

Statutes of the Association International Council on Knowledge Management (ICKM)

§ 1 Name, Location, and Scope of Activities

- (1) The Association is named „International Council on Knowledge Management“, abbreviated ICKM.
- (2) It is based in Promenadeweg 2, 1170 Vienna, Austria, with activities all over the world.

§ 2: Objectives

- (1) The Association pursues scientific research, educational, and project activities exclusively, including related tasks.
- (2) The Association works for public interest, promoting and scientifically developing Knowledge Management and related competencies including professional profiles.

§ 3: Means to meet the Association's Objectives

In order to meet its Objectives the Association utilizes the following ideal and material resources:

- Research projects on any aspect of knowledge work and knowledge society, regardless of national boundaries and politics.
- Public relations in the sense of scientific information sessions and participation in interdisciplinary projects for the preservation of diversity.
- Conservation of Knowledge Management experiences
- Co-operation with similar institutions, locally, nationally, and internationally.
- Publication of scientific results to disseminate research results as well as teaching, consulting, lectures and seminars to communicate new knowledge to a wide range of persons regardless of race, gender and religion.
- Material resources of the association are acquired by: member fees, project work, publications, events, documentations, fund raising, awards, donation, sponsorships, revenues, donations, and other allowances.

§ 4: Types of membership

- (1) The members of the association can be regular, extraordinary, or honorary ones.
- (2) Regular members are those who participate fully in the Association's work. Extraordinary members are those that promote the association's activities, in particular by paying higher membership fees. Honorary members are persons who are appointed because of their outstanding work for the Association.

§ 5: Becoming a Member

- (1) Members of the Association can be all physical persons who are at least 21 years old, and legal organizations, that are committed to the Objectives of the Association.
- (2) The admittance of regular and extraordinary members is decided by the Board. It can be denied without reason.
- (3) The founders of the Association decide upon the temporary admittance of regular and extraordinary members in case there is not an already appointed Board. Their membership will become effective upon the final formation of the Association. In case a Board is appointed after formation of the Association, the (definitive) admittance of regular and extraordinary members is also handled by the founders of the Association.
- (4) Honorary members are appointed upon request of the Board by the General Assembly.

§ 6: End of Membership

- (1) The membership ends in case of death, for legal bodies in case of having lost their legal status, in case of voluntary withdrawal of membership, or exclusion.
- (2) Withdrawal of membership becomes effective at the end of a year. It must be submitted to the Board in written form at least 3 months before the end of a calendar year. In case of late notification the withdrawal becomes effective the subsequent year (date of postage of submission is relevant).
- (3) The Board may expel a member in case not paying membership fees for longer than 12 months, after two written reminders setting a reasonable grace period. The obligation to pay due membership fees will remain effective in case of expulsion.

- (4) The exclusion of a member may also be due to gross violation of other membership duties and dishonorable behavior. It is decided by the Board.
- (5) The denial of honorary membership can be decided upon reasons, as referred to in section (4) of the General Assembly (§ 9), on request of the Board.

§ 7: Rights and Obligations of Members

- (1) Members are entitled to attend all events of the association and to utilize its facilities. The active and passive right to vote in the General Assembly is restricted to regular and honorary members.
- (2) Each member is entitled to request the Board to hand over the statutes.
- (3) At least one tenth of the members can request the Board to convene a General Assembly.
- (4) The members are informed about the activities and financial management of the Association in the General Assembly by the Board. If at least 25% of the members argue for this information, the Board has to provide the requested information to the respective members within 2 weeks without a General Assembly.
- (5) The Board must inform the members about the audited financial statements (accounting). In case auditing is performed in the General Assembly, the auditors must be involved.
- (6) Members are obliged to actively support the interests of the Association and to refrain from any activity damaging the reputation and achievements of the Association. Members have to respect the statutes and act according to the decisions of its bodies. The regular and extraordinary members are obliged to pay membership and admission fee according to the vote in the General Assembly.

§ 8: Institutional Bodies

Bodies of the association are the General Assembly (§ § 9 and 10), the Board (§ § 11 to 13), the Advisory Board (§ 14) the Auditor (§ 15), and the Arbitration Board (§ 16).

§ 9: General Assembly

- (1) The General Assembly is the "members assembly" according to the Austrian Law of Associations (2002). A regular General Assembly has to be held every year.
- (2) An extraordinary General Assembly is held upon
 - a) decision of the Board or the General Assembly,
 - b) written request of at least one tenth of the members,
 - c) request of the auditor (§ 21 (5) sentence 1, Austrian Law of Associations)
 - d) decision of the auditor(s) (§ 21 (5) sentence 2, Austrian Law of Associations, § 11 (2) sentence 3 of the Statutes of the Association)
 - e) decision of a court-appointed trustee (§ 17 (2) last sentence of Statutes of the Association) within four weeks.
- (3) For the regular as well as the extraordinary General Assembly all members have to be invited at least two weeks before the event (in written form, by fax or e-mail, according to the address data given by the members to the Association). Convening of the General Assembly has to follow an agenda. The Board (paragraph 1 and 2 lit. a. - c), the auditor(s) (paragraph 2 lit. d), or a court-appointed curator (paragraph 2 lit. e) calls for a General Assembly.
- (4) Topics for the General Assembly have to be submitted in written form at least three days before the General Assembly to the Board by fax or e-mail.
- (5) Valid decisions - except calling for an extraordinary General Assembly - can only be made on the topics of the agenda.
- (6) All members can participate in the General Assembly. The right to vote have only regular and honorary members. Each member has one vote. Its vote can be passed on to another member by providing a written authorization statement. A member present at the General Assembly can have only one vote of another member.
- (7) The General Assembly has a quorum regardless of the number of members being present.
- (8) Elections and the decisions in the General Assembly are regularly taken by the simple majority of valid vote casts. Decisions concerning the resignation of the Board, modifications of Statutes of the Association, or liquidation of the Association, require a qualified majority of two thirds of the valid vote casts.
- (9) The General Assembly is chaired by the Association's chair, in his/her absence by the vice chair. In case both are prevented from attendance, the eldest member in terms of Association's Board membership being present chairs the General Assembly.

§ 10: Task Profile of the General Assembly

The General Assembly performs the following tasks:

- a) Decision on budget forecast
- b) Acceptance and approval of statement of account, and of the balance sheet, involving the auditor(s);
- c) Election and dismissal of members of the Board and of Auditors;
- d) Approval of transactions between the Auditors and the Association;
- e) Discharge of Board;
- f) Admission of members;
- g) Specification of admission / access fee for regular and extraordinary members;
- h) Award and denial of honorary membership;
- i) Decision on modification of Statutes of the Association, voluntary dissolution of the Association;
- j) Discussion and decision taking on topics of the agenda.

§ 11: Board

- (1) The Board consists of two to maximal seven members: chair (and vice chair), secretary (and vice secretary), treasurer (and vice treasurer), and a regular member of the Association once the other 6 members have been appointed.
- (2) The Board is elected by the General Assembly. If one of the members of the Board resigns he/she has the right to co-opt another member as Board member, upon authorization by the next General Assembly. In case the Board cannot co-opt other members, or cannot act accordingly for an uncertain period in time, each auditor is obliged to call for an extraordinary General Assembly to establish a new Board. In case the auditors are also not capable to act, each regular member recognizing this extraordinary situation has the possibility to apply for a curator at the respective legal body, who calls for an extraordinary General Assembly immediately.
- (3) The term of office of the Board lasts for two years, re-election is possible. Each functional role of the Board has to be enacted personally.
- (4) The Board will be called in by written or vocal statement by the chair, in case being hindered by the vice chair. If none of those is possible for a longer period in time, each of the Board members can call in the Board.
- (5) The Board can take decisions, once all members have been invited and at least half of them are present.
- (6) The Board decides on the basis of a simple majority of votes; in case of an equal number of vote casts, the chair decides.
- (7) The Board is chaired by the chair, in case of being hindered, the vice chair. In case the chair and vice chair are absent, the chair is taken by the eldest Board member in terms of Association's membership being present, or a Board member elected by a simple majority of vote casts.
- (8) Besides death and end of term (paragraph (3)) the function of a Board member expires through divestiture (paragraph (9)) and resignation (paragraph (10)).
- (9) The General Assembly can divest and re-elect the entire Board or one of its members at any time by a simple majority of votes.
- (10) The Board can resign through a written statement at any time. The corresponding statement has to be posted to the Board, in case of resignation of the entire Board to the General Assembly. The resignation will become effective after electing or co-opting (paragraph (2)) new members.

§ 12 : Task Profile of the Board

The Board is the head of the Association. It is the “management-body” given by the Austrian Law for Organizational Affairs 2002. It performs all tasks that are not allocated to another body of the Association according to the Statutes. In particular, it is responsible for the following tasks:

- (1) Establishment of accounting according to the Association's requirements, including the documentation of ingoing/outgoing means, and an inventory of assets as minimum demand;
- (2) Preparation of annual budget forecast, financial statements, and approved balance sheet;

- (3) Preparation of and call for General Assembly in case of § 9 paragraph 1 and paragraph 2 lit. a – c of the Association's Statutes;
- (4) Information of Association members on the Association's activities, annual or final financial statement, and approved balance sheet;
- (5) Administration of the Association's assets,
- (6) Admittance and expulsion of regular and extraordinary Association members;
- (7) Admittance and dismissal of employees of the Association.

§ 13: Particular Obligations of individual Board members

- (1) The chair handles the operation of the Association. The secretary supports the chair in operation.
- (2) The chair represents the Association externally. Official statements of the Association require signed approvals by the chair and secretary, concerning financial matters (valuable dispositions) signed approvals by the chair and treasurer. Legal transactions between Board members and the Association require approval of another Board member.
- (3) The legal right to represent the Association externally, including the right to sign for the Association, can only be provided by the Board members listed in paragraph 2.
- (4) If there is imminent danger, the chair is authorized to intervene also in matters of the General Assembly or the Board, on his/her own responsibility. Each intervention of that kind requires subsequent approval by the respective body of the Association.
- (5) The chair runs the General Assembly and the Board sessions.
- (6) The secretary writes the protocol of the General Assembly and Board sessions.
- (7) The treasurer is responsible for duly accounting.
- (8) In the case of hindrance of the chair, the secretary, and the treasurer, the vice chair, vice secretary, and vice treasurer takes over, respectively.

§ 14: Advisory Board

- (1) The Advisory Board is elected by the Board for a period of two years. Advisory Board members cannot be member of a body of the Association except the General Assembly.
- (2) The Advisory Board has at least 9 members.
- (3) The Advisory Board provides strategic advice to the Board. The Advisory Board has to report to the Board.
- (4) Legal transactions between Advisory Board members and the Association require authorization from the General Assembly. For Advisory Board members § 11 paragraph 8 – 10 apply correspondingly.

§15 : Auditors

- (1) Two auditors are elected by the General Assembly for a period of two years. A re-election is possible. The auditors cannot be part of any audited body of the Association, except the General Assembly.
- (2) The auditors control all financial operations and accounting procedures of the Association according to the Objectives of the Association, in particular, balance sheets and financial statements to be approved. The Board has to hand over the auditors the required documentation for auditing and provide all information they need for auditing. The auditors have to report to the Board the auditing results.
- (3) Legal transactions between auditors and the Association require approval by the General Assembly. § 11 paragraph 8 - 10 apply correspondingly.

§ 16 : Arbitration Board

- (1) For arbitration of disagreements an Arbitration Board has to be established. It is a mediation body in the sense of the Austrian Law for Associations 2002, and not an arbitration body according to §§ 577 ff ZPO (law for legal civil processes) .
- (2) The Arbitration Board consists of three regular members of the Association. It is constituted by one of the parties naming a member of the Association as arbitrator in a written statement to the Board. Requested by the Board within 7 days, the other party also names a member of the Association as member of the Arbitration Board within 14 days. After being informed

within 7 days by the Board the named arbitrators elect a third regular member of the Association as chair of the Arbitration Board. In case of an equal number of votes decision is taken by lot. The members of the Arbitration court are not allowed to belong to a body of the Association involved in the case, except the General Assembly.

- (3) The Arbitration Board decides after hearing both parties in face-to-face meetings with simple majority of votes. It decides upon the best of its knowledge. The decisions taken are valid within the Association.

§ 17: Voluntary Liquidation of Association

- (1) The voluntary liquidation of the Association can only be decided by the General Assembly, and requires a two-third majority of valid vote casts.
- (2) The General Assembly has also – in case of available assets of the Association - to decide upon the shutdown procedure. Particularly, it has to appoint a liquidator taking care about transferring assets after covering liabilities. Remaining assets should be transferred to an educational organization, pursuing identical or similar objectives to the Association, or be used for social benefit.