

# Articles of Association

## Creative 24/7

### § 1: Name, registered office, and scope of activities of the association

The association bears the name: Kreativ 24/7

It has its registered office in: **Radfeld** and extends its activities to **the whole world**.

The establishment of branch associations is possible, whereby branch associations constitute their own legal entities with their own management bodies, their own accounting systems, their own postal addresses, etc.

### § 2: Principles and purpose of the association

1. Through coaching and workshops, the association promotes a deep understanding of healthy living and creativity, for example, with ecological materials. To fulfill this purpose, visits to properties such as model homes, gardens, plantations, and much more are organized. Practical courses and meetings for exchange and networking are also held.

2. The association pursues public welfare objectives and is not profit-oriented. Any income from its activities, in particular from any economic activities, may only be used for its public welfare purposes, unless the economic activities are outsourced anyway. It may carry out economic business operations itself or through entities with their own legal personality. The economic activity of the association is always functionally subordinate to its non-economic, idealistic main purpose.

### § 3: Means of achieving the association's purpose

1. The purpose of the association shall be achieved through the idealistic and material means listed below. The means and measures listed may be implemented and carried out in all areas of society and with all organizational, entrepreneurial, and economic means permitted by law, provided that and as long as they correspond to and/or promote the purpose of the association as stated in §2.1 and are functionally subordinate to the non-economic, idealistic main purpose.

2. The following serve as **non-material means**:

- a. Readings, lectures, discussions, information events, training courses, seminars, workshops, information days, and similar events, including interdisciplinary ones;
- b. Networking of scientists, economists, researchers, technicians, lawyers, farmers, sociologists, social workers, psychologists, psychotherapists, and other professionals who conduct research, teach, and work according to ethical and ubuntu principles;
- c. Publication of newsletters in print and/or electronic media;
- d. Operation or co-operation of broadcasting facilities, radio and television stations for both wired and wireless distribution media.
- e. Establishment of a specialist library on relevant and related topics;
- f. Establishment and operation of web archives and appropriately oriented social networks;
- g. Journalistic, in particular investigative journalistic, activities and work relating to specific social solutions and opinions and attitudes towards them, for implementation and evaluation by and within society, organizations, and authorities;
- h. Establishment and operation of an institute owned by the association for research and development of (framework) conditions, findings, concepts, mechanisms, recommendations, solutions, and applications relating to the association's purpose;
- i. Preparation of studies and expert reports, surveys, and analyses on association topics and in accordance with the previous sub-item;
- j. Organization and implementation of plans, projects, events, trade fairs, and exhibitions;
- k. Training and further education for interested and qualified individuals in the field by qualified association members and/or qualified individuals or institutions outside the association; Basic training for beginners online and offline, advanced courses for advanced learners.

- l. Organization and holding of regulars' tables and forums, trade fairs, discussion rounds, meshups, open spaces, and other gatherings for exchange between members and for the participation of non-members.
- m. Organization and implementation of events and meetings to develop and find project- and/or topic-specific solutions.
- n. Supporting and promoting the sharing of helpful resources, both among members and in cooperation with non-members.
- o. Participation in or organization of joint visits to training courses and seminars, model events and model solutions, providing appropriate support to members in need and/or with limited means, if necessary.
- p. Concrete planning and implementation of projects, campaigns, initiatives, and projects that are in line with the association's purpose, as well as the necessary accompanying measures.
- q. Mediation and awarding of services to third parties for the implementation and execution of specific projects in line with the association's purpose and the above sub-items.
- r. Exploitation, distribution, publication, and marketing of media and information carriers of all kinds in connection with findings, results, events, documentation, processes, innovations, inventions, and all other points from § 3.2.
- s. Creation and provision of premises and commercial real estate for living, working, research, workshops, laboratories, studios, seminars, lectures, training courses, discussions, education, rehearsal rooms, training sessions, processes, projects, and implementations within the scope and in accordance with the purpose of the association.
- t. Provision of internal and external experts and specialists, primarily those whose working methods correspond to or are close to the association's principles.
- u. Thematic, planning, and operational participation in projects of other organizations that correspond to the objectives and spirit of this association.
- v. Creation and exploitation of art projects that are suitable for presenting and representing the association's themes.
- w. Participation in or organization and implementation of study and exchange trips to support cultural and ideological exchange and cooperation on site.
- x. Cooperation with existing associations, organizations, and companies worldwide, as well as with schools, universities, technical colleges, and other educational institutions.

3. The necessary **material resources** shall be raised through:

- a. Admission fees and membership fees
- b. Support from public bodies, private sponsors (private individuals or legal entities), and private or public funding
- c. voluntary donations and/or bequests
- d. Fundraising and crowdfunding, Refshare, affiliate marketing, online marketing
- e. Revenue from goods and money collections
- f. Proceeds from events and celebrations
- g. Proceeds from training, education, and courses, consulting
- h. Proceeds from sales of (own and third-party) publications, studies, expert opinions & analyses, results of (investigative) journalistic findings in all media forms.
- i. Proceeds from advertising revenue, e.g., through advertisements in association and other publications and studies, on an association website, outdoor advertising, film and radio advertising, advertising journals, online and mobile advertising, media supplements.
- j. Revenue from sales of goods and services within the meaning of § 2 and § 3.2.
- k. Revenues from the development and implementation of model applications within the meaning of § 2;
- l. Revenues from the planning and implementation of specific measures within the meaning of § 2;
- m. Revenues from the exploitation of art projects of any kind and design that are suitable for presenting and representing the association's themes.
- n. Revenues from the provision of all training, education, and internal development documents to members.
- o. Participation in and cooperation with natural and/or legal persons in the association's field of activity (§ 1) who pursue similar or identical objectives.
- p. Proceeds from the rental and leasing of the association's rights and licenses.

q. Revenue from the activities listed in §3.2.

#### **Section 4: Use of funds**

The association's funds may only be used for the purposes specified in the statutes and for the promotion, maintenance, and development of the association. The members of the association may not receive any share of profits or, in their capacity as members, any other benefits from the association's funds. Exceptions to this are those benefits that are provided for the respective type of membership, are included in the membership fee, and are described in the operating manual or in the membership confirmation.

Upon leaving the association and upon dissolution or termination of the association, the association members may not receive more than the paid-in capital share and the fair market value of their contributions in kind, which shall be calculated based on the price of the contributions. No person may receive administrative expenses from the association that are not related to its purpose or be favored by disproportionately high remuneration.

#### **§ 5: Types of membership**

The members of the association are divided into regular, extraordinary, supporting, and temporary members. All members may take advantage of all offers and services of the association that are provided for their type of membership (according to the operating manual or membership confirmation).

Definitions and voting rights:

- **Ordinary members** are those who participate fully in the work of the association. They have active and passive voting rights.
- **Non-voting members** do not need to participate directly in the association's activities, but they are very valuable to the association through personal contacts, bridging functions to other organizations, advertising through testimonials, "special use" assignments, or other activities that primarily serve to raise the profile and importance of the association and its activities.  
image and importance of the association and its activities.  
They have no right to vote or stand for election, nor do they have the right to submit any motions.
- **Supporting members** support the association's activities by
  - significantly increased membership fees (at least 10x) and/or
  - regular proactive participation in the association's work for at least 10 hours per week and/or
  - Representative and valuable other supporting or promotional activities of a significant extent or effectiveness.
  - They have no right to vote or stand for election, nor do they have the right to submit any motions.
- **Temporary members** are treated as extraordinary members, but their membership lasts for a maximum of one calendar year or less. It is agreed on an individual basis and recorded in the confirmation of membership.  
They have no right to vote or stand for election, nor do they have the right to submit any motions.

#### **§ 6: Acquisition of membership**

All natural and legal persons can become members of the association.

The Executive Committee decides on the admission of all types of members. Admission may be refused without giving reasons.

#### **§ 7: Termination of membership**

Membership shall expire upon death, in the case of legal entities upon loss of legal personality, upon voluntary resignation, and upon expulsion. The membership of temporary members shall expire automatically upon expiry of the agreed membership period.

Voluntary resignation can only take place at the end of each calendar month. Notice of resignation must be received by the governing body in writing or by email by the 20th of the previous month. If notice is given late, the resignation shall only take effect on the next resignation date. The date of posting or emailing shall be decisive for determining timeliness. The obligation to pay membership fees shall only expire upon the resignation taking effect.

Membership fees paid in advance and not consumed due to withdrawal will not be refunded.

#### **§ 8: Exclusion provisions**

The Executive Committee may expel a member if, despite two written reminders setting a reasonable grace period, the member is more than three months in arrears with the payment of membership fees. The obligation to pay the membership fees that have fallen due remains unaffected by this.

The Executive Committee may also expel a member from the association for gross violation of other membership obligations and for dishonorable or damaging behavior.

The member affected by the expulsion shall be notified in writing and shall have the right to lodge a written appeal with the next General Assembly within 30 days of receiving the notification. Such an appeal shall have no suspensive effect.

### **§ 9: Rights and obligations of members**

Members are entitled to participate in all events organized by the association and to use the facilities and services provided by the association that correspond to their respective membership type.

Voting rights and election rights are regulated in § 5; in addition, members must be at least 16 years of age.

Members are obliged to promote the interests of the association to the best of their ability and to refrain from anything that could damage the reputation and purpose of the association. Members must observe the association's statutes and the decisions of the association's bodies. Members are obliged to pay the admission fees and membership fees in the agreed amount on time.

### **§ 10: Association bodies**

The organs of the association are the general assembly, the executive committee, the auditors, and the arbitration tribunal.

### **§ 11: General Assembly**

The ordinary general meeting takes place at least every five years. It is chaired by the president or, if he or she is unable to attend, by the vice president. If the entire executive body is unable to attend, the oldest voting member present chairs the meeting.

An extraordinary general meeting shall be held within four weeks upon resolution of the Presidium, the ordinary general meeting, or upon written request of at least one tenth of the members entitled to vote, or at the request of the auditors.

All members are eligible to participate, and those who have reached the age of 16 are eligible to vote and stand for election in accordance with § 5. Each member has one vote. Legal entities are represented by an authorized representative. The transfer of voting rights to another member entitled to vote by means of a written proxy is permitted; each member entitled to vote may not exercise more than one additional voting right on behalf of another member.

The general meeting is quorate regardless of the number of members present. Exception: Resolutions to amend the Articles of Association or dissolve the Association require the presence of at least two-thirds of the voting members, rounded up to the nearest whole number. Valid resolutions—except those concerning a motion to convene an extraordinary General Assembly—can only be passed on items on the agenda.

Elections and resolutions at the General Assembly are decided by a simple majority of those present and eligible to vote; if there are only two members present, unanimity is required. In the event of a tie, the decision shall be made by lot. Exception: Resolutions to amend the Articles of Association or dissolve the Association require the approval of at least two-thirds of the valid votes cast, rounded up to the nearest whole number.

### **§ 12: Tasks of the General Assembly**

The following tasks are reserved for the General Assembly:

- Receipt and approval of the statement of accounts and the financial statements;
- Passing resolutions on the budget;
- Appointing and dismissing the members of the executive body and the auditors;
- Setting the amount of admission fees and membership fees;
- Granting and revoking honorary membership;
- Discharge of the executive body;
- Approval of legal transactions between auditors and the association;
- Resolutions on amendments to the Articles of Association and the voluntary dissolution of the Association.

### **§ 13: Presidium, management, and power of representation**

The Presidium is the governing body within the meaning of the VerG 2002. The Presidium consists of the President and the Vice President. Each is authorized to manage the association alone. Each is authorized to represent the association externally alone, but the Vice President only if the President is prevented from doing so. The internal division of tasks within the Presidium is governed by internal association regulations.

The Presidium has the right to appoint additional managing directors (e.g., commercial law or divisional managing directors), who do not automatically become members of the Presidium. They are accountable to the Presidium, the General Assembly, and the auditors.

The term of office of the Presidium is unlimited. Re-election is possible.

The Presidium is elected by the General Assembly. If an elected member leaves, the Presidium has the right to co-opt another eligible member to replace them, subject to subsequent approval at the next General Assembly. If the Presidium is unable to function at all or for an unforeseeably long period of time without being able to fill the vacancy by co-opting a new member, each auditor is obliged to immediately convene an extraordinary General Assembly for the purpose of electing a new Presidium. If the auditors are also unable to act or are not available, any regular member who recognizes the emergency situation must immediately apply to the competent court for the appointment of a curator, who must immediately convene an extraordinary general meeting.

The Presidium shall constitute a quorum if all its members have been invited and all of them are present. It shall pass its resolutions unanimously. This then corresponds to the dual control principle enshrined in law.

The general meeting may remove the entire Presidium or individual members from office at any time, taking into account the relevant provisions in § 11. The removal shall take effect upon the appointment of the new Presidium or Presidium member.

Members of the Presidium may resign at any time by submitting their resignation in writing to the Presidium or, in the event of the resignation of the entire Presidium, to the General Assembly. The resignation shall only take effect upon the election or co-opting of the successor(s).

### **§ 14: Duties of the Presidium**

The Presidium is responsible for managing the association. It is responsible for all tasks that are not assigned to another body of the association by the statutes. In particular, the Presidium's responsibilities include the following agendas:

- General management, which may be divided among the members of the management body by means of internal regulations;
- Preparation of the annual budget, drafting of the statement of accounts and the financial statements;
- Preparation of the General Assembly;
- Convening of ordinary and extraordinary general meetings in the cases specified in § 11;
- Administration of the association's assets;
- Establishment of an accounting system that meets the requirements of the association, with ongoing recording of income/expenses and maintenance of an asset register as a minimum requirement;
- Admission and exclusion of association members;
- Carrying out necessary co-optations.
- Initiating and approving specialist committees that may be formed to support the management body;

### **§ 15: Auditors**

The two auditors are elected by the general meeting for a specific term. The term of office may vary in length. Re-election is possible.

The auditors are responsible for the ongoing control of business activities and the review of the financial statements. They must report the results of their review to the General Assembly.

The provisions regarding the appointment, dismissal, and resignation of members of the Presidium shall apply mutatis mutandis to the auditors.

### **§ 16: Arbitration tribunal**

The association's internal arbitration tribunal is responsible for settling all disputes arising from the association relationship. It is an arbitration body within the meaning of the Association Act 2002 and not an arbitration tribunal pursuant to §§ 577 ff ZPO (Austrian Code of Civil Procedure).

The arbitration tribunal shall consist of three ordinary members of the association. It shall be formed in such a way that one party to the dispute nominates a member as arbitrator in writing to the executive body. Upon request by the executive body within seven days, the other party to the dispute shall nominate a member of the arbitration tribunal within 14 days. After notification by the executive body within seven days, the arbitrators nominated shall elect a third full member as chair of the arbitration tribunal within a further 14 days. In the event of a tie, the decision shall be made by drawing lots among the nominees. The members of the arbitration tribunal may not belong to any body—with the exception of the general assembly—whose activities are the subject of the dispute.

The arbitration tribunal shall make its decision after hearing both sides in the presence of all its members by a simple majority of votes. It shall decide to the best of its knowledge and belief. Its decisions are final within the association.

#### **§ 17: Dissolution of the association**

The voluntary dissolution of the association can only be decided upon at an extraordinary general meeting convened for this purpose. The resolution requires the presence of at least two-thirds of the voting members, rounded up to the nearest whole number. If this number is not reached after three repetitions of the extraordinary general meeting convened for this purpose at intervals of at least two and at most four weeks, the motion shall be deemed to have failed. The approval of at least two-thirds, rounded up to the nearest whole number, of the valid votes cast is required (see § 11).

In the event of dissolution, this General Meeting shall also appoint a liquidator, provided that the association has assets. This liquidator shall distribute the remaining association assets among the members (except temporary members) in such a way that the current market price of each share does not exceed the contributions made by the respective member, with the exception of those items that were contributed by founding members at the time the association was founded and can now be and will be reclaimed. Any reductions in market value that have occurred in the meantime shall remain unsettled; increases in market value must be compensated by the founding member and shall be included in the association's assets. Any interest shall not be taken into account. This provision shall also apply in the event of dissolution by the authorities.

Before the association is dissolved, all material and financial assets and loans contributed by the founding members shall be returned to the founding members.

Any added value resulting from an increase in value is not taken into account.

Any remaining association assets may be transferred to another organization with similar themes, goals, and purposes; if no such organization is found, they may be donated to a recognized non-profit and/or charitable organization.

The last governing body must notify the competent association authority in writing of the voluntary dissolution within four weeks of the resolution being passed.

**§ 18: Decentralized meetings and resolutions** All meetings and resolutions governed by these statutes may also be conducted virtually and/or by circular resolution. This is possible without any special reason. This means that meetings and resolutions are also considered to have been conducted properly if the participants do not physically gather in the same place at the same time. All relevant dates must be announced at least 1 and at most 3 weeks before the planned meeting/vote; this can be done by letter, email, or in writing by courier. Other means of communication, such as text messages, WhatsApp, etc., are excluded. There is no right to cancel and repeat the meeting/vote for reasons of time constraints of any kind, except in the case of resolutions to dissolve the association and amend the statutes. Virtual means that, by means of electronic media (teleconferencing), the participants can meet at the same time but not in the same place, see and hear each other, and communicate with each other live. If serious disruptions to the transmission occur on a permanent basis, it is possible to resort to a circular resolution; this must begin within one week of the virtual meeting being interrupted, with the same agenda. A circular resolution means that the participants do not meet at the same time and cannot see and hear each other live. In this case, the process consists of two phases: Phase 1: Review of the respective agenda by the participants and opportunity for clarifying questions and answers. This phase must last at least one week and no more than three weeks. Phase 2: Voting must take place within a time window of one day and can be carried out by the following means: letter, email, or in writing by courier. Other means of communication, such as text messages, WhatsApp, telephone, etc., are excluded. In the case of a circular resolution, suitable methods (e.g., noting a personal code on the voting form and confirming this code by separate email, or other means) must be used to ensure that the respective voting form has been completed and sent by the sender themselves. Apart from these regulations, the provisions for the meetings and resolutions described below remain applicable *mutatis mutandis*, in particular the provisions on voting rights.