

Constitution of Interpret Europe – European Association for Heritage Interpretation

Preamble

The mission of Interpret Europe is to serve all who use first-hand experiences to give natural and cultural heritage deeper meaning.

Throughout Europe, Interpret Europe furthers good practice and research in heritage interpretation. The Association supports historic sites and monuments, protected areas, museums, zoological and botanical gardens and many other institutions dedicated to natural and cultural heritage in their development and use of a broad range of approaches that turn the immediate experience of natural and cultural heritage into a source of inspiration and creativity – from guided walks to sophisticated exhibitions. Interpret Europe also fosters dialogue and partnership among associations and universities, providers and professionals in Europe and beyond.

Heritage interpretation was first developed for visitors to natural heritage sites, but today's potential of the interpretive approach reaches much further. By responsibly connecting people with the legacy of previous generations, it not only fosters stewardship of natural and cultural heritage, but also civic engagement, peace and sustainable development in the course of lifelong learning.

By encouraging the interpretation of the richness of cultural and natural diversity throughout Europe, and by raising awareness of values related to human dignity, solidarity, or rule of law, heritage interpretation helps to meet some of Europe's most critical challenges.

The Association encourages people to interpret their heritage against this background.

§1 – Name, seat, financial year and communication

§1(1)

The name of the Association is: Interpret Europe – European Association for Heritage Interpretation e.V. (e.V. = eingetragener Verein = registered association).

§1(2)

The Association is seated in Freiburg im Breisgau (Germany) where it is registered at the District Court in the Register of Associations.

§1(3)

The financial year of the Association is the calendar year.

§1(4)

The language used by the Association is English. The Constitution is published in German and in English. In the event of a dispute, the German text is binding. Communication with German authorities can only take place in English with the consent of the respective authorities.

§1(5)

If this Constitution refers to communication in writing, this includes electronic mail. Where it refers to meetings, this includes meetings using electronic means of communication unless otherwise stated.

§2 – Purposes of the Association

§2(1)

The purposes of the Association are:

- 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 education, including higher education and vocational training, in relation to heritage interpretation and related topics.

§2(2)

In order to achieve these purposes, the Association intends, in particular:

- a) To 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) To 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) To maintain and develop existing standards for heritage interpretation in Europe;
- d) To coordinate and conduct educational and training activities, and promote integration of specialist principles and methods into vocational and academic education;
- e) To cooperate with initiatives and organisations outside Europe in achieving similar purposes as outlined in §2(1).

§2(3)

The Association pursues only and directly charitable purposes as defined in the section on tax deductions of the current (German) tax regulations. It does not primarily pursue commercial gain for itself. The Association is a non-profit organisation.

The funds of the Association will be used only in compliance with the purposes defined in this Constitution. No member will 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 will 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 will benefit from remuneration or expenses that do not comply with the purposes of the Association or from inflated remuneration.

The Association will perform its task using its own resources or by assigning authorised persons or entities to do so according to §57(1) AO (AO = Abgabenordnung = German tax regulations), unless the Association is active in fundraising measures according to §58(1) AO. The Association may also pursue its purposes outside Europe.

§3 – Membership

§3(1)

Any individual person or legal entity may become a member of the Association provided he or she supports the purposes of the Association. Applications for membership must be made in writing, including the online forms on the Association's website, and should be addressed to the Management.

§3(2)

Membership ceases if a member leaves or is dismissed from the Association or in the case of liquidation of a legal entity. A member leaves the Association by submitting written notification to the Management. The resignation will then take effect at the end of the calendar year. No refund of membership fees will be payable.

§3(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 fees or other dues for more than one year, the Management reserves the right to dismiss the member. Before such a dismissal is implemented, the member will be given the opportunity to justify his or her actions or to issue a

statement on his or her own behalf. The member needs to file an objection against dismissal within a period of four weeks. The Supervisory Committee decides whether the objection will be accepted or not.

§3(4)

The Management suggests categories of membership, with different rights and responsibilities. Those are decided by the General Assembly.

§3(5)

In general, members must pay membership fees. The amount of the membership fees is decided by the General Assembly which also decides on the waiver of membership fees, e.g. for honorary members.

If a member has been dismissed from the Association and intends to join again, the Management can charge a re-application fee.

§4 – Bodies of the Association

The bodies of the Association are:

- General Assembly (§5)
- Supervisory Committee (§6)
- Board of Directors / Management (§7)

§5 – General Assembly

§5(1)

At least once a year, the Management shall invite members for a General Assembly. Notice to members, in writing, is required at least eight weeks in advance. The notice will be deemed to have been received by the member if it has been addressed to the latest postal or email address provided in writing by the member to the Management.

A General Assembly must be called by the Management in a timely manner if the Supervisory Committee deems one necessary or if at least one in ten of members of the Association call for it.

§5(2)

Motions proposing amendments to the Constitution, including changing the purpose of the Association, and motions regarding the dissolution of the Association, must be received by the Management no later than four weeks in advance of the General Assembly. All other motions should also be sent four weeks in advance to allow their attachment to the invitation.

Nominations for vacant positions on the Supervisory Committee also need to be received by the Management no later than four weeks in advance of the General Assembly. Nominees must be members of the Association. They can either nominate themselves or be nominated by other members but in this case, their nomination needs to include their approval in writing.

§5(3)

The Management should invite members, in writing, to a General Assembly at least three weeks in advance. The invitation will be deemed to have been received by the member if it has been addressed to the latest postal or email address provided in writing by the member to the Management.

Besides the agenda, the invitation must include the annual report and financial statement of the Management referring to the previous year, the minutes of the previous General Assembly, and information about the registration for members who would like to attend the General Assembly online. Supervisory Committee nominations or motions also need to be attached if they have been received by the Management up to four weeks before the date of the General Assembly. All attachments may be made accessible through online links.

§5(4)

A General Assembly may take place either online or at a location deemed suitable by the Management that allows online attendance. Members who would like to attend online need to register for the General Assembly at least one week in advance to receive their access data in time. During the General Assembly, they should be recognisable for all attendees. They are responsible for their own online connection.

Membership numbers, names and countries of residence of all members who registered for the General Assembly will be shared with all attendees and will be attached to the minutes.

§5(5)

A General Assembly shall be chaired by a person suggested by the Supervisory Committee. When opening the Assembly, this person shall propose supporters, such as a minute-taker and technical assistance, to ensure the smooth running of the General Assembly and voting period.

Chairperson and supporters do not need to be members of the Association, but each of them needs to be confirmed by the Assembly.

§5(6)

A General Assembly called according to the Constitution of the Association is deemed quorate regardless of the number of members who attend, except where stated otherwise in the Constitution.

Each member attending has one vote, providing that the member is not in arrears with the membership fee that has last been invoiced before the invitation to the General Assembly was sent. Individuals

representing more than one member have one vote for each member they are authorised to represent, according to the membership directory.

§5(7)

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, including changing the purpose of the Association and for the dissolution of the Association, at least ten members entitled to vote need to be present at the General Assembly, and a two-thirds majority of all members attending is required. Amendments to the Constitution, including changes to the purpose of the Association, 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 changes. The wording for the proposed changes can be amended by the General Assembly.

§5(8)

All voting related to a General Assembly, including elections, shall be done online during a 24-hour time slot that had been announced in the invitation.

Between the end of the General Assembly and that time slot, electronic voting forms will be sent to all members who registered to attend the General Assembly. Members who registered and received their access data but did not attend the General Assembly may still vote.

§5(9)

Each General Assembly needs to be recorded through minutes to be completed and signed by the chairperson and the minute-taker after the voting period has ended.

§5(10)

General Assemblies have to undertake the following tasks:

- To receive annual reports and financial statements of the Board of Directors / Management;
- To receive annual reports of the Supervisory Committee;
- To discharge the Board of Directors / Management from liability;
- To discharge the Supervisory Committee from liability;
- To decide on amendments to the Constitution;
- To elect members of the Supervisory Committee;
- To appoint honorary members;
- To decide on membership categories and membership fees;
- To decide on the dissolution of the Association.

§6 – Supervisory Committee

§6(1)

The Supervisory Committee shall consist of three to five individuals. The General Assembly can extend that number to up to seven individuals if it deems necessary. The Supervisory Committee shall elect a chairperson from its members.

§6(2)

The members of the Supervisory Committee are elected by the General Assembly in secret ballot for a three-year term of office and may subsequently be elected for no more than one further term. A new term starts at the end of the first General Assembly held in the year when the former term ends.

The General Assembly can remove a member from the Supervisory Committee for important reasons. A member of the Supervisory Committee may resign at any time by delivering a written resignation to the other members of the Supervisory Committee. The acceptance of such a resignation is not necessary for it to take effect.

The Supervisory Committee may fill casual vacancies as they occur. Newly added members of the Supervisory Committee must stand for election at the next General Assembly.

The Supervisory Committee may suggest no more than three more individuals as new members, within the set limit of seven members. Such individuals may join all meetings to advise the Supervisory Committee but will only have the power to vote and to act as members of the Supervisory Committee after they have been elected by the General Assembly.

§6(3)

The Supervisory Committee appoints the members of the Board of Directors / Management.

The Supervisory Committee supervises and supports the Management with regard to, in particular:

- The international character of the Association's work;
- Proper management of the finances, including compliance with statutory requirements;
- Long-term financing of the Association's activities.

The Supervisory Committee agrees with the Management on:

- Guidelines to allow the Management to perform its business independently and accountably;
- A planning and reporting system to remain informed of the affairs of the Association;
- Strategic plans, each covering a period of five years.

At all times, the Supervisory Committee has the right to inspect the accounts and records of the Association, either as a body or by appointed members of the Supervisory Committee.

§6(4)

The Supervisory Committee determines its own rules of procedure. They are valid from the moment they are decided but shall be confirmed by the following General Assembly.

Members of the Management shall attend meetings of the Supervisory Committee, unless the Supervisory Committee decides otherwise in relation to specific instances. The Management has no voting rights at Supervisory Committee meetings.

§6(5)

Members of the Supervisory Committee may receive adequate remuneration for any activities or services carried out on behalf of the Association to an amount to be decided by the General Assembly.

§7 – Board of Directors / Management

§7(1)

The Management consists of one or more managing director/s. Each member of the Management is authorised to act as the legal representative of the Association. They are the 'Vorstand' (= Director/s or Board of Directors) of the Association in accordance with §26 BGB (= Bürgerliches Gesetzbuch = German Civil Law Code).

All persons appointed to the Management of the Association are accountable for the conduct of their own responsibilities, within the framework of the tasks assigned to the bodies of the Association.

§7(2)

The Management is appointed and may be dismissed by the Supervisory Committee, irrespective of the start or finish of remunerated employment by the Association. A member of the Management may resign at any time by delivering a written resignation to the Supervisory Committee. The acceptance of such a resignation is not necessary for it to take effect.

The Supervisory Committee decides on an appropriate remuneration of the managing director/s.

§7(3)

Following a suggestion from the Management, the Supervisory Committee can appoint additional directors as extended board. These directors are not directors in accordance with §26 BGB of the German Civil Law Code.

§7(4)

The Management has the right to authorise others to undertake tasks on its behalf. This can include the temporary assumption of offices and functions within the association. Such authorisation needs to be agreed in writing between the Management and the particular person or organisation.

The Management has the right to appoint its own Advisory Board of up to five persons. Such advisers do not need to be members of the Association. The Management is not obliged to follow their advice.

At any time, the members of the Association must be able to find out who holds which office or function within the Association.

§7(5)

The Management determines its own rules of procedure. They need to be confirmed by the Supervisory Committee.

§8 – Amendments of the Constitution due to formal requirements

In the case that regulatory, judicial and fiscal authorities require amendments or supplements to this Constitution for formal reasons, the Management, in consultation with the Supervisory Committee, has the power to decide upon and execute such amendments or supplementary parts without a decision from the General Assembly.

Any such amendments or supplementary parts made to this Constitution need to be communicated to the members of the Association in writing within four weeks of their execution.

§9 – Dissolution of the Association

Dissolution of the Association and the resulting use of the capital of the Association must be decided upon, within the rules of charity regulations, at the General Assembly by a vote in favour by a two-thirds majority of at least ten members present and entitled to vote. The motion to dissolve the Association needs to be included in the notice calling the Assembly.

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.

Approved on 14 July 2010

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