



By-laws
of the Austrian Academy of Sciences

adopted by the Academy's General Assembly on 31 January 2025

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BY-LAWS
of the Austrian Academy of Sciences

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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 by virtue of the federal act dated 14 October 1921 (Federal Law Gazette 1921/569) as amended (Academy-Act), and on the current version of the Statute of the Austrian Academy of Sciences verified by the Federal President. Its task is to promote science in all areas, particularly in the area of basic research.

I. The members

A. Types of membership

§ 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 for 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 full and corresponding members as well as members of the Young Academy, it must be ensured that these meet the high standards with regard to personality, scientific work and reputation in the scientific community in terms of **the** Academy’s tasks in an outstanding way, that they commit to fulfilling their obligations and, finally, that the scientific disciplines are represented in a balanced and appropriate manner. Furthermore, a balanced gender ratio should be considered.

(3) The honorary members of the two divisions are elected due to outstanding scientific achievements, those of the Academy as a whole due to services to science, the state or society.

B. Electing members

§ 2 (1) Full and corresponding members, as well as honorary members, are elected every two years before the ceremonial session. Only full members are to be invited to this. The election process is governed by the election rules of the Academy.

(2) The members of the Young Academy are elected annually in such a timely manner that the confirmation by the full members (§ 3 para. 4) can occur before the ceremonial session. The election process is governed by § 3.

§ 3 (1) Members of the Young Academy are elected once for a duration of eight years. Election as corresponding or full members of a division 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. If the Presiding Committee does not grant confirmation within four months, the Board of Directors of the Young Academy may submit the election rules to the General Assembly for confirmation.

(3) At the time of election, a member of the Young Academy must have obtained his/her doctoral degree not less than two and not more than ten years earlier. Members of the Young Academy must be aged less than 40 years at the time of their election. These age limits may be deviated from by a maximum of five years, taking into account childcare times, special life circumstances (e.g. long-term illnesses) or career circumstances (e.g. clinical education). Further details are established by the Young Academy in its election rules.

(4) The elected candidates must be confirmed individually by the full members. For this, documents justifying the appointment must be provided by the Young Academy in such a timely manner that the confirmation can occur before the ceremonial session. An absolute majority of the votes cast is required for confirmation.

§ 4 (1) After the vote has taken place and – if required – 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 (§ 8).

(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 been received.

C. Member voting rights and legal position

§ 5 (1) Full members are entitled to attend and vote at all General Assemblies, elections (§ 2 para. 1) and all meetings of their division.

(2) Eight corresponding members in Austria from each division are entitled to attend and vote at the General Assemblies and their own division meetings. They are selected as per § 6.

(3) 16 Members of the Young Academy are entitled to attend and vote at the General Assemblies. They are selected as per § 7. These Young Academy members are also entitled to attend and vote at meetings held by the division 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.

§ 6 (1) The corresponding members in Austria who are entitled to vote are elected every five years. Persons who have turned 65 can no longer be elected. The terms of office run for five calendar years.

(2) At least three months prior to the end of a term of office, the corresponding members in Austria from each division appoint twelve candidates by selecting up to twelve members from the full list of candidates standing as corresponding members in Austria.

(3) The two division presidents are responsible for the execution and evaluation of the election, and are supported in this by the Central Administration.

(4) The proposals are ranked by number of votes; the eight corresponding members in Austria from each division 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 division, the younger candidate is elected. Members can be re-elected 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 members ranked in the next four places can deputise for 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 division and to the General Assembly.

§ 7 (1) The 16 Young Academy members entitled to attend and vote at the General Assembly for one year are elected annually in 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 the event that the former are temporarily unable 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.

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

(2) 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.

§ 9 Voting members who reside outside the city in which the meeting is held, will have their travel and accommodation costs reimbursed, as will all members entrusted with representing the Academy at events or attending to Academy tasks outside their place of residence. The level of travel and accommodation costs is based on the Academy's guidelines on travel expenses.

D. Change in membership

§ 10 (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 by moving abroad, relocates their permanent residence back to Austria, he/she rejoins the ranks of the full members.

(4) In all three cases, the change in membership type takes effect once a position in the relevant division category is advertised and the President advises the member of the new membership in writing. If the queued member has reached the relevant age limit pursuant to § 6 para. 2 of the statute, the change takes effect once the President advises the member of the new membership in writing. A report must be sent to the relevant division.

(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 § 3 para. 1. The change takes effect once the place of residence has been relocated. The suspended member's position can be refilled.

(6) 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

§ 11 (1) Membership ends through the passage of time (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. If the sentence is suspended subject to conditions, the membership shall end once the revocation becomes effective (§ 53 Austrian Penal Code StGB). Where a sentence is handed down by a foreign court, § 73 StGB shall apply accordingly.

(2) If a member declares his/her resignation, the termination comes into effect ten days after receipt of the resignation notice. The resignation notice must be made in writing; the date on which it was received by the Presiding Committee is recorded in writing.

(3) If a member acts in a manner which damages or is likely to damage the Academy, its institutes, 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 expel this member, following the recommendation of a commission employed to assess and discuss the case, and after a hearing with the member concerned.

II. The meetings

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

§ 12 (1) The Academy members entitled to participate in meetings convene at least six times a year at General Assemblies, division meetings and Young Academy meetings (business sessions in accordance with § 17 para. 1: ordinary General Assembly, ordinary division meeting, ordinary Young Academy meeting). Before the start of a working year, the Presiding Committee (§§ 24 et seqq) creates a meeting calendar for the General Assemblies and division meetings, which must be advised to each member. The chairperson of the Young Academy acts likewise. The members entitled to participate in the meetings, and the persons stipulated in § 18 para. 2 – insofar as they belong to units of the Academy – should attend the meetings to which they are called whenever possible.

(2) The respective chairperson (§ 37 para. 1, 33 para. 1 a, § 21 para. 2 b) is responsible for convening the General Assemblies, division 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 division member of the Presiding Committee at division meetings, and by the deputy chairperson at Young Academy meetings. Otherwise the rules of representation in § 38 apply accordingly.

(3) The Academy Council can convene the General Assembly if this is necessary for the welfare of the Academy (§ 52 para. 6).

(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 request by the chairperson or within two weeks of the Presiding Committee's decision. The chairperson shall promptly inform the members entitled to participate of the date; the further details of the convening and the agenda shall be announced in accordance with para. 5.

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

(6) Every voting member is entitled to submit requests at least two 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. § 13 para. 2 is not affected by this.

§ 13 (1) The chairperson opens, leads and closes the meetings; he/she ensures the orderly conduct of necessary ballots. The substitution regulations in § 12 para. 2 apply accordingly.

(2) If, during the meeting, a voting member requests that a specific item be added to the agenda and this request is accepted (§ 15 para. 1), the item must be addressed at this same meeting. However, decisions made on activities as per § 19 para. 1 a to e, j to l, § 20 para. 2 a, § 21 para. 2 a to b and e as well as § 25 para. 5 always require a prior invitation and information on the imminent proceedings as per § 12 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 these requests in the order in which they occurred.

(4) If a voting member asks to comment on the meeting proceedings as stated in the by-laws (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 (§ 15 para. 1), only the requests to speak lodged prior to this request are taken into account; the item under discussion must then be voted on.

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

§ 14 (1) For decisions in the General Assembly and elections as per § 2 para. 1, at least 40 full members must be present or participating. At least 20 full members must be present or participating for division meetings, and at least 20 Young Academy members must be present or participating for the Young Academy meetings and elections as per § 2 para. 2.

(2) Decisions can be made in (electronic) circulation, provided that the information necessary for the decision, including a sufficient justification of the proposed decision, is sent to all members entitled to vote at least five working days prior to the start of any decision-making deadline. The participation quorum pursuant to para. 1 applies.

(3) Circular resolutions on the development plan, the performance agreements with the responsible federal ministry, the by-laws and the statute are not permitted.

(4) Elections can be conducted via electronic means, provided that all members entitled to vote in the election are informed of this at least five working days prior to the elections. The election rules must ensure that electronic elections can also be conducted so as to be secret, free, equal, in-person and immediate. The participation quorum pursuant to para. 1 applies.

(5) Ballots in meetings must be conducted openly. They may only be secret in the case of elections, if the chairperson specifies this or if a voting member requests this and is backed by two other voting members.

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

(7) Every voting member is entitled to submit a separate vote (§ 16 para. 2).

§ 15 (1) An absolute majority of the votes cast is required for a request to be accepted and a decision to be considered valid (§ 8 para. 1 of the statute). If votes are tied, the chairperson has the casting vote. Abstentions are permitted, must be explicitly allowed and count as votes cast.

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

§ 16 (1) Minutes must be taken for every meeting, which must be confirmed in the next meeting; they must include the names of the members present, the requests and decisions made regarding the agenda items, as well as any 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 justification. 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.

§ 17 (1) The business sessions are confidential. They address the administrative and scientific matters of the Academy (for General Assemblies), the division (for division meetings) or the Young Academy (for Young Academy meetings) which the voting members must discuss and decide upon if necessary (§§ 19 to 21).

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

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

(2) The chairperson can also invite non-Academy members, such as directors and staff from institutes or the Academy's scientific and commercial enterprises, as well as other persons not belonging to the Academy's institutions.

(3) At General Assemblies, division meetings and Young Academy meetings relevant processes and decisions made by the Presiding Committee, the Academy Council, and the Research Board must be reported, insofar as these affect the task areas of the General Assemblies, division meetings or Young Academy meetings (§§ 19 to 21).

B. The General Assembly

§ 19 (1) As the Academy's supreme advisory, supervisory and decision-making body, the General Assembly has the following prerogatives, unless stipulated otherwise 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. Establish and dissolve commissions of the Academy as a whole, as well as elect and dismiss the members of such commissions;
- f. Make proposals to the Presiding Committee;
- g. Make decisions on positions to be advertised in electing honorary members to the Academy as a whole;
- h. Approve accounts based on the Academy Council report, and ratify the actions of the party responsible;
- i. Confer prizes and awards on behalf of the Academy as a whole and call for nominations for prizes. These tasks can be transferred to a body authorised to make these decisions (awards committee or similar);
- j. At the request of the Presiding Committee, make decisions on Presiding Committee matters in which the required consent of the Academy Council has not been obtained;
- k. Modify the Academy's statute and by-laws;
- l. Make decisions on the Academy's election rules as per § 2 para. 1.

(2) The General Assembly is granted a right of veto in the following matters to be decided on by the Presiding Committee. The right of veto can be exercised with a two-thirds majority of the votes cast 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. divisions,
 - 2. Young Academy,
 - 3. Academy as a whole,
 - 4. research performing organisation,
 - 5. Central Administration,
 - 6. fellowship-related expenses, plus any location-based costs;
- c. The principles of the promotion of young researchers.

(3) The provisions of § 57 apply to scientific commissions.

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

(5) By a resolution passed with a majority of four-fifths of the votes cast in the presence of at least two thirds of the number of full members stated in § 6 para. 1 a of the statute, the General Assembly can deviate from individual provisions of these by-laws. However, this must not affect the tasks and rights of the Academy Council or the Academy's statute.

(6) 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 right of veto or a right to make a decision.

(7) The General Assembly is granted a right to be heard on basic issues relating to scientific quality assurance.

C. The division meetings

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

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

- a. Full members only to decide on the advertisement of positions for the election of full and corresponding members or honorary members; full members only to decide on expanding the disciplines in the division's sphere of activity, as well as on recommending candidates in terms of their high scientific qualifications and possibly also in terms of the discipline they represent; voting in elections limited to full members only as per the Academy's election rules;
- b. Proposing members for the Research Board;
- c. Making proposals to the Presiding Committee;
- d. Conferring the prizes and awards which can only be conferred by the division. These tasks can be transferred to a body authorised to make these decisions (awards committee or similar);

- e. Deciding on the publication of scientific works and including essays in the division's publications.
This matter can be assigned to a body authorised to make such decisions (publication committee).

(3) The division meeting is granted a right to be heard on basic issues relating to quality assurance.

D. Young Academy meetings

§ 21 (1) Unless stated otherwise in these by-laws, the Young Academy acts and decides independently 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, in particular, fall in the Young Academy's sphere of activity:

- a. Election and dismissal of a management committee ("Board of Directors"); the members of the Board of Directors are entitled to attend and vote at the General Assembly. The Board of Directors further appoints a spokesperson, as well as a deputy spokesperson, to assume the function of the chairperson/deputy chairperson as per §§ 12 et sequ.;
- b. Election and dismissal of Young Academy representatives granted permission to attend and vote at the General Assembly in addition to the members of the Board of Directors;
- c. Proposing members for the Research Board;
- d. Making proposals to the Presiding Committee;
- e. 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 opportunities for mutual reporting.

(4) Dismissal as per para. 2 a and b occurs as per § 25 para. 5.

(5) The Young Academy sets itself internal rules for attending to its tasks, and these must be advised to the Presiding Committee. These rules must be set down in writing and must not contradict any provisions of the by-laws.

(6) The Young Academy is granted a right to be heard on basic issues relating to quality assurance.

E. The ceremonial session

§ 22 (1) Every year a public ceremonial session is held, to which all members, institute directors, staff and public figures are to be invited.

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

F. Virtual and hybrid meetings

§ 23 The chairperson may stipulate in the notice of convocation that meetings of Academy bodies, General Assembly meetings and division meetings, as well as Young Academy meetings, be held virtually or in a hybrid format. In a virtual meeting, all participants take part via a real-time two-way audio and video connection. Each participant must be able to speak and, if applicable, take part in votes. In a hybrid meeting, participants may choose between physical and virtual attendance, whereby equal treatment of both physical and virtual participants must be ensured. Secret ballots must be possible during virtual and hybrid meetings. Only those participants maintaining the two-way connection (i.e. with camera turned on; the microphone may be muted) are counted toward the required quorum and considered eligible to vote during virtual and hybrid meetings.

III. Presiding Committee

A. Presiding Committee members

§ 24 (1) The Academy's Presiding Committee is a collegial body comprising the President, Vice President and two division presidents.

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

B. Electing the Presiding Committee

§ 25 (1) According to the following paragraphs, the Presiding Committee must be elected by the voting members (§ 5 paras. 1 to 3) from among the full members every five years at a General Assembly meeting preceding the ceremonial session 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 the votes cast. The election must take place in a physical or hybrid meeting, virtual or purely electronical elections are not permitted. Members of the Presiding Committee may be re-elected to the same position 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 must be terminated and the election process restarted.

(3) The election of the members of the Presiding Committee must take place no later than at the General Assembly in March of the year in which the Presiding Committee's term ends. The candidates for the position as President must timely, but no later than one week prior to the General Assembly in March, propose a total of three persons as candidates for the remaining Presiding Committee positions; these must be presented in the General Assembly in March.

(4) The candidates proposed by the elected President must be elected by the General Assembly in March following the election of the President.

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

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

§ 26 (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 within six months of it becoming vacant. Within one month, the newly elected President must propose three persons as candidates for the remaining positions on the Presiding Committee, who within a further five months are to be elected applying § 25 para. 4 *mutatis mutandis*. Once the newly elected members of the Presiding Committee take up office the term of office of the incumbent Presiding Committee members comes to an end.

(2) If the Vice President's position becomes vacant, the General Assembly elects a new Vice President within six months of the position becoming vacant. Until such time as the new Vice President takes up office, his/her tasks are performed by the President. The Vice President must be elected taking into account the President's petition right as per § 25 para. 3.

(3) If a division president's position becomes vacant, the General Assembly elects a new division president within six months of the position becoming vacant. Until the successor takes up office, the administrative tasks are performed by the president of the other division. The division president must be elected taking into account the President's petition right as per § 25 para. 3.

(4) In the event that the deputies described in paras. 1 to 3 are not able to take on those tasks, then, until the replacement officially assumes his/her position, his/her tasks must be performed by the oldest full member under 68 in the division 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 does not act as representative, the power of representation is transferred to the next oldest full member under 68 (according to the election) who is prepared to act as representative.

(5) The duration of the term of office of the replacement President or the newly appointed member of the Presiding Committee as per para. 1, Vice President as per para. 2, division president as per para. 3, or deputy as per para. 4, as appropriate, is limited to the original term of office of the Presiding Committee.

§ 27 (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 Academy-Act, it initially performs its role on a provisional basis. In the event that replacements are appointed to vacant positions as Presiding Committee members as per § 26, or in case of § 26 para. 1 persons are elected for the remaining positions in the Presiding Committee, the newly elected members assume their positions on the first of the following month; If the Federal President has not given his/her confirmation as per § 3 of the Academy-Act, they initially perform their roles on a provisional basis.

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

C. Conflicts of interests of the Presiding Committee members

§ 28 (1) Members of the Presiding Committee may not hold any senior position (e.g., as a member of the rectorate or executive management) at institutions competing with the Academy (in particular universities and central research institutions) or at central research funding institutions.

(2) Each member of the Presiding Committee must promptly disclose any conflicts of interest to the Academy Council and inform the other **members** of the Presiding Committee accordingly.

(3) Members of the Presiding Committee may engage in other professional activities that require a significant amount of time, in particular mandates on supervisory bodies, only with the approval of the Academy Council. No such approval is required for activities that members of the Presiding Committee were already engaged in at the time of their election and which they have disclosed to the Academy.

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

§ 29 The Presiding Committee's tasks are divided into three areas, whereby the responsibilities are regulated in more detail in the following provisions:

1. Matters relating to the Academy as a whole,
2. Matters relating to the divisions,
3. Matters relating to the research performing organisation.

§ 30 The whole Presiding Committee is responsible for matters relating to the Academy as a whole. The division-related matters are the **responsibility** of the respective division president. The President and the Vice President have joint responsibility for matters relating to the research performing organisation.

§ 31 (1) The Presiding Committee, as the body responsible for the Academy's affairs, 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;
- c. Upholding the Academy's legal bases, particularly the statute and these by-laws;
- d. Informing the Academy Council in writing about all significant transactions as well as informing the Academy Council immediately about all significant events which are of material importance in assessing the Academy's current situation and development;
- e. The administrative agendas.

(2) When fulfilling their tasks, the members of the Presiding Committee are expected to exercise the care appropriate to their positions in scientific and administrative matters and to take account of the principles of legality, efficiency, expediency and economy.

(3) In order to fulfil the administrative tasks, the Presiding Committee uses the Central Administration. The Presiding Committee is responsible for defining the Central Administration's role and structure in more detail, taking into account the provisions of the by-laws.

(4) The Presiding Committee is responsible for establishing appropriate internal control systems (including those for compliance, the prevention of corruption and the internal auditing). This includes providing required resources, which allow the Academy Council or the audit committee to employ the internal auditing according to § 52 para. 4 within a reasonable scope.

(5) 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 the Academy's meetings;
- c. Preparing all matters to be addressed by the General Assembly, formulating the agenda and requests on which the General Assembly must decide on;
- d. Drawing up the development plan to present to the General Assembly (§ 19 para. 1 a);
- e. Preparing requests relating to matters requiring the consent of the Academy Council (§ 52 para. 7), insofar as this does not fall under the remit of the divisions or the research performing organisation;
- f. Concluding performance agreements with the responsible federal ministry, based on the development plan decided on by the General Assembly (§ 19 para. 1 a);
- g. Drawing up the budget and budget allocation to all areas of the Academy;
- h. Establishing, taking over, renaming and dissolving commercial enterprises belonging to the Academy; fulfilling all the tasks and duties of the Academy within these companies;
- i. Fulfilling all of the Academy's rights and duties at independently run establishments;
- j. Defining and modifying the distribution of functions (§ 36);
- k. 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;
- l. Concluding collective agreements and operational agreements;
- m. Processes and criteria for the promotion of young researchers;
- n. Appointing and dismissing the directors for the Central Administration;
- o. Concluding agreements on scientific co-operation and scientist exchanges with scientific institutions abroad also at the request of the competent division;
- p. Contracting the auditor selected by the Academy Council to audit the statement of accounts;
- q. Submitting questions as per § 13 para. 3 of the statute to the Research Board;
- r. Appointing members of the fellowship programme awarding committee at the proposal of the divisions and the Young Academy;
- s. Science-related communication and PR work;

t. Making proposals to the General Assembly regarding the awarding of official honours and prizes.

(6) In cases where the Academy Council's consent is not obtained as per § 52 para. 7, the Presiding Committee can call on the General Assembly (§ 19 para. 1 j), which ultimately decides.

(7) 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 if the General Assembly cannot exercise its right of veto, the Presiding Committee must decide and inform the General Assembly at its next meeting.

(8) In matters where the General Assembly holds a right of veto (§ 19 para. 2), the General Assembly must be given the opportunity to discuss and decide on any veto prior to decisions being implemented.

§ 32 (1) The Presiding Committee is able to take decisions on matters concerning the Academy as a whole, provided at least three members are present.

(2) In order to pass a resolution an absolute majority of the members present is required. In the event of a tie, the President has the casting vote.

(3) Provided that no member of the Presiding Committee objects, a resolution can also be passed in circulation.

(4) Resolutions must be recorded in writing in signed minutes.

§ 33 (1) The division presidents have sole responsibility within their division for:

- a. Chairing division meetings;
- b. Executing decisions made by the relevant division;
- c. Concluding target agreements with the organisational units allocated to them;
- d. Preparing applications regarding matters concerning the relevant division which require the approval of the Academy Council (§ 52 para. 7) or the General Assembly.

(2) The division president together with the other member of the Presiding Committee from that division is responsible for making decisions within his/her division on division-related matters. Legal transactions are executed as per § 39 para. 1.

§ 34 The President and Vice President have joint responsibility for the research performing organisation, in particular:

- a. Making decisions on scientific and administrative matters, as well as concluding legal transactions;
- b. Concluding target agreements with the organisational units allocated to them;
- c. Establishing, taking over, restructuring, renaming and dissolving institutes; making decisions regarding the legal form of institutes;
- d. Dealing with matters arising in connection with employment, unless stipulated otherwise in these by-laws, in particular concluding permanent contracts of employment;
- e. Preparing applications regarding matters concerning the research performing organisation which require the approval of the Academy Council (§ 52 para. 7) or the General Assembly;

- f. Appointing and dismissing a director of an institute and his/her deputy as per the quality assurance criteria (§ 13 para. 3 b of the statute, §§ 31 para 5 k together with 52 para. 8 c of these bylaws).

§ 35 (1) In matters pertaining to the divisions (§ 33 para. 2) or the research performing organisation (§ 34), decisions can be taken if both of the members of the Presiding Committee responsible are present. If the two Presiding Committee members responsible cannot reach agreement, then the whole Presiding Committee decides as per § 32.

(2) Provided that no Presiding Committee member objects, a resolution can be passed in circulation.

(3) Resolutions must be recorded in writing in signed minutes.

§ 36 (1) The Presiding Committee distributes its functions in such a way that specific tasks falling within its three spheres of activity can be 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.

(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, the Academy Council and the Works 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 represents the Academy externally. He/she is also responsible for presenting expert reviews and opinions on behalf of the Academy and the Presiding Committee.

(2) 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 units and persons fulfil their obligations, to rectify any problems identified, and to prevent any anticipated problems.

(3) 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.

(4) 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 deputises for 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) The President deputises for the Vice President in all of the tasks allocated to him/her in these by-laws (§ 36).

(3) The two division presidents deputise for one another in those tasks allocated to them by these by-laws (§ 36) or in any responsibilities affecting the relevant division.

(4) In those matters described in §§ 33 para. 1 and 34, a Presiding Committee member who is temporarily unavailable shall be represented by the other Presiding Committee member from the same division. If the latter is also unavailable, then, in an emergency, the regulations stated in § 37 para. 3 shall apply. In those matters described in § 33 para. 2, a division president who is temporarily unavailable is represented by the president of the other division. In the event that one or the other is unavailable, the President is represented by the Vice President and vice versa. A Presiding Committee member from the division must always be present.

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

(2) The President and Vice President ensure that the rules on representation in the event that a Presiding Committee member is unavailable are in place. These must ensure that the four-eyes-principle is applied and can provide for power of attorney to be granted when acting as a representative.

(3) In the cases mentioned in § 37 para. 3, the authorised Presiding Committee member has sole power of representation.

(4) In matters relating to the institutes, the respective director, or if he/she is unavailable, the deputy director, is also appointed to represent, taking into account § 59.

(5) The heads of institutes and administration units can be entrusted with representation tasks concerning the Academy on the basis of Presiding Committee resolutions. In this, the four-eyes- principle must be taken into account.

IV. Central Administration

§ 40 (1) The Presiding Committee establishes a Central Administration, which must be managed in such a way that it meets the demands of the Academy.

(2) The tasks and responsibilities of the Central Administration are based on the areas of responsibility of the Presiding Committee (§ 29). The Central Administration supports the Academy's bodies and institutes in fulfilling their administrative tasks.

(3) Central Administration units can be allocated directly to a Presiding Committee member on the basis of a Presiding Committee resolution.

(4) The Central Administration is led by one director or multiple directors, including a Director of Finance. The directors are appointed by the President on the basis of a Presiding Committee resolution.

(5) Following promptly upon the appointment of a director, the Presiding Committee, in consultation with the director, must agree on who will act as representative for that director in the event that he/she is temporarily unavailable.

(6) The Presiding Committee can charge a director with the task of coordinating the entire Central Administration on the basis of a Presiding Committee resolution.

(7) The structuring and allocation of tasks within the Central Administration is regulated by an administration structure to be decided on by the Presiding Committee following a hearing with the Academy Council and taking account of the provisions of the statute and these by-laws.

(8) Unless specified otherwise in the by-laws, the structure and the composition of the staff within those service units allocated to a director are the responsibility of the relevant director in consultation with the President.

(9) Within his/her sphere of activity each director is particularly responsible for:

- Implementation of Presiding Committee resolutions;
- Management of the service units allocated to him/her;
- Concluding target agreements with his/her assigned service units based on a target agreement between him/her and the Presiding Committee.

§ 41 (1) The directors report to the Presiding Committee; in terms of supervision they are subordinate to the President or a Presiding Committee member responsible as per the distribution of functions.

(2) The directors act in accordance with the Academy's legal bases (law, statute, by-laws) as well as within the framework of the performance agreements between the federal government and the Academy, the target agreements with the Academy's research and administrative units and Presiding Committee resolutions.

§ 42 In the performance of their duties, the directors are obliged to safeguard the interests of the Academy. They must promptly issue a warning to the Presiding Committee if, within their area of responsibility, circumstances arise that could endanger the interests of the Academy. The fulfilment of this duty to warn must be documented and brought to the attention of the Presiding Committee. If the Presiding Committee fails to take appropriate measures following the issuance of the warning, and if the Academy as a whole is significantly at risk, the duty to warn extends to the Academy Council; if the Academy Council likewise fails to respond in a manner appropriate to the level of threat, the duty to warn extends to the General Assembly. Any instructions that hinder the directors in fulfilling their duty to warn are inadmissible.

§ 43 Leading positions in the administration must be filled in accordance with the regulations of the Austrian law on filling positions (*Stellenbesetzungsgesetz*).

§ 44 (1) The Presiding Committee is responsible for appointing the Director of Finance after having obtained the consent of the Academy Council. The person appointed as the Director of Finance must have the knowledge necessary to meet the Academy's requirements and several years' practical experience in finance and accounting and in reporting in a comparable position involving a high degree of responsibility for finance and administration.

(2) Persons who, for professional or private reasons, may be biased towards the responsibilities of the Director of Finance 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.

(3) The Director of Finance can be dismissed at any time by a Presiding Committee resolution after a hearing with the Academy Council, regardless of any compensation claims arising from existing contracts.

(4) The Director of Finance must be informed promptly of all financial matters by all administrative units, including those not allocated to him/her.

(5) The Director of Finance is the contact person for financial issues in connection with the institutes, in particular the negotiation and implementation of the financial aspects of the target agreements (§ 60).

(6) In fulfilling his/her tasks, the Academy obliges the Director of Finance to apply the care of a diligent businessperson based on secure business insights and complying with all relevant legal requirements. He/she must comply with the principles of good corporate governance.

(7) The Director of Finance must be called in as an advisor to all meetings in which decisions regarding the Academy or its institutes or 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 institute.

§ 45 (1) The Director of Finance is particularly responsible for the following tasks:

- a. Formulating a budget draft and executing the budget, taking into account the relevant provisions applicable to institutes and administration units, as well as the relevant Presiding Committee resolutions. He/she is particularly responsible for ensuring prompt use and allocation of funds to the institutes as per the performance agreements, target agreements and development plans, and for the correct use 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, an effective internal monitoring and a risk management system, each of which meets the Academy's requirements;
- d. Liquidity and asset management;
- e. Advising the Presiding Committee on all finance-related issues;
- f. Submitting a written report to the Presiding Committee at least once every six months, in addition to the continuous information provided. The report must include a balanced and comprehensive analysis of the course of business appropriate to the scope and complexity of the business operations.

(2) The Director of Finance is responsible for independently running the areas of the Central Administration relating to finance management, as well as for the content and implementation of tasks commonly or mandatorily allocated to such service areas.

V. Academy Council

A. Members, election and dismissal

§ 46 The Academy Council comprises sixteen persons, including:

- twelve members of the Academy, including ten full members – five per division –, a corresponding member from Austria and a member of the Young Academy;
- four persons not belonging to the Academy, including two financial experts with sufficient expertise in reporting and in finance and accounting or other branches of economics or business law to meet the demands of a company.

§ 47 (1) The General Assembly elects the members of the Academy Council and their deputies. Elections are held every five years. One-time re-election is permitted. The election must be accepted by the persons elected.

(2) Only persons who have the knowledge, skills and professional experience necessary to properly fulfil their duties may be appointed to the Academy Council. Persons who have been legally convicted of a criminal offense that calls their professional reliability into question may not be appointed as members of the Academy Council. Members of the Academy Council may not hold more than four mandates on supervisory bodies simultaneously; serving as chairperson counts double toward this maximum. Not counted toward this maximum are up to five mandates to which the member has been elected or delegated in order to represent the economic interests of the federal government (Bund), a federal state, a municipal association, a municipality, or to represent the economic interests of a company affiliated with the Academy within the meaning of § 189a no. 8 of the Austrian Commercial Code (UGB).

(3) A member of the Academy Council may not be a member of the Presiding Committee or have been a member of the Presiding Committee within the last two years, be in a business relationship with the Academy which would cause more than a passing conflict of interests, be employed in a leading executive function (e.g., as a member of the rectorate or executive management) by a competitor of the Academy (in particular universities and central research institutions) or at central research funding institutions, or have a contract of employment with the Academy (or one of its subsidiaries). In particular, directors of institutes belonging to the Academy (or its subsidiaries) and their deputies may not be appointed as members of the Academy Council. Furthermore, the following may not be members of the Academy Council: members of the federal government; secretaries of state; members of a regional government; members of the National Council, of the Federal Assembly or any other general representative body; officials in a political party or any person who has held one of these positions within the last four years.

(4) The full members of each division create a list containing at least eleven candidates from within their circle of members. The corresponding members in Austria and the Young Academy also each nominate at least three candidates from among their circle of members. The members entitled to vote at the General Assembly nominate at least four candidates for the positions of finance experts and at least four further candidates for the two remaining positions to be filled by external experts.

(5) The election is divided in six sub-elections: the Academy Council members from the full members of the two divisions, from the corresponding members in Austria, and from the Young Academy, as well as the finance experts and the two additional external experts, are each elected separately. The Academy Council members and their deputies are elected by selecting up to twice as many names on the respective candidate lists as there are positions to fill. The persons receiving the most votes matching the number of positions to be filled 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.

(6) The full members have three deputies per division; the corresponding members in Austria and the Young Academy each have one deputy and the financial experts and other experts likewise each have one deputy. The persons next in line to become Academy Council members based on the number of votes are elected as deputy members. If two persons receive the same number of votes for the last available position as deputy

member, a run-off ballot must be held between these two persons. The members must provide their deputies with sufficient information. The chairperson's position (§ 47 para. 1) is not affected by the deputy ruling.

§ 48 The appointment as an Academy Council member or deputy member can be revoked by the General Assembly before the term of office ends (§ 19 para. 1 c). An Academy Council member or deputy member can also resign from his/her post. If a member or deputy resigns, the election of the new member or deputy is held according to § 47. If a position has become vacant, a short list of two candidates must be presented applying § 47 para. 4 *mutatis mutandis*, from which the General Assembly elects one person.

B. Internal order of the Academy Council

§ 49 (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 of Finance.

(3) The Academy Council makes its decisions with a simple majority vote in the presence or with the participation of more than half of the members. If this quorum is met and votes are tied, the chairperson has the casting vote.

(4) Circular resolutions are permissible.

(5) 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.

(6) A committee is only capable of making a decision if more than half of its members attend the meeting. Decisions are made with a simple majority.

(7) 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 dealing with the preparation of the annual accounts and the auditing of these, and must report on the audit. The audit committee must include the two financial experts (§ 46). Similar knowledge is desirable in the remaining members. The audit committee chairperson or the finance expert cannot be someone who, within the last three years, has been a Presiding Committee member, director of an institute, or an Academy auditor, has signed the auditor's report, or who is dependent and biased for other reasons. An informant from the ministry responsible must be invited to audit committee meetings.

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

§ 50 (1) Persons not belonging to the Academy Council or the Presiding Committee – except for the Director of Finance and staff members responsible for taking minutes – cannot participate in the meetings held by the Academy Council and its committees. Deputy members can participate in the meetings. Experts and informants can be called in for advice. 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.

(3) The chairperson and the deputy chairperson of the Institute Directors' Conference attend Academy Council meetings in an advisory capacity, but are not entitled to vote. Where conflicts of interest arise, the chairperson of the Academy Council can desist from inviting the chairpersons of the Institute Directors' Conference to attend. Ballots and votes on resolutions, as well as the internal consultation by the Academy Council preceding these, must be held in the absence of the chairpersons of the Institute Directors' Conference.

(4) In matters pertaining to the tasks and sphere of activity of the Works Council, the chairperson of the Works Council has the right to a hearing with the Academy Council. Where conflicts of interest arise, the chairperson of the Academy Council can waive this right to a hearing or can provide an opportunity for consultation in the absence of the chairperson of the Works Council. Ballots and votes on resolutions, as well as the internal consultation by the Academy Council preceding these, must be held in the absence of the chairperson of the Works Council.

D. Calling Academy Council meetings

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

(2) If the request pursuant to para. 1 is not complied with, two members of the Academy Council or two members of the Presiding Committee can call the Academy Council meeting themselves, stating the facts.

(3) If the chairperson of the Academy Council and his or her deputies leave office, or if the Academy Council must be reconstituted, the President shall promptly convene a meeting of the Academy Council at which the chairperson and the deputies are to be elected.

(4) 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

§ 52 (1) The Academy Council must monitor the Presiding Committee's management in those areas which are assigned to the Academy Council and advise it on basic matters relating to the Academy. In particular its monitoring activities include

- a. Compliance with the principles of legality, efficiency, expediency and economy in management decisions;
- b. Compliance with the sphere of activity assigned by the statute when making management decisions;
- c. The Academy's business development;
- d. The Academy's risk management.

(2) The following tasks are assigned to the Academy Council audit committee convened as per § 49 para. 7:

- a. Monitoring the accounting process;
- b. Monitoring the effectiveness of the Academy's internal control and risk management systems;
- c. Monitoring the Academy's conduct, in particular with regard to its economy, efficiency and expediency;
- d. The monitoring of the establishment and managing of an internal audit system by the Presiding Committee as well as the authorisation of the audit plan;
- e. Monitoring the audit of the annual accounts;
- f. Checking the independence of the auditor, particularly in respect of any additional services provided;
- g. Checking the annual accounts and preparing the statement of accounts, assessing proposals regarding profit appropriation, the management report and the corporate governance report as well as reporting on the audit results to the Academy Council;
- h. Making a proposal regarding the choice of auditor.

(3) The Academy Council can request a written 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 declines to draw up a report, 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.

(4) The Academy Council or the audit committee can ask the internal auditing at all times to provide information on current or completed audits and to carry out special audits on selected issues. Special audits are audits, which are not included in the audit plan. The Presiding Committee must be informed about each assignment of the internal auditing with a special audit. Likewise, the Presiding Committee shall inform the Academy Council and the audit committee of any audit assignments issued and shall transmit the corresponding audit reports to them. In the event that the resources of the internal auditing are not sufficient for a reasonable assignment in a particular case, the Presiding Committee shall according to the financial ability provide means for the assignment of external audits.

(5) 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 presented to the Academy Council immediately by the Presiding Committee.

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

(7) Management tasks cannot be assigned to the Academy Council. However, the following business can only be transacted 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 (§ 31 para. 5 f);
- b. Budget (according to the degree of detail specified in § 19 para. 2 b), involving presenting the individual institute budgets;
- c. Establishing, taking over, restructuring, renaming and dissolving institutes (§ 34 c);

- d. Purchasing, establishing, taking over, renaming, selling and closing business enterprises and shares directly belonging to the Academy;
- e. Purchasing, selling and encumbering properties;
- f. Investments individually and collectively exceeding the purchase costs of € 2 million in one financial year;
- g. Taking out bonds, loans and credit individually and collectively exceeding an amount of € 2 million in one financial year;
- h. Appointment of the Director of Finance (§ 44 para. 1);
- i. Establishing principles on the granting of profit-shares or commission and pension commitments to Presiding Committee members, institute directors, and directors of the Central Administration;
- j. 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;
- k. Concluding contracts with members of the Academy Council which oblige these members to render a service for the Academy or an affiliated company which goes beyond 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;
- l. Assuming a managerial position at the Academy within two years of signing the auditor's report by the auditor, by the auditor of an 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);
- m. Appointing and dismissing the head of the internal auditing;
- n. Deciding or modifying the rules for audits for the internal auditing.
- o. Transactions between the Academy and the officeholders and members of the Academy mentioned in these by-laws, or their family members, related persons, or affiliated companies (§ 66 para. 4);
- p. Other professional activities of members of the Presiding Committee outside the Academy (§ 28 para. 3)

(8) The following transactions can only be performed after an Academy Council hearing:

- a. Deciding on the Academy's development plan (§ 19 para. 1 a);
- b. Appointing and dismissing directors of institutes (§ 34 f);
- c. Drawing up quality assurance guidelines: criteria, processes and consequences of scientific quality assurance (e.g. guidelines for the appointment of institute directors, scientific consultancy and international evaluation);
- d. Deciding on criteria and processes for promotion of young researchers (§ 31 para. 5 m);

- e. Deciding to modify the Academy's statute or by-laws (§ 19 para. 1 k);
- f. Appointing supervisory board members for independent units insofar as a supervisory board is required;
- g. Dismissal of the Director of Finance (§ 44 para. 3) (without prejudice to § 31 para. 7);
- h. Determining and modifying the distribution of functions for the Presiding Committee (§ 36) as well as the administrative structure;
- i. Decisions regarding modifying the budget allocation (para. 7 lit b) if the allocation is altered significantly.

(9) The Academy Council members cannot have their obligations executed by others. A member of the Academy Council can, however, through a written instruction, entrust another member of the Academy Council to represent him/her at a specific meeting, whereby no member of the Academy Council may represent more than one other member. 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.

(10) Affiliated companies (para. 7 j, k and l) are considered those in which the Academy has a holding of at least 50 per cent, or which it can otherwise control.

(11) The Academy Council elects the auditor following a recommendation from the audit committee.

F. Reporting to the General Assembly

§ 53 (1) The Presiding Committee must present the Academy Council with the annual accounts and other documents, if applicable (e.g. 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) If the Academy Council approves the annual accounts, these must be presented to the General Assembly for approval.

G. Representing the Academy

§ 54 (1) The Academy Council is authorised to represent the Academy when executing legal transactions with the Presiding Committee members, and to engage in those legal disputes against these members, which have been so decided by the General Assembly.

(2) The Academy Council may, if there are sufficient grounds to suspect a breach of duty of care by a member of the Presiding Committee, initiate legal action against that member even without a resolution pursuant to para.1.

§ 55 When performing their tasks, the Academy Council members must apply the degree of care expected for fulfilling Academy Council tasks; in particular, each member is responsible for ensuring that the Academy Council fulfils its obligations regarding monitoring. They must not disclose any confidential information.

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

VI. Scientific Commissions

§ 57 (1) To address specific subject areas in which scientific and/or socially relevant questions are identified, the Academy may establish scientific commissions. The tasks of the scientific commissions include, in particular:

- a. scientific work on a clearly defined subject area;
- b. definition and establishment of new scientific fields and paradigms;
- c. (trans-)disciplinary dialogue aimed at identifying innovative research questions that have not yet been adequately addressed, including their development and the presentation of concrete results.

(2) Scientific commissions are initially established for a maximum period of five years. They may be extended for up to an additional five years, for a total duration of no more than ten years. Subject to budgetary constraints and in the interest of transparency and equal opportunity, the Presiding Committee shall announce open positions for commissions and establish a competitive selection process. Commissions are assigned to the Academy as a whole and are established by the General Assembly. Scientific discussions related to a commission may also take place within the divisions and the Young Academy.

(3) Prior to any decision on the establishment or extension of scientific commissions, an evaluation must be conducted. This evaluation shall assess, in addition to compliance with the profile set out in para. 1 and the commission's fit within the personnel, time, and budgetary framework of scientific commissions, the following criteria:

- a. scientific quality and innovative potential;
- b. originality of the research question and methodology, and ideally, transdisciplinarity;
- c. complementarity to research already being conducted within the Academy; and
- d. potential suitability for facilitating dialogue between the Academy and politics or society.

(4) Members of scientific commissions may, without age restriction, include members of the Academy from any membership category and, where necessary to complement the required expertise, also external experts who are not Academy members; the latter should not constitute more than half of the total membership of a scientific commission. Members serve on a voluntary basis.

(5) Each commission shall elect, by secret ballot, one of its members who is also a full member, a corresponding member in Austria, or a member of the Young Academy, as chairperson, and one or more other commission members as deputy chairpersons. The chairperson is responsible for convening and presiding over meetings. Each commission may, in the interest of self-organization and to improve efficiency or facilitate workflows, assign specific functions to its members.

(6) The terms of office for members and chairpersons correspond to the duration of the commission. Re-election is permitted. The scope and nature of the chairperson's authority in implementing the resolutions of the scientific commission are equivalent to those of a director of an institute. The provisions of § 59 para. 1 a to d, f to j, as well as l and m, apply accordingly, unless otherwise provided in § 57. However, § 59 para. 1 b applies only insofar as employment relationships may be established or terminated exclusively with scientific staff if such positions are third-party funded. Personnel supervision is governed by the administrative structure adopted by the Presiding Committee.

(7) Scientific commissions shall meet at least once per year to deliberate and resolve upon strategies and measures for effectively achieving the goals defined at the time of their establishment.

(8) A commission has a quorum when the chairperson or a deputy is present along with at least two additional members. Proxy voting is not permitted. Resolutions are passed by open vote and simple majority unless a secret ballot is requested by any member. In the event of a tie, the chairperson's vote shall be decisive; in the chairperson's absence, the deputy's vote shall prevail.

(9) The rules governing scientific quality assurance must be observed.

VII. Institutes

A. General provisions

§ 58 (1) The Academy's institutes, whether as independent legal entities or not, are established for a limited or unlimited time.

(2) Collectively the institutes constitute the research performing organisation.

(3) The Presiding Committee must ensure that adequate supervisory mechanisms, both financial and in respect of quality assurance, are set up for each institute.

§ 59 (1) The management of the institute is responsible for the scientific and administrative management of the institute. Those persons responsible for leading an institute shall be called directors. Taking account of the provisions of the target agreement and all applicable Academy regulations, the director's rights and duties are as follows:

- a. He/she can act freely in his/her scientific activities.
- b. He/she establishes and terminates the contracts of employment with staff; only the President together with the Vice President can issue permanent contracts of employment.
- c. 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 institute's research objectives.
- d. He/she reports annually to the President and the Vice President on the status and planning of the institute's scientific work, and on the promotion of young scientists.
- e. He/she negotiates and concludes the target agreement in which the institute's budget is stipulated with the President and Vice President in good time, prior to commencement of a budget period.

- f. He/she decides on how the resources established in the target agreement will be used, and manages these as per his/her entitlements.
 - g. He/she represents the Academy in the institute's ongoing affairs and concludes the contracts affecting the institute. More detailed provisions on the authority to act as a signatory are established through Presiding Committee resolutions. Institute directors are, however, not authorised to enter into obligations for which financial cover is not stipulated in the institute's budget, to take on credit at the expense of the Academy or the institute, to conclude contracts or make dispositions relating to property, nor to represent the Academy in court.
 - h. He/she can accept contributions in respect of the institute's objectives. If obligations on the Academy or the institute are associated with such contributions, acceptance requires the consent of the President and Vice President.
 - i. Upon request, he/she reports on the management to the President and the Vice President and the Academy Council 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 the funds and resources allocated to the institute.
 - j. He/she formulates rules for the institute.
 - k. He/she must protect the Academy's interests when exercising his/her managerial role, particularly during PR activities.
 - l. He/she concludes agreements on scientific collaboration as part of the ongoing affairs of the institute.
- (2) The managerial role is generally assigned on a time-limited basis. When deciding whether to renew the managerial position, the aim must be to keep in mind the institute's scientific and organisational requirements for continuity.
- (3) These provisions apply for the management of institutes which are legally independent, provided that they do not contradict the applicable statutory and, in particular, company law provisions.
- (4) The institutes' rules may contain differing or additional clauses on the institute's constitution. They must not contradict the provisions in the Academy's statute and by-laws. In particular, the institute's rules must include provisions which ensure that the four-eyes-principle is adhered to in transacting the institute's business.
- (5) The institutes' rules must be advised to the Presiding Committee.

B. Target agreements

- § 60** (1) For every budget period, the institute's management concludes a target agreement with the President and Vice President, establishing the scientific objectives, as well as the financial, quality assurance and administrative framework conditions of the institute'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 institute 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 institute's scientific objectives;
 - b. Framework conditions for fulfilling the institute management's tasks;
 - c. The institute's budget for the relevant budget period, as well as provisions on budget usage;
 - d. The institute's financial performance, incl. the management's duty to issue warnings;
 - e. Administrative rules on working with Central Administration units;
 - f. The rules to be applied when concluding and terminating contracts of employment;
 - g. The use of sample contracts or components thereof when concluding legal transactions.
- (5) If no agreement is reached, the President and Vice President decide following an Academy Council hearing.
- (6) The target agreement, upon its execution, shall be brought to the attention of the institute's staff.

C. Conference of the institute directors

§ 61 (1) To discuss joint issues, the directors of the Academy's institutes (§ 59) form the conference of the institute directors, which convenes at least twice a year. It must also be called if this is requested by at least three members of the conference. Members of the Presiding Committee can be invited by the Institute Directors' Conference to attend the meetings as informants.

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

(3) The Institute Directors' Conference must be informed promptly of basic matters affecting it and must be given a hearing.

(4) The Institute Directors' Conference supports the Presiding Committee and the research performing organisation in an advisory capacity, bringing together the combined expertise of the institutes, and contributes to the Academy's high-quality development. The conference's tasks particularly include:

- a. Assisting with the Academy's planning work;
- b. Co-ordinating the institutes' 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.

VIII. Scientific advisory bodies

A. The Research Board

§ 62 (1) Members of the Research Board are elected by the members entitle to vote in the General Assembly as per § 13 para. 2 of the statute, taking into account the proposals made by the divisions and the Young Academy. The members of the Research Board elect 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) § 9 on the reimbursement of travel and accommodation costs 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

§ 63 Each institute is supported by a scientific advisory board which is appointed by the Presiding Committee. The scientific advisory board is a scientific consultative body which is intended to support the Presiding Committee and the institute with information and in the decision-making process.

§ 64 (1) The scientific advisory board comprises a number of experts decided on by the Presiding Committee appropriate to the size and specialised area of the institute. These experts are elected by the Presiding Committee for a maximum of six years in office. Re-election is permitted once. The Presiding Committee is entitled to dismiss the scientific advisory board or individual members thereof before the end of their term in office. Members of the scientific advisory board must be selected based on professional qualifications and proximity as well as impartiality. The institute's management can submit proposals regarding members of the scientific advisory board for the respective institute to the Presiding Committee.

(2) The members of the scientific advisory board elect a chairperson and deputy from among themselves. The Presiding Committee must be informed of the election.

(3) The scientific advisory board meets as required, but at least every three years. The Presiding Committee, in consultation with the administrative unit associated with the respective institute, is responsible for calling, preparing and organising the meeting. The institute's management can ask the Presiding Committee to call a

meeting of the scientific advisory board. The institutes assist the scientific advisory board with all organisational matters when preparing and post-processing meetings.

(4) The scientific advisory board is capable of making decisions if the chairperson or deputy as well as at least two members are present. Decisions can be made in circulation 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's tasks particularly include the following:

- a. Making an evaluating statement on the institute's scientific performance to the Presiding Committee and the institute's management;
- b. Proposing new scientific programmes of the institute to the Presiding Committee and the institute's management; recommending changes to or the abolition of existing scientific programmes of the institute;
- c. Recommending the modification or dissolution of an institute to the Presiding Committee;
- d. Making recommendations to the Presiding Committee regarding the appointment or dismissal of an institute director or his/her deputy.

(6) Scientific advisory board meetings contain a public component in which the director of the institute, a representative of the institute's staff, members of the Presiding Committee, the head of the administrative unit to which the institute is allocated, as well as informants invited by the chairperson, participate. The minutes must be provided to all entitled participants.

IX. The Senate as non-scientific advisory body

§ 65 As stipulated in its statute, the Academy is supported by a Senate for fundamental issues.

X. Conflicts of interest

§ 66 (1) The Academy may not enter into service or work contracts with members of the Presiding Committee or members of the Academy Council, nor may it grant them any benefits that are not equally available to members of the Academy or their staff.

(2) The officeholders and members of the Academy mentioned in these by-laws are bound to uphold the purposes of the Academy. In connection with their activities, they may neither solicit, accept, nor be promised benefits or other advantages from third parties for themselves or others, nor may they grant undue benefits or advantages to third parties. Exempt from this prohibition are customary local or regional tokens of appreciation of minor value.

(3) The officeholders and members of the Academy mentioned in these by-laws shall not pursue personal interests in their decision-making and may not exploit the Academy's opportunities for personal gain.

(4) All transactions between the Academy and the officeholders and members of the Academy mentioned in these by-laws, as well as their family members, related persons, or companies, must be conducted under market-standard conditions. Such transactions require the prior approval of the Academy Council, unless they constitute everyday transactions conducted under standard conditions.

(5) The granting of loans by the Academy to officeholders, members of the Academy, and senior employees mentioned in these by-laws, as well as to their family members, is prohibited.

XI. The staff

§ 67 (1) All staff must, in principle, be assigned to an organisational unit, i.e. to one of the Academy's institutes or administrative units.

(2) The staff members' direct supervisors are persons appointed by the Academy to manage an organisational unit.

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

(2) 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 institute's rules.

(3) The director or, in his/her absence, his /her deputy, must call the staff to an inaugural meeting of the staff assembly.

XII. Working group on non-discrimination

§ 69 (1) The working group on non-discrimination deals with all Academy issues and affairs relating to the equal treatment of the genders, the advancement of women, and equal treatment without discrimination in respect of ethnicity, religion or ideology, age, disability or sexual identity or orientation, in accordance with the Equal Treatment Law. It is autonomous, independent and not subject to instructions in the performance of its duties. Its tasks particularly include:

- a. Formulating proposals and advising on all fundamental matters relating to non-discrimination and the advancement of women;
- b. Assisting the non-discrimination officer;
- c. Recommendations on the targets contained in the equal treatment plan as well as commenting on the status of the accomplishment of these gender-relevant targets.

(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 specified in the working group's by-laws pursuant to para. 4. In any case, and in accordance with those by-laws, the working group shall be promptly provided with the job postings for positions and functions prior to publication, lists of

applications received, and lists of applicants invited to interviews. If the working group has reason to assume that a decision discriminates against persons based on their gender, ethnicity, religion, ideology, age, disability or sexual identity or orientation, 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, 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 made public by the Presiding Committee in an appropriate form on an annual basis and immediately notified to the Academy Council.

(3) The working group shall consist of up to twelve individuals, each elected for a term of four years. Three individuals shall be elected from among the members of the Academy by the full members, corresponding members in Austria, and members of the Young Academy. Nine individuals shall be elected from among the Academy's staff by all employees. Re-election is permitted once. A representative of the Academy's works council shall participate in the meetings as a non-voting member.

(4) The members of the working group shall elect a chairperson and at least one deputy chairperson from among their ranks. The working group shall define the rights and responsibilities of its members, as well as the details of its operating procedures, in by-laws to be jointly established in agreement with the Presiding Committee.

(5) 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.

§ 70 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 working group shall specify number, tasks and competencies, as well as the regional jurisdiction of the non-discrimination officers in the by-laws for the working group in agreement with the Presiding Committee (§ 69 para. 4).

XIII. Temporary provisions

§ 71 (1) These by-laws shall enter into force upon confirmation of the statute (new version adopted by the General Assembly on 31 January 2025) by the Federal President, but not earlier than 1 April 2025.

(2) The provisions governing the election of full members, corresponding members, and honorary members pursuant to § 2 para. 1 shall apply as of 1 January 2026, meaning that the first elections in accordance with these by-laws will take place in 2026.

(3) § 3 para. 3 shall apply to members of the Young Academy elected after these by-laws have entered into force.

(4) § 28 para. 3 shall apply only to other professional activities not already held by members of the Presiding Committee at the time these by-laws enter into force.

(5) § 47 shall apply to members of the Academy Council elected after the entry into force of these by-laws. For persons who are members of the Academy Council at the time of entry into force, § 45 of the by-laws dated 13 October 2017 shall continue to apply.

(6) § 57 shall apply to scientific commissions established after the entry into force of these by-laws. For scientific commissions already existing at the time these by-laws enter into force ("legacy commissions"), the relevant provisions of the by-laws in the version of 13 October 2017, in particular § 55, shall remain in force until the end of their approved term. For legacy commissions without a fixed term, this applies for a duration of ten years from the entry into force of these by-laws.