

Time Machine Organization (TMO)

Organization for international cooperation in technology, science and cultural heritage

Constitution

Preamble

Over the centuries, national, regional and local identities have evolved in relation to one another, through large swathes of transnational mobility and through dense commercial and cultural exchanges that have shaped languages, traditions, arts and many other aspects of human activity. We have a vital need to restore and intensify our engagement with our past as a means of building a common path for existing and future generations, as well as facilitating a dialogue between diverse historical memories, their values and mutual interdependencies. TMO responds to this need by creating an institutional network running large-scale distributed digitisation and computing infrastructures that will connect history and culture across the world in order to make up for the past and future, opening the way for scientific and technological progress to become a powerful ally to safeguarding the diversity of each local identity.

§1

Name, Office, Scope of Activities

1. The association maintains the name “Time Machine Organization (TMO) – Organization for international cooperation in technology, science and cultural heritage”
2. Its main office is located in Vienna and oversees a worldwide scope of activities.

§2

Purpose

The association, whose activities are non-profit, aims to provide a framework for cooperation on science, research and technology related to European cultural heritage.

§3

Means to Realize these Goals

1. The purpose of the Association should be achieved by the listed material and nonmaterial means.
2. As nonmaterial means serve
 - 2.1 Coordination of inter- and transnational projects.
 - 2.2 Independent implementation of research projects.
 - 2.3 Consultation, planning, and project development.
 - 2.4 Events of various kinds (lectures, conferences, workshops, trainings etc.)
 - 2.5 Implementation of research projects focused on the use of IT infrastructure (server, web space, web sites, data bases, portals).
 - 2.6 Publications in print.
 - 2.7 Provision of technological information systems.
 - 2.8 Development of technological infrastructure and services
3. The necessary material means are collected through

- 3.1 Subventions, funding and fees to cover costs from public institutions.
- 3.2 Revenues from research projects in accordance to the association's purpose.
- 3.3 Donations, collections, legacies and other contributions.
- 3.4 Membership fees.

§4

Types of Membership

Members of the association may be like the following:

- 4.1. Founding members are those who fully participate in the association with special rights and obligations.
- 4.2. Regular members are those who fully participate in the association without any special rights and obligations.
- 4.2. Associated members do not fully take part in the work of the association, they take interest in the association's benefits and exchange of knowledge and experience or take advantage of special services provided by TMO.
- 4.3. Honorary members are such persons as the association shall designate particularly deserving.
- 4.4. Sponsoring members are those who support the association's activities through material and immaterial means.
- 4.5. Obligations, duties and benefits of the various categories of membership are defined by the General Assembly.

§5

Acquisition of Membership

1. Founding, regular and associated membership can be obtained exclusively by legal entities (public bodies, universities, companies etc.). They must name one individual to represent their institution in the General Assembly and on the board.
2. Honorary membership can be granted exclusively to physical persons.
3. Sponsoring membership can be obtained by legal entities and physical persons.
4. The recognition of regular and special members is carried out by the executive board.
5. The nomination of honorary members is applied by the board and carried out by the General Assembly.

§6

Termination of Membership

1. Membership expires through death, through the loss of legal personhood (for corporate entities), through voluntary withdrawal, and expulsion.
2. Voluntary withdrawal can occur at any time. The member must inform the executive board in writing at least one month beforehand. The timing of the date of notification is decisive for the executive board. Should the declaration of intent come later, the withdrawal will only become effective at the next withdrawal date.
3. The expulsion of a member from the association can only be enacted by the General Assembly because of the gross infraction of membership duties or dishonorable behavior.
4. The revocation of honorary membership shall be decided upon the grounds listed in §7.

§7

Rights and Duties of Members

1. Members have the right to participate in all association events, to claim the use of the association's equipment as well as consultation and services for free or at cost according to the respective membership fee regulation enacted by the General Assembly.
2. Founding members are entitled to voice as well as active and passive voting rights in the General Assembly, regular members only to voice as well as only active voting rights in the General Assembly; founding members have two votes, regular members one vote. Associated members, honorary members and sponsoring members may participate in the General Assembly, however have neither active nor passive voting rights.
3. The members are obliged to facilitate the interests of the association, and to refrain from anything by which the reputation and purpose of the association would suffer. They must follow association constitution and rulings.
4. The executive board shall forward a copy of the constitution to any member upon request.
5. Furthermore the members have the rights granted to them by the Austrian Union Statutes of 2002 (Österreichisches Vereinsgesetz 2002).

§8

Association Institutions

The institutions of the association are

- a. the General Assembly (§ 9&10)
- b. the Executive Board (§11-13)
- c. the controllers (§14)
- d. the Board of Arbitration (§15)

§9

The General Assembly

1. The General Assembly is the "member's assembly" in the sense of the Austrian Union Statute of 2002. A regular assembly takes place annually.
2. A special assembly occurs within four weeks of a decision of the Executive Board or the General Assembly, or with the written petition of at least one tenth of the members, or at the request of the controllers.
3. For all regular or special assemblies, all members shall be invited at least two weeks prior to the date in writing, as well as by fax or email (for those members who have provided fax and email information). The place of the assembly shall be announced in the agenda. The summons shall go through the Executive Board.
4. Petitions to the general assembly must be submitted to the executive board at least three days prior to the General Assembly in writing, by fax or email.
5. Valid resolutions can only be conceived in the agenda, excepting a petition for the summoning of a special assembly.
6. All members have the right to attend the General Assembly. Only regular or honorary members have suffrage. All members have the right to speak. It is permissible to confer the right to vote on another member through written authorization.
7. The General Assembly shall constitute at valid quorum regardless of the number of absent members.
8. Voting and decisions of the General Assembly take effect by the ruling of a simple majority of delivered valid votes. Decisions would alter association constitution or dissolved the association must be passed by a qualified vote of two thirds of the delivered valid votes.
9. The president shall act as the chairperson at the General Assembly; in his or her incapacitation, the vice president of the longest standing among those present shall preside. Should all the vice president also be incapable, the member of the executive board with the longest standing shall act as chair.

§10

Duties of the General Assembly

The following functions are reserved for the General Assembly.

1. Acceptance and approval of the reports from the Executive Board about the activities and financial policy of the association.
2. Acceptance and approval of the annual financial statements of the collected annual financial statements from the Executive Board and the controller's audit report.
3. The discharge of the Executive Board.
4. The election, appointment, and dismissal of the members of the Executive Board, the treasurer, and the control institutions.
5. Adoption of resolution for the expulsion of an association member.
6. The granting and withdrawal of honorary membership.
7. Adoption of resolutions regarding changes to the constitution and the voluntary dissolution of the association.
8. Consultation and adoption of resolutions regarding any issue on the agenda.
9. Decision on category and amount of membership fee on the suggestion of the Board.

§11

The Executive Board

1. The Executive Board shall be composed of the president, two vice presidents, the treasurer and his/her deputy, the secretary and his/her deputy, the executive director, and co-opted members.
2. Only representatives of founding members are entitled to be candidates for membership in the Executive Board.
3. The Executive Board is elected by the General Assembly. With the release of one member, the board has the right to co-opt another member into his place. The subsequent approval from the General Assembly shall be secured at the next following General Assembly. Should the board fail to appoint a new member, or take an unforeseen length of time, the controller is obligated to call for a special meeting for the purpose of appointing a new member.
4. The term of the Executive Board is three years. In any case, the board shall last until the election of a new board. Former members of the board may be re-elected.
5. Should the president be incapable of fulfilling his duties, the board shall appoint another a proxy either verbally or in writing. Should any other member of the board be incapable of fulfilling his duties, he may appoint another member of the board as his proxy.
6. The Executive Board has a quorum when all members have been invited and at least half are present.
7. The Executive Board passes resolutions with a simple majority; in the case of a tie, the president's vote shall decide the matter.
8. The president acts as chairperson; in the event of his/her incapacitation, the president's proxy shall preside.
9. Pressing rulings for individual affairs can be decided upon in writing in the form of a separate resolution.
10. Outside of death or the end of the elected term (No. 3), the term of a member of the Executive Board may end via dismissal (No.10) and resignation (No. 11).
11. The General Assembly can at any time dismiss the entire executive board or any individual member thereof. The dismissal shall be made effective with the election of a new board or board member.
12. A board member may announce his/her resignation in writing at any time. The resignation letter shall be addressed to the Executive Board; should all board members resign, then to the General Assembly. The resignation becomes effective with the appointment or election of the replacement.

§12

Duties of the Executive Board

The association's administration is incumbent upon the executive board. All duties required of the association's administration by the Austrian Union Statute of 2002 which are not passed on to another association institution in the association constitution.

The following matters in particular fall into the board's responsibility:

1. To inform the General Assembly about the association's activities and financial situation.
2. Preparation of the association's annual account and assets of the past fiscal year within five months of the current fiscal year. These, as well as a record of all necessary information must be provided to the controller for the audit.
3. Preparation of the General Assembly.
4. Summoning of the regular and special meetings of the general committee.
5. Administration of association assets.
6. Decisions in all service and salary related business, such as hiring, salary, resignations, lay-offs, and the case may be amicable cancellation of service relationships, for all association's employees. These decisions can only become effective with the accordance of the financial plans.
7. Various other management duties, in particular the determination of internal rules of procedure for the management.
8. Furthermore all members of the board are obliged to actively support the intentions and objective targets of the association, defined in the purpose of the association, in particular to enlarge the partner's network and to initiate and support concrete projects due to the purpose of the association.

§13

Particular Obligations of Individual Board Members

1. The president conducts all the current business of the association, supported by the vice presidents.
2. The president and the vice presidents represent the association to the public. Official copies for the association need the signatures of the president or one of the vice presidents and the secretary or his/her deputy in order to be valid. In financial matters (disposition of assets), the signatures of the president or one of the vice presidents and the treasurer or his/her deputy are needed. Legal agreement between the board members and the association require the consent of other board members.
3. Legally binding agreements between the association and outside parties may only be entered into by the members of the Executive Board as named in paragraph 2.
4. The president is empowered to make arrangements on his own authority to avert the danger of the association falling into arrears. This includes business that would normally fall within the scope of the General Assembly's or the Executive Board's authority. However in internal affairs, these arrangements are subject approval from the appropriate association authorities.
5. The president acts as the chairperson of meetings of the General Assembly or the Executive Board.
6. The secretary shall keep the minutes of the General Assembly and the Executive Board.
7. The treasurer is responsible for the orderly financial conduct of the association.
8. In the case of incapacitation, the president, the secretary, and the treasurer may appoint a proxy.

§14

Controllers

1. The two controllers shall be elected by the General Assembly for the duration of the term of the Executive Board. Re-election is possible. If the appointment of a new controller becomes necessary before the next General Assembly, the Executive Board may appoint one by a vote. Controllers must naturally not be personnel or members of the association. They must be truly independent and unbiased and may not at the same time be members of the board.
2. The designation of the Executive Board appointments, expulsions, and retirements should be a matter of indifference to the controllers (§12 ¶ 3, 9, 10, 11).
3. The controllers are specifically responsible for
 - a) the auditing of the association's financial activities with a view to the orderliness of the financial statements and the allocation of means for every fiscal year in accordance with the constitution, as well as the compilation of the auditor's report with the record of profits and losses to be presented to the board within four months.
 - b) the undistorted transmission of the auditor's report to the Executive Board, as well as to cooperate with the executive board to report to the General Assembly.
4. The controllers must observe the appropriate clauses of the Austrian Union Statute of 2002.

§15

The Board of Arbitration

1. All disagreements over affairs of the association shall firstly be brought before the board of arbitration.
2. The board of arbitration shall be elected by the General Assembly for the duration of the term of the directors. It is composed of a chairperson and two accessories. Each may appoint a proxy. The personnel called to arbitration must be unbiased. The members of the board of arbitration may not be association members or their representatives.
3. The goal of the policy of the board of arbitration is an in-association, out of court settlement of association disagreements under the observation of a fair and efficient proceeding, specifically to ensure that both sides are heard. To this end, the disagreeing parties are invited to an oral hearing.
4. If legal disputes are not settled by the mediation system after six months from the date of the beginning of mediation, the standard legal process remains open. Mediation can be ended either by the agreement of both parties or through the recommendation of the mediators. Association disputes that are not legal disputes shall be ultimately decided by the mediation process.
5. The board of arbitration passes recommendation or rulings by simple majority in the presence of all members of the board. They shall decide based on their best knowledge and conscience.

§16

Board of Trustees

1. A board of trustees is available for consultation in scholastic and financial matters.
2. The acceptance of a member of the board of trustees is enacted by a simple decision of the executive board. Membership in the board of trustees is not link to membership in the association.
3. Meetings of the board of trustees shall take place as needed and shall be called by the president.

§17

Dissolution of the Association

1. The voluntary dissolution of the association can only be resolved upon by the General Assembly and only by a two-thirds majority of delivered valid votes.

2. The association must also liquidate all remaining assets. Specifically, the General Assembly must appoint a liquidator and draft a resolution dictating where the association's remaining assets should be allocated after all charges have been covered.

3. In the event of dissolution of the association or the discontinuation of the aforementioned privileged association goals, the remaining assets shall be employed for the common uses or charitable purposes as outlined in §§ 34ff BAO.

Vienna, 30th January 2019

Dr. Thomas Aigner, founder

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