



## **Bylaws of the Association "International Network for Terminology"**

Abbreviated: "TermNet®"

### **1 Name, Domicile and Scope**

- 1.1 The name of the Association is "International Network for Terminology", abbreviated "TermNet".
- 1.2 Its domicile is Vienna and its activities span all regions of the world.
- 1.3 TermNet's activities are not for profit according to paras. 34-47 of the Austrian Federal Fiscal Code.

### **2 Objectives**

TermNet is a non-profit association whose objectives include:

- 2.1 organizing co-operation in terminology work and terminology documentation among its Members;
- 2.2 promoting the preparation, recording and dissemination of terminologies, in particular in computerized form;
- 2.3 promoting the application of terminological methods and data as a basis for knowledge and technology transfer, especially to achieve more efficient utilization of economic, industrial, technical and scientific information;
- 2.4 organizing the preparation and publication of literature in the field of terminology;
- 2.5 promoting application-oriented terminology training;
- 2.6 implementing and promoting projects in accordance with the objectives of TermNet.

### **3 Means for Achieving the Objectives of TermNet**

- 3.1 The objectives of TermNet are to be achieved by the intellectual and financial means listed under 3.2 and 3.3.
- 3.2 Intellectual means include:
  - 3.2.1 issuing publications in accordance with the purpose of TermNet;
  - 3.2.2 disseminating terminological as well as related technical and scientific information;
  - 3.2.3 establishing and maintaining terminological documentation and archives;
  - 3.2.4 organizing lectures, meetings, seminars and excursions in accordance with the objectives of TermNet.
- 3.3 The necessary financial means are derived from:
  - 3.3.1 one-time admission fees;
  - 3.3.2 annual membership dues;
  - 3.3.3 proceeds and cost-recovery from research and development projects;
  - 3.3.4 proceeds and cost-recovery from publications;
  - 3.3.5 proceeds and cost-recovery from sponsored events;
  - 3.3.6 donations from foundations and other bodies.

### **4 Types of Membership**

- 4.1 The members of TermNet are either Regular Members or Sponsors.
- 4.2 Regular Members, who are also called TermNet Partners, are corporate bodies that participate actively in the work of TermNet. They may apply to the Executive Committee to be entrusted with TermNet duties and functions, which shall be precisely defined according to professional and/or geographic criteria.
- 4.3 TermNet Sponsors are individuals or corporate bodies that support the objectives of TermNet through financial means or services in kind.

### **5 Admission to Membership**

- 5.1 Regular membership is open to corporate bodies. Membership as Sponsors is open to individuals or corporate bodies.
- 5.2 The admission of TermNet Members is decided on by the Executive Committee.
- 5.3 Prior to the incorporation of the Association the provisional admission to membership shall be carried out by the Founding Committee. Such provisional membership shall become operative only at the time of incorporation of the Association.

### **6 Termination of Membership**

- 6.1 Membership is terminated by dissolution of status as a corporate entity, death, voluntary resignation from membership, or by a declaration of exclusion by the TermNet Executive Committee.
- 6.2 Resignation from membership becomes effective only on December 31 of each year. The TermNet Secretariat must be informed in writing of the Member's intention to withdraw at least three months prior to the end of each calendar year. If notification is given any later, the resignation from membership will not become legally effective until December 31 of the following year.
- 6.3 Upon termination of membership, any publications, databases, etc., that were loaned to the Member by TermNet are to be returned.

## 7 Rights and Duties of Members

According to the Austrian Association Act, the Members have the following rights and duties:

- 7.1 All Members of TermNet are entitled to participate in the events organized by TermNet and to use the facilities of TermNet (e.g. library, databases, etc.).
- 7.2 The delegates named by the Regular Members of TermNet have the right to participate in the TermNet Assembly; they have the right to vote and to be elected. TermNet Sponsors can participate personally in the TermNet Assembly or can appoint delegates to participate, but they do not have the right to vote. The Executive Committee is entitled to extend the right to be elected to a TermNet Sponsor.
- 7.3 All Members are obliged to promote the interests of TermNet to the best of their ability and to abstain from any activity that might be detrimental to the reputation or purpose of TermNet. They shall abide by the TermNet Bylaws and the decisions of its executive bodies. The Members are obliged to pay the admission fee and the annual membership dues by January 31 of each year, the amount of which is determined annually by the TermNet Board. The President can resolve to absolve a Sponsor of the requirement to pay the membership fee for any given year.
- 7.4 An extraordinary TermNet Assembly has to be convened within four weeks upon the decision of the Executive Committee or the General Assembly, upon a written request submitted by at least a tenth of regular Members or at the request of the Auditors.

## 8 TermNet Executive Bodies

TermNet shall have the following executive bodies:

- the TermNet Assembly;
- the TermNet Board;
- the Executive Committee;
- the Auditors;
- the Board of Arbitration.

## 9 The TermNet Assembly

- 9.1 The TermNet Assembly is the Members' assembly as defined by the Austrian Association Act. It consists of the Regular Members and Sponsors of TermNet, each Member being represented by one delegate.
- 9.2 The TermNet Assembly is convened annually by the Executive Committee.
- 9.3 At least half the Members of TermNet must be present or represented by proxy at the TermNet Assembly to constitute a quorum; this requirement may be waived if the notice of the TermNet Assembly is delivered to the Members at least three months prior to the meeting date together with the agenda and if this legal consequence is clearly stated in the notice.
- 9.4 The TermNet Assembly has the power:
  - to elect and remove the members of the TermNet Board;
  - to elect the two Auditors and to approve their report;
  - to decide on the financial statement and on the proposed budget, the report on TermNet activities and the Auditors' report;
  - to decide on the dissolution of TermNet.
- 9.5 Unless otherwise stipulated in these Bylaws, decisions require a majority of the votes cast. If a Member is unable to attend the TermNet Assembly, he/she may transfer his/her vote to another Member in writing; however, a Member shall not cast a proxy vote on behalf of more than two Members.

## 10 The TermNet Board

- 10.1 The TermNet Board is composed of at least seven and no more than fourteen members elected by the TermNet Assembly. The TermNet Board is convened as needed by the President.
- 10.2 The TermNet Board meets in ordinary sessions at least once a year and in extraordinary sessions whenever either half of the members of the TermNet Board or the President requests it.
- 10.3 Attendance by at least five members of the TermNet Board constitutes a quorum. Decisions are made by a simple majority vote. In the event of a tie, the Chairman casts the deciding vote. If a member of the TermNet Board is unable to attend a meeting of the TermNet Board, he/she may transfer his/her vote to another member in writing; however, a member shall not cast a proxy vote on behalf of more than two members.
- 10.4 If an elected member of the TermNet Board leaves for whatever reason, the TermNet Board has the right to appoint another eligible member in his/her place. Appointed members have to be confirmed by vote during the next TermNet Assembly.
- 10.5 The TermNet Board has the power:
  - 10.5.1 to elect the members of the Executive Committee;
  - 10.5.2 to decide on the working programme;
  - 10.5.3 to approve or disapprove of the proposed budget and the financial statement;
  - 10.5.4 to convene working groups;
  - 10.5.5 to determine the admission fee and the annual membership dues;
  - 10.5.6 to deliberate on specific topics upon the request of the Executive Committee.
- 10.6 The term of the TermNet Board is three years.

## 11 The Executive Committee

The Association is governed by the Executive Committee which is the policy-making organ according to the Austrian Association Act 2002.

- 11.1 The Executive Committee is composed of at least three and no more than five members, elected by the TermNet Board.
- 11.2 The Executive Committee elects from its members a President, a First Vice-President and a Second Vice-President.
- 11.3 The Executive Committee is convened by the President as required; at least four TermNet Members must be present or represented by proxy at the Executive Committee to constitute a quorum. Decisions of the Executive Committee are taken by a simple majority vote. In the event of a tie, the Chairman casts the deciding vote. If a member of the Executive Committee is not able to attend a meeting of the Executive Committee, he/she may transfer his/her vote to another member in writing; however, a member shall not cast a proxy vote on behalf of more than two members.
- 11.4 Appointed members of the Executive Committee must be confirmed by vote during the next Meeting of the TermNet Board.
- 11.5 The Executive Committee performs all the functions which have not been assigned, by virtue of the Bylaws, to another organ of the Association. It has above all the following powers and duties:
  - 11.5.1 to convene the TermNet Board and the TermNet Assembly;
  - 11.5.2 to accept and expel Members;
  - 11.5.3 to prepare the financial statement;
  - 11.5.4 to prepare the proposed annual budget;
  - 11.5.5 to prepare the working programme and the report on the activities of TermNet;
  - 11.5.6 to administer the assets of TermNet;
  - 11.5.7 to appoint the Executive Secretary;
  - 11.5.8 to supervise the Secretariat;
  - 11.5.9 to appoint and dismiss employees of TermNet;
- 11.6 The term of the Executive Committee is three years.

## 12 The TermNet Secretariat

The Secretariat is headed by the Executive Secretary who is appointed by the Executive Committee. He/she is responsible for the day-to-day transactions of TermNet in accordance with the instructions of the Executive Committee.

For the day-to-day transactions, he/she is authorized to sign checks, contracts and other legal documents alone; in important matters or whenever a financial obligation exceeds an amount stipulated by the TermNet Board, he/she signs such items jointly with the President or a deputy of the President in accordance with paragraph 13.3.

In the absence of the President and of the Vice-Presidents, the Executive Secretary represents TermNet vis-à-vis third parties. He/she gives also administrative support to the executive bodies of TermNet. The Secretariat consists of an appropriate number of staff that is either employed by TermNet or delegated or financially supported by TermNet Members.

## 13 Special Functions of Individual Members of the TermNet Board

- 13.1 The President, or, in the event that he/she is prevented from doing so, the Vice-President, officially represents TermNet.
- 13.2 The President chairs the TermNet Assembly, the TermNet Board and the Executive Committee.
- 13.3 In the event that the President is prevented from discharging his/her duties, his/her function is taken over in the first instance by the First Vice-President and, failing that, by the Second Vice-President. The further order of succession is determined by the Executive Committee.

## 14 Auditors

The TermNet Assembly elects two Auditors for a term of office of two years. Re-election is possible. The two Auditors examine the annual financial statement and report annually to the TermNet Board and the TermNet Assembly on the results of their audit. The Auditors may not be members of the Executive Committee.

## 15 Board of Arbitration

- 15.1 In all disputes arising from TermNet membership, final decisions are made by a Board of Arbitration consisting of three Members. Each party to the dispute delegates a Member and the two of them jointly choose a third Member as arbitrator. The Board of Arbitration decides by simple majority vote.
- 15.2 In case of controversy, the German version of these Bylaws, as deposited with the Austrian Registry for Associations, applies.

## 16 Amendments to the Bylaws

Any amendment to these Bylaws is possible only at an extraordinary TermNet Assembly that meets the following requirements:

- the invitation to the TermNet Assembly specifically includes this agenda item and is issued in due time as stipulated in paragraph 9.3;
- the decision is supported by at least two thirds of the Members of TermNet present in person or represented by proxy.

#### 17 Dissolution of TermNet

- 17.1 A voluntary dissolution of the Association may only be resolved by an extraordinary TermNet Assembly convened specifically for that purpose and only by a two-thirds majority of the valid votes cast.
- 17.2 This Assembly has also to decide on the liquidation of TermNet in case of existing assets. In particular, the Assembly has to appoint a liquidator, and to decide to whom this liquidator - after discharging the debts of the Association – shall distribute the remaining assets.
- 17.3 In the event of dissolution or in case its non-profit status ceases, the remaining assets must be transferred to an organization, which pursues the same or similar objectives as TermNet. In any case, they have to be used for non-profit-making purposes as defined in the Federal Fiscal Code (BAO §§34ff).
- 17.4 The last Executive Committee must notify in writing the competent Public Security Authority of the voluntary dissolution within four weeks. It has also to announce the voluntary dissolution within the same delay in an official bulletin.