

**Letter “A”
Association of Significant
Cemeteries in Europe
Charter**

ARTICLE 1

The Association of Significant Cemeteries in Europe is the European network comprising those public and private organizations which care for cemeteries considered to be of historical or artistic importance.

The ASCE is a non-profit organization with a clear European and global character.

The ASCE has an indefinite duration.

ARTICLE 2

The Association is based in Bologna, Italy, at present, at the Comune di Bologna, via Oberdan 24. The ASCE’s area of operation is primarily Europe although its scope is limited solely by any geographical boundaries imposed and decided upon by its members.

ARTICLE 3

The City Councils of Bergen, Bologna, Copenhagen, Genova, Ljubljana, Stockholm, Torino; The Serveis Funeraris de Barcelona SA, the National Heritage Board of Estonia, The Department of Cultural Heritage protection of Lithuania, the University of Applied Sciences of Koln – Conservation of Cultural Properties Department are Charter Members of the Association.

To become a member of the ASCE:

Objective requirements: must manage and/or preserve at least one significant cemetery; in their application the applicant must prove that it is a significant cemetery.

Subjective requirements: any legal entity with separate legal personality, including but not limited to: companies, town councils, associations, etc. who share the spirit of the ASCE Charter.

Applications for membership should be addressed to the President of the Association. Decisions on admission will be made by the Steering Committee of the Association.

The number of members is unlimited. The member shall pay the membership, which is decided yearly by the Steering Committee, by the compliance of the Charter’s regulations, by the possible regulations and decisions of social organs, including the possible integrations with the additional membership payments or specific corresponding for occasional service. The membership and the membership fees cannot be reevaluate and transferable.

Impermanence of the participation in the association life is excluded.

ARTICLE 4

The purposes of the Association are the following:

- Promoting European cemeteries as very important cultural heritage
- Co-operating to protect, restore and ensure ongoing care and maintenance to cemeteries raising European citizens’ awareness of the importance of significant cemeteries
- Share experiences and best practices
- Work together on joint projects
- Increase the awareness of the importance of significant cemeteries among National and European institutions
- Foster and call the attention of Universities
- Promote the necessary legal frame work for the best management of cemeteries

- Call the attention of media and tourist publishing and literature
- Foster the adoption of technological innovation

The ASCE is an organization which enables members to benefit from:

A network

Meetings

Interaction

Communication

Common projects

Information

The Association shall make financial operations, movable and immovable operations, require the bank credit and the loan, lend warranty and guarantee, both on its own and on behalf of a third party, strictly related with its activities, including the purchase and sale of real estates, society's participations, which activity has complementary aims as the Association's, moreover the acceptance of legacies and donations; the Association shall join other associations at the local and nation level, having the same purposes. The Association shall also collaborate with other associations, authorities and companies inside as provides the Charter, including the possibility to join temporal associations in order to participate to the contracts, conventions, competitions and private treaties.

The administrative language of the ASCE is English. Official or co-official languages from each member country will be promoted and used where possible.

ARTICLE 5

All the members have the same duties and rights:

- a) To attend General Assembly meetings and hold the right to participate and vote
- b) To elect or be elected to representative posts or to hold the post of the President
- c) To exercise the corresponding representation rights as appropriate
- d) Approve and make changes on the Charter regulations
- e) To participate in activities and discussions of the Association
- f) To intervene in the governing and management of the services and activities offered by the Association, in accordance with the regulations stipulated in the Charter
- g) To request and obtain explanations regarding the administration and management by the Steering Committee or President
- h) To be given a hearing prior to the adoption of any disciplinary measures
- i) To receive information about the Association's activities
- j) To form part of working groups
- k) To receive a copy of the Charter
- l) To consult the Association's books

Association members are obliged to:

- a) Commit to the aims of the Association and actively participate in achieving them
- b) Contribute to the support of the Association through the payments of fees, shared expenditures and other financial provisions established under the Charter and approved in accordance with it
- c) Comply with the remaining obligations that arise from that stipulated in the Charter
- d) Respect and comply with agreements duly adopted by the governing bodies of the Association

The members can be excluded or removed:

- a) in case they do not respect the regulations of the present Charter, the internal regulations or the regulations by the social organs

b)when they are in arrears of payments of the Association membership without a justified reason and do not contribute to the support of the Association through other payments as established by the General Assembly

c)whenever they cause moral damages and damages to the association property

d)committing a serious offence

The exclusions are decided by the Steering Committee with the absolute majority of its members.

The definitive decisions will be taken by the subsequent General Assembly with the absolute majority.

The members shall withdraw in case they lose the entry requirements.

ARTICLE 6

The Association consists of the General Assembly, the Steering Committee, the President with a Secretariat. The Secretary does not need to hold representative status as a member of the ASCE, and must be selected by the President from among renowned professionals.

ARTICLE 7

The General Assembly is composed by all Association members.

The Assembly shall be ordinary or extraordinary. The Assembly is convened by the President of the Association; it is also convened by a delegate member of the Steering Committee, with 3 months' notice prior to the date of the meeting. Notification of the meeting must be sent to all ASCE members by e-mail and must be also posted on the ASCE website. It must indicate the proposed, the date and the place of the Assembly and the time of the second calling.

In cases where it is necessary to convene an urgent General Assembly, the President will call it in the same manner stated above, with a minimum notice period of 15 days, indicating the reason for the urgency. The extraordinary Assembly can be also convened by at least ten members if requested. The procedure must be also in this case in the same manner as above.

The General Assembly shall:

- Decide the programs of the Association
- Decide and approve the annual budget of the Association
- Decide the number of the members of the Steering Committee
- Elect and remove members of the Steering Committee, the President and in cases the vice-President
- Control the activities of the President and elect and remove the President on receiving the positive vote of 50% of all members of the ASCE met in General Assembly and by a minimum of twenty members. In this case the President and the members of the Steering Committee must be given the right to be heard
- Approve the modifications of the Charter and agree the dissolution of the Association
- Approve and amend regulations relating to the internal system proposed by the President in agreement with the Steering Committee
- Join or disengage from other unions of associations. This faculty may be delegated to the Steering Committee or to the President who will be obliged to report to the General Assembly
- Be aware on existing membership requests and the joining and cancellation of members due to reasons other than definitive separation
- Resolve any other questions that are not directly attributed to any other body of the Association

The list of above faculties is intended as a guideline and does not limit the authority of the General Assembly. The Steering Committee and the President, either jointly or separately, may submit any matter that falls within their responsibility to the General Assembly to obtain prior approval or ratification of this matter.

The General Assembly will meet in ordinary session once a year. Extraordinary sessions may be convened by the Steering Committee.

The extraordinary session is convened:

-whenever the Steering Committee thinks it is necessary

-on demand of almost 1/5 of the members. In this case the assembly must take place within 20 days of the demand date

The extraordinary session decides on the dissolution and the liquidation of the Association and the devolution of its property according to the law in force. Any proposal for the review of the Charter or the dissolution of the Association will emanate from the Steering Committee or from at least 25% of the association members.

All the members are subject to the agreements made by the General Assembly, including those who are absent, those who disagree and those who are present but have abstained from voting.

The first call of ordinary and/or extraordinary assembly is regularly composed with more than 51% of members. The second call of ordinary and/or extraordinary assembly is regularly composed with any number of members and decides on every issue with the majority of the members present. The dissolution of the Association must be decided from the majority as written in the paragraph n. 21 of the Civil Code or other law in force. The approval of the regulations and relative modifications, the election and the remove of the members of the Steering Committee and the approval of the balance sheet and accounts it is necessary the majority of two thirds of members present or represented by the Assembly.

The second call will be convened one hour after the first one. Every member has one vote, independently the value of the quote. Every member shall represent with a written proxy up to 2 members. The members who are unable to attend the General Assembly will give the President a minimum of 15 days' notice prior to the date of the Assembly, stating the name of the person, whom they wish to delegate their vote. The President will reply to both the delegating member and the delegate, duly accepting the delegation or rejecting it with due justification. The reply, which must be in writing, shall provide the proof to be presented to other members during the voting procedure.

Voting in the General Assembly shall be done in secret, except in cases where the Assembly itself votes by a show of hands to agree that voting should be carried out in this way. The Steering Committee, including the President, is elected by a secret ballot.

When the voting is done in secret, the President of the Assembly will call the members by name in alphabetical order. The member called at that time will vote only for him/herself; members who have delegated their vote will be called later.

The ASCE will incorporate the use of any necessary technologies in order to facilitate voting by all of its bodies, promoting in all cases physical presence in the voting procedure.

Once the voting is complete, the President, with the help of the Secretary of the Assembly, will count and recount the votes and announce the results in each case. The count may take place a third time if requested by at least ten of the members present.

After the meeting, the Secretary will send the minutes of the General Assembly, once approved by the President. This process must be carried out within two months following the end of the Assembly.

The Assembly shall delegate the Steering Committee to review the Charter if necessary for the correct and prompt fulfillment of the institutional aims. The Steering Committee shall directly review the Charter, if required by imperative law disposals. In this case the Committee must report all the modifications at the first assembly after the review.

ARTICLE 8

The Steering Committee is composed from the minimum of 3 (three) to a maximum of 11 (eleven) councilors, included the President, and elected by the General Assembly . The councilors exercise their authority for a mandate period of four years. All members of the Steering Committee should come from different countries, except in the case of the President. The Steering Committee will be elected by the General Assembly after the election of the President. The president can appoint one or more Vice-Presidents from among the members of the Steering Committee. Any member may be a candidate to become President, provided that the General Assembly has not prohibited him/her by way of a sanction. The President, Vice-Presidents and the Secretary form the Operating Team of the Steering Committee which is charged with coordinating and managing the ordinary affairs of the ASCE. The president will be able to determine how the Operating Team must function, without prejudice to the tasks of the Steering Committee.

The cessation of posts prior to the expiry of the regulated term of their mandate may arise due to:

- a) Voluntary resignation presented in writing, with due justification
- b) Illness which prevents the person from exercising their post, in which case the member must nominate a new representative to the ASCE to fulfill their position
- c) Cancellation of ASCE membership
- d) Sanction due to an error committed while exercising the post, imposed in accordance with that stipulated in the Charter

The following are the responsibilities and faculties that the President will be able to extend to the Steering Committee:

- To represent, direct and administrate the Association in the broadest sense recognized by law, without prejudice to the tasks of the President
- To take any decisions that may be necessary with regard to appearing before public bodies and to exercise all types of legal actions and lodge appropriate appeals. To exercise this faculty the Steering Committee must submit a report to the president
- To propose actions to the General Assembly in defense of the interests of the ASCE
- To propose actions to the General Assembly defending the establishment of the fees payable by ASCE members. To this effect, the President will present a prior proposal to the Steering Committee who will later vote once all members of the Committee have been heard
- To ensure that the ASCE complies with the agreements adopted by the General Assembly
- To present the balance sheet and status of accounts for each financial year to the General Assembly for their approval, and develop the budgets for the following financial year. To this effect, the President will make a proposal to the Steering Committee who will approve or reject the proposal by simple majority
- To hire the employees required by the ASCE. This responsibility may be delegated to the President who, in case of disagreement will have the final word
- To help the President to prepare the resolutions to be submitted to the General Assembly and to inform the President of the malfunction of any service offered by the ASCE
- To establish workgroups designed to achieve the objectives of the ASCE in the most efficient and effective way, and authorize the activities that these groups are charged with. The President will be able to exercise this faculty independently or submit it to the opinion of the Steering Committee
- To nominate members of the Steering Committee to head each workgroup based on the proposals received by the groups
- To carry out the necessary procedures with regard to public bodies, entities and other persons in order to achieve:
 - subsidies or other support
 - the use of premises or buildings that may become places of coexistence

While the President may exercise this faculty independently, should it be considered necessary, this faculty may be submitted to the opinion of the Steering Committee

- To provisionally resolve any situation that is not provided for in the Charter and give an account of this at the first meeting of the General Assembly. The President may decide to seek the opinion of the Steering Committee in any matters arising
- To approve the incorporation of new members to the ASCE
- To convene extraordinary sessions of the General Assembly when required
- To submit to the General Assembly proposals for a review of the Charter or the dissolution of the Association
- To manage the ordinary business and fulfill all the deeds that are not clearly required by the Assembly

The Steering Committee, having been previously convened by the President or a delegated representative, must meet in ordinary session as often as decided by its members, and at least once every six months.

It must meet extraordinarily whenever such a meeting is called by the President or when half of the members of the Steering Committee plus one so request.

The meeting shall be called via e-mail, with a minimum notice period of 15 days; notification must state the place and date of the meeting as well as the agenda.

The Steering Committee will be considered properly constituted provided that half of its members are present plus one, along with the President or a delegated representative. In case of parity prevails the President's vote or, in his absence, the Vice-President's vote. For the severance of the President and Secretary is required a two-thirds majority.

The vote by the Steering Committee may be carried out secretly or by show of hands. For the naming and severance of the president and the Secretary is required a unanimous vote.

The Committee shall have external collaborators, who can also be present at the meetings of the Committee or Assembly with the advisory vote.

ARTICLE 9

The President is the agent of the Association, also for legal power. He is elected by the Assembly and his mandate will last for four years.

The President prepares and co-ordinates the sessions of the General Assembly and the meetings of the Steering Committee. The President provides a secretariat for the Association.

In case of his absence or any impediment the tasks pass to the Vice-President, if nominated. In case of naming more than one Vice-President, the older Vice-President will take the post of the absent President. The signature of the vice president certifies the absence and/or the impediment of the President. In case of his resignations the Steering Committee elect a new President.

The President is responsible for:

- a) Representing, in all respects, the institutional, social, cultural and academic activities of the ASCE, and representing the Association before courts and tribunals
- b) Signing all accords, contracts or agreements that are binding for the ASCE
- c) Promoting awareness of the ASCE to all types of local, national and international institutions in collaboration with the Steering Committee
- d) Sourcing and proposing new members to be considered by the Steering Committee by way of providing the necessary reports. Where duly justified, the President shall be entitled to provisionally agree the incorporation of a new member, pending ratification by the Steering Committee
- e) The ordinary and daily management of the ASCE and its accounts, reporting to the Steering Committee and the General Assembly and, where appropriate, the signing of all necessary documents of whatever nature. Similarly, the President shall control the ASCE's invoices and expenses, and will be entitled to delegate this task to whoever he/she deems appropriate

- f) Managing the ASCE staff in accordance with the interests of the organization
- g) Driving the activities of the ASCE and its members, and encouraging participation in its activities and decision-making
- h) Nominating representatives to represent the ASCE at national and international courts and tribunals
- i) Presiding over and directing debates during the sessions called for all ASCE bodies, and nominating the person who will act as the Secretary of the ASCE
- j) Approving the meeting minutes for all ASCE bodies which have been taken by the Secretary
- k) In urgent situations where the ASCE may incur damage or opportunities where the Association may benefit and where there is no time for delay, the President may attend and take the necessary decisions on behalf of the ASCE, subject to subsequent ratification where necessary

The seat of the President shall be located in the city or town of the registered office of the individual member represented by the President.

The seat of the President and the ASCE headquarters must maintain constant and fluid communication, both with respect to information and documents. To this effect, the use of new technologies will be applied to promote coordination and collaboration between both seats.

The Steering Committee meetings shall be held in the cities of residency of the members of the Steering Committee or in locations of interest. In the event of discrepancies, the President shall have the final say.

The transfer of information and functions between the former President and the former seat and the new President and the new seat shall be done in an organized and coordinated manner deemed beneficial to the ASCE and its seat, which shall provide all the necessary support during the process.

The President shall cease to perform his/her functions for the following reasons:

- a) Due to loss of his/her status as a member of the ASCE
- b) Due to the member changing the individual to whom his/her representation within the ASCE has been delegated; in this case the member shall keep his/her post but be obligated to announce a new Presidential election
- c) Due to serious illness or death; in this case the member shall appoint a new representative who shall become a member of the Steering Committee. The first Vice-President should manage the ASCE until the next General Assembly, during which members will vote to appoint a new President
- d) Due to resignation; in this case the Steering Committee must be notified and subsequently appoint a new President from among ASCE members, as stated in point c
- e) Due to having been removed from the post, in accordance with that stipulated in the disciplinary regulations proposed by the Steering Committee and approved by the General Assembly and, in all cases, by the agreement of the absolute majority of the Assembly

If there is no President, the first Vice-President should act as the provisional President until the next General Assembly, during which a new President should be elected.

The Secretary shall take the minutes of the meetings held by all ASCE bodies at which their presence is required. He/she shall also safeguard ASCE documentation that is not kept at the ASCE or president's seat and maintain the Member Register Book.

Members who wish to establish work groups based on common interests must inform the President, justifying their motives and notifying the President of their activities. The President or the Steering Committee must take an interest in and promote the initiatives of the work groups from whom they must request an activity report at least once a year in light of the Ordinary General Assembly, which shall then be presented to the General Assembly. Work groups must be presided over by a member of the Steering Committee appointed for this purpose.

ARTICLE 10

Financial matters

The property of the Association is indivisible and is composed by:

- a) real estates and personal properties
- b) contributions, donations, grants by public bodies, associations and citizens
- c) possible legacy or donations
- d) membership fee and additional fee, related to the activities of the association
- e) reserve fund
- f) proceeds from permanent or occasional initiatives
- g) other revenues that are in force by disposals

Sums that have been paid for the Association fee are never unredeemable.

The association is a non-profit organization and has to re-invest a possible surplus for activities of the Association described in this Charter.

All ASCE members are obliged to financially support the Association through fees or shared expenditures, in the manner determined by the General Assembly according to proposals made by the Steering Committee. The payments shall be made through banks, preferably using electronic banking methods or direct debits. The President may modify payment methods and demand late payment from members.

ARTICLE 11

The balance, composed by the financial statement, includes the fiscal year from 1st January to 31st December. The balance shall be sent to the Assembly for its approval with the majority. The statement must include the revenues and expenses of the past year. The budget includes the revenues and expenses and is prepared for the following year.

The balance sheet shall be sent to the office of the Association at least 20 days before the Assembly and every member shall look through it.

The Assembly shall decide to set aside partly or completely the revenues into a reserve fund which has to cover a possible future deficit. It is forbidden, also indirectly, to distribute profits and funds, reserves or capital, except the distribution is imposed by law.

ARTICLE 12

Disciplinary system

The General Assembly shall approve the disciplinary system based on proposals by the Steering Committee. This sets forth ASCE offences (minor, serious and very serious), sanctions and disciplinary procedures.

Disciplinary proceedings, whatever sanction applied, shall correspond to the right to contest, right to a hearing, right to typification and right to defense. All disciplinary rulings shall have the right to appear before the general Assembly, under the regulatory terms established.

ARTICLE 13

Dissolution

The dissolution of the Association must be decided by the majority as described in the paragraph n.21 of the Civil Code or other laws related on associations. At the proposal of the Steering Committee or that of twenty members, the General Assembly shall be able to agree to the dissolution of the ASCE. In case of dissolution for any reason the residual property, deducting the liabilities, is given away to other associations with similar goals or for public utility except the

different donation imposed by law. The Assembly shall nominate three liquidators to put ASCE equity to a good end, collecting credits and paying debts or transferring assets or liability. After these operations have been carried out the three liquidators shall call a meeting of the General Assembly in order to approve their work and agree to the liquidation of the ASCE. Subsequently, the liquidators specially empowered for this purpose by the General Assembly shall take the required steps to register these agreements with the necessary entities.

ARTICLE 14

Final dispositions

Whatever is not described in the present Charter will make reference to the current law regulations.