



Articles of Association

I. Name, Registered Office, Purpose of the Association

§ 1 Name

1. The Association shall be named “Megalithic Routes” e.V. [Registered Association]. The Association is listed in the Register of Association with the reference number VR201020.

§ 2 Headquarters of the Association

1. The headquarters of the Association are in Oldenburg, Germany
2. It shall exist for an indefinite period of time.
3. The financial year shall correspond to the calendar year.

§ 3 Purpose of the Association

1. Megalithic Routes is an international non-profit association to promote and preserve megalithic culture.
The purpose of the Association shall be to explore and preserve megalithic sites in the respective partner regions, bring them to the general public’s attention and facilitate access to them. The Association shall also support activities to preserve megalithic constructions.
2. In accordance with its purpose and the principle of international networking, the Association shall support and develop:
 - a) the further growth and design of networking Megalithic Routes,
 - b) touristic valorisation that is sensitive to preserving historic monuments,
 - c) the professional qualification and training of its members and their staff or volunteers,
 - d) identity-building measures in the respective partner regions and encouraging voluntary work,
 - e) cultural events, art projects and digital formats, highlighting the unique character of the respective megalithic tombs in a way that is compatible with the preservation of historic monuments,
 - f) the publicity of the network and the megalithic tombs as well as general sustainable information and lobbying work promoting the subject of megalithic culture in a broad range of publications, conferences, press reports, presence at trade fairs and by using new types of media,
 - g) education targeted towards children, youth and adult learners related to the subject.



Fulfillment of this remit shall occur by raising and providing financial support for this specific purpose.

3. To achieve these aims, the Association shall cooperate closely with various European institutions as well as with governmental departments, specialised bodies and tourist marketing organisations within the respective regions and other non-profit organisations which align with the aims of the Association.

§ 4 Non-Profit Status

1. The Association shall solely and immediately pursue aims that are non-profit and tax-deductible in accordance with German financial law.
2. The Association shall act altruistically, not primarily serving its own economic interests.
3. The funds of the Association shall be used only for the aims set out in the Articles of Association. No person shall benefit from any form of expenditure that does not align to the purpose of the Association.
4. Members of the Association's bodies shall carry out their tasks on a voluntary basis. They are not permitted to receive any personal allowances from the funds of the Association. Expenses, in particular travel expenses, shall, however, be reimbursed up to the verified amount.
5. Any surplus in the annual statement of accounts is to be carried forward to the next financial year, provided no other allocation provisions have been made.

II. Members

§ 5 Membership

1. The Association is composed of:
 - a) ordinary members
 - b) supporting members
 - c) honorary members
2. Ordinary members are:
 - a) organisations under public and private law representing a grouping that bring megalithic constructions in a geographical region together;
 - b) tourist organisations representing those megalithic sites that have been scientifically documented.
 - c) representatives from organisations representing individual megalithic sites;



d) natural persons

3. A supporting member may be any natural and legal person under public and private law who wishes to support the Association's activities idealistically and financially.

4. The General Meeting may, upon proposal of the Board, confer honorary membership on natural persons who have rendered exceptional services to the Association and its remit.

Application for membership under 1. a) and b) shall be made in writing to the Board of the Association. The Board decides on the admission of new members. The Scientific Advisory Council prepares proposals for the criteria and the selection process regarding new membership locations or networks, and the Board decides on the selection criteria and the selection process.

§ 6 Termination of Membership

1. Membership shall be terminated upon:

a) death;

b) loss of legal capacity;

c) dissolution of the legal person of the member organization;

d) notification of withdrawal, which shall be addressed in writing to an authorised Board member. The period of notice shall be three months prior to the end of the year;

e) removal from the membership list by decision of the Board if the member has failed to pay two consecutive annual membership fees.

2. A member may be excluded from the Association by decision of the General Meeting for repeated and serious violation of the aims and the Articles of the Association.

3. Prior to exclusion, the member concerned shall have the opportunity to be heard. The exclusion decision shall be explained in writing and sent to the member.

4. The member concerned may appeal to the Board against the exclusion in writing within one month. In this case, the next available General Meeting shall make a decision on the exclusion. If the member does not make a statement within the said period, the exclusion shall be deemed to have been accepted by the member.

5. Membership fees shall be due until the point that membership lapses; there will be no proportionate refund upon withdrawal from the Association.



Claims of the Association on outstanding membership fees or other claims shall remain unaffected.

§ 7 Membership Fees

1. Ordinary members shall pay membership fees. Honorary members are exempted from membership fees.

2. The membership fee amount as well as the due date shall be determined in the Membership Fee Regulations by decision of the General Meeting. Payment of membership fees may be staggered according to objective criteria, e.g. the economic situation of a member or the significance of the megalithic site being represented.

III. Organisational Structure of the Association

§ 8 Bodies of the Association

1. The Association shall have the following bodies:

- a) the General Meeting
- b) the Board
- c) the Scientific Advisory Council

2. The members of the Association's bodies shall manage the business of the Association impartially and ensure confidentiality of internal business and organizational activities of which they have knowledge.

§ 9 General Meeting

1. The General Meeting shall be convened when necessary, but at least once a year, in the form of an Annual General Meeting, by the Chairperson of the Board or his or her deputy. The Board shall determine the place, time and agenda of the meeting.
2. The Board shall be obligated to convene an extraordinary General Meeting if this is requested in writing by at least one third of the members, stating their reasons. The General Meeting can also be held online or in hybrid form.
3. Motions for the General Meeting shall be submitted in writing (per mail or letter) to the Board up to two weeks prior to the date of the meeting. The General Meeting shall decide on the admission of motions received after this deadline or put forward at the General Meeting itself.
4. In particular, the General Meeting shall have the following duties and rights:
 - a) approval of the annual report



- b) acceptance of the audit report
 - c) approval of the annual statement of accounts
 - d) discharging the Board
 - e) decision on amendments to the Articles of Association
 - f) election and discharge of Board members and committee members
 - g) appointment of honorary members
 - h) approval of membership fee regulations
 - i) adoption of the budget and the staffing plan
 - j) content positioning of the Association
 - k) overseeing the activities of other bodies
 - l) election of two internal auditors for the period of three years
 - m) appointment of accountants
 - n) decision on the admission and exclusion of members
 - o) decision on motions
 - p) decision on the dissolution of the Association
 - q) appointment and confirmation of the members of the Scientific Advisory Council
5. The Chairperson or his or her deputy shall convene the General Meeting in writing, including the agenda (per mail or letter) and using the last address communicated to the Board, within a period of four weeks prior to the date of the meeting. The Board may reduce the deadline for invitations to two weeks on cogent grounds. Such grounds must be explicitly expressed in writing in the invitation.
6. Minutes shall be taken of the meeting in English and signed by the Chair and the Minute Taker of the meeting. The minutes shall include:
- a) the number of voting members present,
 - b) the items discussed,
 - c) the decisions reached,
 - d) the rounds of ballots taken and the voting and election results.

§ 10 Voting Rights at the General Meeting

1. Every ordinary member shall have the right to vote in the General Meeting. Voting by proxy is not permitted.
2. The General Meeting shall be quorate, irrespective of the number of ordinary members present, as long as they have been properly invited. The Meeting shall reach its decisions by a simple majority of ordinary members present, unless otherwise stated in the Articles of Association. In the event of a tied vote, a motion shall be



regarded as rejected.

3. In case of elections and other decisions, the vote shall be taken by secret ballot upon request.
4. The General Meeting shall not be open to the public in principle, but the Chair may admit guests upon request.
5. The General Meeting is conducted by the Chairperson or, if he or she is unable to attend, his or her deputy.

§ 11 Board

1. The Board shall consist of:
 - a. the Chairperson,
 - b. the Deputy Chairperson,
 - c. the Minute Taker and
 - d. the Treasurer.

No Board member shall be (or is) permitted to have the same nationality as another Board member. This does not apply to temporary Board members pursuant to § 3.3.

2. The Association shall be represented by two Board members (joint representation). They act as the legal representatives of the Association in court and out of court. The Deputy Chairperson is only entitled to act if the Chairperson is unable to attend. No explanation needs to be stated for the inability to attend.
3. Members of the Board shall be elected by the General Meeting for the period of three years. Reelection shall be permitted. If a Board member retires prematurely, then the Board appoints a temporary Board member. The term of office of a co-opted Board member ends at the start of the legislative period when the period of office of the entire Board expires
4. The meetings of the Board shall be convened and chaired by the Chairperson or his or her deputy at least once a year. The convening period shall be three weeks. Upon written application by at least three Board members, the meeting of the Board shall be convened within two weeks.
5. The Board shall be quorate if at least three of its members are present, including one authorised member. Decisions of the Board are – unless otherwise stated in the Articles of Association – reached by the majority of the members present. In the event of a tied vote, the Chairperson or his or her deputy shall have the casting vote. The Board may also reach decisions by correspondence (also per e-mail) if all Board members participate in the decision making. Minutes shall be taken of every Board meeting, including interim decisions taken in writing.



§ 12 Tasks of the Board

1. The Board shall be responsible for:
 - a. the direction of the Association in accordance with the Articles of Association. The Board suggests to the General Meeting the content positioning of the Association. If no mutually agreed solution is reached, the matter shall be referred to the General Meeting;
 - b. drawing up the budget and overseeing the financial management.
2. The Board may at any time invite representatives from other institutions and member regions.
3. The Board shall decide all matters which are not reserved at the General Meeting.
4. The Board shall be responsible to the General Meeting for the actual expenditure of funds.

§ 13 Scientific Advisory Council

The Scientific Advisory Council consists of at least five members, who act with scientific competence and in accordance with the purpose of the Association. The members of the Scientific Advisory Council are appointed by the Board. Only one member of the Scientific Advisory Council may be a Board member at the same time.

§ 14 Tasks and Activities of the Scientific Advisory Council

1. The Scientific Advisory Council
 - a. advises the Board;
 - b. initiates projects of scientific research, publication and documentation;
 - c. maintains contacts with experts from the relevant sciences in Europe.
2. The Scientific Advisory Council may co-opt scientists from home and abroad as corresponding (extraordinary) members

§ 15 Board of Trustees

The Board co-opts public figures from politics, the economy, education and society, whose professional activities are closely connected with the project "Megalithic Routes e.V.", to the Board of Trustees, which supports the Association's activities in an appropriate way.



§ 16 Management

1. For the management of current business, the Board may appoint a Secretary and employ further employees working on a full-time or part-time basis.
2. The Secretary shall be responsible to the Board and participate in Board meetings in an advisory capacity. He or she shall be the special representative of the Association and manage the current business in agreement with the Board. The scope of representation may be specified by the Board.

IV. Finance, Dissolution

§ 17 Financial Resources

1. The Association is financed by membership fees and proceeds from events, lectures, expert opinions, publications, gifts and donations as well as from project-related funds to conduct specific activities in accordance with the purpose of the Association.
2. Proceeds from events, lectures, expert opinions, publications, etc. will benefit the Association's purpose.
3. Subsidies by state and societal institutions to carry out non-profit tasks of the Association are used exclusively for this purpose.

§ 18 Auditors

1. The auditors shall be elected by the General Meeting for the period of three years.
2. The auditors may not be members of the Board.
3. The auditors shall examine the accounts of the Association, including the financial books and receipts, factually and arithmetically at least once in a financial year and submit a written report.
4. The auditors shall submit an audit report to the General Meeting and apply for the discharge of the treasurer and the other Board members, provided the accounts have been properly kept.

§ 19 Amendments to the Articles of Association

1. Motions for amendments to the Articles of Association shall be distributed to the members no later than two weeks prior to the date of a General Meeting. The amendment has to be an item on the agenda.



2. The Articles of Association may only be amended by decision of the General Meeting with a three-quarter majority of the valid votes cast.

§ 20 Dissolution of the Association, Transfer of Accumulated Assets of the Association

1. The dissolution of the Association may only be decided at a General Meeting convened for this purpose. At least two thirds of all members of the Association have to approve the decision to dissolve the Association. Unless at least two thirds of the members attend the meeting, a new General Meeting shall be convened within one month, which, regardless of the number of members present, may then decide the dissolution of the Association by a majority of two thirds of the votes of the members present. The invitation must explicitly point this out.
2. Decisions on the future use of the Association's assets shall only be taken after securing permission from the responsible tax authority.
3. In the event of the Association's dissolution or the discontinuation of its privileged tax status, the Association's assets shall pass to UNESCO, which shall use them directly and exclusively for the purpose specified in § 3 of these Articles of Association.

§ 21 Working Language

The working language of this Association shall be English.

§ 22 Severability Clause

Should any provisions of the Articles of Association become ineffective, the remaining provisions shall not be affected.

§ 23 The Coming Into Effect of the Articles of Association

The above Articles of Association were adopted at the General Meeting on April 3rd 2024.