

STATUTE

Non-Profit Organisation

„Moving.Lab – European Interdisciplinary Laboratory of Culture and Education“

Seat:

University of Luxembourg

Campus Belval

Maison du Savoir

2, Avenue de l'Université

L-4365 Esch-sur-Alzette

7th floor_office 7.124

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Between the signing parties:

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20. **Philipp Paulus**, Research Associate, Business Administration, Trier University,
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21. **Bärbel Böcker**, Managing Director/ Film and Television Production, Germany
(Nationality: German)
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A non-profit organisation is founded of which its legal relationships are governed by the law of 21 April 1928 on non-profit organisations and on charitable foundations, as amended, (subject to the law of 21 April 1928 and its subsequent amendments, concerning the establishment and operation of charities (in its modified form)) as well as by the present statute.

Chapter 1 – Type, Name, Seat und Duration

Art. 1 The organisation goes by the name: „**Moving.Lab – European Interdisciplinary Laboratory of Culture and Education**“, hereinafter referred to as “the organisation”.

Art. 2 The organisation has its seat in:
University of Luxembourg
Campus Belval
Maison du Savoir
2, Avenue de l’Université
L-4365 Esch-sur-Alzette
7th floor_office 7.124

Its activities extend across the Grand Duchy of Luxembourg and impact other countries in Europe and outside of Europe such as the USA or Canada.

Official languages are German, French and English

By way of resolution by the Board of Directors (Conseil d’Administration) the seat may be moved to any other location in the Grand Duchy of Luxembourg.

The organisation is founded for an indefinite duration.

Art. 3 Purpose of the organisation is, above all, to strengthen of all facets of education and culture by exploring synergies with numerous cooperating partners, through the promotion of intercultural competences, through the propagation of student culture at universities and colleges in both European and non-European countries. Furthermore:

- to support the implementation of creativity and innovation in society with the help of art, design and science in order to strengthen and promote ecological awareness within the population
- to improve societal cohesion by promoting equal educational opportunities and culture for a functioning Europe
- to provide an anchor of cultural education in schools and universities

(1) The organisation pursues its charitable purposes through:

- cross-border, interdisciplinary projects, that promote cultural life and education with a special focus on the promotion of students, university graduates, young people from the fields: design, art, architecture, science, literature, theatre, music and others
- assuming a role as a link between different creative communities, generations and cultures in different nations
- the creation of a platform that links international creative minds
- the promotion of multiculturalism and transdisciplinarity as the source for creative inspiration
- the support of people and communities with limited access to culture

(2) The purposes shall be pursued, inter alia, by the following measures:

- organisation of international cultural activities, interdisciplinary workshops, classes on portfolio preparation for students, that are preparing for studies in the arts, training for intercultural competences and body language, summer schools for students from all nations, exhibitions in connection with concerts and/or readings, lectures as well as human relations with cultural institutions in Luxembourg, the Greater Region and throughout Europe
- advertising activities, publishing, information on popularisation, dissemination and promotion of art, culture, education and preservation of the cultural heritage
- promotion of people of all nationalities, who strive to collaborate on cultural activities for both adults and children and who are prepared to participate in the development of exemplary models of cultural education in both schools and universities
- promotion of further education in the pedagogical field of art – commitment to cultural education through the opening of higher education to all

Chapter 2 – Membership

Art. 4 Each person who identifies with the goals of the organisation can become an active member. The admission of a new active member has to be nominated by the board of directors and approved unanimously by the general assembly.

The number of associated members is unlimited and cannot be fewer than three.

In the event of serious misconduct that may harm the interests of the organisation, the board of directors has the power to revoke membership rights of a member or of an honorary member. The next general assembly will then decide on the expulsion of the member or honorary member whose membership right had been revoked.

The board of directors determines the amount of the annual fee, which does not exceed 40, - Euro

A supporting member can be any natural person or legal entity who has complied with the annual fee that was determined by the general assembly, who is unanimously accepted by the board of directors and who was unanimously approved by the general assembly.

The title of honorary member is granted to anyone by the general assembly upon recommendation by a member. It is meant to honour an individual's contributions to the world of culture.

Chapter 3 – General Assembly of Members

Art. 5 The general assembly of members occurs at least once a year upon convocation of the board of directors, preferable in the first half of the year. The general assembly includes all members of the organisation as well as voting members and non-voting honorary members. The board of directors has to summon the general assembly when 3 (three) members request it in writing and when they propose an agenda.

The convocation which contains the date, the time and the place at which the general assembly will take place, will be mailed as a newsletter at least eight days before the date of the general assembly. A provisional agenda will be enclosed with the convocation.

The general assembly will have a quorum if the majority of members are present.

Art. 6 The general assembly is presided over by the president who acts as chairperson or by the vice president of the board of directors who acts as chairman.

Art. 7 Competences of the general assembly are:

- amendments to the articles of association
- appointment and dismissal of members of the administration
- agreement on the annual budget and on the annual financial statements
- dissolution of the association
- acceptance and exclusion of members and honorary members
- statement on the assessment of the annual fee

Art. 8 The general assembly adopts its resolutions with a majority of the present members' votes. In the event of a tie the chairman shall have the casting vote. Votes shall be cast by a show of hands or by means of a ballot paper, unless an open vote was requested by a member. The resolutions made by the general assembly will be documented by the secretary general, which will then be displayed in the office of the organisation to which all members and third parties will have free access to.

Chapter 4 – Board of Directors

Art. 9 The organisation is managed by an executive board of directors of at least three members and at most 11 members. These members are elected by the general assembly by simple majority of the present members. The term of office of each member is 2 years. The mandate shall be renewable.

The mandates of board members are honorary and are not meant to receive remuneration.

Art. 10 The board of directors will elect a president, at least one vice president, a secretary and a treasurer, whose mandates shall be renewable.

Art. 11 The board of directors will meet as often as it is required by the interests of the organisation and at least once a year and shall be communicated by written invitation of the president or vice president eight full days before the day of the assembly.

The executive board will meet at the written request of at least two administrators. The request is to be addressed to the president and shall show which items of the agenda will be dealt with in the assembly.

Art. 12 The sessions of the board of directors are led by the president or, in case of his/her absence, by a vice president, in case of his/her absence, by the most senior member of the organisation.

The board of directors can only be in effect if the majority of administrators are either present or represented. Administrators can entrust one of their colleagues to represent them in the proceedings.

Resolutions are passed with a simple majority of the votes. In the event of a tie the person who is chairing the session shall have the casting vote.

Art. 13 The board of directors conducts the affairs of the organisation in all matters and is fully authorised to implement all administrative and provisional actions that concern the organisation. It will meet at least biannually. It specifically decides on the management of the assets in accordance with the law of 21 April 1928 on non-profit organisations and charitable foundations, as amended (subject to the law of 21 April 1928 concerning non-profit organisations (in their modified form)) and on the way in which the purpose of the organisation is achieved.

The executive board represents the organisation in court and out of court.

The president of the board of directors deals with the day-to-day business of the organisation. Should the president be absent another member of the board of directors, who is appointed by the board, shall deal with the day-to-day business.

The board of directors can at any point delegate the executive power of ongoing businesses to one or several people ("commissioning") who are not members of the board of directors.

The organisation can transfer the creative direction to one of its employees.

The board of directors has the right appoint one or more people, administrators or others for a particular case. The appointees are obligated to follow the conditions and limits based on the powers allocated to them.

The board of directors has the right to hire personnel and to be supported by experts. The powers and any compensation of this person must be determined by the board of directors.

The organisation is effectively bound by the joint signatures of both the president and the vice president.

Chapter 5 – Scientific Advisory Board

Art. 14 It is the task of the advisory board to independently advise the board of directors on all questions regarding the activities of the organisation. The advisory board determines the objectives of its consultation on its own. It meets at least once a year. The scientific advisory board is an advisory body without voting rights.

Art. 15 Members

The advisory board consists of scientists, artists, designers and architects, who predominantly work as university teachers and professors, and who have been actively involved in the Cross-Border Network of History and Arts for many years.

Art. 16 Chairpersonship of the Advisory Board

The advisory board elects one of its members as chairman.

The term of office of the chairman is two years. A re-election is permissible.

Art. 17 Consultation of the Advisory Board

The advisory board determines the objectives of its consultation on its own. The wishes of the board of directors in regard to specific topics shall be taken into account. The advisory board may invite guests and experts with special scientific and academic qualifications to its meetings.

Chapter 6 – Project Management / Project Coordination / Administrative Assistants

The board of directors can appoint a project coordinator / project director for the implementation of certain projects.

Additionally, the board can hire administrative assistants. These functions are defined contractually depending on the project.

Chapter 7 – Accounts

Art. 18 Every year, preferably during the first half of the year, all members of the board of directors are called for a general assembly in order to give consent for the annual report and the annual financial statement for the previous fiscal year and to examine the budget for the next fiscal year.

Two auditors appointed by the general assembly, who must not be members of the board of directors, will be commissioned to check the annual report and the annual financial statement of the organisation and to create a report for the general assembly, which has to decide on the annual financial statement. Mandates are limited to two years and will be renewable.

Art. 19 Every year, the board of directors will present the results of the previous year and an estimated budget for the following year to the general assembly. Administrators will then vote on the approval of the accounts, on the discharge of the board in accordance with the respective reports of board members and of the treasurer.

Chapter 8 – Internal Organisation

Art. 20 The financial resources of the organisation consist of:

- contributions/fees from active members
- donations, bequests and subsidies that can be accepted by the board
- profits deriving from ongoing business
- other resources not prohibited by law

Art. 21 The organisation can supplement these statutes through internal regulations if they are not in violation of said statutes. These regulations can serve as guidelines for the interpretation and enforcement of laws as well as for unforeseen aspects within the statute. Regulations can be determined by the general assembly with a simple majority of the members present.

Chapter 9 – Final Provisions

Art. 22 Every change of the statute will be determined according to the provisions of article 4, 8 and 9 of the amended law from 21 April 1928 on registered organisations.

Art. 23 In the event of dissolution of the organisation the board of directors assumes the role of insolvency administrator. After the repayment of liabilities, any surplus will be transferred to one or several non-profit organisations in Luxembourg or to one or several Luxembourg-based public institutions, provided that they are structured similarly to the organisation presently appointed by the general assembly.

Art. 24 For all affairs that are not regulated by this statute it is referred to the amended law from 21 April 1928 on non-profit organisation and public institutions in the modified form.

The above mentioned parties unanimously decided to call an extraordinary general assembly and to adopt the following resolutions:

First Decision:

Appointed to Honorary Chairperson of the Board of directors:

Heide Prinzessin von Hohenzollern

Appointed to Chairperson of the Board of directors:

Anna Bulanda-Pantalacci

Appointed to first Vice President of the Board of directors:

François Carbon

Appointed to second Vice President of the Board of directors:

Bogdan Achimescu

Appointed to Secretary of the Board of directors:

Silvia Gessinger

Appointed to Treasurer of the Board of directors:

Philipp Paulus

Appointed to Members of the Board of directors:

Alois Kaufmann, Thierry Leterre, Marinella Rinaldis

Election and Composition of the Scientific board:

Bartłomiej Struzik, Chair

Kazimierz Ożog, Vicechair

Jill Biebricher

Bärbel Böcker

Erna Hennicot-Schoepges

Magdalena Hlawacz

Johannes Ben Jurca

Ioannis P. Kokkoris

Eva Molter

Łucja Piwowar-Bagińska

Vera Spautz

Michał Wanke

Second Decision:

The headquarters of the organisation is located in:

University of Luxembourg

Campus Belval

Maison du Savoir

2, Avenue de l'Université

L-4365 Esch-sur-Alzette

7th floor_office 7.124

Tél.: +352/ 46 66 44-9625

Third Decision:

The annual membership fee is 40.- € (Euro).

The statute was established in Luxembourg and drawn up in as many copies as there are existing parties.

Dated **5-25-2017**

Adopted by the general assembly in its session and registered on **5-25-2017**.

**Signatures of the founding members of the association
„Moving.Lab – European Interdisciplinary Laboratory of Culture and Education“**

Prof. Anna Bulanda-Pantalacci

François Carbon

Prof. Łucja Piwowar-Bagińska

Prof. Dr. Bogdan Achimescu

Dr. Thierry Leterre

Heide Prinzessin von Hohenzollern

Dr. hab. Kazimierz Ożóg

Dr. hab. Magdalena Hlawacz

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