

Draft Proposal of the STATUTE of UNISCAPE Association

Art. 1 – Constitution, denomination, principles

1. UNISCAPE is a European Network of Universities dedicated to landscape studies and education according to the principles of the European Landscape Convention. It is freely constituted as a non commercial associative entity.
2. UNISCAPE shall base its activities on the following principles: the absence of profit objectives, the democratic nature of the structure, the elective character of the bodies, and anything else that may be required for the valid constitution of an association created as a non commercial associative entity.

Art. 2 - Aim

1. The aim of the Association is to foster university cooperation on landscape issues, with reference to the principles and the values enshrined in the European Landscape Convention (ELC) – *international treaty adopted by the Council of Europe's Committee of Ministers on 19.07.2000 and opened for signature by the member States of the Council of Europe, in Florence (Italy), on 20.10.2000.*
2. In the framework of the aforementioned co-operation, specific attention is given to Articles 5, 6 and 8 of the ELC.
3. In order to achieve its aim, UNISCAPE shall pursue all necessary and appropriate activities, in conformity with the present Statute and current laws in force.

Art. 3 – Members and Observers

1. Members of UNISCAPE shall comprise:
 - a. public and private universities or parts belonging to them, as well as consortia of universities or parts of these, regularly established within the territory of one of the Council of Europe's member States.

- b. scientific institutions that are comparable with universities in that they have both a demonstrable scientific research and higher education function, in the judgement of the General Assembly, regularly established within the territory of one of the Council of Europe's member States. To be confirmed every four years.
 - c. foundations or trusts that demonstrably promote scientific research and higher education in the area of landscape, in the judgement of the General Assembly, regularly established within the territory of one of the Council of Europe's member States. To be confirmed every four years.
2. Requests for adhesion to UNISCAPE shall:
 - a. be subscribed by qualified representatives belonging to legally entitled institutions;
 - b. explicitly attest the institution's agreement to accept all provisions of the present Statute;
 - c. be addressed in a written request to the President of UNISCAPE.
 3. Each Member shall be entitled to one vote no matter how many representatives it may have. The sum of the votes of the representatives of Members who belong to parts of the same university (or of the same consortium of universities) that haven't adhered to UNISCAPE as a single university, shall equal to one.
 4. UNISCAPE Observers are legally recognized public and private universities. In addition, other persons or entities may also be admitted as Observers if they submit their request in accordance with the procedure set forth in Article 3, paragraph 2 (c).
 5. Member and Observer shall lose their title:
 - a. by resignation;
 - b. by expulsion, for having committed acts which in some way caused moral or material damage to UNISCAPE;
 - c. if Members don't pay their annual financial contribution.

Art. 4 – Official headquarters

1. The legal and operative headquarters of the Association are hosted by the University of Florence.
2. The establishment of further possible headquarters, branches, offices, etc., and the transfer of any existing headquarters, will be decided by the General Assembly upon the proposal of the Executive Board, in agreement with the present statute.

Art. 5 – Duration, associative contribution

1. UNISCAPE is an association with an indefinite duration of time.
2. The annual financial contribution for all Members amounts to 1,000,00 Euro (one thousand/00).
3. If more than one part of the same university (or of the same consortium of universities) that has not adhered to UNISCAPE as a single university decides to join UNISCAPE, the annual associative contribution outlined in paragraph 2 above must be divided equally amongst the aforementioned parts.
4. The membership fee shall be due by the 30 of June of each year. Failure to pay the membership fee by the 31 of December, after having been reminded twice, will result in the withdrawal of membership from the 1st of January of the following year. In such circumstances, liability for outstanding membership fee remains and must be paid retrospectively.

Art. 6 – Activities

1. UNISCAPE shall promote co-operation amongst its Members in order to encourage scientific research and educational activities concerning the principles and objectives established by the ELC.
2. With regards to research, UNISCAPE shall support studies and experimental activities that concern landscapes, their evolution and transformations. For this purpose the main reference is constituted by the provisions contained in Articles 5 and 6 of the ELC.
3. With respect to didactics, UNISCAPE shall promote educational processes in order to create competences capable to contribute to the realization of the ELC's principles and objectives.
4. In general, UNISCAPE shall support deeper acknowledgement and public awareness of the principles and objectives of the ELC. In view of this, and in accordance with Article 8 of the ELC, UNISCAPE shall encourage and support its own Members:
 - a. to render each other technical and scientific assistance in landscape matters by gathering and exchanging experiences and the results of research projects;
 - b. to promote the exchange of landscape specialists in particular for training and information purposes;
 - c. to exchange information on all matters covered by the provisions of the ELC.

Art. 7 – Organs

1. The organs of UNISCAPE are:
 - a. the General Assembly;
 - b. the Executive Board;
 - c. the President.

Art. 8 – The General Assembly

1. The General Assembly shall represent the decision-making body of UNISCAPE. It shall be composed of representatives appointed by the single Members. Observers may participate to the General Assembly meetings without voting rights.
2. The General Assembly shall elect a UNISCAPE President and two Vice-Presidents from amongst its members for a term of four years. Candidates may be re-elected for the duration of one further term. Meetings of the General Assembly shall be chaired by the President of UNISCAPE or, in his/her absence, by one of the two Vice-Presidents.
3. The General Assembly shall meet in ordinary session in its legal/operative headquarters or in another place, provided it is in a Member State of the European Union:
 - a. once a year upon written convocation of the President;
 - b. if the interests of UNISCAPE requires it, upon written invitation of the President or by a third of its members, or by the Executive Board.
4. The General Assembly shall also:
 - a. approve the annual programme of activities;
 - b. nominate the Executive Board representatives by election;
 - c. decide on the establishment of seats, branches and offices, in addition to the legal and operative headquarters and any transformation of existing headquarters;
 - d. adopt rules of procedure and budget documents;
 - e. nominate an auditor regularly registered, from outside UNISCAPE;
 - f. ratify or reject the deliberation of the Executive Board with regards to the adhesion of new Members and Observers;
 - g. decide on the exclusion of Members and Observers, in conformity with Article 2.5 of the present Statute;
 - h. decide on matters regarding contributions.
5. The General Assembly shall, under rules of procedure with respect to the law in force, lay down the rules on the conduct of meetings of the organs of UNISCAPE not covered in this Statute.

6. The General Assembly shall meet in extraordinary session upon written convocation by the President, by written request by the Executive Board or by a third of the Members, within two months from the date of request and for the following reasons:
 - a) approval of possible modifications to the statute proposed by the Executive Board;
 - b) decision concerning the dissolution of UNISCAPE;
 - c) decision on any other matters proposed by parties who have promoted the convocation of the meeting.

Art. 9 – The Executive Board

1. The Executive Board shall provide to run UNISCAPE.
2. The Executive Board shall be composed of the President, the Vice-Presidents and eight representatives elected every three years by the General Assembly among its own components. Candidates may be reappointed for the duration of one further term. Observers shall not participate to the meetings of the Executive Board.
3. The Executive Board shall meet at least twice a year and when necessary upon written convocation by the President of UNISCAPE or by written request from the majority of its components.
4. The time and place of meetings of the Executive Board shall be decided from time to time by the Executive Board itself, taking into account the issues discussed and the logistic availability of the headquarters of UNISCAPE.
5. In case the President of UNISCAPE is absent, the Executive Board shall be chaired by one of the Vice-Presidents. In the context of decision-making procedures, if a majority of votes shall not be obtained, the vote of the President shall count as two votes.
6. The Executive Board shall:
 - a. deliberate on matters concerning parties who have requested to entry as Members or Observers of UNISCAPE;
 - b. prepare the Annual Programme of Activities;
 - c. formulate proposals for the approval of internal regulations, budget documents and for eventual modifications to the Statute;
 - d. appoint the Director of UNISCAPE every three years.

7. The Director of UNISCAPE shall:
 - a. be appointed amongst the members of the Executive Board or, externally, amongst parties demonstrating specific and proven competences, also of linguistic nature, in the field of UNISCAPE's activities;
 - b. participate, with the right to vote, in meetings of the General Assembly and the Executive Board;
 - c. assure the co-ordination of UNISCAPE's activities, conduct the administrative activities and, in accordance with the President, he/she shall make sure that this Statute is respected and shall also guarantee to the Members access to information about the meetings and the resolutions of the Executive Board.

Art. 9 bis – The Management Committee

1. Day-to-day management of the Executive Board shall be assumed by a Management Committee, consisting of the President, the two vice-Presidents and the Director. The Management Committee:
 - a. may invite other Executive Board members to fulfill specific management tasks;
 - b. shall define a division of management tasks within two months after the annual General Assembly, to be communicated to the UNISCAPE membership;
 - c. is chaired by the President and reports to the Executive Board.

Art. 10 – The President

1. The President of UNISCAPE shall:
 - a. legally represent the association;
 - b. assume the financial responsibility of the association;
 - c. delegate specific tasks to the Management Committee of the Executive Board;
 - d. propose overall objectives and strategies during the term of his/her presidency, reporting on the results in the next General Assembly;
 - e. promote the commitment of the delegates of the Member Universities in the activities and functioning of the network.

Art. 11 - Resources and accounts

1. UNISCAPE resources shall consist of:
 - a. contributions made by Members;
 - b. contributions and donations from public and private institutions;
 - c. revenue from UNISCAPE assets;
 - d. any other legitimate resource compatible with the provisions of this statute.
2. The UNISCAPE accounting year shall run from 1 January to 31 December each year. The balance sheet must be prepared on an annual basis and submitted to the General Assembly for approval.
3. The conditions governing the management of the accounts shall be laid down in internal regulations in accordance with the principles normally accepted at local, regional, national and international level.
4. The accounting shall be managed by the Director of UNISCAPE and verified by the Financial Controller. With a view to the General Assembly's approval of the balance sheet, the Financial Controller must prepare an annual written report on the verification operations.
5. UNISCAPE does not even indirectly distribute profits or operating surpluses as well as funds, reserves or capital during the life of the association, unless the destination or distribution is required by law.

Art. 12 – Liability

The assets of the UNISCAPE shall cover all the obligations incurred by the Association.

Art. 12 – Amendments to the statute

1. Amendments to this Statute may be decided in the extraordinary General Assembly, in accordance with what has been established in this statute.
2. The resolutions of the extraordinary General Assembly on the amendments to the Statute shall be adopted by a two-thirds majority of its representatives and shall concern exclusively the adoption or rejection of proposals for amendments decided by the Executive Board or one- third of the Members of the General Assembly.

Art. 13 – Dissolution

1. The dissolution of UNISCAPE may be decided only by the extraordinary General Assembly in conformity with the details outlined in this Statute.
2. In case of dissolution, the extraordinary General Assembly shall appoint one or more commissioners to be charged with winding up UNISCAPE and shall determine their powers.
3. The remaining net assets will be distributed to one or more non-profit organizations with similar aims or public purposes and which shall be designated by the General Assembly in an extraordinary meeting, after consulting the Financial Controller and unless different destination imposed by law.
4. The dissolution of UNISCAPE may not in any case cause damage to any third party. Any obligation incurred by UNISCAPE, any contract with natural or legal persons must be terminated in due legal or regulatory forms at the time of dissolution.

Art. 14 – Dispute Settlement

1. This Association shall be ruled by Italian national law.
2. Any dispute shall be settled by the Court of Florence.