

International Association of the European Heritage Network

An international non-profit association

"HEREIN AISBL" (in short)

## STATUTES

### CHAPTER I: NAME - REGISTERED OFFICE – OBJECTIVE - DURATION

**Art. 1:**

An international non-profit association (*association internationale sans but lucratif*) is hereby created under the name "International Association of the European Heritage Network" (abbreviation: "HEREIN AISBL").

**Art. 2:**

The registered office is established at the following address: DG04, Rue des Brigades d'Irlande,1, 5100 Namur. It can be transferred to any other place in Belgium.

**Art. 3:**

The association has an educational, cultural, educational and scientific aim of international utility. Its objective is to support the management of heritage in the member countries of the European Union, the European Economic Area and/or the Council of Europe (hereafter designated as "European countries"), particularly by sharing information on policies in these fields. Its action is intended to continue and consolidate the European institutional and intergovernmental co-operation instigated by the HEREIN network.

To that end, the association shall:

1. promote, at the international level, the exchange and sharing of experience, further training and the dissemination of information, notably by means of publications, on-line products and participation in various events;
2. implement a range of activities geared to establishing and developing the European heritage information system;
3. help create practical tools (multilingual terminology, database, discussion platforms, research activities, technological development and monitoring, etc) with a view to facilitating exchanges among the organisations responsible for heritage policies in European countries and to foster innovation in this field;

4. to act as interlocutor and potential project partner with the European Union and the Council of Europe in the fields of protection, management and enhancement of cultural heritages.

The association's activities are non-profit-making and may be carried out anywhere in the world. Agreements may be concluded with international or national institutions with a view to implementing programmes.

**Art. 4 :**

The duration of the association is unlimited

## **CHAPTER II: MEMBERS - ADMISSION – EXIT - COMMITMENT**

**Art. 5 :**

The association is open to any natural and legal persons. It comprises full members, associate members, observer members and honorary members.

1. The full members of the association are individuals who, in each European country, represent the highest body exercising competences in the association's field of action.

There can be only one full member per country.

If, in a country, several persons could qualify as full members, the latter shall unanimously decide which of them is to be full member.

In order to maintain links with the Council of Europe, the Chairperson and Secretary of the Council of Europe Committee responsible for the fields covered by the association shall be honorary members.

2. Individuals who, in each European country, cannot be full members solely because there is already a full member for their country can be associate members.
3. Natural or legal persons working in a field relevant to the association's objectives can be designated observer members.
4. Individuals whom the association wishes to so designate for their merits or for the exceptional role they have played or are playing in the creation or development of the association can be honorary members.

The number of members is unlimited. There cannot be fewer than five full members.

**Art. 6:**

Applications for full or associate membership must be submitted to the Board, which will take official note of them.

Applications for observer or honorary membership are considered by the Board, which decides to accept or reject them by a simple majority vote of the members present or represented; the decision is unappealable and no reasons have to be provided.

However, applications for honorary membership are presented by the Board to the General Assembly, which decides by a simple majority vote of the members present or represented.

The President must be informed if the member representing a country changes, or if there is any change in the legal structure on which the membership is based. In the latter case, the President will evaluate the degree of continuity of the new structure and decide whether to confirm the status of member. This decision will be confirmed by the Board.

**Art.7:**

All members of the association must accept and respect the Statutes and, where appropriate, the rules of procedure.

**Art. 8:**

Members are required to pay an annual subscription, the amount of which will be fixed by the Board according to the conditions set out in the rules of procedure.

The Chairperson and Secretary of the Council of Europe Committee responsible for the fields covered by the association and the honorary members are exempted from paying any subscription.

**Art. 9:**

Members are free to withdraw from the association at any time by addressing their resignation in writing to the President. Resignation takes immediate effect, but members must fulfil their financial obligations to the association until the end of the year in which the resignation took effect.

Members who fail to pay their annual subscription by the end of their current year's membership, despite the reminders addressed to them, are considered to have resigned, unless the Board decides otherwise.

The exclusion of members can be proposed by the Board to the General Assembly. Exclusion must be based on serious grounds, such as breach of the Statutes or Rules of Procedure, or non-compliance with ethical standards, and after the person concerned has had the opportunity to defend him/herself in writing.

The Board may suspend, with immediate effect and pending a decision from the General Assembly, members who are considered guilty of a breach of the Statutes.

Suspended or excluded members remain responsible for their financial obligations to the association until the end of the year in which their suspension or exclusion took effect.

**Art.10 :**

Members who resign, are excluded or die, as well as their dependents, have no entitlements vis-à-vis the association's corporate funds. They cannot claim or require accounts, imposition of seals, inventories or reimbursement of the subscriptions paid by them or by a third party.

**Art. 11 :**

Members incur no personal responsibility for the association's obligations.

### **CHAPTER III: THE GENERAL ASSEMBLY**

**Art. 12:**

The General Assembly is the general directing body of the association. It sets out the association's strategy and policy and decides on all question relating to the association's objectives.

The General Assembly is empowered:

1. to modify the Statutes;
2. to appoint and dismiss Board members;
3. to appoint and dismiss and auditors and decide on their possible remuneration, as well as, where needed, to appoint commissioners<sup>1</sup>;
4. to decide on activities and decisions proposed by the Board;
5. to adopt association rules of procedure as proposed by the Board;
6. to approve budgets and accounts;
7. to transfer this obligation to the Board members and auditors and, if necessary, the commissioners;
8. to voluntarily dissolve the association;
9. to dismiss a member;
10. to take any other decision outside the statutory and legal competence of the Board.

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<sup>1</sup> Belgian legislation defines the conditions in which commissioners must be appointed : over 50 staff and receipts exceeding €6 250 000.

**Art. 13:**

The General Assembly comprises all the members of the association, whose rights are defined by the following conditions:

- full members participate in the meeting of the General Assembly with the right to speak, to take initiatives and to vote,
- associate members participate in the meeting of the General Assembly with the right to speak and to take initiatives but not to vote,
- observer members and honorary members participate in the meeting of the General Assembly with the right to speak, but not to take initiatives and not to vote.

Before voting, a full member is obliged to consult all the associate members from the same country who are present. Whenever a full member is absent, and in the absence of a duly authorised representative, the associate members from the same country as this absent member shall elect a member to replace him/her.

**Art. 14:**

The General Assembly shall meet as often as necessary; it meets at least once a year, during the first half of the year.

The association can be convened in an Extraordinary General Assembly at any time by decision of the Board or if one fifth of the full members requests it. The agenda must specify the reasons for such convening.

**Art. 15:**

Invitations are sent to all members by the President, who must indicate the date, place and time of the meeting. The agenda is drawn up by the Board and must be attached to the invitations. Any proposal signed by one twentieth of all full members must be included on the agenda.

Invitations can be sent by any medium (including e-mail or fax). The agenda is attached to the invitations, which should be sent at least three months in advance of the meeting.

Documents are drafted in French and/or English.

The General Assembly cannot deliberate or adopt resolutions about matters that have not been included on the agenda.

**Art. 16:**

The Assembly General is validly constituted as long as at least five full members are present or represented.

Each full member has one vote. If prevented from attending, each full member can be represented by a member of the organisation to which (s)he belongs ; if this is not possible, (s)he can give the mandate to a member associated with his/her state; if this is not possible (s)he can give the mandate to another full member..

The president presides over the meeting. In his/her absence or , failing that, the Vice President or the eldest member presides over the meeting.

**Art. 17:**

The decisions of the General Assembly, apart from those provided for in the second paragraph of this article, are taken by a simple majority of votes of members present or represented. In the event of equal votes, the president has the casting vote.

Any resolution concerning an amendment to the Statutes, the exclusion of a member or the winding-up of the association are taken during an Extraordinary General Assembly, according to the following special conditions. Any proposal concerning an amendment to the Statutes, the exclusion of a member or the winding-up of the association must be brought to the attention of the full members of the association at least three months in advance, in accordance with the conditions set out in Articles 14 and 15 of these Statutes. The General Assembly can validly deliberate only if it brings together, present or represented, two-thirds of the full members of the association. The decision must be adopted on a majority of two thirds of the votes cast.

However, if the General Assembly does not have a quorum of two-thirds of the full members, a new General Assembly will be summoned under the same conditions as above, which will rule finally and validly on the proposal in question, by a majority of two thirds of the votes whatever the number of members present or represented.

**Art. 18:**

The decisions of the General Assembly are consigned to a special register signed by the president or, failing that, by two Board members, and kept at the registered office of the association.

## **CHAPTER IV: THE BOARD**

**Art.19:**

The Board is the administrative body of the association. It has extensive authority to manage and run the association. It has the authority granted by these Statutes and implements the decisions taken by the General Assembly. It reports on the association's work to the General Assembly.

The Board :

1. defines the programme for the association's work in accordance with the strategy and policy defined by the General Assembly;
2. runs the association, and prepares an annual budget and annual accounts, which are submitted to the General Assembly for approval;
3. sets the amount of the annual contribution;
4. represents the association validly in legal acts and to all third parties, without having to justify its powers;

5. can delegate certain acts of daily management, through the authorised signature appertaining to such action, to an executive body, to one or more delegated Board members, or to any other person, whether a member of the association or not. The Board can also transfer any special powers to any other representative of its choice.
6. every year submits to the Service Public Fédéral Justice, where the file of the association is kept, the annual accounts which have been approved by the General Assembly. All the administrative documents must be signed by the President, or failing that, by two Board members.
7. can propose rules of procedure for the association to the General Assembly.

**Art. 20:**

The Board comprises a minimum of five members and a maximum of twelve, chosen from the full members and/or associate members of the association.

The General Secretariat of the Association is a member of its Board.

A maximum of two members of the Board can be from the same country. A seat shall be reserved for a member of Belgian nationality.

Board members are appointed by the General Assembly for two years renewable. and can at any time be dismissed by the General Assembly on a simple majority of votes. Board members shall carry out their duties free of charge, but they may receive a reimbursement of expenses incurred for attending Board meetings.

Outgoing or dismissed members remain in office after the expiry of their mandate until the subsequent meeting of the General Assembly that will provide for their replacement. If by death, disappearance, voluntary resignation, expiry of term of office or dismissal, the membership falls below the minimum statutory number, the Board shall nevertheless continue to exercise its powers throughout the term of office of the members who remain.

**Art. 21:**

The Board shall appoint a president, a vice-president, a secretary and a treasurer from among its members.

**Art. 22:**

The Board shall be convened by the President, who sets its agenda. Invitations, including the Agenda and the report of the preceding meeting, must be sent out at least 45 days before the meeting. Should the President be unable to attend, the meeting may still be held under the chairmanship of the Vice-President or, failing that, under the chairmanship of the oldest member.

The Board meets at least three times a year, and can take valid decisions only if half of the Board members are present or represented. If a member cannot attend, (s)he can be represented by another member (by a member of the service or organisation to which (s)he belongs, or by another member). No one can hold more than one proxy.

Decisions are taken on a simple majority of votes.

In the event of a draw, the president or the Board member replacing him/her has the casting vote.

**Art. 23 :**

Minutes shall be kept of each meeting, and must be signed by the President or by two Board members and entered in a special register kept for the purpose. These minutes are regularly communicated to the members, according to Article 22 of these Statutes. The approval of the minutes is the first item on the agenda of the following meeting. Any extracts which may have to be produced, as well as all other acts, can be validly signed by the president or by two Board members.

**Art. 24:**

All the documents of the association, notably the reports of the meetings, account books, bank statements, invoices, letters sent and received, agreements, etc, must be deposited and stored at the head office of the association where all the members and any third parties who can justify an interest, will be able to consult them, but without removing the registers. The request for consultation must be addressed to the President or by default to two Board members. The maximum period between the request for consultation and the response cannot exceed fifteen days.

**Art. 25 :**

Legal actions are pursued on the authority of the President of the Board or a Board member appointed for this task.

## **Chapter V – Financing**

**Art. 26 :**

The association shall be financed from:

- members' fees,
- subsidies or grants by members or other organisations or legal persons,
- donations and bequests; testamentary arrangements can only be accepted subject to inventory). The association may acquire, receive or manage assets whether capital or property and dispose of all contributions, advances, loans and other income, regular or otherwise according to legal procedures



**Art. 27 :**

The fiscal year starts on the first of January and ends on 31 December. Exceptionally, the first fiscal period starts on the date of the signature of the Statutes and ends on 31 December of the same year.

**Art. 28 :**

The Auditor designated by the General Assembly will report to the Board on the budgetary year just ended before the agenda of the General Assembly is drawn up. The Auditor will also present his/her report to this Assembly.

**Art. 29 :**

Each year the Board shall submit the accounts for the year just ended and the provisional budget for the following year to the General Assembly for approval. The approved accounts and the report of the auditor must then be deposited with the *Service public fédéral Justice* within one month.

**Art. 30 :**

All official documents must be written in French. Nevertheless working documents can be written in French and/or English.

## TITRE VI : DISSOLUTION – LIQUIDATION

**Art. 31 :**

Except in the case of legal or forced dissolution, the General Assembly can decide to dissolve the association. In the case of voluntary dissolution, the General Assembly shall designate one or more liquidators and determine their powers as well as the means of dissolution.

**Art. 32 :**

After settlement of debts, the net assets will be assigned to an association with objectives as close as possible to those of the association being dissolved. If this transfer is not realised within two years the net assets will be transferred to an impartial institution

## TITRE VII : RIGHTS

### Art. 33 :

Specific agreements define the possession of rights over the documents produced either by the association or within the framework of work undertaken by the association or by its employees.

Done in as many copies as there are founder members at xxx on xxxx, each founder member acknowledging having received a copy