

Constitution
of
Interpret Europe – European Association for Heritage Interpretation e.V.
(Registered Association)

Preamble

The mission of the Association is to further good practice and research in heritage interpretation throughout Europe.

Heritage interpretation helps citizens and visitors to establish deeper relationships with significant places, people, objects and events. In this way, awareness and appreciation of natural and cultural heritage in its widest sense can be fostered. In addition to embracing sites, objects etc. that are important for their natural and cultural history, interpretation also includes those of significance in relation to contemporary topics.

Through its activities, the Association will also contribute to the enhancement of understanding of sustainable development and conservation, and of stewardship of natural and cultural heritage.

Heritage interpretation helps to bring closer to people the richness of cultural and natural diversity throughout Europe and its regions.

Notes:

- 1. Where references are made to communications in writing, this shall be deemed to include communications by electronic mail.*
- 2. Where references are made to Assemblies, this shall be deemed to include Assemblies using telephonic or electronic means of communication unless otherwise stated.*

§ 1

Name, head office and financial year

- (1) The Association shall be called:

Interpret Europe - European Association for Heritage Interpretation e.V.

The Association shall be seated in Freiburg i.Br. (Germany) and shall be registered in the Register of Associations at the District Court of Freiburg i.Br.

- (2) The financial year shall be the calendar year.

§ 2

Purposes of the Association

- (1) The purposes of the the Association shall be:
- a) to enhance heritage interpretation as part of public education, with regard to, among others:
- furthering deeper understanding and appreciation of the benefits of nature conservation and the care of cultural assets;
 - supporting international attitudes, tolerance in all fields of culture.
- b) to further research and education¹ in relation to heritage interpretation and related topics,
- (2) In order to achieve these purposes, the Association shall, in particular:
- a) further develop and share the principles and methods of heritage interpretation in Europe, for example through research, projects, conferences, exhibitions, publications and other forms of communication such as providing advice to policy makers, economists, administrators and other organisations;
- b) support organisations that pursue similar purposes to those of the Association to further heritage interpretation regionally, nationally or internationally. Such support may take the form of promoting joint activities, coordination and cooperation at any level;
- c) maintain and develop existing standards for heritage interpretation in Europe;
- d) coordinate and conduct educational and training activities, and promote integration of specialist principles and methods into vocational and academic education;
- e) cooperate with initiatives and organisations outside Europe in achieving similar purposes as outlined in § 2 (1).
- (3) The Association shall pursue only and directly charitable purposes as defined in the section on “tax deductions” of the current (German) tax regulations. It shall not primarily pursue commercial gain for itself. The Association is a non-profit organisation.

The funds of the Association shall be used only in compliance with the purposes defined in this Constitution. No member shall receive any financial benefit simply from his or her membership of the Association from its funds. If he or she leaves the Association, or in case of the Association being wound up or closed, he or she shall not receive any compensation nor does he or she have any claims to either the capital of the Association or any contributions paid thereto.

No person shall benefit from remuneration or expenses that do not comply with the

¹ the German term “Bildung” - education - includes higher education and vocational training.

purposes of the Association or from inflated remuneration.

The Association shall perform its task using its own resources or by assigning authorised persons or entities to do so according to §57 clause 1S. AO (German tax regulations), unless the Association is active in fund raising measures according to §58 no.1AO. The Association may also pursue its purposes outside Europe.

§ 3

Membership

- (1) Any individual person or legal entity may become a member of the Association provided he or she supports the purposes of the Association (§2). Applications for membership shall be made in writing and addressed to the Association's Management (§8).
- (2) Membership shall cease if a member leaves or is dismissed from the Association or in case of liquidation of a legal entity.

A member may leave the Association by submitting written notification to the Management at any time. No refund of membership fee will be payable.

- (3) If a member commits a severe violation of the purposes or interests of the Association, or if a member is overdue – despite proper advice – with his or her payment of membership dues for one year, the Management reserves the right to dismiss the member with immediate effect. Before such a dismissal is implemented, the member shall be given the opportunity to justify his or her actions or to issue a statement on his or her own behalf. The member may file an objection against dismissal within a period of four weeks. A decision relating to the objection shall be made by the Supervisory Committee.
- (4) The Supervisory Committee may establish different categories of membership, with different rights and responsibilities, to suit the purposes and interests of the Association as approved by the General Assembly .

§ 4

Contributions

Members shall pay contributions as determined by the Supervisory Committee and as approved by the General Assembly .

§ 5

Bodies of the Association

The bodies of the Association are:

the General Assembly (§ 6)

the Supervisory Committee (§ 7)

the Management (§ 8)

§ 6

General Assembly

- (1) An annual meeting of General Assembly shall be held. The Management shall send notice in writing of the month of the General Assembly meeting to all members at least four months in advance of the meeting. Nominations for membership of the Supervisory Committee must be sent to the Management no later than four weeks before the meeting and shall have the written support of at least two members. The member concerned shall indicate his or her approval in writing.

Motions for the annual meeting of the General Assembly proposing amendments to the Constitution shall be sent to the Management no later than three months before the meeting of the General Assembly and shall have the written support of at least two members.

- (2) The Management shall subsequently invite members in writing to the annual General Assembly. The notice of invitation shall include its agenda, an annual report, a financial statement, nominations for membership of the Supervisory Committee and any motions proposing amendments to the Constitution. The notice shall be sent at least three weeks in advance of the date of the Assembly meeting and will be deemed to have been received by the member if evidence of posting (including of email) is retained and the notice has been addressed to the latest postal or email address provided by the member in writing to the Association.

An extraordinary meeting of the General Assembly may be called by the Management, if the Supervisory Committee deems it necessary, or if at least one in ten of members of the Association call for such a meeting.

- (3) The General Assembly may take place at a location deemed suitable by the Supervisory Committee including, but not necessarily, at the seat of the Association.
- (4) The General Assembly shall be chaired by the chairperson of the Supervisory Committee or a person nominated by the Supervisory Committee. Before the General Assembly meeting is opened, the chairperson shall appoint a person to record the proceedings of the Assembly; such person need not be a member of

the Association.

- (5) Each General Assembly called according to the Constitution of the Association shall be deemed quorate regardless of the number of members who attend, except where stated otherwise in the Constitution. Each member attending shall have one vote providing that the member is not in arrears with the previous year's membership fee. The General Assembly shall vote on all decisions by a simple majority except where stated otherwise in the Constitution.

In order to amend the Constitution of the Association, at least ten members entitled to vote shall be present at the General Assembly meeting and a two-thirds majority of all members attending shall be required. Amendments to the Constitution can be decided upon only if the invitation to the Assembly has enclosed the wording of the current, section or sections of the Constitution as well as of the proposed change or changes.

- (6) Members at the General Assembly may represent other members. One member shall represent no more than two other members.
- (7) Minutes of the General Assembly shall be recorded in writing and shall be signed by the chairperson and the person recording the minutes.
- (8) The General Assembly shall undertake the following tasks:
- To receive the annual report and the financial statement of the Supervisory Committee and of the Management;
 - To discharge the Management from liability as requested by the Supervisory Committee;
 - To discharge the Supervisory Committee from liability;
 - To decide on amendments to the Constitution (subject to there being present a quorum of at least ten members entitled to vote);
 - To elect the members of the Supervisory Committee according to §7 of the Constitution;
 - To agree membership categories and dues;
 - To decide on dissolution of the Association.

§ 7

Supervisory Committee

- (1) The Supervisory Committee shall consist of between three and nine individuals.
- (2) Members of the Supervisory Committee shall be elected by the annual General Assembly for a three-year term of office and may subsequently be elected for no more than than two further terms. The new term of office starts and the incumbent

one ends at the conclusion of the annual General Assembly

The Supervisory Committee shall have the power to fill casual vacancies as they occur and to co-opt no more than three members, to serve until the following annual General Assembly. Such co-opted members shall have the power to vote and act as elected members.

- (3) The Supervisory Committee shall elect a chairperson from its members.
- (4) The Supervisory Committee shall appoint the members of the Management. The Supervisory Committee shall supervise and support the Management with regard to, in particular:
 - development of the Association's work at an international level
 - proper management of the finances of the Association including compliance with statutory requirements
 - long-term financing of the Association's activities.

For this purpose, the Supervisory Committee shall remain apprised of the affairs of the Association. At all times the Committee shall have the right to require reports from the Management and to inspect the accounts and records of the Association, either as a body or by appointed members of the Supervisory Committee.

The Supervisory Committee shall develop the strategy and the policy for the Management to allow it to perform its business independently and accountably.

- (5) Meetings of the Supervisory Committee shall take place at intervals determined by the Committee itself. The Supervisory Committee shall be deemed quorate if at least two members attend, all its members having been duly invited. The chairperson shall endeavour to ensure that decisions shall be agreed unanimously. If that cannot be achieved, decisions shall be made by simple majority, unless this Constitution stipulates otherwise, of the members attending, and voting. In the case of no majority, the chairperson shall have a casting vote.

Decisions on appointing or dismissing members of the Management shall be decided by a two-thirds majority vote of all members of the Supervisory Committee including those not in attendance at the Meeting concerned.

Where there are no objections made by members of the Supervisory Committee, after receiving due notice, decisions of the Supervisory Committee may be taken in writing, using electronic communications, or by telephone. Such decisions must be communicated in writing to the members of the Supervisory Committee as soon as possible.

The chairperson of the Supervisory Committee shall appoint a person, who need not be a member of the Committee, to record all decisions of the Committee in the minutes of each Meeting.

Members of the Management shall attend Meetings of the Supervisory Committee, unless the Supervisory Committee decides otherwise in relation to specific

instances. The Management shall have no voting rights.

- (6) Members of the Supervisory Committee may receive adequate remuneration for any activities or services carried out on behalf of the Association in an amount to be decided by the General Assembly.
- (7) The Supervisory Committee shall have the power to appoint advisers to the Supervisory Committee, to provide guidance and support on specific topics. Such advisers may or may not be members of the Association and shall not have the power to vote or to act as elected members.
- (8) The Supervisory Committee shall have the power to appoint sub-committees in order to undertake specific tasks. Such sub-committees shall operate according to standing orders approved and minuted by the Supervisory Committee. Members of sub-committees may or may not be members of the Association.
- (9) The Supervisory Committee may propose the appointment of an individual to the office of president, or a similar title, to represent the Association in an honorary capacity, such appointment to be approved by the General Assembly. Such an individual shall be a member of the Association but shall not be eligible for membership of the Supervisory Committee. However, the Supervisory Committee, at its discretion, may invite him or her to its Assemblies.
- (10) A member of the Supervisory Committee may be removed from the Supervisory Committee by a two-thirds majority of the remaining members for reasons which shall include, but not be limited to, failure to be present at two consecutive Assemblies. A member of the Supervisory Committee may resign at any time by delivering a written resignation to the chairperson. The acceptance of such a resignation shall not be necessary to make it effective.
- (11) In relation to all other matters, the Supervisory Committee shall determine its own rules of procedure.

§8

Management

- (1) The Management shall consist of at least two members. The Management shall be appointed and may be dismissed by the Supervisory Committee, irrespective of the start or finish of remunerated employment by the Association. The Supervisory Committee shall decide on the appropriate remuneration of the Management.
- (2) Each member of the Management shall be authorised to act as the legal representative of the Association. They are managing directors of the Association, 'Vorstand' in accordance with §26 BGB of the German Civil Law Code.
- (3) All persons appointed to the Management of the Association shall be accountable for the conduct of their own responsibilities, within the framework of the tasks assigned to all the bodies of the Association.

- (4) The Management shall have the right to authorise other individuals to undertake tasks on its behalf.
- (5) In addition, the Management, in agreement with the Supervisory Committee, shall determine its own rules of procedure.

§9

Dissolution of the Association

- (1) Dissolution of the Association and the resulting use of the capital of the Association shall be decided upon, within the rules of charity regulations, at the General Assembly by a vote in favour by a two-thirds majority of members present. The motion to dissolve the Association shall be included in the notice calling the Assembly.
- (2) If the Association is dissolved, or in case of loss of its non-profit status, the Association's capital shall be given to a public body or another legal body with charity status for use only for non-profit educational purposes.

§10

Amendments of the Constitution due to formal requirements

- (1) In the case that regulatory, judicial and fiscal authorities require to amend and / or supplement this Constitution for formal reasons , the Management, in consultation with the chairperson of the Supervisory Committee, shall have the power to decide upon and execute such amendments and or supplementary parts without a decision of the General Assembly.
- (2) Any such amendments and / or supplementary parts made to this Constitution shall be communicated to the members of the Association in writing within four weeks of their execution.