



Valid since February 3, 2018

# STATUTES

## of the “UNITED NATIONS CORRESPONDENTS ASSOCIATION VIENNA (UNCAV) - VEREINIGUNG DER UNO-KORRESPONDENTEN IN WIEN“.

(GZ [reference number]: VIII – 2379, ZVR [Austrian Central Registry of Associations] number 609567147, version in accordance with the General Assembly held on February 2, 2018 – proclamation)

### 1) NAME, SEAT AND FIELD OF ACTIVITIES OF THE ASSOCIATION

1.1. The association shall be called

**„UNITED NATIONS CORRESPONDENTS ASSOCIATION VIENNA (UNCAV) -  
VEREINIGUNG DER UNO-KORRESPONDENTEN IN WIEN“**

1.2. The association’s seat shall be in VIENNA.

1.3. The association’s activities cover all of Austria.

### 2) AIMS OF THE ASSOCIATION

The non-profit association aims at:

*Recognizing and promoting the professional interests of press, radio, television and internet journalists who report on the UN authorities in Vienna. In particular, the association is committed to protect its members from any kind of discrimination.*

### 3) MEANS TO ACHIEVE THE ASSOCIATION'S AIMS AND FUNDING

The association's intended purpose shall be achieved through the following nonmaterial and material means:

#### 3.1. Nonmaterial means:

Lectures and conferences, press tours, press trips, press conferences, debates, social gatherings, hikes, publication of a bulletin or e-mail newsletter, establishment of a library, and homepage.

#### 3.2. Material means:

Initiation fees, membership fees, revenue from issuing UNCAV press passes and car signs, events, ventures of the association itself, donations, collections, legacies, and other contributions.

### 4) MEMBERSHIP CATEGORIES

Membership in the Association shall be divided into four separate categories:

- 4.1. Regular members **and institutional members** are full-time or part-time journalists, **heads of agencies – public relations offices (at authorities, public institutions, NGOs, and special bodies)** who fully participate in the association's work.
- 4.2. Associate members are people of other professions and institutions who fully participate in the association's work and pay a higher membership fee.
- 4.3. Supporting members are people and institutions who support the association's activities by paying a higher membership fee.
- 4.4. Honorary members are people nominated as such for their outstanding service to the association.

### 5) ADMISSION TO MEMBERSHIP

Any physical person and legal entity may become a member of the association.

- 5.1. Regular membership is restricted to full-time or part-time media representatives, **institutional members (heads of agencies – public relations offices at authorities, public institutions, NGOs, and special bodies) as well as graduates of media studies or journalism** reporting on the UN agencies, its associated organizations and institutions or who are interested in these topics.

Journalists have to be working primarily in a journalistic profession or in public relations offices at an accredited institution or agency, which implicates a special professional interest in the United Nations.

- 5.2. The following people may be admitted as extraordinary members:
  - o *Employees of embassies, missions, and other institutions* who deal with the activities of the UN authorities in Vienna and its associated organizations.
  - o *Employees of UN authorities or associated organizations* who are interested in the association's activities.
- 5.3. **By unanimous decision of the board, other technically qualified** people and institutions as well as *other people* who show an interest in the association's activities or the UN authorities in Vienna may be admitted as supporting members.
- 5.4. Honorary membership can only be acquired by decision of the general assembly.
- 5.5. *Non-journalists and supporting members can only be admitted by the board's unanimous decision if they can substantiate a special interest in working with the United Nations in advance.*

*Membership applications* (regular/extraordinary/supporting) are to be directed **exclusively** to the board who will accept or decline said applications. **Already when submitting their applications**, the applicants have to **provide written evidence** on the fulfillment of all admission requirements and are obligated to pay the admission fee and membership fees. Only the UNCAV Board is entitled to decide upon admission, continuation (regarding the fulfillment of membership criteria) or exclusion from membership.

There is no legal entitlement to becoming a UNCAV member.

## 6) TERMINATION OF MEMBERSHIP

Membership terminates with death, voluntary resignation, annulment or exclusion.

- 6.1. Voluntary resignation is possible anytime, as long as the board is informed accordingly in writing at least one month in advance. If the notification arrives too late, the resignation will become valid starting from the next possible date. Membership fees for current years are not reimbursed.
- 6.2. The board may annul a membership if, after being reminded **twice**, the member falls behind in paying the membership fees over a period of more than six months. The obligation to pay the due membership fees shall remain unaffected despite membership annulment.

- 6.3. The board may exclude members from the association or relieve them from a position in the board due to severe violation of membership obligations and on account of dishonorable behavior.

Such decisions come into force immediately after being passed. If the excluded members are currently part of the board, they are automatically “relieved from their position”. At their own expenses, the affected people may appeal to a civil court against the exclusion decision within four weeks, irrespective of whether there is an additional decision of the association’s arbitral tribunal or not.

- 6.4. Any action constituting a criminal offense will lead to a member’s automatic exclusion from the association or immediate expulsion from the board. The board merely needs to ascertain such offenses. It is impossible to appeal against said exclusions.
- 6.5. At the request of the board, the general assembly may decide upon depriving a member of honorary membership due to the reasons stated under 6.3. and 6.4.
- 6.6. The board decides upon kinds of membership, admission, possible continuation of membership or exclusion of every member with a qualified majority vote of two thirds of the valid votes cast.

## 7) RIGHTS AND OBLIGATIONS OF MEMBERS

- 7.1 Members are *entitled* to participate in all events of the association and make use of all of its establishments.
- 7.2. All members have an active suffrage in the general assembly. Only regular members according to 5.1. and extraordinary **members according to 5.2.** are entitled to passive suffrage **if they dispose of a special, technical suitability and are recommended by the board.** This does not apply to the position of the auditors who may be people outside the association given that they have the according technical eligibility.
- 7.3. Members are *obliged* to diligently promote the association’s interests and abstain from taking any action that could hinder or harm the association’s prestige or purpose. They have to respect the association’s statute and the decisions taken by the association’s bodies.
- 7.4. *Regular, extraordinary and supporting* members are *obliged* to pay the accorded amount of admission fees and membership fees on time. Members are reminded twice to pay their due membership fees. Should members not pay their membership fees within three weeks after receiving the second payment demand, their UNCAV membership will automatically expire.
- 7.5. UNCAV passes are issued for members only if the presented documents comply with international practices: photo resolution of at least 300 dpi (print quality), information and print quality has to be ensured by the submitted documents.

- 7.6. Any improper use of a UNCAV card or car sign as well as the UNCAV insignias (name, logo, seal etc.) will be reported immediately and will lead to the automatic exclusion of the affected member by the board, as soon as the misdemeanor is brought to light.  
Using the UNCAV insignias in any way requires the board's written consent.

## **8) BODIES OF THE ASSOCIATION:**

The bodies of the association are:

- 8.1. the General Assembly (article 9 and 10)
- 8.2. the Board (article 11 to 13)
- 8.3. the Executive Committee (article 14)
- 8.3. the Auditors (article 15)

## **9) THE GENERAL ASSEMBLY**

- 9.1. The *ordinary* general assembly takes place every four years within the first four months of the calendar year. The president has to announce the date and time of the general assembly to the members in writing at least 5 weeks prior to the assembly.
- 9.2. An *extraordinary* general assembly shall be convened when the board, the ordinary general assembly, the auditors or at least one tenth of the ordinary members so request. In such cases, the extraordinary general assembly has to take place within one month after the convention request has reached the board.
- 9.3. Invitation period: All members must be invited in writing at least two weeks prior to the ordinary and extraordinary general assemblies.  
The convocation of the general assembly must state the meeting's agenda. The general assembly is convened by the board.
- 9.4. Applications for agenda items must be submitted to the board in writing at least 21 days prior to the date of the general assembly.
- 9.5. Valid resolutions - except those concerning an application for convening an extraordinary general assembly - can only be taken on agenda items.
- 9.6. Voting rights: All members are *entitled to vote*, each member has *one vote*.

9.7. There is a quorum if invitations have been sent properly.

The elections and resolutions are usually in secret and are passed with a simple majority of votes. However, resolutions modifying association's statutes or dissolving the association require a qualified majority of two-thirds of the valid votes cast.

9.8. The general assembly shall be chaired by the president, in the absence of which the president will be replaced by one of the deputies (either the one entrusted by the president or the one who has been in the position for a longer period of time; in case they have been in the position for the same amount of time the older one). If the deputies are also unable to attend, the eldest member of the board present (according to their age) presides.

9.9. Election proposals of the board or other members must be submitted in writing to the president no later than **on the 21<sup>st</sup> day** before the general assembly. Nominations are only considered correct and complete if all functions to be filled are included. Late or incomplete proposals for election will be announced to the general assembly, but will not be considered in the election procedure.

## **10) DUTIES OF THE GENERAL ASSEMBLY**

The general assembly reserves the right:

- 10.1. to receive and approve the statement of accounts and the closing of accounts,
- 10.2. to come to a conclusion about the cost estimate,
- 10.3. to appoint and remove the members of the board and the auditors,
- 10.4. to award and revoke honorary membership,
- 10.5. to decide about appeals against expulsion of members,
- 10.6. to pass resolutions on the amendment of the statutes and voluntary dissolution of the association,
- 10.7. to debate and pass resolutions on other items of the agenda.

## **11) THE BOARD**

- 11.1. **Composition:** The board consists of at least 8 and a maximum of 12 members
  - a) the President
  - b) up to three Vice Presidents
  - c) the **General Secretary** and the **Deputy General Secretary**
  - d) the Treasurer and the Deputy Treasurer
  - e) a maximum of four board members

f) If possible, the election of the entire board shall reflect the interests of all participating representatives of the world's regions (industrialized countries, developing countries, and former socialist countries).

11.2. The board and the president shall be elected for a term of **four** years. They shall hold office until a new board has been elected by all means.

The president shall be elected for a four-year term and may be re-elected for one further term in office. In the case of the president resigning early - regardless of the reasons - an interim president shall be elected with qualified majority by the existing board for the time until the next general assembly takes place.

11.3. Convention: The board is convened by the president or if absent by the deputy president in writing or verbally.

11.4. **Quorum:** The quorum of the board is given when all its members have been invited and at least half of the members are present. Absentees with a written excuse shall **NOT** be counted as present for the quorum.

11.5. The board shall make resolutions with a simple majority (yes/no vote). Abstention is not an option.

**“Circular resolutions” are only permitted in exceptional cases and require a written approval by all members of the board entitled to vote and have to be documented in the protocol at the next board meeting.**

11.6. The president is the chair. Should the president be unable to attend (due to illness, stay abroad, etc.), the deputy is the chair (either the one entrusted by the president, or the one longer in the function; if the period of function is the same the elder one). If they are also unable to attend, the eldest present member of the board shall be the chair.

11.7. **Expiration of function:** The function of a member of the board expires either when the member dies or the period of function expires (article 11.2.) or because of the following reasons:

11.7.1. **Removal:** The general assembly can remove the whole board or individual members from their function with a two-third majority. The board can remove individual board members at any time from their function with a two-third majority during office if there is an identified breach of duty according to articles 6.3. and 6.4.

11.7.2. **Resignation:** The members of the board can declare their resignation any time in written form. The announcement of one's resignation must be addressed to the president. In case that the entire board resigns, the resignation has to be addressed to the general assembly. The resignation of the whole board shall not be valid until a new board has been elected.

11.7.3. **Loss of mandate due to unexcused absence:** If board members are absent at least three times without an excuse, they lose their seat. The board shall make the final decision about this matter.

11.8. **Cooptation with right to vote:** If members of the board resign or lose their mandate during office, or if there are unoccupied board positions, new members can be co-opted in order to complete the board. They shall not have the right to vote **with the co-option and only have an advisory capacity within the board.** The board can award a co-opting member of the board with a right to vote with a two-third majority.

## 12) DUTIES OF THE BOARD

The board shall be responsible for the management of the association. The board shall receive any duties which have not already been assigned to other bodies of the association by these statutes.

The following tasks shall be part of the board's domain:

- 12.1. to draw up annual estimates as well as to write the statement of accounts and the closing of accounts,
- 12.2. to prepare the general assembly
- 12.3. to convene ordinary and extraordinary general assemblies
- 12.4. to administrate the association's funds
- 12.5. to admit, exclude, and remove members of the association
- 12.6. to hire and dismiss employees of the association
- 12.7. to designate a work program, organize the ongoing association's work, and manage projects
- 12.8. to determine the prices for admission fees and membership fees, as well as fees for issuing IDs, parking signs, etc.

## 13) SPECIAL RESPONSIBILITIES OF INDIVIDUAL MEMBERS OF THE BOARD

- 13.1. The president or the deputy president represent the association. The individual officials exclusively make decisions after consulting the committee, on the basis of the resolutions of the board.



### **13.2. The internal relationship shall be as follows:**

- 13.2.1. *The president* is the chair of the general assembly, the board, and the committee meetings. In case of imminent danger, the president is also authorized to issue orders in coordination with the vice president in matters which the general assembly or the board are responsible for. However, these orders require a later approval by the responsible association body (board and/or general assembly).
- 13.2.2. *The general secretary* shall support the president in heading the association's businesses. The general secretary is responsible for keeping the minutes of the general assembly, the board, and the committee, as well as preparing the meeting with the president, coordinating and organizing the business activities of the association, managing projects, as well as fulfilling other tasks assigned especially by the board.
- 13.2.3. *The treasurer* is responsible for the association's orderly finances and the administration of the association's members within his/her authority to do so. All financial transactions shall follow the four eyes principle. The board shall receive an annual financial result by the end of the 1<sup>st</sup> quarter of every year for approval. The treasurer shall present a financial status to the board every quarter.
- 13.2.4. The president and the deputy presidents are obliged to issue written drafts and announcements of the association, especially certificates binding the association collectively with the vice president, to undersign all the other correspondence together with the general secretary, provided, however, the correspondence deals with financial matters, collectively with the treasurer.
- 13.2.5. *The deputy of the president* shall become active if the president is prevented. Representation negotiations shall not be affected by this.

### **14) THE EXECUTIVE COMMITTEE (Executive Board)**

- 14.1. **Duties:** The executive committee (executive board) is *a body subordinate to the board*. The meetings take place in between the meetings of the board. The executive committee takes care of the ongoing work and prepares the meetings of the board.

The executive committee shall be allowed to make resolutions on all the points which are not explicitly reserved for the board according to these statutes. *Admissions of members* shall only be *discussed* by the executive committee and a suggestion shall be presented to the board regarding an admission/rejection.

*In urgent cases*, the executive committee shall also be authorized to make **circular** resolutions on the agenda reserved for the board, however, *these resolutions require a later confirmation/approval by the board*.

14.2. Composition: The executive committee (EXECUTIVE BOARD) consists of (max. 12 members)

- a) the President
- b) up to three Vice Presidents
- c) the General Secretary and the Deputy General Secretary
- d) the Treasurer and the Deputy Treasurer
- e) a maximum of 4 further board members

14.3. For all matters concerning terms of office, convocation, quorum, validity of resolutions, chairmanship as well as replacement of seats which have become vacant, the according regulations apply to the executive committee *mutatis mutandis* (articles 11.1. to 11.8.).

## 15) THE AUDITORS

15.1. The two auditors shall be elected by the general assembly for the duration of the term of office of the board. The auditors may be *reelected*.

15.2. The auditors are responsible for auditing the closing of accounts. The auditors shall present an annual audit report about the administration of funds of the expired business year within the first quarter and also present the results of the audit to the general assembly.

15.3. The board is responsible for calling upon an auditor to consult in its meetings at any time if necessary.

15.4. The board shall remain free to additionally consult an external audit body (tax accountant, trustee, etc.) for special audits, independently from the activity of the auditors.

15.3. Besides, the regulations of articles 11.2., 11.7.1., and 11.7.2. apply for the auditors *mutatis mutandis*.

## 16) THE ARBITRAL TRIBUNAL

16.1. The arbitral tribunal is assigned to settle all disputes arising from association relationships. **It is a “Schlichtungseinrichtung” (“arbitral institution”) as defined in the Austrian “Vereinsgesetz 2002” (Austrian Act on Associations 2002) and not an arbitral tribunal according to articles 577 and following ZPO (Austrian Civil Procedure Code).**

16.2. The arbitral tribunal is composed of five members of the association entitled to vote. The arbitrators have to be picked according to the following procedure: One party involved in a dispute has to nominate two arbitrators to the board.

Upon request of the board the other party to a dispute shall nominate two more arbitrators within fourteen days.

On notification of the board the nominated arbitrators have to elect a fifth member as chairman of the arbitral tribunal. In the case of equal votes for and against a special candidate, the chairman has to be picked from among the nominees by drawing lots. They may not be a member of another body of the association, except of the general assembly.

- 16.3. The arbitral tribunal shall make its decisions by simple majority vote with all the arbitrators present and after granting fair hearing to all parties. The arbitrators shall make their decision to the best of their knowledge and belief. Decisions shall be deemed final within the association.

## **17) DISSOLUTION OF THE ASSOCIATION**

- 17.1. The voluntary dissolution of the association can only be decided in an extraordinary general assembly convened for this purpose and only with the majority of votes recorded in article 9.7. of these statutes.
- 17.2. Provided that there are association assets, the general assembly shall decide about the *liquidation*. In particular, the general assembly shall appoint a liquidator and make a resolution on which organization the liquidator shall pass the remaining assets to after covering all pending liabilities. For this purpose, an internationally recognized UN aid organization shall be selected, for instance the UNHCR (refugees).
- 17.3. The last association board shall announce the voluntary dissolution of the association body in written form and is obliged in terms of the association's regulations *to publish the voluntary dissolution in an official gazette*.
- 18) The statutes shall come into force the day after their resolution by the general assembly on February 2, 2018 with effect on February 3, 2018.