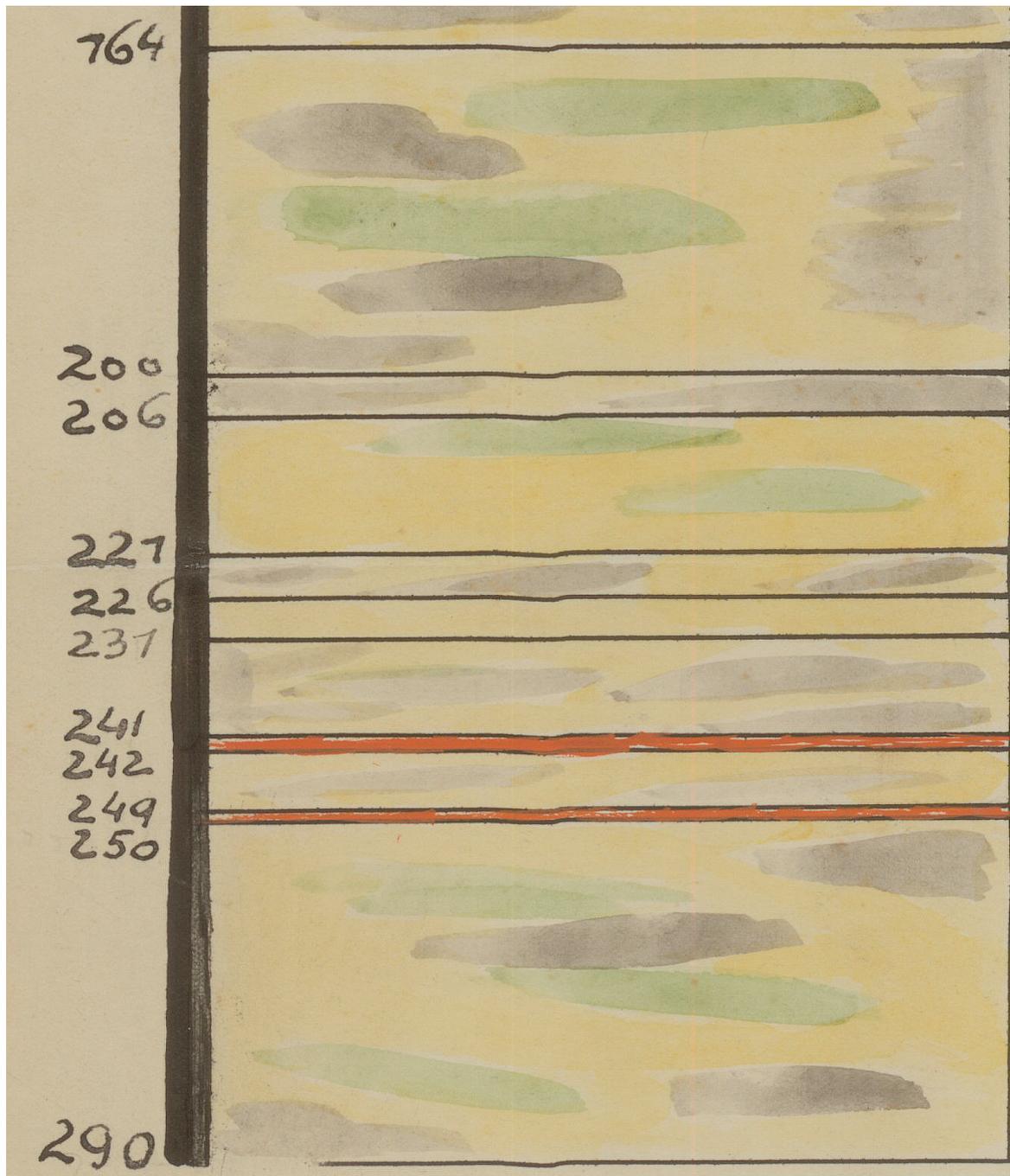




FOUNDATION FOR  
THE **STUDY** AND **PRESERVATION** OF **TELLS**  
IN THE PREHISTORIC OLD WORLD

## Statutes



Statutes of the  
**Foundation for the Study and Preservation of Tells in the Prehistoric Old World**  
**(FSPT)**

based in Esslingen am Neckar

(translation for reference and general use only)

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## **§ 1 Name, legal form, registered office, financial year**

- (1) The foundation bears the name 'Foundation for the Study and Preservation of Tells in the Prehistoric Old World' (FSPT).
- (2) It is a legal foundation under civil law.
- (3) It is based in Esslingen am Neckar.
- (4) The foundation's financial year is the calendar year.

## **§ 2 Purpose of the foundation**

- (1) The purpose of the foundation is to promote archaeological research and cultural heritage, especially in the field of settlement archaeology.
- (2) The foundation's purpose is to promote the preservation and archaeological research of prehistoric settlement mounds (tells) in the Old World, including their surrounding flat settlements and settlement systems as well as associated cultural phenomena such as cemeteries, *etc.* Apart from fieldwork, the processing and publication of pertinent data, theoretical work is particularly eligible that, from a perspective of cultural studies, deals with the understanding of the specific constancy of place and the reference to tradition, the specific materiality and organisation of social space of prehistoric tell cultures.
- (3) The purpose of the statutes is achieved in particular through the following measures:
  - carrying out archaeological fieldwork and its evaluation including the application of relevant scientific methods (environmental reconstruction, geophysical prospecting, C14 dating, *etc.*),
  - acquisition and long-term maintenance of land and protection of prehistoric tell settlements (possibly including their outer settlement),
  - implementation of protective measures for archaeological sites of settlement mounds (possibly including their outer settlement), for example long-term leasing or compensation to farmers to remove land from agricultural use,
  - promotion of the application and development of non-destructive methods in tell research (geophysics, drilling, *etc.*),
  - funding of research projects and work by domestic and foreign scholars who, with an explicitly theoretical orientation and the perspective of cultural studies, devote themselves to the understanding of the characteristic local constancy and reference to tradition, the specific materiality and organisation of social space of prehistoric tell cultures,
  - assignment of research grants to domestic and foreign scientists to carry out corresponding work (*e.g.* final theses at master's or dissertation level, book or other publication projects),
  - implementation or support of conferences or workshops including the publication of their proceedings,

- support of field projects (also in co-financing), which promise to make a significant contribution to the goals of the foundation formulated at the beginning through the acquisition of new finds and findings
- funding – in exceptional cases – archaeological work and projects of high relevance without direct reference to prehistoric tell cultures.

The foundation can support and become active in Germany and abroad. The realisation of the purpose abroad takes into account the so-called 'structural domestic reference' according to § 51 Paragraph 2 of the Tax Code (AO).

- (4) The above examples are not exhaustive. Rather, the foundation can also take other measures that are suitable for promoting the foundation's purpose. The foundation does not have to pursue all measures simultaneously and to the same extent.

### **§ 3 Non-profit status**

- (1) The foundation exclusively and directly pursues charitable purposes within the meaning of the section 'tax-privileged purposes' of the tax code. In addition, the foundation can also use some of its funds for another tax-privileged corporation or a legal person under public law for use for tax-privileged purposes in accordance with § 2 (1) of the statutes. It can use an auxiliary person within the meaning of § 57 (1) sentence 2 AO to perform its tasks, provided it does not perform its tasks itself.
- (2) Should the tax code be changed in such a way that the purpose pursued with this foundation is no longer recognised as tax-privileged, the executive board must modify the purpose in such a way that the prerequisites for non-profit status are still met.
- (3) The foundation acts selflessly; it does not primarily pursue its own economic purposes.
- (4) The foundation's funds may only be used for purposes in accordance with the statutes. The founder, his heirs and the members of the foundation body do not receive any donations from the foundation's funds. No person may benefit from expenses that are alien to the purpose of the foundation or from disproportionately high remuneration.

### **§ 4 Foundation assets**

- (1) The foundation assets at the time of the foundation's establishment result from the foundation business. It is to be preserved in its inventory; asset shifts are permitted.
- (2) The foundation can accept donations (endowments or donations). Donations without a specific purpose (donations) are allocated to the foundation's assets. Contributions that are greater than 5,000 euros and those with a specific purpose require a resolution by the executive board. The foundation may also accept donations to the foundation's assets without a specific purpose on the basis of a disposition from a will.

- (3) The details of the administration of the foundation's assets can be regulated in special investment guidelines, these are decided by the executive board. In exceptional cases, the foundation's assets can be fully invested in shares with the appropriate expertise. A careful selection has to be made in order not to endanger the foundation's assets.

### **§ 5 Foundation funds and reserves**

- (1) The foundation fulfils its tasks
- from income from the foundation's assets,
  - from donations, unless they are expressly intended by the donor to increase the foundation's assets (donations).
- (2) The foundation can use part, but no more than one third of its annual surplus to adequately support the founder, to look after his grave and to honour his memory (§ 58 No. 6 AO).
- (3) The foundation's funds are to be used for the foundation's purposes, taking into account tax regulations. At the same time, the foundation can decide to set up reserves. Shifting gains and losses can be shown in a shifting reserve. The executive board can decide to use this reserve in whole or in part to fulfil the purpose of the foundation.
- (4) The executive board can determine to use a free reserve in whole or in part for the fulfilment of the foundation's purpose or to use it to preserve the foundation's assets.
- (5) In the year of establishment and in the three following calendar years, the executive board may transfer all or part of the asset management's surpluses to the foundation's assets.
- (6) There is no legal entitlement to benefits from the foundation. Even with the award of benefits, no actionable claim to a benefit is established. Claims to benefits also do not arise from the principle of equal treatment.

### **§ 6 Foundation bodies**

- (1) The organs of the foundation are the executive board and the advisory board.
- (2) The members of the foundation bodies work for the foundation on a voluntary basis. They are entitled to reimbursement of reasonable expenses; these can also be flat-rate.
- (3) Members of the executive board can be paid appropriate remuneration, provided that the earnings situation of the foundation allows this and the long-term and sustainable performance and the non-profit status of the foundation are not impaired.
- (4) The payment of an appropriate remuneration requires the annual approval of all members of the executive board; the principle of thrift must be observed here.

## **§ 7 Executive board – members, term of office, organisation**

- (1) The board consists of at least three and a maximum of five members. The executive board should in principle include personalities who have particular expertise and experience with regard to the fulfilment of the foundation's tasks. It is imperative that a member of the executive board must be an archaeologist. Another member of the board should be an accountant or tax advisor, who ideally works for the auditing and / or tax consulting company that advises the foundation.
- (2) The founder appoints the first board through the foundation business. The founder and the deputy chairman of the board appointed by him in the foundation business belong to the board for life. The founder appoints the executive board; if this right is waived or after the founder has left the board, the executive board supplements itself through elections (co-optation).
- (3) If the founder is a member of the board, he exercises the function of chairman of the board. If the founder waives this right or if the founder leaves the board, the executive board elects a chairman from among its members. The same applies to the deputy chairman appointed by the founder through the foundation business.
- (4) The term of office of the members of the executive board is five years. Re-election is permissible, even multiple times. The advisory board must be informed promptly about new appointments to the executive board. Membership in the executive board ends at the latest when they reach the age of 75. The members of the executive board will continue to hold office until their successors take office.
- (5) The office also ends at any time upon death or resignation. Resignation from the office must be declared to the foundation in writing.
- (6) Members of the executive board appointed by the founder can be dismissed by the founder for an important reason, provided that the founder is a member of the board. In the case the founder waives this right or after the founder has resigned from the board, members of the executive board can be dismissed for good cause by resolution of the board. They must be given the opportunity to comment beforehand. The dismissal of a member of the executive board remains effective until the legally binding determination of its ineffectiveness. An important reason is given in particular if the member of the executive board
  - seriously and grossly violates his duties under these statutes,
  - the foundation's assets are misused for their own purposes or purposes that are not in accordance with the statutes,
  - deliberately deceives a colleague of the board about legally relevant facts.
- (7) The members of the executive board are obliged to properly fulfil their tasks. They are only liable to the foundation for damage caused contrary to their duties in the performance of their organ duties in the event of wilful intent and gross negligence.

## **§ 8 Executive board – representation of the foundation, tasks**

- (1) The executive board has the position of a legal representative and represents the foundation in and out of court. If the founder is a member of the board, he is authorized to represent the foundation individually. Otherwise the foundation is represented jointly by two members of the executive board.
- (2) The executive board conducts and administers the business of the foundation within the framework of the statutes and the statutory provisions. It has to fulfil the will of the founder as effectively and sustainably as possible. It is exempt from the restrictions of § 181 BGB.
- (3) The executive board can employ assistants free of charge or for a fee to prepare its resolutions and to fulfil its tasks, in particular for the completion of the ongoing foundation work.
- (4) The executive board is obliged to conscientiously and economically manage the foundation's assets and other funds. The foundation keeps records of its assets and its income and expenditure. The executive board can have the foundation's bookkeeping drawn up and checked by external experts.
- (5) The tasks of the board include in particular
  - the proper investment and management of the foundation's assets,
  - if necessary, the issuance of investment guidelines and their adaptation to changed circumstances,
  - the resolution on the use of the foundation's funds for the sustainable fulfilment of the foundation's purpose as well as the preparation and implementation of the foundation's funding activities,
  - the accounting and preparation of the annual financial statements and, if necessary, the creation of a business plan,
  - preparing, scheduling, convening and leading the meetings of the advisory board,
  - the approval of the co-opting of the respective members of the advisory board,
  - performance of the statutory reporting obligations to the foundation supervisory authority, in particular the preparation of the annual financial statements with the balance sheet and a report on the fulfilment of the foundation purpose and submission to the foundation authority, in each case by 30.06. of the following calendar year,
  - the handling of all foundation law and tax law matters with the responsible authorities.

## **§ 9 Executive board – resolution**

- (1) The executive board takes its decisions in meetings or in a written vote. The chairman or, if he is unable to do so, his deputy invites the members of the executive board to the meeting in writing with a notice of the exact agenda within two weeks or asks them to vote in writing. Charge errors are considered remedied if the members of the board are present and no one objects immediately.

Both for the convocation and for the circulation procedure, the written form or the text form is required.

- (2) Meetings of the executive board are to be convened as required, but at least once a year as a face-to-face or virtual meeting. A meeting must be called if a board member requests this in writing, stating the reason. If a virtual meeting takes place, care must be taken to select a platform that enables real-time communication between the members of the board.
- (3) The executive board has a quorum if at least three of its members are present. The resolutions are passed with a simple majority. In the event of a tie, the chairman has the deciding vote, in his absence that of his deputy. If the founder is a member of the board, he has a right of veto.
- (4) Minutes of the results of the meetings of the executive board and the decisions made are to be drawn up, signed by the chairman and passed on to the other members.

### **§ 10 Scientific advisory board**

- (1) The first scientific advisory board is appointed by the founder through the foundation business. The advisory board consists of a minimum of three and a maximum of seven members. The founder and the deputy chairman of the executive board appointed by him in the foundation business are members of the advisory board for life. In principle, the members of the executive board with scientific expertise are also members of the advisory board.
- (2) The scientific advisory board is composed of representatives from prehistoric archaeology or a related archaeological discipline, who are identified by relevant projects and publications in the foundation's funding area. They should represent a range of scholarly approaches as well as regional and epoch-related specializations.
- (3) With its establishment, the advisory board takes on the professional, competent advice of the executive board on all issues that are important for the foundation's funding activities, in particular when developing programs and funding for the realisation of the foundation's purpose. It gives recommendations for the use of the foundation's funds in the pursuit of the foundation's purposes and adopts funding guidelines in this regard.
- (4) The scientific advisory board supplements itself through elections (co-opting). Members of the advisory board are elected for a maximum of five years; they can be re-elected as often as they like. The executive board of the foundation must approve the respective replacement of the member of the advisory board. Membership in the advisory board ends no later than the age of 75.
- (5) The office also ends at any time upon death or resignation. The resignation of the office must be declared to the foundation in writing.
- (6) The advisory board meets at least once a year with the assistance of the foundation's executive board.
- (7) The advisory board takes its decisions in meetings that take place in person or virtually or by voting in circulation. If a virtual meeting takes place, care must be taken to select a platform that enables real-time communication between the members of the advisory board. The chairman of the executive board or, if he is unable to do so, his deputy invites the members of the advisory board

to the meeting in writing with a notice of the exact agenda within two weeks or asks them to vote in a circulation procedure. Charge errors are considered remedied if the members of the advisory board are present and no one objects immediately. Both for the convocation and for the circulation procedure, the written form or the text form is required. For the rest, the regulations according to § 9 (3) of these statutes apply accordingly to the adoption of resolutions.

### **§ 11 Amendments to the statutes**

Changes to the statutes are permitted. The executive board can only pass a resolution to amend the statutes if the responsible tax office and the foundation supervisory authority have been consulted beforehand. The decision only becomes legally effective with the approval of the foundation supervisory authority.

### **§ 12 Adjustment of the foundation to changed circumstances**

- (1) If the circumstances no longer allow the foundation's purpose to be fulfilled permanently and sustainably, the executive board can resolve by amending the statutes, which contains time requirements for consumption, to gradually and finally use up the foundation's assets for the fulfilment of the foundation's purpose. This possibility of a resolution takes precedence over § 12 (2).
- (2) The amalgamation with another foundation or the dissolution of the foundation is only permitted in accordance with § 12 (1).
- (3) Resolutions according to § 12 must be made unanimously and are taken at meetings; they may not be made in writing or in text form. The statutory regulations and the state approval required for the above changes to take effect remain unaffected.

### **§ 13 Dissolution, assets**

If the foundation is dissolved or annulled or if the tax-privileged purposes cease to exist, the executive board will be assigned the determination of the legal entity under public law or another tax-privileged corporation for the purpose of promoting science and research for the non-profit purpose regulated in accordance with § 2 of these statutes, under which the foundation's assets fall.

### **§ 14 Foundation supervision**

The foundation is subject to state supervision in accordance with the relevant statutory provisions. The foundation authority is the regional council of Stuttgart.

### **§ 15 Severance clause**

Should individual provisions of these statutes be or become ineffective or the statutes contain a loophole, this shall not affect the legal validity of the remaining provisions. Any gaps in regulation in this sense are to be filled in accordance with the purpose and tasks of the foundation as well as the effective provisions of these statutes.

Esslingen am Neckar, 14.06.2021

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