



Alianza
Paisajes
Culturales
PATRIMONIO MUNDIAL

ARTICLES OF ASSOCIATION:
“Alliance of Cultural World Heritage Landscapes”

CHAPTER I
NAME, PURPOSE, DOMICILE AND SCOPE:

Article 1. *Name:*

Under the name **Alliance of Cultural World Heritage Landscapes**, hereinafter the **Alliance**, this Association is incorporated in Aranjuez (Madrid), pursuant to Act 1/2002, of 22 March, and supplementary regulations, with full legal capacity to operate as a non-profit association.

Article 2. *Domicile, Scope, Registered Offices:*

The Association has registered offices at C/ Infantas No. 55, in the town of Aranjuez, postcode 28300, province of Madrid (SPAIN), and the territorial scope in which it is to carry out its activities is both national and international.

Article 3. *Duration*

This Association is incorporated for an indefinite period of time.

Article 4. *Purpose:*

This Association has the following purposes:

1. To promote cooperation between the different Cultural Landscapes around the world, as well as between different places, monuments, archaeological sites, etc., with environmental and natural value, covering their multiple cultural, natural, economic and social facets.
2. To constitute a point of convergence, reflection and debate with regard to the problems, achievements and experiences that affect all national and international managers and agents working in the areas of the conservation and development of the Cultural Landscapes.
3. To promote common local, regional, national and international initiatives and strategies for the development and conservation of the Cultural Landscapes.
4. To promote dynamic strategies based on the UNESCO World Heritage Convention and the European Landscape Convention of the Council of Europe, centring on cooperation between the members of the Alliance, orientated towards the rational and sustainable use of programmes that allow the development of the Cultural Landscapes, maintaining their authenticity and integrity.
5. To use specific programmes to promote academic and professional research, education and training related to landscapes amongst citizens of the UNESCO declared Cultural Landscapes.

6. To promote the participation of citizens in the preservation, publicising and appropriate use of the Cultural Landscapes as an unmistakable sign of local identity.
7. To favour, using the means available or granted, the promotion of actions that benefit the Cultural Landscapes on a national and international level, through communication, dissemination of results and any other means that help to develop the initiatives.

Article 5. *Activities:*

1. The Cultural Landscapes Association shall achieve its goals through the following activities, amongst others:

- Meetings and seminars on single issues related to the Landscapes.
- Preparation of a manual of best practices related to the use and conservation of the Cultural Landscapes.
- Promotion of research, development and innovation plans on issues related to the Cultural Landscapes.
- Development of educational and informative actions and campaigns in order to create awareness with regard to the importance and significance of the Landscapes.
- All other actions that, as proposed by the members of the Alliance, are considered appropriate and necessary.

2. The activities of the Alliance form part of the Strategic Plan approved by the General Meeting, based on a proposal from the Board of Directors.

CHAPTER II GOVERNING BODIES

Article 6.

1. The governing bodies are the General Meeting and the Board of Directors.
2. All offices in the governing bodies shall be non-remunerated and shall be for a term of four years, which may be extended for successive periods.

GENERAL MEETING

Article 7. The General Meeting is the supreme governing body of the Association and shall be formed by two representatives of each associated entity.

Article 8. The sessions of the General Meeting shall be ordinary and extraordinary. The ordinary sessions shall be held annually, within the first four months following the financial year-end. The extraordinary sessions shall be called by the Chairman of the Board of Directors, either upon his/her own initiative or following a proposal from the Board of Directors or from a number of associate members that represent at least ten percent of the total members.

Article 9. The sessions of the General Meeting shall be called in writing, sent by traditional mail or e-mail with proof of receipt, indicating the date, place and time of the meeting and the corresponding agenda, specifying the matters to be dealt with. The meeting must be called at least fifteen days in advance, indicating, where appropriate, the date and time of any second calling, which must be at least one hour after the time set for the first calling.

Article 10.

1. Ordinary and extraordinary General Meetings shall be validly convened whenever one third of the associate members with voting rights are present in first calling; meetings shall be validly convened in second calling whatever the number of associate members with voting rights present, the presence of one of the two representatives being sufficient.

2. All resolutions shall require a majority of half plus one of the votes cast by the associate members present or represented, bearing in mind that each associate member has one vote.

Article 11. *The General Meeting shall have the following faculties:*

- a) To approve and modify the Association's articles of association.
- b) To annually approve the Association's budgets and the Annual Accounts and Activities Report, as well as the Strategic Plan and Action Programmes.
- c) To approve Association's Regulations and Internal Rules.
- d) To establish the general lines of action that will allow the Association to fulfil its purposes.
- e) To set the admission fee and the annual membership fee for members of the Association.
- f) To approve the incorporation of new members and the procedure for members to leave the Association when they so wish.
- g) The involvement of the Association in non-profit entities.
- h) Resolutions on participation in other superior entities, and the merger of the Association with other entities with similar purposes.
- i) All that entrusted by law, or the Association's articles of association and internal rules.

Article 12. *The Extraordinary General Meeting shall have the following faculties:*

- a) Election of members of the Board of Directors.
- b) Modification of the Bylaws.
- c) The winding up and liquidation of the Association.
- d) Expulsion of members, upon proposal of the Board of Directors.
- e) Constitution of Federations or integration in them.

Article 13. *Voting delegations:*

Each associate member may choose to grant written delegation to the second representative of his/her entity in order to represent him/her at the General Meetings.

BOARD OF DIRECTORS

Article 14.

1- The Board of Directors shall comprise a Chairman, a Deputy Chairman, a Secretary and three board members, chosen by the General Meeting, and shall be in charge of ensuring the management and representation of the Alliance.

2- The members of the Board of Directors shall be chosen, with the exception of the Secretary, from amongst the associate members, who shall indicate which of their two representatives shall physically exercise the corresponding post.

3- The members of the Board of Directors shall carry out the functions of their respective posts, plus any other functions attributed to them by the Chairman.

4- Any vacancies which may come about during the term of any of the members of the Board of Directors shall be covered provisionally by the said members until the vacancies are covered at the Extraordinary General Meeting.

5- The members of the Board of Directors shall cease in their posts should they breach their obligations, should their term come to an end or should they voluntarily hand over their resignation in writing to the Chairman.

Article 15. Those members of the Board of Directors who have completed the term for which they were elected shall continue to exercise their posts until their replacement duly accepts the post.

Article 16. The Board of Directors shall meet as often as ordered by its Chairman, either upon his/her own initiative or upon request of at least 1/3 of board members with voting

rights. Resolutions shall only be valid when carried by a majority vote. In the event of a tie, the Chairman shall have the casting vote.

Article 17. *Faculties of the Board of Directors:*

The faculties of the Board of Directors shall extend, in general, to all the acts necessary for the purposes of the Association, whenever the Bylaws do not demand express authorisation from the General Meeting.

The Board of Directors shall have the following particular faculties:

- a) To direct Association activities.
- b) To carry out the resolutions of the General Meeting.
- c) To formulate the annual Balances and Accounts and put them forward for approval by the General Meeting.
- d) To decide on the admission of new members.
- e) To appoint delegates for a specific activity of the Association.
- f) To appoint the Chairman of the Board from amongst its members.
- g) To pass resolutions on the legal representation and defence of its interests and those of its members.
- h) To provisionally approve the annual Budget of the Association and to present it to the General Meeting.
- i) To approve the programmes and actions necessary for the activity of the Association.
- j) To propose the cost of the membership fees and to carry out the collection process for those fees passed by the General Meeting.
- k) To organise and coordinate the activities and to distribute the work and responsibilities amongst associate members.
- l) To draw up and provisionally approve, as appropriate, the Internal Rules or Regulations of the Association, for approval by the General Meeting.
- m) To approve its internal operation regulations.
- n) To report on the incorporation of new members, along with the way for members to leave the Association. The approval of the report will allow new members to take part without voting rights, and will provisionally suspend the obligations of those who wish to leave the Association, up to the definitive ratification by the General Meeting.
- o) To propose to the General Meeting resolutions with regards to the merging, winding up and liquidation of the Association.
- p) To adopt all the measures necessary for the fulfilment of the purposes of the Association and, in general, for its proper operation. Likewise for all faculties not attributed to another organ of the Association.

- q) All faculties which derive from legislation and from the internal Bylaws and Rules and Regulations of the Association, and any others which are not the exclusive competence of the General Meeting.

Article 18. *Faculties of the Board of Directors.*

- 1 It shall adopt resolutions by simple majority. Nevertheless, an absolute majority of votes shall be required for the resolutions referred to in letters l), m) and o) in the preceding article (particular faculties of the Board of Directors).
- 2 The valid constitution of the Board of Directors shall require the presence of half plus one of its members at the first call to meeting, and of one third of its members at a second call to meeting, to be held as established by the Board of Directors or, should no agreement to be reached, one hour later. In any case the presence of the Chairman and the Secretary, or their legally valid replacements, shall be required in all cases.
- 3 Minutes shall be drawn up for all meetings of the Board of Directors, to be passed, where appropriate, at the following meeting and transferred to the Minutes Book.
- 4 All meetings shall be convened at least one week in advance, with a copy of the previous minutes and a summary of the documentation necessary for the resolutions attached to the call to meeting document. Nevertheless, in the event of urgency (which must be accepted prior to the start of the meeting), the Chairman may call urgent meetings less time in advance. The call to meeting shall be made by post or by e-mail with proof of receipt.
- 5 Notwithstanding the foregoing, the Board of Directors shall draw up the Internal Association Operation Regulations, including these and any other matters related to the general development and work of the Association.

Article 19. *Renewal of the Board of Directors*

1. The Entities represented in the Board of Directors may replace their representatives at any moment by simply informing the Chairman of the Association in a document signed by the certifying agent of the entity, or by way of the absolute majority of the members of the Association, all of which shall be without prejudice to the renewal.
2. The condition of member of the Board of Directors shall be lost in the cases established in the Internal Association Operation Regulations and corresponding rules.

Article 20. *Chairman*

The Chairman of the Board of Directors shall also be the Chairman of the Association, and shall have the following faculties:

- a) To represent the Association and its Board of Directors before public and private bodies.
- b) To convene the sessions of the General Meeting and of the Board of Directors, to establish their agenda and to moderate their debates.
- c) To oversee the fulfilment of the resolutions of the General Meeting and of the Board of Directors, and to promote the programmes carried out by the Association.
- d) To oversee all required Association documents and certificates.
- e) To order payments and to sign deposit and payment documents.
- f) To authorise expenses, provided that:
 - a. they are included in the initial budgets.
 - b. they are included in the technical reports or programmes which have been passed by the Board of Directors or the General Meeting.
 - c. the expenses do not exceed €60,000 and do not represent 10% of the initial budget.
- g) He/she shall also be empowered to propose sanctions to the Board of Directors.
- h) To adopt the emergency measures necessary for the correct operation of the Association, whenever circumstances prevent the Board of Directors from meeting.
- i) All executive measures which are not entrusted to another organ of the Association.

All acts emanating from the Chairman which have legal consequences for the Association shall take the form of resolutions. These shall succinctly summarise the corresponding circumstances, the legal rules and reasons which justify them and the ruling, and shall be transferred to a Resolutions Book. Registration shall be made by the Secretary, or by the Treasurer in the event of financial matters. The technical bodies may make provisos or warnings with regards to that set out by the Chairman, which shall be included in the aforementioned Book but not in the corresponding notification.

Article 21. *Deputy Chairman*

The Deputy Chairman shall replace the Chairman whenever he/she is absent due to illness or any other cause, and shall have the same attributions.

Article 22. *Secretary*

The Secretary shall, by extension, be the Secretary General. Should he/she be absent due to illness or any other cause, the replacement shall be the person designated by the Board of Directors, who shall have, provisionally, the same attributions.

**CHAPTER III
SECRETARIAT GENERAL**

Article 23. *The Secretariat General*

1- The Secretariat General shall comprise the Secretary General and the administrative and technical staff he/she appoints, as necessary for the correct operation of the organisation. Both the Secretary General and the administrative and technical staff shall be paid posts, to be paid for by the Association. Their services must be rendered in line with applicable labour regulations.

2- It shall work to the instructions of the Board of Directors.

Article 24. *Secretary General*

1- The Secretary General shall be in charge of all administrative, executive and technical work necessary for the correct operation of the Association.

2- The following administrative functions shall be entrusted to him/her:

- a) To draw up the minutes of the meetings of the collegial organs of the Association, to maintain the Resolutions and Minutes Book of the Chairmanship, issue certificates of Association documents and notify third parties whenever certified communication is required.
- c) To check the existence of sufficient quorum for the valid constitution of the collegial organs of the Association.
- d) To convene, upon order of the Chairman, the meetings of the collegial organs of the Association and, in all cases, those established in article 18.
- d) To custody the documents and maintain the documentation files of the Association, and to check that access to them is duly authorised.
- e) To maintain the associate members Registration Book.
- f) To issue certificates to Association donors in the conditions established in current legislation.

3. The Secretary General shall also have the following functions:

- a) To prepare and execute the resolutions of the governing bodies.
- b) Proposal to the governing bodies of all kinds of decisions, agreements, projects or contracts necessary to reach the goals established in the bylaws.
- c) Proposal to the Board of Directors for the creation and termination of Commissions.
- d) To represent the Association before Courts and Tribunals and Social Courts, upon empowerment by the Board of Directors.
- e) To attend the meetings of the Board of Directors with voting rights, and General Meetings without voting rights.

- f) To prepare and execute the Strategic Plan, Budgets and Action Programmes, having first listened to the members of the Alliance.
- g) The Secretariat General services of the Association.
- h) To organise, direct and answer to the governing bodies with regards to the economic and financial management of the Association.
- i) To appoint and remove Secretariat General personnel, following the respective deliberations of the Board of Directors.
- j) To act as appropriate to manage and execute the budgets and other income, to collect and pay amounts, to open, access and cancel accounts, to carry out operations with any financial entity, and to formalise all public and private documents or deeds necessary for the implementation of the actions envisaged in this regulation, without prejudice to the faculties of the governing bodies and the capacity of indebtedness before financial entities.
- k) To draw up every year the economic report, the activities report, the General Accounts and the activities plan, for approval by the General Meeting.
- l) Any other function attributed to him/her by the governing bodies of the Association, within the legal limits.

CHAPTER IV MEMBERS

Article 25. All entities with sufficient legal capacity which are interested in the development of the purposes and goals of the Association may belong to it.

Membership of the Association must be requested in writing to the Chairman, who shall inform the Board of Directors, which shall reach a decision on admission within three months, with no appeal against its decision being allowed.

Article 26.

1- The condition of member is not acquired until the admission fee and the respective annual fee established by the General Meeting have been paid.

2. The admission fee and annual fees shall be established by resolution of the General Meeting.

Article 27. *Within the Association there are different types of members:*

- a) Founding members, namely those who took part in the constitution of the Association.

The Founding Members of this Association are:

- Aranjuez Town Council

- The Municipality of Sintra
 - Eivissa Town Council
 - Elche Town Council
 - The Patronage Committee of the Alhambra and Generalife
- b) Non-founding members, namely those who join after the constitution of the Association.
- c) Honorary members, who, given their prestige or their significant contribution to the distinction and development of the Association, have been bestowed with membership. The General Meeting, upon proposal by the Board of Directors, may admit or appoint individuals or entities as honorary members, as a result of their interest to the Association. Honorary Members may, without voting rights, attend the General Meeting or the meetings of the bodies they form part of, from the moment their appointment is accepted.

Article 28. *Membership shall finish due to the following causes:*

1. Voluntary decision of the associate member.
2. Sanction imposed by the General Meeting upon proposal by the Board of Directors due to breach of the obligations inherent to membership.
3. Expulsion decisions shall be made known by the Board of Directors in writing, with any appeal to be lodged at the first General Meeting subsequently held.
4. The termination of membership, for whatever reason, shall not release the associate member from the obligation to settle any outstanding payments and fulfil any pending obligations.

Article 29. *Founding and non-founding members shall have the following rights:*

- a) To participate in the activities of the Association and in the governing and representative organs, to exercise the right to vote, and to attend the General Meeting.
- b) To attend General Meetings.
- c) To be informed of the composition of the governing and representative organs of the Association, the state of its accounts and the development of its activity. The issue of certificates, the checking of individual files and the protection of personal details shall be regulated in the internal rules system.
- d) To be heard prior to the adoption of disciplinary measures against them, and to be informed of the circumstances which have led to such measures, it being essential that any such decisions are well founded.

- e) To challenge any resolutions of the Association organs which they believe to be against the law or the Bylaws.
- f) Any others which derive from the legal rules and Bylaws of the Association, or from the resolutions validly adopted by Association Organs.

Article 30. Sanctions

Members may be sanctioned should they breach the present Bylaws or the resolutions of the General Meeting or the Board of Directors. Sanctions shall range from the loss of rights for a specific period of time, through to definitive removal from the Association, in the terms set out in article 28.

Article 31. Founding and non-founding members shall have the following obligations:

- 1. To abide by the resolutions validly adopted by the Association Organs.
- 2. To occupy the posts for which they are elected, and to loyally carry out the obligations inherent to these posts.
- 3. To pay the fees set by the General Meeting.
- 4. To take part in and carry out all tasks entrusted to them by the General Meeting and/or the Board of Directors.
- 5. To fulfil all obligations which derive from the legal rules and bylaws, or from the resolutions validly adopted by Association Organs.

Article 32. Honorary members shall have the same obligations as the founding and non-founding members, with the exception of that set out in sections 2) and 3) of the foregoing article.

Moreover, they shall have the same rights, the only exceptions being that they shall not be entitled to vote at meetings nor to elect or stand for director posts.

Article 33. The financial resources envisaged for the development of the purposes and activities of the Association shall be the following:

- a) Regular or extraordinary membership fees. The amount of the member fees and contributions shall be established by the General Meeting upon proposal of the Board of Directors, which shall be competent to determine how they shall be put into effect. No share, stake or financial instrument is acquired through the contribution of the amounts established in the fees. None of the associate members shall, directly or indirectly, have a majority stake in the assets of the Association.
- b) Subsidies from local, regional, national and international entities and bodies, along with inheritances and bequests legally received by the associate members or third parties.

c) Any other licit asset.

All members, in order to acquire their condition, undertake to complete payment of the fee stipulated by the General Meeting.

The Association does not have any initial assets.

Should the Association be wound up, the resulting liquid capital shall be distributed, once all debts have been settled, amongst non-profit entities whose work includes the conservation of material and immaterial heritage.

Article 34. The associative and financial year shall close on 31st December each year.

Article 35. The Association shall draw up the corresponding Accountancy Plan and Documentation.

CHAPTER V WINDING-UP

Article 36. The Association shall be voluntarily wound up whenever so passed at a specially convened Extraordinary General Meeting by a majority of 2/3 of associate members.

Article 37. In the event of winding up, a liquidating commission shall be appointed to, once all debts have been paid off, distribute any remaining funds in line with the non-profit nature of the Association.

Article 38. The winding up of the Association shall lead to its liquidation, which shall be carried out in line with the following rules:

- a) All amounts assigned by Public Administrations shall be returned to them.
- b) All goods and properties assigned by individuals for use or for a specific period of time shall be returned to them.

- c) All goods and properties owned by the Association shall be donated to non-profit Associations or Entities of similar purpose. Real estate properties may be donated to the Municipalities in which they are located. Goods and properties catalogued as or considered to be of interest with regards to artistic, cultural, scientific or other heritage shall be donated to public or private entities such as museums, research institutions or general libraries, in line with the nature of the goods.
- d) All other goods and properties shall be liquidated, with the resulting amount handed over to the Town Councils of the Municipalities of the sphere of action of the Association, distributed in proportion to the population recorded in the last official municipal census. The Municipalities may decide to transfer these rights to supra-municipal Entities.
- e) Before the donations referred to under the captions above can be made, the obligations of the Association shall be settled by liquidating the necessary assets.
- g) The Liquidation Plan, drawn up by the Board of Directors, shall be approved by the General Meeting at an extraordinary session. The General Meeting shall appoint a Liquidation Commission, which shall set aside sufficient balance as to, within the legally established framework, cover the obligations assumed by the Association. Once the period of time established for the Commission is complete, it shall be dissolved and the Associations Register duly notified. Any excess assets shall be transferred as established under caption d) above.

ADDITIONAL CLAUSE

Current Act 1/2002, of 22nd March, which regulates the Right of Association, and all its supplementary regulations, shall be applicable for all that not envisaged in the present Bylaws.

Aranjuez, 15th September 2008

For Aranjuez Town Council,
Mr Jesús Dionisio Ballesteros
Council Leader

For the Municipality of Sintra,
Professor Fernando Roboredo Seara
President

For Eivissa Town Council,
Ms Lurdes Costa Torres
Council Leader

For Elche Town Council,
Mr Alejandro Soler Mur
Council Leader

For the Patronage Committee of the Alhambra and Generalife,
Ms María del Mar Villafranca Jiménez,
Director