

CHAPTER I

NAME, OBJECT, PURPOSE, DOMICILE AND SCOPE

Article 1. Name and constitution

§1. The association is established by its founders under the current statutes and under the regulations of the law of the 1st July 1901 and the Decree of the 16 August 1901, with the name "Apheleia – International Humanities Association for Cultural Integrated Landscape Management" (abrev. APHELEIA).

§2. The founding members are:

- a) Luiz Oosterbeek; Portuguese; Professor at Instituto Politécnico de Tomar, Portugal.
- b) Nuno Guimarães da Costa; Portuguese; Associate professor at ICN Business School, Paris, France.
- c) Renaldas Gudauskas, Lithuanian; Director General of the Martynas Mažvydas National Library of Lithuania.
- d) John Crowley, British, business owner (entrepreneur).

§3. The Association has its own legal personality and full capacity to act in order to administer and dispose of its assets and to fulfil the aims it sets out to achieve.

§4. Apheleia is constituted for an indefinite period.

Article 2. Apheleia aims at structuring a convergent set of strategies based in the methodologies of the Humanities that will foster the need for a properly Cultural (i.e. human and diverse) Integrated (as opposed to dispersed) Landscape (not limited to places) Management (rooted in human understandings and leading towards governance through awareness and critical thinking) for Local and Global Sustainability (addressing global dilemmas, but also focused on individual concerns and needs).

Article 3. The purposes of Apheleia are the following:

1. To **promote** the Humanities and Social Sciences at a global level, focusing their relevance for landscape management, well-being and sustainability.
2. To **consolidate a solid international consortium**, involving academic and non-academic partners, focusing in developing (multi-) (inter-) (trans-) disciplinary research to address societal problems and questions related to a properly integrated cultural landscape management for both local and global sustainability.
3. To promote and support the **creation of** different (multi-) (inter-) (trans-) disciplinary **research groups** – according to the concerns, interests, resources and capabilities of each partner – to address particular problems and questions related to cultural integrated landscape management

4. To foster the co-design and co-development between partners of **education tools**, best practices and techniques to be used in the context of mutualised or individual students' applied training initiatives in transdisciplinary innovative approaches to integrated cultural landscape management.
5. To organize **research and training seminars and workshops** on the complex use of convergent (multi-) (inter-) (trans-) disciplinary tools for cultural integrated landscape management, through theoretical teaching and collective applied training, as well as tailored made individual study and essay, all combined in a new Intensive Program on Integrated Cultural Landscape Management for local and global sustainability, rooted both in academic knowledge and in regional authorities co-operation.
6. To coordinate efforts for **collecting, consolidating, and disseminating knowledge** advancements in the Humanities and Social Sciences in the domain of Landscape studies, as well as useful information about the members of the Association, to foster teaching, research, and funding cooperation and mutualisation between partners.
7. To **collect, analyse and synthetize the rich teaching and research field experiences** gathered by the partner members on diverse **case studies** to be distributed worldwide in order to present practical testimonies, records and from-the-field perspectives to the involved students.
8. To involve in both teaching and research activities **basic disciplinary core required** competences (archaeology, history, anthropology, philology, communication, geography, technology, economy, law, sociology, urban planning, etc.), permanently integrated through transversal competences.
9. To identify, promote, encourage, and – if necessary and/or applicable – coordinate joint efforts by multiple partners to **applying for both private and public local, regional, national, and international funding** opportunities concerning both teaching and research initiatives related to integrated cultural landscape management for both local and global sustainability.
10. To encourage **knowledge dissemination** and applied initiatives not only among Apheleia members but also involving external stakeholders, namely representatives of regional and local communities.
11. To **collaborate with other international research and education organisations**, namely UNESCO and the International Council for the Philosophy and Human Sciences (CIPSH), also implementing the strategy defined by the International Year of Global Understanding on the level of education and everyday practices, as well as the Humanities centred program BRIDGES, for sustainability.

Article 4. In order to achieve these aims, the following will be carried out:

1. An annual meeting convening representatives of all Apheleia's members, as well as selected external guests;
2. Maintain and improve the website www.apheleiaproject.org and a series of reference publications on the topic, merging theoretical and applied knowledge;
3. The creation of a digital platform with different sections, including: (a) one where advances in Humanities and Social Sciences landscape studies; (b) another where one can access a database with information on each of the members, their main areas of concern and preferable intervention, as well as their main lines of research;

4. Teaching and research activities in different countries;
5. The creation and distribution of a series of teaching and research case-studies;
6. Promotion activities with the members of the Association and the general public with the aim of raising awareness about the Humanities;
7. An active and close collaboration with other associations and local and/or regional public bodies, especially CIPSH and UNESCO.

Article 5. Apheleia establishes its registered office at *45/47 rue Ramponeau, 75020 Paris, France*. It may be changed to another location in Paris upon decision of the Executive Committee.

§1. The reach and scope of its purposes and activities being global. The Association may establish delegations in other countries.

§2. The Association may change its headquarters to another city, by deliberation of the General Assembly.

CHAPTER II GENERAL ASSEMBLY

Article 6. Composition and obligations

§1. The General Assembly is the supreme governing body of Apheleia, made up of the members in their own right and in absolute equality, which adopts its resolutions through the expression of simple majority, except when stated otherwise in this document.

§2. All members shall be bound by the resolutions of the General Assembly, including those absent, dissenting or abstaining from voting while present.

§3. Meetings of the General Assembly may be organised online.

Article 7. The meetings of the General Assembly shall be ordinary and extraordinary. Ordinary meetings shall be held once a year within four months of the end of the financial year; extraordinary meetings shall be held when circumstances make it advisable, in the opinion of the President, when the Executive Committee so agrees or when proposed in writing by one tenth of the members.

Article 8. General Assembly meeting shall be called in writing, stating the place, date and time of the meeting, as well as the agenda with a specific statement of the matters to be discussed. At least fifteen days must elapse between the call and the date set for the Assembly to be held on first call, and the date and time at which the Assembly will meet on second call may also be stated if appropriate, with no less than one hour elapsing between one and the other.

Article 9. The meetings of the General Assembly shall be chaired by its Chairperson with the support of the Secretary-General. The Secretary-General shall draw up the minutes of each meeting, which shall contain an extract of the deliberations, the text of the resolutions adopted and the numerical result of the votes. At the beginning of each meeting of the General Assembly, the minutes of the previous meeting shall be read out for approval or disapproval.

Article 10. The General Assemblies, both ordinary and extraordinary, shall be validly constituted on first call when one third of the members with voting rights are present, and on second call whatever the number of members with voting rights.

Article 11. Resolutions

§1. Resolutions shall be passed by a simple majority of those present when the affirmative votes outnumber the negative votes, null votes, blank votes and abstentions not being counted for these purposes. A qualified majority of the persons present or represented, which shall result when the affirmative votes exceed half of these, shall be necessary for:

- a) Agreement to form or join a Federation of associations.
- b) Disposition or disposal of fixed assets.
- c) Modification of the statutes.
- d) Dissolution of the entity.

§2. The Association is constituted as already being part of CIPSH, the International Council for Philosophy and Human Sciences.

Article 12. The powers of the Ordinary General Assembly are:

- a) To approve, where appropriate, the management of the Executive Committee.
- b) To examine and approve the annual accounts.
- c) To approve or reject the proposals of the Executive Committee with regard to the activities of the Association.
- d) To set ordinary or extraordinary fees.
- e) Any other that does not fall within the exclusive competence of the Extraordinary Assembly.
- f) To decide on the continuity or cessation of any of the members of the Executive Committee or on the whole of the same.

Article 13. The Extraordinary General Assembly is responsible for:

- a) Amendment of the Articles of Association.
- b) Dissolution of the Association.
- c) Expulsion of members, at the proposal of the Executive Committee.
- d) Constitution of or integration into Federations.
- e) Appointment and dismissal of the members of the Executive Committee.

CHAPTER III
EXECUTIVE COMMITTEE

Article 14. Composition

§1. Apheleia shall be managed and represented by a an Executive Committee consisting of: a President, a Secretary General, a Treasurer, the Chairperson of the General Assembly, the Chairperson of the Academic Advisory Committee, and 3 other members. All positions on the structures of APHELEIA are free of remuneration.

§They shall be elected and dismissed by the General Assembly and their term of office shall be of 3 years, renewable one time.

§3. To be a member of the representative bodies of Apheleia, the following are essential requirements: to be of legal age, to be in full use of one's civil rights and not to be subject to the grounds of incompatibility established in the legislation in force.

§4. The election of the Executive Committee will be made by the presentation of individual candidacies for the different positions. The election is organised by the Chairperson of the General Assembly. If so deemed by the Assembly, the elections shall be organised by a Management Committee in which none of the candidates may participate. Its composition and powers shall be determined by the Assembly.

Article 15. Termination of functions

§1. The termination of functions of any individual member or of the entire Executive Committee before the expiry of the statutory term of office may be due to:

- a) Voluntary resignation submitted in writing, stating the reasons for the resignation.
- b) Illness incapacitating him/her for the exercise of the office.
- c) Termination of membership of the Association.
- d) Sanction imposed for a misdemeanour committed in the exercise of the office.
- e) Decision of the Assembly, which may affect a specific member or the entire Executive Committee. In the latter case, the Assembly shall elect the new Executive Committee in accordance with the terms of the Articles of the Association.

§2. Vacancies occurring in the Executive Committee shall be filled at the first General Assembly to be held. However, the Executive Committee may, provisionally, until the following General Assembly, name a member of the Association for the vacant position.

Article 16. The members of the Executive Committee who have completed the term of office for which they were elected shall continue to hold office until such time as their replacements are accepted.

Article 17. Meetings

§1. The Executive Committee shall meet as often as determined by its President and at the initiative or request of the majority of its members. It shall be constituted when half plus one of its members are present and for its agreements to be valid, they must be taken by majority vote. In the event of a tie, the President shall have the casting vote.

§2. Meetings of the Executive Committee may be organised online.

Article 18. Competences

§1. The competences of the Executive Committee shall extend, in general, to all acts pertaining to the purposes of the association, provided that, according to these Statutes, they do not require the express authorisation of the General Assembly.

§2. The particular competences of the Executive Committee are as follows:

- a) To direct the social activities and carry out the financial and administrative management of the Association, agreeing to carry out the appropriate contracts and acts.
- b) To execute the resolutions of the General Assembly.
- c) To keep the accounts in accordance with the specific rules that allow a true and fair view to be obtained of the assets, results and financial situation of the entity.
- d) To draw up and submit to the General Assembly for approval the annual balance sheets and accounts.
- e) To decide on the admission of new members, reserving the right of admission.
- f) To appoint delegates for a specific activity of the Association.
- g) Any other powers that do not fall within the exclusive competence of the General Assembly of members.

Article 19. President

§1. The President shall have the following competences:

- a) To legally represent Apheleia before all kinds of public or private bodies;
- b) To convene, chair and adjourn the meetings of the Executive Committee.

§2. The President may delegate his powers, due to illness or any other reason, to the Secretary-General or other members of the Executive Committee.

Article 20. Secretary-General

§1. The Secretary General shall have the following competences:

- a) To order payments and authorise with his signature the documents, minutes and correspondence;
- b) To adopt any urgent measure that the good running of the Association may require or that may be necessary or convenient in the development of its activities, without prejudice to the subsequent reporting to the Executive Committee.
- c) To manage the administrative work of Apheleia, including the issue certifications; keeping the legally established books of the Association, except for the accounting books;
- d) To be the custodian of the documentation of the entity, ensuring that the communications on the appointment of Executive Committees and other registrable social agreements are sent to the corresponding Registries, as well as the presentation of the annual accounts and the fulfilment of the documentary obligations within the legal terms.
- e) To run all necessary daily governance of APHELEIA.

§2. The Secretary General may delegate his powers, due to illness or any other reason, to any of the other members of the Executive Committee.

Article 21. The Treasurer shall collect and have custody of the funds belonging to the Association and shall carry out the payment orders issued by the President and / or the Secretary-General and shall keep the books of account of the Association.

Article 22. The Chairperson of the General Assembly will have an ex-officio seat in the Executive Committee, in order to secure the articulation between the Executive Committee and the Assembly, as well as the full implementation of the decisions taken by the General Assembly.

Article 23. The Other Members shall have the obligations inherent to their position as elements of the Executive Committee, as well as those arising from the delegations or work commissions entrusted to them by the Executive Committee itself.

CHAPTER IV

ACADEMIC ADVISORY COMMITTEE

Article 24. The Academic Advisory Committee is composed of a Chairperson and a variable number of members appointed by the Executive Committee for a period of three years, renewable, chosen from among scientific personalities whose competence is recognised in the fields of interest of the Association and from among operators in the field of cultural landscape management for global and local sustainability.

Article 25. The Academic Advisory Committee is convened by one of the following: the President, the Secretary-General, or the Chairperson of the Academic Advisory Committee. Meetings of the Academic Advisory Committee may be organised online.

Article 26. The sessions of the Academic Advisory Committee are chaired by its Chairperson. Both the Chairperson of the Advisory Committee and the Secretary General of the Executive Committee take part in the meetings.

Article 27. The Chairperson of the Advisory Committee will have an ex-officio seat in the Executive Committee, to report on advice of the Committee and guarantee best collaboration with the Executive Committee.

Article 28. The Academic Advisory Committee makes proposals to the Executive Committee concerning the performance of the Association's educational, scientific and dissemination activities, and expresses its opinion on any matter submitted to it by its Chairperson, the President or the Secretary-General.

CHAPTER V

MEMBERS

Article 29. Membership

§1. Membership of the Association shall be open to all natural and legal persons who, freely and voluntarily, have an interest in the development of the aims of the Association, in accordance with the following principles:

- a) Individuals with the capacity to act and who are not subject to any legal condition for the exercise of the right.
- b) Legal persons, subject to the express agreement of their competent body.

§2. Membership is non-transferable.

§3. Within the Association there shall be the following classes of membership:

- a) **Individual full members** are scholars involved in projects of the Apheleia network of partners, having current leading responsibilities of projects in the framework or in association with Apheleia.
- b) **Individual affiliate members** are junior researchers, research students, project based leaders, individuals that are starting a training process in the field of cultural landscape management.
- c) **Individual honorary members** are past full members that no longer have leading responsibilities of projects.
- d) **Institutional full members** are academic or non-academic organisations which agree to the purposes of Apheleia and are willing to engage in its corresponding activities; these members designate a representative to the General Assembly.

- e) **Observers** may be individual or institutional and will obtain such status until the following yearly General Assembly, that will need to renew it.

§4. The individual full members and the representative of the institutional full members (to be elected among a meeting of these members) will have voting rights in the General Assembly. The remaining members may attend and intervene in the General Assembly, with no voting rights.

Article 30. A member shall cease to be a member for any of the following reasons:

- a) By voluntary resignation, communicated in writing to the Board of Directors.
- b) For non-fulfilment of financial obligations, if the member fails to pay six periodical membership fees.

Article 31. Full members shall have the following rights:

- a) To take part in all activities organised by the Association in fulfilment of its aims.
- b) To enjoy all the advantages and benefits that the Association may obtain.
- c) To be electors and eligible for the executive positions.
- d) To participate in the assemblies with voice and vote.
- e) To make suggestions to the members of the Executive Committee in order to better fulfil the aims of the Association.
- f) To be informed about the composition of the governing and representative bodies of the Association, its accounts and the development of its activity. They shall have access to all information through the representative bodies.
- g) To be heard prior to the adoption of disciplinary measures against him/her and to be informed of the facts giving rise to such measures, and to be informed of the reasons for the resolution which, if appropriate, imposes the sanction.
- h) To challenge the resolutions of the bodies of the Association that he/she considers to be contrary to the Law or the Articles of Association before the Civil Jurisdiction within 40 days from the date of the resolution.

Article 32. Affiliated and Honorary members shall have the same rights as full members, but without the right to elect or vote at meetings.

Article 33. Full, affiliate and institutional shall have the following obligations:

- a) Comply with these Statutes and the valid agreements of the Assemblies and the Executive Committee.
- b) To pay the fees that may be set.
- c) To attend the Assemblies and other events that are organised.
- d) To carry out, where appropriate, the duties inherent in the position they hold.

Article 34. Honorary members shall have the same obligations as full members, with the exception of those set out in sections b) and d) of the previous article. Likewise, they shall have the same rights with the exception of those set out in sections c) and d) of article 32, and may attend meetings without the right to vote.

Article. 35. Sanctions

§1. Members shall be dismissed from the Association by reason of sanction when they commit acts which render them unworthy of continued membership. Such acts shall be presumed to exist:

- a) When the member deliberately impedes or hinders the fulfilment of the aims of the Association.
- b) When he/she intentionally obstructs in any way the functioning of the governing and representative bodies of the Association.

§2. In any case, in order for the governing body to agree on the separation, it will be necessary to process a disciplinary file that includes the hearing of the member affected.

CHAPTER VI

FINANCES

Article 36. The financial resources foreseen for the development of the aims and activities of the Association will be as follows:

- a) Membership fees, periodic or extraordinary. The amount of the periodical membership fees shall be approved by the General Assembly and included in the By-Laws.
- b) Subsidies, donations, legacies or inheritances that it may legally receive from members or third parties.
- c) Any other lawful resources.

Article 37. The association shall have the following documents available to all members:

- a) A members' book containing an up-to-date list of its members.
- b) Accounting books that provide a true and fair view of the entity's assets, results and financial situation, as well as of the activities carried out. These accounts shall be kept in accordance with the specific regulations applicable to it.
- c) Inventory of its assets.
- d) Minutes of the meetings of its governing and representative bodies.

Article 38. Non-profit purpose

§1. The resources obtained from the exercise of activities, including the provision of services, shall be used exclusively for the fulfilment of the purposes of the Association, including support for research projects, seminars, congresses, training activities, scholarships, publications or other activities compatible with the object of the Association, and under no circumstances may they be distributed among the members or among their spouses or persons living with them in a similar relationship of affection, or among their relatives, nor may they be transferred free of charge to individuals or legal entities with a lucrative interest.

§2. The financial year of the association shall be annual and shall end on 31 December of each year.

CHAPTER VII DISSOLUTION

Article 39. The Association shall be dissolved voluntarily when so resolved by the Extraordinary General Assembly, convened for this purpose, in accordance with the provisions of article 8 of these Statutes.

Article 40. In the event of dissolution, a liquidation committee with three members from different nationalities shall be appointed which, once the debts have been extinguished, and if there is any surplus liquidity, shall use it for purposes that do not detract from its non-profit nature (specifically for social purposes), following article 9 of the Law of the 1st July 1901 and the Decree of the 16 August 1901.

CHAPTER IX ADDITIONAL PROVISIONS

Article 41. The yearly report of activities and budget, as defined in the statutes, will be delivered at the “Préfet du Département”. The association takes responsibility in presenting any required pieces of evidence upon request of administrative authorities in what concerns the management of financial resources.

Article 42. In all matters not provided for in these Bylaws, the French law of the 1st of July of 1901, regulating the Right of Association, and complementary provisions, shall apply.

Approved in the General Assembly of Mação, 25th March 2023

BY-LAWS OF THE ASSOCIATION “APHELEIA”

1. The General Assembly sets the fees of membership as follows:

- a) For individual full members 20 € per year.
- b) For affiliate members 10 € per year.
- c) For institutional members 250 € per year. Institutional members from low income countries shall pay a fee of € 150

Approved in the General Assembly of Mação, 25th March 2023

(Luiz Oosterbeek)



(Nuno Guimarães da Costa)

(Renaldas Gudauskas)

(John Crowley)