

Constitution

of the association

Europäische Route der Backsteingotik e.V.
(„European Route of Brick Gothic“)

English translation of original

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Seat:

Europäische Route der Backsteingotik e.V.

Littenstrasse 10

D-10179 Berlin

Tel: +49 30 2061325-59

Fax: +49 30 2061325-1

E-Mail: info@eurob.org

www.eurob.org

Constitution

Section 1 Name, domicile, financial year

1. The association's name is

"Europäische Route der Backsteingotik" (European Route of Brick Gothic),

which is to be entered into the Register of Associations. Following registration, the extension "e.V." [registered association] will be added to the name.

2. The association is domiciled in Berlin.
3. The association's financial year is the calendar year.

Section 2 Purpose and mission of the association

1. The purpose and mission of the association is the promotion of the arts and culture as well as science, education and communications and understanding among nations.
2. The purpose stated in the constitution is realised, in particular, by way of the following measures:
 - a) Maintenance and improvement of a "European Route of Brick Gothic" as an international organisation based on cultural history.
 - b) Recording and documentation of architectural monuments that represent the Brick Gothic style of the late Middle Ages along the "European Route of Brick Gothic".
 - c) Representation of the history and development of European Brick Gothic and its context in terms of architectural, art and cultural history.
 - d) Representation in text and image of local, regional and cross-border examples of Brick Gothic within a comprehensive historical context.
 - e) Presentation of the "European Route of Brick Gothic" and its monuments to the European public.
 - f) Realisation of information events as well as measures and projects regarding European Brick Gothic from a cultural-historical point of view.
 - g) Planning and realisation of further education for members and those interested in European Brick Gothic.

- h) Implementation of local, regional and international publications, presentations and events for the purposes of information on the "European Route of Brick Gothic" as well as inclusion of local citizens and actors.
- i) Preparation and distribution of information material as well as qualification of electronic media regarding European Brick Gothic.

Section 3 Non-profit status

1. The association pursues exclusively and directly non-profit purposes as defined under the section on "Tax-Privileged Purposes" of the Tax Code.
2. The association pursues not-for-profit activities; it does not pursue as its primary objective any purposes related to its own business.
3. The funds of the association shall be used only for the purposes defined under its constitution. Members do not share in the profits and do not receive any other payments from the funds of the association. No person shall benefit from expenditure that is outside the purposes of the association or from any disproportionate compensation.
4. In the event that the association is wound up or in the event that tax-privileged purposes do not apply any longer, the assets of the association shall be distributed equally among such members as are recognised as being non-profit in order to appropriate such assets for tax-privileged purposes under Section 2 of the constitution. Upon the winding-up or liquidation of the association and/or upon the loss of its original purpose, any decisions regarding the future use of the assets of the association shall be subject to the prior approval of the tax authorities.

Section 4 Membership

1. Membership is subject to a member's support for the purpose and mission of the association.
2. Ordinary members of the association can be local or regional authorities as well as organizations and institutions performing activities that refer to the municipal or regional level. Ordinary members are accepted on the basis of an application made by the managing board. If the managing board rejects such application, such application shall be put to the general meeting for a vote at the request of the applicant.
3. Membership is terminated
 - a) By the death of a member, in terms of corporate bodies by their expiry;
 - b) By a winding-up order issued against a member;

- c) By a member's leaving the association;
 - d) By a member's being excluded from the association.
4. A member can leave the association by giving written notice to the managing board. Such notice of leaving the association shall be effective as of the end of a calendar year and shall be subject to a notice period of one month. For fulfilling the deadline, it is sufficient that the notice is received by a member of the Managing Board in due time.
 5. A member can be excluded by decision of the general meeting if such member continues to be in arrears on membership dues despite two reminders. Such decision to exclude a member shall be taken no sooner than two months after the second reminder was sent out and if the outstanding dues have not been paid yet. The member shall be notified of his exclusion in writing.
 6. A member who has contravened the interests of the associations by gross negligence may be excluded by a decision of the general meeting by a majority vote of two-thirds of all members present. Prior to such vote, the member shall be given a reasonable period of time to defend himself personally or in writing. A written statement by the member concerned shall be read at the general meeting. Exclusion of the member takes effect with the decision made. In case the member was not present in the decisive meeting, it is to be notified of its exclusion immediately by the Managing Board.
 7. In addition, individual persons and corporate bodies as well as other experts in their fields who wish to promote the purpose of the association may join as sponsoring members. Sponsoring members do not have a vote in the general meeting and will not be counted towards quorums. They shall be subject to the aforementioned provisions and rules.

Section 5 Membership dues

Ordinary members and sponsoring members shall be subject to membership dues. The amount of the annual dues and the due date for payment shall be determined by the general meeting by way of an order for membership dues.

Section 6 Bodies of the association

1. The bodies of the association are:
 - a) General meeting
 - b) Managing board

- c) Advisory committee and
 - d) executive manager.
2. By decision of the general meeting, an advisory committee may be set up.
 3. In addition, technical committees may be set up.

Section 7 General meeting

1. Once a year the general meeting is convened in the second quarter of each year.
2. Ordinary and sponsoring members are accepted to participate in the general meeting.
3. At the general meeting each ordinary member has the right to speak, bring a motion and vote. Each sponsoring member has the right to speak. The right to vote may be exercised in writing. Each member may be represented by an authorized representative who also is permitted to vote. The written authorization needs to be shown to the head of the meeting in the beginning.
4. In particular, the general meeting shall be responsible for the following:
 - a) Approval of the budget prepared by the managing board for the current financial year;
 - b) Presentation of the annual report of the managing board;
 - c) Discharge of the managing board;
 - d) Setting the amount of the annual membership dues;
 - e) Election and dismissal of members of the managing board;
 - f) Decision on the establishment of an advisory committee, election and dismissal of its members;
 - g) Election and dismissal of the executive manager;
 - h) Election of the auditors and presentation of the auditor's report;
 - i) Votes on the activities of the association;
 - j) Changes of the Constitution;
 - k) Decisions on motions of applicants rejected by the Managing Board;
 - l) Liquidation of the association;
 - m) Decision on association dealings of a size of more than 15,000 Euro.
5. The general meeting shall be convened by the managing board at least three weeks prior to the date of the general meeting. The convocation shall state the venue and

time, the agenda and any written applications before the managing board. Such three-week period shall be deemed met if the letter of convocation is mailed in time. Such letter of convocation to the member shall be sent to the most recent address that the association has on file for such member. The letter of convocation may also be sent by email. In the event of dispute, the managing board shall provide proof of the convocation having been sent. The agenda shall be set by the managing board. The venue should be a place where a member maintains his domicile.

6. The managing board may convene an extraordinary general meeting at any time. Such a meeting shall be called within two months if this is in the interest of the association or if such meeting is demanded by a fifth of all members by written notice to the managing board stating the purpose of the motion for a resolution. The period for sending out the convocation shall be fourteen days. Para. 4, sentences 3, 4, 5, 6 and 8 shall apply accordingly.
7. The general meeting shall be presided over by the chairman or a deputy chairman if the chairman is unable to attend. If none of these persons is available, the meeting will appoint a chairman. The minute-taker will be elected by the general meeting on the basis of a motion by the chairman.
8. The general meeting is not public. The chairman may allow guests to attend. The admission of the press, radio and television shall be subject to a decision taken by the general meeting.
9. The general meeting shall have a quorum if it was convened properly.
10. The general meeting generally adopts resolutions by a majority of the valid votes cast. Abstentions will be ignored. Changes to the constitution shall require an absolute majority of the number of members; the winding-up of the association shall be subject to a vote of four-fifths. Changes to the purpose and mission of the association shall require the consent of all members. Members who are unable to attend the general meeting may vote by correspondence. The type of vote shall be determined by the chairman of the general meeting. A vote shall be in writing if one third of the voting members present make such request. Elections shall be conducted in writing.
11. The resolutions adopted by the general meeting shall be recorded in the minutes which the chairman and minute-taker shall sign. The minutes shall contain the following information: Venue and time of the meeting, identity of the chairman and the minute-taker, the number of members present, the agenda, the individual vote results and the mode of voting.

Section 8 Managing board

1. The managing board of the association shall consist of five members, the chairman and the 1st, 2nd, 3rd and 4th deputy chairman.
2. The members of the board shall be elected by the general meeting for a term of three years from the date on which they are elected; they will, however, remain in office until a new board has been elected. If a member resigns from the board during his term of office, the next general meeting will elect a replacement member for the remainder of the regular term of such member.
3. The chairman, in case of prevention his deputy chairman, shall represent the association juridically and extrajudicially.
4. The board generally takes decisions at board meetings, which are convened by the chairman with a notice period of seven days. The board is deemed to have a quorum if more than half of all board members are present and if all board members have been invited properly. Decisions are carried by a majority of the valid votes cast. The Board meetings are chaired by the chairman, in the event of inability to attend, it will be chaired by the higher-ranking deputy chairman. In the event of a tie, the chairman shall have the casting vote. The decisions taken by the board shall be recorded in the minutes which shall be signed by the chairman. The minutes shall contain the following information: Time and place of the board meeting, the members present, the agenda, the various vote results and the mode of voting. A board decision may be taken by correspondence if all board members consent to such provision.
5. The board shall be responsible for all matters of the association unless the constitution confers responsibility upon another body of the association. The board's main tasks are:
 - Planning and co-ordination of activities
 - Preparation of general meeting and setting of the agenda
 - Convocation of the general meeting
 - Execution of the resolutions taken by the general meeting
 - Consideration and revision of the recommendations given by the advisory committee
 - Preparation of a budget for each financial year; accounting, preparation of the annual report
 - Nomination of an executive manager
 - Entering into and terminating agreements of all types
 - Votes on acceptance of new members.
6. In case of planned dealings of a size of more than 15,000 Euro each by the Managing Board, a decision of the general meeting is required.

Section 9 Advisory committee

1. The general meeting may decide to establish an advisory committee.
2. The general meeting elects the members of the advisory committee from among the sponsoring and ordinary members, who are natural persons and/or proxies and agents of ordinary members. Each members needs to be elected separately. The advisory committee shall comprise at least five but not more than twelve members. If a member of the advisory committee ceases to function in his previous capacity with respect to such member as was instrumental in his nomination as member of the advisory committee, or if the member whose proxy or agent serves as a member of the advisory committee leaves the association, such member shall cease to be a member of the advisory committee.
3. The advisory committee may advise the managing board on technical, economic and political matters.
4. The members of the advisory committee shall be elected by the general meeting for a term of three years from the date on which they are elected; however, they will remain in office until a new advisory committee has been elected. If a member resigns from the advisory committee during his term of office, the next general meeting will elect a replacement member for the remainder of the regular term of such member.
5. The members of the advisory committee elect a chairman and two deputy chairmen. The chairman or one of his deputies will chair the meetings of the advisory committee. The provisions under Section 7 para. 6 to 10 shall apply accordingly. In case all chairmen are not able to attend the meeting, the committee elects a head of the meeting.
6. The chairman convenes the meetings of the advisory committee.

Section 10 The Executive Manager (“Geschäftsführer”)

1. For the purpose of managing the tasks assigned to it, the managing board uses the services of an executive Manager.
2. The executive Manager does not have to be a natural person or a member of the association.
3. The executive manager shall be entitled to attend all the meetings of all the bodies of the association. The executive manager shall have a vote at the general meeting only if he is a member of the association.

4. The executive manager shall be elected by the general meeting for a term of two years from the date on which he is elected. However, he shall remain in office until such time as a successor has been elected.

Section 11 Technical committees

1. The managing board, the advisory committee or the general meeting may set up technical committees for specific tasks and purposes. Such technical committees shall advise the bodies of the association on special issues.
2. Such technical committees may also include external experts. The members of a technical committee shall remain in office for a maximum of three years. Technical committees may be renewed.

Section 12 Audits

1. The general meeting elects two auditors from among the proxies and agents of members for the duration of one financial year. Only such members shall be eligible as are not members of the managing board or the advisory committee.
2. The auditors shall review the accounts annually upon expiry of the financial year and in time prior to the date of the general meeting; they shall report to the general meeting and make a motion that the board be discharged.
3. The auditors shall be given access to the accounts of the association upon request and at any time.

Section 13 Appropriation of association funds and assets

In the event of the winding-up of the association or the loss of tax-privileged purposes, the assets shall be transferred to a corporation under public law or another tax-privileged corporation, so that the assets can be used for the promotion of the arts and culture as well as science, education and communications and understanding among nations. Decisions on the future use of the assets shall be subject to the approval of the tax authorities.

Section 14 Orders of the court of registration and the tax authorities

To such extent as the local court at which the register of associations is maintained voices concerns about parts of the constitution and thus objects to the registration of the association, or to such extent as the tax authorities refuse to approve the non-profit nature of the association due to concerns over such parts of the constitution, the managing board shall be entitled to remedy such situation by modifying the constitution. Such modifications of the constitution shall not require a vote of the general meeting. However, the purpose and mission of the association shall not be changed in the process.