

Proposed Statutes of The Great Spa Towns of Europe Association.

1.0 Name, Sitz und Tätigkeitsbereich

Name, registered office and area of activity

Nom, siège et domaine d'activité

Název, sídlo a oblast činnosti

Nome, sede legale e area di attività

1.1 The association carries the name „The Great Spa Towns of Europe“ and has its seat in Baden.

1.2 Its area of activity covers the territory of the Great Spa Towns of Europe as it is inscribed as a Property on the list of World Heritage Sites by UNESCO.

1.3 The financial year corresponds to the calendar year.

2.0 Zweck

Purpose

Objet

Účel

Scopo

2.1 The purpose of the Great Spa Towns of Europe is to promote transboundary cooperation for the protection, conservation, management and communication of the Outstanding Universal Value (OUV) of the transnational serial UNESCO World Heritage Site "Great Spa Towns of Europe" in accordance with the United Nations Educational, Scientific and Cultural Organization (UNESCO) Convention Concerning the Protection of the World Cultural and Natural Heritage (World Heritage Convention) and the Operational Guidelines for the implementation of the World Heritage Convention.

2.2 The long-time vision of the association is to achieve the following goals:

- Develop visionary policies for urban conservation and protection; Demonstrate the property's OUV through the protection and presentation of the attributes and by maintaining authenticity and integrity; Gain recognition as centres of excellence for the public realm and landscape management;
- Demonstrate the benefits of public engagement, community involvement and business partnerships;
- Develop international networks and collaborative working with other global spa traditions;
- Implement sustainable tourism strategies as part of an overall approach to sustainable development;
- Minimise the carbon footprint of tourism through innovative green transport policies and sustainable development;
- Aspire to involve the young and all residents and visitors to appreciate the values of OUV and World Heritage;
- Work creatively, with innovative, young thinkers whose future we manage today.

2.3 Furthermore, the Association pursues the following goals:

- Implement sustainable development strategies into conservation, management and communication strategies;
- Inter-municipal cooperation between member cities in the fields of education, research, conservation, sustainable development in line with the UNESCO Sustainable Development and Tourism Goals;
- Other agendas to promote cooperation and joint development.

2.4 The activities of the association are not directed towards profit. According to its statutes, the association pursues exclusively or directly charitable purposes and is therefore a non-profit association within the meaning of the applicable tax regulations.

3.0 Tätigkeiten und Mittel zur Erreichung des Vereinszwecks

Activities and means of achieving the purpose of the association

Activités et moyens d'atteindre l'objectif de l'association

Činnosti a prostředky k dosažení účelu sdružení

Attività e mezzi per raggiungere lo scopo dell'associazione

3.1 The purpose of the Association is to be achieved by the following **ideal means**:

- publishing specialist publications;
- organising lectures, conferences and training events;
- carrying out public relations activities highlighting the common features of the Great Spa Towns of Europe (exhibitions, brochures, website, publications, cultural trips, etc.)

3.2 Insofar as this serves the purpose of the Association, the Association is further entitled:

- to participate in capital companies set up for the purpose of carrying out commercial activities related to the purpose of the Association
- to use vicarious agents or to act as a vicarious agent themselves. These activities are regarded as the activities of the Association itself and are subject to a separate agreement.

3.3 The purpose of the Association is to be achieved by the following **material means**:

- annual membership fees;
- gifts, donations and bequests;
- grants;
- initiating joint research projects and applying for EU etc. funding;
- sale of products and payments for services rendered;
- income from events;
- interest;
- other income from the ideal means specified in Article 3.1 of the Association; and
- any other source of income approved by the Executive Board of the Great Spa Towns of Europe, however, limited, to charitable activities as stated in the ideal means.

3.4 Any conditions attached to donations or gifts shall not be detrimental to the charity and shall be subject to the approval of the Executive Board of the Great Spa Towns of Europe.

4.0 Mitgliedschaft

Membership

Affiliation

Členství

Adesione

4.1 The spa towns that are part of the UNESCO inscribed World Heritage Site, registered under the title “The Great Spa Towns of Europe” are the members of the association.

5.0 Beendigung der Mitgliedschaft

Termination of membership

Cessation de l'affiliation

Ukončení členství

Cessazione dell'iscrizione

5.1 Membership expires by the removal of a member spa town from the list of component sites inscribed on the World Heritage List by UNESCO under the title “The Great Spa Towns of Europe”.

5.2 A member loses its voting right if the member is in arrears for more than 12 months with the payment of membership fees or other payment obligations towards the Association, following two written reminders. At the same time, the written reminders serve as an opportunity for the member concerned to comment. Offsetting any counterclaims of the member against open claims of the Association is not permitted. A member is suspended from active participation in the management of the Association until all arrears of membership payments have been received.

5.3 The removal from the list shall be notified to the member in writing. Open claims of the association against the removed member are not affected by the removal. The cancellation may be reversed within one week by payment of the outstanding amount.

6.0 Rechte und Pflichten der Mitglieder

Members' rights and obligations

Droits et obligations des membres

Práva a povinnosti členů

Diritti e obblighi dei membri

6.1 The members are entitled to participate in all events of the Association and to make use of the facilities of the Association according to the guidelines drawn up by the Board, when necessary.

- 6.2 The right to participate in the General Assembly is the right and fundamental obligation of each member. The right to vote and the right to stand as a candidate for the Executive Board are available to all members. Each member has one vote.
- 6.3 The members are obliged to promote the interests of the Association to the best of their ability and to refrain from anything that damages the reputation and purpose of the Association. Members must observe the Statutes of the Association and the decisions of the Association bodies.
- 6.4 The members are obliged to pay the membership fee on time in the amount decided annually by the General Assembly, subject to any necessary respective municipal committee resolution under state law.
- 6.5 At events of the Association, the participating members may be obliged to pay a participation fee. Reference is made to point 5.2 above.

7.0 Vereinsorgane

Association bodies

Organes associatif

Přidružené orgány

Organi associati

- 7.1 Organs of the Association are the General Assembly, the Executive Board, the auditors and the Arbitration tribunal.

8.0 Die Mitgliedeversammlung

The General Assembly

L'assemblée des membres

Valné shromáždění

L'Assemblea Generale

- 8.1 The ordinary General Assembly takes place a minimum of twice a year.
- 8.2 The location of the General Assembly changes regularly between the member spa towns.
- 8.3 An extraordinary General Assembly shall be held within six weeks of receipt of the application by decision of the Board of Directors or by written request of at least 10 percent of the members or at the request of the auditors.
- 8.4 All members must be invited in writing (by post or e-mail) at least four weeks before the date for both ordinary and extraordinary General Assemblies. The meeting of a General Assembly shall be scheduled, indicating a provisional agenda, subject to further requests pursuant to point 6 below. The convening must be carried out by the Executive Board.

- 8.5 If the Executive Board is incapacitated or does not carry out its task of convening the General Assembly, the auditors are entitled and obliged to convene the General Assembly in compliance with the Statutes of the Association.
- 8.6 Additional agenda items for the General Assembly can only be submitted in writing to the Executive Board by members up to two weeks before the General Assembly (receipt). Applications for amendments to the Statutes and dissolution of the Association can only be submitted by two-fifths of the members of the Association. If additional agenda items have been requested in due time, the Executive Board must send a final (proposed) agenda to all members of the Association no later than one week before the General Assembly.
- 8.7 Binding decisions can only be taken if they appear on the agenda. An exception is only possible if all members are present. In this case, the agenda can be extended by unanimous decision.
- 8.8 All members are entitled to participate in the General Assembly. The members are entitled to vote. The transfer of voting rights to another member by means of a written authorisation is permitted if received by the Executive Board one week before the General Assembly. However, a member may only represent one other member.
- 8.9 The General Assembly shall have a quorum in the presence of three-fifth of all members entitled to vote. If the General Assembly is not quorate at the beginning, the session shall be suspended. After one hour, the General Assembly must be postponed. Decisions in the General Assembly are generally taken by a majority of three-fifths of the valid votes cast, except for matters which are otherwise specified in the Statutes of the Association.
- 8.10 Decisions on the following issues must be taken by a qualified majority of four-fifths of the valid votes cast:
- The Approval of the Annual budget.
 - The Determination of the Annual membership fee.
 - The Approval of the Annual financial statements and audit report.
 - The Appointment of the Secretary General.
 - Election of the Members of the Executive Board.
 - Decisions or changes of the Rules of Procedure.
- 8.11 Decisions amending the Statutes of the Association or by which the Association is to be dissolved must be taken by a qualified majority of four-fifths of the valid votes cast.
- 8.12 The Chair of the Association, if unavailable, is represented by one of the deputies, who in the order provided for, will preside over the General Assembly. If those are also unavailable, the General Assembly is chaired by a member of the Executive Board. If no member of the Executive Board is present, the Chair shall be held by the person who has represented a member of the Association for the longest time of all persons present. The Chair of the General Assembly may admit guests to the General Assembly, which is not open to the public. Any member may veto the presence of guests at the General Assembly. The presence of guests may be restricted to individual agenda items or parts of them.
- 8.13 If the holding of a General Assembly in physical the presence of all participants is not possible due to special circumstances, or is not reasonable for the members, General Assemblies can also be held without the physical presence of the participants (e.g. via telephone or video conference). In this case, the provisions for the holding of General Assemblies shall apply by analogy, with a

technical solution to be chosen to ensure that all eligible members can participate in the virtual meeting. Wherever practically possible all video conferences or hybrid meetings of the General Assembly will be recorded.

9.0 Aufgaben der Mitgliederversammlung

Tasks of the General Assembly

Tâches de l'assemblée des membres

Úkoly valného shromáždění

Compiti dell'Assemblea generale

9.1 The following tasks are reserved for the General Assembly:

- Receipt of the Annual reports and discharge of the Executive Board;
- Election and dismissal of the members of the Executive Board and the election and dismissal of the auditors;
- Determination of the level of membership fees;
- Appointment of the Secretary General;
- Approval of legal transactions between members of the Executive Board or auditors and the Association;
- Decision on the amendment of the Statutes of the Association and on the dissolution of the Association.
- Advice and decision-making on other issues and matters on the agenda.

10.0 Der Vorstand

The Executive Board (Board of Directors)

Le conseil d'administration

Představenstvo

Il Consiglio di Amministrazione

10.1 The Executive Board is the governing body of the Association and consists of four people. The Executive Board consists of a Chair and two deputies and a Financial Director. The distribution of functions within the Executive Board is the responsibility of the Executive Board. The rules of procedure are adopted by the General Assembly with a four-fifths majority.

10.2 The Chair and the other elected members of the Executive Board shall be elected from four different countries.

10.3 Not only the representatives of the members of the General Assembly can be elected on the Executive Board, but also other members of their political representative bodies such as Deputy Mayors or Members of City and Town Councils. Employees, tourism managers or other non-elected individuals may not be elected to the Executive Board.

10.4 The Executive Board must put a by-election to the Executive Board on the agenda at the next General Assembly when a member resigns during their term of office. The newly elected member

completes the term of office of the retiring member. If the Executive Board fails to meet to conduct business for a period longer than four months, the auditors are obliged to convene an extraordinary General Assembly within two weeks for the purpose of re-electing an Executive Board.

10.5 If the auditors are also incapable of acting or are not present, any group representing 10 % of the members who recognise the emergency situation shall have the right to immediately convene an extraordinary General Assembly themselves or to request the appointment of a legal representative of the court, who shall immediately convene an extraordinary General Assembly.

10.6 The Executive Board is appointed by the General Assembly for a three-year term. A once-only re-election for the same position is possible.

10.7 Executive Board meetings are convened by the Chair, if the Chair is prevented from doing so their deputies do so in the order provided for. This may be done in writing or verbally and shall be done at least two weeks before the date of the meeting. If the deputies are also prevented for a period longer than one month, any other member of the Executive Board may convene the Executive Board. Guests may be invited to the non-public board meetings, but without voting rights. Guests proposed by a member of the Executive Board should be invited if supported by a total number of three members of the Executive Board.

10.8 The Executive Board shall have a quorum if all its members have been duly summoned and at least three of them are present. It shall take its decisions by a simple majority of votes; in the event of a tie, the vote of the Chair shall be decisive.

10.9 The Chair presides. If the Chair is not available, the deputies will preside the meeting of the Executive Board in the order provided.

10.10 Except as a result of death, the function of a member of the Executive Board expires at the completion of the term of office, by dismissal (dismissal by the General Assembly) or resignation.

10.11 In the event that a member of the Executive Board loses their elected political status in the municipal authority which they represent, membership of the Executive Board will also cease. In this case, a by-election by the General Assembly shall be held at its next meeting. The nomination of a new representative remains the prerogative of the municipal spa town authority itself.

10.12 The members of the Executive Board may declare their resignation in writing at any time. The resignation shall be addressed to the Executive Board, in the event of the resignation of the entire Executive Board then to the General Assembly. The resignation must not take place at an inopportune time, so that the Association suffers damage as a result and must not lead to an incapacity to act.

10.13 Executive Board meetings can also be held without the physical presence of the participants (e.g. via telephone or video conference). In this case, the provisions for the holding of Board meetings in the physical presence of the participants apply accordingly. The Executive Board may also take written decisions in circulation. Wherever practically possible all video conferences or hybrid meetings of the Executive Board should be recorded.

11.0 Aufgaben des Vorstands

Tasks of the Executive Board

Tâches du conseil d'administration

Úkoly správní rady

Compiti del consiglio di amministrazione

11.1 The Executive Board is responsible for the day-to-day management of the Association. It is assigned all tasks that are not assigned to another association or body by the Statutes. In particular, it covers the following matters:

- preparation of annual estimates and drafting of the accountability report and the clearance of accounts;
- preparation and convening of the Ordinary and Extraordinary General Assembly;
- management of the Association's assets;
- recruitment and dismissal of the employees of the Association, with the exception of the Secretary-General.
- notification of an amendment to the Statutes of the Association which has an impact on the tax advantages to the competent tax office within a period of one month;
- facilitating the joint transnational administration and operational coordination of the "Great Spa Towns of Europe" among the members of the Association in accordance with the Property Management Plan.

12.0 Besondere Obliegenheiten einzelner Vorstandsmitglieder

Special obligations of individual members of the Executive Board

Tâches spécifiques des membres du conseil d'administration

Zvláštní úkoly jednotlivých členů představenstva

Compiti speciali dei singoli membri del Consiglio di amministrazione

12.1 The Chair represents the Association to the outside world. Written documents of the Association require the signatures of the Chair and a deputy to be valid, in monetary matters (asset dispositions) the signatures of the Chair and the Financial Director are required.

12.2 The Chair presides over the General Assembly and the Executive Board. If the Chair is not available the deputies substitute for the Chair in the order provided for.

12.3 The Financial Director is responsible for the correct financial management of the Association.

13.0 Rechnungsprüfer

Auditors

Auditeurs

Auditor

Uditore

13.1 The Association has two auditors (comptrollers), but they do not have to be members of the Association. The auditors are elected by the General Assembly for a term of three years. Re-election is possible without restriction. Legal transactions between the auditors and the Association require the approval of the General Assembly in order to be valid.

13.2 The auditors shall examine the financial management of the Association with regard to the regularity of the accounts and the use of the funds in accordance with the Statutes of the Association within four months of the preparation of the revenue and expenditure accounts or the annual accounts. The Executive Board shall provide the auditors with the necessary documents and the necessary information. The auditors shall report to the General Assembly on the outcome of the review. The audit report shall confirm the regularity of the accounts and the use of the funds in accordance with the Statutes or identify any identified deficiencies or risks to the existence of the Association. In addition, transactions as well as unusual income or expenditure must be shown.

13.3 If the Association is obliged to appoint an external statutory auditor by law, the latter assumes the duties of the official external auditor. This also applies in the case of a voluntary external audit.

14.0 Schiedsgericht

The Arbitration Tribunal

Tribunal arbitral

Rozhodčí soud

Tribunale arbitrale

14.1 In all disputes arising from the conduct of the Association, the Arbitration Tribunal shall decide.

14.2 The Arbitration Tribunal is composed of three persons who do not have to be members of the Association. The members of the Arbitration Tribunal may not belong to any body of the Association, with the exception of the General Assembly, whose activities are the subject of the dispute. The Arbitration Tribunal shall be formed in such a way that each party of the dispute shall appoint a person to the Executive Board as arbitrator, whereby the Board, which is itself or the Association the other party of the dispute, shall appoint the other member of the Arbitration Tribunal within fourteen days. If another member of the Association is affected by the dispute, the Executive Board shall request that member to appoint another member of the Arbitration Tribunal within fourteen days of notification of the request.

14.3 These two arbitrators shall elect a third person as Chair of the Arbitration Tribunal. If they cannot reach an agreement within seven days for the third person, the governing body/presidency of the ISG or its successor in title (IGC) shall decide and shall not be bound by the proposed candidates.

If this is not possible, the matter will be decided by drawing lots between the candidates proposed by the arbitrators. The arbitrators must attend the selection process. If a nominated arbitrator prevents the Arbitration Tribunal from being established or from working, this shall be resolved by the member who nominated them. This member shall be required by the Executive Board to provide an acceptable replacement arbitrator within a reasonable period of time.

14.4 The Arbitration Tribunal initially attempts to mediate. If this is not possible, it is empowered to decide the dispute. The parties to the dispute may be represented by lawyers, but no award is to be made. In the course of dispute resolution, however, the Arbitration Tribunal may make a recommendation on the reimbursement of costs.

14.5 The Arbitration Tribunal shall make its decision in the presence of all its members by a simple majority of votes. The parties to the dispute must be given the opportunity to comment verbally or in writing on the subject-matter of the dispute. The Arbitration Tribunal may, if it deems it appropriate, call for verbal proceedings with the participation of the parties to the dispute. The Arbitration Tribunal will recommend a resolution to the best of its knowledge and belief. The Chair of the Arbitration Tribunal is responsible for the preparation of the decision, which must in any event contain a statement of justification.

14.6 If the respondent does not name an arbitrator within a period of fourteen days after the arbitrator has been appointed by the applicant, or if they do not designate a substitute member within a reasonable period of time, this shall be deemed to be acceptance of the decision of the remaining arbitrators.

15.0 Auflösung des Vereins

Dissolution of the Association

Dissolution de l'association

Rozpuštění sdružení

Scioglimento dell'associazione

15.1 The voluntary dissolution of the Association can only be decided by a regular or extraordinary General Assembly, which already expressly contains this agenda item in the invitation, and to be determined by a majority of four-fifths.

15.2 The General Assembly must also decide on the liquidation of the Association. Unless the General Assembly decides otherwise, the Chair is the authorised liquidator.

15.3 In the event of (voluntary or official) dissolution of the Association or in the event of the abolition of the previous purpose of the Association or the loss of tax-privileged purposes, the assets of the Association shall be transferred to a legal entity under public law or to another tax-privileged corporation which shall use the assets exclusively and directly for charitable, benevolent or church purposes within the meaning of §§ 34 ff of the Austrian Fiscal Act., whereby the remaining assets of the Association after coverage of the liabilities shall be preferably used for World Heritage purposes of the United Nations Educational, Scientific and Cultural Organization (UNESCO).

-END-

[Set out for signatories]