

LONGOBARDIA ASSOCIATION

Regione Virtuale Europea – Virtual European Region

ARTICLES OF ASSOCIATION

TITLE 1 – NAME, TERRITORIES, GOALS, LOGOS-BRANDS, LOCATION, DURATION

Article 1 – ASSOCIATION

A “non profit” Association is hereby established under the name “LONGOBARDIA” with the following attributions: “Regione Virtuale Europea” in the Italian language and “Virtual European Region” in the English language.

The Association:

- is democratic, non-partisan and with no prejudices against ethnic origin, gender, opinion or religion;
- complies with the principles of social and economic promotion;
- supports the development functions of tourism as a means to ensure the growth of all human beings and communities with no exceptions;
- supports the principles sustainability and eco-compatibility;
- is based on the best practices of non-violence;
- is also based on the ideas stated under the “Charter of Cividale” submitted as an integral part of these Articles of Association.

Article 2 – REFERENCE TERRITORIES

The direct reference territories of the Longobardia Association are both the Upper Middle Ages routes of the historical “journey” of the Longobard peoples from Northern European seas to the Mediterranean Sea and the routes of faith resulting from:

- the spreading in **Europe** of the cult of the Archangel Michael (religious “symbol” of Longobards), which starts from Monte Sant'Angelo and ensures an effective co-operation with the so-called “Via Micaelica”, already acknowledged by the Council of Europe;
- the veneration of the Queen Teodolinda, who contributed to the establishment of the conditions for the crucial transition of Longobards from German religious traditions and Aryanism to Roman Catholicism.

In addition to Italy, the Countries identified on account of shared historical, cultural and mythological reasons, are: Sweden, Norway, Denmark, Germany, Poland, Czech Republic, Slovakia, Hungary, Austria, Slovenia, Croatia, Serbia and Switzerland.

Article 3 – GOALS

The Association intends to protect and promote the “European Geo-cultural Corridor” that may be referred, as stated under art. 2, to the historical migration of the Longobard people as a crucial means to raise awareness – through a European Cultural Route – of shared identity references between today’s European citizens.

Therefore, the main goals of the Association are:

- the creation – following the criteria defined by the Council of Europe – of a “Cultural Route” named “LONGOBARD WAYS ACROSS EUROPE” to be submitted to the approval of the European Institute for Cultural Routes in Luxembourg in order to be included in the list of “European Cultural Routes” of the Council of Europe and pursue its institutional goals;
- the setting up of a European network entrusted with the task to support the design and management of the initiative as a whole involving Public Institutions, Local And Religious Bodies, Universities, Schools, Museums, Trade and Business Associations, Cultural Associations, Charities and Companies (the latter shall subscribe the Code of Ethics drafted by the Association);
- the promotion and management of the said Route by means of initiatives, events and TIC tools (web portal and advanced e-initiatives to support the organisation as a whole);
- the promotion of relations and co-operations with the relevant European and National Institutions, UNESCO, MiBACT and the Owners of the serial site “*I Longobardi in Italia. I centri del potere (568-774 AD)*”.
- the design and management of initiatives aimed at:
 - enhancing – especially with reference to young generations, the historical and cultural heritage and traditions that developed through the Longobard experience and that has become a valuable support to the evolution of the current concepts of European citizenship;
 - promoting and favouring the intercultural and interreligious dialogue as well as the building of a share European “legacy identity”, also according to the principles of the “Charter of Cividale”;
 - favouring knowledge and enhancing historical and ecclesiastic heritages and archives that laid the founding principles of Western culture and art, as well as promoting and managing – in co-operation and agreement with the Ecclesiastic Authorities and their dedicated institutions – specialised tourist flows, especially cultural, social, youth and religious tourism, exhibitions and theme-based events;
 - enhancing and promoting the natural features and qualities of the territories belonging to the Route and their endogenous resources having a tourist interest (agrifood, oenogastronomy, craft, accommodation services, new technologies, etc.);
 - favouring the constant search for excellence on the fields and services having a scientific, cultural, tourist and economic interest in the territories belonging to the Route;
 - favouring and promoting activities for the permanent training of providers of services having a cultural and tourist interest;
 - designing and managing shared cultural, scientific and tourist development projects in the framework of the Route and of each territory;
 - enhancing, through any means and in any manner, its own territorial identity “brand”;

- favouring exchanges of know-how and best practises between the participants in the project in order to promote the social and economic development of each territory belonging to the Route;
- favouring the development of traditional and online tourism through special agreements and arrangements with tour operators;
- developing, coordinating and managing cultural, fair and trade exchange initiatives;
- promoting and taking part in the launch of European initiatives focussed on integrated tourist-economic co-operation between SMEs to support the development of sustainable and eco-compatible tourist flows;
- taking part in other associations, bodies and companies that carry out activities falling within its object;
- performing any activity related or similar to those mentioned above and accomplishing all acts and financial, personal estate, real estate and commercial transactions that are useful or necessary to pursue its goals;
- applying and promoting, through suitable innovative methodologies and techniques, the “Reporting Culture” in its widest and most comprehensive sense of reporting the “service” globally rendered to human beings, both as individuals and communities;
- developing “customer satisfaction” monitoring activities to assess the feedback of tourist users and the impact of and the advantages gained by affiliates from their participation in the “Longobard Ways across Europe” Route.

Article 4 – TERRITORIAL LOGOS-BRANDS

The Association has two logos (which are also territorial *brands*) that can be freely used, the only difference being the proper name (“Longobardia” and “Langobardia”). Both logos are followed by the appended attributions of “Regione Virtuale Europea” and “Virtual European Region”. The logos are enclosed with this deed as an integral part thereof inasmuch as they express an extended and innovative concept of European value.

The interweaving of the logo represents both Longobard migration flows and their subsequent interweaved heritages that merged in a new share culture and the flows of traditional commercial exchanges between the European territories.

The use and/or granting of use rights on the territorial logos-*brands* to third parties, including the entities involved in the European network and the companies that take part in the various initiatives, shall be governed by special rules.

Article 5 – LOCATION

The Association shall be located in Brescia and will be entitled to open secondary offices in Cividale del Friuli and Monza and representation offices in Germany, Czech Republic, Hungary, Austria, Slovenia and Croatia.

Other offices may be established and/or moved following a resolution passed by the Steering Committee and ratified by the General Meeting of Members with no need for further registration formalities, provided that the new establishments are directly disclosed on deeds and registers by the Association according to statutory requirements.

Article 6 – DURATION

The Association is established for an unlimited period; it is governed by these Articles of Association and shall act for the purposes and to the intents of section 36 and followings of the Italian Civil Code, the special rules applicable to this field of activity and the general legal provisions in force.

TITLE 2 - MEMBERS

Article 7 - MEMBERS

The Association shall comprise natural persons and legal persons such as Italian and European institutions, bodies and associations that are interested in the development of the “European Geo-cultural Corridor” as defined by the Route. The said persons shall sign for acceptance, declare that they unconditionally approve the Articles of Association and pay their association fees.

Members shall be classified as follows:

- *Founding Members*
- *Ordinary Members*: all those who take part in association projects according to these Articles of Association and the relevant Rules.
- *Supporters*: all those who take part in association projects with organisational or financial contributions only. They are not entitled to vote.
- *Honorary Members*: all those who, in the opinion of the Association Bodies, deserve such a title on account of the value of their scientific, institutional or financial contributions. They are not entitled to vote.

Article 8 – RIGHTS AND DUTIES OF MEMBERS

Membership is free and voluntary. Statutory functions shall be carried out for no consideration. The activities carried out by Members shall not conflict with the activities carried out by the Association and shall always comply with the legal provisions in force and the resolutions passed by steering bodies.

Members will be entitled to take part in meetings, to cast their votes directly or by proxy. Furthermore, Members will be obliged to comply with the provisions laid down in these Articles of Association and to pay their association fees.

Article 9 – WITHDRAWAL AND EXCLUSION

Members shall cease to belong to the Association in the following cases:

- voluntary resignation or termination;
- failure to pay their association fees;
- disqualification as resolved upon by the Steering Committee; in this event, Members will be entitled to apply to the Arbitration Tribunal, which will render a final award.

TITLE 3 – ASSOCIATION BODIES

Article 10 - BODIES

- The bodies of the Association are as follows:
- General Meeting of Members
- Steering Committee
- Chairperson’s Committee
- Chairperson
- Board of Arbitrators

Article 11 – ELIGIBILITY FOR ELECTION AND SINGLE VOTE

The administrative bodies of the Association may be freely elected by the General Meeting of Members according to the single vote principle under section 2532, sub-par. 2, of the Italian Civil Code.

TITLE 4 – GENERAL MEETING OF MEMBERS

Article 12 – COMPOSITION OF THE GENERAL MEETING OF MEMBERS

The General Meeting shall be composed of all the Members included in the List of Members (Founding and Ordinary Members) at the date of meeting and who have regularly paid their annual association fees.

One representative appointed by each ecclesiastic institution in Friuli Venezia Giulia that shares joint ecclesiastic heritage enhancement initiatives relating to the history of Longobards and the Patriarchate of Aquileia, as witnessed by the sites included in World Heritage List of UNESCO, shall participate by full right in the Meeting.

Any representative whose term of office within his/her reference institution (whether independent legal entity or European section) is expired shall be replaced by the new representative appointed by the relevant Member (whether independent legal entity or European section).

Article 13 - CALL

The General Meeting of Members may be ordinary or extraordinary and shall be called by the Chairperson. The Notice of Meeting shall state the items on the agenda.

The Notice of Meeting shall be sent conveniently in advance to all Members through the most appropriate means. Ordinary Meetings shall be called at least once a year within the month of May.

Extraordinary Meetings shall be called by the Chairperson each time that he/she deems it appropriate or in case of reasoned request by the majority of the Steering Committee or by at least one third of the Members of the General Meeting. In such cases, the written Notice of Meeting shall be sent to Members at least 10 (ten) days before the date of meeting (the postmark or the date recorded on the receipt in the event that the letter is delivered by hand will serve as proof). The Meeting shall be held within 30 (thirty) days of the date of call.

Article 14 - PROCEEDINGS

At first call, the General Meeting of Members shall be deemed valid if half of the Members plus one are attending personally or by proxy given to another Member. At second call, the General Meeting of Members shall be

deemed valid regardless of the number of Members attending personally or by proxy.

Postal vote shall be admitted, especially for foreign national representation offices and national representation offices that cannot rely on local organisations.

The Meeting may also be validly held by tele-conferencing through the use of current communications means.

Article 15 - PROXIES

Each Member may only be given one proxy.

Article 16 - VALIDITY

The resolutions of the General Meeting of Members shall be adopted at the majority of attending Members. Any change to these Articles of Association or the winding up of the Association will require the favourable votes of at least two thirds of the Members attending a valid Meeting.

Article 17 – MISSIONS OF THE GENERAL MEETING OF MEMBERS

The General Meeting of Members is the sovereign decision-making body of the Association entitled to adopt final decisions. In particular, the General Meeting of Members has the following missions:

- electing the members of the Steering Committee; three of them are recommended by Founding Members;
- approving the admission of new Members;
- resolving upon the exclusion of Members according to the provisions laid down in art. 9;
- approving the plan of activities recommended by the Steering Committee;
- approving the budget;
- approving the final statement of accounts;
- approving or rejecting the requests for changes to these Articles of Association or the Rules;
- determining the amount of association fees to be paid by Members;
- resolving pursuant to section 21 of the Italian Civil Code upon the winding up of the Association;
- appointing the Board of Arbitrators.

TITLE 5 – STEERING COMMITTEE

Article 18 – COMPOSITION OF THE STEERING COMMITTEE

The Steering Committee shall be elected by the General Meeting of Members and shall be composed of 4 (four) to 7 (seven) members. The Steering Committee may co-opt, at unanimity, other members, not necessarily from the General Meeting of Members, as experts, who will only serve in an advisory capacity.

Article 19 – MISSIONS OF THE STEERING COMMITTEE

The Steering Committee shall elect from its members the Chairperson and the Vice Chairperson and shall appoint the Secretary, whose term of office shall be the same as that of the Steering Committee.

The Steering Committee shall meet each time that the Chairperson deems it appropriate or a meeting is

requested by at least one third of its members. The Steering Committee has the following missions:

- implementing the resolutions adopted by the General Meeting of Members;
- performing all acts and operations that are required for the operation of the Steering Committee within the limits set in the directions issued by the General Meeting of Members;
- submitting the budgets and final statements of accounts to the approval of the General Meeting of Members;
- defining the work programme in accordance with the guidelines contained in the main programme approved by the General Meeting of Members; promoting and coordinating the activity and authorising the relevant expenses;
- electing the Chairperson;
- electing the Vice Chairperson and appointing the Secretary as recommended by the Chairperson;
- approving or rejecting the applications of prospective members;
- ratifying during the following session the measures adopted by the Chairperson in case of need and urgency that fall within its powers. Similarly, the following General Meeting of Members shall ratify any member co-opted/designated by the Steering Committee, whose number shall never exceed one third of the total number of members of the Steering Committee.

Article 20 – ECONOMIC AND FINANCIAL STATEMENTS OF ACCOUNTS

Furthermore, the Steering Committee shall also assess and approve the yearly economic and financial statements of accounts as submitted by the Chairperson and submit the said statements to the approval of the General Meeting of Members by the month of May of the following year.

Article 21 – TERM OF OFFICE

The term of office of the members of the Steering Committee is 5 (five) years. They may be re-elected. Upon the expiry of the term of office, the Steering Committee shall continue to perform its tasks until the election of the new Steering Committee by the General Meeting of Members.

Article 22 – CO-OPTATION

If, during the operation, one or more members are unavailable or absent from the meetings of the Steering Committee for at least 3 (three) consecutive sessions, the other members may replace the missing members by co-opting new members from the General Meeting of Members or, in case of representatives of European countries, by co-opting the new representatives appointed by the institutions and bodies of the relevant countries.

Article 23 – CALL AND VALIDITY

The meetings of the Steering Committee shall be valid if at least the majority of its members elected by the General Meeting of Members are attending; the meetings shall be chaired by the Chairperson or, in case of impediment, by the Vice Chairperson or, in the event that neither of them is able to attend, by the oldest attending member among those elected by the General Meeting of Members. The decisions of the Steering Committee shall be adopted at the majority of attending members; in case of parity, the vote cast by the chairing person shall prevail.

The Steering Committee shall meet at the invitation of the Chair at least three times a year and each that a

meeting is requested by at least one third of its members. In the latter case, the meeting shall take place within 20 (twenty) days of the date on which the request is received.

A notice of meeting shall only be valid if it is sent 10 (ten) days before the date of meeting (the postmark or the date recorded on the receipt in the event that the letter is delivered by hand will serve as proof).

The Steering Committee may also validly meet by tele-conferencing through the use of current communications means.

TITLE 6 – CHAIRPERSON

Article 24 - ELECTION

The Chairman shall be elected by the Steering Committee amongst its members at the majority of votes.

Article 25 – MISSIONS OF THE CHAIRPERSON

The Chairperson:

- has the legal representation of the Association before third parties and in legal proceedings;
- signs all the deeds and documents that entail obligations for the Association;
- calls and chairs the meetings of the General Meeting of Members and the Steering Committee and chairs the two bodies according to statutory requirements;
- directs and coordinates the implementation of the decisions as adopted;
- is entitled to delegate to other members of the Steering Committee the performance of various duties;
- recommends the Secretary to be appointed;
- convenes and coordinate the Chairperson's Committee;
- assigns the tasks within the Scientific Committee according to the specifications laid down in art. 29 below.

In case of need and urgency, the Chairperson shall adopt the measures falling within the powers of the Steering Committee, which are then ratified during the following meeting.

In case of absence, impediment and termination, the functions of the Chairperson shall be performed by the Vice Chairperson or by the oldest member of the Steering Committee.

Article 26 - VICE CHAIRPERSONS

The Vice Chairperson shall be appointed by the Steering Committee on the basis of the recommendation made the Chairperson. The Vice Chairperson shall perform all the duties delegated by the Chairperson and shall replace him/her in case of impediment in the performance of all duties and functions.

The Members of all the countries that participate in the “LONGOBARD WAYS ACROSS EUROPE” Cultural Route admitted to the General Meeting of Members shall appoint one representative each, who will play the role of Vice Chairperson by full right.

The Vice Chairpersons have the mission to coordinate the sections of the Association in their countries and to represent them for all purposes.

Any Vice Chairperson whose term of office within his/her reference institution is expired shall be replaced within the Association by the new representative appointed in accordance with the criteria above.

Article 27 – CHAIRPERSON’S COMMITTEE

An advisory Chairperson’s Committee shall be set up to assist the Chairperson in the development of initiatives. The Chairperson’s Committee shall be fundamentally composed of the Vice Chairperson of the Association and the Vice Chairpersons. Other members of the Steering Committee and the General Meeting of Members and/or external experts may be invited to specific meetings.

The Chairperson’s Committee is also entrusted with the task to guide the multidisciplinary activity of the Scientific Committee, to suggest development guidelines for scientific research to be further elaborated by the Scientific Committee and to check its activity.

Article 28 – BOARD OF ARBITRATORS

The Board of Arbitrators shall be composed of three members elected by the General Meeting of Members on the basis of the recommendation made by the Chairperson.

The Board of Arbitrators shall appoint the Chairperson amongst its members.

The Board of Arbitrators is entrusted with the task to assess compliance with statutory rules and settle disputes between Members.

The decisions made by the Board of Arbitrators shall be binding upon all Members and Association bodies.

The Arbitrators shall serve for a term of five years and may be re-elected at the expiry of their office.

The Arbitrators who are absent for more than three meetings of the Board shall be replaced by the Steering Committee. The relevant decision shall be ratified by the following General Meeting of Members.

TITLE 7 – SECRETARY GENERAL

Article 29 – APPOINTMENT AND MISSIONS

The Secretary General shall be appointed by the Steering Committee on the basis of the recommendation made by the Chairperson and assists the Chairperson in the performance of his/her duties with the following missions:

- coordinating the operational activity of the Secretaries of national and foreign Member Associations;
- keeping and updating the list of member countries;
- clearing off the correspondence;
- drafting and keeping the minutes of the meetings of Association Bodies and the Board of Arbitrators;
- preparing the draft budget to be submitted to the Steering Committee within the month of October and the final statement of accounts to be submitted to the Steering Committee within the month of March;
- keeping the books and accounting records of the Association, as well as keeping the relevant documents stating the names of the providers of funds;
- collecting proceeds and paying expenses in accordance with the decisions of the Steering Committee.

TITLE 8 - SCIENTIFIC COMMITTEE

Article 30

Pursuant to arts. 1 and 3 of these Articles of Association as well as pursuant to the provisions of the European Institute of Cultural Routes in Luxembourg, a Technical and Scientific Committee shall be set up to design the general guidelines of the activities related to the design and development of European Cultural Routes. The Committee is dedicated to the memory of the Longobard expert Amelio Tagliaferri. Special Rules shall govern the activity of the Committee, which shall be under the supervision of the Chairperson's Committee that shall recommend the Chairperson the names for the various tasks to be accomplished.

TITLE 9 – OPERATION

Article 31 – FINANCIAL RESOURCES AND ASSETS

The Association shall obtain financial resources for its operation and the performance of activities from the following sources:

- association fees and contributions from Members;
- contributions from private persons;
- contributions from the State, agencies and public institutions;
- contributions from international bodies;
- donations and legacies;
- reimbursements resulting from agreements;
- proceeds from miscellaneous activities;
- revenues from personal and real estate held by the Association in any capacity.

Proceeds from activities and end-of-year profit may not be allocated, either directly or indirectly, to Members. Proceeds from activities as well as funds, reserves or share capital of the Association shall be reinvested in statutory institutional activities, unless their allocation or distribution is required by the law.

Article 32 – ASSOCIATION FEES

The association fees to be paid by Members shall be determined by the General Meeting of Members. Fees shall be paid on an annual basis. Payment in instalments is not allowed. Fees shall not be reimbursed in case of withdrawal or disqualification of a Member.

Association fees and/or contributions shall not be transferred, except in case of transfers mortis causa. Association fees and/or contributions shall not be revaluated.

The Members who have not regularly paid their association fees will not be entitled to take part in the meetings of the General Meeting of Members or to participate in the activities of the Association. Furthermore, they will not be entitled to elect or to be elected to any office within the Association.

TITLE 10 – FINAL PROVISIONS

Article 33 – LIQUIDATION

In the event that the Association is liquidated or winded up for any other reason, residual assets shall be transferred to other cultural association or foundations with similar statutory goals or public utility goals, unless otherwise required by the law.

Article 34 – REFERENCE LEGAL PROVISIONS

Any matter not specifically covered in these Articles of Association shall be governed by the legal provisions in force in this field.