

Constitution of the Association European Network in Aging Studies

§ 1: Name, seat, area of operation, business year

- (1) The name of the Association shall be “European Network in Aging Studies,” henceforth referred to as ‘the Association.’ The acronym of the Association is ENAS.
- (2) The seat of ENAS shall be in the City of Graz, Austria, and its area of operation is Europe.
- (3) The establishment of branches of the Association is not foreseen.
- (4) The Association’s business year is the calendar year.

Organisational structure of the Association

The Association shall be comprised of the following organisational structure:

- (1) Founding Members;
- (2) Members’ Council (§§ 9 and 10);
- (3) Executive Board (§§ 11 to 13);
- (4) Ordinary Members (§§ 4 to 7);
- (5) Associate Members (§§ 4 to 7);
- (6) Honorary Members (§§ 4 to 7);
- (7) Accountants (§ 14);
- (8) Board of Arbitration (§ 16).

All members of the Association will make up the Members’ Council, the principal decision-making body of the Association.

§ 2: Objectives

The Association shall work exclusively for the common good. It promotes interdisciplinary research in the field of Aging Studies and aims to contribute to continuing education by publishing and documenting this research. The objectives of the Association include:

- a) the promotion of the establishment and expansion of the field of Aging Studies (cultural gerontology) at European institutions of Higher Education, Universities and other academic institutions;
- b) the promotion and support of research activities in the field (ideational);
- c) the promotion of the exchange of ideas in the field of Aging Studies;
- d) the establishment of connections with organizations of similar interest in countries both within and outside Europe;
- e) the active participation in public committees and institutions in support of scientific research and application;
- f) the initiation and supervision of scientific research;
- g) the organization and implementation of scientific events;
- h) the facilitation of the entry of young scholars into the profession.

§ 3: Funds to meet the objectives

- (1) The objectives should be met with the help of the funding sources listed forthwith in Sections 2 and 3 (knowledge transfer and material).
- (2) Knowledge Transfer (KT) funds shall be allocated to:
 - a) International conferences
 - b) Discussion forums
 - c) Publications
- (3) The necessary material funds shall be acquired through:
 - a) Membership fees
 - b) Voluntary donations

§ 4: Categories of membership

- (1) The members of the Association are categorized as ‘ordinary,’ ‘associate,’ and ‘honorary.’
- (2) Ordinary members are those persons who contribute to the prescribed objectives of the Association. Associate members are, in the main, those persons who support the Association through generous donations. Honorary members are those persons who have provided the Association with special services.

§ 5: Membership criteria / Becoming a member

- (1) Any person, department or non-profit organization in Europe interested in Aging Studies and Cultural/Social Gerontology that is supportive of the Association’s objectives shall be eligible for membership. Additionally, both legal persons as well as legally-constituted institutions (?) / legal personalities (?) can become members of the Association.

- (2) The Executive Board determines acceptance into the Association of new ordinary members and of new associate members. The acceptance of members into the Association can be denied without having to provide reasons.
- (3) During the period prior to the legal establishment of the Association, the temporary acceptance of members into the Association will be determined by the Founding Members of the Association. In the event that the Executive Board is constituted before the legal/official establishment of the Association, all decisions pertaining to Association membership will be taken by the executive board. Membership becomes active after the legal/official establishment of the Association. In the event that the Executive Board is constituted after the establishment of the Association, the (definitive) acceptance of new ordinary members and of new associate members is to be determined by the Founding Members of the Association.
- (4) The acceptance of honorary members into the Association follows nomination by the Executive Board. Their acceptance is decided by the Members' Council.

§ 6: Termination of membership

- (1) Membership shall be terminated in the event of death and, in the case of legal persons and registered companies, following the loss of legal personality. It can also be terminated by the same member. In certain circumstances, a member or members can be excluded.
- (2) Members can declare their wish to cancel their membership and to be dropped from the Association's membership rolls at any time (latest 30th November in order that membership is not carried over into the following year). This wish must be communicated in writing. All members who wish to leave the Association will be required to pay the full membership fee for the calendar year in which they leave the Association. The date of the postmark will be taken into account.
- (3) The Executive Board may exclude members from the Association in cases of non-payment of membership fees, following two written requests of payment sent to the member, after a period of six months. The requirement to pay the membership fee for the current calendar year is not nullified through exclusion.
- (4) The Executive Board may terminate the membership of a member on grounds of the violation of the membership duties, disreputable behaviour, or both.
- (5) Honorary membership can be revoked by the Members' Council for the reasons stated in Section 4.

§ 7: Rights and duties of members

- (1) The members are permitted to participate in all events organized by the Association and to lay claim on all infrastructure of the Association. The right to vote in the

Members' Council, together with the active and passive right to vote, is extended to all ordinary and honorary members.

- (2) Every member can demand a copy of the constitution from the Executive Board.
- (3) A minimum of one-tenth of the members can ask for the convocation of the Members' Council.
- (4) In the Members' Council, the Executive Board has to inform the members about the activities and financial performance of the Association. If a minimum of one-tenth of all members demands this information at any other given point, the Executive Board has to make this information available to the members within a period of four weeks.
- (5) The Executive Board has to inform the members about the audited accounting. If this happens within the framework of the Members' Council, the accountants have to be present.
- (6) It is the duty of the members to support the interests of the Association and to refrain from any activity that could damage the credit or harm the objectives of the Association. Members shall observe the Constitution and any other decision of the Executive Board. The ordinary and associate members are bound to the timely payment of membership fees as determined in the Members' Council.

§ 8: Council, boards and officers

The Association shall consist of a Members' Council (§§ 9 and 10), an Executive Board (§§ 11 to 13), the accountants (§ 14), and the Board of Arbitration (§ 16).

§ 9: Members' Council

- (1) The Members' Council is the meeting of members as described in the *Vereinsgesetz* 2002 (law Associations have to abide by in Austria). The Members' Council takes place every 2 years.
- (2) Further extraordinary meetings of the Members' Council must be convened within a period of four weeks if:
 - a) the Executive Board decides that one should be held;
 - b) a written request of at least one-tenth of the members is submitted;
 - c) the Association's Auditors request it (§21 Sec.5 first sentence *VereinsG*);
 - d) the Association's Auditors demand it (§ 21 Sec. 5 second sentence *VereinsG*, § 11 Sec. 2 third sentence of this Constitution);
 - e) a trustee appointed by court decides that it should be held (§ 11 Sec. 2 last sentence of this Constitution).
- (3) All members have to be notified in writing about a Members' Council (ordinary and extraordinary) at least two weeks prior to its convening. The notification can take place via fax or email (the member will be notified using the contact information

provided to the Association). The convening of the Members' Council asks for an agenda. The call for the meeting is initiated by the Executive Board (Par.1 and Abs. 2 lit. a–c), the auditor(s) (Par. 3. lit. d), or by a court-appointed trustee (Par. 2 lit. e).

- (4) Proposals regarding the Members' Council have to be submitted to the Executive Board at least three days prior to the date of the meeting of the Members' Council in writing (fax or email).
- (5) Valid proposals, with the exception of those requiring the convocation of a Members' Council, may be added to the agenda.
- (6) All members are permitted to participate in the Members' Council. Only ordinary and honorary members possess the right to vote. Every member holds one vote. A personal right to vote can be transferred to another person in writing (power of attorney).
- (7) The Members' Council can make decisions without consideration of the number of members in attendance.
- (8) Elections within the Members' Council are based on ordinary resolutions (simple majority). Decisions regarding the constitution or the dissolution of the Association require a two-thirds majority of the valid ballots submitted.
- (9) The Members' Council is chaired by the Associations' chairperson or, in the event of absence, by the Association's vice-chairperson. If both are prevented from attending, the senior (in age) member present is asked to chair the Members' Council.

§ 10: Duties of the Members' Council

The Members' Council has the following duties:

- a) to decide about the proposal;
- b) to accept the financial report and the balance of accounts by including the Auditors;
- c) to arrange for the election and divestiture of the Executive Board and the Auditors;
- d) to permit legal transactions between the Auditors and the Association;
- e) to obtain the formal approval of the Executive Board;
- f) to decide on the amount of the membership fee for ordinary and extraordinary members;
- g) to award and revoke of honorary membership;
- h) to decide about changes to the Constitution, including the dissolution of the Association.
- i) To consult and undertake decision-making on all further items in the agenda.

§ 11: Executive Board

- (1) The Executive Board consists of six members, the Chairperson, the Deputy

Chairperson, the Executive Director, the Deputy Executive Director, the Treasurer and the Deputy Treasurer.

- (2) The Executive Board is elected by the Members' Council. The Executive Board has the right to co-opt a new member upon the resignation of one of the members. Such decisions have to be confirmed by the Members' Council. Should the Executive Board be unable to handle the Association's business for an unknown period of time, the responsibility to initiate an extraordinary Members' Council to elect a new Executive Board lies in the hands of the Auditors. In the event that the Auditors are prevented from calling for the convening of a meeting of the Members' Council, every ordinary member, being in a position to evaluate the specific situation, can call for legal trustee in court, whose task it is to initiate an extraordinary Members' Council.
- (3) The Executive Board shall be elected for a period of two years. It is possible for members of the Executive Board to be re-elected. Executive Board members cannot delegate their functions to a third person.
- (4) A meeting of the Executive Board can be convened by the Chairperson or, in her/his absence, by the Vice-Chairperson (either in writing or verbally). Should both Chairperson and Vice-Chairperson be prevented from convening a meeting of the Executive Board for an extended period of time, every other member of the Executive Board may call for the convocation of a meeting of the Executive Board.
- (5) The Executive Board can take decisions if all members have been invited, and if at least half of the members are in attendance.
- (6) The decisions of the Executive Board are based on a simple majority. In the event of a tie in the voting, the Chairperson holds the deciding vote.
- (7) Executive Board meetings are chaired by the Chairperson or, in her/his absence, by the Vice-Chairperson. Should both be prevented from fulfilling this duty, the senior (in age) Executive Board member, or any other Executive Board member nominated, may be requested to chair the meeting.
- (8) The appointment as Executive Board member ends in the event of death, or at the end of the elected period (Par. 3), in addition to discharge on the grounds of liability (Par. 9), or resignation (Par.10).
- (9) The Members' Council may discharge one or all Executive Board members on the grounds of liability. The discharge is activated on the appointment of the new Executive Board.
- (10) A member of the Executive Board may declare her/his resignation in writing at any time. The resignation must be addressed both to the Executive Board and to the Members' Council. The resignation becomes active once a replacement has been elected (Par.2).

§ 12: Duties of the Executive Board

The Executive Board is responsible for steering the Association. The members are the body of management according to the *Vereinsgesetz 2002*. The Executive Board is responsible for all business of the Association not assigned to any other member in the Constitution. The Executive Board holds the following duties:

- (1) to facilitate transparent accounting (including expenses and income), and to keep an inventory of assets. These are minimum requirements;
- (2) to design an annual budget, a balance sheet, and a statement of accounts;
- (3) to prepare the meetings of the Members' Council, as stated in § 9 Sec. 1 and Sec. 2 lit. a–c of this Constitution;
- (4) to inform the members about the Association's business and the accounting report, in addition to the balance of the accounts;
- (5) to manage the Association's funds;
- (6) to decide on the approval of acceptance and the exclusion of ordinary and extraordinary members;
- (7) to decide on the hiring and dismissal of employees of the Association.

§ 13: Special tasks of the Executive Board members

- (1) The Chairperson is responsible for conducting the affairs of the Association. The Executive Director assists the Chairperson in this task.
- (2) The Chairperson represents the Association in public. Written executions require the signature to the Chairperson, as well as the Executive Director, in order to be valid. In the case of financial transactions, the signature of the Chairperson and the Treasurer are required. Legal transactions between members of the Executive Board require the permission of one other Executive Board member.
- (3) Legal authorizations to represent the Association in public can only be granted by the members of the Executive Board mentioned in Section 2.
- (4) In certain circumstances, the Chairperson is given authority to take decisions on behalf of the Members' Council or the Executive Board. Such decisions require the approval of the organ responsible after they have been taken.
- (5) The Chairperson presides over the meetings of the Members' Council and of the Executive Board.
- (6) The Executive Director writes the protocol of the meetings of the Members' Council and of the Executive Board.

- (7) The Treasurer is responsible for the financial performance of the Association.
- (8) In the event that the Chairperson, the Executive Director or the Treasurer are prevented from carrying out their duties, the Deputy Chair, Deputy Executive Director, or Deputy Treasurer will replace each one, respectively.

§ 14: Auditors

- (1) The Members' Council elects two Auditors for a period of two years. Re-election is possible. The Auditors cannot be members of any other organ of the Association, with the exception of the Members' Council.
- (2) The Auditors are responsible for checking the books and the financial performance of the Association, especially with regard to correct accounting and usage of all financial means in strict accordance with the Constitution. The Executive Board is required to present all necessary documentation to the Auditors. The Auditors are required to report the results of their evaluation to the Executive Board.
- (3) All legal transactions between the Auditors and the Association require the permission of the Members' Council. For all other transactions, the Auditors are subject to the regulations presented in § 11 Sections 8 to 10.

§ 15: Advisory Board

- (1) Every member of the Association may nominate candidates (including herself/himself) for membership of the Advisory Board. Nominations in electronic format are acceptable.
- (2) The Members' Council shall elect an Advisory Board of up to eleven members, who shall remain in office for four years. If two candidates receive the same number of votes, lots will be drawn. The Advisory Board shall try to reflect the diversity of academic disciplines and geographic regions involved in Aging Studies, and to have at least one (graduate) student member. The terms of office of Advisory Board members shall begin on 1st January of the year following the election. The terms of office of the members of the first Advisory Board shall begin immediately following their election, and end on 31st December, 2014.
- (3) The Advisory Board shall advise the Executive Board on matters of principle. The Executive Board may delegate certain tasks (such as recruiting members, establishing networks, and organizing conferences) to members of the Advisory Board. The Executive Board shall be required to inform the Advisory Board on activities of the Association.

§ 16: Board of Arbitration

- (1) The arbitration of all conflicts resulting from internal Association matters shall be incumbent on the members of the Board of Arbitration. The Board of Arbitration is a pro-conciliation organ, according to the *Vereinsgesetz 2002*, and not a court of arbitration, according to §§ 577 ff *ZPO*.
- (2) The Board of Arbitration consists of three ordinary members. It is constituted by one conflicting party naming an Association member to the Executive Board as arbitrator. On demand of the Executive Board, the other conflicting party has to name another arbitrator within a period of 14 days. Within a period of seven days the arbitrators are informed by the Executive Board and are asked to select the third member for the Board of Arbitration within another 14 days. If two candidates receive the same number of nominations, lots will be drawn. The members of the Board of Arbitration cannot be members of any other organ of the Association, with the exception of the Members' Council, that is the reason for the conflict.
- (3) After having heard both sides of the conflict (all parties have to be in attendance), the Board of Arbitration judges with a simple vote. The members of the Board of Arbitrators decide to the best of their knowledge. The decisions of the Board of Arbitrators are accepted by all members of the Association.

§ 17: Voluntary dissolution

- (1) The dissolution of the Association can be decided on only by the Members' Council and requires a vote in favour of two-thirds of the members.
- (2) The Members' Council has to decide on the liquidation of the Association's funds in the event that these exist. It has to appoint the person who is to be responsible for handling the finances. If possible, the funds should be donated to an organization with interests similar to that of the Association. Otherwise, the funds shall be donated to social welfare.

Graz, October 27, 2013