

# **CONSTITUTION**

## **1. NAME**

1.1 The official name of the body shall be **The European Association of Historic Towns and Regions**. A shorter name may be used for publicity purposes as agreed by the Association's elected Bureau.

1.2 The European Association of Historic towns and Regions will be a network of Historic Towns Associations and individual historic villages, towns, cities and regions drawing its membership from countries within the Council of Europe and the European Union.

## **2. LEGAL STATUS**

2.1 The European Association of Historic Towns and Regions was incorporated on 8<sup>th</sup> April 2002 under the law of England and Wales as a company limited by guarantee and not having a share capital. The company registration number is 4411400.

2.2 The company 'Memorandum and Articles of Association reflect the Association's purpose and aims and objectives and the Association will operate within the terms of the Constitution as a non-profit making Association. Any surpluses generated will be reinvested in the activities of the Association.

2.3 The Association is a 'Public Equivalent Body' having a legal personality established for the specific purpose of meeting the general interests of historic cities and being mainly funded directly and indirectly by local authorities.

2.4 The Association will operate on the basis of a co-operation agreement with each member where by members agree to abide by and work within the regulatory framework of the Constitution.

2.5 Should the Association acquire assets or property then these will be held by a group of members acting as a Trust. The Trust will hold such assets benignly on behalf of all the members of the Association.

## **3. AIM**

3.1 To promote the interests of Europe's historic towns and regions

## **4. PRINCIPLES**

4.1 The Association will aspire to uphold the key principles of democratic accountability and member solidarity in pursuing its aims and objectives and in carrying out its activities

## **5. OBJECTIVES**

5.2 Establish international co-operation in the fields of urban conservation and cultural heritage through: -

- the creation and development of a European network of historic towns associations and individual historic villages, towns, cities and regions

- assistance with the establishment of national associations of historic towns in countries where they do not yet exist
- collaboration with other relevant European institutions and organisations to ensure effective co-ordination and involvement
- regional co-operation between historic towns

5.3 Participate in campaigns relating to Europe's cultural heritage such as those organised by the Council of Europe and the European Union

5.4 Share experience and good practice on all aspects of urban conservation and management of Europe's cultural heritage

5.5 Promote the vitality and viability and sustainability of historic towns in the belief that conservation of cultural heritage promotes economic and social development

5.6 Seek to ensure that European policy making bodies recognise and reflect the specific needs and interests of historic towns and their inhabitants

5.7 Promote appropriate national legislation to protect and enhance the historic heritage of European historic cities

5.8 Raise public awareness about the importance and value of Europe's cultural heritage

5.9 Encourage and support European partnerships between historic towns and regions

including assistance with bidding for finance and projects.

5.10 Promote and facilitate education and training in the fields of urban management and cultural heritage.

### **3. ACTIVITIES**

6.1 The activities of the association will relate to its aims and objective and may include: -

- Organising a regular programme of conferences, seminars and workshops
- Holding cultural events
- Commissioning research
- Working with Universities and other relevant institutions to ensure academic research meets the needs of users
- Participating as a partner in European projects
- Establishing enterprises
- Establishing and supporting working groups
- Preparing reports and publications
- Developing and promoting common policies
- Disseminating information on a systematic and regular basis e.g. newsletter/bulletin
- Maintaining contacts with the media to secure regular and accurate coverage of relevant matters
- Facilitating staff exchanges and delegate visits
- Establishing and maintaining up to date data bases and communication networks relating to member organisations

- Production of an annual report

#### 4. MEMBERSHIP CRITERIA

7.1 The association will adopt an 'inclusive' approach to membership whilst adhering to the following criteria: -

- Membership will be open to the member countries of the European Union and the Council of Europe and to applicant members of these organisations
- It will cover the following categories: -
  - ❑ **Full membership** open to National associations; Regional networks; Euro-regions of Historic Towns and individual historic villages, towns, cities and regions on the basis that: - The precise definition of what constitutes an Historic town or area to be a matter for each national organisation or individual village, town, city or region in order to recognise and reflect cultural differences and diversity. All definitions however should include as a minimum requirement that each region, town, city or village has an historic centre which has evolved over the centuries and whose character is still in tact.
  - ❑ Associations of Municipalities will be eligible to join if they agree to assist the establishment of an Historic towns association within a specified period - normally within a year of joining

**Associate membership** open to other interested parties who support the Associations Aims, Objectives and Principles and could include: -

- ❑ UNESCO, ICOMOS, Europa Nostra, etc.
- ❑ Other towns and cities which include e.g monuments but are not historic cities
- ❑ Other organisations such as Universities, other academic institutions, Societies, etc.
- ❑ Companies with interests in Historic towns and regions
- ❑ Other national associations from outside Europe

**Personal membership** open to individuals working in the field of urban conservation and cultural heritage, e.g. architects, town planners economists etc.

**Honorary Personal membership** open to individuals in recognition of their personal contribution to historic towns and regions

7.2 All categories of membership will be expected to follow the Association's Aims, Principles and Objectives and to pay the approved membership fees on time

7.3 The establishment of procedures for agreeing admissions and removal of all categories of membership will be the responsibility of the General Assembly and these will kept under regular review

7.4 Procedures for terminating the activity of the Association or for modification of its membership structure will be the responsibility of the General Assembly

#### 8 RELATIONSHIP WITH OTHER ORGANISATIONS

8.1 The European Association of Historic Towns and Regions will encourage a wide range of other organisations working in the fields of urban conservation and cultural heritage to join the Association and to enter into appropriate co-operative arrangements and agreements. In this respect reciprocal membership arrangements will be encouraged where appropriate.

#### 9 FINANCIAL ARRANGEMENTS

9.1 The activities of the Association will be funded from a combination of sources including: -

- Subscriptions from all categories of membership ( other than honorary)
- Sponsorship
- Grants
- Donations
- Advertising
- In - kind contributions

9.2 The membership subscription fees will be set by the General Assembly on the recommendation of the Bureau and will be reviewed annually where appropriate

## **10 DECISION MAKING STRUCTURE**

### **General Assembly**

10.1 All classes of membership will be eligible to attend the General Assembly

10.2 Full Members will be eligible to vote on the basis of one vote per country. Where there is more than one full member representing a country e.g. regional associations or individual towns or regions then they will vote once as a national delegation.

10.3 The General Assembly will meet annually

10.4 The General Assembly will be quorate with a third of voting members in attendance

### **President**

10.5 The President will preside over both the General Assembly and the Bureau.

10.6 His/her term of office will be for two years renewable for one further term.

### **Bureau**

10.7 Membership of the Bureau will consist of: -

- Up to 20 members elected by the General Assembly reflecting a balanced geographical distribution and consisting of the following breakdown of representatives: -
  - Associations( up to 6 members)
  - Villages, Towns, cities and Regions (up to 6 members)
  - International Organisations (3 –5 members including the 2 from the Council of Europe)
  - Individual (3 – 5 co –opted to provide a specific contribution or to fill casual vacancies
- The Secretary General will be in attendance

10.8 The Bureau may elect from its membership three vice presidents as appropriate to support the President and guide the work of the secretariat and promote its development

10.9 Terms of office for the Bureau will be as follows: -

- Members to be elected for two years

10.10 Voting will be by a simple majority.

10.11 The Bureau will be quorate with 30% of Bureau members in attendance.

### **International Council**

10.12 The International Council will consist of all members of EAHTR and will be responsible for giving policy direction to the Bureau and Secretariat.

10.13 The International Council will meet periodically and will elect a Chairman to preside over its meetings

## **11 ADMINISTRATIVE ARRANGEMENTS**

### **Language and Translation**

11.1 The principal language of the Association will be English. The Association will endeavour to move towards a policy, as and when resources permit, of communicating in the 5 official languages of the Council of Europe.

11.2 Specifically the principle language of the Association will be supplemented by: -

- additional interpretation ,as appropriate, at events, conferences and meetings
- translation of published material and other documentation into other languages will be determined by the availability of resources and decisions will be guided by the Bureau
- Translation of material will generally be undertaken by either the Secretariat or individual national associations.

### **Seat of the Association**

11.2 The seat of the Association is the medieval city of Norwich, in the United Kingdom. The offices of the Association will at Gladstone House, 28 St Giles Street, Norwich NR2 1TQ, United Kingdom. This location may be varied at the discretion of Norwich City Council.

### **Secretariat**

11.3 The Secretary General of the Association will be responsible for the efficient and effective administration of the affairs of the Association accountable to the elected executive Bureau and to the General Assembly. The Secretary General will be supported by a small secretariat the nature of which will relate to the size of the Association, the scale of its activities and the availability of resources.

11.4 The appointment of the Secretary-General will be confirmed by the General Assembly on the recommendation of the Bureau. The period of office will be for 5 years, renewable. The initial appointment will be agreed by the Launching Conference.

### **Powers and Responsibilities of the Bodies of the Association**

11.5 The powers and responsibilities of the General Assembly, President, Bureau and the Secretary -General are set out in the attached Annexe1.

## **ANNEXE 1 - Bodies of the Association -Powers and Responsibilities**

## **1. General Assembly**

1.1 The General Assembly 's primary responsibility is to facilitate the collective responsibility of full members to oversee the general direction and activities of the Association

1.2 It will approve the Association's Constitution and consider and agree any changes thereto

1.3 It will elect a Bureau and secure the establishment of a Secretariat to be responsible for effecting executive action on its behalf.

1.4 It will oversee the work of the Bureau and the Secretariat

1.5 It will receive reports and recommendations as appropriate from the President of the Association The Bureau and the Secretary General in relation to: -

(1) Policy and priorities of the Association

(2) Annual programme of events and activities

(3) The general financial affairs of the Association

1.6 It will set the annual membership fee for all categories of membership

1.7 It will elect the President of the General Assembly and the Bureau

1.8 It will confirm the appointment of the Secretary General on the recommendation of the Bureau

1.9 It will confirm the executive structure of the secretariat and the employment terms and conditions of its staff

1.10 It will confirm admissions and removal of all categories of membership on the basis of: -

1. The recommendation of the Bureau and the Secretary General
2. The agreed membership criteria
3. Adherence to the Associations Aims, Principles and Objectives
4. Payment of the approved membership fees

1.11 It will decide the procedures to be followed in the event of the winding up of the Association or any reorganisation of its structure.

1.12 It can agree delegation of relevant matters to the President, Bureau or the Secretary General as it considers appropriate from time to time.

## **2. International Council**

2.1 The International Council will meet periodically to consider strategic policy issues relating to historic towns, cities and regions and to the work of EAHTR.

2.2 It will give policy direction to the Bureau and Secretariat who will reflect its conclusions in the work of the Association and in their reports to the General Assembly.

## **2. The Bureau**

2.1 The primary role of the Bureau will be to oversee the work and executive action of the Association in line with the policy direction set by the General Assembly.

2.2 It will be accountable to the General Assembly for: -

1. The progression and development of the Aims ,Objectives and Activities of the Association
2. Implementation of the Associations membership policy
3. Promoting good relations with other organisations
4. Overseeing the establishment and management of the Association's budget and ensuring effective financial control
5. Overseeing the management of the Secretariat, making recommendations on the appointment of the Secretary General and the terms and conditions of the staff.
6. Agreeing priorities within the agreed policy direction
7. The establishment of and adherence to work programmes
8. Submission of an annual report including: -
  - achievements of the Association
  - current issues
  - financial position
  - recommendations on future strategy, policies and priorities

and levels of membership fees

## **3. The President**

3.1 The primary role of the President is to provide leadership and champion the interests of the Association

3.2 The President will chair both the General Assembly and the elected Bureau

3.3 He/she will be accountable to the Bureau and the General Assembly and have responsibility for: -

1. Formally representing the Association on behalf of members at all levels
2. The convening of meetings of the General Assembly and Bureau
3. Agreeing the content of agendas
4. Providing policy guidance to the Secretary General and the secretariat
5. Any matters delegated to him/her by the General Assembly and/or Bureau

### **1. The Secretary General**

4.1 The primary role of the Secretary General is to be responsible for executive action and the efficient and effective management and delivery of the affairs of the Association

4.2 The Secretary General will be the principal advisor to the Association.

4.3 He she will be accountable to the General Assembly and the Bureau and have responsibility for: -

1. The appointment and management of the Secretariat on a basis agreed by the Bureau and the General Assembly
2. The overall co-ordination and implementation of the Association's activities
3. Formulating recommendations on policy, priorities, proposals and work programmes
4. Submission of reports including an annual report on the performance of the Association and the Secretariat
5. The development of the Association in line with agreed policy priorities
6. Representing the Association at all levels and promoting its interests
7. Any matters delegated by the General assembly, Bureau and/or President

4.4 The Secretary General will be accountable to the Bureau and the General Assembly for the proper management of the Association's financial affairs and will be a signatory to all financial transactions and contracts on behalf of all of the members of the Association.