

## **STATUTE**

**"TRANSROMANICA – The Romanesque Routes of European Heritage e.V."**

### **Preamble**

Five European regions (the German states of Saxony-Anhalt and Thuringia, the province of Modena/Italy, the state of Carinthia/Austria, and Slovenia) have joined together under a project for building a Romanesque network in Europe, which is subsidized by the European Union. The project aims at presenting the joint Romanesque heritage as a meaningful element of European culture and a motive for tourist marketing. Well-targeted marketing and gentle development of cultural tourism are meant to ensure the upkeep of buildings, and access by the public.

After the establishment of the project "TRANSROMANICA – Romanesque Roads in Europe" in 2003, it is now time to extend the existing network and find new partners. All regions and/or organizations involved in preserving and publicizing the Romanesque heritage in their regions, promoting cultural tourism, and seeking a transnational exchange of ideas are welcome.

With a view to gaining recognition as a "Major European Cultural Route" from the Council of Europe, joint measures are to be adopted, which promote the overall concept and help form a European identity. The Society as described hereafter is established to implement these transnational activities and to ensure the continued existence of the emerging network "TRANSROMANICA – Romanesque Roads in Europe".

## I. Name, registered office, purpose of the Society

### Art. 1 Name

1. The name of the Society is "TRANSROMANICA – The Romanesque Routes of European Heritage".
2. The Society is to be entered in the German register of societies, after which it will have "e. V." added to its name.

### Art. 2 Registered office

1. The registered office of the Society is in Magdeburg (Germany).
2. The Society is established for an indefinite period.
3. The business year shall be identical to the calendar year.

### Art. 3 Purpose of the Society

1. TRANSROMANICA is an international non-profit organization for supporting and fostering Europe's Romanesque cultural heritage. Its aim is to study the Romanesque heritage in the participating regions, to make aware of this heritage, make it accessible and to convey it to a general public, and to use Romanesque heritage for cultural purposes. In addition, the Society supports efforts to preserve these buildings.
2. It is of particular interest to the Society, in keeping with its purpose and the concept of international networks, to coordinate, promote and develop
  - I. the further growth and improvement of the TRANSROMANICA network,
  - II. sensitive tourist valorisation designed to protect monuments,
  - III. public access to Romanesque buildings,
  - IV. technical training and further education for members and their staff/volunteers,
  - V. the study and revival of traditional products
  - VI. identity-building steps taken in the regions involved, and voluntary work,
  - VII. cultural events and art projects, which emphasize the specific character of historical buildings while protecting them as monuments,
  - VIII. publicity for the network and individual buildings, general information and lobbying to cover the Romanesque/medieval periods in all types of publications, conferences,

press releases, participation in trade fairs, and the use of the new media, and

IX. thematic education for children, young persons and adults.

These aims will be put into practice by providing purpose-tied funds.

3. To achieve its objectives, the Society works closely together with a variety of European institutions, government ministries, specialized agencies, tourist marketing organizations of the regions involved, and other non-profit institutions and organizations supporting its work.

**Art. 4 Non-profit-making character**

1. The Society exclusively and directly pursues non-profit, tax-privileged purposes within the meaning of the tax code.
2. The Society's work is unselfish; it does not primarily pursue the aim of economic viability.
3. Society funds may only be used in conformity with the statute. No person may benefit from expenditure that is alien to the purpose of the society.
4. Members of the Society's organs do unpaid work. The members must not receive financial contribution from society funds. Expenses, and particularly travel costs, may be reimbursed in the amount of verifiable costs.
5. Unless provided for otherwise by the law on benefits, any surplus from the annual financial statement shall be carried over to the following business year.

**II. Members**

**Art. 5 Membership**

1. The Society shall consist of

- a) full members,
- b) sponsoring members, and
- c) honorary members.

2. Full members are:

- a) organizations under public and private law, which represent a grouping of Romanesque buildings in a geographic region;
- b) tourist organizations which represent at least five Romanesque buildings; and
- c) Representatives of organizations which stand for individual buildings.

3. Sponsoring members may include any natural or legal person under public or private law wishing to support the Society's work in non-material or financial ways.

4. At the proposal of the executive committee, the general assembly of members may appoint natural persons honorary members who have made a particular contribution towards the Society and its work.

For membership under 1. a) and b), applications in writing should be made to the executive committee. Admissions of new members shall be decided by the general assembly of members. Scientific advisory board elaborates suggestion for criteria and selection process for new member sites/ networks. The executive committee shall determine the selection criteria and process.

#### **Art. 6 Termination of membership**

1. Membership shall end as a result of:
  - a) death;
  - b) loss of legal capacity;
  - c) dissolution of the legal person of the member organization;
  - d) a letter of resignation to be addressed to a member of the executive committee, subject to three months notice at the end of the year.
2. The general assembly of members may resolve to expel a member from the Society if
  - a) the member has failed to pay membership dues twice, or
  - b) grossly and repeatedly contravened the Society's aims and statute.
3. Prior to expulsion, the member concerned shall be given an opportunity to make a statement. Reasons for an expulsion shall be sent to a member in writing.
4. The member concerned may file a written complaint against expulsion with the executive committee within one month. In such a case the next general assembly of members will decide the case. If a member does not make a statement within the time allowed, this shall be construed as approval of expulsion.
5. Members who leave the Society shall not be entitled to the reimbursement of membership dues and donations paid towards the Society's purpose.

This shall apply without prejudice to claims the Society may have regarding outstanding membership dues, or any other claims.

### **Art. 7 Membership dues**

1. Full members shall pay membership dues. No dues or contributions shall be collected from honorary and sponsoring members.
2. The amount of dues and time for payment shall be determined by the general assembly of members. Membership dues may be scaled in keeping with criteria such as the member's economic performance or the importance of the Romanesque heritage sites represented.

## **III. Organizational structure of the Society**

### **Art. 8 Organs of the Society**

1. Organs of the Society are:
  - a) the general assembly of members,
  - b) the executive committee,
  - c) the scientific advisory board.
2. Members serving on these organs shall conduct the business of the Society in an impartial manner and treat as confidential any internal business or transaction that comes to their knowledge.

### **Art. 9 General assembly of members**

1. The general assembly of members shall be convened by the chairperson of the executive committee, or his/her deputy, when required, but at least once a year as an annual general meeting. The place, time, and agenda of the general assembly of members shall be determined by the executive committee.
2. The executive committee shall be obliged to convene an extraordinary general assembly of members if at least one third of the members make a written request to this effect giving reasons.
3. Motions to be dealt with at a general assembly of members should reach the executive committee no later than two weeks before the date of the meeting (by e-mail, fax or letter). The general assembly of members shall decide on the admission of motions received later or tabled at the meeting.
4. The general assembly of members shall have the following functions and rights in particular:
  - a) Approval of the annual report
  - b) Receipt of the audit report
  - c) Approval of the annual financial statement
  - d) Discharge of the executive committee
  - e) Passing resolutions on statute amendments
  - f) Election/recall of members of the executive committee and scientific advisory board members

- g) Appointment of honorary members
  - h) Approval of rules on the payment of membership dues
  - i) Adoption of the budget and staffing schedule
  - j) Identifying the contents of the Society's work
  - k) Monitoring the activities of other organs
  - l) Election of two cash auditors for a period of two years
  - m) Selection of public accountants
  - n) Deciding on admissions pursuant to Art. 5 and expulsions pursuant to Art. 6 (2)
  - o) Passing resolutions with regard to motions
  - p) Passing a resolution on the dissolution of the Society
  - q) Confirmation of scientific advisory board members
5. General assemblies of members shall be convened in writing, complete with an agenda, by the chairperson or deputy four weeks prior to the date of the meeting (by e-mail, fax or letter). For serious reasons, the executive committee may shorten the notice for the meeting to two weeks but shall make express reference to the shortening in the invitation.
6. Minutes of the meeting shall be drawn up in English and German language and signed by the chairperson and the secretary. The minutes shall contain the following information:
- a. number of members present who are entitled to vote,
  - b. subjects dealt with,
  - c. resolutions passed, and
  - d. ballots held with ballot and election results.

**Art. 10            Voting rights in the general assembly of members**

1. Every full member is entitled to vote in a general assembly of members and may not be represented by another voting member. A network is represented by five votes and a single site by one vote. Corporations shall be represented by a delegate.
2. Regardless of the number of full members present, a general assembly of members shall have a quorum if a proper invitation has been made. Unless otherwise provided for in this Statute, it shall pass resolutions with a simple majority of the full members present. If votes are divided equally, a motion shall be regarded as defeated.
3. In elections and when passing other resolutions, a secret ballot shall be held if requested.
4. As a matter of principle, the general assembly of members shall not be public. The chairperson may admit non-members on application.
5. The general assembly of members shall be presided over by the chairperson or, if he/she is prevented, by the deputy chairperson.

**Art. 11        Executive committee**

1. The executive committee consists of:
  - a) the chairperson,
  - b) the deputy chairperson,
  - c) the treasurer and
  - d) up to three other members who are full members pursuant to Art. 5 para. 2;
  - e) a member in an advisory capacity to be delegated by the scientific advisory board, and
  - f) a representative of the TRANSROMANICA secretariat.
2. The executive committee consists of the chairperson, deputy chairperson and treasurer, all of whom individually represent the Society in and out of court. In internal arrangements, the deputy chairperson shall take action only if the chairperson is prevented. The prevention need not be proven.
3. Members of the executive committee shall be elected for a period of two years and may be reelected. If a member of the executive committee retires early, the executive committee shall appoint a temporary member. The term of a specially elected member of the executive committee shall end with that of the executive committee as a whole.
4. Executive committee meetings shall be convened and chaired by the chairperson or deputy at least once a year giving three weeks notice. At the written request of at least three executive committee members, an executive committee meeting shall be convened within a period of two weeks.
5. The executive committee shall have a quorum if at least three of its members are present, including one authorized member. Unless provided for otherwise in the Statute, the executive committee shall make decisions with a majority of its members who are present. In the event of an equal division of votes, the casting vote shall be that of the chairperson or deputy chairperson. The executive committee may also pass resolutions in a written procedure. Minutes of executive committee meetings should be drawn up, which also list resolutions passed in writing in the meantime.

**Art. 12        Duties of the executive committee**

1. These include
  - a) managing the Society as provided for in this Statute. The executive committee shall recommend contents for the Society's work to the general assembly of members. Individual cases where no amicable solution can be found shall be referred to the general assembly of members for a decision.
  - b) preparing the budget and monitoring financial management.
2. The executive committee shall decide on the allocation of duties to its members and may adopt rules of procedure.
3. The executive committee may invite representatives of other institutions and participating regions at any time.

4. The executive committee shall make decisions on all matters which are not reserved for the general assembly of members.
5. The executive committee shall be accountable to the general assembly of members for the appropriate use of funds.

**Art. 13        Scientific advisory board**

The scientific advisory board shall consist of at least five members who are engaged in scientific/research work in keeping with the Society's purpose (full advisory board members). Members of the advisory board shall be appointed by the executive committee.

**Art. 14        Duties and procedures of the scientific advisory board**

1. The scientific advisory board shall
  - a) advise the executive committee;
  - b) propose projects involving scientific research, publication and documentation and/or implement such projects on its own with the consent of the executive committee;
  - c) foster contacts with representatives of the relevant sciences in Europe
2. The scientific advisory board shall delegate one of its members to the executive committee.
3. The scientific advisory board may appoint researchers from both home and abroad as associate (extraordinary) members of Scientific Committee.
4. The scientific advisory board shall adopt rules of procedure to be approved by the executive committee.

**Art. 15        Board of curators**

The board of curators shall support the Society's work and consists of public figures, appointed by the executive committee, who are active in politics, business, education, and community life and whose work is connected with the TRANSROMANICA project.

**Art. 16        Conduct of business**

1. To deal with regular business, the executive committee may employ a managing director and extra staff who may work full or part time.
2. The managing director shall be accountable to the executive committee and attend its meetings in an advisory capacity. He is the Society's special representative and conducts regular business after consulting with the executive committee. The latter may define the scope of representation in greater detail.

## **IV. Finance, dissolution**

### **Art. 17      Financial resources**

1. The Society's financing is based on dues and revenue from holding events, giving talks and lectures, writing expert opinions, publishing literature, and receiving donations as well as project-tied funds for specific activities to serve the purpose of the Society.
2. Revenue from holding events, giving talks and lectures, writing expert opinions, publishing literature, etc. shall be used for the purpose of the Society.
3. Grants from government agencies and social institutions meant to promote activities of the Society, which are in the public interest, may be used exclusively for this work.

### **Art. 18      Cash auditors**

1. Cash auditors shall be elected by the general assembly of members for a period of two years.
2. Cash auditors may not be members of the executive committee.
3. The cash auditors shall audit the Society's cash including books and records both factually and arithmetically at least once per business year and then prepare a written report for the executive committee.
4. The cash auditors shall prepare an audit report for the general assembly of members and apply for the discharge of the treasurer and the other members of the executive committee provided cash management has been found correct.

### **Art. 19      Amendments of the Statute**

1. Members shall be informed of any proposed amendments no later than two weeks before the date of a general assembly of members. Any amendment shall be an item on the agenda.
2. To amend the Statute, a resolution has to be passed by the general assembly of members with a majority of three quarters of the valid votes cast.

### **Art. 20      Dissolution of the Society/Society funds**

1. The Society may only be dissolved by a general assembly of members convened for this purpose. A resolution for the dissolution of the Society has to be approved by at least two thirds of all members. If less than two thirds of the members are present, a new general assembly of members shall be convened within a month, which may decide to dissolve the Society with a two-thirds majority regardless of the number of members present. This should be expressly pointed out in the invitation.

2. Resolutions regarding the future use of Society funds may only be implemented after permission has been given by the competent tax office.
3. In case of dissolution of society or in the event that the purposes of the society are no longer eligible for tax relief, the society's property shall be passed to the Ministry of Regional Development and Transport of Saxony-Anhalt, which has to use it directly and exclusively for the purposes given in Art. 3 of this statute.

**Art. 21 Working languages**

The working languages of the Society shall be English.

**Art. 22 Linguistic equality**

Persons and functions/titles contained in this Statute shall be construed to have both a female and male meaning.

**Art. 23 Severability clause**

If individual provisions of this Statute become invalid, such invalidation of such provisions shall not invalidate the other provisions of this Statute.

**Art. 24 Legal venue**

The legal venue for any dispute arising from the Statute and from membership shall be the registered office of the Society.

**Art. 25 Coming into force of the Statute**

The above Statute was adopted at the inaugural meeting held on 9.11.2007.

**Founding members' signatures:**

**Organization:** \_\_\_\_\_

Name: \_\_\_\_\_ Signature: \_\_\_\_\_

**Organization:** \_\_\_\_\_

Name: \_\_\_\_\_ Signature: \_\_\_\_\_