



## Articles of the Association (version of April 2013), suggested changes GA 2015

### § 1 Name, headquarters and business year

#### 1.1

The Association goes under the name of »European Route of Industrial Heritage«, in short ERIH.

#### 1.2

After admission into the register of associations, the Association will take on the additional name of »eingetragener Verein« (lit: registered association), in short »e.V.«.

#### 1.3

The headquarters of the Association is Duisburg, Germany. The headquarters can only be relocated following a decision by the general assembly.

#### 1.4

The business year is the calendar year from 1<sup>st</sup> January to 31<sup>st</sup> December.

### § 2 Aim of the Association

#### 2.1

The Association pursues exclusively and directly non-profit making aims in the sense of the clause »Steuerbegünstigte Zwecke der Abgabenordnung«. (lit: tax deductible aims of the fiscal code)

#### 2.2

The aim of the Association is to promote education, art and culture, knowledge and research, understanding between peoples, and monument preservation. The Association aims to contribute to research work on the European dimensions of technology, social and cultural history of the industrial age, to present the knowledge gained on this era of history to a broad general public and to promote the preservation of cultural monuments from this epoque.

#### 2.3

The aim of the Association is to be achieved by means of the following in particular:

- Maintaining and developing the "European Route of Industrial Heritage"
- Collecting donations and membership fees to finance activities which further the aim of the Association;
- Issuing publications,
- Conducting events like congresses, symposia, working conferences etc, these also undertaken in cooperation with other organisations;
- Participating both financially and organisationally in monument-protection objectives and the care of monuments.
- Promotion of the conversation of industrial heritage



## 2.4

The Association pursues its aims on the principle of equality of political philosophy, race, gender and religion and does not make discriminations amongst its members contrary to these principles.

## 2.5

The activities of the Association are altruistic; it does not primarily follow its own economic interests.

## 2.6

The Association's funds may only be used for aims which conform with its articles. Members do not receive any donations from Association funds.

## 2.7

No person may benefit from expenses alien to the aim of the body, or through disproportionately high perquisites.

## **§ 3 Membership**

### 3.1 Admission of members

#### 3.1.1

Any person can become a member who wishes to be active in furthering the aim of the Association.

#### 3.1.2

Members can also be legally established organisations, like clubs, societies and public bodies.

#### 3.1.3

The association has ordinary members, honorary members and sustaining members (Friends of ERIH). For details please see rules of procedure.

#### 3.1.4

A person can only become an ordinary member if he or she corresponds to the criteria laid down by the general assembly.

Persons can only become honorary members as a result of services to the Association, or whose membership seems to be particularly useful in the sense of its articles. They are nominated by the general assembly and have the same rights as ordinary members.

Any person can become a sustaining member of the Friends of ERIH who wishes to support the work of the Association in general.

#### 3.1.5

Application for admission is to be made in writing. The board of management decides on whether the application is to be accepted or not. Where the application is rejected, the candidate can demand that the general assembly makes the decision.



## 3.2 Rights and duties of members

### 3.2.1

All ordinary members and honorary members have voting rights in the general assembly. They have the right to make proposals to the board of management and the general assembly.

Sustaining Members of the Friends of ERIH have a right to take part in discussions at the general assembly, but have no voting rights.

### 3.2.2

Members are duty bound to use all their efforts to promote the aims of the Association, to handle the assets of the Association in a prudent manner, to use them exclusively in conformity with the articles, and to pay their membership fees according to the articles. Membership ends following withdrawal, exclusion, liquidation or death.

### 3.3.1

Withdrawal from membership must be made in writing to the board of management or the ERIH office, and must reach them by the end of the third quarter of the year (the date of the arrival of the post), otherwise the membership and the duty to pay a membership fee is extended for a further year.

### 3.3.2

If a member's behaviour damages or impairs the status and the work of the Association, he or she may be excluded from membership on the proposal of the board of management. The member must be given a hearing beforehand. The criteria for exclusion also include any changes with regard to the criteria at the basis of admission to membership. Potential exclusion procedures must always first be dealt with on the agenda of the general assembly.

### 3.3.3

All claims arising from membership become void at the end of membership, without detriment to the claims of the Association for arrears of membership fees.

## § 4 Fees

Every member must pay a fee for the current business year. If a member is admitted during the current business year the full annual fee is payable immediately. The amount of the fee and – if necessary – additional contributions will be set down by the general assembly. The fee must be paid as a cashless payment; the transfer of the fee must be made, as a rule, 30 days after receipt of the invoice at the latest. Any failure to pay the fee may be regarded as behaviour which damages the Association.



## § 5 Organs of the Association

The organs of the Association are the board of management and the general assembly. The General Assembly can decide the appointment of advisory boards, which support the Association in all technical issues.

### 5.1 The board of management

#### 5.1.1

The board of management consists of at least three ordinary members and at least four advisors (the exact number is decided by the general assembly); All ordinary Board members and advisors have the right to vote at meetings of the board of management. In case of absence they can transfer their vote for this meeting to another member of the Board present.

1. The president represents the Association both internally and externally and leads the meetings of the Association and the general assembly
2. The deputy-president represents the president on the orders of the president, or when the president is prevented from pursuing his/her duties
3. The treasurer manages the association funds and keeps a book on the income and expenditure in conformity with the principles of commercial bookkeeping

#### 5.1.2

Board of management members according to the sense of § 26 BGB (lit: German law book) are only the President, the Vice-President and the Treasurer. Two ordinary members of the board of management represent commonly the Association judicially and extra-judicially in the sense of §26 BGB. (lit: German law book). Statements in which the Association enters into commitments with a third party are required to be made in writing, and to be signed by at least two members of the board of management.

#### 5.1.3

The board can commission an external manager/co-ordinator. He/she participates in Board meetings.

#### 5.1.4

The board of management can co-opt officers to support them in their work. Such officers can also be selected by the general assembly. The officers have no voting rights at meetings of the board of management

#### 5.1.5

The board of management is elected by the general assembly for a period of three years The vote is public unless one of the members demands a secret vote. After majority approval by the General Assembly, the Board can be voted for via a list of candidates in one block.

*New: Re-election is permissible. The respective members of the Board remain in office until a successor is elected.*



#### 5.1.6

At its first meeting the elected board of management decides on a business agenda; this also includes the distribution of duties within the board of management. The board of management makes its decisions at management meetings and – if necessary – via e-mail and sets these down in the form of minutes. These minutes are to be made available to members on request.

#### 5.1.7

The board of management is deemed to have a quorum when at least half of the members of the board of management are present. Where there is a parity in voting, the vote of the president is decisive.

### 5.2 The General Assembly

The general assembly must be called at least once a year. This must happen at least four weeks before the date. The invitation is considered to be received if it is sent to the last known address (received in writing) (postal address, Fax or e-mail). Details of the agenda have to be sent at least 14 days in advance. The agenda is also considered to be received if it is sent to last address indicated by the member (postal address, Fax, e-mail).

An extraordinary general assembly must be called by the board of management on the written wish of one third of all members. The board of management can itself call for such an assembly if there is a particular occasion to do so. An extraordinary general assembly must be called at least four weeks in advance including circulation of the agenda.

#### 5.2.1

The general assembly is deemed to have a quorum if the invitations have been issued according to the rules. Decisions are made by the members who are present. Representation through authorized (in writing) members who are present is possible. Decisions are made by acclamation unless a member demands a secret vote.

New: Decisions can be taken outside the General Assembly, when all members voted in written form (by fax or e-mail to the Secretary General).

The General Assembly is chaired by the President, or if he is absent by the Vice-President, or if none of both is present by another board of management member. If no member of the board of management is present, the General Assembly elects a chairman. A recording secretary is elected by the General Assembly. Recording secretary can also be a non-member. Decisions taken have to be documented in the minutes, which have to be signed by the recording secretary. The minutes should contain at least:

- *Time and place of the General Assembly,*
- *Names of the chairman and the recording secretary,*
- *Number of members participating ,*
- *The decisions taken including results as well as for changes of the articles the wording of*
- *the articles changed.*



## 5.2.2

Duties of the general assembly:

1. To formulate an agenda on the basis of the articles
2. To determine membership fees and contributions
3. To vote for the board of management
1. To vote for two auditors for a period of one year. The two auditors have the right to check the book-keeping of the association at any time and must report their findings to the general assembly.
4. To accept the contents of the annual report including the financial report
5. To accept the reports of the auditors
6. To grant approval for the work of the board of management
2. To discuss and vote on proposals made by the board of management and individual members
7. To discuss and vote on an annual budget
8. To discuss and vote on future projects and activities of the network
9. To nominate honorary members and honorary president
10. To exclude members
11. To decide on the dissolution of the Association

## 5.3. Regional Member Groups

Members can come together as regional, national or thematic member groups in order to shape the work of the Association on a regional basis. These member groups can organise themselves freely according to their own needs. Their work is subject to the decisions of the general assembly and in general to the articles of the Association. In particular they have no independent judicial rights of representation and no independent financial responsibility. The board of management and the general assembly can however transfer duties or part of duties to be dealt with by member groups on application of the member groups. Their implementation is subject in every case to the control and responsibility of the board of management of the general assembly.

## 5.4 Task forces

To support the Association and his board in all technical issues, task forces can be appointed by the board or the general assembly.

## § 6 Dissolution of the Association

### 6.1

The Association may be dissolved by a decision in the general assembly, whereby three quarters of the attending members must have voted for dissolution. Thereupon, the general assembly must nominate three liquidators to wind up the remaining business.

### 6.2

If the Association is dissolved or if its previous aims are frustrated, the Association's assets will fall to

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Koblenzer Straße 75



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Route  
of Industrial  
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*Please note: the legally binding version of the document is the German version (Satzung).*