

STATUTES

(UNOFFICIAL TRANSLATION)

§ 1

Name, Seat and Area of Operations

(1) The Agency bears the name

"International Agency for Source Country Information", (which name may be abbreviated to IASCI).

In German

„Internationale Agentur für Ursprungslandinformationen“

(2) IASCI is politically independent, non-partisan and wholly impartial. Its activities are exclusively non-profit in nature.

(3) The Agency has its legal seat in Breitenfurt bei Wien and operates in the whole of Austria as well as abroad.

(4) The establishment of branches is not contemplated.

§ 2

Purposes

The purpose of IASCI is to provide direct support to its Members and Partners by the carrying out of primary-source, field-based, and specialist research of a factual nature. Such factual information is to be gained within identified states and regions, and exclusively from official sources within the public domain. All IASCI activities are to be carried out in full agreement with the states and regions of interest, and in complete accordance with all relevant legal regulations of said states.

The purposes include:

(1) To establish and operate, on a non-profit basis, specialized facilities and procedures to research and obtain, process and edit, and thereafter, transmit, information to Members and Partners.

(2) To support developmental projects of the Members and Partners of the Agency with informational support, as well as provide capacity building to local structures and entities within the relevant states and regions.

(3) To support and increase the effectiveness of socio-political projects of the Members and Partners of the Agency by means of national and international cooperation.

(4) To assess, coordinate and prepare for future information requirements of the Members and Partners by means of conferences, seminars, as well as the carrying out of feasibility studies and field missions.

(5) To provide ongoing monitoring of specific developmental and sociopolitical projects of the Members and Partners of the Agency.

(6) To provide ongoing training to the Members and Partners of the Agency, as well as their respective staff members, to facilitate access and utilization of the information researched, processed and forwarded by IASCI.

§ 3

Means to Achieve the Purposes of the Agency

(1) *Non-material means to achieve the purposes of the Agency are to:*

a) Establish and operate specialized information systems in close cooperation with the Members and Partners.

b) Establish, utilize and continuously develop the necessary technical and legal principles, objectives and methods used in obtaining and processing factual information within the public domain.

c) Implement and develop the necessary technical and legal procedures, within the scope of the Agency, in order to ensure the utility of the information so provided to the Members and Partners; especially with regard to the protection of personal data.

d) Within the scope of the Agency, accept overall operational, legal and financial responsibility in the implementation of the projects identified by the Members and Partners.

e) Train the Members and Partners of IASCI and their employees to effectively access and utilize the information provided by the Agency.

f) Carry out reconnaissance missions and feasibility studies in the interest of the Members and Partners in order to extend the information system.

g) Directly establish and operate IASCI structures in the field in order to research and obtain the required information.

h) When required and feasible, cooperate, by contractual agreement, with independent implementing partner organizations in the field. Such agreements would include the provision, by IASCI, of technical expertise and know-how, monitoring and regularly verifying the procedures as established and standardized.

i) Transfer technical knowledge and other information to those identified governmental and non-governmental institutions representing a direct developmental and sociopolitical interest of the Members and Partners.

(2) Material means to achieve the purposes of the Agency include:

a) Membership fees of natural and juridical persons as Members of IASCI.

b) Sponsorship or subsidies from the European Commission.

c) Sponsorship or subsidies from international organizations, such as the United Nations, insofar as they support the aims of the Agency, according to §2.

d) Sponsorship or subsidies from States and other international organizations showing interest in cooperating with the Agency.

- e) Sponsorship or subsidies from juridical persons and interest groups, Corporations and Chambers of Commerce, insofar as they support the aims of the Agency, according to §2.
- f) Loans, when granted free of any charge or interest and wholly unsecured, both from natural and juridical persons, in order to bridge financial needs.
- g) Reimbursement of costs for publications and events.
- h) Donations, collections and other contributions.

(3) Only such material means as listed under (2) shall facilitate the operations of the Agency. Members and Partners are specifically exempt from any personal and general liability in any regard.

§ 4

Members

All legally responsible natural and juridical persons who wish to contribute to the achievement of the aims of the Agency can become Members.

§ 5

Acquisition of Membership

(1) The General Assembly decides on the acceptance of applications for Membership at the suggestion of the Directorate. The Directorate can award applicants fulfilling the basic requirements of membership with temporary membership, this being subject to the decision of the following General Assembly. Membership can be refused without reasons being stated.

(2) Until such time as the Agency is registered, Members are temporarily accepted by the founders of IASCI, or by the Directorate if already appointed. This membership takes effect once the Agency has been registered.

§ 6

Termination of Membership

(1) Membership can be terminated through voluntarily termination, or expulsion. It expires through death in case of natural persons, or through the loss of the juridical personality in case of juridical entities.

(2) Termination of membership can only occur on June 30th and December 31st of each year. The Directorate has to be notified in writing at least 3 months in advance by email fax or mail. If notification is not made in time, termination of membership takes effect only at the next date of termination. Timeliness is determined by the time of receipt of the email or fax.

(3) The Directorate can provisionally expel a Member due to serious violation of membership obligations or because of dishonorable behavior, this expulsion being subject to the decision of the following General Assembly.

§ 7

Rights and Obligations of Members

(1) Members are entitled to take part in all events of IASCI and make use of the facilities of the Agency.

(2) Members have the right to vote in the General Assembly as well as be nominated for any position in the Institutions of the Agency. In the General Assembly a member can transfer his or her vote to another Member in writing.

(3) Members are obliged, within their power, to promote the interests of IASCI and to prevent anything that could be harmful to the reputation and purpose of the Agency. In case of a conflict between the interest of IASCI and the interest of one of the Members, the Member must inform the Directorate with immediate effect.

(4) Members must comply with the Statutes of the Agency and the resolutions passed by Institutions of the Agency.

§ 8

Honorary Membership

(1) Natural persons who have contributed outstanding services or research in areas of direct and related interest to the Agency can, at the request of the Directorate, be awarded an honorary membership for an indefinite period of time.

(2) Honorary Members have the same rights and obligations as Members of the Agency but will be exempt from membership fees should such fees be established by the General Assembly.

§ 9

Partners of IASCI

(1) Partners of the Agency can be categorized as:

- Corresponding Partners,
- Implementing Partner Organizations or
- Observing Partners.

a) Corresponding Partners are governmental or non-governmental institutions that have established close relations with IASCI, insofar as they pursue common or similar aims according to §2. Such relations are mainly focused on implementing activities of common interest and cooperating in organizing joint conferences. Corresponding Partners receive regular access to information and notifications of the Agency, as forwarded to its Members, but without the obligations and rights of membership.

b) Implementing Partner Organizations are those juridical persons who, according to §3 article 1 (h) of these Statutes, have entered into a contractual arrangement with the Agency, but without the obligations and rights of membership.

c) Observing Partners are institutions that share the interests and objectives of the Agency and want to cooperate closely with IASCI, but without incurring any membership, contractual, or other obligations with the Agency.

(2) The General Assembly decides on the acceptance of applications for partnership at the suggestion of the Directorate. The Directorate can award applicants fulfilling the basic requirements of partnership with temporary partnership, this being subject to the decision of

the following General Assembly. The application will then be put to the vote at the next meeting of the General Assembly.

(3) Partners of the Agency can participate in meetings of the General Assembly only by invitation of the General Assembly or the Directorate.

(4) At the suggestion of the Directorate, and by decision of the General Assembly, relations with Partners can be terminated if relations with the specific Partner have been deemed to be inactive for two years.

§ 10

Institutions of the Agency

The Institutions of IASCI are the General Assembly (§§11 and 12), the Directorate (§§13 to 15), the Auditor (§16) and the Court of Arbitration (§17).

§ 11

The General Assembly

(1) The General Assembly is a general meeting of all the Members, in accordance with the Association Law of Austria (Vereinsgesetz 2002). It constitutes the Institution with ultimate decision-making authority. An ordinary General Assembly takes place at least once a year.

(2) The General Assembly is composed of the Members and invited Partners of the Agency. Only Members enjoy the rights listed under §6. Partners can be invited to participate by the General Assembly or the Directorate, in which case they will participate as observers. In such cases, Partners can contribute suggestions, instructions and expertise in order to facilitate the coordination of the activities of the Agency with the requirements and interests of the specific Partner organizations.

(3) An extraordinary General Assembly can be convened by written notification of:

- the Directorate, or,
- an ordinary General Assembly, or,
- at least one tenth of the Members, or,
- at the request of the Auditor.

(4) All Members are invited in writing by telefax or email (to the fax number or email address last forwarded to the Agency by the relevant member) at least four weeks before the appointed date of any ordinary as well as the extraordinary General Assemblies. The invitation to the General Assembly will be carried out by the Directorate and will include the draft agenda.

(5) Requests, or suggested amendments, to the draft agenda of the General Assembly are to be submitted in writing, by telefax or email, at least three days prior to the appointed date of the meeting.

(6) Valid resolutions – except for those requesting the convening of an extraordinary General Assembly – can only be adopted when such resolutions are an established item of the agenda.

(7) All Members are entitled to participate in, and vote at, the General Assembly. Each Member has one vote. The right to vote can be transferred to another Member by means of a written authorization. Each Member can cast only one such additional vote at the General

Assembly. In case of a parity of votes, the Chairperson of the General Assembly will cast an additional, and deciding, vote.

(8) The General Assembly will have a quorum when the majority of the Members is present or represented.

(9) Elections and resolutions passed in the General Assembly usually occur with a simple majority of the valid votes cast. Resolutions changing the Statutes of the Agency, or termination of the Agency, however, need a qualified majority of two thirds of the valid votes cast.

(10) The General Assembly is chaired by the Director. Should the Director be prevented from attending, the deputy of the Director will represent him or her. If this person is prevented from attending, a member to be appointed by the Director will assume the Chairmanship.

§ 12

Duties of the General Assembly

The following duties are reserved for the General Assembly:

(1) To accept and approve the Auditors' report and the closing of the previous years' accounts in consultation with the Auditors.

(2) To pass resolutions regarding the Budget, as submitted by the Director.

(3) To pass resolutions about the Rules and Regulations, and any other Standing Rules of substance, as submitted by the Director.

(4) To elect and dismiss Members of the Directorate and the Auditors.

(5) To authorize legal transactions between the Directorate, the Auditors and the Association.

(6) To validate the results of the previous period, and thereby approve the position of the Directorate as a whole.

(7) To pass resolutions regarding changes to these Statutes or the voluntary dissolution of the Agency.

(8) To pass resolutions about a scale of membership fees at regular intervals, and to adapt this categorization, when needed, with regards to individual members.

(9) To discuss and pass resolutions regarding any other items included in the agenda.

§ 13

The Directorate

(1) The Directorate consists of two natural persons, the Director and his or her deputy – these persons must be Members of the Agency. These persons are appointed for a period of five years. Re-election is possible.

(2) The Directorate is elected by the General Assembly. The founders of the Agency appoint the first Director. If an elected Member of the Directorate resigns, the Director has the right to appoint another eligible Member of the Agency in his or her place, the confirmation for which has to be obtained at the next General Assembly. If the Directorate is vacated for an unusually long time, the Auditors are obliged to immediately convene an extraordinary General Assembly in order to elect a new Directorate. Should the Auditors be unable to act as well, every regular member, who recognizes the emergency, should immediately request the appointment of a curator at the relevant court, who immediately has to convene an extraordinary General Assembly.

- (3) Meetings of the Directorate will take place at least twice per year, and are convened by the Director, with at least 14 days notification, in writing or verbally. If he or she is unable to do so the deputy of the Director will assume these responsibilities.
- (4) The Directorate has a quorum when all its members have been invited and at least 60% of the members are present.
- (5) The Directorate passes its resolutions with a simple majority of votes. In case of parity of votes the Director will cast the deciding vote.
- (6) Other than as a result of death and termination of the term of office (article 1) the function of a Directorate Member can be terminated through dismissal (article 7) or resignation (article 9).
- (7) The General Assembly can dismiss the entire Directorate or an individual Member of the Directorate after conviction of an indictable offence, or due to serious wrongdoing that negatively impacts upon the interests of the Agency.
- (8) In case of arbitration proceedings or legal appeal a temporary Directorate is convened until the close of any proceedings. Otherwise, the dismissal comes into force once the new Directorate or Directorate Member has been appointed.
- (9) Directorate Members can at any time submit their resignation in writing. The resignation is to be submitted to the Directorate, or in case of resignation of the entire Directorate to the General Assembly. The resignation takes effect only once a successor has been elected or co-opted (paragraph 2).

§ 14

Duties of the Directorate

The Directorate is the executive institution of the Agency. It is responsible for the realization of the general purposes of the Agency as stated in §2 of these Statutes, and the carrying out of the resolutions of the General Assembly. The Directorate takes overall responsibility for day-to-day operations and efficiency of the Agency. The Directorate shall be granted all powers within the Agency that have not been granted to other Institutions of the Agency by law or by this Charter.

In particular the following matters are part of the Directorate's domain:

- (1) To submit a budget for the next official year to the General Meeting for approval, as well as prepare and present the annual report and financial accounts (i.e. balance sheet and profit and loss statement) on the course of the Agency's business.
- (2) To draft, submit to the General Assembly for approval, and thereafter implement, the Rules and Regulations of the Agency as well as any other Standing Rules of substance; in accordance with the relevant Austrian legal norms.
- (3) To prepare the draft Agenda for the General Assembly.
- (4) To convene the ordinary and extraordinary General Assemblies.
- (5) To administer the funds of the Agency.
- (6) To provisionally accept and dismiss Members of the Agency, in accordance with § 5 and § 6 of these Statutes.
- (7) To recruit, dismiss, or lay off Staff Members and any other categories of employee or contractor/consultant of the Agency.
- (8) To conclude binding financial obligations, after prior authorization by the General Assembly, but only up to the maximum amount of the Agency's assets, including received means or contractually secured pledges, as per § 3 (2).

§ 15

Special Functions of Individual Members of the Directorate

(1) The Director is responsible for the day-to-day affairs of the IASCI. The deputy of the Director supports the Director in carrying out these responsibilities. The personal liability of the Director and the deputy of the Director are limited to the conditions established by the Law on Associations (Vereinsgesetz 2002) and the Statutes of the Agency.

(2) The Agency shall be represented by the Director. Legal commitments between Directorate Members and the Agency have to be approved by another Directorate Member. The adopted Rules and Regulations of the Agency as well as any other Standing Rules of substance regulate all other aspects of the authority of the Director.

(3) Delegation of authorization is limited to other Directorate Members and Staff of the Agency, and must be granted by the Director in writing. Written delegation is especially required in regard to: any undertaking of legal commitment; representing the Agency in public; or, assuming the authority to sign. Such authorizations must be presented for confirmation at the next meeting of the Directorate.

(4) Under exceptional circumstances, and if there is a risk that important business may be held up or delayed, the Director is entitled to make decisions independently and on his or her own responsibility, even in affairs that are considered in the remit of the General Assembly or the Directorate. However, any such decision taken independently requires subsequent approval by the relevant institution of the Agency.

(5) The Director presides over the General Assembly and the Directorate.

(6) Should the Director be prevented from attending the General Assembly or Directorate meetings, the Director will be represented by his or her deputy.

§ 16

The Auditor

(1) The Auditor can be a natural or juridical person, who does not have to be a Member of the Agency. The Auditor is elected by the General Assembly for a period of five years. Re-election is possible. The Auditor must not be a Member of any other Institution of the Agency – except for the General Assembly – whose activities are subject of the audit.

(2) The Auditor is responsible for: performing an annual audit of the management of the finances of the Agency in line with these statutes; examining the statement of financial accounts; and submitting an Auditor's Report regarding these matters to the General Assembly (as per § 12 (1)).

(3) Legal commitments between the Auditor and the Agency must be authorized by the General Assembly. For the rest the regulations of §13 paragraph 7 to 9 apply to the auditors by analogy.

§ 17

The Court of Arbitration

(1) For the settlement of all disputes resulting from the implementation of these Statutes, as well as the adopted Rules and Regulations, the Agency's internal Court of Arbitration is to be convened as first responsible instance.

(2) The Court of Arbitration is composed of three qualified persons – these persons do not have to be Members of the Agency. It is composed in the following manner. A contending

party informs the Directorate in writing of the name of one person to act as arbitrator. Within 7 days the Directorate will provide the other contending party with 14 days to appoint their representative to act as arbitrator. Thereafter, and within 7 days, the Directorate will notify the two arbitrators to nominate and elect a third member to the Court of Arbitration. This third arbitrator must be elected within 14 days, and will act as chairperson of the Court. In case of a parity of votes for the chairmanship, the chair will be selected from amongst the two nominees put forward by means of drawing lots. The members of the Court of Arbitration must not be Members of an institution – except for the General Assembly – whose activities are subject of the dispute.

(3) The Court of Arbitration takes its decision with a simple majority of votes, and after granting hearings to both parties in the presence of all its Members. Its decisions are deemed to be final within the Agency.

(4) The Court of Arbitration decides to the best of its knowledge and belief. It is contemplated that the parties will accept the decisions of the Court of Arbitration as final; the decisions of the Court of Arbitration, however, do not limit the rights of the parties to refer the dispute to the domestic institutions.

§ 18

Official Year of the Agency

The official year coincides with the calendar year.

§ 19

Languages

The working language of the Agency is English. The principal documents of the Agency will be made available in English and German.

§ 20

Voluntary Dissolution of the Agency

(1) The voluntary dissolution of the Agency can only be determined by the General Assembly, and only with a majority of two thirds of the valid votes cast.

(2) In case of dissolution the General Assembly must decide on the liquidation of the Agency's assets. In particular it has to appoint a liquidator and decide to whom the remaining assets of the Agency will be transferred, after all outstanding liabilities were fully addressed.

(3) In case of dissolution of the Agency, or if the purpose of the Agency ceases to apply, any remaining assets of the Agency will be dedicated only for charitable purposes and transferred to a legitimate non-profit humanitarian organization. If reasonable, such transfer will take into consideration any existing and related developmental projects of the Members and Partners of IASCI.

Vienna, May 2004