsibilities of the Board

The Board is the “management-body” given by the Austrian Law of Associations 2002. It performs all tasks that are not allocated to another body of the Association according to the Statutes. In particular, it is responsible for the following tasks:

- (1) Establishment of accounting according to the Association's requirements, including the documentation of ingoing/outgoing means, and an inventory of assets as minimum requirement;
- (2) Preparation of annual budget, financial statements, and approved balance sheet;
- (3) Preparation of and call for General Assembly in case of § 9 paragraph 1 and paragraph 2 lit. a-c of these Statutes;
- (4) Information of members on the Association's activities, annual financial statement, and approved balance sheet;
- (5) Administration of the Association's assets;
- (6) Expulsion of members in case not paying membership fees for longer than six months

§ 13: Particular Obligations of individual Board members

- (1) The Chair handles the operation of the Association. The Secretary supports the Chair in operation.
- (2) The Chair represents the Association externally. Official statements of the Association require signed approvals by the Chair and the Secretary, concerning financial matters signed approvals by the Chair and the Treasurer. Legal transactions between Board members and the Association require approval of another Board member.
- (3) The legal right to represent the Association externally, including the right to sign for the Association, can only be provided by the Board members listed in paragraph 2.
- (4) If there is imminent danger, the Chair is authorized to intervene also in matters of the General Assembly or the Board, on his/her own responsibility. Each intervention of that kind requires subsequent approval by the respective body of the Association.
- (5) The Chair runs the General Assembly and the Board sessions.
- (6) The Secretary writes the protocol of the General Assembly and Board sessions.
- (7) The Treasurer is responsible for duly accounting.
- (8) In the case of hindrance of the Chair, the Secretary, and the Treasurer, the Vice Chair, Vice Secretary, and Vice Treasurer takes over, respectively.

§ 14: Inspirational council (Wisdom Council)

The inspirational council consists of internationally recognized individuals who advise the global association on its work. Members for this Council are elected by the general assembly for a period of 2 years. They will provide their services on voluntary basis without any monetary compensation for the services rendered by them.

§ 15: Auditors

- (1) Two Auditors are elected by the General Assembly for a period of two years. A re-election is possible. The Auditors cannot be part of any audited body of the Association, except the General Assembly.
- (2) The Auditors control all financial operations and accounting procedures of the Association according to the Objectives of the Association, in particular, balance sheets and financial statements to be approved. The Board has to hand over the required documentation to the Auditors for auditing and provide all information they need for auditing. The Auditors have to report to the Board the auditing results.
- (3) Legal transactions between Auditors and the Association require approval by the General Assembly. § 11 paragraph 8-10 apply correspondingly.

§ 16: Arbitration Panel

- (1) For arbitration of disagreements an Arbitration Panel has to be established. It is a mediation body required by the Austrian Law for Associations 2002.
- (2) The Arbitration Panel consists of three members of the Association. It is constituted by one of the parties naming a member of the Association as arbitrator in a written statement to the Board. Requested by the Board within 7 days, the other party also names a member of the Association as member of the Arbitration Panel within 14 days. After being informed within 7 days by the Board, the named arbitrators elect a third member of the Association as chair of the Arbitration Panel. In case of an equal number of votes decision is taken by lot. The members of the Arbitration Panel are not allowed to belong to a body of the Association involved in the case, except the General Assembly.
- (3) The Arbitration Panel decides after hearing both parties in face-to-face meetings with simple majority of votes. It decides upon the best of its knowledge. The decisions taken are valid within the Association.

§ 17: Voluntary Liquidation of Association

- (1) The voluntary liquidation of the Association can only be decided by the General Assembly, and requires a two-third majority of valid vote casts.
- (2) The General Assembly has also – in case of available assets of the Association – to decide upon the shutdown procedure. Particularly, it has to appoint a liquidator taking care about transferring assets after covering liabilities.
- (3) Remaining assets are to be used for non-profit activities with social benefit.