

# **Statutes of the Association Working Group on Automated Deduction in Geometry in accordance with the Austrian Association Act 2002**

Version as of June 5, 2025

## **§ 1: Name, Seat, and Area of Activity**

- (1) The association is named "Working Group on Automated Deduction in Geometry".
- (2) It is based in Linz, and operates internationally.
- (3) The establishment of branch associations is not intended.

## **§ 2: Purpose**

The association, whose activities are not aimed at generating profit, aims to promote science and technology in the field of computer supported reasoning in geometry by:

- a. Representing the interests of those involved in research and teaching,
- b. Promoting knowledge and application of algorithms and software for automated geometric reasoning,
- c. Developing and expanding the subject area.

A key objective of the association is to organize the ADG (Automated Deduction in Geometry) Conference.

The Working Group on Automated Deduction in Geometry is an independent, politically neutral, non-profit professional association.

## **§ 3: Means to Achieve the Association's Purpose**

- (1) The purpose of the association shall be achieved through the non-material and material resources specified in paragraphs 2 and 3.
- (2) Non-material resources include:
  - a. Organizing the ADG Conference to showcase and demonstrate software tools at the intersection between geometry and automatic deduction,
  - b. Conducting and supporting relevant research,
  - c. Creating and maintaining information websites on the internet,
  - d. Producing and exchanging scientific papers,
  - e. Developing and expanding an information and communication network,
  - f. Promoting relationships with universities, research institutions, and similar organizations worldwide,
  - g. Conducting efficient public relations to inform and advise interested parties.

- (3) The necessary material resources shall be raised through:
1. Admission fees and membership contributions,
  2. Donations,
  3. Collections,
  4. Gifts,
  5. Legacies,
  6. Subsidies and grants from public authorities,
  7. Support from private individuals and enterprises,
  8. Proceeds from events and association-owned enterprises.

#### **§ 4: Types of Membership**

- (1) The association members are divided into regular, extraordinary, and honorary members.
- (2) Regular members are those who fully participate in the association's activities by:
- a. Contributing to the development and promotion of research projects and initiatives,
  - b. Actively engaging in and contributing to events organized by the association,
  - c. Assisting in organizing and conducting events,
  - d. Participating in decision-making processes by attending general assemblies and voting on key issues
  - e. Collaborating on the creation and dissemination of academic papers, software tools, and educational materials,
  - f. Serving on committees or working groups that focus on specific projects or objectives within the association.
- (3) Extraordinary members are those who primarily support the association through financial contributions and other material means of support. Honorary members are individuals who are appointed for special services to the association.

#### **§ 5: Acquisition of Membership**

- (1) Membership in the association is open to all natural persons involved in "in all related fields in mathematics, computer science, and education, as well as legal entities and partnerships that actively promote the interests of research and teaching.
- (2) Membership in the association is open to individuals and entities worldwide. There are no geographical restrictions, and members do not need to be residents or citizens of Austria.
- (3) The board decides on the admission of regular and extraordinary members. Admission may be refused without providing reasons.
- (4) Until the association is established, the preliminary admission of regular and extraordinary members shall be carried out by the founders, or, in the case of an already appointed board, by the board. This membership becomes effective upon the establishment of the association. If a board is appointed after the association's

establishment, the founders will handle the (definitive) admission of regular and extraordinary members until then.

- (5) Honorary membership is conferred upon the proposal of the board by the general assembly.

## **§ 6: Termination of Membership**

- (1) Membership expires through death, in the case of legal entities and partnerships, through loss of legal personality, by voluntary resignation, and by expulsion.
- (2) Resignation can only take place on December 31<sup>st</sup> of each year. It must be submitted to the board in writing at least three months in advance. If notice is delayed, it becomes effective on the next possible resignation date. The postmark date is decisive for timeliness.
- (3) The board may expel a member if they are more than six months in arrears with membership fee payments despite two written reminders and an appropriate grace period. The obligation to pay overdue membership fees remains unaffected.
- (4) The board may also revoke honorary members from the association for gross violation of other membership obligations or dishonorable behavior.
- (5) The expulsion of regular or extraordinary membership may be decided by the general assembly upon the board's proposal for the reasons mentioned in paragraph 4.

## **§ 7: Rights and Obligations of Members**

- (1) Members are entitled to participate in all association events and to use the association's facilities. Only regular and honorary members have voting rights in the general assembly, as well as the right to vote and stand for election.
- (2) Each member is entitled to request the association's statutes from the board.
- (3) At least one-tenth of the members may request the board to convene a general assembly.
- (4) The board must inform the members about the association's activities and financial conduct at each general assembly. If at least one-tenth of the members request it, stating reasons, the board must provide such information to the concerned members within four weeks.
- (5) Members must be informed by the board about the audited financial statement (financial report). If this occurs at the general assembly, the auditors must be involved.
- (6) Members are obliged to promote the association's interests to the best of their ability and refrain from anything that could harm the association's reputation and purpose. They must adhere to the association's statutes and the resolutions of the association's organs. Regular and extraordinary members are obligated to pay the admission fee and membership contributions on time, as determined by the general assembly.

## **§ 8: Association Organs**

The association's organs are the general assembly (§§ 9 and 10), the board (§§ 11 to 13), the auditors (§ 14), and the arbitration court (§ 15).

## **§ 9: General Assembly**

- (1) The general assembly is the "member assembly" in the sense of the Austrian Association Act 2002. An ordinary general assembly is held every two years.
- (2) An extraordinary general assembly shall be held:
  - a. By resolution of the board or the ordinary general assembly,
  - b. Upon written request by at least one-tenth of the members,
  - c. At the request of the auditors (§ 21 para. 5 first sentence Association Law),
  - d. By resolution of the/an auditor (§ 21 para. 5 second sentence Association Law, § 11 para. 2 third sentence of these statutes),
  - e. By resolution of a court-appointed curator (§ 11 para. 2 last sentence of these statutes) within four weeks.
- (3) All members must be invited to both ordinary and extraordinary general assemblies at least two weeks before the date, in writing, or by e-mail (to the e-mail address provided by the member). The convening of the general assembly must include the agenda. The invitation is issued by the board (para. 1 and para. 2 lit. a – c), by the/an auditor (para. 2 lit. d), or by a court-appointed curator (para. 2 lit. e).
- (4) Motions to the general assembly must be submitted to the board in writing, by fax, or by e-mail at least three days before the general assembly, ensuring that at least one of the board members is directly contacted.
- (5) Valid resolutions—except those concerning a request for the convening of an extraordinary general assembly—may only be adopted on items listed on the agenda.
- (6) All members are entitled to participate in the general assembly. Only regular and honorary members are entitled to vote. Each member has one vote. Proxy voting is permitted through written authorization.
- (7) The general assembly is quorate regardless of the number of members present.
- (8) Elections and resolutions in the general assembly are generally passed by a simple majority of valid votes cast. However, resolutions amending the association's statutes or dissolving the association require a qualified majority of two-thirds of the valid votes cast.
- (9) General assemblies may be held in person or via video conference, allowing members to participate remotely. The method of the assembly, whether in person or online, will be communicated to all members in advance.

The chair of the general assembly is held by the chairperson or, in their absence, by their deputy. If both are absent, the oldest board member present shall chair the meeting.

## **§ 10: Tasks of the General Assembly**

The general assembly is responsible for the following tasks:

1. The general assembly reviews and approves the board's activity reports, financial statements, and the association's budget.
2. The general assembly elects the board members and has the authority to dismiss them as per § 11.
3. The general assembly recognizes the ADG Conference as a key activity of the association. It provides oversight by reviewing and approving the plans for the conference, ensuring they align with the association's goals and objectives.
4. The general assembly acknowledges membership to the ADG Conference Steering Committee defined by the ADG bylaws.
5. The general assembly is responsible for ensuring that all activities related to the ADG Conference are conducted in accordance with the ADG bylaws.
6. The general assembly reviews reports on the ADG Conference, including its outcomes and financial performance, to ensure it effectively promotes the association's goals in the field of automated deduction in geometry.
7. Any significant proposals or changes to the ADG Conference, such as its format, frequency, or strategic direction, must be approved by the general assembly to ensure alignment with the association's objectives.
8. Determination of the amount of the admission fee and membership contributions for regular and extraordinary members;
9. Awarding of honorary membership.
10. The general assembly has the authority to amend the association's statutes.
11. The general assembly can decide on the dissolution of the association.

## **§ 11: Board**

- (1) The board consists of six members: chairperson and deputy, secretary and deputy, treasurer and deputy. The board members will be primarily drawn from the steering committee of the ADG Conference. If the steering committee does not have six eligible members to fill these positions, other members of the association may be considered to fill the remaining positions. Moreover, while appointing these members, it is essential to ensure that the association's independence is preserved, and all decisions are made in the best interest of the association as a whole.
- (2) The board is elected by the general assembly. If a member of the board leaves, the board has the right to co-opt another eligible member, which must be confirmed at the next general assembly. If the board ceases to exist or cannot function for an extended period without replacement, each auditor must immediately convene an extraordinary general assembly to elect a new board. If the auditors are also unable to act, any regular member recognizing the emergency must promptly apply to the competent court to appoint a curator, who shall immediately convene an extraordinary general assembly.
- (3) The board's term of office is two years (aligned with the interval between ordinary general assemblies according to § 9 para. 1). If the re-election does not occur in time, the board's term is extended until a new board is elected. Re-election is possible. Each function on the board must be exercised personally.

- (4) The board is convened in writing, by e-mail, or orally by the chairperson or, if unavailable, by their deputy. If the deputy is also unavailable for an extended period, any other board member may convene the board.
- (5) The board has a quorum when all members have been invited, and at least half of them are present.
- (6) The board passes its resolutions by a simple majority of the valid votes cast; in case of a tie, the chairperson's vote, or in their absence, that of their deputy, decides.
- (7) The chairperson chairs the board meeting; if absent, their deputy chairs the meeting. If both are absent, the oldest board member present or a board member chosen by the remaining board members present shall chair the meeting.
- (8) Except for death and the expiry of the term of office, the office of a board member ends with dismissal (§ 11 para. 9) and resignation (§ 11 para. 10).
- (9) The general assembly may dismiss the entire board or individual board members at any time. The dismissal takes effect with the appointment of the new board or board member.
- (10) Board members may resign at any time in writing. The resignation is to be addressed to the board; in case of the entire board's resignation, to the general assembly. The resignation becomes effective only upon election or co-opting (§ 11 para. 2) of a successor.

## **§ 12: Tasks of the Board**

The board is responsible for managing the association. It is the "management body" in the sense of the Austrian Association Act 2002. It is responsible for all tasks not assigned to another organ of the association by the statutes. Its scope of tasks includes:

- (1) Setting up an accounting system that meets the association's requirements, with ongoing recording of income/expenditures and maintaining a list of assets as minimum standards;
- (2) Preparation of the annual budget, the activity report, and the financial statement;
- (3) Preparing and convening the general assembly in cases according to § 9 para. 1 and para. 2 lit. a – c of these statutes;
- (4) Informing the association's members about the association's activities, financial conduct, and audited financial statements;
- (5) Administration of the association's assets;
- (6) Admission and expulsion of regular and extraordinary association members;
- (7) Employment and dismissal of employees of the association;
- (8) Organization of the ADG Conference

## **§ 13: Special Responsibilities of Individual Board Members**

- (1) The chairperson is the highest official of the association. They represent the association, particularly externally, against authorities and third parties. They chair the general assembly and board meetings. In case of imminent danger, the chairperson is

authorized to independently issue orders on behalf of the board under their own responsibility. These require subsequent approval by the competent association organ.

- (2) The secretary is responsible for keeping the minutes of the general assembly and board meetings.
- (3) The treasurer is responsible for proper financial management.
- (4) In the absence of the chairperson, the deputy assumes their responsibilities. The same applies to other board members concerning their deputies.

## **§ 14: Auditors**

- (1) Two auditors are elected by the general assembly for a term of two years. Re-election is possible. The auditors may not belong to any organ – with the exception of the general assembly – whose activities are the subject of the audit.
- (2) The auditors are responsible for the ongoing control of the financial conduct and the review of the financial statements. They must report the results of the audit to the general assembly.
- (3) The board must provide the auditors with all necessary documents and information. The auditors must report to the board any identified irregularities in financial conduct.
- (4) The auditors must request the convening of an extraordinary general assembly if the board is unable to take action for an extended period or if significant deficiencies are found in financial conduct.
- (5) The auditors may participate in board meetings with an advisory role.
- (6) Apart from death and the expiry of the term of office, the office of an auditor ends with dismissal (§ 14 para. 7) and resignation (§ 14 para. 8).
- (7) The general assembly may dismiss the auditors at any time. The dismissal takes effect with the appointment of the new auditors.
- (8) Auditors may resign at any time in writing. The resignation is to be addressed to the board; in case of the entire board's resignation, to the general assembly. The resignation becomes effective only upon election or co-opting (§ 11 para. 2) of a successor.

## **§ 15: Arbitration Court**

- (1) To settle all disputes arising within the association, an arbitration court is established. It is an "arbitration body" in the sense of the Austrian Association Act 2002 and not a court of arbitration according to §§ 577 et seq. Civil Procedure.
- (2) The arbitration court consists of three regular members of the association. It is formed in such a way that one party to the dispute names one member as an arbitrator in writing to the board. Upon request by the board within seven days, the other party to the dispute must also name a member as an arbitrator within fourteen days. After being informed by the board within seven days, the arbitrators named shall elect a third regular member as chair of the arbitration court within another fourteen days. In the event of a tie, the decision is made by lot among the proposed persons. The

members of the arbitration court must not belong to any organ – with the exception of the general assembly – whose activities are the subject of the dispute.

- (3) The arbitration court makes its decision by majority vote after granting both parties a hearing. Its decisions are final within the association.

## **§ 16: Voluntary Dissolution of the Association**

- (1) The voluntary dissolution of the association can only be resolved in a general assembly convened for this purpose and requires a two-thirds majority of the valid votes cast.
- (2) The general assembly must also decide on the association's assets if there are any. Specifically, it must appoint a liquidator and decide to whom the liquidator should transfer the remaining association assets after covering the liabilities. These assets should, as far as possible and permitted, be transferred to an organization pursuing similar purposes as this association or be used for social welfare purposes.
- (3) The latest board of the association must notify the competent association authority in writing of the voluntary dissolution within four weeks of the resolution being passed.