

Internationales Sachsenymposium.
**Working group on the archaeology of the Saxons and their neighbouring peoples in
north-western Europe**

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International not-for-profit organisation
IVoG
Company number: 875072830

This English translation of the *Satzung* of the *Internationales Sachsenymposium* has been produced for guidance only. Any formal or legal use of the Constitution and Articles of the Society *must* refer to the German-language original.

ARTICLES OF ASSOCIATION

For easier legibility, only the masculine form is used for personal designations. However, it applies to all genders.

I. Name of the Association, registered office, address, purpose and objectives, activities, duration

Art. 1 - Name

The name of the international not-for-profit organisation is "Internationales Sachsenymposium. Scholarly Association for the Archaeology of the Saxons and their Neighbouring Peoples in North-western Europe. International not-for-profit organisation – IVoG", hereinafter referred to as "the Association".

The abbreviations "Internationales Sachsenymposium", "Sachsenymposium" or "ISS" are also permitted as working titles or call names.

This name must appear in all deeds, invoices, announcements, letters, orders, websites and other documents, whether in electronic form or not, originating from a legal entity, immediately before or after the words "International not-for-profit organisation/society" or with the abbreviation "IVoG", together with the following information: the exact location of the registered office of the legal entity, the company number, the term "Register of Legal Persons" or the abbreviation "RPR", a statement of the jurisdiction of the registered office of the legal entity and, where applicable, the e-mail address and website of the legal entity.

Art. 2 - Registered office

The seat of the Association is: Agentschap voor het Onroerend Erfgoed, Vlaamse Overheid, Havenlaan 88 bus 5, B-Brussels, in the Brussels-Capital Region.

The management may decide to transfer the registered office to any place in Belgium. This decision will be published in the annexes of the *Le Moniteur belge* and brought to the attention of the Federal Public Service Justice.

If the registered office of the Association is transferred to a location outside Belgium, the Association is automatically dissolved in accordance with Belgian law.

Art. 3 - Purpose and objective

a - Overall, the Association focuses upon the promotion of scientific objectives, scientific exchange and international cooperation.

b - In particular, the aims and purposes of the Association include scholarly events and the promotion of scientific and academic archaeological research into the groups known as Saxon (*saxones*) and their neighbours in north-western Europe, mainly in the period from the 1st to the 8th century AD. These aims also comprise scientific and academic archaeological research related to the principal theme, historically recorded migrations of populations and population groups in the north and north-west European region, and the historical and cultural relationships and interrelationships associated with them.

c - The Association achieves its objectives primarily through annual conferences or symposia, which constitute a regular forum for the presentation and discussion of research. Scientific publications on the theme of research may also be undertaken.

d - The Association may realise its purposes and objectives in any convenient place and at any convenient time and cooperate with Associations, societies, foundations, private and public organisations and institutes with related purposes and objectives.

e - In order to realise its purposes and objectives, the Association may use any available means of communication or medium.

In addition, the not-for-profit Association may develop all activities that contribute directly or indirectly to the realisation of its objective, including commercial and profit-making activities, the proceeds of which are always entirely committed to the realisation of its objectives. It may not directly or indirectly confer a financial benefit on the founders, members, directors or other persons, unless this is done for the altruistic purpose specified in the Articles of Association. Any transaction that violates this prohibition is null and void.

Art. 4 - Duration

The Association is established for an indefinite period and can be dissolved at any time.

II. The members: membership groups, admission, withdrawal, exclusion, register of members

Art. 5 - Membership

Only individual human beings can be members of the Association.

The Association consists of effective and affiliated members. The effective members form the "Coordinating Committee", whose meeting forms the General Meeting.

A meeting of the effective and affiliated members is called a "Members' Assembly".

The Coordinating Committee may appoint honorary members. Honorary members have no voting or election rights, but may participate in the Members' Assembly in an advisory capacity.

Effective members can be representatives of Belgium, Denmark, Germany, Finland, France, Great Britain, the Netherlands, Norway, Poland, Sweden and other countries.

The collected effective and affiliated members from a country is called a national group. A national group covers all members with the same legal nationality. However, a member whose nationality and long-term employment are different may be assigned to another national group. The Coordinating Committee decides on this assignment with the agreement of the two national groups involved. A minimum number of one effective member and a maximum number of four effective members shall be appointed per country. The effective membership is subject to an age-limit of 65. This limit becomes effective at the end of the following annual conference. New effective members are elected by the respective national groups by simple majority.

Art. 6 - Number of members

The exact number of effective members per country is determined by the Coordinating Committee by a simple majority vote.

The number of affiliated members per country is unlimited, but may not be less than two. They may be of any nationality.

Art. 7 - Admission

When the Association is founded, the Coordinating Committee acts as the first Members' Assembly.

New affiliated members are proposed to the Coordinating Committee by the respective national groups. The members of the respective national groups are free to nominate candidates for affiliate membership who demonstrate research activity in accordance with Art. 3 of these Articles of Association, irrespective of their gender, religion or belief, ideological conviction, ethnic origin or nationality, physical or mental disability, age or sexual orientation.

Nominations require at least five proposers and seconders who are effective or affiliated members. The nominations are submitted to the Chairman in writing by an effective member from the respective national group before the meeting of the Coordinating Committee with the signatures of proposers and seconders. The Chairman is obliged to put this nomination to a vote at the meeting of the Coordinating Committee. Admission as an affiliate member is by secret ballot of the Coordinating Committee and requires a simple majority.

A temporary invitation to the annual conference is in no way to be understood as admission to the body of affiliated members. However, membership is not required for the issuance of a temporary invitation to the annual conference.

Art. 8 - Rights and obligations of members

All members may inspect the membership register at the registered office of the Association. For this purpose, they submit a written request to the administrative office, with which they agree on a date and time for inspecting the register. This appointment cannot be postponed. In addition, all members have all the rights and obligations set out in the WVV' (Wetboek van Vennootschappen en Verenigingen / Code of Companies and Associations): <https://www.ejustice.just.fgov.be/eli/wet/2019/03/23/2019A40586/justel>

Art. 9 - Membership fee

The Coordinating Committee may set an annual contribution to be paid by the membership, but the amount of this contribution may not exceed EUR 2500.00.

The Coordinating Committee shall decide on the most suitable method of payment of the annual contributions, if any.

Art. 10 - Resignation and withdrawal of members.

Any member is free to leave the Association at any time by notifying the Coordinating Committee in writing.

Membership ends automatically upon the death of the member.

Art. 11 - Suspension of members

If a member acts contrary to the objectives of the Association, the Management Board may suspend membership until the Members' Assembly at which a decision is taken on the termination of membership.

Art. 12 - Exclusion of members

The exclusion of a member may only be imposed by the Coordinating Committee and with a majority of two-thirds of those present and those represented by proxy. Five years of uninterrupted absence from the annual conferences or symposia and a delay in payment of dues owed are grounds for the exclusion of a member. Exclusion shall be voted on by the Coordinating Committee.

The vote on the termination of a member's membership is secret.

The Chair or his deputy shall inform the member concerned of the decision to exclude them. This exclusion is only final after the member concerned has been heard in person or in writing by the Chair or his deputy and the Coordinating Committee has confirmed the exclusion in a new vote with a two-thirds majority of those present and represented. This second vote can also be organised in writing by the Chair or his deputy.

Art. 13 - Exclusion from rights to property of the IVoG

No member, including resigned or excluded members and legal successors of a deceased member, shall have any right to the property of the Association nor may claim reimbursement of any payment.

This exclusion of rights to the Association's property shall apply at all times: during membership, upon termination of membership for whatever reason, upon dissolution of the Association, etc.

Art. 14 - Membership register

The Coordinating Committee maintains a register of members that is accessible to members. This register contains members' surnames, first names and, if agreed, their place of residence, professional addresses or place of work and digital addresses.

The effective members are obliged and affiliated members are requested to inform the Coordinating Committee of the most suitable address for statutory notifications and invitations. The effective members are obliged to notify the Coordinating Committee as soon as possible of any changes of address of their private residence and their place of work.

Decisions to join, resign or exclude members must be registered within three months of the date on which the Coordinating Committee becomes aware of the decisions.

The membership register is maintained by the Association's Chairman and held at the Association's registered office. Every member has the right to inspect the register at any time. However, the Coordinating Committee may decide on the most suitable means of communication for inspection.

These data are stored in accordance with data protection legislation.

III General Meeting (Coordinating Committee)

Art. 15 - Composition of the General Meeting

The Coordinating Committee is made up of the effective members and acts as the General Meeting in accordance with the law and is the supreme body of the Association. The effective members represent the interests of the affiliated members of their respective national group.

The Management Board may invite other persons to the Coordinating Committee meeting at any time. These invitees have no voting or election rights and can only attend the meeting of the Coordinating Committee in an advisory capacity.

The term of office of the effective members is five years and begins after the election meeting. Their first term of office begins when the Association is founded. Re-election is possible without limitation.

The effective members exercise their mandate without remuneration.

Art. 16 - Powers of the General Meeting

In its capacity as the General Meeting, within the meaning of the law, the Coordinating Committee is responsible for

- the amendment of the Articles of Association
- the appointment and dismissal of the Management Board
- the approval of the budget and the annual financial statements
- the voluntary dissolution of the Association

- determining the number of members of the Coordinating Committee and their distribution by country
- the exclusion of a member
- special resolutions and authorisations
- the appointment of authorised representatives or employees in court, the definition of their mandate and their possible financial remuneration
- for everything that cannot be provided or undertaken by the group as a whole
- all other matters which may be required by law or the Articles of Association.

Art. 17 – Convening of the General Meeting

The General Meeting must convene at least once a year within six months of the end of the financial year.

The Management Board and the Coordinating Committee meet during the annual conference. This annual meeting is considered a General Meeting in the eyes of the law.

If a conference cannot take place due to unforeseen circumstances, the Chairman shall organise a written or digital consultation of the Coordinating Committee using the most suitable means of communication for this purpose. Such a written or digital consultation shall be deemed a General Meeting for the purposes of the law.

The Management Board is obliged to consult the Coordinating Committee if a quarter of the effective members request the Chairman to do so.

Art. 18 - Invitation and agenda of the General Assembly

The Chair is obliged to ensure that the meeting of the Coordinating Committee (General Meeting) can be scheduled in the conference programme of the Symposia (with at least 15 days' notice).

The effective members shall inform the Chair which address and which communication medium is best suited for the notifications or invitations provided for in the articles of Association. Taking into account the international nature of the Association and unavoidable difficulties in international communication networks or systems, the effective members recognise that the management shall act in good faith in the case of statutory notifications and calls to attend and that non-receipt of notifications or calls to attend shall not invalidate the resolutions of the Coordinating Committee.

If necessary, the Management Board may organise a vote in the Coordinating Committee in writing or using the most suitable means of communication. Besides the Coordinating Committee meeting during the annual conference, the Management Board may decide to consult the Coordinating Committee at any time and call for a vote.

Art. 19 - Quorum and voting

The Coordinating Committee is only quorate if at least half of the effective members are present or represented.

The Coordinating Committee passes its resolutions by an absolute majority of the effective members present or represented by proxy. In the event of a tie, the Chair or his deputy shall have the casting vote, unless a secret ballot is involved. In this case, the resolution is rejected.

A secret ballot is necessary if a majority of the effective members present and represented decide in favour of one. The election of members and the Chair shall be by secret ballot.

Effective members who are unable to attend the meeting are authorised to transfer their vote to any other member for the duration of the meeting. They must inform the Chair and the proxy member of this transfer in writing before the meeting. Each member present may be proxy for a maximum of two members who are not present.

If fewer than the required minimum number of members are present or represented at the first meeting, a second meeting may be convened. At this second meeting, the Coordinating Committee may effectively deliberate and adopt resolutions and amendments regardless of the number of members present or represented. The second meeting may not be held within 15 days of the first meeting.

Art. 20 - Conduct of the General Meeting

The Coordinating Committee is chaired by the Chair. In his absence, the Coordinating Committee is chaired by the Deputy Chair, in his absence by the most senior member of the Management Board and in his absence by the most senior member of the Coordinating Committee.

The members of the Management Board answer questions that are put to them verbally or in writing by the members before or during the meeting and that relate to the items on the agenda. They may refuse to answer questions in the interests of the Association if the disclosure of certain information or facts may cause damage to the Association or violates the confidentiality clause entered into by the Association.

Art. 21 - Minutes

The resolutions of the Coordinating Committee are recorded in the minutes of the meeting. The minutes are signed by the Chair and the Secretary and submitted for approval at the next meeting.

The minutes shall be sent to all effective members. The Coordinating Committee can decide on the communication medium that is best suited to disseminating the information to all members.

IV. Management and representation

Art. 22 - Composition of the Management Board

The Management Board is the administrative body of the Association and is composed of at least four and a maximum of six effective members. The Coordinating Committee decides on the exact number. The minimum number of four members includes a Chair, a Deputy Chair, a Secretary and a Treasurer. These are elected by secret ballot by an absolute majority from among the effective members present or represented by proxy on the Coordinating Committee. If none of the candidates receives an absolute majority in the first vote, the two candidates with the most votes are voted on again.

The first term of office of the Management Board begins with the foundation of the Association. Their term of office is five years and begins immediately after the election. Re-election is possible indefinitely.

Art. 23 - Co-option

If the seat of a member of the Management Board becomes vacant before the end of their term of office, the remaining members of the Management Board have the right to co-opt a new member of the Management Board. The next Coordinating Committee must confirm the mandate of the co-opted member of the Management Board. Upon confirmation, the co-opted member of the Management Board fulfils the mandate of his/her predecessor, unless the Coordinating Committee decides otherwise. If no confirmation takes place, the mandate of the co-opted member of the Management Board ends after the annual General Assembly, irrespective of the regularity of the composition of the management body up to this point in time.

Art. 24 - Powers of the Management Board

The Management Board acts as the administrative body of the Association. Its responsibilities include all powers that the law and Art. 16 of these Articles of Association do not expressly reserve for the Coordinating Committee as the General Meeting.

Art. 25 - Legal representation vis-à-vis third parties

With the exception of special resolutions or authorisations of the Coordinating Committee, all acts binding the Association towards third parties, as well as all powers and authorisations, shall be signed by the Chair or his deputy and the Secretary. The express prior authorisation of the Committee is not required.

The same applies to any appearance in court, or any other public authority, or proceedings.

The Coordinating Committee may delegate the day-to-day management of the Association, together with the right to sign on behalf of the Association, to at least two managing directors elected from among its effective members or to a third party whose powers and possible remuneration it shall determine. It may also delegate all special powers to all authorised representatives of its choice. The Coordinating Committee decides whether the authorised representatives can only act jointly or also individually.

Art. 26 - Disclosure obligations of the Management Board

The files relating to the appointment, dismissal and termination of the authorised representatives are communicated to the Federal Public Service Justice and published in the annexes of *Le Moniteur belge* (the Belgian Official Gazette) at the expense of the Association.

In any case, these documents must clearly state whether the persons representing the not-for-profit organisation hold these responsibilities individually, jointly or collectively, as well as the scope of their powers.

Art. 27 - Meeting of the Management Board

The Management Board shall meet once a year during the Symposium's annual conference, or as necessary if at least two members of the Management Board request a meeting of the Chair. The invitation is issued as part of the invitation to the Symposium's annual conference or is communicated using the most suitable communication medium.

The Management Board meeting is chaired by the Chair. In his absence, the Management Board is chaired by the Deputy Chair, and in his absence by the most senior member of the Management Board.

Outside the annual conference or symposium, the Chair may organise a consultation and/or vote of the Management Board in writing using the most suitable means of communication.

Art. 28 - Attendance quorum and voting

The Management Board can only pass resolutions if at least half of the members are present or represented or participate in the written discussion or vote. The Management Board decides by an absolute majority.

Art. 29 - Minutes of the meeting

All discussions and votes are recorded in minutes and must be reported to the Coordinating Committee at the annual conference.

Art. 30 - Conflict of interest

If the Management Board has to take a decision or decide on an operation falling within its remit in which one of its members has a direct or indirect interest of a financial nature that conflicts with the interests of the Association, the person concerned must inform the other members of the Management Board before the decision can be made. His declaration and explanation of the nature of this conflicting interest shall be included in the report of the Management Board. The Management Board is not authorised to delegate this decision. The member of the Management Board with a conflict of interest may neither participate in the Management Board's deliberations on these decisions or operations nor in the vote on them.

If the majority of the members of the Management Board present or represented by proxy have a conflict of interest, the resolution or operation is submitted to the General Meeting; if the General Meeting approves the resolution or operation, the Management Board may implement it.

This procedure shall not apply if the decisions of the Committee relate to ordinary transactions carried out under the conditions and against the securities normally available on the market for similar transactions.

Art. 31 - Termination of the mandate

The members of the Management Board lose their office in the event of death, exclusion or removal, loss of legal capacity, or resignation or termination of their mandate.

The removal of a member of the Management Board is possible if a two-thirds majority of the members of the Coordinating Committee present and represented decide to do so.

The removal is only confirmed after the member or members of the Management Board concerned have been heard by the Coordinating Committee. Following the dismissal or termination or resignation of a member of the Management Board, the Coordinating Committee shall elect a successor in a secret ballot by an absolute majority. This successor shall serve for the remainder of the period of the mandate of the removed or resigned member of the Management Board.

V. Executive powers

Art. 32 – Executive powers

Day-to-day business includes both actions and decisions that do not go beyond the needs of the day-to-day life of the Association, together with actions and decisions that do go beyond the needs of the day-to-day life of the Association but do not justify the intervention of the Committee due to their minor importance or their urgency.

The Management Board may not delegate the continuous management of the Association or the representation of the Association to one or more persons, insofar as the Management Board's business is concerned.

VI - Liability of the Management Board

Art. 33 - Liability of the members of the Management Board

The members of the Management Board (and all other persons who have had actual administrative authority in relation to the IVoG) are liable to the not-for-profit organisation for errors committed in the performance of their duties.

As the management is a collective body, it is jointly and severally liable for the decisions or omissions of this collective body.

The members of the Management Board do not enter into any personal obligation with regard to the Association's liabilities. Their liability is limited to the fulfilment of their mandate.

This liability, together with any other liability for damages arising from the GGV or other laws or regulations, as well as the liability for the debts of the legal entity pursuant to Articles XX.225 and XX.227 of the Code of Economic Law, is limited to the amounts specified in Article 2:57 of the GGV.

In order for the Association to be legally represented before third parties, all actions require a majority decision by the Management Board.

Legal proceedings, whether as plaintiff or defendant, are conducted on behalf of the Association by the Chair or a person authorised to do so on behalf of the Management Board.

VII The Members' Assembly

Art. 34

The Members' Assembly is made up of the effective and affiliated members and honorary members, if any. The effective and affiliated members can meet separately by national group or in joint meetings and discuss any of the problems of the Association.

In each national group of the Members' Assembly, the effective and affiliated members elect the effective members. Proposals per national group require a simple majority of the members present or represented.

The election is secret.

Time will be set aside in the conference programme for meetings of the respective national groups. If a National Group has an alternative possibility for organising its statutory affairs, it may decide not to hold a meeting during the meeting. However, if a member of a National

Group requests a meeting of his National Group during the meeting, it must take place before the meeting of the Coordinating Committee.

Newly admitted affiliated members will be given the right to vote at the next Members' Assembly.

The Chair or his deputy shall report to the affiliated members on the decisions of the Coordinating Committee during the annual Symposium in the form of an open meeting.

VIII. Accounting

Art. 35 - Financial year

The annual accounting period is from 1 July to 30 June.

Art. 36 - Accounting

The Treasurer is responsible for the bookkeeping, the management of the Association's treasury, the administration of income and expenditure, the preparation of tax returns and the handling of payment transactions. He reports to the Coordinating Committee on the financial situation and assets. All income and expenditure of the Association shall be reported in full and in an organised manner. Receipts or documents must be available for all these transactions. The Treasurer must provide information on the Association's assets in a separate list.

The accounts shall be kept in accordance with the provisions of the GGV and the relevant regulations for implementation. The Treasurer shall submit the annual accounts for the previous financial year and the budget for the following financial year to the Coordinating Committee for approval, no later than six months after the end of the financial year. After the Treasurer has rendered an account, the Coordinating Committee shall decide on the approval of the Treasurer.

This approval is only legally valid if the actual situation of the Association is not concealed by an omission or false statement in the annual financial statements and, with regard to transactions that are outside the law or in breach of the KKK, if these provisions are stated in the convening notice.

The annual financial statements are filed with the Registry of the Company Court within thirty days of approval by the Coordinating Committee.

IX. Amendment of the Articles of Association, dissolution

Art. 37 - Amendment of the Articles of Association

The Coordinating Committee decides on amendments to the Articles of Association. Amendments to the Articles of Association are only valid if the proposed amendments are expressly noted in the invitation to the Coordinating Committee and if at least two-thirds of the effective members are present or represented. An amendment resolution requires a two-thirds majority of those present.

However, if the amendment concerns the purpose or objective of the Association, it must be adopted by a four-fifths majority of the votes of the effective members present and

represented. Changes to the purpose and objectives are only possible in accordance with the provisions of the GGV.

Amendments to the articles of Association shall only come into force once they have been approved in accordance with the provisions of the GGV and after their publication in the annexes to *Le Moniteur belge*, in accordance with the provisions of the GGV.

Art. 38 - Dissolution

Subject to Art. 16 of these Articles of Association, the Coordinating Committee may decide to dissolve the Association. A resolution to dissolve the Association may only be passed if the subject of dissolution is expressly stated in the invitation to the Coordinating Committee and if at least two-thirds of the actual members are present or represented. A resolution to dissolve requires a four-fifths majority of the effective members present and represented.

Art. 39 - Purpose of the assets

In the event of the dissolution of the Association, the assets shall be used for a not-for-profit purpose to be decided by a majority vote of the Coordinating Committee. Dissolution is only possible once this decision has been finalised.

X. At the end

Art. 40 - Application of the law

In all cases not regulated by these Articles of Association, the provisions of the Code of Companies and Associations (CCA) and any (future) implementation regulations shall apply.