

By-laws
of the
Austrian Academy of Sciences

established at the Academy's General Assembly

on 28 January 2011

VIENNA 2011

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BY-LAWS

The Austrian Academy of Sciences is a public-law entity enjoying special protection from the federal government.

Its legal status is based on the supreme decision made by Emperor Ferdinand I on 14 May 1847, which was legally transferred in 1921 by virtue of the federal act dated 14 October 1921 (Federal Law Gazette 1921/394) as amended on 9 May 1947 (Federal Law Gazette 1947/115), and on the Statute of the Austrian Academy of Sciences (hereinafter known as the “statute”) verified by the Federal President, as amended (General Assembly resolution dated 17 December 2010, Federal President’s decision dated 16 February 2011). Its task is to promote science in all areas, particularly in the area of basic research.

I. The members

A. Types of members

§ 1 (1) According to § 6 of the statute, the members of the Austrian Academy of Sciences (hereinafter known as the “Academy”) are full members, honorary members, corresponding members in Austria, corresponding members abroad, or members of the Young Academy. Maximum membership numbers of each category are established in para. 1 of § 6 of the statute. The cut-off date for the age limit stated in para. 2 of that section is 31 December of the calendar year preceding the election day.

(2) When electing members, it must be ensured that these fittingly meet the high requirements for personality, scientific work and reputation in the scientific community in terms of the Academy’s tasks, that they commit to fulfilling their obligations, and finally, that the scientific disciplines are represented in a balanced and appropriate manner. The election process must also ensure a balanced ratio of men and women, and take into account the members’ abilities to boost research and develop research institutions.

B. Electing members

§ 2 (1) Full and corresponding members, as well as honorary members, are elected once a year at the election meeting preceding the ceremonial session. Only full members must be invited to this election meeting. The election process is governed by §§ 3 to 8.

(2) The members of the Young Academy are elected once a year at the Young Academy’s election meeting. The election process is governed by § 9. The elected Young Academy members are confirmed at the election meeting as per § 2 para. 1.

§ 3 (1) At least three months prior to the election, the section in which the positions of full/corresponding members or honorary members must be filled must decide whether and how many of these positions are to be offered.

(2) Taking into account the principles stated in § 6 para. 3 and 4 of the statute, as well as in § 1 para. 2, the section can decide on the following:

1. Expansion of the disciplines within the section's sphere of activity;
2. Recommendation of candidates based on their high scientific qualifications, and, if applicable, based on the discipline they represent.

(3) The section can employ an election commission to discuss the aforementioned decisions.

§ 4 (1) In an election notice, the President asks the full members of both sections to submit election proposals as per the previous decision in § 3 para. 1, and states the date by which these can be submitted (para. 2).

(2) Election proposals must be submitted to the President no later than six weeks prior to the election meeting, unless a different deadline is set by the sections. Proposals submitted after this time will be disregarded.

(3) Every proposal must be made in writing, justified with facts, and signed by at least two, maximum three, full members.

(4) The justifications must concisely describe, in a generally comprehensible manner, the scientific work performed by the proposed candidate. They must particularly detail his most prominent scientific publications and any other outstanding work, and must demonstrate that the proposal complies with the principles of § 6 paras. 3 and 4 of the statute, as well as § 1 para. 2.

(5) Persons who have turned 55 years of age during the calendar year preceding the election cannot be proposed for vacant corresponding member positions in Austria; those having turned 65 cannot be proposed for vacant full member positions; and those having turned 70 cannot be proposed as corresponding members abroad.

(6) In well-justified exceptional cases, persons who have not yet turned 70 during the calendar year preceding the election can, according to the principles of § 1 para. 2, and contrary to para. 5, be proposed as corresponding members in Austria and as full members.

§ 5 (1) Insofar as they concern the sections, the submitted election proposals must be presented to these sections for discussion.

(2) An alphabetically ordered list of the proposed candidates' names (candidate list) is then confidentially sent to the full members, also containing the names of the persons who have made the proposals, allowing enough time for the members to comment on this at the last section meeting and General Assembly held before the elections.

(3) Election proposals can be withdrawn up until the start of the election meeting.

§ 6 (1) The full members of each section gather at a highly confidential section meeting to draw up the election lists one day before the election meeting held by the Academy as a whole.

(2) The vote must be preceded by a thorough discussion of the disciplines to be filled (§ 3 para. 2) and the proposed candidates' personalities (§ 4 para. 4).

(3) The election lists are drawn up by voting on the candidate lists. If several elections have to be held, the chairperson (§ 18 para. 2) determines the sequence of these.

(4) As part of an initial, preparatory vote, each full member can mark up to two more names on a candidate list than positions to be filled. This preparatory election is only held if there are at least three more candidates than vacant positions to be filled.

(5) In the second, decisive vote, each full member can only mark as many names on the candidate list as there are positions to be filled; candidate lists on which more names are marked are considered invalid.

(6) The election list includes all names receiving at least twenty votes in the decisive vote. The number of final votes received must be stated, as well as the number of votes received in the preparatory vote.

§ 7 (1) The provisions of § 6 para. 2 and para. 3, second clause, apply accordingly to election meetings.

(2) The election process involves each full member only marking as many names on the election lists (§ 6) as there are members to elect (or less). Election lists on which more names are marked are considered invalid votes.

(3) A candidate is elected if he/she receives the absolute majority of casted votes and the position is free to be filled (para. 7).

(4) If the number of candidates receiving the required number of votes is lower than the number of positions to be filled, a re-vote must be taken for the remaining positions; every full member must then mark as many names as there are vacant positions. Election lists on which more names are marked are considered invalid votes. However, marked names of candidates who have already been elected are not counted.

(5) Candidates who did not receive at least twenty three votes in the first vote are not included in the second vote.

(6) Positions for which no absolute majority of casted votes is achieved even in the second vote remain vacant until the following year's election meeting.

(7) If the number of candidates receiving the required number of votes (para. 3) is greater than the number of positions to be filled, the larger total prevails. If two or more candidates receive the same number of votes, a run-off ballot must be held between them.

§ 8 (1) § 5 para. 1 applies when electing honorary members of the Academy as a whole, provided that the election proposals are submitted to the General Assembly for discussion.

§ 9 (1) Members of the Young Academy are elected once for 8 years. Election as corresponding or full members of a section terminates their membership of the Young Academy.

(2) The elections are held in accordance with election rules, which the Young Academy establishes for itself, taking into account the criteria of § 1 para. 2. These election rules must be submitted to the Presiding Committee for confirmation.

(3) Members of the Young Academy must be aged less than 40 years at the time of their election. This age limit can differ, taking into account childcare times. Further details are established by the Young Academy in its election rules.

(4) The elected candidates must be confirmed individually by the election meeting as per § 2 para. 1. Documents as per § 4 para. 4 must be provided by the Young Academy for this cause. An absolute majority of valid casted votes is required for confirmation.

§ 10 (1) After the vote has taken place and -as required- has been confirmed, the newly elected members are asked to declare their acceptance of the vote and their willingness to fulfil the obligations that come with membership (§ 14).

(2) The relevant Federal Minister is to be informed of the names of the elected candidates.

(3) An elected candidate's legal position as a member is established once the declaration in para. 1 has arrived.

C. Member voting rights and legal position

§ 11 (1) Full members are entitled to attend and vote at all General Assemblies, election meetings (§ 2 para. 1) and all of their section meetings.

(2) Eight corresponding members in Austria from each section are entitled to attend and vote at the General Assemblies and their own section meetings. They are selected as per § 12.

(3) 16 Members of the Young Academy are entitled to attend and vote at the General Assemblies. They are selected as per § 13. These Young Academy members are also entitled to attend and vote at meetings held by the section to which the Young Academy member's specialist area, that is the field of expertise decisive for the respective Young Academy member's election, would be assigned to.

(4) All members of the Young Academy are entitled to participate and vote in the Young Academy meetings.

§ 12 (1) Corresponding members in Austria, who are entitled to vote, are elected every four years. Persons who have turned 65 before or during the calendar year prior to the election can no longer be elected. The terms of office run for four calendar years.

(2) At least three months prior to the ending of a term of office, the corresponding members in Austria from each section appoint twelve candidates by marking twelve members from the overall list of candidates for corresponding members in Austria.

(3) The oldest corresponding member in Austria, according to the election, aged under 70 is placed in charge of holding and evaluating the election; he/she advises the Presiding Committee of the election result.

(4) The proposals are ranked by number of votes; the eight corresponding members in Austria from each section who receive the most votes are elected, subject to their acceptance. If two corresponding members in Austria receiving the same number of votes are ranked in eighth position in their section, the younger candidate is elected. Re-election is permitted once.

(5) If any of the elected corresponding members in Austria, who are entitled to vote, (para. 4) are temporarily unable to attend meetings or vote, the next four members can substitute them, subject to their acceptance. If two corresponding members in Austria receiving the same number of votes are ranked in last place, the younger candidate is elected.

(6) If a member elected according to this provision resigns during the period stated in para. 1, the member ranked directly behind in the election, as per para. 4, takes over for the rest of the term. If such a member is not available, the position remains vacant until the next election.

(7) The election results, as well as any events as per para. 6, must be reported to the section and to the General Assembly through the (section) Presiding Committee.

§ 13 (1) The 16 Young Academy members entitled to attend and vote at the General Assembly for one year are elected every year after the election meeting in § 2 para. 1, allowing for enough time before the next General Assembly. The result must be reported to the General Assembly through the Presiding Committee.

(2) Apart from the Young Academy members delegated to the General Assembly, a total of eight more are elected to take over from the delegates in case of their temporary prevention to attend or vote at the meeting.

(3) If a Young Academy member elected according to this provision resigns during his/her term of office, a successor must be elected at the next Young Academy meeting.

§ 14 (1) By accepting their election, all members commit themselves to furthering the goals of the Academy and to participate in carrying out its tasks.

(2) The members are entitled to give presentations at events held by the Academy, and to provide information on their Academy-related tasks and scientific activities. The Chairperson is responsible for allocating the presentations (§ 18 para. 2).

(3) The members entitled to vote at the General Assembly are also entitled to submit requests to bodies responsible for making decisions on matters relating to the requests.

§ 15 (1) Insofar as the Presiding Committee decides this, the voting members receive an allowance for participating in meetings; if they reside outside the city in which the meeting is held, their travel and accommodation costs are reimbursed.

(2) All members entrusted with representing the Academy at events or attending to Academy tasks outside their place of residence are entitled to have their travel and accommodation expenses reimbursed.

(3) The total amount of any allowances is set by the Presiding Committee. The same applies to travel and accommodation expenses.

D. Change in membership

§ 16 (1) If a full or corresponding member in Austria relocates his/her permanent place of residence abroad, he/she enters the ranks of the corresponding members abroad.

(2) If a corresponding member abroad relocates his/her permanent place of residence to Austria, he/she enters the ranks of the corresponding members in Austria.

(3) If a formerly full member, who has become a corresponding member abroad due to a transfer abroad, returns to Austria, he/she enters the ranks of the full members.

(4) In all three cases, the change in membership type takes effect once a position in the relevant section category is advertised and the President advises the member of the new membership in writing. If the queued member has already turned 70, the change takes effect once the President advises the member of the new membership in writing. A report must be sent to the relevant section.

(5) If a Young Academy member relocates his/her permanent place of residence abroad, his/her Young Academy membership is suspended, without this resulting in limitation or discontinuation of the maximum membership term as per § 9 para. 1. The change takes effect once the place of residence has been relocated.

(6) The suspended member's position can be refilled. If a Young Academy member, whose membership has been suspended, relocates his/her permanent place of residence to Austria, he/she enters the ranks of the Young Academy members. The change takes effect once a Young Academy position is advertised and the President has advised the member of the new membership in writing.

E. Termination of membership

§ 17 (1) Membership ends through time lapse (Young Academy members), death, resignation or a legal sentence to more than one year's imprisonment, issued by an Austrian court, for one or more punishable actions committed with deliberate intent.

(2) If a member declares his/her resignation, the termination comes into effect on the day that the declaration of resignation is submitted.

(3) If a member acts in a manner which damages or is likely to damage the Academy, its research units, bodies or its reputation, the General Assembly can, if two thirds of the total number of full members as per § 6 para. 1 a of the statute are present, decide to exclude this member, following the recommendation of a commission employed to assess and discuss the case, and after a hearing with the member concerned.

(4) In the event of a sentence issued by a criminal court, the membership ends once the sentence takes legal effect; if the penalty is suspended on probation, the membership ends once the revocation takes legal effect (§ 53 StGB Austrian Criminal Code). § 73 StGB applies accordingly to foreign sentences.

II. The meetings

A. Procedural provisions for conducting General Assemblies, section meetings and Young Academy meetings

§ 18 (1) The Academy members entitled to participate and vote in meetings convene at least eight times a year at General Assemblies, section meetings and Young Academy meetings (ordinary

General Assembly, ordinary section meeting, ordinary Young Academy meeting). Before the start of a working year, the Presiding Committee (§§ 29 ff.) creates a meeting calendar for the General Assemblies and section meetings, which must be advised to each member. The chairperson of the Young Academy acts accordingly. The members entitled to participate and vote in the meetings, and the persons stated in § 24 para. 2, insofar as they belong to units of the Academy, are obliged to attend the meetings to which they are called.

(2) The respective chairperson (§§ 37 para. 1, 39 para. 1, 27 para. 2 b) is obliged to call the General Assemblies, section meetings and Young Academy meetings. If he/she is unable to do so, he/she is represented by the Vice President at General Assemblies, by the other section member of the Presiding Committee at section meetings, and by the deputy chairperson at Young Academy meetings. The rules of representation in § 31 apply accordingly to the rest.

(3) The Academy Council must call the General Assembly if this is necessary for the welfare of the Academy (§ 60 para. 4).

(4) If at least one third of the voting members request this to the chairperson in writing, enclosing a justified proposed agenda, or if the Presiding Committee so decides, meetings must be held within two weeks of receipt of the letter by the chairperson or within two weeks of the Presiding Committee's decision.

(5) Convocations to a meeting and the planned agenda are to be advised to the participating and voting members at least 48 hours prior to the respective meeting.

(6) Every voting member is entitled to submit requests at least 2 weeks before the meetings (para. 1). These are to be duly formulated and justified and sent to the chairperson, who incorporates them into the agenda (§ 35 para. 3 c). § 19 para. 2 is not affected by this.

§ 19 (1) The chairperson opens, leads and closes the meetings; he/she ensures the orderly conduct of necessary votes. The substitution regulations in § 18 para 2 hold as applicable.

(2) If, during the meeting, a voting member requests that a specific item may be added to the agenda, and this request is accepted (§ 21 para. 1), the item must be addressed at this same meeting. However, decisions made on activities as per § 25 para. 1 a to e, g, j and k, § 25 para. 2, § 26 para. 2 a, c and d, and § 27 para. 2 a, b and f always require a prior invitation and information on the imminent proceedings stated in § 18 paras. 2 to 5.

(3) During the meeting, every voting member is free to request the floor to speak about the item being discussed. The chairperson must grant this in the order in which it was requested.

(4) If a voting member asks to comment on the conventional meeting proceedings (request to speak about the by-laws), this request must be granted immediately.

(5) If a request to conclude discussions (conclusion of debates) is accepted (§ 21 para. 1), only the requests to speak lodged prior to this request are taken into account; the object of discussion must then be voted on.

(6) Written notifications, briefly summarised before or during the meeting, regarding the problems associated with the agenda item or regarding lists and overviews relevant to financial and budget-based matters, can be tied in with specific agenda items.

(7) For decisions and elections to be made in the General Assembly and the election meeting, as per § 2 para. 1, at least 40 full members must be present. At least 20 must be present for section meetings, and at least 20 Young Academy members must be present for the Young Academy meetings and election meeting as per § 2 para. 2.

(8) Decisions can be made via electronic polling, insofar as the information necessary for the decision is sent to all members entitled to vote on the decision at least three working days prior to any decision-making deadline; at least 50 per cent of votes, as well as compliance with the decision-making requirements in § 8 of the statute, are necessary for the decision to be considered valid. A secret ballot according to § 20 para. 1, clause 2, is prohibited: names and content of the vote must be documented and presented to every entitled voter for viewing at his/her request. Decisions on the statute and by-laws cannot be made by polling.

(9) If the quorum required for election is not reached at a Young Academy election meeting, this election can be conducted electronically, insofar as all members entitled to make a decision are promptly informed on this; at least 50 per cent of votes are required for the election to be considered valid. In its election rules, the Young Academy must specify how this election is to take place to ensure it is free, equal, personal and direct.

§ 20 (1) Ballots must be conducted openly. They may only be secret in the event of elections, except for those in commissions or scientific advisory boards, if the chairperson specifies this, or if a voting member requests this and is backed by two other voting members.

(2) The right to vote can only be exercised in person.

(3) Every voting member is entitled to submit a separate vote (§ 22 para. 2).

§ 21 (1) An absolute majority of valid casted votes is required for a request to be accepted and a decision to be considered valid (§ 8 para. 2 of the statute). If votes are tied, the chairperson's vote decides. Abstention is not permitted.

(2) Special regulations on particular voting requirements are not affected by this.

§ 22 (1) Minutes must be taken for every meeting; they must include the names of the members present, the requests and decisions made regarding the agenda items, as well as any minority or separate votes. The content of reports and dialogues relevant for the decisions must also be included.

(2) A separate vote must be announced during the meeting itself, and be submitted to the chairperson no later than within three working days, together with a statement of grounds. If the chairperson deems the content to be in accord with the negotiations, it is added to the minutes; if not, it must be presented at the next meeting.

(3) Every voting member must be granted access to the minutes.

§ 23 (1) General Assemblies and section meetings, as well as Young Academy meetings, are confidential. They address the administrative and scientific matters of the Academy (at General Assemblies), the section (at section meetings) or the Young Academy (at Young Academy meetings) which the voting members must discuss and decide on (§§ 25 to 27).

(2) Public meetings which particularly consist of scientific presentations, notifications and reports may also be held.

§ 24 (1) Specialist representatives from the Academy's entire body of members can be called to discuss scientific matters.

(2) The chairperson can also invite non-Academy members, such as managers and staff from research units or the Academy's scientific and commercial enterprises, as well as other persons not belonging to the Academy's institutions, to report on their activities.

(3) The General Assemblies, section meetings and Young Academy meetings must discuss relevant processes and decisions made by the Presiding Committee, the Academy Council, the Research Board and Financial Advisory Board, insofar as these affect the task areas of the General Assemblies, section meetings or Young Academy meetings (§§ 25 to 27).

(4) If, during negotiations, no voting member lodges a request, the chairperson must, if necessary, lodge a request to make a decision.

B. The General Assembly

§ 25 (1) As the Academy's supreme advisory, supervisory and decision-making body, the General Assembly has the following prerogatives, unless otherwise stipulated by the by-laws:

- a. Decide on the Academy's development plan, at the request of the Presiding Committee;
- b. Elect and dismiss members of the Presiding Committee;
- c. Elect and dismiss members of the Academy Council;
- d. Elect and dismiss members of the Research Board;
- e. Elect and dismiss members of the scientific commissions;
- f. Elect members of the scientific advisory boards of research units of the Academy as a whole;
- g. Establish and dissolve consultancy commissions, as well as elect and dismiss the members of such commissions;
- h. Approve accounts based on the Academy Council report, and ratify the actions of the party responsible;
- i. Confer prizes and awards; announce competitions;
- j. Approve the Academy's reports and expert surveys;
- k. Act as arbitrator in Presiding Committee matters in which the required consent of the Academy Council has not been obtained;
- l. Modify the Academy's statute and by-laws.

(2) The full members are responsible for electing the Academy's full, corresponding and honorary members (§§ 2 to 8) and confirming the election of Young Academy members (§ 9 para. 4) as part of the election meeting stated in § 2 para. 1.

(3) The General Assembly is granted a veto right in the following matters to be decided on by the Presiding Committee. The veto right can be exercised with a two-thirds majority of valid casted votes if at least half the number of full members stated in § 6 para. 1 a of the statute are present:

- a. Performance agreements with the federal ministry responsible for the Academy's affairs;
- b. Decisions on the budget of a specific budget period, based on the respective total budget value of the
 1. sections;

2. Young Academy;
3. Academy as a whole;
4. independent Academy institutions;
5. central administration;
6. fellowship-related expenses,

plus any location-based costs.

Any Academy expenses established in performance agreements or otherwise legally or contractually required must be advised to the General Assembly, but are not subject to the veto right.

- c. The principles of youth development schemes.

(4) The issues in para. 1 i must be decided on in consultation with the Presiding Committee.

(5) Once the accounts have been approved (para. 1 h), the part showing the usage of the funds provided by the federal government must be sent to the Austrian Court of Audit.

(6) The provisions of § 73 apply to consultancy commissions (para. 1 g).

(7) Requests to change the statute and by-laws can be lodged by any voting member. At the latest by the next General Assembly, a resolution must decide whether the request is to be included in the discussions or not.

(8) The Presiding Committee must extensively inform the General Assembly of the Academy's affairs. This right to information particularly concerns decisions and recommendations made by the Academy Council and Research Board, as well as any matters in which the General Assembly has a veto right or a right to make a decision.

C. The section meetings

§ 26 (1) Each section independently discusses and decides on the scientific and administrative matters affecting it, unless otherwise stipulated by these by-laws.

(2) The section's sphere of activity encompasses in particular the following matters:

- a. Deciding on the advertisement of positions at the election as per § 3 para. 1; deciding to expand the disciplines in the section's sphere of activity, as well as recommending candidates in terms of their high scientific qualifications and possibly also in terms of the discipline they represent (§ 3 para. 2); appointing the election committee (§ 3 para. 3); the decision-making process in § 6.
- b. Electing and dismissing members of scientific commissions;
- c. Establishing and dissolving the section's consultancy commissions, as well as electing and dismissing members of such commissions;
- d. Forming and restructuring scientific advisory boards for scientific centres; electing and dismissing members of scientific advisory boards;
- e. Confirming the election of centre managers;

- f. Making proposals to the Presiding Committee/General Assembly regarding matters assigned to these bodies for decision-making (e.g. the parts of the development plan affecting the section's affairs);
- g. Formulating a proposal for the granting of awards by the Academy as a whole; conferring the prizes and awards which can only be conferred by the section meeting;
- h. Deciding on the publication of scientific works, and including essays in the section's publications; this matter can be assigned to a member body authorised to make such decisions (publication commission).

(3) The section meeting is granted a hearing right in the following matters:

- a. Performance agreements between the Academy and the responsible federal ministry;
- b. Target agreements with the section's research units;
- c. Scientific reporting;
- d. Quality assurance;
- e. Networking with other academies, and exchanges among scientists.

(4) The provisions of § 73 apply to consultancy commissions (para. 2 c), as well as to the publication commissions (para. 2 h).

D. Young Academy meetings

§ 27 (1) Unless otherwise stated in these by-laws, the Young Academy independently acts and decides on the scientific and administrative matters affecting it; it must be involved with the Academy's scientific tasks and the public agendas as much as possible.

(2) The following particularly fall under the Young Academy's sphere of activity:

- a. Election and dismissal of Young Academy representatives granted permission to attend and vote at the General Assembly;
- b. Election and dismissal of a management committee ("Board of Directors") comprising members entitled to attend and vote at the General Assembly. The Board of Directors appoints a spokesperson, as well as a deputy spokesperson, to assume the function of the chairperson/deputy chairperson as per §§ 18 ff;
- c. Establishing and dissolving consultancy commissions;
- d. Proposing members for the Research Board;
- e. Making proposals to the Presiding Committee/General Assembly regarding matters assigned to these boards for decision/recommendation;
- f. Disposal of the monetary funds allocated to the Young Academy as part of the performance agreement/overall budget; accounting for the usage of these funds.

(3) Young Academy members must in consultation with the Presiding Committee allow for mutual reporting. Proposals as per para. 2 d and e must be forwarded to the recipients by the Presiding Committee.

(4) Dismissal stated in para. 2 a and b occurs as per § 30 para. 5.

(5) The Young Academy sets itself internal rules for attending to its tasks, and these must be advised to the Presiding Committee. They must also comply with the provisions of the by-laws.

(6) The provisions of § 73 apply to the consultancy commissions (para. 2 c).

E. The ceremonial session

§ 28 (1) Every year a ceremonial session is held, to which all members, managers of research units, staff and public persons are invited.

(2) The Academy's activities are reported on and the newly elected members are presented at this meeting.

III. Presiding Committee

A. Presiding Committee members

§ 29 (1) The Academy's Presiding Committee is a collegial body comprising the President, Vice President and a secretary from each section, who exercise the role of Presidents of their respective sections.

(2) The President and Vice President must belong to different sections, as must the section presidents.

B. Electing the Presiding Committee

§ 30 (1) According to the following paragraphs, the Presiding Committee must be elected by the voting members (§ 11 para. 1 to 3) from among the full members every four years at the General Assemblies preceding the Ceremonial Session and held prior to the Presiding Committee's term ending. The General Assembly can appoint an election commission to prepare this election process.

(2) The Presiding Committee members are elected with an absolute majority of casted votes (§ 8 para. 1 of the statute). Re-election is permitted once. If, in an initial election process, the required majority for electing a candidate is not achieved, a second election is held; if this is also unsuccessful, up to three run-off ballots are held between the two candidates receiving the most votes. If this still does not yield a result, the election meeting must be terminated and the election process restarted.

(3) The President is elected at the General Assembly in March of the year in which the Presiding Committee's term ends. The candidate elected as President must promptly, but no later than one week prior to the General Assembly in April, propose a total of three persons as candidates for the remaining Presiding Committee positions.

(4) The candidates proposed by the President must be elected by the General Assembly in April. If the General Assembly prevents the candidate from being elected, an election process similar to that used for the President is employed for the relevant position.

(5) The Presiding Committee members can be dismissed with a two-thirds majority of casted votes in the presence of three quarters of the number of full members stated in § 6 para. 1 a of the statute.

(6) If the manager or deputy manager of one of the Academy's research units is elected as a member of the Presiding Committee, and if this person accepts his election, his managerial role at the relevant research unit is suspended for the duration of his Presiding Committee membership.

§ 31 (1) If the President's position becomes vacant before a successor has been elected, it is occupied by the Vice President until the successor takes up office. The election to fill the position must be held at the next General Assembly before the Ceremonial Session.

(2) If a section president's position becomes vacant before a successor has been elected, the General Assembly appoints a temporary representative; the administrative agendas are continued by the President of the other section until the successor takes up office. The section president must be elected taking into account the President's petition right as per § 30 para. 3 in accordance with § 31 para. 1, last clause.

(3) If the Vice President's position becomes vacant before a successor is elected, or if the Vice President is forced to take over from the President as stated in para. 1, the next General Assembly appoints a representative until the next election. The Vice President must be elected at the next meeting in accordance with § 31 para. 1, last clause, taking into account the President's petition right as per § 30 para. 3.

(4) If both the President's and Vice President's positions, or those of the section presidents, become vacant simultaneously, the next General Assembly appoints representatives for both positions, following the same process as above, until the next election held at the General Assembly preceding the Ceremonial Session.

(5) Until the representative officially assumes his/her position, his/her tasks must be performed by the oldest full member under 70 (according to the election) in the section to which the incapacitated Presiding Committee member belongs. This member takes over the rights and duties of the incapacitated Presiding Committee member by declaring he/she accepts the role of representative. If the appointed member cannot act as representative, the power of representation is transferred to the next oldest full member under 70 (according to the election) who is prepared to act as representative.

C. Task areas of the Presiding Committee and its members, Representation

§ 32 (1) The Presiding Committee starts its term of office on 1 July following the election. If the Federal President has not given his/her confirmation as per § 3 of the federal law relating to the Academy of Sciences, it initially performs its role on a provisional basis.

(2) In the time between election and assumption of office, the elected candidates must be given the opportunity to attend – without voting – all meetings which the Presiding Committee is entitled to participate in.

§ 33 (1) The Presiding Committee is capable of making a decision if at least three members are present.

(2) An absolute majority of parties present is required for a decision to be made.

(3) If no Presiding Committee member objects to it, a decision can also be made by polling; unanimity is required in this case.

(4) Decisions must be recorded in writing. The written copy can be replaced by minutes.

§ 34 (1) Presidential meetings are held regularly at the President's invitation, addressing administrative agendas by calling in the Director for Finance and Administration, as well as representatives of the central administration. Informants can also be called in.

(2) Each a corresponding member in Austria of each section, a Young Academy member and a member appointed by the Conference of the heads of research institutes and centres is entitled to participate in these meetings, without voting.

(3) Minutes must be taken for the meetings and provided to the participants.

§ 35 (1) The Presiding Committee is the Academy's supreme executive body, and is responsible for

- a. fulfilling the tasks, as well as the rights and duties, of the Academy,
- b. executing decisions made by the General Assembly, sections and the Young Academy,
- c. upholding the Academy's legal bases, particularly the statute and these by-laws,
- d. the administrative agendas.

(2) The Presiding Committee uses the central administration to fulfil the administrative agendas, and is responsible for defining this in more detail, taking into account the provisions of the by-laws.

(3) The Presiding Committee is particularly responsible for the following:

- a. Making decisions on scientific and administrative matters, as well as concluding legal transactions, insofar as this task has not been assigned to another body;
- b. Setting dates for Academy meetings;
- c. Preparing all matters to be addressed by the General Assembly, formulating the agenda and requests on which the General Assembly must decide;
- d. Drawing up the development plan to present to the General Assembly (§ 25 para. 1 a);
- e. Preparing requests relating to matters requiring the consent of the Academy Council (§ 60 para. 5);
- f. Concluding performance agreements with the responsible federal ministry, based on the development plan decided on by the General Assembly (§ 25 para. 1 a);
- g. Concluding target agreements with the research and administration units (institutes, commissions, staff units and the Director for Finance and Administration for the service areas assigned to him/her), and fulfilling the agendas assigned to the Presiding Committee in these agreements;
- h. Drawing up budgets and allocating detailed budgets;

- i. Establishing/Forming, taking over, restructuring, renaming and dissolving research units (institutes, scientific centres and commissions); allocating research units to a scientific section or to the Academy as a whole; deciding on the legal form of research units;
- j. Establishing, taking over, renaming and dissolving the Academy's commercial enterprises; fulfilling all of the Academy's rights and duties at these enterprises; § 74 para. 3 contains more details on this;
- k. Fulfilling all of the Academy's rights and duties at independently run establishments; § 74 contains more details on this;
- l. Defining and modifying the distribution of functions (§ 36), as well as approving the research unit rules (§ 68 para. 2, clause 2);
- m. Setting the criteria and processes for scientific and administrative reporting, as well as quality assurance and its consequences, incl. establishing evaluation guidelines as per § 13 para. 3 b of the statute ;
- n. Concluding collective agreements and operational agreements; dealing with service contract-related matters unless otherwise stipulated by these by-laws, particularly concluding indefinite service agreements;
- o. Appointing and dismissing a director of an institute (§ 67 para. 3) and his/her deputy, based on a report from the competent scientific advisory board and according to the quality assurance criteria (§ 13 para. 3 b of the statute , §§ 35 para. 3 m in conjunction with 60 para. 5 j of these by-laws);
- p. Processes and criteria for the promotion of young researchers;
- q. Appointing and dismissing the Director for Finance and Administration;
- r. Appointing and dismissing staff unit managers;
- s. Concluding agreements on scientific co-operation and scientist exchanges with scientific institutions abroad, at the request of the competent section;
- t. Contracting an auditor to audit the accounts;
- u. Submitting questions as per § 13 para. 3 of the statute to the Research Board;
- v. Compiling expert surveys and reports on behalf of the Presiding Committee;
- w. Appointing members of the fellowship -programme awarding committee at the proposal of the sections and the Young Academy;
- x. Science-related communication and PR work;
- y. Making proposals to the General Assembly regarding the awarding of official honours and prizes.

(4) The Academy Council's consent must be obtained for decisions concerning the matters stated in § 60 para. 5. In cases where the Academy Council's consent is not obtained, the Presiding Committee can call on the General Assembly (§ 25 para. 1 k), which ultimately decides.

(5) Matters as per para. 3 d and f must be sent to the Research Board for comment.

(6) In emergencies, i.e. if the Academy is at risk of inevitable damage, and the General Assembly or Academy Council cannot make the required decision within a set time or the General Assembly cannot exercise its veto right, the Presiding Committee must decide and inform the General Assembly at its next meeting. § 31 applies in the event of hindrances.

(7) Para. 6 applies accordingly to matters which only the section meetings can decide on; the obligations imposed on the Presiding Committee as part of its relations with the General Assembly affect the Presiding Committee members belonging to the respective section. § 31 applies in the event of hindrances.

(8) Para. 6 applies accordingly to cases where a body's hearing right is stipulated and where this body cannot make a statement within a set period.

(9) In matters where the General Assembly holds a veto right (§ 25 para. 3), the General Assembly must be given the opportunity to discuss and decide on any veto prior to decisions being implemented.

(10) The competent Presiding Committee member or an entrusted administrative unit is responsible for executing the Presiding Committee's decisions.

§ 36 (1) The Presiding Committee distributes its functions in such a way that specific tasks falling within its sphere of activity are assigned to individual Presiding Committee members. The decision regarding the distribution of functions must be made unanimously; the Presiding Committee's overall responsibility is not affected by its distribution of functions. Agendas as per §§ 25 para. 1 a and 60 para. 5 and 6 cannot be assigned to individual Presiding Committee members.

(2) Based on the distribution of functions assigned to them as part of this provision, the Presiding Committee members are the supervisors of the staff allocated to them to fulfil their tasks.

(3) The General Assembly and Academy Council must be advised of decisions affecting the distribution of functions.

§ 37 (1) The President leads the Presiding Committee and the General Assembly. He/she is responsible for preparing and calling the Presiding Committee meetings, and represents the Academy externally. He/she is also responsible for presenting expert surveys and reports of the Academy and the Presiding Committee.

(2) The President can delegate his functions as representative in specific cases or in general to another member of the Presiding Committee, and, if none of them should be able to replace him, to a full or corresponding member of the Academy.

(3) In terms of supervision, the President supervises the Director for Finance and Administration, plus – unless otherwise stipulated by the distribution of functions – the staff units of the central administration, except for the following: actuarial office(s), the office of the Vice President, and the office for legal affairs.

(4) The President must be the supreme supervisor of all persons working at the Academy and all matters attended to by the Academy. As part of his/her supervisory right, he/she is authorised to monitor the proper fulfilment of the Academy's business, to ensure the relevant centres and persons fulfil their obligations, to rectify any detected problems, and prevent any feared problems.

(5) In emergencies, i.e. if the Academy is at risk of inevitable damage, and the Presiding Committee cannot make the required decisions within a set time, the President – or, if he/she is temporarily unavailable, the Vice President – must decide, even in cases in which only the Presiding Committee is entitled to make decisions. The Presiding Committee must be verifiably advised of the decision. § 31 applies accordingly in the event of prolonged hindrance.

(6) Notifications sent to the Presiding Committee are considered as having been received by the latter as soon as they have been received by the President.

§ 38 (1) The Vice President represents the President, and helps him/her to complete his/her tasks. If necessary, the Vice President is entitled to all powers granted to the President by virtue of these by-laws during the representation period.

(2) Unless otherwise stipulated by the distribution of functions (§ 36), the Vice President is responsible for co-ordinating the Academy's administration in a manner suitable for the discipline of science; he/she is also in charge of the office helping him/her to complete his/her tasks, and of the office for legal affairs.

(3) If the Vice President is temporarily unavailable, he/she is represented by the President in his/her tasks as per § 36 para. 1.

§ 39 (1) The section presidents are responsible for the scientific agendas of the section to which they belong. In this function, they must help to fulfil the tasks specified in § 35 which fall within the section's sphere of activity. The section presidents lead the meetings of the respective section, and, according to § 36 para. 1, the administrative units allocated to each section (actuarial offices).

(2) In the event that the manager of a research unit and his/her deputy are temporarily unavailable, the competent section president takes over the management of the relevant research unit.

(3) If the president of a section is temporarily unavailable, he/she is represented by the president of the other section.

§ 40 The Presiding Committee members are voting members of the consultancy commissions of the Academy as a whole, but not of the Research Board, Financial Advisory Board or Academy Council. They are also voting members of the publication commission, as well as the consultancy commissions of their respective section. They are also entitled to participate in all non-confidential meetings of the scientific advisory boards and scientific research units.

§ 41 (1) The Academy is bindingly and jointly represented by the President and Vice President. In section-related matters, the Presiding Committee members belonging to the respective section can also jointly represent the Academy.

(2) The President is represented by the Vice President and vice versa in the event that one or the other is unavailable. The president of a section is likewise represented by the president of the other section if he/she is unavailable. To uphold the dual-control principle in cases of unavailability, the President or Vice President exercise their powers of representation jointly with the president of the other section. If the President and Vice President or both section presidents are unavailable, § 31 applies accordingly.

- (3) Individual members of the Presiding Committee are authorised to represent in the matters stated in § 35 para. 10; in the matters allocated to them as part of the distribution of functions, they are authorised to represent in accordance with para. 1.
- (4) In the cases mentioned in § 37 para. 5, the authorised Presiding Committee member has sole power of representation.
- (5) In matters relating to the research units and staff centres, the respective manager, or if he/she is unavailable, the deputy manager, is also appointed to represent, taking into account §§ 67ff.
- (6) The Director for Finance and Administration is authorised to represent in his/her own sphere of activity (§ 48).
- (7) The managers of research and administration units can be entrusted with representation tasks concerning the Academy based on Presiding Committee decisions.

IV. Central Administration

A. Division

§ 42 (1) The central administration is divided into staff units, the Director for Finance and Administration, and the service areas allocated to this director (§ 49).

(2) The actuarial offices, the President's office and Vice President's office are all staff units; the areas of Law, Research Services and Fellowships & Awards are also covered by staff units. The staff units are each run by a member of the Presiding Committee.

(3) Unless otherwise stipulated by the distribution of functions (§ 36 para. 1), the actuarial offices are run by the section presidents; they assist the section presidents with the scientific-administrative agendas of the respective section, and are particularly responsible for helping the research units define the scientific-administrative part of the target agreements in § 49 para. 2.

(4) Administrative areas not allocated as part of these by-laws are assigned to the Presiding Committee. The latter is free to organise these administrative areas in the form of staff units, or fully or partly allocate them to the Director for Finance and Administration.

(5) §§ 67 para. 3 and 69 must be applied accordingly to staff units.

B. Director for Finance and Administration

§ 43 (1) Following a public, international advertisement, the Presiding Committee is responsible for appointing the Director for Finance and Administration, after a hearing with the Academy Council. The person appointed as the Director for Finance and Administration must have several years' experience in a managerial role, involving a high degree of responsibility for finances and administration.

(2) The appointment must be limited to a maximum of five years. Re-appointment is possible, taking into account para. 1.

(3) Persons who, for professional or private reasons, may be biased towards the responsibilities of the Director for Finance and Administration can only be appointed to this position after an Academy Council hearing regarding the possible reasons for bias, a separate discussion of these, and a finding that no reasons for bias exist.

§ 44 If the position of Director for Finance and Administration is not just vacant temporarily, the Presiding Committee is responsible, in cases where an appointment is not possible due to § 43, for appointing an interim director, for whom the duration of the appointment period is adjusted as per § 43, but which cannot last more than six months. During this time, a process complying with § 43 must take place. The maximum duration can be extended with consent from the Academy Council.

§ 45 (1) The Director for Finance and Administration can be dismissed at any time by virtue of a resolution by the Presiding Committee, with the consent of the Academy Council, regardless of any damage compensation claims arising from existing contracts. The Presiding Committee must ensure that the contracts concluded between the Academy and the Director for Finance and Administration are formulated in such a way that this dismissal causes minimal problems for the Academy.

(2) The Director for Finance and Administration can declare his/her withdrawal from existing contracts, regardless of damage compensation claims raised against him/her by the Academy. If just cause exists here, the withdrawal can be declared immediately; otherwise, it only takes effect after 14 days. The withdrawal must be reported to the Presiding Committee and Academy Council.

§ 46 Appointment of the Director for Finance and Administration, the voiding of functions, as well as the scope and alterations to his/her power of representation (§ 41 para. 6), must be announced in such a way that third parties are guaranteed publicly viewable proof of his/her powers where possible.

§ 47 (1) The Director for Finance and Administration is not a member of the Presiding Committee and is obliged to report to it; in terms of supervision, he/she reports to the President (§ 37 para. 3).

(2) The Director for Finance and Administration acts independently, in accordance with the Academy's legal bases (laws, statute, by-laws), and in accordance with the performance agreements between the federal government and the Academy, the target agreements regarding the Academy's research and administration units, and resolutions made by the Presiding Committee.

§ 48 (1) The Director for Finance and Administration is particularly responsible for the following tasks within his/her sphere of activity:

- a. Formulating and executing the budget, taking into account the relevant provisions applicable to research and administration units, as well as the relevant Presiding Committee resolutions. He/she is particularly responsible for ensuring prompt usage and appropriation of funds to the research units as per the performance agreements, target agreements and development plans, and for the correct usage of specific funds.
- b. Controlling in the broader sense of the word, incl. implementing a reporting system covering the Academy, its units and any other holdings or investments, which provides the bodies preparing for and authorised to make decisions with enough information to make/prepare resolutions;
- c. Establishing and executing an accounting and internal monitoring system complying with the Academy's requirements;

- d. Liquidity and asset management;
- e. Running his/her assigned service areas (§ 49);
- f. Concluding legal transactions with volumes of up to € 100,000.00 each;
- g. Advising the Presiding Committee on all finance-related issues;
- h. Concluding target agreements with his/her assigned service areas based on a target agreement between him/her and the Presiding Committee (§ 35 para. 3 g);
- i. Procuring special funds at the level of the Academy as a whole;
- j. Implementing Presiding Committee resolutions.

(2) Presiding Committee resolutions and instructions affecting points a-f in para. 1 must be formulated in such a way that the Director for Finance and Administration's independent sphere of activity is guaranteed. Instructions preventing the fulfilment of the obligations to warn imposed on the Director for Finance and Administration (§ 52 para. 2) are particularly prohibited.

(3) The Director for Finance and Administration and the Presiding Committee must reach an agreement in the matter stated in para. 1 h and i.

§ 49 (1) The Director for Finance and Administration is responsible for independently running the areas of the central administration relating to finance management, HR management, investment management, infrastructure/facility management, IT and information management, as well as for the content and implementation of agendas commonly or mandatorily allocated to such service areas. He/she is also responsible for the structure and staffing of the service units covering these areas, unless otherwise stated in these by-laws.

(2) The Director for Finance and Administration must be promptly informed of all financial matters by all administrative units, including those not allocated to him/her, particularly staff units.

§ 50 The Director for Finance and Administration helps the research units fulfil their administrative tasks; he/she is the contact person for all administrative and financial issues handled by the research units, particularly for the negotiation and implementation of the administrative and financial aspects of target agreements (§ 69).

§ 51 (1) When fulfilling his/her tasks, the Director for Finance and Administration must preserve the Academy's interests.

(2) The Academy obliges the Director for Finance and Administration to apply the care of a diligent businessperson when completing his/her tasks.

§ 52 (1) The Director for Finance and Administration must be called in as an advisor to all meetings in which decisions regarding the Academy or its research units and any other holdings or investments can be made. In any case, he/she must be consulted on the agenda items concerning these, insofar as the decision is not to be made solely by the research unit.

(2) The Director for Finance and Administration is obliged to immediately warn the Presiding Committee, Academy Council and Financial Advisory Board about proceedings if circumstances arise which could financially jeopardise the implementation of these proceedings, or if the proceedings themselves are associated with excessive financial risks. He must also warn the General Assembly about resolutions made by the Academy Council or an omission of required Academy Council resolutions.

(3) Fulfilment of the duty to warn must be documented and advised to the Presiding Committee.

§ 53 Any detailed definitions of competence required to execute the provisions contained in the by-laws must be governed by the service agreement between the Academy and the Director for Finance and Administration.

§ 54 A representative must be promptly appointed at the same time as the Director for Finance and Administration by the Presiding Committee, in consultation with the Director for Finance and Administration, to act as a substitute if the latter is temporarily unavailable.

V. Academy Council

A. Members, election and dismissal

§ 55 (1) The Academy Council comprises fourteen persons to be elected by the General Assembly from among its members. These fourteen persons must include five members from each of the two sections, one member from the corresponding members in Austria and one Young Academy member, as well as two finance experts (§ 57 para. 5). The Academy Council members and their deputies are elected every four years. Re-election is permitted.

(2) The full members of both sections create a list for each section, containing seventeen candidates from within their circle of members. The corresponding members in Austria and the Young Academy must also each nominate five candidates from among their circle of members, who are entitled to vote at the General Assembly. The members entitled to vote at the General Assembly nominate six candidates for the positions of finance experts; if someone has already been nominated in the proposals made by the sections, corresponding members in Austria and the Young Academy, this does not mean they cannot be nominated as a finance expert.

(3) The persons are elected in five sub-elections: The Academy Council members from the two sections, from the corresponding members in Austria, and from the Young Academy, as well as the finance experts, are each elected separately. The finance experts must be elected first; the candidates elected in this stage cannot be elected in the subsequent sub-elections and are struck off the candidate lists. The Academy Council members and their deputies are elected by selecting twice as many names on the respective candidate lists as there are positions to fill. The persons matching the number of positions to be filled and receiving the most votes are elected as Academy Council members. If two persons receive the same number of votes for the last available position, a run-off ballot must be held between these two persons.

(4) The persons next in line to become Academy Council members based on the number of votes are elected as deputy members. The deputy members are allocated to specific members based on the order of votes received. The members must provide their deputies with sufficient information. The chairperson's position (§ 57 para. 1) is not affected by the deputy ruling. The appointment as an Academy Council member or deputy member can be revoked by the General Assembly before the term of office ends (§ 25 para. 1 c). An Academy Council member or deputy member can also terminate his/her membership. If an Academy Council member resigns, the body which nominated this member must propose three candidates to re-fill the position. The new member is elected as per para. 3, taking into account § 56.

§ 56 The Academy Council members cannot be members of the Presiding Committee. A total of no more than six managers of the Academy's research units can be Academy Council members, excluding deputy research unit managers. Other Academy employees entrusted with Academy management tasks cannot be Academy Council members. If more than six managers are elected as Academy Council members, only those managers receiving the absolute majority of votes are considered as having been elected. The candidates who are not managers of the Academy's research units and who received the next most votes in the respective sub-elections move into the groups from which elected Academy Council members resign. If, in such a case, finance experts are simultaneously managers of the Academy's research units, they must be given preference in such a way that they do not resign based on this ruling.

B. Internal order of the Academy Council

- § 57 (1) The Academy Council elects a chairperson and at least one deputy from among its members.
- (2) A record must be kept of the Academy Council's negotiations and resolutions, and this must be signed by the chairperson or deputy chairperson. The record must be sent to the Presiding Committee, as well as the Director for Finance and Administration.
- (3) Resolutions through written vote are only permitted if no member objects to this. The same applies to telephonic or comparable forms of decision-making by the Academy Council and its committees.
- (4) The Academy Council can appoint one or more committees from among its members, namely for the purpose of preparing negotiations and decisions, or for monitoring the execution of its decisions.
- (5) An audit committee comprising four persons must be appointed. The audit committee must hold at least two meetings during the financial year. The auditor must be called to the audit committee meetings addressing the preparation of the annual accounts and the auditing of these, and report on the audit. The audit committee must comprise two persons possessing knowledge of reporting, as well as finance and accounting or other areas of economics or commercial law, which meet the requirements of a company (finance expert). The audit committee chairperson or the finance expert cannot be someone who, within the last three years, has been a Presiding Committee member, manager of a research unit, or an Academy auditor, has signed the auditor's report, or who is dependent and biased for other reasons. An audit committee member cannot be the manager or deputy manager of a research unit.

The audit committee's tasks include:

- a. Monitoring the accounting process;
- b. Monitoring the effectiveness of the Academy's risk management system and internal control system;
- c. Monitoring the Academy's performance, particularly in terms of its thrift, profitability and usefulness;
- d. Establishing and managing an internal review system, and establishing review rules;
- e. Monitoring audits;
- f. Examining and monitoring the independence of the auditor, particularly in terms of the additional services rendered;
- g. Auditing the annual accounts and preparing the statement thereof; examining the profit distribution proposal, the management report and, if applicable, the corporate governance report; making a report on the examination results to the Academy Council ;

h. Preparing the Academy Council's proposal for selecting the auditor.

(6) The Academy Council makes its decisions with a simple majority vote in the presence of at least eight members. If votes are tied, the chairperson's vote decides.

(7) A committee is only capable of making a decision if at least three members attend the meeting. Decisions are made with a simple majority. A committee comprising less than three Academy Council members can make a decision if all its members are present.

(8) Written, telephonic or another comparable form of voting is permitted for individual Academy Council members if the Academy Council allows for this.

C. Participation in meetings held by the Academy Council and its committees

§ 58 (1) Persons not belonging to the Academy Council or the Presiding Committee – except for the Director for Finance and Administration, as well as a staff member responsible for taking minutes – cannot participate in the meetings held by the Academy Council and its committees. Experts and contact persons can be called in to advise on specific agenda items. The auditor must, in every case, be called in to meetings addressing the compilation of the annual accounts and the preparation of these, as well as the annual account audit.

(2) Academy Council members not belonging to a committee can participate in committee meetings, unless the Academy Council chairperson deems otherwise.

D. Calling Academy Council meetings

§ 59 (1) By stating the purpose and reasons, each Academy Council member or the Presiding Committee can ask for the Academy Council chairperson to immediately call an Academy Council meeting. The meeting must be held within two weeks of it being called.

(2) If a request lodged by at least two Academy Council members or the Presiding Committee is not complied with, the petitioner can call the Academy Council meeting himself/herself, stating the facts.

(3) The Academy Council meets at least four times a year, whereby the meetings must be spread out evenly throughout the year.

E. Tasks and rights of the Academy Council

§ 60 (1) The Academy Council must monitor the management.

(2) The Academy Council can request a report on the Academy's affairs, including its relations with other affiliated companies, at any time. An individual Academy Council member can also request a report, but only if it is to the Academy Council as such. If the Presiding Committee rejects the reporting process, the report can only be requested if another Academy Council member supports the request. The Academy Council chairperson can request a report even without the support of another Academy Council member.

(3) The Academy Council can view and audit the Academy's account books and documents, as well as its asset items, namely the Academy funds and other securities and items; it can also commission individual members to do this and special experts to complete specific tasks. Evaluation reports must be immediately presented to the Academy Council by the Presiding Committee. If the Academy Council objects to a Presiding Committee decision which does not require the Academy Council's consent (para. 5), the Presiding Committee must readdress the issue, possibly make votes of persistence and justify these with facts. The Academy Council and General Assembly must be informed of this.

(4) The Academy Council must call a General Assembly if this is necessary for the good of the Academy.

(5) Management activities cannot be assigned to the Academy Council. However, the following business can only be performed with the consent of the Academy Council:

- a. Performance agreements with the ministry responsible for the Academy's affairs, based on the development plan decided on by the General Assembly (§ 35 para. 3 f);
- b. Budget (according to the degree of detail specified in § 25 para. 3 b);
- c. Important changes to the detailed research unit budgets based on the target agreements (§ 35 para. 3 g);
- d. Establishing, taking over, restructuring, renaming and dissolving research units and centres (§ 35 para. 3 i);
- e. Purchasing and selling investments, as well as purchasing, establishing, selling and closing companies and firms;
- f. Purchasing, selling and encumbering properties;
- g. Investments individually and collectively exceeding the purchase costs of € 2 million in one financial year;
- h. Taking out bonds, loans and credits individually and collectively exceeding an amount of € 2 million in one financial year;
- i. Dismissing the Director for Finance and Administration (§ 35 para. 3 q);
- j. Establishing quality assurance guidelines: criteria, processes and consequences of scientific quality assurance (e.g. guidelines for appointing directors, additional scientific advice by scientific advisory boards, and international evaluation);
- k. Establishing principles on the granting of profit-shares or commission and pension promises to Presiding Committee members, managers of research units, and the Director for Finance and Administration;
- l. Granting options on shares in companies affiliated with the Academy to Presiding Committee members and employees of the Academy or an affiliated company, as well as to members of the executive boards and supervisory boards of affiliated companies;
- m. Concluding contracts with members of the Academy Council which oblige these members to render a service for the Academy or an affiliated company, outside of their Academy Council

tasks, in exchange for a substantial fee. This also applies to contracts with companies in which an Academy Council member has a significant economic interest;

- n. Assuming a managerial position at the Academy within two years of signature of the auditor's report by the auditor, by the auditor of a major affiliated company, by the accountant signing the respective auditor's report or a person working for them, who has performed a leading managerial role in the audit, insofar as this is not prohibited by similar application of § 271c UGB (Austrian Enterprises Code).

(6) The following cases can also only be performed after an Academy Council hearing:

- a. Deciding on the Academy's development plan (§ 25 para. 1 a);
- b. Appointing and dismissing research unit managers (§ 35 para. 3 o);
- c. Deciding on criteria and processes for the youth development scheme (§ 35 para. 3 p);
- d. Deciding to modify the Academy's statute or by-laws (§ 25 para. 1 l);
- e. Appointing supervisory board members for independent units (§ 74 para. 1 g);
- f. Appointing the Director for Finance and Administration (§ 35 para. 3 q).

(7) The Academy Council members cannot have their obligations executed by others. They can, however, entrust another member in writing to represent them at a specific meeting. A member represented in this way must not be counted when ascertaining a meeting's ability to make a decision. The right to chair a meeting cannot be assigned.

(8) Affiliated companies (para. 5 1, m and n) are considered those in which the Academy has a holding of at least 50%, or which it can otherwise control.

(9) If legally independent units (§ 74) have a supervisory board, there is no need for the Academy Council's consent as per para. 5. However, the Academy Council must be advised of decisions for which it is competent.

F. Reporting to the General Assembly

§ 61 (1) The Presiding Committee must present the Academy Council with the annual accounts and, if applicable other documents (e.g. appendix, management report, corporate governance report). The Academy Council must assess these documents within two months of them being presented, make a statement on these to the Presiding Committee and compile a report for the General Assembly.

(2) The report must state how and to what extent it has assessed the Academy's management during the financial year, which centre audited the annual accounts and, if applicable, the management report and corporate governance report, and whether these assessments resulted in any objections after completion.

(3) Interim reports are possible. An interim report must be compiled at the request of the General Assembly.

(4) If the Academy Council approves the annual accounts, these must be presented to the General Assembly for approval.

G. Representing the Academy

§ 62 (1) The Academy Council is authorised to represent the Academy when executing legal transactions with the Presiding Committee members, and to engage in legal disputes against these members, when this has been decided on by the General Assembly.

(2) The Academy Council can take action against Presiding Committee members if their responsibility comes into question.

H. Academy Council members' responsibility and duty of care

§ 63 When performing their tasks, the Academy Council members must apply the degree of care expected for fulfilling Academy Council tasks. They must not disclose any confidential information.

§ 64 Notifications to the Academy Council are considered as having been sent if they have been received by the chairperson.

VI. Financial Advisory Board

§ 65 (1) The Financial Advisory Board (§ 14 of the statute) is particularly responsible for assessing and analysing the accounts presented to it by the audit committee (§ 57 para. 5), as well as offering advice on financial planning matters and filing the relevant reports and applications at the General Assembly. The Financial Advisory Board's tasks involve an extensive duty to warn.

(2) The Financial Advisory Board's activities must not only include the assessment and analysis of accounts, but also the thriftiness, profitability and usefulness of the manner in which business is transacted, as well as ensuring this complies with the legal regulations and the rules applicable in the relevant Academy area.

(3) The Financial Advisory Board must make recommendations for further mid-term financial planning after the finance reports have been presented to it by the Presiding Committee every six months. The Presiding Committee can entrust the Financial Advisory Board with additional tasks.

(4) The audit committee must provide the information in areas where confidential Academy documents need to be viewed. In doing so, the audit committee decides on the type and scope of information.

(5) In the event that the Academy is assessed by the Austrian Court of Audit, the Financial Advisory Board forms the interface between this institution and the Academy.

(6) Decisions are made with a simple majority. At least seven members must be present in person for decisions to be made. Votes cannot be transferred.

(7) If profit-sharing, commissions and pension promises (§ 60 para. 5 k) or options (§ 60 para. 5 l) are granted to Presiding Committee members, this requires the consent of the Financial Advisory Board.

(8) § 22 applies accordingly.

§ 66 (1) The Financial Advisory Board comprises 12 members, whereby four members are delegated from both the Senate and the ministry responsible for the Academy's affairs. The four members of

the audit committee represent the Academy on the Financial Advisory Board. Presiding Committee members, chairpersons of scientific advisory boards, as well as managers of the Academy's research and administration units and their deputies cannot be delegated to the Financial Advisory Board. Managers of units which are assessed by the audit committee based on one of the Academy's holdings, and chairpersons of these units' supervisory bodies, similarly cannot be delegated.

(2) The Financial Advisory Board is called to a statutory meeting by the oldest member (based on election) delegated by the General Assembly. The Financial Advisory Board members then elect a chairperson from the audit committee members, and a deputy and secretary from its members. The procedural provisions of §§ 18 ff. apply accordingly to the rest.

(3) Presiding Committee members are entitled to participate in Financial Advisory Board meetings without voting.

VII. The Academy's research units

A. General provisions

§ 67 (1) Unless they are established as independent units (§ 74), the Academy's research units have no legal capacity to act. They are established as institutes (generally), centres or commissions for a limited or unlimited time.

(2) The internal constitution of a research unit is governed by research unit rules (§ 68).

(3) Unless the research unit rules or these by-laws state otherwise, every research unit is run by a director who is obliged to assume scientific and administrative management of the unit. His/her rights and duties are:

- a. He/she can act freely as part of his/her scientific activities, subject to the provisions below, and taking into account the rules of the target agreement (§ 69);
- b. He/she establishes and terminates the service agreements with scientific and other staff; only the Presiding Committee can issue permanent service contracts;
- c. He/she ensures trustworthy co-operation within the research unit;
- d. He/she ensures that the staff members' scientific and professional development is promoted through work which includes taking on their own responsibility as part of the research unit's research objectives;
- e. He/she reports annually to the Presiding Committee, through the actuaries, on the status and planning of the research unit's scientific work, and on the promotion of young scientists;
- f. He/she negotiates and promptly concludes the target agreement with the Presiding Committee prior to commencement of a budget period. This agreement must also state the research unit's budget;
- g. He/she decides on how the resources established in the target agreement will be used, and manages these as per his/her entitlements, the by-laws and the target agreement; resource

management thus includes allocating the resources to equipment or human resources, as well as any regrouping within these.

- h. He/she represents the Academy in the research unit's ongoing affairs, and concludes the contracts affecting the research unit. He/she is not authorised to enter into obligations for which financial cover is not stipulated in the research unit budget, to take on credit at the expense of the Academy or the research unit, to conclude contracts or make dispositions relating to property, or represent the Academy in court. Investments exceeding ten per cent of the annual budget and which are not stipulated in the target agreement must particularly be presented to the Presiding Committee by the Director for Finance and Administration for approval;
- i. He/she can accept payments for research unit purposes. If Academy or research unit obligations are associated with such payments, acceptance requires the consent of the Director for Finance and Administration;
- j. He/she manages the properties, buildings and other items belonging to the research unit;
- k. Upon request, he/she reports to the Presiding Committee, the Director for Finance and Administration and the Academy Council on the management at any time, and must allow the Academy's auditors to view the documents. He/she is liable to the Academy for ensuring correct management and usage of research unit funds and resources;
- l. He/she formulates research unit rules in accordance with § 68;
- m. He/she must protect the Academy's interests when exercising his/her managerial role, particularly during PR activities.

(4) The managerial role is generally assigned on a time-limited basis. When deciding to renew the managerial position, the aim must be to keep in mind the research unit's scientific and organisational requirements for continuity.

(5) If a research unit contains sub-research units or independent departments, the directors or managers of these exercise the rights and duties in Para. 3, in accordance with the research unit rules, within their division. Para. 4 applies accordingly.

(6) The closure, transformation and large-scale restructuring of research units, as well as the appointment, re-appointment or dismissal of managers, must particularly take place in accordance with § 13 para. 3 b of the statute, and § 35 para. 3 m in conjunction with § 60 para. 5 j of these by-laws.

§ 68 (1) The research unit rules may contain differing or additional clauses on the constitution of research units, namely relating to:

- a. independent sub-research units and independent departments, as well as the distribution of functions within such units;
- b. the formation of a scientific advisory body (§ 79) and its tasks;
- c. the structure of the research unit.

(2) The research unit rules must be advised to the Presiding Committee. If they contain provisions as per para. 1 line 1, they must be approved by the Presiding Committee.

B. Target agreements

§ 69 (1) For every budget period, the research unit management concludes a target agreement with the Presiding Committee, establishing the scientific objectives, as well as the financial and administrative framework conditions of the research unit's activities for the budget period.

(2) The target agreements must revolve around the performance agreements concluded between the Academy and the responsible ministry, as well as around the development plan.

(3) The directors must adhere to the provisions of the target agreement when performing their assigned tasks.

(4) Target agreements must particularly contain provisions on:

- a. the research unit's scientific objectives;
- b. framework conditions for fulfilling the research unit management's tasks;
- c. the research unit's budget for the next budget period, as well as provisions on budget usage;
- d. the research unit's financial performance, incl. the management's duties to warn;
- e. administrative rules on working with central administration units (e.g. facility management);
- f. the rules to be applied when concluding and terminating service contracts;
- g. the use of contract samples or components when concluding legal transactions.

(5) If no agreement is reached, the Presiding Committee decides following an Academy Council hearing.

C. Scientific centres

§ 70 (1) Similar research units of a particular section or the Academy as a whole can be merged into one scientific centre.

(2) The scientific centres are established by the Presiding Committee. This does not modify the legal form of the incorporated research units.

(3) The research units of a centre are evaluated as part of the centre's evaluation.

§ 71 The scientific centres are assigned the following tasks:

- a. Establishing a joint research programme suitable to serve the Presiding Committee as a proposal for formulating the development plan, and as a basis of the scientific section of the target agreements between the Presiding Committee and the research units allocated to the centre. This research programme must take into account the options of interdisciplinary research associated with the merger, as well as increased efficiency;

- b. Planning and executing the joint scientific projects of the centre's research units;
- c. Jointly striving to achieve synergy effects and thriftiness at the individual research units and in the joint projects;
- d. Jointly informing the public of the type, content and importance of the scientific projects pursued by the individual research units and the centre;
- e. Reporting on the joint projects to the scientific advisory board and the Presiding Committee;
- f. Formulating centre rules.

§ 72 (1) The management board of a scientific centre comprises the managers of the allocated research units. They select a centre manager from among their members for a performance - agreement period; this manager may be re-elected once.

(2) The management board must meet at least once a year. At the request of at least half the board's members, the centre manager must call a meeting within four weeks. The centre rules contain further details.

(3) The management board's main task is to solve the joint issues of the scientific centre's research units, which arise at a management level, as well as to present proposals to the scientific advisory board (§§ 77f) and the Presiding Committee, plan joint scientific projects, and implement the resolutions and recommendations of the scientific advisory board.

(4) The centre manager is responsible for the following, regardless of the competencies and responsibilities of the research unit managers:

- a. Co-ordinating the centre's tasks stated in § 71
- b. Co-ordinating and implementing the management board's tasks stated in para. 3;
- c. Co-ordinating the scientific and financial formulation of the target agreements concluded between the Presiding Committee and the individual research units allocated to the centre; the target agreements must also be signed by the centre manager to prove this co-ordination;
- d. Pooling the interests of the individual research units allocated to the centre, and representing these interests to the Academy's bodies.

(5) The centre manager is only authorised to make a decision as per § 67 para. 3 in the area in which the centre itself, but not its individual research units, has the power to make a decision.

D. Particular provisions for commissions

§ 73 (1) The Academy can establish commissions for scientific or society-related activities predominantly attended to by specialist members. In the commissions of the Academy as a whole, both sections as well as the Young Academy must, where possible and appropriate, be represented by a balanced number of members.

(2) Academy members and, in the absence of appropriate specialist representatives, also persons who are not Academy members, can be elected as commission members. Members can refuse to be elected into commissions by providing sufficient grounds for this.

- (3) In a secret ballot, each commission elects one of its members as chairperson, and another commission member as deputy. The General Assembly/section can appoint a Presiding Committee member as the chairperson and deputy chairperson for commissions. The chairperson is responsible for calling and leading the meetings as per §§ 18 to 20.
- (4) At commission meetings, the members must discuss and decide on the possibilities and means of appropriately achieving the commission's assigned tasks. The chairperson can call specialists in to report on their work.
- (5) The minutes to be taken as per § 22 must be provided to the chairperson of the section/General Assembly by the commission chairperson.
- (6) The provisions of §§ 67ff apply accordingly.

E. Particular provisions for independent units

§ 74 (1) The Presiding Committee is responsible for fulfilling the Academy's rights and duties concerning the independent units. It must particularly ensure that:

- a. the relevant legal bases of the independent units, as well as the rules contained therein, are implemented;
- b. at least two managing directors are appointed – one scientific manager and one manager for economic affairs;
- c. an advisory board is established for scientific affairs, whose members and powers must be governed in such a way that the purposes stated in §§ 77 f are achieved;
- d. the scientific manager is appointed and dismissed in accordance with the regulations on appointing and dismissing the heads of research institutes and centres;
- e. an appropriate reporting and monitoring system is established for economic and scientific matters;
- f. a supervisory board competent in economic matters is established, which must fulfil the respective legal provisions, whose tasks are clearly different to those of the scientific advisory board, and which must be concretised in the legal bases (a);
- g. supervisory board members are appointed, dismissed and monitored;
- h. the supervisory board files an annual report to the Presiding Committee;
- i. annual accounts complying with the accounting regulations are compiled and audited;
- j. a target agreement as per § 69 is concluded between the independent unit and the Academy.

(2) If, due to the type or scope of an Academy holding in a legal entity, it cannot autonomously implement the tasks that are set in para. 1, the Presiding Committee is to provide alternate regulations.

(3) Only para. 1 e, i and j apply to independent commercial enterprises.

F. Conference of the heads of research institutes and centres

§ 75 (1) To discuss joint issues, the heads, that is the directors of research institutes, centre managers, and scientific managers of independent units form the conference of the heads of research institutes and centres, which convenes at least twice a year. It must also be called if this is requested by at least three members of the conference.

(2) The chairperson's position is held by one of the heads; the chairperson and his/her deputy are elected by the conference for a two-year term each, in accordance with the procedural regulations (para. 3). The Presiding Committee must be advised of the election result.

(3) The conference of the heads of research institutes and centres decides on its procedural regulations.

(4) The conference's tasks particularly include:

- a. Assisting with the Academy's planning work;
- b. Co-ordinating the research units' spheres of activity;
- c. Commenting on the issues raised by the General Assembly or Presiding Committee;
- d. Commenting on staffing development, budget development and locational development issues.

(5) A conference representative is entitled to participate in the Presiding Committee meetings (§ 34) without voting.

(6) The conference of the heads of research institutes and centres must be promptly informed of fundamental issues concerning the conference or the research units.

VIII. Scientific advisory bodies

A. The Research Board

§ 76 (1) Members of the Research Board are elected by the General Assembly as per § 13 para. 2 of the statute, taking into account the proposals made by the sections and the Young Academy. The members of the Research Board select a chairperson and a deputy from among themselves.

(2) The Research Board's task area as per § 13 para. 3 of the statute also relates to the Academy's holdings in scientific units, insofar as the extent of the holding gives the Academy an appropriate amount of control.

(3) The Research Board convenes when necessary, but at least once a year; meetings are called by the chairperson.

(4) § 15 applies accordingly.

(5) Resolutions and recommendations must be advised to the General Assembly and the Presiding Committee; the latter forwards these to the relevant offices.

(6) The Research Board sets its own procedural regulations, which must be advised to the General Assembly and the Presiding Committee.

B. Scientific advisory boards

§ 77 Every scientific centre and every institute not allocated to a scientific centre is assisted by a scientific advisory board appointed by the section or General Assembly. On the one hand, the scientific advisory board is a scientific advisory and control body of the centre/institute, thereby informing and facilitating decisions for the Presiding Committee. On the other, it assists the centre/institute with scientific tasks. It also helps all the Academy's bodies fulfil their tasks relating to matters of the centre/institute.

§ 78 (1) The scientific advisory board comprises 6 to 12 experts allocated to the specialised area of the institute or to those of the institutes making up the centre. These experts are elected by the section/General Assembly, at the Presiding Committee's proposal, for a maximum of six years in office. Re-election is permitted. Members of the scientific advisory board must be selected based on international qualifications, technical understanding and impartiality, in accordance with § 13 para. 2 of the statute, provided that less than half the members of the scientific advisory board are full or corresponding members in Austria. A representative of the federal ministry primarily responsible for Academy affairs must also be appointed as advisory board member.

(2) If decided by the section/General Assembly, further units can be invited to delegate voting or non-voting representatives.

(3) The voting members of the scientific advisory board elect a chairperson and deputy from among themselves. The section/General Assembly must be informed of the election.

(4) The scientific advisory board meets as required, but at least every two years. It is capable of making decisions if the chairperson or deputy, as well as at least two members elected into the advisory board by the Academy, are present. Decisions can be made by polling with a simple majority of voting members if at least two thirds of the voters agree to this form of decision-making.

(5) The scientific advisory board tasks particularly include the following:

- a. Commenting on the scientific services and programmes to the Presiding Committee and the centre/institute;
- b. Proposing new scientific programmes to the Presiding Committee and the centre/institute; recommending changes to or abolition of existing scientific programmes;
- c. Recommending the establishment, modification or dissolution of institutes to the Presiding Committee;
- d. Making recommendations to the Presiding Committee and the centre/institute regarding changes to the methods and form of executing ongoing work processes and commenced research;
- e. Making proposals to the Presiding Committee and the centre/institute regarding joint projects carried out by research units within the scientific centre;
- f. Making recommendations to the Presiding Committee regarding the appointment or dismissal of an institute director or his/her deputy;

- g. Making recommendations regarding third-party funds which have been acquired or are due to be acquired.

(6) Scientific advisory board meetings must contain a public component in which the managers of research units, staff representatives, members of the Presiding Committee, the manager of the section's administrative centre (actuary) to which the centre/institute is allocated, as well as informants invited by the chairperson, participate. The minutes must be provided to all entitled participants.

(7) The chairperson of the scientific advisory board is responsible for calling, preparing and organising the meeting – in consultation with the Presiding Committee and the associated administrative units. The institutes making up the scientific centre, as well as those not assigned to any scientific centre, assist the scientific advisory board with all organisational matters when preparing and post-processing meetings.

Other scientific advisory bodies

§ 79 Each research unit is free to establish its own advisory body to provide scientific assistance for the projects. The members of this body are granted the right to participate in scientific projects.

IX. The staff

§ 80 (1) All staff must be assigned to one of the Academy's research or administrative units.

(2) The staff members' direct supervisors are persons appointed by the Academy to manage a research or administrative unit.

(3) Staff of independent units (§ 74) are not subject to the provisions stated here, but rather to the legal framework conditions and the provisions stated in these units' legal bases.

§ 81 (1) To ensure scientific co-responsibility, the staff members delegate representatives (§ 82) to the scientific advisory boards.

(2) The institutes bring together all staff members, including the management, their deputies and any heads of department, who meet and act in accordance with the provisions of the institute's regulations. Each of these gatherings elects a chairperson and deputy from among its scientific staff members for a period of four years; re-election is permitted.

(3) The staff gathering is responsible for discussing:

- a. the fulfilment of the institute's assigned scientific tasks;
- b. the budget request for the next budget period, formulated by the director as part of the target agreement negotiations;
- c. the research unit rules.

(4) The director or, in his/her absence, the vice president, must call the staff to a statutory staff meeting.

(5) The staff of a centre's institutes must be allowed to discuss matters as per para. 3. The centre rules must govern the formation of centre staff meetings.

§ 82 (1) The staff employed at a scientific centre each elect a scientific member from two different research units allocated to the centre, in accordance with the election rules confirmed by the management body (§ 72), whom they delegate to the scientific advisory board meetings.

(2) At all institutes not allocated to a centre, the staff meeting delegates one staff member to the research unit's scientific advisory board, insofar as more than a total of seven staff work for the research unit.

(3) The staff members delegated as per para. 1 or 2 must be heard on agenda items of the scientific advisory board meetings. They are not entitled to participate in confidential meetings.

§ 83 The staff is entitled to use all the Academy's units in compliance with the applicable rules, and procure a copy of the Academy's scientific publications at a special price.

X. Working group on non-discrimination

§ 84 (1) The working group on non-discrimination deals with all Academy issues and affairs relating to the equal treatment of men and women, the advancement of women, and equal treatment without discrimination against ethnicity, religion or ideology, age or sexual orientation, in accordance with § 7 of the Equal Treatment Law. Its tasks particularly include:

- a. Formulating proposals and discussing all fundamental matters relating to non-discrimination and the advancement of women;
- b. Formulating possible objectives and recommendations as a support plan for each performance-agreement period based on staff statistics;
- c. Assisting the non-discrimination officer;
- d. Compiling an annual report for the Presiding Committee, as well as a gender balance sheet.

(2) The working group must be informed of staff-related activities, and must be involved in the decision-making process. The type and scope of the information and involvement must be mutually arranged between the working group and Presiding Committee in the matters extending beyond these by-laws, and established in the working group's by-laws (para. 6).

(3) A decision relating to the filling of a position or function, except for positions funded by third parties, may only be made once the working group has been informed of this and has commented on this; the working group must be granted two weeks from the day of information to make a written statement. If the working group does not make any comments during this time, the decision can go ahead.

If the working group has reason to assume that a decision discriminates against persons based on their gender, ethnicity, religion, ideology, age or sexual preferences, this must be reported to the party responsible for the decision. A decision can only be made once the facts have been discussed between working group representatives, the Presiding Committee and the party entitled to make the decision, but as far as possible within four weeks of the working group being informed of the intended decision. Decisions which contradict the working group's comments must be stated separately in the report in para. 1 d and in the gender balance sheet.

(4) The working group must particularly be immediately informed of the following:

- a. All texts advertising vacant positions and functions, prior to publication;
- b. The list of applications received;
- c. The list of candidates invited to be interviewed.

(5) The working group comprises a total of 3 member representatives, 7 staff members and the non-discrimination officers, who are each elected for four years. Re-election is permitted once. Presiding Committee members cannot be part of the working group. The working group follows the principles of self-completion. The Presiding Committee must be informed of the election and dismissal of working group members.

(6) The working group sets its own by-laws, which must be confirmed by the Presiding Committee. These must particularly govern the rights and duties of the working group's members.

(7) The working group must be provided with the resources necessary to fulfil its tasks. The working group's by-laws contain further details on this.

§ 85 The working group proposes at least one non-discrimination officer for a period of four years; this officer must be confirmed by the Presiding Committee. The works council must be informed of this appointment. The non-discrimination officer is the point of contact for all complaints relating to equal opportunities; he/she performs his/her tasks independently and is not subject to any instructions. The number, tasks and competencies, as well as the regional jurisdiction, of the non-discrimination officers are governed by the by-laws for the working group on non-discrimination (§ 84 para. 6).

XI. Temporary provisions

§ 86 (1) These by-laws take effect on 1 January 2011 or from the time the statute changes (decided on 17/12/2010) are confirmed by the Federal President.

(2) The members of the Academy, Presiding Committee, research and administration units, as well as other officers, are each given their new legal status once these by-laws take effect. The previous extent of their term in office and appointment must be incorporated into the terms and appointment periods stipulated in these by-laws, with the following differences:

- a. The first Presiding Committee elections as per § 30 are held in 2013, unless § 31 applies. The Presiding Committee members appointed at the time the by-laws take effect continue to hold their position for the remaining office term in order to implement the new changes, i.e. the previous President acts as President, the previous Secretary General acts as Vice President, the previous Vice President acts as the president of her section, and the previous Secretary acts as the president of his section. In April 2011, the positions of Vice President and

President of the Section for Mathematics and the Natural Sciences are each elected for a two-year term of office, which ends once the Presiding Committee elected in 2013 assumes office. The President's right of nomination as per § 30 para. 3 must be taken into account in this election. As the positions voted on in April 2011 did not exist in this form until these by-laws took effect, all full members are passively eligible to vote.

- b. The Strategic and Planning Committee as per the by-laws dated 16 October 2009 is considered as having been dissolved once the first Academy Council meeting is held. Until the Academy Council is constituted, its tasks are performed by the Strategic and Planning Committee, together with the Audit Control Committee (c). The General Assembly will ensure the Academy Council is established by the General Assembly in April 2011.
- c. The Audit Control Committee as per the by-laws dated 16 October 2009 performs its tasks until the Academy Council's audit committee is constituted, in accordance with the rules applicable to the audit committee.
- d. The Presiding Committee will ensure that the Director for Finance and Administration takes up his/her position by no later than 30 April 2011. Until this time, his/her tasks will be performed by the Presiding Committee, whereby the distribution of functions must state which Presiding Committee member manages the service areas allocated to the Director for Finance and Administration.
- e. The scientific advisory boards (§ 77f) must be appointed in accordance with the modified regulations by 31/12/2011.
- f. Until quality assurance criteria are enacted by the Research Board as per § 13 para. 3 b of the statute, the Presiding Committee is responsible for establishing these criteria in accordance with § 60 para. 5 j.

(3) The following applies until the first performance agreement is concluded between the Academy and the responsible federal ministry:

- a. If, by 31/12/2010, no budget has been decided on for 2011 in accordance with the provisions of the by-laws dated 16 October 2009, the Presiding Committee must decide on it, taking into account para. 2 b.
- b. By 30 April 2011, the Presiding Committee will provide rules which specify the competencies of the research unit management (§ 67 para. 3) and particularly establish the type and scope of these competencies until conclusion of the first performance agreement and the target agreements based thereon. These provisions, establishing the framework conditions for the research unit management's activities, take effect on 1/7/2011, whereby the Presiding Committee must work towards sufficient information/training of the research unit managements during the months of May and June 2011. The aforementioned rules remain in effect until the target agreements have been concluded.
- c. Until the provisions have taken effect as per point b, the managers of research units exercise their skills in accordance with the provisions established in the by-laws dated 16 October 2009.
- d. Points b and c apply accordingly to administrative units (staff units, Director for Finance and Administration).
- e. Centre managers elected as per § 72 para. 1 remain in office until conclusion of the first performance agreement; another election must then be held.

(4) The persons who are members of the Young Academy at the time the 2009 change to the by-laws take effect, and who have already exceeded the age limit stated in § 9 para. 3 at the time of the election, leave the Young Academy once they have turned 48, but no earlier than after five years of Young Academy membership.

(5) Para. 2 applies accordingly to the name, position and term in office of all Academy units.