

STATUTES

“PERSPECTIV—Association of Historic Theatres in Europe”

– a non-profit organization –

(as of September 26, 2005)

Preamble

Having regard to the fact that UNESCO in article 1 of its constitution has set as its goal to secure the conservation and protection of the World’s heritage of historic monuments and to encourage the exchange of people and information in this field ;

Having regard to the fact that the European Union in article 151 of the EC Treaty has set as its goal in the cultural sector to strengthen the mutual cultural heritage and has expressed its will to support the increase of knowledge of the history and culture of the European peoples, the preservation and protection of cultural heritage of European significance and the non-commercial exchange of artistic activities ;

Having regard to the fact that the European Parliament in its “Resolution on the importance and dynamics of the theatre and the performing arts in an enlarged Europe” (2002) considers that

... the theatre is emblematic of the European area of the performing arts;

... the theatre and the performing arts have always mirrored society;

... increased cooperation with the countries of Central and Eastern Europe in the field of theatre and the performing arts may contribute to the success of enlargement and public support for the European project;

... that the appropriate framework for a European area of the performing arts is an enlarged Europe including the Member States, the candidate countries and Non-member States as far as Russia;

... that cooperation along these lines merit the support of the Member States and the European Union;

Considering that the historic theatres of Europe from the age of the Renaissance onwards are an exemplary mutual European cultural heritage;

... the importance of these theatres is underlined by the fact that some of them are already part of UNESCO’s World Heritage;

... the history and the spirit of Europe are reflected in these theatres and that their preservation for future generations and their presentation to the public are permanent and important tasks;

... the problems of preservation, restoration, research, public awareness and access, adequate artistic productions and many other questions demand a permanent exchange of experiences and professional know-how between these theatres;

the participants of the CONFERENCE OF HISTORIC THEATRES IN EUROPE have decided to create this European association.

§ 1
Name, legal form, seat

- (1) The name of the association is “**PERSPECTIV—Association of Historic Theatres in Europe**” (a non-profit organization).
- (2) The Association is registered as a non-profit organization at the civil court of Merseburg, Sachsen-Anhalt, Germany.
- (3) The seat of the Association is Bad Lauchstaedt.

§ 2
Non-profit organization

- (1) The Association pursues solely and directly non-profit aims defined under the chapter “objectives entitled to tax concessions” of the tax regulations (*Abgabenordnung*). The Association is a non-profit organization.
- (2) The revenues of the Association come from membership fees, donations and public subsidies. They may only be used according to the objectives of these Statutes. Members do not receive remuneration by the Association. All payments must be kept within reasonable limits and be in line with the objectives of the Association.
- (3) All holders of offices—with the exception of a manager employed by the Association—work on a voluntary basis.
- (4) The Association is politically neutral and acts independently from other entities.

§ 3
Objectives

- (1) The Association helps to preserve, restore, support, and promote the historic theatres as part of the cultural heritage of Europe and the World.

Historic theatres—in the framework of this Association—are all privately and publicly owned theatres that were constructed after 1500 and are at least 100 years old, with an articulate intention to preserve and care for the theatre’s origin, architecture, cultural and historical values

- (2) The objectives are realized in particular by:
 - creating a dynamic and interactive network between the historic theatres in Europe;
 - encouraging and supporting the conservation and restoration of these theatres
 - encouraging, supporting, exchanging and publishing research on these theatres
 - acquainting the general public with this extraordinary cultural heritage
- (3) To implement its objectives, the Association particularly will:
 1. organize meetings, conferences, symposia for the members and the public over the whole spectrum of historic theatres;

2. cooperate with other associations, institutions or organizations that support the objectives of the Association;
3. exchange experiences and expertise on all subjects concerning historic theatres and period-based performances;
4. foster the knowledge of historic theatres among pupils, students and teachers;
5. encourage the owners and those who are responsible to respect, preserve and restore the historic nature and the artefacts of their theatres;
6. bring the specific requirements of historic theatres to the attention of the legislative authorities concerned and request exemptions or modifications where necessary.

§ 4 Membership

- (1) Regular Membership is open to every individual who or entity which wants to support the objectives of this Association.
- (2) Theatre Membership is open to every historic theatre. Each theatre is represented by two delegates of its choice.
- (3) The Association may give a Supporting Membership to individuals or entities providing the Association with financial means, goods or services but do not pay membership fees.
- (4) The Association may give a Honorary Membership to an individual with outstanding achievements in the field of historic theatres.
- (5) Membership is obtained by a written request addressed to the Board of the Association, acceptance by the Board and payment of the membership fee for the current year. Supporting Membership is granted by the Board without prior request. The membership proposes candidates for Honorary Membership, who are then elected by the General Assembly on recommendation of the Board.
- (6) An application for membership can be denied without giving reasons. Within a month of having received the denial, the person applying for membership may object to the denial in a letter addressed to the Board. The next regular General Assembly will then decide on the matter.

§ 5 End of membership

- (1) Membership ends:
 - a. with the death of the individual member or the dissolution of the legal entity
 - b. with a member's resignation from the Association
 - c. with the deletion from the list of members
 - d. with the expulsion from the Association

- (2) Resignation is only accepted in the form of a written statement addressed to the Board at least three months before the end of the calendar year.
- (3) It is possible for the Board to delete a member from the list of members when the member has not paid the membership fee even after having twice been reminded of his/her payment and warned that he/she will be deleted from the list. The decision demands the unanimous vote of all members of the Board. The deletion may only be enacted when three months have passed since the second reminder was sent out and the fee has still not been paid. The member must be informed in writing that his/her membership has been cancelled.
- (4) It is possible for the Board to expel a member from the Association who has caused considerable damage to the Association. The Board has to give the member in question ample time to react to the accusation in writing or in person before the decision is taken. The decision demands the unanimous vote of all members of the Board. The member has to be notified of the decision in form of a letter recorded delivery stating all reasons for the expulsion.

§ 6 Membership fees

- (1) Every member has to pay a membership fee fixed by the General Assembly. A motion to change the current fees has to state reasons for doing so.
- (2) The fee fixed by the General Assembly has to be paid by January 31 for the current year.
- (3) The fee must be settled in full to vote in the General Assembly.
- (4) Honorary Members and Supporting Members do not pay a membership fee.

§ 7 The bodies

The decision-making bodies of the Association are:

- a. the Board
- b. the General Assembly

§ 8 The Board

- (1) The Board consist of seven to fifteen members, but always an odd number. The number of Board members for the next election period is to be decided by the General Assembly prior to the election of the members of the Board.
The Board formulates rules of procedure that are enacted by the General Assembly.
- (2) The members of the Board are elected by the General Assembly for a period of two years and can be re-elected. Only members of the Association are eligible.
For the election a list of candidates is used which has to be put together by the Board and is closed one week before the General Assembly. It consists of suggestions by the Board and by the members in alphabetic order. Before the election the candidates on the list have to declare their willingness to take office.
- (3) The election of the Board is a secret ballot. Cumulative voting is not possible.

- (4) The Board stays in office until a new Board has been elected, even if the period of two years is exceeded.
- (5) When a member of the Board resigns from office during his/her term, the remaining members may choose a substitute from the group of past Board members for the rest of the term.
- (6) A member of the Board can resign from office at the end of the calendar year. The resignation has to be in writing, addressed to the Board and handed in at least three months before the end of the year. Should circumstances demand it, immediate resignation from office is possible.
- (7) A member of the Board can be removed from office by the unanimous vote of all members of the Board when he/she has acted against his/her office, is incapable to fulfil his/her duty or for another important reason.
- (8) The Board chooses from its ranks the Executive Committee (ExCom), consisting of :
 - a) the President,
 - b) two Vice-Presidents, and
 - c) the Treasurer.The President and the Vice-Presidents have to be from three different countries. The ExCom is elected for 2 years, with the exception of the first Excom which is elected for three years. Re-election is possible.
Also the Board elects from its ranks the members of the Working Committee.
- (9) When a member of the ExCom resigns his/her office during his/her term, the Board elects from its ranks a new member for the rest of the ExCom's term.
- (10) The ExCom decides on all matters unanimously. In all legal matters, the Association is always represented by two members of the ExCom, according to the following pattern:
The President and one of the Vice-Presidents together have signing power. If the President is not available, the two Vice-Presidents together have signing power. Two signatures are also required if there is a manager: the president's signature—in his absence one of the Vice-Presidents'—and the manager's signature.
- (11) In all financial matters the signing power lies with the Treasurer and the manager or (if the Association does not employ a manager) the President, in his absence with one of the Vice-Presidents.
- (12) The President is empowered to comply with all conditions imposed by the court of civil justice.

§ 9 Duties of the Board

The Board is responsible for all matters concerning the Association that are not assigned to another body by these Statutes. It has the following principal duties:

1. to oversee the daily business of the Association,
2. to prepare and convene the General Assembly and put together an agenda,
3. to execute the decisions of the General Assembly,
4. to create the budget for every year until the end of the third month of the year,

5. to keep the books on revenues and expenditure of the Association,
6. to deliver the annual report until the end of the third month of the following year,
7. to sign and to cancel contracts,
8. to appoint the manager of the Association
9. to decide on the acceptance, deletion, and expulsion of members,
10. to decide on projects and measures to be taken by the Association,
11. to decide on adherence to other organisations.

The Board has the power to constitute a branch in a specific region, on written demand of at least one third of the members in this region. The rules of procedure of the branch shall be developed according to the objectives of the Association and be decided on by the Board.

The Board has to take care of the affairs of the Association in a businesslike way, in particular to secure and multiply its financial means, e.g. by grants and donations.

§ 10 Decision-taking of the Board

- (1) The President convenes the Board whenever necessary, but at least two times a year. The invitation has to be sent in writing, at least six weeks before the meeting, including the proposed agenda. The President presides the meeting; if he/she is not present, one of the Vice-Presidents will step in; if they are not present, the Treasurer.
- (2) A quorum of 5 members is necessary to take valid decisions, if these Statutes do not state it otherwise.
- (3) Decisions are taken with a simple majority, if these Statutes do not state otherwise. Every member of the Board has one vote. The chairman has the right to reserve his/her vote as a casting vote.
- (4) Minutes shall be taken of each meeting of the Board stating at least all motions and decisions. The minutes are prepared by the manager of the Association; if absent, the President will chose somebody else for the task. The minutes have to be signed by the President, two minutes-checkers elected at the meeting among its members and the person in charge of the minutes. A copy must be sent to each member of the Board within four weeks after the meeting. The minutes must be available to the membership.
- (5) A decision may also be taken by telephone, in writing, by e-mail or by fax, if no member of the Board objects to the procedure in writing.

§ 11 Working Committee

- (1) The Board may elect a Working Committee. The Working Committee organises the meetings and the General Assembly and prepares papers and motions.

- (2) It consists of the ExCom, up to six other members of the Board, and the manager. Other persons may be invited in their capacity of expert.
- (3) The Working Committee is convened and presided over by the President or one of the Vice-Presidents. The results are passed on to the Board to be voted on.
- (4) The details are regulated by the rules of procedure of the Board.

§ 12 Auditor

The Board appoints an auditor who is not a member of the Association for a period of at least two years. The auditor presents his/her report to the General Assembly.

§ 13 General Assembly

- (1) Each Regular Member has one vote and one representative in the General Assembly. Each Theatre Member has two votes and two representatives in the General Assembly. The value of each theatre vote shall however be upgraded in order that the number of theatre votes always constitute at least 60% of the total number of votes present in the General Assembly.

Regular Members who want to vote have to be present in the General Assembly. An absent representative of a theatre may delegate his/her vote to another representative; the power of authority has to be granted in writing. Members who have not paid their membership fee may not vote.

- (2) The General Assembly decides on all long-term matters of the Association. These include in particular:
 - a. Consideration and acceptance of the Board's and the auditor's reports
 - b. Approval of the budget for the next two years
 - c. Decisions on membership fees proposed by the Board
 - d. Election of the members of the Board
 - e. Decisions on amendments of these Statutes, the rule of procedure of the Board, and the dissolution of the Association
 - f. Decisions on objections to the refusal of a membership application.

§ 14 Convening the regular General Assembly

The regular General Assembly takes place every two years, if possible each time in a different European city. The invitation, including the agenda and the scientific, artistic and social programme, is sent out at least three months before the meeting, counting from the day after the invitation has been posted. The invitation is valid when it is sent to the address made last known to the Association by the respective member.

§ 15

Details concerning the General Assembly

- (1) The General Assembly is chaired by the President; if not present, by one of the Vice-Presidents; if not present, by the Treasurer.
- (2) For the duration of an election and the preceding discussion the chair can be transferred to an election committee elected by the General Assembly.
- (3) The chairman suggests how the meeting should proceed. Decisions are taken by acclamation. A vote must be cast in secret ballot and in writing for the election of the members of the Board and when 1/3 of the members present and entitled to vote demand it.
- (4) The General Assembly is a meeting in camera. The ExCom may accept non-members as guests.
- (5) The General Assembly does not require a quorum.
- (6) Minutes must be taken and signed by the chairman, the two minutes-checkers and the person in charge of the minutes. The person in charge is selected by the president. He or she can be a non-member. The minutes have to state time and place of the meeting, the name of the chairperson(s), of the two minutes-checkers and of the person in charge of the minutes, the names of members present, the names of members excused, the agenda, the various motions and votes and the kind of vote. In case of an amendment the exact wording has to be put down. The minutes shall be distributed to the members within two months after the General Assembly.

§ 16

Changes of the agenda

After having received the agenda, every member can propose additional topics. The proposal has to reach the Board in writing no later than four weeks before the day of the General Assembly. It has to be seconded by another member of the Association. The president of the meeting shall complete the agenda accordingly at the beginning of the meeting and have it approved by the General Assembly.

§ 17

Extraordinary General Assembly

- (1) An extraordinary General Assembly has to be convened when the interests of the Association demand it. It is to be convened immediately after the Board has initiated it or when at least 1/10 of the members having paid their membership fee demand it by addressing the Board in writing, giving their reasons for calling the Assembly. The Board has to supply the leader of the motion on the demand of at least 10 members of the Association with the current list of members. The invitation for the extraordinary General Assembly has to be sent out four weeks before the day of the meeting.
- (2) The extraordinary General Assembly is carried out according to §§ 14, 15 and 16 of these Statutes.

§ 18

Majorities

- (1) The bodies of the Association decide with a simple majority of the valid votes, if these Statutes do not state otherwise. In the event of a tied vote, the motion is rejected.

- (2) Changes in these Statutes have to be taken with a majority of 2/3 of the valid votes. The dissolution of the society has to be voted for by 3/4 of the members present.

§ 19 Committees

- (1) In order to realize the objectives of the Association, the Board may propose committees which are endorsed and dissolved by the General Assembly. The chairman of a committee may be invited to the meetings of the Board in an advisory capacity.
- (2) Each committee has to inform the board of its activities on a regular basis and present the Board with a full report once a year.
- (3) The committee may not act outside the Association without approval of the ExCom.
- (4) The above also applies to ad-hoc committees.

§ 20 Advisory Council

The Board may install an Advisory Council consisting of well-known public figures. The task of the Advisory Council is to give council to the Board and to promote the objectives of the Association.

§ 21 Financial year, office, manager

- (1) The financial year of the Association is the calendar year.
- (2) The manager is appointed by the Board and employed by the Association. He runs the daily business and automatically becomes a member of the Working Committee.
- (3) The Board establishes rules of procedure for the manager's office.

§ 22 Honorary Membership

Honorary Membership may be given to an individual with outstanding achievements in the field of historic theatres. An Honorary Member is elected by the General Assembly. The vote has to be taken with a 2/3 majority.

§ 23 Dissolution of the Association

- (1) The dissolution of the Association can only be brought about by a General Assembly with the majority fixed in § 18 (2). If the Assembly does not decide otherwise, the President and the Vice-Presidents oversee the liquidation.
- (2) § 23 (1) also applies in case the Association has to be dissolved on other grounds and loses its legal capacity. The Association has to be dissolved in particular when its objectives are no longer applicable.

§ 24
Assets

When the Association is dissolved, its assets will be transferred—all debts having been paid—to the European Commission's Directorate-General for Education and Culture, to be used according to the objectives described in § 3. No member of the Association is personally liable for the Association's debts.

§ 25
Languages

The working languages of the Association are (in alphabetical order): English, French, German.

§ 26
Application

These Statutes will be applicable from the day of registration.

Appendix to the Statutes of

“PERSPECTIV—Association of Historic Theatres in Europe” – a non-profit organization –

Along the lines of these Statutes, the Association envisages for example the following projects:

- a) the organization of a meeting of the historic theatres every two years
- b) the creation of an Internet site for the information of the general public and for communication among the members of the Association
- c) the completion of the catalogue of historic theatres and its publication on CD-ROM
- d) the organizations of workshops on the restoration of the various parts of the theatre, on creating appropriate stage designs, on lighting, on public relations, on finances etc.
- e) the publication of a series of books on historic theatres and topics connected with them
- f) the publication of a yearbook
- g) the elaboration of a Charter of historic theatres in Europe
- h) the creation of a route of historic theatres through Europe to promote cultural and heritage tourism among the members of the Association (model: the Baroque Route)