



Statutes

Association „Castle Road“

§ 1

NAME, REGISTERED OFFICE, AND SCOPE OF ACTIVITIES

(1)

The association bears the name “DIE SCHLÖSSERSTRASSE” (Castle Road) – Association for Regional Development.

(2)

Its registered office is located at 8353 Kapfenstein 105, and its activities extend to Austria, Slovenia, and other European countries.

(3)

There are no plans to establish branch associations.

§ 2

PURPOSE OF THE ASSOCIATION

(1)

The association, which is a nonprofit organization, aims to provide the most comprehensive support possible to all members of the Castle Road.

a)

To enhance the promotion of the region’s castles, fortresses, monasteries, and fortified estates in Eastern and Southern Styria, as well as in Southern and Central Burgenland, Slovenia, and other European countries.

b)

to enhance the preservation and promotion of archaeological and historical sites, townscapes, the preservation of traditions and customs, artistic and cultural achievements, economic and civilizational achievements, and current and future developments;

c)

the clearer identification and signage of access routes to and within the immediate vicinity of the Schloßerstraße, as well as of relevant exhibitions and special displays;

d)

the establishment of a dedicated information, education, and service center;



e)

the publication of materials about the Schlösserstraße;

f)

the presentation, maintenance, and enhancement of the castles, ruins, monuments, town centers, and the agricultural character of the region;

g)

the expansion of the range of relevant facilities and services in the region;

h)

the organization of events;

i)

the exchange of experiences, information, market monitoring, and consulting.

§ 3

MEANS OF ACHIEVING THE ASSOCIATION'S PURPOSE

(1)

The association's purpose shall be achieved through the intangible and tangible means listed in paragraphs 2 and 3.

(2)

The following serve as intangible means:

- Lectures and meetings
- Educational and social gatherings, discussion evenings
- Educational walks and guided tours
- Excursion programs and exchanges of experience with and among comparable institutions and regional development projects of a similar nature
- An information and service system to be established to showcase the attractions and services of individual members, community members, and municipalities in the region, notably the tourism associations and independent regional development organizations
- Establishment of an advisory board for various subject areas
- Conducting research on regional and local development
- Publication of printed materials, audio, and visual media
- Organization of symposia



-Creation of collections and establishment of specialized museums, etc.

(3)

The necessary financial resources shall be raised through:

- Registration fees and membership dues
- Donations and sponsorships
- Proceeds from events, the association's own ventures, and rights
- Collections and bequests for the association's purposes, as well as specifically designated contributions and grants awarded to develop and pursue the association's goals
- Subsidies, investment income, and other contributions

§ 4

TYPES OF MEMBERSHIP

(1)

The members of the Association are classified as full members, associate members, honorary members, and supporters.

(2)

Full members are those regional cultural institutions (natural and legal persons) that participate fully in the Association's work and possess a corresponding historical architectural asset—such as a palace, castle, or architectural ensemble—that is open to the public. These may also include municipalities and associations.

(3)

Associate membership is available to organizations that wish to support the goals and activities of the Schlösserstraße.

(4)

Honorary members are individuals appointed in recognition of special services rendered to the Association.

(5)

Natural and legal persons may become sponsors by paying a sponsorship fee. § 5

§ 5

ACQUISITION OF MEMBERSHIP



(1)

Natural persons, legal entities, and partnerships with legal capacity that wish to support the association's purpose may become members of the association.

(2)

The Executive Board decides on the admission of regular and associate members. Admission may be denied without stating reasons.

(3)

Honorary membership is granted by the General Assembly upon a recommendation by the Executive Board.

(4)

One automatically becomes a supporting member by paying the supporting membership fee for the respective year.

(5)

Prior to the Association's incorporation, members are admitted by the founding members. This membership becomes effective only upon the Association's incorporation.

§ 6

TERMINATION OF MEMBERSHIP

(1)

Membership terminates upon death; in the case of legal entities and partnerships with legal capacity, upon loss of legal personality; upon voluntary resignation; upon removal from the membership rolls; or upon expulsion.

(2)

Resignation may only take effect as of December 31 of each year. It must be notified to the Board of Directors in writing at least 3 months in advance. If the notice is submitted late, it shall not take effect until the next resignation date. The date of the postmark shall determine whether the notice was submitted on time.

(3)

The Board of Directors may remove a member if, despite two written reminders, the member is more than 12 months in arrears with the payment of membership dues. The obligation to pay the membership dues that have become due remains unaffected by this.

(4)

The Executive Board may order the expulsion of a member from the Association for gross violation of other membership obligations or for dishonorable conduct. An appeal against expulsion may be filed with the General Assembly; membership rights are suspended pending its decision.



(5)

The revocation of honorary membership may be decided by the General Assembly upon a motion by the Executive Board for the reasons specified in paragraph (4). § 6a

SUSPENSION OF MEMBERSHIP

(1)

A member may, for good cause, request the suspension of his or her membership for a period not exceeding three calendar years. In particular, the temporary cessation of an activity that was decisive for membership in the association at the time shall be considered a compelling reason. During the suspension, the member's rights and obligations are suspended. However, a suspended member retains the option to participate in the association's projects and activities upon contribution to the costs.

(2)

Suspension requires the prior approval of the Executive Board. A request for suspension must be submitted in writing to the Executive Board at least three months before the end of the preceding calendar year. In all other respects, the provisions of § 6(2) apply.

§ 7

RIGHTS AND DUTIES OF MEMBERS

(1)

Members are entitled to participate in all events organized by the Association and to use the Association's facilities. Only regular and honorary members have the right to vote at the General Assembly and the right to stand for election.

(2)

Every member is entitled to request a copy of the bylaws from the Board of Directors.

(3)

At least one-tenth of the members may request that the Board of Directors convene a General Assembly.

(4)

At every General Assembly, the Board of Directors must inform the members about the Association's activities and financial management. If at least one-tenth of the members so request, stating their reasons, the Board of Directors must also provide such information to the members in question within four weeks.

(5)



The Board of Directors must inform the members of the audited financial statements (accounting). If this takes place at the General Assembly, the auditors must be involved.

(6)

Members are obligated to promote the interests of the Association to the best of their ability and to refrain from any action that could harm the Association's reputation or undermine its purpose. They must comply with the Association's bylaws and the resolutions of the Association's governing bodies. Regular and associate members are obligated to pay the admission fee and membership dues on time in the amounts determined by the General Assembly.

(7)

The membership dues and admission fees shall be determined by the General Assembly.

§ 8

ASSOCIATION BODIES

The bodies of the Association are the General Assembly (Members' Meeting, §§ 9 and 10), the Executive Board (governing body, §§ 11 through 13), the Auditors (§ 14), and the Arbitration Tribunal (dispute resolution body, § 15). § 9

GENERAL MEETING

(1)

An annual general meeting shall be held each year within the first six months of the calendar year.

(2)

An extraordinary general meeting must be held within four weeks upon

- a) a resolution of the Executive Board or the annual general meeting,
- b) a written request from at least one-tenth of the members,
- c) a request by the auditors pursuant to § 21(5), first sentence, of the VerinsG,
- d) a resolution by the auditor(s) pursuant to § 11(2), third sentence,
- e) a resolution by a court-appointed curator pursuant to § 11(2), last sentence.

(3)

All members must be invited to both regular and special general meetings at least two weeks prior to the date of the meeting in writing, by fax, or by email. The general meeting must be convened with the agenda specified. The meeting shall be convened by the Executive Board



(subsections 1 and 2, items a–c), by the auditor(s) (subsection 2, item d), or by a court-appointed trustee (subsection 2, item e).

(4)

Motions for the General Meeting must be submitted to the Executive Board in writing, by fax, or by email at least three days before the date of the General Meeting.

(5)

Valid resolutions, with the exception of those concerning a motion to convene an extraordinary general meeting, may only be adopted in accordance with the agenda.

(6)

All members are entitled to attend the General Assembly. Only regular and honorary members are entitled to vote. Each member has one vote. Legal entities are represented by an authorized representative. The transfer of voting rights to another member by means of a written power of attorney is permitted.

(7)

The General Assembly has a quorum regardless of the number of members present.

(8)

Elections and the adoption of resolutions at the General Assembly are generally decided by a simple majority of the valid votes cast. However, resolutions to amend the Association's bylaws or to dissolve the Association require a qualified majority of two-thirds of the valid votes cast.

(9)

The General Assembly is presided over by the Chair; if the Chair is unable to attend, the Chair's deputy presides. If the deputy is also unable to attend, the oldest member of the Executive Board present presides.

§ 10

POWERS OF THE GENERAL MEETING

The following powers are reserved for the General Meeting:

a)

Adopting the proposed regular annual budget;

b)

Receiving and approving the report of the Executive Board and the auditors, in particular the statement of income and expenses, including the balance sheet;



c)

Granting discharge to the Executive Board and the auditors;

d)

Appointing and removing members of the Executive Board and the auditors;

e)

Setting the amount of the admission fee and membership dues for regular and associate members;

f)

Granting and revoking honorary membership;

g)

Deciding on appeals against expulsions from membership;

h)

To adopt resolutions regarding amendments to the bylaws and the voluntary dissolution of the association;

i)

To discuss and adopt resolutions regarding other matters on the agenda.

§ 11

THE EXECUTIVE BOARD

(1)

The Executive Board consists of the Chair and Vice Chair, the Secretary and Vice Secretary, and the Treasurer and Vice Treasurer. In addition, there are advisory board members who assist the Executive Board in an advisory capacity. Two advisory board members from Slovenia are also elected to the Executive Board to represent the interests of the Slovenian members. For other European countries, two representatives from each country are elected to the Advisory Board.

(2)

The Executive Board is elected by the General Assembly. If an elected member resigns, the Executive Board has the right to co-opt another eligible member to replace them, subject to subsequent approval at the next General Assembly. If the Executive Board ceases to function entirely—or for an unforeseeably long period—without being able to replenish its membership through co-optation, each auditor is obligated to immediately convene an



extraordinary General Assembly for the purpose of electing a new Executive Board. Should the auditors also be unable to act, any regular member who becomes aware of the situation must immediately apply to the competent court for the appointment of a curator, who must then promptly convene an extraordinary general meeting.

(3)

The term of office for the Executive Board is five years. In any case, it lasts until a new Executive Board is elected. Each position must be held personally. Former members of the Executive Board are eligible for reelection.

(4)

The Executive Board is convened in writing or orally by the Chairperson or, if the Chairperson is unable to do so, by the Vice Chairperson. If the Vice Chairperson is also unable to do so—either at all or for an unforeseeably long period of time—any other member of the Executive Board may convene the meeting.

(5)

The Executive Board has a quorum if all its members have been invited and at least half of them are present, provided that each position is represented.

(6)

The Executive Board passes its resolutions by a simple majority of votes; in the event of a tie, the Chairperson has the deciding vote.

(7)

The Chairperson presides over the meeting; if the Chairperson is unable to do so, the Vice Chairperson presides. If the Vice Chair is also unable to attend, the chair shall be held by the oldest Executive Board member present or by the Executive Board member designated by a majority of the remaining Executive Board members.

(8)

In addition to death and the expiration of the term of office, the position of an Executive Board member shall cease upon removal (Paragraph 9) and resignation (Paragraph 10).

(9)

The General Assembly may remove the entire Executive Board or individual members thereof at any time. The removal takes effect upon the appointment of the new Executive Board or Executive Board member.

(10)



Members of the Executive Board may submit their resignation in writing at any time. The resignation must be addressed to the Executive Board; in the event of the resignation of the entire Executive Board, it must be addressed to the General Assembly. The resignation becomes effective only upon the election or co-optation of a successor.

(11)

To assist in its deliberations, the Executive Board may establish committees or consult external experts as needed.

§ 12

SCOPE OF RESPONSIBILITIES OF THE EXECUTIVE BOARD

The Executive Board is responsible for managing the association. It is entrusted with all tasks not assigned to another association body by the bylaws. Its scope of responsibility includes, in particular, the following matters:

a)

Management of the association's assets; in particular, preparing the budget for the regular annual financial year, passing resolutions on an extraordinary annual budget, drafting the annual report and the audited financial statements, and maintaining an inventory of assets;

b)

Preparing and convening General Assemblies;

c)

Informing association members about the association's activities, financial management, and the audited financial statements;

d)

Admission, expulsion, suspension, and removal of association members, as well as maintaining the membership roster;

f)

Hiring and terminating association employees.

§ 13

SPECIFIC RESPONSIBILITIES OF INDIVIDUAL BOARD MEMBERS

(1)

The chairperson is the highest-ranking official of the association. He or she is responsible for representing the association, particularly externally, before government authorities and third parties. He or she presides over the General Assembly and the Executive Board. In cases of imminent danger, he or she is authorized to issue orders independently and on his or her



own responsibility, even in matters falling within the purview of the General Assembly or the Executive Board; however, such orders require subsequent approval by the competent association body.

(2)

The Secretary shall assist the Chairperson in conducting the association's business. He or she is responsible for keeping the minutes of the General Assembly and the Executive Board.

(3)

The Treasurer is responsible for the proper financial management of the association.

(4)

Written documents and announcements issued by the association—in particular, documents that are binding on the association—must be signed by the Chair and the Secretary; however, if they concern financial matters, they must be signed jointly by the Chair and the Treasurer.

(5)

If the chairperson, secretary, or treasurer is unable to perform their duties, their respective alternates shall take their place.

(6)

Any legal transactions entered into by an authorized representative of an affiliated organization with the association—whether in their own name or on behalf of another—require the approval of the Executive Board and the auditors.

§ 14

THE AUDITORS

(1)

The two auditors are elected by the General Assembly for a term of three years. Re-election is permitted. They may not be members of any body—with the exception of the General Assembly—whose activities are subject to their audit.

(2)

The auditors are responsible for the ongoing oversight of business operations and the review of the financial statements. They must pay particular attention to unusual revenues or expenditures, especially self-dealing transactions (§ 13, para. 6). They must report the results of their review to the Executive Board and the General Assembly.

(3)



In all other respects, the provisions of § 11, paras. 8 through 10 apply mutatis mutandis to the auditors.

§ 15

THE ARBITRATION PANEL

(1)

The arbitration panel shall decide all disputes arising from the association membership.

(2)

The arbitration panel shall consist of three regular members of the association. It is formed as follows: each party to the dispute shall nominate one member to the Executive Board as an arbitrator within 14 days. These arbitrators shall elect a third member as chair of the arbitration tribunal by a majority vote. In the event of a tie, the chair shall be selected by lot from among the nominees. Members of the arbitration tribunal may not belong to any body—with the exception of the General Assembly—whose activities are the subject of the dispute.

(3)

The arbitration tribunal shall render its decisions by a simple majority vote after hearing both parties and in the presence of all its members. It shall decide to the best of its knowledge and belief. Its decisions are final within the association.

(4)

Unless the proceedings before the arbitration tribunal are concluded earlier, ordinary legal remedies shall be available for legal disputes six months after the arbitration tribunal has been seized of the matter. Recourse to the ordinary courts may be precluded only to the extent that an arbitration tribunal is established pursuant to § 577 of the German Code of Civil Procedure (ZPO).

§ 16

DISSOLUTION OF THE ASSOCIATION

(1)

The voluntary dissolution of the Association may be decided only at a General Assembly and only by a two-thirds majority of the valid votes cast.

(2)

This General Assembly must also decide on the liquidation of the Association's remaining assets; for this purpose, it must appoint a liquidator and resolve to whom the liquidator is to transfer the Association's remaining assets after all liabilities have been settled. The



Association's assets to be liquidated shall be distributed to the member municipalities or tourism associations of the Schlösserstraße.

(3)

The last Executive Board must notify the competent association authority in writing of the voluntary dissolution within four weeks of the resolution being adopted.