STATUTES
of
The New Club of Paris
Association for the Promotion of Intellectual Capital

1. NAME, REGISTERED SEAT AND SCOPE OF ACTIVITIES

a) The Association shall carry the name

The New Club of Paris –
Association for the Promotion of Intellectual Capital

b) The Association shall have its registered seat in Vienna.

c) The Association shall be active in the entire federal territory of the Republic of Austria.

2. PURPOSE

a) Contemporary society is witnessing a dramatic transformation from the industrial and information age to a new era of smart industries, hand in hand with an unprecedented reorganisation of global economic structures, wide-scale demographic change, and a transformation of our social systems. The all-encompassing objective of this Association is to contribute to the transformation of our society and economy into a knowledge-based society and economy.

b) As a grouping of scientists and decision-makers, the Association moreover wants to study and promote the idea of transforming society and the economy into a knowledge-based society and economy.
c) The Association furthermore aims to globally promote a thriving, dignified and intellectual life at a high level which is founded on knowledge.

d) As a community of scientists and political decision-makers, the Association, by research and commitment, furthermore wants to work towards transforming society and the economy into one that is based on knowledge and intellectual capital.

e) By engaging in scientific research, the Association also aims at enhancing intellectual life on the basis of scientific knowledge.

f) The Association will work towards a greater investment of funds into education and science and thus into the intellectual capacities and abilities of the citizens.

g) The Association shall be not-for-profit. The Association shall exclusively and directly pursue non-profit and charitable aims pursuant to the terms of Sections 35 and 36 of the Austrian Fiscal Code (“Bundesabgabenordnung”).

3. MEANS TO ACHIEVE THE ASSOCIATION PURPOSE

a) The funds required to achieve the Association’s purpose shall be raised by
   - admission fees and membership dues (according to the Dues Regulations which is enclosed as Annex /1);
   - donations and other contributions from industrial and economic organisations and associations;
   - government grants;
   - proceeds from events (seminars, courses, conventions, workshops, discussion meetings etc.);
   - private and public subsidies;
   - revenues from consultancy activities or the preparation of studies on the request of government institutions and bodies or international organisations, which shall require the approval of the General Assembly;
- earmarked funds provided by private sponsors.

b) The Association funds shall only be used for the purposes set out in the Statutes. The members of the Association shall participate neither in the earnings nor in the assets of the Association, they shall not be entitled to profit shares and, as members of the Association, shall not receive any other disbursements from the Association’s funds. No person shall benefit from any administrative expenses that are not in the interest of the Association’s purpose or from non-commensurate remunerations.

4. REALISATION OF THE ASSOCIATION’S PURPOSE

a) The Association shall reach its intended purpose especially by organising discussion meetings, conferences and seminars, by supporting education and training, by the participation of individual members in said events, as well as by engaging in intellectual capital research.

b) The Association is designed as a platform and vehicle which will realise its purpose also through a well-targeted use of communication and networks.

c) In order to reach its objectives, the Association will furthermore cooperate and coordinate its activities with other societies, institutions, groupings and networks that pursue similar objectives.

d) Information material on the Association, its events and scientific research will be compiled in order to meet the Association’s objectives. An internet portal will serve as further source of information. Information on the activities of the Association and new projects will such be furnished to all members. In order to reach the Association’s objectives, books, magazines and other information material will be compiled in order to publish the findings of scientific research which the Association has engaged in.
e) In order to reach the Association’s objectives, all members shall be informed of any news affecting the Association; in particular requests concerning commercial projects that are addressed to the Association by third parties shall be transmitted to all members in an open and transparent manner.

f) In order to reach its objectives, the Association will provide consultancy services to various – including political – organisations, both pro-actively as well as on demand.

g) In order to reach its objectives, the Association will arrange for financial and non-financial support for the next generation of researchers, e.g. scholarships for students.

h) In order to reach its objectives, the Association will carry out projects with partners in a contractual basis in specific cases as decided by the Board of Directors.

i) In order to reach its objectives, the Association may establish sub-associations and technical groups/divisions. Any draft statutes of such sub-groupings shall be addressed to the Board of Directors for review. If approved, the Board of Directors shall address a recommendation to the General Assembly. Based on this written recommendation by the Board of Directors, the General Assembly shall then adopt the said statutes. The text of any such statutes shall not contain any more favourable conditions for members than the Statutes of this Association. Membership in any sub-grouping shall not replace membership in this Association. The sub-groupings shall as their purpose promote the interests of the Association. Sub-groupings shall have the status of an “associate association” with the Association.

5. MEMBER CATEGORIES
a) The Association shall have Regular Members (including founding members as a subgroup), Ambassadors, public institutional members including international organisations, Junior Scientist Members, and Honorary Members. The Association therefore may admit both physical persons as well as legal persons and associations having legal capacity as members.

b) Anyone who has an interest in advancing our society and economy through promoting science and scientific knowledge may become a Regular Member. Regular Members shall also include the Founding Members. These are persons who played a leading role in founding the Association. They shall form a subgroup of the Regular Members and are therefore entitled to vote.

c) Only Regular Members can be elected as Ambassadors. Ambassadors work in an honorary capacity to promote the interests of the Association in their respective home countries by organising events of the Association, recruiting new members, or by actively contributing to the implementation of the Association’s objectives through their activities. Ambassadors shall take an active part in the development of regional sub-groupings (see Article 4.1). For each nationality represented in the Association there shall be one Ambassador. Only natural persons can be Ambassadors.

d) Public institutional members including international organisations are not Regular Members and therefore shall not be entitled to vote. They promote the Association through their work and such make an active contribution to the Association’s objectives.

e) Junior Scientist Members are university students whose specialist area of research falls within the scope of interest of the Association and who make the findings of their scientific work available to the Association. The Association shall not acquire any rights of utilisation therein, but unlimited rights of information on the subject-specific work. Junior Scientist Members shall not be entitled to vote.
f) **Honorary Members** are natural persons who have either gained special merits in the interest of the Association or who have contributed substantively towards reaching the Association’s objectives on account of their distinct scientific or other qualifications.

g) Regular Members being appointed Honorary Members shall continue to be entitled to vote and at the same time shall be exempt from the payment of membership dues.

h) The number of founding and honorary members shall not exceed 50.

6. **ADMISSION AS MEMBER**

a) Before a vote on membership is taken, **candidates** shall submit a recommendation from at least two Members of the Association, regardless of what type of membership they hold, in order to be admitted. Such written recommendations shall be addressed to the Secretary General. To be admitted, candidate members must hold special academic or social qualifications consistent with the Association’s purpose. Furthermore, any and all legal persons wishing to be admitted as members shall, by the nature of their activities, tasks, or any other circumstances, be related to the Association’s purpose.

b) Admission to the Association as a **Regular Member** shall require a formal statement of membership, the acceptance of such statement by the Board of Directors, as well as payment of the assessed membership dues.

c) The Board of Directors shall decide on the nomination of **Ambassadors** and appoint them from among the Regular Members.
d) The Board of Directors shall decide on a final basis on the admission of all categories of members as set out under Article 5.a) after submission of a statement of membership. Admission may be refused without reasons.

e) **Honorary Members** are appointed by unanimous decision of the Board of Directors. Honorary Members shall consent to their appointment in writing.

f) Before the Association has been constituted, members shall be admitted by the founders on a provisional basis. Such membership shall become effective only after the Association has been constituted (constituent General Assembly).

7. **TERMINATION OF MEMBERSHIP**

Membership ceases upon the death of a member, with legal persons upon the loss of legal personality, by voluntary resignation, cancellation, exclusion or revocation:

a) Members may resign on a voluntary basis at any time. Members wishing to retire shall notify the Board of Directors of their intention in writing which shall not relieve them from their obligation to meet any and all duties vis-à-vis the Association until the date of retirement.

b) Founding and Honorary Members are members for life.

c) The Board of Directors may recall Ambassadors from their function at any time. In such event, Ambassadors shall become Regular Members.

d) The Board may exclude members from the Association for gross violation of their obligations as members or on account of serious misconduct that compromises the Association’s reputation. Appeals against an exclusion from the Association may be addressed to the General Assembly within two weeks after receipt of a resolution on exclusion issued in writing. The membership
rights shall be suspended pending a final decision on exclusion has been reached within the Association. This shall not affect the duty to meet any and all obligations entered into vis-à-vis the Association up to that time.

e) Moreover, the Board of Directors shall revoke regular membership if a request to that effect has been submitted to it by the General Assembly. Such request shall require a three-fourths majority in the General Assembly.

f) Honorary membership may be revoked by the General Assembly without a statement of reasons following a request of the Board of Directors.

g) In the event that a membership is terminated for whatever reasons, membership dues and any other payments made to the Association will not be reimbursed, neither in total nor on a pro-rated basis.

8. RIGHTS AND DUTIES OF MEMBERS

a) All members undertake to make all efforts to promote the interests of the Association and to desist from any activity that would negatively affect the reputation and purpose of the Association.

b) Members shall meet all obligations entered into vis-à-vis the Association in good time. They shall comply with the Statutes of the Association and the resolutions adopted by the bodies of the Association.

c) Members are entitled to receive general information from the Association on its activities, as well as to attend General Assemblies.
9. BODIES OF THE ASSOCIATION

The Association shall be made up of the following bodies: the General Assembly (Article 10), the Board of Directors (Article 13), the Scientific Advisory Board (Article 16), the Assembly of Ambassadors (Article 17), the Assembly of Scientific Advisors (Article 18), the Junior Scientists Advisory Board (Article 19), the Auditors (Article 20), and the Board of Arbitrators (Article 21).

10. GENERAL ASSEMBLY

a) The Annual General Assembly shall be held once a year and shall be convened by the Chairman.

b) Extraordinary General Assemblies shall be held by resolution of the Board of Directors or the Annual General Assembly, or following a motion of at least 10% of the members, or by request of the Auditors. An Extraordinary General Assembly such requested shall take place at least one month after receipt of the request by the Board.

c) All members shall be invited in writing or by e-mail sent to the postal or e-mail address last notified to Annual as well as Extraordinary General Assemblies at least two weeks before the day of a General Assembly. Invitations to the General Assembly shall be sent out together with the agenda. The Board of Directors shall determine the time and venue of the meeting.

d) Motions on agenda items shall be submitted to the Board of Directors in writing at least three work days (Mondays to Fridays, excluding holidays) before the date of the General Assembly.
e) Save for votes on a motion to convene an Extraordinary General Assembly, valid resolutions can only be adopted on agenda items.

f) All members are entitled to take part in the General Assembly. Individuals who are not members of the Association may take part in the General Assembly by invitation of the Board of Directors, unless the General Assembly decides otherwise.

g) Only Regular Members shall have a right of vote and a right of election. Every member shall have one vote. Members may assign their right of vote to another member by written proxy.

h) The Chairman shall preside the General Assembly, if he is prevented his deputy. In the event that the latter is also prevented, the oldest member of the Board of Directors, or – in the absence of the entire Board – the oldest Regular Member present shall preside the meeting. The Secretary (Article 13.a) shall draw up the minutes of every General Assembly in which the resolutions adopted are recorded. The minutes shall be retained by the Chairman.

i) If convened in accordance with the Statutes, the General Assembly shall have a quorum irrespective of the turnout of Members.

j) Elections and resolutions of the General Assembly generally require a simple majority of all votes, unless these Statutes provide otherwise. Resolutions amending the Statutes of the Association or dissolving the Association shall however require a qualified two-thirds majority of all votes validly cast. In the event of a tie, the Chairman of the General Assembly shall have a casting vote.

11. **USE OF NEW MEDIA**

a) The General Assembly may also be held online. Online General Assemblies shall respect the principles of the closed user group. Communication shall be
restricted exclusively to the group of participants determined prior to the meeting, whereby their identification must be possible without doubt. Invitations to online meetings shall include, apart from the agenda, an Internet address as well as the access data (including password) for the online meeting. The members shall keep their authentication data and pass word strictly confidential and shall not make them available to third parties.

b) Voting during online meetings shall be possible. Voting shall be carried out using e-mail forms in the area of the closed user group. The person-related data and voting results shall be verified separately in order to ensure anonymity of voting as well as to avoid double votes.

c) Online meetings shall also be recorded as computer log files. The latter shall be signed by the Chairman on paper and enclosed to the minutes.

d) In addition, Article 10 of the Statutes shall apply to online General Assemblies. The deadlines set out in Article 10 in particular shall apply in particular to online meetings.

e) In keeping with the above provisions on online meetings, meetings of other bodies of the Association may also be held online and their resolutions may also be adopted online.

12. TASKS AND DUTIES OF THE GENERAL ASSEMBLY

The following tasks and duties shall in particular be reserved to the General Assembly:

a) Receipt and approval of the annual report and of the financial statements of the Association;
b) Adoption of the budget;

c) Adoption of amendments to the Dues Regulations enclosed as Annex /1 upon the proposal of the Board of Directors; the Board shall be authorised to fully or partially waive the payment of admission fees and membership dues for good reasons on a case-by-case basis;

d) Appointment and dismissal of members of the Board of Directors and of the auditors;

e) Authorisation of any and all contractual agreements entered into by the Board of Directors with individual members;

f) Recognition and revocation of Honorary Members;

g) Decision on appeals against the exclusion of members from the Association;

h) Decision on an amendment of the Statutes and on the voluntary dissolution of the Association;

i) Deliberation of and resolution on other agenda items within the scope of the purpose and the Statutes of the Association;

j) Adoption of draft statutes of sub-associations and technical groups/divisions after submission of a recommendation in writing by the Board of Directors;

k) Approval (also with retroactive effect) of consulting activities or the preparation of studies in response to requests as far as the Association’s remunerated activities for government institutions and bodies or international organisations is concerned (see Article 3.a, penultimate indent).
13. **THE BOARD OF DIRECTORS**

a) The Board of Directors shall consist of each one
- Chairman,
- Deputy Chairman,
- Secretary,
- Secretary General,
- Treasurer.

Any one person may hold several of these offices. However, the Board of Directors shall consist of no less than three persons. By resolution of the Board, further members may be called in to serve on the Board.

b) Regular Members of the Association may be elected as members of the Board of Directors. The Secretary General shall serve for a term of five years, the remaining Board members shall serve for a term of four years; their term shall at any rate last until a new Board of Directors has been elected. New Board members shall be elected six months before the end of term. The incoming Board members shall assist the outgoing Board members during their last 6 months before handing over office. During that period, the elected incoming Board members shall not have a right of vote. They shall be granted the right of vote once they have actually taken over office. Board members shall be re-eligible.

c) Save for the provisions of sub-section (f), the deputy chairman shall be authorised to represent the Association in the absence of the Chairman.

d) The Board of Directors shall be entitled to co-opt another eligible member upon the resignation of an elected Board member (co-option right), for which subsequent authorisation shall be sought at the next following General Assembly.
e) The Board of Directors shall adopt its resolutions in meetings. Resolutions may be adopted in writing, unless a member of the Board has any objections thereto.

f) In order to be valid, obligations which are incurred on behalf of the Association require the signature of the Chairman and another member of the Board. If the Chairman is represented by his deputy, obligations incurred on behalf of the Association require the signature of the deputy and another member of the Board to be valid.

g) The Chairman shall convene the meetings of the Board of Directors either orally or in writing. Individuals who are not a member of the Board may take part in the meetings of the Board by invitation of the Chairman, unless the Board objects thereto. Meetings of the Board should take place at least once every three months or otherwise as necessary.

h) In general, the Board of Directors shall have a quorum if all of its members were invited and at least one half of its members are present. Even when not duly convened, the Board of Directors shall have a quorum if all members are present.

i) The meetings of the Board of Directors shall be presided by the Chairman; if he is prevented by the deputy chairman.

j) As a general rule, the Board of Directors shall adopt resolutions by simple majority of all votes. In the event of a tie, the Chairman shall have a casting vote.

k) If the Board of Directors decides on the admission of new members, all members need to be present. A resolution on the admission of new members requires a three-fourths majority.
l) With the exception of death or end of term, the function of a Board member shall expire by removal (Article 12.d) and resignation (sub-section m), below).

m) Board members may resign at any time by submitting a statement of resignation in writing. Such statement shall be addressed to the Chairman, and if the Chairman resigns, to his deputy; should the entire Board resign, the statement of resignation shall be addressed to a General Assembly to be convened for that purpose by the Board.

n) The Board of Directors may adopt its own byelaws in order to lay down the allocation of tasks within the Board.

14. TASKS AND DUTIES OF THE BOARD OF DIRECTORS

a) The Board of Directors shall be responsible for managing and representing the Association. It shall carry out all tasks which are not assigned to other bodies of the Association by these Statutes.

b) In particular, the Board of Directors shall be responsible for carrying out the following tasks:
   - Represent the Association vis-à-vis third parties,
   - Prepare interim and year-end financial statements;
   - Decide on the annual adjustment of the Dues Regulations according to the European Consumer Price Index HCPI;
   - Manage the assets of the Association,
   - Prepare and convene the annual and extraordinary General Assemblies;
   - Exclude and debar members from the Association, revoke regular membership and apply for a revocation of honorary membership to the General Assembly;
   - Employ and dismiss employees of the Association;
   - Decide on the adoption or rejection of the envisaged byelaws of the Scientific Advisory Board (Article 16.f), the Assembly of Ambassadors (Article 17.e), the
Assembly of Scientific Advisors (Article 18.d), and of the envisaged byelaws of the Junior Scientists Advisory Board (Article 19.c).

- Review any draft statutes of planned sub-groupings and technical groups/divisions; unless there are any objections, the Board of Directors shall address a written recommendation to the General Assembly.

15. SPECIAL OBLIGATIONS OF INDIVIDUAL BOARD MEMBERS

a) The Chairman shall represent the Association externally. In case of immanent danger, he shall be authorised to issue instructions independently also in matters which fall within the scope of responsibilities of the General Assembly or of the Board of Directors; such instructions shall however require the subsequent authorisation by the competent body of the Association. The Chairman shall preside the General Assemblies as well as the Board meetings.

b) The deputy chairman shall support the Chairman in managing the Association’s business, in particular he shall represent the latter should he be absent.

c) In consultation with the Chairman, the Secretary shall be responsible for keeping the minutes at General Assemblies and Board meetings, as well as for the mailings and other printed material of the Association.

d) The Secretary General shall be responsible for the sound and proper management of the Association as well as for coordinating the activities of the members. He shall prepare the meetings of the Board of Directors as well as the annual and extraordinary General Assemblies. The Secretary General shall decide independently and finally on the admission of members to the Assembly of Scientific Advisors (Article 18.b).

e) The Treasurer shall be responsible for the sound financial management of the Association.
16. SCIENTIFIC ADVISORY BOARD

a) Only such persons who have specialist qualifications may become members of the Scientific Advisory Board. The Scientific Advisory Board shall have no more than 11 members, 5 of which may be “appointed” without being members of the Association.

b) The Scientific Advisory Board does not represent the Association. It is a body which advises the Association and is represented vis-à-vis the Association by a chairman who shall be elected for a term of three years by a majority vote from among all Scientific Advisory Board members. The chairman need not be a member of the Association. The Scientific Advisory Board does not act as a supervisory body.

c) The members of the Scientific Advisory Board are non-voting members of the Association and do not hold a right of vote. They are elected to the Advisory Board upon a proposal of a member of the Board of Directors or by the entire Board of Directors by a qualified (two-thirds) majority.

d) The Scientific Advisory Board shall submit to the Board of Directors proposals for the scientific programmes of the Association and shall select suitable junior scientific staff whose scientific work fall within the sphere of interest of the Association and propose them to the Board of Directors for admission.

e) Resolutions of the Scientific Advisory Board shall be adopted by a simple majority of all votes. In the event of a tie, the chairman shall have a casting vote.

f) The Scientific Advisory Board may adopt its own byelaws which shall be previously approved by the Board of Directors by a four-fifths majority.
g) Members of the Scientific Advisory Board may retire either by voluntary resignation, following a qualified (two-thirds majority) decision by the Board of Directors, or upon death.

17. ASSEMBLY OF AMBASSADORS

a) The Assembly of Ambassadors shall consist of all Ambassadors of the Association.

b) The Assembly shall be held once a year, either by a personal meeting of the Ambassadors or as an online meeting according to Article 11.e).

c) These assemblies shall draft written reports on the development of the Association in the respective chapters of the Ambassadors for submission to the Board of Directors. Such reports shall also include recommendations on the further development of the Association to the Board. The tasks of the Ambassadors shall be allocated internally.

d) Resolutions of the Assembly of Ambassadors shall be adopted by a simple majority of votes. In the event of a tie, the eldest Ambassador shall have a casting vote.

e) The Assembly of Ambassadors shall have the right to adopt its own byelaws, which shall require the prior approval by the Board of Directors by a three-fourths majority. Until such byelaws become valid, the Assembly of Ambassadors shall be represented by the eldest Ambassador.

18. ASSEMBLY OF SCIENTIFIC ADVISORS
a) The Members of the Assembly of Scientific Advisors are not members of the Association. They therefore do not have a right to vote. The Assembly of Scientific Advisors shall be composed of no more than 30 members.

b) Candidates shall address their wish to be admitted to the Assembly of Scientific Advisors in writing to the Secretary General, who shall have sole power to decide on their admission or rejection. Such decision is final and absolute.

c) The Assembly of Scientific Advisors may issue recommendations on issues that are relevant for the Association and may be asked by the Board of Directors or the Scientific Advisory Board to issue recommendations on issues that are relevant for the Association. It has a merely consultative function and no obligations.

d) The Assembly of Scientific Advisors may adopt its own byelaws, which shall require the prior approval by the Board of Directors by a three-fourths majority.

19. JUNIOR SCIENTISTS ADVISORY BOARD

a) The Junior Scientists Advisory Board shall consist of one to three persons who are elected by the Junior Scientific Members by a simple majority of votes. The Junior Scientists Advisory Board shall, in cooperation with the Scientific Advisory Board, prepare draft scientific programmes for the Association on the basis of the research work accomplished by the junior scientific members.

b) The Junior Scientists Advisory Board represents its interests vis-à-vis the Board of Directors.

c) The Assembly of Scientific Advisors may adopt its own byelaws, which requires prior approval by the Board of Directors by a three-fourths majority.
20. **AUDITORS**

a) The General Assembly shall elect two auditors for a term of one year. The auditors need not be members of the Association and must not be members of the Board of Directors. Their re-election is possible.

b) The auditors shall be responsible for examining the business operations of the Association on an on-going basis as well as for auditing the Association’s financial statements. Irregularities detected during their audits shall be immediately reported to the Board of Directors. The auditors shall report on the findings of their audit to the General Assembly.

21. **BOARD OF ARBITRATORS**

a) The Board of Arbitrators shall decide any and all disputes arising out of membership in the Association.

b) The Board of Arbitrators shall consist of three members from among the Regular Members, Honorary Members and Ambassadors. It shall be composed in that each party to the dispute nominates within two weeks one arbitrator to serve on the Board of Arbitrators. The arbitrators so nominated shall elect a third member as chairman of the Board of Arbitrators. In case of disagreement, the chairman shall be drawn by lot from among the proposed candidates.

c) The Board of Arbitrators shall adopt its decisions in the presence of all of its members by a simple majority of votes. They shall decide to the best of their knowledge and belief. The decisions awarded shall be final and absolute within the Association.
d) Sections 577 ff of the Civil Code of the Republic of Austrian shall apply to proceedings before the Board of Arbitrators.

22. ALTERATION OF PURPOSE

In the event that the activities of the Association no longer meet the purpose laid down in the Statutes and are no longer geared to any other non-profit or charitable purpose, the assets of the Associations shall, in due regard of the Association’s scientific and thus non-profit or charitable purpose, be immediately transferred by the Board of Directors to an organisation qualifying under the terms of Section 34 ff of the Austrian Fiscal Code.

23. DISSOLUTION

a) The voluntary dissolution of the Association can only be decided by an extraordinary General Assembly convened for that purpose and only by a qualified majority of votes set out in Article 10.j).

b) The Board of Directors shall notify the Austrian association authorities of the voluntary dissolution of the Association in writing and shall publish any such voluntary dissolution four weeks thereafter in an official journal in keeping with the provisions of Section 28 of the Austrian Law on Associations 2002 ("Vereinsgesetz").

c) The assets of the Association which may exist after its voluntary dissolution shall not be transferred to the members of the Association in whatever form, but shall, in due consideration of the Association’s scientific and thus non-profit or charitable purpose, be handed over by the retiring Board of Directors of the Association, or by a liquidator appointed by the General Assembly for that purpose, to an organisation eligible under the terms of Section 34 ff of the
Austrian Fiscal Code. Such organisation shall be determined by the General Assembly that decides on the dissolution.

Vienna, May 24th, 2006
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Austria

//1 Dues Regulations