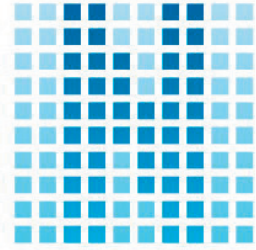


NESPOS



Neanderthal studies professional online service

NESPOS Society e.V.

Articles of the Society

Preamble

The abbreviation NESPOS stands for „Neanderthal Studies Professional Online Service“. It is a web-based, anglophone database about Neanderthals. It is the first world-wide database dealing with early history of humankind.

NESPOS allows for the first time the synchronous work on the globally distributed objects and provides completely new research opportunities. NESPOS reduces the direct physical contact with the precious originals like human fossils and artefacts made of organic material that has increased dramatically during the last years. Thus, it contributes essentially to the conservation of the world cultural heritage. In addition, NESPOS aims to support young researchers.

NESPOS has been developed during the project TNT (The Neanderthal Tools) as its scientific core. The TNT-Consortium decided to hand NESPOS over to the NESPOS Society e.V. in Mettmann after the end of the financing by the EU.

In the long run, NESPOS will broaden its research topics and will also include data on other periods of human evolution. The unique concept of NESPOS provides its users the possibility to be at the leading edge of the international research with low technical and financial investment.

Articles of the Society

§ 1 Name, Location, Accounting Year, Register of Associations

1. The society is called: „NESPOS Society e.V.“

After its foundation, the society will be enlisted in the register of associations at the county court of Mettmann.

The society is of public utility.

2. The office of the society is located in Mettmann.
3. The accounting year is equivalent with the calendar year.

§ 2 Purposes of the Society

1. The purpose of the society is the further development and maintenance as well as the ideal and material support of the international scientific database on Neanderthals and other humans from the Palaeolithic and Mesolithic, in order to provide this data for the scientific community.

In the long run, NESPOS will broaden its research topics and will also include data on other periods of human evolution.

The members of the NESPOS Society commit themselves to guarantee an open exchange of scientific information and data.

Thereby they respect the property rights of the objects in the database. They commit themselves not to pass data over to third parties without the permission of the owner of the data.

In addition, the society aims to cooperate with universities, museums and research institutions within its economic opportunities.

The society can participate in associations, federations and other activities as a member or partner if this serves its purpose and does not conflict with the non-profit status of the society.

2. The society pursues exclusively aims of public utility in the sense of No. 3 in section A of the Appendix 1 to § 48 section 2 of the „Einkommensteuer-Durchführungsverordnung“ included purposes, which are accepted as being especially eligible in the sense of § 10 b section 1 of the Income Tax Act.

The society is a non-profit organisation. It does not pursue its own economic interests.

The funds of the society can only be applied for purposes in accordance with the articles of the society. The society will not grant benefits to any person, which are not in accordance to its purposes, nor will it grant disproportionably high benefits to single persons.

The members do not receive benefits from the funds of the society.

Articles of the Society

§ 3 Membership

1. Members can be:

- a) physical persons,
- b) corporate bodies, especially legal persons of the private and public law,
- c) physical and/or legal persons as supporting members,
- d) honorary members.

to 1. a) Physical persons should be preferably researchers of the fields of archaeology, anthropology and adjacent disciplines.

to 1. b) Corporate members can be universities, university institutes, museums and other research institutes of archaeology, anthropology and adjacent fields.

to 1. c) Physical and/or corporate members can also become supporting members.

to 1. d) Physical and/or corporate members can also become honorary members.

2. The executive board decides on written applications.

3. The membership ends with:

- a) a written notice of resignation. The resignation has to be sent at least three month before the end of the accounting year.
- b) exclusion. The executive board can exclude a member for substantial reasons with a 4/5 majority. Substantial reasons are particularly:
 - i) - Severe violation of the membership commitment, especially the violation of property rights of the database content.
 - Passing data over to third parties without the permission of the owner of the data.
 - Production of physical copies of digital objects from the database by stereolithography without the permission of the owner of the data.
 - Not citing the NESPOS database in scientific publications that are based on data from NESPOS with the following reference:
„NESPOS Database/www.Nespos.com.“
 - Not uploading this scientific publication as a PDF-file to NESPOS, as far as the publisher does agree to the uploading.
 - ii) Violation of the interests of the society.
 - iii) Not paying the membership fee for more than three months and not within three month after the last reminder.

Articles of the Society

§ 4 Rights and Duties of the Members

1. The members have to contribute to the achievement of the aims of the society.
2. Data which have been transferred by a member to the public spaces or the administrative spaces of NESPOS remain in these spaces even if the member resigns from the NESPOS Society.
3. Offices in the society are honorary, unless the general meeting decides differently.
4. Travel costs that result from holding an office can be refunded.

§ 5 Organs of the Society

The organs of the society are:

1. The general members' meeting,
2. the executive board.

§ 6 General Members' Meeting

1. Ordinary and extraordinary general meetings are held. The general members' meeting takes place at least every fifth year.
2. The general members' meeting is called at least four weeks before by the president and his/her deputy, the secretary general. This is done by sending the agenda to the last known email-address of each member.

In the call, the location and the date are given.

3. An extraordinary general members' meeting is to be called, when
 - 40% of the physical and 20% of the corporate members have applied for it in written form and by providing the reason.
 - 35% of the corporate members have applied for it in written form and by providing the reason.
4. The general members' meeting is responsible for the following:
 - a) election of the members of the executive board,
 - b) discharge of the executive board,
 - c) determining the membership fees,
 - d) decisions about proposals that have been addressed to the general meeting,
 - e) decisions about changes of the articles,
 - f) liquidation of the society.

5. Proposals for the general meeting have to be submitted in written form to the president or the secretary general at least six weeks before the meeting.

Proposals for changes of the articles have to be submitted by 1st March to the president or the secretary general and have to be transmitted to the members at least one month before the general meeting and in the same way as the invitation to the general meeting.

6. a) Members according to § 3 1. a) - physical persons - have the right to speak and make proposals and have a single vote.
 - b) Members according to § 3 1. b) - corporate members - have the right to speak, make proposals and have two votes.
 - c) Supporting members according to § 3 1. c) and honorary members according to § 3 1. d) have the right to speak and make proposals but no vote.

Articles of the Society

7. The general members' meeting will be chaired by the President or by his deputy / secretary general.
8. The general meeting decides with simple majority, unless the law or the articles give different instructions.
9. The general meeting decides on changes of the articles with a 2/3 majority of the represented votes.
10. A member can be represented by another during the election, when a written authorisation exists, but a member can only represent a maximum of three other members.
11. The general members' meeting is quorate, if 25% of the corporate members are present or represented. It has the quorum as long as the lack of quorum has not been declared. The lack of quorum can be declared only immediately before voting.
12. If the lack of quorum has been declared before voting and the general members' meeting has been called therefore a second time without term and special announcement the general members' meeting is quorate regardless of the number of members attendant.
13. Each general members' meeting has to be recorded in written form. These minutes have to be signed by the president or his deputy / secretary general and by the recording clerk, which has been determined by the general members' meeting.

§ 7 Executive Board

1. The executive board consists of the president and his/her deputy the secretary general, as well as five additional members.
2. The executive board is elected for five years. The committee continues in office until a new election. Resigned board members can be elected again.
If a member of the executive board resigns before, the board elects a substitute for the remaining period.
3. The president and the secretary general are the legal agents in the sense of § 26 BGB and can each represent the society alone.
4. The meetings of the executive board can take place as online meetings.
5. The chairman of the board meetings is the president. He can mandate the secretary general to chair the meetings.
6. The executive board decides with simple majority. If there is no majority, the vote of the president is deciding. In the absence of the president the vote of the secretary general is deciding.

§ 8 Board of Trustees

1. The executive board can appoint a board of trustees that gives support and advice.
An essential role of the trustees is to be national correspondents of the NESPOS Society in their respective countries. The executive committee can determine a business rule for the board of trustees.
2. Suggestions for the appointment of trustees can be made by the members of the executive board and the board of trustees. The decision about the appointment is made by the executive board. The executive board can withdraw trustees after hearing the chairman of the board of trustees.
3. The board of trustees elects its chairman and his/her deputy from its midst. The period of office is 5 years.

Articles of the Society

4. The board of trustees may hold meetings. The meetings are called at least three weeks before by the chairman of the board of trustees and the secretary general. The meetings are quorate irrespective of the number of participants. The executive board has the right to determine subjects of the meeting and to ask questions to the board of trustees.
5. The meetings of the board of trustees are directed by its chairman and his deputy. If they cannot participate, the meeting is directed by the secretary general. The majority of the votes decide. If there is no majority, the vote of the chairman of the board of trustees is deciding.
6. All members of the executive board can participate in the meetings of the board of trustees and can contribute to the discussions and make proposals. The agendas of the meetings of the board of trustees should be sent to all members of the executive board.

§ 9 Fees

1. The earnings of the society consist of the annual member fees and donations.
2. The members are committed to pay an annual membership fee. There are different fees for physical, corporate, supporting and honorary members. The height of the membership fees and method of payment are determined by the general members' meeting with simple majority after the suggestions of the executive board.

§ 10 Disclaimer

1. The liability of the executive board is restricted to deliberate breach of duty and gross negligence.
2. A direct liability of the members of the society, especially the members of the executive board, for claims of damage is to be excluded.
3. The society is committed to indemnify the members of the executive board from any claims that are related to their work for the society, as long as these claims are not the result of a deliberate breach of duty or of a gross negligence.

§ 11 Liquidation of the Society

1. The liquidation of the society can only be decided by an extraordinary general members' meeting by a 4/5 majority of the represented votes. The general meeting is quorate if 3/4 of the votes are represented.
2. In the case of the liquidation of the society or the loss of its statutable purpose, the funds move to the „Stiftung Neanderthal Museum“ or another tax privileged corporation for the under § 2 of these articles mentioned eligible purposes of public utility according to No. 3 section A of appendix 1 to § 48 section 2 of the list of purposes that are especially eligible in the sense of § 10 b) Abs. 1 of the Income Tax Act.
3. The general meeting decides on the use of the society's property. Decisions of the future use of the property of the society can only be realised after the agreement of the tax office.

§ 12 Transitional Instructions/Commencement of the Articles

1. If parts of these articles are criticised by the register court, the executive board is allowed to change these in accordance with the suggestions of the register court.
2. These articles have been decided on 20th December 2005. They come into force at the time of the registration in the register of associations.