

Statutes of the Moreno Museum Association

Article 1

Name, head office and scope of activities

1. The name of the Association shall be Moreno Museum Association.
2. The Association shall have its head offices at Theresiengasse 4/3 - Baden (Austria), and it shall carry out its activities worldwide.
3. The Association does not intend to establish branch societies.

Article 2

Purpose

The purpose of the Association, which is a non-profit organization, shall be:

1. The scientifically consolidated transmission of Moreno's ideological legacy, of knowledge in the sectors of psychodrama, sociometry, role-playing, group pedagogy and psychotherapy, and current developments thereof.
2. The Association shall also further scientific activities insofar as correlated with the aforementioned sectors of research and promote the setting up of a network of similar associations.
3. The Association may also carry out activities complementary to the aforementioned purpose such as the implementation of projects and events, at its own initiative or at the request of benefactors, promoters, sponsors, those who subsidise the Association, insofar as in accordance with the purpose set forth in para. 1 and 2 and, obviously, if compatible with the desires, practices and conditions of the Association. However, a natural correlation with psychodrama or with the world of Moreno must always exist.

Article 3

Means for achieving the purpose of the Association

1. The purpose of the Association shall be achieved through the activities and funds specified in para. 2 and 3.
2. Such activities shall include:
 - a) The management and preservation of J.L. Moreno's home at Bad Vöslau, in Maital 4, as Museum and cultural centre.
 - b) The implementation of specific research projects, tied to the purpose of the Association.
 - c) The organization of cultural events in the sector of psychology, group pedagogy and psychotherapy, including medical information, from the perspective of holistic medicine, conferences and meetings, guided visits and debates.

- d) Cultural events also addressing professionals operating in the social sector and laypersons interested, on the topic of psychosocial development.
 - e) The stimulation of, consulting for and promotion of research, according to the purposes of the Association, assistance to University students.
 - f) The financing and publication of a newsletter and of publications stemming from its own research activity.
 - g) To achieve the purposes of the Association, this shall cooperate with other scientific and cultural institutions in and outside Austria.
 - h) The setting up of a specialist library, of a database and archive as basis for its teaching and research activity.
3. The funds required shall be furnished by:
- a) Membership fees and dues and also by:
 - b) Entrance fees to the Museum, proceeds from events, services, specific initiatives of the Association (publications, Museum Management Company, shop, loans of exhibits).
 - c) Grants, bequests, fund raising, sponsorships, contributions, rentals, legacies, donations and other subsidies.
 - d) Research appointments.

Article 4

Types of membership

1. Membership of the Association may take the form of full, membership, extraordinary membership or honorary membership.
2. Full members shall be those who participate fully in the work of the Association. Extraordinary members shall that be those who promote the activity of the Association, in particular through payment of a higher subscription. Honorary members shall be those appointed as such in recognition of outstanding services to the Association.

Article 5

Admission to membership

1. Membership of the Association is open to all individuals able to further the aims of the Association and also to legal entities and incorporated partnerships with legal personality.
2. The admission of full and extraordinary members shall be decided by the Assembly. Refusal of admission must be briefly motivated.
3. Until the Association is formally established, full and extraordinary members will be admitted provisionally by the Founders of the Association and in the event that a Board has already been set up, by such Board. However, such memberships shall become effective only upon formation of

the Association. If a Board is appointed only after formation of the Association, full and extraordinary members shall be admitted (definitively) until such time as decided by the Founders of the Association.

4. Honorary members shall be appointed by the General Assembly as proposed by the Board.

Article 6

Termination of membership

1. Membership shall terminate upon death of the member, on loss of legal personality in the case of legal entities and partnerships and by voluntary resignation or expulsion.
2. Members may resign from the Association only as of December 31 of each year. Resignation shall be notified in writing to the Board with at least three months prior notice. Resignations not notified in due time shall be effective only at the next resignation date. The date of the postmark shall determine whether such notification was made in a timely manner.
3. The Board may expel any member who is more than six months in arrears with payment of dues despite two written warnings and granting of a suitable period of grace. Expulsion shall not affect the obligation to pay subscriptions due.
4. The Board may also expel a member from the Association in the case of serious infringement of membership obligations or dishonourable conduct.
5. The General Assembly may resolve to withdraw honorary membership at the request of the Board for the reasons set forth in para. 4.

Article 7

Rights and duties of members

1. Members shall be authorised to participate in all the events organized by the Association in accordance with any membership conditions and to utilise the facilities of the Association according to a regulations on use thereof. Only full and honorary members shall have the right to vote at the General Assembly and shall be eligible to vote in elections and stand for election.
Each member shall be entitled to request a copy of these Statutes from the Board.
The Board shall call a General Assembly if requested by at least one tenth of the members.

At each General Assembly, the Board shall inform the members of the activities and financial position of the Association. If requested by least one tenth of the members, justifying the reasons therefor, the Board shall provide such information to the respective members within four weeks.

The Board shall inform the members of the audited Annual Accounts of the Association. If such information is provided during the General Assembly, the Auditors shall attend the meeting.

2. Members shall make every reasonable effort to promote the interests of the Association and shall refrain from any actions detrimental to the reputation and purposes of the Association. They shall comply with the Statutes of the Association and the resolutions adopted by the bodies of the Association. Full and extraordinary members shall pay their membership fees and dues in a timely manner and in the amount determined by the General Assembly.

Article 8

Bodies of the Association

The bodies of the Association are the General Assembly (para. 9 and 10), the Board (para. 11 to 13), the Auditors (para. 14) and the Arbitration Committee (para. 15).

Article 9

General Assembly

1. The General Assembly represents the "Meeting of Members" as defined in the 2002 Austrian Associations Act. An Ordinary General Assembly shall be held every year. General Assemblies shall be always be held in Austria.
2. An Extraordinary General Assembly shall be called within four weeks if:
 - resolved by the Board or the Ordinary General Assembly
 - requested in writing by at least one tenth of the members
 - requested by the Auditor(s) (in accordance with the first period of para. 5 sec. 21 of the Associations Act)
 - requested by the Auditor(s) (in accordance with the second period of para. 5 sec. 21 of the Associations Act, with the third period of para. 2 art. 11 of these Statutes)
 - decided by a court-appointed curator (last period of para. 2, art. 11, of these Statutes).
3. All members shall be invited to attend Ordinary and Extraordinary General Assemblies with prior written notice of at least two weeks, by fax or e-mail (to the fax number or e-mail address of the member notified to the Association). Notification by e-mail shall be considered valid only if receipt thereof is confirmed by the recipient). The notice of call of the General Assembly shall specify the agenda. The meeting shall be called by the Board, the Auditor(s) or the court-appointed curator.
4. Motions to the General Assembly shall be submitted to the Board in writing at least three days before the date of the

General Assembly, by fax or e-mail (notification by e-mail shall be considered valid only if receipt thereof is confirmed by the recipient).

5. Binding resolutions - with the exception of those regarding a motion to call an Extraordinary General Assembly - may be adopted only with regard to items on the agenda.
6. All members shall have the right to attend the General Assembly. Only full and honorary members shall have the right to vote. Each member shall be entitled to one vote. Voting rights may be transferred to another member by way of a written proxy.
7. The General Assembly shall be deemed to be quorate with the presence of at least one third of the members of the association.
8. Elections and resolutions at the General Assembly shall generally be decided/taken by a simple majority of the valid votes cast. Resolutions concerning dismissal of the entire Board or of any of the members thereof or amending the Statutes or dissolving the Association shall require a qualified majority of two thirds of the valid votes cast.
9. The General Assembly shall be chaired by the Chairman¹, and in the case of impediment thereof, by the Deputy Chairman. In the case of impediment of the Deputy Chairman, the meeting shall be chaired by the senior member of the Board in age present.

Footnote 1: Reference is made either to a man or woman

Article 10

Duties of the General Assembly

The duties of the General Assembly shall be as follows:

1. Receipt and approval of the Annual Report and Accounts with the presence of the Auditors
2. Resolutions regarding the budget
3. Election and dismissal of members of the Board and of the Auditors
4. Approval of legal transactions between the Auditors and the Association
5. Approval of the operations of the Board
6. Determination of the admission fee and subscriptions for full and extraordinary members
7. Award and withdrawal of honorary membership
8. Resolutions concerning amendments to the Statutes and voluntary dissolution of the Association
9. Consulting and resolutions regarding other items on the agenda.

Article 11

The Board

1. The Board shall comprise six members, i.e. a Chairman, a Deputy Chairman, a Secretary and Deputy Secretary, a Treasurer and Deputy Treasurer.
2. The Board shall be elected by the General Assembly. In the case of retirement of a member elected, the Board shall have the power to co-opt another eligible member, subject to approval thereof at the immediately following General Assembly. If the Board is unable, indefinitely or for an unforeseeable period of time, to co-opt a replacement, each Auditor shall be obliged to call an Extraordinary General Assembly without delay in order to re-elect a Board. If the Auditors are also incapable of acting, each full member informed of the emergency situation shall apply immediately to the competent court for appointment of a curator who shall convene an Extraordinary General assembly without delay.
3. The Board shall remain in office for four years and may be re-elected. Each position on the Board shall be exercised personally.
4. Board meetings shall be called in writing or verbally by the Chairman or, in the case of impediment thereof, by the Deputy Chairman. In the case of impediment of the Deputy Chairman for an unforeseeable period of time, a Board meeting may be convened by any other member of the Board.
5. Board meetings shall be deemed to be quorate if all members have been invited to attend and at least half of these are present.
6. Decisions of the Board shall be adopted with a simple majority. In the event of a tie, the Chairman shall have the casting vote.
7. Board meeting shall be chaired by the Chairman and in the case of impediment thereof by the Deputy Chairman. In the case of impediment of the Deputy Chairman, the meeting shall be chaired by the senior member of the board in age present or the member of the board selected by a majority of other board members for such function.
8. Apart from death and expiration of his/her term of office (para. 3), the term of office of a Board member shall lapse on removal (para. 9) or resignation (para. 10).
9. The General Assembly may dismiss the entire Board or individual Board members at any time. Such dismissal shall be effective as soon as the new Board or Board member is appointed.
10. Board members may tender their resignation in writing at any time. The notice of resignation shall be addressed to the Board or, in the case of resignation of the entire Board, to the General Assembly. The resignation of a Board member shall be effective only on election or co-opting (para. 2) of a successor.
11. At its discretion, the Board may resort to advisory committees or commissions for assistance in carrying out its

activities. Advisory committees and members of commissions shall perform an advisory function and may be members of the association. Advisory committees and commissions are not bodies of the Association. The members of advisory committees and commissions and their duties shall be specifically selected and established by the Board.

Article 12

Duties of the Board

The Board shall be responsible for management of the Association. It is the "management body" within the meaning of the 2002 Associations Act. It shall perform all duties not assigned to another body of the Association by the Statutes. It shall be responsible in particular for the following matters:

1. Organization of an accounting system complying with the requirements of the Association (para. 1 sec. 21 of the Associations Act) and such as to permit continuous recording of receipts/expenditure and keeping of a register of assets as minimum requirement
2. Preparation of the annual budget and the Annual Report and Accounts
3. Preparation and calling of the General Assembly in the cases set forth in para. 1 and para. 2, sub. a-c of art. 9 of these Statutes
4. Management of the Association's assets
5. Admission and expulsion of full and extraordinary members
6. Recruitment and dismissal of employees of the Association
7. At least once a year, the management body shall comply with its obligations of disclosure, also during the Annual Meeting. In the case of a motivated request for information by ten per cent of the members, the management board shall, within four weeks, furnish information regarding the financial management and activities of the Association (in accordance with sec. 20 of the Associations Act).

Article 13

Particular duties of individual Board members

1. The Chairman shall manage the day-to-day business of the Association. The Secretary shall assist the Chairman in managing the business of the Association.
2. The Chairman shall represent the Association vis-à-vis third parties. Written documents by the Association shall be valid only if signed by the Chairman and Secretary. Documents regarding financial matters (asset management) shall be signed by the Chairman and Treasurer. Legal transactions

- between members of the Board and the Association shall require the approval of another member of the Board.
3. Any powers to represent the Association vis-à-vis third parties and to sign on its behalf may be conferred only by the members of the Board indicated in para. 2.
 4. In the event of possible default, the Chairman shall have the power to take decisions under his/her own responsibility also with regard to matters within the purview of the General Assembly or Board. Within the Association, such decisions must be subsequently approved by the competent body of the Association.
 5. The Chairman shall chair the General Assembly and Board meetings.
 6. The Secretary shall keep the minutes of the General Assembly and Board.
 7. The Treasurer shall be responsible for correct financial management of the Association.
 8. In the case of impediment, the Chairman, Secretary or Treasurer shall be replaced by their deputies.

Article 14

Auditors

1. Two Auditors shall be appointed by the General Assembly for a term of four years and may be re-elected. The Auditors shall not be members of any body of the Association - except for the General Assembly - whose activity is subject to audit.
2. The Auditors shall be responsible for constant monitoring the Association's business activities and for verifying the financial management of the Association with regard in particular to regular accounting and the use of funds in accordance with these Statutes. The Board shall provide the Auditors with the necessary documents and information. The Auditors shall report to the Board on the results of their audit.
3. Legal transactions between the Auditors and the Association must be approved by the General Assembly. In all other respects, the provisions of para. 8 to 10 of art. 11 shall apply to the Auditors.

Article 15

Arbitration Committee

1. All and any all disputes arising with regard to relationships within the Association shall be deferred to the Arbitration Committee of the Association. This Committee constitutes a "conciliation body" in accordance with the 2002 Associations Act, not a court of arbitration as defined in sec. 577 of the Code of Civil Procedure.

2. The Arbitration Committee shall comprise three full members of the Association. It shall be constituted in such a way that one party to the dispute designates a member to act as arbitrator to the Board. Within seven days, the Board shall instruct the other party to appoint a member of the Arbitration Committee within fourteen days. Following notification by the Board within seven days, the arbitrators shall, within a further fourteen days, appoint a third full member as Chairman of the Arbitration Committee. In the case of a tie of votes, selection amongst the persons proposed shall be made by ballot. The members of the arbitration committee may not be members of any body - with the exception of the General Meeting - whose activities are in dispute.
3. The Arbitration Committee shall make its decision by a simple majority of votes after hearing both parties in the presence of all its members. It shall decide to the best of its knowledge and belief. Its decision shall be binding within the Association. The parties to the dispute shall have the right to take action before the Ordinary Courts for maximum six months from the start of the arbitration procedure.

Article 16

Voluntary dissolution of the Association

1. Voluntary dissolution of the Association may be decided only at a General Assembly and only with a two-thirds majority of the votes cast.
2. In so far as the Association has any assets, this General Meeting shall also decide on liquidation. In particular it shall appoint a liquidator and shall decide to whom the liquidator shall assign the remaining assets of the Association after discharging its liabilities.
3. On dissolution of the Association or in the case of discontinuation of the main purpose pursued thereby, the remaining assets of the Association shall be utilised, pursuant to sec. 34 et seq. of Consolidated Income Tax, in such a way as to transfer these to individuals or legal entities that completely assume maintenance of the Museum, of the archive and library, and continue to maintain integrity thereof in future and adopt the remaining assets of the Association exclusively for such maintenance. If such remaining assets cannot be transferred immediately, they shall be delivered by the liquidator to a trustee with the task of maintaining these without loss of value.