

THE OSWALD SPENGLER SOCIETY
for the Study of Humanity and World History

On November 27th two thousand seventeen, the below-mentioned:

- Mr. Engels, David, born on August 27th, 1979 in Verviers, and domiciled at Rue de Liège 75, 4800-Verviers,
- Mr. Keppeler, Lutz, born on August 16th, 1991 in Leverkusen, and domiciled at Robert-Koch-Str. 23b, 51379-Leverkusen, Germany,
- Mr. Kusenberg, Ludger, born on April 14th, 1972 in Dorsten, and domiciled at Auf der Fuchskaul 73, 45149-Essen, Germany,
- Mr. Otte, Matthias, born on October 7, 1964 in Plettenberg and domiciled at Aachener Straße 197-199, 50931-Köln, Germany.
- M. Thöndl, Michael, born on June 9th, 1959 in Vienna, and domiciled at Weldengasse 26/1/14, 1100, Vienna, Austria

agree to constitute a non-profit organisation in conformity with the law of June twenty-seventh, nineteen hundred and twenty-one. They have agreed as follows:

TITLE I

NAME AND REGISTERED OFFICE

Article 1 – The name of the association is: “Oswald Spengler Society for the Study of Humanity and World History” (ASBL), shortened as: “OSS”.

Article 2 – Its registered office is at Rue de Liège 75, 4800-Verviers, in the judicial district of Verviers. The association is constituted for an indefinite duration.

TITLE II

AIMS AND OBJECTIVES

Article 3 – The association pursues the following aim: The “Oswald Spengler Society for the Study of Humanity and World History” engages in the understanding of the principles underlying Human Evolution and World History and its perspectives. It is dedicated to the comparative study of cultures and civilizations, including pre-history, the evolution of humanity as a whole and extrapolations regarding the possible future of man. It draws inspiration from the works and ideas of Oswald Spengler, but aims at applying state-of-the-art multidisciplinary approaches including evolutionary theory, sociobiology, philosophy, psychology, jurisprudence and archaeology. Both generalists and specialists are welcome to engage which each other in a constructive dialogue on the evolution of societies from earliest time throughout our human history in order to gain insight into the

functioning and fate of present-day societies. The Society also welcomes efforts to shed light on the development of World and Universal History as a scholarly discipline including a critical reassessment of Oswald Spengler's works and background.

Article 4 – The association undertakes the following activities: All activities pertaining to the aim expressed in article 3, notably through the organisation of conferences, seminars or lectures, the creation of a website, the publication of papers or book reviews, etc.

TITLE III

MEMBERSHIP

Section I

Admission

Article 5 – The Association is composed of full and associate members. While there must be a minimum of three full members, there is no upper limit. In addition to the legal requirements, full and associate members have rights and obligations which are enumerated in the present statute. Only the terms and conditions of how to exercise these rights or obligations will figure in an Internal Regulations document that may be drawn up at a later date.

Article 6 –

§ 1. Conditions to become a member (*full*) of the Association:

- 1) To be a party to the present act; founders or associates;
- 2) To be a physical or legal person admitted in that capacity by the Executive Board. Active members must fulfil the following conditions:
 - to have reached the age of legal majority

Legal persons will designate one or two physical persons to represent them within the association.

§ 2. Associate members are physical and legal persons who have paid their membership fees. All candidatures to become a member must be addressed to the Executive Board, which will then decide on the acceptance or rejection of the candidature. Associate members may benefit and participate in the association's activities in keeping with the statutes.

§ 3. Rejected candidates may re-apply after one year, starting from the date on which the Executive Board or the General Assembly took the decision.

Section II

Resignation, exclusion, suspension

Article 7 – Full and associate members are free to withdraw at any time from the Association by addressing a letter of resignation to the Association.

Article 8 – The exclusion of a full or associate member of the Association can only be decided by the General Assembly on a two thirds majority of votes present or represented. The Executive Board can also take a unilateral decision to exclude an associate member. The acts which could lead to the exclusion of a member, full or associate, are as follows: non-respect of statutes, non-payment of membership fees a month after reception of a reminder sent by registered postal mail, failure to attend or to be represented at, or excused from three consecutive General Assemblies, a serious breach of the Internal Regulations, of the laws governing honour and decency, serious misconduct, behaviour or words which could harm the worthiness or the consideration which the Association must uphold, or death. The Executive Board may suspend the rights of the interested party until such time as the general assembly has made its decision.

Article 9 – The Executive Board will keep a register of full and associate members in conformity with article 10 of the law of June 27th, 1921. This register shall include the full name of each member, the address of members; and for moral persons, the company name, the legal status and the headquarters' address.

Article 10 – The members do not incur any personal liability in relation to the Association's commitments

TITLE IV

MEMBERSHIP FEES

Article 11 – Members, both full and associate, pay a yearly membership fee. The amount of the fee is determined by the Executive Board. The maximum amount shall be 200 € for full members and 100 € for associate members.

TITLE V

GENERAL ASSEMBLY

Article 12 – The General Assembly comprises all of the full members of the association.

Article 13 – The General Assembly is entrusted with all the powers which are expressly recognised by the law or by the present statute. More particularly, it has authority over the following matters:

- 1) modification of the statutes of the association
- 2) appointment and revocation of administrators

- 3) when required, the nomination and revocation of auditors, and the settling of their remuneration when such remuneration is attributed;
- 4) when required, giving discharge to administrators and auditors
- 5) approval of the budgets and the accounts
- 6) voluntary dissolution of the association
- 7) the exclusion of a member
- 8) the transformation of the association in social enterprise
- 9) any situation where the statutes require intervention.

Article 14 – The General Assembly will meet during the first half of each year and will decide on the Association’s accounts, the balance sheet and the budget, as well as the appointment, revocation or discharge of administrators and auditors. The General Assembly can be convened as an extraordinary assembly at any moment upon a decision of the Executive Board. It must be convened whenever at least one fifth of the full members so request. Any such demand must be addressed to the Executive Board by registered postal mail at least three months prior to the date the assembly

Article 15 – The Executive Board must convoke all of the full members to the General Assembly in writing by ordinary post, electronic mail or fax, signed by the secretary or the president in the EB’s name. Electronic mail shall be transmitted with recorded delivery by the secretary or the president. The convocation shall mention the day, time and place of meeting. The agenda shall also be mentioned in the convocation. Any proposal signed by *a fifth* of members must be carried to the agenda.

Article 16 – Every member (full or associate) is entitled to attend the Assembly. Full members may attend through the intermediary of a representative (a member or a third party to the Association), who shall carry a written, dated and signed proxy. No member may hold more than two proxies. Only full members have the right to vote and each is entitled to one vote. The Executive Board may invite anyone to assist to a part or the whole of the General Assembly as an observer or consultant.

Article 17 – The General Assembly is presided by the president of the Executive Board, or, in the case of absence or incapacity, by the eldest of the administrators who are present.

Article 18 – The General Assembly can validly deliberate regardless of the number of participating or represented members, except in exceptional cases foreseen by the law or by the present statutes. The resolutions of the General Assembly are adopted by simple majority of regularly expressed votes, except in cases foreseen by the law or by the present statutes. In the event of an equal number of votes, the president or his/her substitute has the casting vote. In the event of an equal number of votes by secret ballot, the proposal is rejected. Blank votes, invalid votes and abstentions are excluded from quorums and majorities. However, should a resolution be passed by the General Assembly without the presence or representation of one half of the full members, the Executive Board will have the authority to delay the decision until the next extraordinary General Assembly. When the quorum is not reached at the first General Assembly, a second assembly cannot be convoked less than 15 days after the sending of the second

convocation. The resolution will then be definitive, irrespective of the number of full members present or represented at the General Assembly, provided that legal provisions are applied in casu.

Article 19 – The General Assembly cannot validly deliberate on a proposal for a modification of the articles of the present statutes, on a proposal for dissolution, on changing the social purpose, on the exclusion of members (full or associate) or on the transformation of the Association into a social enterprise unless the special conditions regarding quorum and majority, stipulated by the law of June 27th, 1921 on not-for-profit associations are met; that is to say, unless two thirds of the full members are present or represented and of these, two thirds cast a positive vote.

Article 20 – The General Assembly’s resolutions will be inscribed in a register signed by the president and an administrator. This register will be kept at the registered office, where it will be made accessible to all full members, once the latter have made a written request to the Executive Board, whereby they must agree on a date and time to consult the said registers. The registers may not be taken out of the archives. Modifications to the statutes will only come into effect after that have been filed in consolidated versions with the registrar of the commercial court and are published by the registrar in the appendices to the Belgian Bulletin of Acts, Orders and Decrees, as stipulated by the law of June 27th, 1921 on not-for-profit associations. The same procedure will apply for all acts relating to the appointment or dismissal of administrators, and, where applicable, of auditors.

TITLE VI

ON THE ADMINISTRATION OF THE ASSOCIATION

Article 21 – The Association is administered by an Executive Board composed of at least three members appointed by the General Assembly for an indefinite period and may at any time be dismissed. The number of administrators must always be inferior to the number of members. The Executive Board may include one or more administrators who are not members of the Association.

Article 22 – In the event of a vacancy during the term of an office, the Executive Board can provisionally appoint a replacement who shall fill the vacancy until the following General Assembly.

Article 23 – The Executive Board appoints from amongst its members a president, a treasurer, a secretary, and, if needed, a vice-president. In the event that the president is unable to assume his/her duties, the vice-president will take over, but if the latter is also unable to assume his/her duties, then one of the other administrators appointed by the majority of Board members will take on this responsibility. The Executive Board may invite to its meetings any person whose presence it deems necessary, and this on an advisory capacity only.

Article 24 – The Executive Board meets physically or virtually whenever circumstances require it to do so and each time a member makes a request to meet.

In the case of a physical meeting, the convocations are sent by the Secretary or, failing that, by an administrator, in writing by letter, fax, e-mail or even verbally, at least 8 calendar days before the meeting date. The convocation contains the agenda, meeting date, and the address where the meeting will be held. The documents concerning the matters that will be submitted for discussion will be attached to the convocation. Should they be unavailable while sending out the convocations, they must nevertheless be available for consultation before the board meeting. In the case of a virtual meeting, the person who convokes the meeting will specify the time allowed to members to express their view on the matter at hand. The maximum time limit must be more than 72 hours after the sending of the e-mail.

The deliberations of the Board are valid as long as half of its members are present or represented, except in the case of legal, regulatory or statutory provisions to the contrary. Its resolutions are adopted by simple majority of votes. In the event of an equal number of votes, the president's vote may carry double weight. It is only when the Board must vote on the admission of a new member that half of the members must be present and a majority of two thirds of votes obtained. An administrator may ask to be represented by another administrator, who will carry a written proxy where s/he is expressly appointed. In the event of an equal number of votes, the vote of the presiding person has the casting vote. In the event of an equal number of votes by secret ballot, the proposal is rejected.

The Board's resolutions are inscribed in the form of minutes in a special register signed by the president and the secretary. This register is kept at the registered office, where any full member who has demonstrated a legitimate interest, may consult the said registers in situ.

Article 25 – The Executive Board has full power of management and administration, subject to the powers reserved to the General Assembly by law or by the present statutes.

Article 26 – The Executive Board exercises its powers in accordance with the decisions taken by the General Assembly. It can, through use of the signature associated with this management, delegate the day-to-day management to a director, whether s/he is a member of the Executive Board or not, and whose scope of authority it shall determine, as well as any required stipend or honorarium. This person shall be appointed for an undetermined period of time and may at any moment be dismissed by the Board.

Acts relating to the appointment or dismissal of persons delegated to the daily management are filed with the registrar of the commercial court and be published by the registrar in the appendices to the Belgian Bulletin of Acts, Orders and Decrees, as stipulated by Article 26 novies of the law of June 27th, 1921 on not-for-profit associations.

Article 27 – The Executive Board represents the Association in all judicial and extrajudicial actions. It may, however, entrust this representation to a representative body

composed of one or more administrators and/or to several third parties to the Association, acting either individually or collectively.

Legal actions, whether as plaintiff or defendant, will be filed and defended in the name of the Executive Board. An administrator designated for this purpose (ordinary proxy) or body/bodies delegated to represent the Board will act as legal representatives who are granted a full power of attorney.

Article 28 – Neither the administrators, nor the persons delegated to daily management, nor the persons authorised to represent the Association incur, by way of their functions, any personal liability in relation to the Association’s commitments.

Article 29 – The Executive Board is authorised to accept temporary or permanent gifts made to the Association and to complete all formalities required to acquire these gifts, provided that the value of the latter does not exceed € 100.000,00 €.

TITLE VII

THE ADVISORY BOARD

Article 30 – The Executive Board may appoint an honorary chairman and an advisory board with directors. The Board and its members will be eminent persons who represent Spengler Scholarship, Universal History, Sociobiology, Evolution or the Humanities or are able to promote research in these disciplines.

Members of the advisory board will serve in a purely advisory function and will not assume day-to-day responsibilities or any legal or financial responsibilities for the Association.

TITLE VIII

GENERAL PROVISIONS

Article 31 – The General Assembly may, upon a proposal from the Executive Board, adopt Internal Regulations. The General Assembly may amend these regulations by simple majority of votes of members who are present or are represented.

Article 32 – The financial year begins on January 1st and ends on December 31st. As an exception, the first financial year will begin on and will end on December 31st 2018.

Article 33 – The accounts for the last financial year and the budget for the upcoming financial year shall be submitted annually to approval by the Executive Board to the General Assembly.

Accounts and the budget are kept and, when required, published, in accordance with Article 17 of the Act of 27 June 1921 on non-profit associations.

Article 34: Accounting records are kept at the registered office where they may be consulted by all full members in situ, after written request to the Board whereby the member must agree on a date and time to consult the said registers

Article 35 – The General Assembly appoints an auditor and a deputy. The auditor and his/her deputy are appointed from without the Executive Board. They are responsible for controlling the accounts of the Association and presenting an annual report during the presentation of the accounts of the past financial year. They are appointed for one year and may be re-appointed.

In the event that the accounts cannot be audited by the auditor or the deputy, it is the duty of each full member to complete the audit him/herself at the registered office of the Association in order to vote on the approval of the accounts and budgets as well as the discharge.

Article 36 – In the event of dissolution of the Association, the General Assembly shall appoint the liquidator(s), determine their powers and indicate the allocation of the association's net assets.

This allocation must favour the promotion, use and publication of the texts and material to be found within the « Spengler » funds (Bayerische Staatsbibliothek, München).

All decisions relating to the dissolution, to the conditions governing liquidation, to the appointment and termination of service of the liquidator(s), once liquidation is completed, as well as the allocation of net assets, will be filed at the Registry of Commerce and published, by the Registrar, in the Annexes of the Belgian Bulletin of Acts, Orders and Decrees, as stipulated by the law of June 27th, 1921 on not-for-profit associations.

Article 37 – Anything that is not provided for in these articles of association by the law of June 27t, 1921 on not-for-profit associations.

TRANSITIONAL PROVISIONS

The founding members take the following decisions unanimously. These shall only take effect at the date of the royal decree of recognition of the statutes, the acts concerning the appointment of administrators and the acts concerning the appointment of persons authorised to represent the Association.

Financial year:

By way of exception to article 31, the first financial year will begin this 27th November 2017 and will end on December 31st 2018.

First General Assembly:

By way of exception to article 13, the first ordinary General Assembly will take place during the first half of 2019.

Executive Board members

Are appointed as executive board members:

- David Engels (president)
- Matthias Otte (treasurer)
- Michael Thöndl (secretary)

They have accepted this office.

Auditors

Are appointed as auditor and his deputy Mr. Keppeler, Lutz (Robert-Koch-Str. 23b, 51379 Leverkusen, Germany) (auditor) and Kusenberg, Ludger (Auf der Fuchskaul 73, 45149-Essen, Germany) (deputy), who accept this office.

Membership fees

The founders of the Association have determined the membership fee payable by full members to be 120€, and that payable by associate members to be 50€.

Delegation of daily management

Is appointed

- Director: David Engels

Executed in Verviers, on 27th November 2017, in two copies.