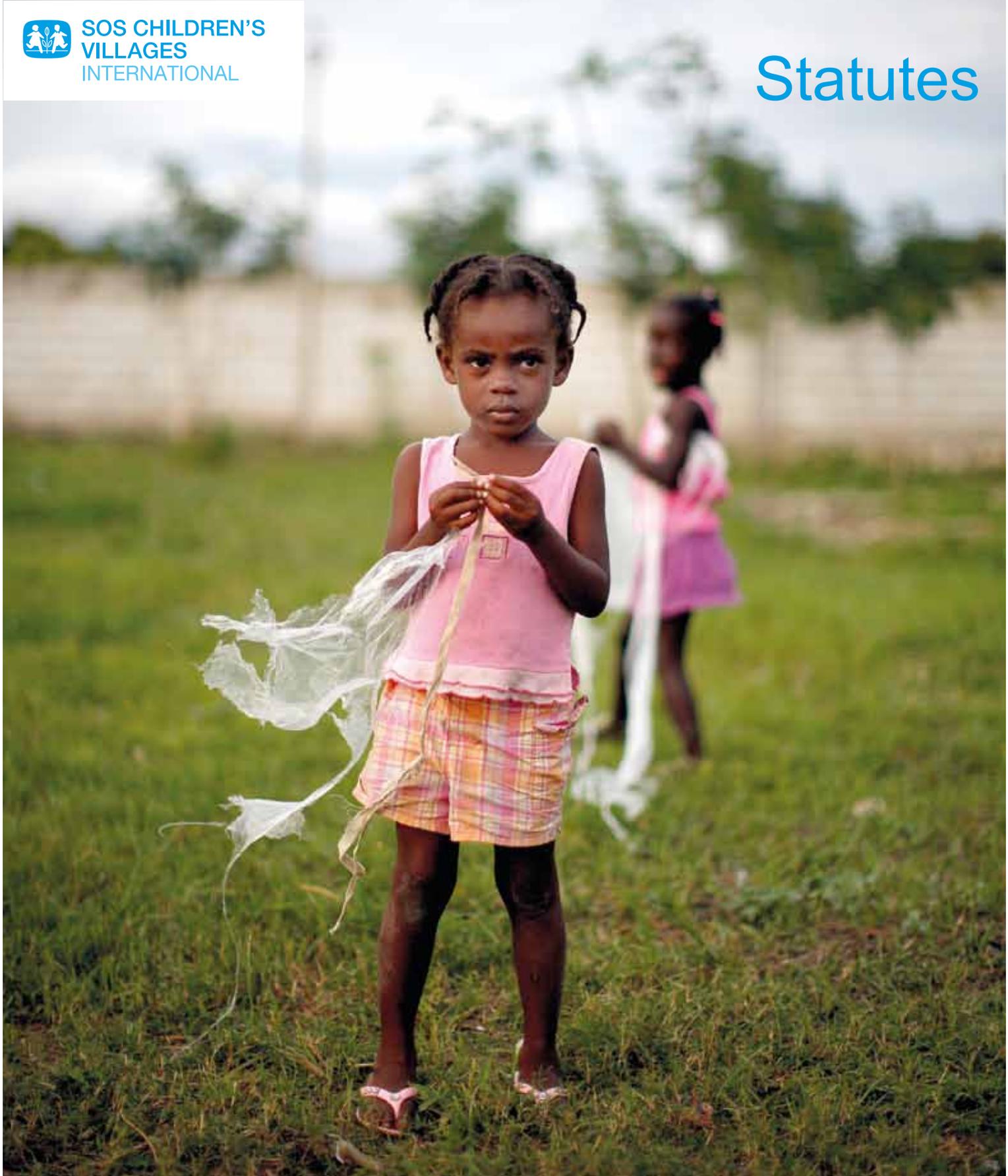


# SOS CHILDREN'S VILLAGES INTERNATIONAL



SOS CHILDREN'S  
VILLAGES  
INTERNATIONAL

## Statutes



## PREAMBLE

The first SOS Children's village was founded by Hermann Gmeiner in Imst, Austria in 1949. It is the model for the world-wide implementation of Hermann Gmeiner's SOS Children's Village concept. This concept by today has developed into a programme to ensure the holistic development of disadvantaged children in a caring family.

SOS Children's Villages admit children who have lost their parents or cannot live with their parents for various reasons and therefore are in need of a new and permanent home. The SOS Children's Village families provide this home, replacing the child's own lost family.

SOS Children's Villages have set themselves the goal of bringing up orphans and abandoned children of all races, cultures and religions in the framework of their family of origin, an alternative form of care or an SOS Children's Village family, helping them to live their own lives in self-reliance and on the basis of accepted values, integrating them into society and supporting them on their way to a secure future.

### A) The SOS Children's Village

Hermann Gmeiner's SOS Children's Village is based on four principles:

**Mother** - Each child has a caring parent

The SOS mother builds a close relationship with every child entrusted to her, and provides the security, love and stability that each child needs. As a child-care professional, she lives together with her children, guides their development, and runs her household independently. She recognises and respects each child's family background, cultural roots and religion.

**Brothers and Sisters** - Family ties grow naturally

Girls and boys of different ages live together as brothers and sisters, with natural brothers and sisters always staying within the same SOS family. These children and their SOS mother build emotional ties that last a lifetime.

**House** - Each family creates its own home

The house is the family's home, with its own unique feeling, rhythm and routine. Under its roof, children enjoy a real sense of security and belonging. Children grow and learn together, sharing responsibilities and all the joys and sorrows of daily life.

**Village** - The SOS family is a part of the community

SOS families live together, forming a supportive village environment where children enjoy a happy childhood. The families share experiences and offer one another a helping hand. They also live as integrated and contributing members of the local community. Through his or her family, village and community, each child learns to participate actively in society.

## **B) SOS Youth Facilities**

The SOS Youth Facilities represent an essential continuation of the SOS Children's Village and the family-based care it offers. They provide support for youth who have grown up in an SOS Children's Village and other young people in need so as to help them take the step to self-reliance.

## **C) SOS Social Centres and work with the families of origin**

The family is the nucleus of society. Support for families is a way of helping the children in those families to grow up in a stable environment and make a positive contribution to society in adult life.

SOS Social Centres and work with the families of origin help the children and mothers in particular to improve their situation in life. Mobile family support services serve to counteract the decline of the family and the need for fostering.

Where necessary, these objectives are additionally supported through the establishment of day-care centres, kindergartens, mother and child centres, medical centres and counselling centres.

## **D) SOS Hermann Gmeiner Schools and SOS Vocational Training Centres**

A sound and completed education and vocational training are essential if children and youths are to be capable of living a life in self-reliance. They also form the foundation that permits former SOS children to care for their own children in a spirit of responsibility.

Wherever necessary and possible, this goal is promoted through support for existing schools and vocational training centres or the provision of new schools and training centres, where children from SOS Children's Village programmes in particular receive a good education and training.

## **E) In disaster and war situations**

In cases of war and natural disasters, emergency relief programmes can be organised to provide help for limited periods.



## STATUTES

### Article 1 Name and registered office

- 1.1** SOS-Kinderdorf International, hereinafter referred to as “the Association”, is registered under this name as an association in the Register of Associations at the Federal Police Headquarters in Innsbruck. Its sphere of activity shall be worldwide.  
In the Association’s other official languages English, Spanish and French, the following translations of the Association’s name shall be used:  
English: SOS Children’s Villages International  
Spanish: Aldeas Infantiles SOS Internacional  
French: SOS Villages d’Enfants International
- 1.2** The Association’s registered office shall be in Innsbruck.

### Article 2 Objectives of the Association

The Association is a non-governmental, non-political and non-denominational organisation providing specialist care and support in child and youth development facilities and programmes for children, adolescents and young adults who are orphaned, abandoned or whose families are unable to care for them, as well as support for families and as support for people in need in the case of natural disasters or acts of war, in accordance with the SOS Children’s Village family child-care model as created by Hermann Gmeiner and defined in the Preamble.

The Association’s objectives include coordination, help, support and supervision of the affiliated member organisations and running SOS Children’s Village facilities and programmes in its own name.

The Association operates as a non-profit or charitable social development organisation pursuant to Art. 34 ff of the Austrian Federal Tax Code (BAO) working exclusively in the public interest or in support of people in need.

All Association funds and surpluses shall be employed to further the Association’s objectives.

### Article 3 Means employed in pursuit of the Association’s objectives

- 3.1** The Association achieves its objectives through the following intangible means:
- 3.1.1** The establishment and operation of SOS Children’s Villages, providing children with a home, a mother, brothers and sisters, and the environment of a village community.  
The work of the SOS Children’s Villages finds its logical continuation in the SOS Youth Facilities.
- 3.1.2** The establishment and operation of
- 3.1.2.1** SOS Social Centres, Family Strengthening Programmes, day-care centres, kindergartens, mother and child centres, medical centres and counselling centres
- 3.1.2.2** SOS Hermann Gmeiner Schools and SOS Vocational Training Centres  
to provide professional care and support for children, young persons and families in need
- 3.1.3** The operation of emergency relief programmes in cases of natural disasters or acts of war.
- 3.1.4** Advocating and promoting the rights of children throughout the world as laid down in the United Nations 1989 Convention on the Rights of the Child.

- 3.1.5 Working with international organisations, and promoting world-wide understanding and the exchange of knowledge between people of different nations and cultures on the subject of child care.
- 3.1.6 Serving as a model of long-term family based child care and providing information on the subject of a family-based approach to child and youth care.
- 3.1.7 Setting up a General Secretariat to support affiliated associations in the establishment and operation of SOS Children's Villages and other SOS facilities and programmes.
- 3.1.8 Uniting existing SOS Children's Village associations or other legal entities worldwide whose work is based on the SOS Children's Village model under the umbrella of one Association.
- 3.1.9 Ensuring that potential income from the various markets, which is needed to achieve the Association's objectives, is maintained at an optimum level worldwide; the Association shall support the affiliated associations in their fund-raising activities and complements them with own fund-raising activities.
- 3.1.10 Co-ordinating and auditing the funds collected and employed by the member associations for the construction and maintenance of SOS Children's Villages and other SOS facilities and programmes, inasmuch as they are made available to other member associations and/or the Association for the fulfilment of its tasks.
- 3.1.11 Monitoring the business activities of the member associations and issuing the binding rules needed to attain the Association's objectives in accordance with these statutes (e.g. in the form of official policy manuals and quality standards).
- 3.1.12 Promoting intercultural exchange relating to the situation of the children and young adults by operating an international sponsorship programme, and supporting the recruitment and servicing of SOS Children's Village sponsors throughout the world.
- 3.1.13 Making available appropriate administrative resources and participating in corporate enterprises, in particular by outsourcing Association activities in order to improve the Association's organisational structure and also to handle operations in the market which are not available to a non-profit association. Any profits deriving from such activities shall also be employed exclusively in pursuit of the Association's objectives.
- 3.1.14 Organising events for the exchange of child development, organisational and financial experience.
- 3.1.15 Performing public relations work using printed and electronic media and holding events for the dissemination and promotion of the SOS Children's Village model.
- 3.2** The necessary material funds shall be raised in the form of
- membership dues
  - voluntary contributions such as donations and legacies
  - grants and subsidies from public and private bodies
  - sponsoring, corporate partnerships and proceeds from advertising insofar as they are useful or necessary in pursuit of the Association's objectives
  - revenues from the Association's commercial operations insofar as such operations are in compliance with Art. 34 ff of the Austrian Federal Tax Code (BAO)
  - asset management (e.g. interest earnings, rent or lease, etc.)

The Association's funds shall be employed exclusively to achieve the Association's objectives as laid down in these statutes.

## Article 4 Membership

### 4.1 Types of membership

The Association shall have ordinary members and honorary members.

4.1.1 Ordinary members are legal entities with legal capacity whose constitution, regulations or statutes shows them to have been founded with the sole aim of establishing, operating, managing, financing or supporting SOS Children's Villages and other SOS facilities, or pursuing other activities corresponding to the objectives laid down in these statutes.

4.1.2 Honorary members are natural persons who are particularly supportive of the Association's objectives or have done the Association great service. Honorary membership may only be conferred as long as the number of honorary members does not exceed one quarter of the number of ordinary members.

### 4.2 Admission to membership

4.2.1 A written application, to be submitted to the Secretary General, is a prerequisite for affiliation to the Association as an ordinary member. The decision on any such application for membership shall be taken by the International Senate by a two-thirds majority.

4.2.2 The decision to admit an honorary member shall be taken by the International Senate by a two-thirds majority on the basis of a nomination made by the President of the Association or any member of the International Senate.

### 4.3 Termination and suspension of membership

4.3.1 In the case of legal entities, membership expires on loss of legal personality or the incapacity to act for more than eighteen months, and in the case of natural persons on their death. Membership can also be terminated through resignation, notice of termination or expulsion.

4.3.2 A member wishing to resign from the Association shall submit a written declaration to that effect to the Secretary General. Resignation shall take effect as soon as the International Senate gives its approval by a two-thirds majority. Should the International Senate refuse to accept the member's immediate resignation, the declaration of resignation shall be treated as notice of termination and shall become effective at the end of the calendar year following a two-year period of notice from receipt of the letter of resignation by the Secretary General.

4.3.3 In the event that a member infringes the statutes of the Association or any other binding instructions issued by the Association, or harms the Association's interests, the International Senate may decide to suspend the membership of that member with a two-thirds majority. In such a case the suspended member is to be informed in verifiable form of the conditions under which full membership will be restored, setting a maximum period of twelve months for the conditions to be met.

Should the suspended member fail to satisfy the set conditions in full, the International Senate shall take a decision on the definitive exclusion of the member concerned within eighteen months following the commencement of suspension of membership (and membership rights), the decision to be taken by a two-thirds majority.

4.3.4 Any member of the Association that is guilty of a gross violation of its duties as a member, in particular involving an infringement of the statutes, non-payment of membership dues or behaviour that is harmful to the interests of the Association, may be expelled from the Association without further notice, the decision to be taken by the International Senate by a two-thirds majority.

4.3.5 The member shall be informed of its suspension and/or expulsion in writing in verifiable form. Expulsion shall become effective on delivery of the decision taken by the International Senate.

4.3.6 The excluded member may lodge a written appeal against the decision with the International Senate within four weeks of delivery of the decision. The appeal shall be submitted to an arbitration tribunal of

the Association constituted pursuant to Article 6, where a final decision shall be taken. An appeal shall not suspend the effect of the decision.

- 4.3.7 Until the exclusion of a member becomes definitive, including any period in which the member's rights are suspended, the member's obligation to pay its membership dues by the due date shall remain unaffected.
- 4.3.8 In the case of the resignation or expulsion of an ordinary member, the member shall reimburse the Association for all resources received from the Association or its members or, at the discretion of the Association, shall assign to the Association the exclusive right of disposal of its assets without encumbrance or third party claims up to the value of the resources received from the Association.
- 4.3.9 On termination of membership for any reason whatsoever, all rights to the Internet domain name used by the member shall be transferred to the Association without compensation.

#### 4.4 **Members' rights**

- 4.4.1 Members shall be entitled to participate in the relevant events organised by the Association, each ordinary member to be represented by one delegate as provided for in their statutes, and to enjoy the services provided by the Association for that purpose.
- 4.4.2 All members shall have the right to vote and to stand for election at the General Assembly. In the case of ordinary members that right shall be exercised by a representative as provided for in the statutes.
- 4.4.3 Members shall be entitled to receive information from the Secretary General on the Association's activities and financial position at every General Assembly.
- 4.4.4 Ordinary members shall be entitled, with the express agreement of the Austrian SOS-Kinderdorf association, to employ the latter's protected letter style and logo to the extent covered by the agreement. No member shall be entitled to transfer to third parties the authorisation granted to it to employ the protected letter style and logo or to grant third parties any rights of usage whatsoever. In the case of temporary suspension or termination of membership, the use of the letter style and logo shall be prohibited with immediate effect.
- The International Senate shall be entitled to attach conditions to the use of the letter style and logo, and to revoke or restrict the right to employ them where the imposed conditions are not met.
- 4.4.5 Ordinary members shall be entitled to request from the Secretary General an annual report and an annual balance sheet for the Association, and also the minutes of the General Assembly.
- 4.4.6 Representatives of ordinary members shall be entitled to avail themselves of the services provided by the Communications Department at the General Secretariat. Ordinary members shall receive the information, bulletins, publications, child-development programmes and other aids intended for members.

#### 4.5 **Preconditions for the enjoyment of members' rights**

- 4.5.1 Fulfilment of members' obligations pursuant to the statutes including observation of official policy manuals and quality standards, etc. issued by the Association;
- 4.5.2 Presentation of an annual report by 31 March of each following year and audited annual financial statements by 1 September of the following year as provided for under items 4.6.6.1 and 4.6.6.2;
- 4.5.3 Acceptance and observance of any non-appealable ruling by an arbitration tribunal of the Association or public court in any dispute arising between the Association and members or among members;
- 4.5.4 Payment of the annual membership dues by 1 September of each year;
- 4.5.5 No suspension of membership rights.

## **4.6 Members' obligations**

- 4.6.1** Members have a duty to promote the interests of the Association to the best of their abilities and to refrain from all acts which could be detrimental to the Association's standing and objectives. Members shall respect the provisions of the Preamble and the Association's statutes and shall implement the decisions and measures taken by the legal bodies of the Association, including the provisions of official policy manuals, quality standards, etc., insofar as they do not conflict with the national legislation of the country concerned.
- 4.6.2** All ordinary members have a duty to pay their annual membership dues punctually, with three-quarters of the previous year's amount to be paid by 31 March and the remainder by 1 September of each year.
- 4.6.3** The membership fee consists of a governance fee and a support fee. The governance fee shall cover the expenses associated with leadership and management of the Association and monitoring of its member associations. The support fee shall cover the expenses of the Association associated with direct support for members associations.
- The percentages, the allocation basis of both fee elements, the size of a cap to the governance fee and a minimum membership fee shall be set by the International Senate by a two-thirds majority. In the event of additional financing requirements, the International Senate shall be empowered to collect an additional membership contribution for the financial year, the decision to be taken by a two-thirds majority.
- 4.6.4** The provisions of the statutes of an ordinary member shall not be incompatible with the Association's statutes or objectives. All new statutes or amendments to ordinary members' existing statutes shall be communicated to the International Senate without delay and require the approval of the International Senate to become effective.
- 4.6.5** The above provisions only restrict the autonomy of ordinary members inasmuch as their statutes, amendments to statutes, measures, resolutions and procedures are not in compliance with the provisions of the Association's preamble and statutes or other binding instructions issued by the Association.
- 4.6.6** Ordinary members have a duty to submit the following documents to the General Secretariat annually or on demand:
- 4.6.6.1** An annual report to be submitted by 31 March of the following year, the report to include the following data: statistics on the number of children in care, employees and donors, and a list of Board members and other officers, notwithstanding the requirement to communicate to the Association without delay any changes in the composition of the Board and senior staffs that may occur during the year;
- 4.6.6.2** An annual statement of accounts to be submitted by 1 September of the following year, drawn up in compliance with the rules and standards laid down by the Association and audited by an independent, internationally recognised firm of auditors;
- 4.6.6.3** A list of the decisions taken by the member's Board or General Assembly;
- 4.6.6.4** Such other information as the Secretary General may call for.

## **Article 5 Legal bodies of the Association**

- 5.1** The legal bodies of the Association shall be as follows:
- 5.1.1** The General Assembly
- 5.1.2** The International Senate
- 5.1.3** The President of the Association
- 5.1.4** The Secretary General
- 5.1.5** The Arbitration Tribunal

## **5.2 General Assembly**

- 5.2.1** The General Assembly, which shall be convened every four years, shall comprise all ordinary members, each represented by one delegate as provided for in the statutes, and all honorary members of the Association.
- 5.2.2** Extraordinary meetings of the General Assembly shall be convened by the Secretary General acting on behalf of the President of the Association in response to a written request accompanied by a proposed agenda supported by a two-thirds majority of the International Senate or as otherwise provided for in these statutes or the Austrian Law of Associations.
- 5.2.3** In the case of both ordinary and extraordinary General Assemblies, the Secretary General acting on behalf of the President of the Association shall send out invitations in verifiable form to all members of the Association. In the case of an ordinary General Assembly the invitation shall be sent out at least two months and in the case of an extraordinary General Assembly at least one month prior to the scheduled date.
- 5.2.4** In the case of an ordinary General Assembly the agenda shall be made available to all members of the Association at least six weeks and in the case of an extraordinary General Assembly at least three weeks prior to the scheduled date. The agenda shall be drawn up by the President and the Secretary General. Motions relating to items on the agenda and proposals for additions to the agenda shall be communicated in writing to the General Secretariat at least four weeks before the date set for an ordinary General Assembly or two weeks before the date set for an extraordinary General Assembly. Only motions relating to items on the agenda and motions for additional items that are in accordance with the provisions of the statutes can be included on the agenda.
- 5.2.5** Valid decisions can only be taken on items on the agenda.
- 5.2.6** Senior employees of the Association and guests invited by the Secretary General acting on behalf of the President shall be permitted to attend the General Assembly without voting rights.
- 5.2.7** The right to vote is held by every ordinary member, with one vote each, and by each honorary member.
- 5.2.8** Members shall be entitled to issue to other participants at the General Assembly a written proxy to vote on their behalf. Each attendee may have a maximum of four additional proxy votes.
- 5.2.9** The General Assembly shall be quorate when a simple majority of all members is present in person or represented. Should a simple majority of all members not be present at the beginning of the General Assembly, the General Assembly shall reconvene after an interval of four hours, after which the General Assembly shall be deemed to be quorate regardless of the number of members present.
- 5.2.10** Where nothing to the contrary is laid down in these statutes or in association law, resolutions of the General Assembly shall be adopted by a simple majority of votes cast and valid. Resolutions for amendments to the statutes or dissolution of the Association shall require a two-thirds majority of all votes cast and valid.
- 5.2.11** The President shall preside over the General Assembly with the exception of voting procedures, in which case an honorary member nominated by the International Senate shall preside. In the absence of the President, the General Assembly shall be chaired by the Vice-president. If the Vice-president is prevented from attending, the Assembly shall be presided over by a member of the International Senate designated for the purpose by that body prior to the General Assembly.

## **5.3 Functions of the General Assembly**

- 5.3.1** The General Assembly is the supreme decision-making body of the Association and is charged with the following tasks:
- 5.3.1.1** To lay down the basic policy of the Association in compliance with the preamble and these statutes.
- 5.3.1.2** To elect the Association's President, Vice-president and the other members of the International Senate. Nominations shall be lodged with the General Secretariat four weeks before an ordinary General Assembly and two weeks before an extraordinary General Assembly at the latest. A vote shall only be

taken in the General Assembly on nominations which are complete and correctly constituted pursuant to item 5.4.3 of the statutes and which are accompanied by a written declaration of consent.

If more than one valid nomination has been lodged, the nominations will be voted on in the order in which they were received. As soon as a complete nomination has received the necessary majority, any remaining nominations shall no longer be put to the vote.

Voting shall commence with the office of the President, followed by the Vice-President and then the other members of the International Senate. The elections of the President and Vice-President shall be performed in separate ballots, whereas a combined ballot shall be held for the election of the other members of the Senate.

The votes shall be taken with a simple majority of all votes cast and valid.

5.3.1.3

To ratify the acts of the International Senate.

5.3.1.4

To take decisions relating to amendments of the statutes and the preamble, and the dissolution of the Association.

5.3.1.5

To receive for approval the report on the Association's activities and the annual financial statements.

5.3.1.6

To receive the statement of affairs and a preview of the Association's future activities from the Secretary General.

## 5.4

### International Senate

5.4.1

The International Senate shall consist of the President of the Association, the Vice-president and a maximum of twenty persons elected for a six-year term of office. Re-election shall be permitted for a second and further terms of office. Their term of office shall terminate with the election of a new International Senate, which shall be performed at every ordinary General Assembly.

5.4.2

Meetings of the International Senate shall be convened at least once a year by the Secretary General acting on behalf of the President of the Association.

5.4.3

The International Senate, to which only members of governing bodies of an ordinary member and honorary members may belong, shall be made up as follows:

5.4.3.1

The President and Vice-president of the Association.

5.4.3.2

Ten seats on the Senate shall be allocated to those ordinary members which have made the largest financial contribution to the international activities of the Association, i.e. to the capital spending requirements and running costs incurred by other ordinary members according to the last two audited balance sheets, that is to say in the penultimate and prepenultimate years.

5.4.3.3

Four seats shall be reserved for representatives from four different continents on which the Association is represented.

5.4.3.4

The remaining seats shall be taken by representatives of other ordinary members or by honorary members.

5.4.3.5

The Austrian SOS Children's Village association SOS-Kinderdorf Österreich, being the original founding association, shall always be represented in the International Senate. If the association has no seat pursuant to item 5.4.3.1 or 5.4.3.2, one seat from one of the other groups pursuant to items 5.4.3.3 or 5.4.3.4 shall be allocated to the association.

5.4.3.6

The Secretary General is ex officio a non-voting member of the International Senate.

5.4.4

In the event that a representative of a member on the International Senate pursuant to item 5.4.3.3 or item 5.4.3.4 loses his position on a governing body of that member or that membership in the Association is terminated, the International Senate shall be entitled to co-opt another representative of that member or of another member of the General Assembly. In the event that a representative of a member on the International Senate pursuant to item 5.4.3.2 is unable to fulfil his duties as a member of the International Senate for any reason whatsoever, the member involved shall be entitled to nominate a replacement. In both cases composition of the International Senate pursuant to Article 5 paragraph 5.4.3 must be preserved.

5.4.5 Insofar as nothing to the contrary is laid down in these statutes, decisions of the International Senate shall be taken by a majority vote, with at least fifty per cent of members present for the meeting to be quorate. In the case of a tied vote, the President of the Association shall have a casting vote.

## 5.5 Functions of the International Senate

5.5.1 Decisions relating to applications for membership and the resignation or expulsion of members, such decisions to be taken by a two-thirds majority of Senate members present;

5.5.2 Approval of the Association's annual budget and audited annual financial statements;

5.5.3 Submitting proposals to the General Assembly relating to the basic policy of the Association;

5.5.4 Formulating the details to basic policy approved by the General Assembly;

5.5.5 Drawing up standing orders for itself, the Executive Committee pursuant to item 5.5.11 and the General Secretariat, all such decisions to be taken by a simple majority;

5.5.6 Drawing up procedural guidelines, in particular for the work of the International Senate and the General Secretariat;

5.5.7 Approval and appointment of the Secretary General at the proposal of the President;

5.5.8 Setting the amount of the membership dues pursuant to item 4.6.3;

5.5.9 Approving the preambles and statutes of ordinary members and amendments thereto;

5.5.10 All other tasks and activities in the interest of the Association that are not expressly assigned to another body of the Association.

5.5.11 The International Senate shall elect from among its members an Executive Committee at the proposal of the President of the Association. The Executive Committee shall comprise the President of the Association, the Vice-president and no more than five other members of the International Senate, and shall be responsible for discharging the duties of the International Senate between its meetings. The Secretary General is ex officio a non-voting member of the Executive Committee.

## 5.6 The President of the Association

5.6.1 The President of the Association shall be elected by the General Assembly by simple majority vote and shall take office immediately after the vote has been held and shall remain in office until expiry of the term of office at the latest. The President can be re-elected to any number of terms of office.

5.6.2 To be eligible for election as President of the Association, a person must be a member or employee of an ordinary member of the Association who has served for at least one term of office on the Board of the relevant National Association or has played an active role in the Association or elsewhere within the SOS Children's Village organisation for many years.

5.6.3 The President shall preside over the meetings of the General Assembly. During elections of the Association President and Vice-President and the International Senate, the proceedings shall be chaired by an honorary member nominated by the International Senate. The President shall also preside over meetings of the International Senate.

5.6.4 The amount of the President's expense allowance shall be laid down in the standing orders of the International Senate.

5.6.5 Should the President be prevented for any reason whatsoever from discharging his duties, the Vice-president shall substitute for him. In the event that the President's inability to perform his duties is not merely temporary the Vice-president, on the basis of a decision to be taken at a meeting of the International Senate, shall convene an extraordinary meeting of the General Assembly to elect a new President of the Association. Should the Vice-president be prevented from deputising for the President of the Association, the other members of the International Senate shall be empowered to do so in the order determined by the President. Should no such order have been determined or should the member of the Senate called upon to deputise for the President fail to exercise that function for any reason whatsoever,

the oldest member of the International Senate shall be authorised to deputise. Should the President's inability to perform his duties be permanent, the necessary measures shall be taken by the agent of the Association authorised to deputise so that elections can be held for all vacant positions among the Association's bodies.

**5.6.6** Formal representation of the Association shall be the task of the President to be exercised jointly with the Secretary General, or in the absence of the President, of the Vice-president jointly with the Secretary General or, in the absence of the Secretary General, jointly with one of the Deputy Secretaries General.

## **5.7 Secretary General**

**5.7.1** The Secretary General shall be responsible for implementing the decisions taken by the General Assembly and the International Senate and handling the Association's day-to-day business and management requirements.

**5.7.2** The Secretary General is the head of the General Secretariat. He is a paid employee of the Association and the superior of all its employees. The functions and the rights and duties of the Secretary General shall be laid down in the standing orders to be drawn up pursuant to item 5.5.5 of the statutes.

## **Article 6 Settlement of disputes**

**6.1** All disputes arising within the Association shall be settled by an internal arbitration tribunal. This is an arbitration body within the terms of the Austrian Law of Associations, not a tribunal pursuant to Art. 577 ff of the Austrian Code of Civil Procedure (ZPO).

**6.1.1** An arbitration tribunal shall comprise three representatives of ordinary members of the Association. In order to convene an arbitration tribunal, one party to the dispute shall first make written nomination of one arbitrator, who must be a representative of a member of the Association with the right to vote at the General. On receiving notice from the President within seven days, the other party to the dispute shall nominate within fourteen days a second arbitrator, who must also be a representative of a member of the Association with the right to vote at the General Assembly. Following notification of their appointment by the President within seven days, the two arbitrators shall jointly choose, within a further fourteen day period, a third representative of a member of the Association with the right to vote at the General Assembly, who shall be the chairperson of the arbitration tribunal. In the event that the two arbitrators fail to agree, lots shall be drawn to select the chairperson. No member of the arbitration tribunal may be a member of a body of the Association, except the General Assembly, whose activities are the subject of the dispute involved.

The arbitrators selected may not be dependent on either of the parties to the dispute; they may not have any personal interest in the result of the arbitration process nor give any reason to assume partiality. Their function is to reach a decision on the basis of independent judgment.

**6.1.2** The arbitration tribunal shall take a decision after hearing the arguments of the two parties with all members of the tribunal present, the decision to be taken by a simple majority vote. The members of the tribunal shall decide to the best of their knowledge and belief. The ruling of the arbitration tribunal is final at the level of the Association.

**6.2** Should the dispute involve a matter that falls within the jurisdiction of the courts, either of the parties to the dispute may choose to bring the case before the competent court in Innsbruck after hearing the ruling made by the internal arbitration tribunal.

- 6.3** The competent court in Innsbruck, Austria shall have jurisdiction over all conflicts arising from or in connection with these statutes. That also applies to those cases in which the Association's arbitration tribunal fails to take a decision for any reason whatsoever. With the exception of the principle of conflicts of law, Austrian law shall apply.

#### **Article 7 Dissolution of the Association**

- 7.1** The decision to dissolve the Association may be taken at an extraordinary meeting of the General Assembly expressly convened for that purpose and attended by at least fifty per cent of all members. Any such decision shall be taken with a two-thirds majority.  
In the event that less than fifty per cent of those entitled to vote attend the meeting, a second General Assembly shall be convened within two months, at which resolutions shall be adopted by a two-thirds majority of all members present and entitled to vote.
- 7.2** The last International Senate, or the Executive Committee acting on its behalf, shall notify the appropriate authorities in association law of the decision taken to dissolve the Association.
- 7.3** In the case of the dissolution of the Association or discontinuance of the hitherto supported objectives of the Association, any assets remaining after the settlement of liabilities shall be transferred by the International Senate, which shall be responsible for winding up the Association, to a legal entity working as an exclusively non-profit and/or charitable organisation pursuant to Art. 34 ff of the Austrian Federal Tax Code (BAO) in the service of children and young people, in support of families, in support of people in need in cases of natural disasters or acts of war.

#### **Article 8 Translations of the statutes**

The Association shall make available to its members certified translations of these statutes in English, French and Spanish. In the event of a disputed interpretation of their content, the final interpretation of these statutes must be based on the original German version.

#### **Article 9 Validity of the statutes**

If one or more provisions of these statutes become invalid, the remaining provisions of the statutes shall nevertheless remain effective. The provisions of the Austrian Law of Associations as amended shall apply.

## IMPRINT

**Medieninhaber:**

SOS Children's Villages International  
Hermann-Gmeiner-Str. 51,  
6020 Innsbruck, Austria

**Cover photo:**

Port-au-Prince / Haiti, Christian Martinelli

**Photo page 4:**

Retalhuleu / Guatemala, Joris Lugtigheid

**Editor:**

Annette Pietzsch

**Layout:**

Johanna Romillo

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