

Constitution of the association WONDERLAND

1 Name/ registered office/ work field:

- 1.1 Name of the association: „Wonderland – platform for european architecture“
- 1.2 Domicile: Vienna (AT)
- 1.3 Work field: Austria and the whole world

2 Function:

The association is a non profit organization (NPO). The goal of the association is to function as a platform for the communication between and of contemporary architecture and urbanism. It shall strengthen the network between contemporary architecture and urbanism, culture, art, politics, economy, science and praxis.

3 Financial resources:

- 3.1. Financial resources are obtained through membership fees, fees for services, funds, sponsoring and donations.
- 3.2. The association pursues exclusively and directly charitable purposes of the Federal Fiscal Code - §§ BAO 34.

4 Types of memberships:

- 4.1. Ordinary members: They contribute to the functions of the association and have the right to a single vote in the general assembly. Natural persons as well as offices and groups can be ordinary members.
- 4.2. Sponsor members: They have no vote in the general assembly.
- 4.3. Honorary members: They have no vote in the general assembly.

5 Membership:

- 5.1. Interested parties have to apply in written form. All contemporary communications methods are allowed (Pt. 16).
- 5.2. After agreeing to the rules, regulations of the constitution of wonderland and paying the membershipfee, the parties receive automatic acceptance into the wonderland network.

6 Rights and duties of the members:

- 6.1. Ordinary members can participate in all events and use the facilities of the association. At the general assembly they have the right to vote.
- 6.2. Ordinary members have the right to receive information about the status of the projects and the finances at the general assembly.
- 6.3. All members have the obligation to support the goals of the association.
- 6.4. All members have to pay their fees on time.

7 Termination of the membership:

Membership expires as a result of the following conditions: leaving voluntarily (through written request), exclusion by the board, termination of office, cancellation and/or death. The obligation to pay open membership fees will remain unaffected.

8. Associations organigram:

- General assembly
- Board
- Auditor
- Arbitral court

9 General assembly (decision making):

- 9.1. The general assembly takes place at least once a year.
- 9.2. Extraordinary general assemblies can be requested by 1/3 of the network members and 1/3 of the association's board members. The general assembly has to take place within one month upon request.

- 9.3. All members are invited to the general assembly. All contemporary communications methods are allowed (Pt. 16).
- 9.4. Schedule and themes of discussion can be addressed to the board until 48 hours before the general assembly takes place. All contemporary communications methods are allowed (Pt. 16).
- 9.5. Decisions can be made only on the topics agreed upon prior to the assembly.
- 9.6. If one member can't take part in the general assembly he/she has the right to delegate his/her vote to another member. She/he has to notify the whole board about the vote delegation.
- 9.7. In General assemblies, at least half of the ordinary board members have to be present.
- 9.8. The decisions are made on basis of the majority of votes.
- 9.9. In the beginning of a general assembly the duties of the general assembly chairman and of the general assembly reporter have to be assigned to separate board members present at the meeting and stay in charge until a new chairman and repoter are elected.

10 Tasks for the general assembly:

- a) Approval of the reports (activities and financial)
- b) Decision making about the agenda (projects)
- c) (Dis)charge of the finished projects, the board and the auditors
- d) Election of board members and auditors
- e) Membership fee regulation
- f) (De)recognition of honorary members
- g) Decision on appeal of exclusions
- h) Decision on change of the association's constitution and/or termination
- i) Consultation and decision on the topics of the agenda

11 The board:

- 11.1. Managing the daily business and representation of the association.
- 11.2. Project teams are represented on the board and the general assembly by a team member. Each project has a leader. He/she is responsible for the budget of the project and can share this responsibility with others on the team. The organization and the workflow have to be organized within the team. For co-ordination purposes a representative of the team has to attend board meetings on a quarterly basis. Contemporary communication methods can be applied (Pt. 16). The head of organization can call a board meeting upon necessity. Each team is also in charge of parts of the general expenses of the association (expenses for the association like accountancy, webhosting, pay of the staff members, etc.).
- 11.3. The board consists of
 - a) Project representatives and representative of the Team Organisation/PR/Sponsoring: They are ordinary board members who have a vote on the board meetings and general assemblies. At least one project representativ signs together with the representative of the team "Organisation/PR/Sponsoring" for wonderland legal documents. One project representative based in the domicile of the association will have the function of the cashier and another one will take on the duties of the vice cashier.
 - b) Advisory board members: They can attend upon necesity board meetings without the right to vote, but they have the right to vote in general assemblies. They don't have the right to sign for wonderland.
 - c) Multiplier(s): They have a vote on the board meetings and general assemblies, but not the right to sign for wonderland.
- 11.4. Following the termination of their projects, project representative stay on the board until the following general assembly.
- 11.5. Project representatives can retire, if
 - the project is terminated and the internal and external audits as well as budgetary belongings are finished positively.
 - a replacement for her/his position is designed
 - the project did not start due to financial problems
 - the person is deposed from this position
 - the person dies

- 11.6. The frequency and date of the board meetings is decided during a board meeting, but all board members have to be informed accordingly. All contemporary communications methods are allowed (Pt. 16).
- 11.7. Board decisions are based on the principle of the majority of votes. If votes are even, the chairman of the general assembly has the right and obligation to make the final decision.
- 11.8. The general assembly can terminate the function of the board or its members.
- 11.9. Resignation of single board members can be addressed to the board and is valid after a replacement is elected and takes the responsibility. The resignation of the whole board has to be addressed to the general assembly. The termination of the whole board is valid only after the election of a new board.
- 11.10. The representation of the association is to be carried out by each ordinary board member. Duties - like representing the association - have to be shared fairly as a team.

12 Tasks of the board:

- a) Deciding on the vision and goals of the organization in the upcoming years as well as the yearly schedule.
- b) Proposal for upcoming activities and finances/budget, as well as submitting a report of activities and finances for the previous year.
- c) Preparation for, and the invitation of other members to, a general assembly
- d) Administering the financial resources
- e) Acceptance, exclusion, termination and cancellation of memberships
- f) Acceptance and termination of the association's staff
- g) Realization of the association's goals

13 Special duties of board members:

- 13.1. Project representatives represent the association. For the maintenance of daily tasks, staff members can be hired by the board.
- 13.2. In cases requiring the necessity of urgent action, the chairman of the general assembly has the right to intervene. The approval of action needs to be sought after intervention through the association's authorities.
Project leaders are responsible for his/her teams budget/costs. All projects have to cover parts of the general expenses of the association (expenses for the association like accountancy, webhosting, pay of the staff members, etc.). The project teams have to inform the organization team about their achievements by the 5th of each quarter and send the required documents for organisational, PR and sponsoring purposes on time. Coordination meetings (board meetings) will take place quarterly. Contemporary communication methods can be applied (Pt. 16).

14 Auditor:

- 14.1. Both auditors have to be voted by the general assembly and stay in charge until new auditors are elected.
- 14.2. Auditors check the accounts.

15 Arbitral court:

- 15.1. The arbitral court decides on the disputes of the association.
- 15.2. The arbitral court consists of 5 ordinary members. Each party has to name two members. The chosen four members name the fifth arbitral court member using the majority vote principle. If the votes for the fifth member are even, the selection of the fifth member will take place through a random draw.
- 15.3. The arbitral court decides on the principle of the majority of the votes. Its decisions are definite within the association.

16 Ways of communication:

For all types of written communication (requests, invitations, cancellation of membership, passing the right to vote to another participant of any meeting, etc.) all contemporary and electronic communication methods of the written word (email, etc.) are allowed. Messages must be addressed to the entire Board.
Contemporary electronic communication methods are further permitted for elections and votings (online voting) and the holding of conferences and meetings (conference call, videoconference, etc.).

17 Annulment of the association:

- 17.1.** The voluntarily annulment of the association can only be decided through a general assembly assembled for this reason.
- 17.2.** If financial resources are left over, the amount will be transferred to the architects platform 'ig-architektur', Vienna (AT).
- 17.3.** The financial resources can't be passed onto members of the association.