

# **EUROPA NOSTRA STATUTE**

*(As adopted by the Europa Nostra General Assembly  
on 3 June 2009 in Taormina, Sicily)*

<b>Contents</b>
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**I NAME, LEGAL STATUS AND REGISTERED OFFICE**

**Article 1 Name, Legal Status and Registered Office**

**II AIMS AND ACTIVITIES**

**Article 2 Aims**

**Article 3 Activities**

**Article 4 Co-operation with European, International, National, Regional and Local Organisations**

**III MEMBERSHIP**

**Article 5 Categories of Membership**

**Article 6 Rights and Obligations of all Members**

**Article 7 Member Organisations**

**Article 8 Individual Members**

**Article 9 Cessation of Membership**

**IV ASSOCIATE ORGANISATIONS**

**Article 10 Rights and Obligations of Associate Organisations**

**Article 11 Cessation of the status of Associate Organisation**

**Article 12 Register of Members and Associate Organisations**

**V FINANCES**

**Article 13 Financial Resources**

**VI ORGANISATION**

**Article 14 Governing Bodies**

**The General Assembly**

**Article 15 Composition**

**Article 16 Powers and Duties**

**Article 17 Procedures**

**The Council**

**Article 18 The President**

**Article 19 Composition**

**Article 20 Powers and Duties**

**Article 21 Procedures**

**The Board**

**Article 22 Composition**

**Article 23 Powers and Duties**

**Article 24 Procedures**

**The Secretary General and the International Secretariat**

**Article 25 Appointment and Duties**

**Financial Responsibility and Legal Representation**

**Article 26 Financial Responsibility**

**Article 27 Legal Representation**

**The Auditor**

**Article 28 Appointment and Duties**

**The Standing Committees**

**Article 29 Appointment and Duties**

**Other Committees**

**Article 30 Appointment**

**VII GENERAL PROVISIONS**

**Article 31 Financial Year**

**Article 32 Languages**

**Article 33 Amendments to the Statute**

**Article 34 Dissolution and Liquidation**

**Article 35 Jurisdiction**

## **I NAME, LEGAL STATUS AND REGISTERED OFFICE**

### **Article 1 Name, Legal Status and Registered Office**

- 1.1 The association “Europa Nostra”, governed by Dutch law and this Statute, is a continuation of Europa Nostra, originally incorporated in nineteen hundred and sixty-three and merged in nineteen hundred and ninety-one with the International Castles Institute, originally incorporated in 1949.
- 1.2 Europa Nostra, pan-European federation of non-governmental organisations active in the field of heritage (immovable and movable, built and natural) - also associating both individuals and public and private bodies subscribing to the same aims - is a non-governmental, non-profit-making organisation.
- 1.3 The registered office of Europa Nostra is in The Hague (The Netherlands).
- 1.4 The association shall continue indefinitely.

## **II AIMS AND ACTIVITIES**

### **Article 2 Aims**

The aims of Europa Nostra are:

- 2.1 to defend the cause of heritage and its role as an essential and dynamic component of European identity, which constitutes for European citizens both a unifying factor and a guarantee of the protection of their cultural diversity;
- 2.2 to provide those elements of European civil society concerned with the protection and enhancement of heritage at national, regional and local level, as well as citizens interested in heritage, with a trans-national structure for representation at European level, and
- 2.3 to make use of this structure to contribute to European integration and the well-being of European citizens by encouraging:
  - 2.3.1 the protection and enhancement of heritage in all its aspects;
  - 2.3.2 high standards in architecture and in town and country planning;
  - 2.3.3 the use of the heritage’s socio-economic potential to promote civic awareness and to create opportunities for employment;
  - 2.3.4 the improvement of the urban, rural and natural environment and its balanced and sustainable development.

### **Article 3 Activities**

In the pursuit of these aims, and taking into account the aspirations and needs of its membership, Europa Nostra may among other matters:

- 3.1 provide a forum for the exchange of ideas and experiences at European level;
- 3.2 undertake or encourage scientific work and initiatives in the fields of education and training;
- 3.3 encourage the authorities, public opinion and in particular young people to appreciate, protect and enhance the heritage;
- 3.4 encourage, co-ordinate, oversee and/or undertake heritage related projects;
- 3.5 confer awards for distinguished examples of work and commitment in support of the protection and enhancement of heritage.

#### **Article 4 Co-operation with European, International, National, Regional and Local Organisations**

- 4.1 Europa Nostra cooperates with the European Union and with the Council of Europe, particularly in respect of the formulation and implementation of European policies having an impact on heritage.
- 4.2 Europa Nostra also co-operates with any international, European, national, regional and local organisation, whether governmental or non-governmental, which pursues aims similar to its own.

### **III MEMBERSHIP**

#### **Article 5 Categories of Membership**

Europa Nostra is composed of Member Organisations and Individual Members.

#### **Article 6 Rights and Obligations of all Members**

- 6.1 All members of Europa Nostra have the right:
  - 6.1.1. to participate in the General Assembly, with voting rights;
  - 6.1.2. to take part in the activities of Europa Nostra;
  - 6.1.3. to be kept regularly informed about the activities of Europa Nostra.
- 6.2 All members of Europa Nostra have an obligation:
  - 6.2.1. to adhere to the Statute, and to any provisions which derive from it, decided by the competent governing body;
  - 6.2.2. to work for the achievement of Europa Nostra's aims;
  - 6.2.3. to pay the annual fee or the lump sum corresponding to the appropriate membership (sub)category the minimum amount to be determined by the Board, subject to approval by the Council.

#### **Article 7 Member Organisations**

- 7.1 Any non-profit-making non-governmental organisation may apply for membership, provided that its objectives include the aims of Europa Nostra, wholly or in part. The membership application is submitted to the Board for approval, except for instances mentioned in the Operating Rules for which the Board's decision must be confirmed by the Council.
- 7.2 Each Member Organisation shall have a maximum of five block votes in the General Assembly. In addition, each Member Organisation may cast block votes on behalf of a maximum of two other member organisations, subject to a written proxy.
- 7.3 Member Organisations will be invited to contribute to the activities of Europa Nostra and will be consulted on the formulation of Europa Nostra's policies.
- 7.4 The participation of Member Organisations in Europa Nostra's activities in no way affects their own autonomy.

## **Article 8 Individual Members**

- 8.1 Any individual who shares the aims of Europa Nostra and wishes to contribute to its activities may become an Individual Member.
- 8.2 Each Individual Member shall have one vote in the General Assembly. In addition, s/he may cast a vote on behalf of a maximum of two other Individual Members, subject to a written proxy.
- 8.3 Any individual who has made an outstanding contribution to the activities of Europa Nostra may be appointed an Honorary Life Member by the General Assembly if proposed by the Council.

## **Article 9 Cessation of Membership**

- 9.1 The membership ends:
  - a. as a result of the dissolution of the Member Organisation or the death of the Individual Member;
  - b. by receipt of the member's written notice of termination addressed to the Secretary General;
  - c. automatically, if the member has not paid his/her/its annual fee after having been summoned to do so twice without result.
  - d. by Europa Nostra's written notice of termination on one of the following grounds:
    - if the member has ceased to meet the requirements for membership imposed by the Statute ;
    - if the member does not fulfill his/her/its obligations to Europa Nostra;
  - e. by expulsion, if the member has acted in contravention with the Statute, rules or decisions of Europa Nostra or harms the interests of Europa Nostra.
- 9.2 In the case of termination under article 9.1.d and 9.1.e, notice of termination on behalf of Europa Nostra is given, and pronounced, by the Board.
- 9.3 The member whose membership has been terminated or who has been expelled has the following right of appeal:
  - 9.3.1 The member may appeal to the General Assembly within one month after receipt of the notice of termination or expulsion.
  - 9.3.2 Pending the decision on the appeal the member is suspended.
  - 9.3.3 For an appeal by the member to be valid it must contain the member's grievances against the decision to put an end to his/her/its membership.
  - 9.3.4 The member who has lodged an appeal may demand to be heard in person by the General Assembly before the General Assembly decides on the appeal. The member may be represented by a third party.
- 9.4 A member may end his/her/its membership with immediate effect within one month after a resolution to convert Europa Nostra into another legal entity or if notice of a merger has been communicated to him/her/them.
- 9.5 If the membership ends in the course of a financial year the annual fee for that year remains due for the whole year.

## **IV ASSOCIATE ORGANISATIONS**

### **Article 10 Rights and Obligations of the Associate Organisations**

- 10.1 Any private or public entity or body wishing to support Europa Nostra's activities, but not meeting the conditions for becoming a Member Organisation, may apply to become an Associate Organisation. The application is submitted to the Board for approval, except for instances mentioned in the Operating Rules for which the Board's decision must be confirmed by the Council.
- 10.2 Each Associate Organisation may participate in the General Assembly, with speaking rights but without voting rights.
- 10.3 Each Associate Organisation must pay an annual fee the minimum amount to be determined by the Board, subject to approval by the Council.

### **Article 11 Cessation of the status of Associate Organisation**

- 11.1 The status of Associate Organisation ends:
  - a. as a result of the dissolution of the Associate Organisation;
  - b. by receipt of the Associate Organisation's written notice of termination addressed to the Secretary General;
  - c. by written notice of termination given, and pronounced by the Europa Nostra Board, if the Associate Organisation cease to fulfill its obligations towards Europa Nostra. In such cases the Associate Organisation has the right to appeal to the Council.
- 11.2 An Associate Organisation may end its status as Associate Organisation with immediate effect within one month after a resolution to convert Europa Nostra into another legal entity or if notice of a merger has been communicated to them.
- 11.3 If the status as Associate Organisation ends in the course of a financial year the annual fee for that year remains due for the whole year.

### **Article 12 Register of Members and Associate Organisations**

The Secretary General maintains an up-to-date Register of Members and Associate Organisations.

## **V FINANCES**

### **Article 13 Financial Resources**

Europa Nostra's financial resources derive from:

- 13.1 fees and contributions by members and Associate Organisations;
- 13.2 subsidies from international, European, national, regional or local public bodies;
- 13.3 donations, legacies and other contributions;
- 13.4 sponsorship.

## **VI ORGANISATION**

### **Article 14 Governing Bodies**

- 14.1 The governing bodies are:
  - the General Assembly
  - the Council
  - the Board
- 14.2 Holding an office in the governing bodies is, in principle, without remuneration. In exceptional cases, due to private financial circumstances of a member of one of these bodies, the Board may decide to reimburse the expenses of a member of one of these bodies.

## **THE GENERAL ASSEMBLY**

### **Article 15 Composition**

The General Assembly consists of all members. Representatives of Associate Organisations have the right to attend its meetings.

### **Article 16 Powers and Duties**

- 16.1 All powers of Europa Nostra are vested in the General Assembly, except those conferred on other governing bodies by law or by the Statute.
- 16.2 The General Assembly provides the platform where Member Organisations, Individual Members and Associate Organisations discuss heritage matters, exchange experience and identify issues and challenges of common concern.
- 16.3 The General Assembly can only decide on any issue on the approved agenda.
- 16.4 The General Assembly appoints the President and up to 60 members of the Council. The members of the Council are appointed on the basis of the list proposed to the General Assembly by the Board on recommendation of the Advisory Election Committee and in accordance with the provisions of the Operating Rules.
- 16.5 The General Assembly appoints the Auditor and the members of the Audit Committee.

- 16.6 The General Assembly if proposed by the Council, may appoint Honorary Presidents or Honorary Life Members in recognition of long and distinguished service to Europa Nostra.
- 16.7 The annual report, the audited annual accounts for the preceding financial year and the budget for the next financial year shall be submitted by the Board, with the endorsement of the Council, to the General Assembly. Adoption thereof constitutes discharge from liability of the Board and the Council.
- 16.8 The General Assembly decides on amendments to the Statute in accordance with article 33.

## **Article 17     Procedures**

- 17.1 The General Assembly meets in ordinary session once in each calendar year, on a date and at a location determined by the Board. It is presided over by the President or, in his or her absence, a person nominated by the President.
- 17.2 An Extraordinary General Assembly may be convened by the Board if it considers that this would be useful. An Extraordinary General Assembly must be convened by the Board in a period of not more than eight weeks after submission of a written request by the majority of the Council or by at least ten member organisations from at least four countries.
- 17.3 Formal notice, including the agenda, must be sent to all members and Associate Organisations at least thirty days before the meeting.
- 17.4 For the decisions of the General Assembly to be valid, the quorum requires the presence of twenty Member Organisations from at least seven countries. If the quorum is not reached, the Board may convene another meeting of the General Assembly at a date not earlier than 4 weeks later. At this meeting, the quorum will require the presence of ten Member Organisations from at least five countries.
- 17.5 Proxy voting is permitted, in accordance with articles 7.2 and 8.2. Postal voting at the General Assembly meeting is not permitted.
- 17.6 Decisions of the General Assembly are taken by simple majority of the votes cast, except for decisions concerning amendments to the Statute or the dissolution of the Europa Nostra in accordance with articles 33 and 34 of the Statute. In the event of a tied vote, the Chairperson of the meeting has a casting vote.
- 17.7 At the meetings of the General Assembly, the weight of an individual member's vote for any particular decision will be equal to 20% of the total number of votes cast by all Members divided by the number of votes cast by Individual Members.<sup>1</sup> The above rule will not be applied for decisions affecting rights and duties of Individual Members. Any such decision will require the support of at least 50% of the votes cast by Individual Members to be valid.
- 17.8 A member may request a secret ballot which shall take place if supported by a quarter of the votes of the members present at the meeting.

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<sup>1</sup> Example: At a General Assembly where a total number of votes cast is 86 (46 by Member Organisations and 40 by Individual Members), the weight of Individual Member's vote will be 0,43 (20% of 86 divided by 40).



- 17.9 The minutes of the proceedings of the General Assembly meetings are prepared by the Secretary General, under the responsibility of the Chairperson of the meeting. The minutes of the General Assembly will be posted on the Europa Nostra website and members will be informed that they have been so posted. Any member may ask that a copy of the minutes be sent to him/her.

## **THE COUNCIL**

### **Article 18 The President**

- 18.1 The President is appointed by the General Assembly, on the proposal of the Council, for a renewable term of office of 5 years.
- 18.2 The President shall
- preside over the meetings of the General Assembly;
  - preside over the meetings of the Council; the President can delegate this task to the Executive President, the Executive Vice-President or to one of the other Vice-Presidents.

### **Article 19 Composition**

- 19.1 The Council shall be composed of the President and up to sixty members who shall be appointed by the General Assembly for a renewable term of three years. The candidate-members are selected from representatives of Member Organisations and the Individual Members of Europa Nostra.
- 19.2 A Council member who does not attend three successive Council meetings without a valid reason will automatically cease to be a member of the Council.
- 19.3 The members of the Council may be dismissed by the General Assembly.

### **Article 20 Powers and Duties**

- 20.1 The Council formulates the general policy lines and advises and supervises the execution of policy and finances by the Board. In the fulfilment of their duties the members of the Council shall be guided by the aims of Europa Nostra. In developing Europa Nostra's long-term policy, the members of the Council shall be guided by the views expressed by the members.
- 20.2 The Council receives an annual report from the Board setting out its programme of work and achievements. The Council also endorses the following documents prepared by the Board: the annual report and the audited annual accounts for the preceding year as well as the budget for the next year, before the Board submits those documents to the General Assembly for its approval. If the Council refuses endorsement, the Council's views will be reported to the General Assembly, which will consider them alongside the documents submitted by the Board.
- 20.3 The Council appoints the Executive President, the Executive Vice-President, the Treasurer and up to nine other members of the Board, from amongst the members of the Council.
- 20.4 The Council also appoints other Vice-Presidents amongst the members of the Council, who need not be members of the Board. The term of office for the Vice-Presidents will be 3 years, renewable.

- 20.5 The Council appoints the members of the Advisory Election Committee and oversees its operation. It also appoints members of the Internal Advisory Committee and may establish an External Advisory Committee in line with the provisions of the Operating Rules. The Council may also set up other committees (such as the Scientific Council) which are necessary for the implementation of Europa Nostra's aims.
- 20.6 The Council has the power to adopt Operating Rules for the organisation and administration of Europa Nostra.

## **21 Procedures**

- 21.1 The Council shall meet at least twice every year. At least thirty days before the date of the meeting a formal notice shall be sent to all members of the Council. This notice shall state the date, place and agenda of the meeting, and shall be signed by the Executive President or by the Executive Vice-President or by the Secretary General.
- 21.2 Each member of the Council is entitled to cast one vote. Proxy or postal voting at Council meetings is not permitted.
- 21.3 A secret ballot can be requested by at least ten members and is the rule for decisions related to all appointments.
- 21.4 Decisions of the Council are taken by a simple majority of the votes cast. The necessary quorum for the Council decisions to be valid requires the presence of at least one third of members of the Council. If the quorum is not reached, the Board may convene another meeting of the Council at a date not earlier than 4 weeks later. At this meeting, a quorum of one-fifth of members of the Council is required.
- 21.5 The Council is entitled to be kept fully informed by the Board. Members of the Board are expected to attend the Council meetings unless Council decides otherwise. Board members have the right to speak but not the right to vote at meetings of the Council.
- 21.6 The minutes of the meetings of the Council shall be prepared by the Secretary General, under the responsibility of the Chairperson of the meeting, and approved by the Council at its next meeting. Both the draft and the approved minutes will be circulated to all members of the Council.

## **THE BOARD**

### **Article 22      Composition**

- 22.1 The Board shall be composed of up to twelve members, including the Executive President, Executive Vice-President and the Treasurer, who are all appointed by the Council from amongst the members of the Council.
- 22.2 The term of office for the Executive President, the Executive Vice-President and the Treasurer will be 3 years, renewable twice. A further term may be allowed in exceptional circumstances. In this case, the proposal must first be approved by a qualified majority of two-thirds of the Council members present, representing an absolute majority of Council members.
- 22.3 The members of the Board are appointed for a term of office of three years, which term may be renewed twice. Members of the Board cease to be members of the Council.
- 22.3 The members of the Board may be dismissed by the Council.

### **Article 23      Powers and Duties**

- 23.1 Within the over-arching policy set by the Council, the Board oversees the strategic direction and actions of Europa Nostra. On that basis, it prepares proposals that it submits to the Council for approval or endorsement and thereupon, where the law or the Statute so require, to the General Assembly for its final decision.
- 23.2 The Board prepares the annual report and the audited annual accounts for the preceding year as well as the budget for the next year. After their endorsement by the Council, the Board shall offer these documents to the General Assembly for adoption during its annual meeting. If the Council refuses endorsement, the Council's views will be communicated to the General Assembly, which would consider them alongside the documents submitted by the Board.
- 23.3 The Board is responsible for appointing the Secretary General. The Board directs the Secretary General who oversees the implementation of Europa Nostra's decisions by the International Secretariat.

### **Article 24      Procedures**

- 24.1 The Board shall meet at least four times a year, either in person, by telephone, or via electronic means.
- 24.2 At least thirty days before the date of a Board meeting a formal notice will be sent to all members of the Board. This notice shall state the date, place and agenda of the meeting, and shall be signed by the Executive President, or by the Executive Vice-President or by the Secretary General.
- 24.3 Decisions of the Board are taken by a simple majority of the votes cast. If a vote ends in a tie, the vote of the Executive President, or in his absence, the vote of the Executive Vice- President, shall be decisive.
- 24.4 The necessary quorum for Board decisions to be valid requires the participation of at least 7 members of the Board.
- 24.5 The minutes of the Board meetings are prepared by the Secretary General, under the responsibility of the Chairperson of the meeting. After the approval of the minutes by the Board, the minutes are also forwarded to all members of the Council for their information.

## **THE SECRETARY GENERAL AND THE INTERNATIONAL SECRETARIAT**

### **Article 25 Appointment and Duties**

- 25.1 The Secretary General shall be appointed by the Board. The Board decides on the possible dismissal of the Secretary General.
- 25.2 The Secretary General heads the International Secretariat of Europa Nostra and assists the Board and, where this Statute so provides, the other governing bodies of Europa Nostra. The Secretary General is responsible for engaging employees of the International Secretariat, and for their possible dismissal.
- 25.3 The Secretary General shall attend all meetings of the Board, the Council and the General Assembly, unless requested not to attend by the Board or the Council. The Secretary General has no vote in those meetings.
- 25.4 The International Secretariat's tasks include:
- to take such measures, under the responsibility of the Secretary General, as are necessary to realise the strategic aims of Europa Nostra;
  - to maintain the organisation and administration necessary to achieve those aims;
  - to prepare items and advice in respect of which the Board and/or the Council must take a decision;
  - to ensure and take care that all decisions of the General Assembly, the Council and the Board are fully and carefully implemented.

## **FINANCIAL RESPONSIBILITY AND LEGAL REPRESENTATION**

### **Article 26 Financial Responsibility**

The liabilities of Europa Nostra are met solely through its own financial resources. Members have no financial responsibility for Europa Nostra's liabilities.

### **Article 27 Legal Representation**

- 27.1 The Board legally represents Europa Nostra, insofar as the law or this Statute does not provide otherwise.
- 27.2 The authority to represent Europa Nostra legally may also be vested by the Board in two of its members acting jointly.
- 27.3 The Board may grant individual members of the Board the power of attorney to represent legally Europa Nostra, within the limits described in the relevant power of attorney.
- 27.4 The Board may grant the Secretary General and other non-members of the Board specific powers of attorney.

## **THE AUDITOR**

### **Article 28 Appointment and Duties**

The Auditor is to be selected from duly qualified professionals and is appointed by the General Assembly on the proposal of the Board. An Auditor can not be a member of the Board or the Council.

## **THE STANDING COMMITTEES**

### **Article 29 Appointment and Duties**

29.1 The Standing Committees of Europa Nostra are:

- the Audit Committee
- the Advisory Election Committee
- the Internal Advisory Committee.

29.1.1 The Audit Committee shall supervise the propriety of the financial policy and action of Europa Nostra.

29.1.2 The Advisory Election Committee shall prepare and oversee the process of selecting the candidates for (re)appointment as members of Council.

29.1.3 The Internal Advisory Committee shall advise the Council on major internal issues affecting the development, governance and effectiveness of Europa Nostra so as to facilitate the implementation of its aims. It shall report at least every two years.

29.2 The members of the Audit Committee are appointed by the General Assembly on the proposal of the Council in accordance with the provisions of the Operating Rules.

29.3 The members of the Advisory Election Committee and the Internal Advisory Committee are appointed by the Council in accordance with the provisions of the Operating Rules.

## **OTHER COMMITTEES**

### **Article 30 Appointment**

The Council or the Board may appoint other Committees (such as the Scientific Council) as well as Working Groups, Taskforces or Country Representations as they deem necessary and appropriate. The terms of reference and procedures of those bodies will be specified in the Operating Rules.

## **VII GENERAL PROVISIONS**

### **Article 31 Financial Year**

The financial year coincides with the calendar year. The accounts shall be closed each year on the thirty-first day of December.

### **Article 32 Languages**

32.1 The official languages of Europa Nostra are English and French.

32.2 Only the text of this Statute established in Dutch is an authentic version.

### **Article 33 Amendments to the Statute**

The General Assembly is the sole body authorised to modify this Statute, on the proposal of the Board or the Council. Any such proposal must be sent to all members of the General Assembly at least thirty days before the date of the meeting that is convened for that purpose. Adoption of the amendments requires a majority of two-thirds of the votes cast. An amendment of the Statute only takes effect after a notarial deed has been executed.

### **Article 34 Dissolution and Liquidation**

The General Assembly is the sole body authorised to dissolve Europa Nostra. Such resolution requires a qualified majority of three-quarters of the votes cast. The General Assembly shall at the same time nominate a liquidator to be in charge of the settlement of the assets and liabilities, in accordance with the applicable laws. Any credit balance remaining after the liquidation shall be spent in accordance with the aims of Europa Nostra or for the benefit of an organisation with similar aims.

### **Article 35 Jurisdiction**

Any dispute arising in connection with this Statute, shall be submitted to the exclusive jurisdiction of the competent court in the Netherlands.