



EFFORTS EUROPE INTERNAL RULES 2/10/23 Board meeting

They internal rules are decided by the Board and are a complement to the EFFORTS Statutes. In case of contradiction, the Statutes prevail.

1. MEMBERS

-The Board supervises, on the proposal of the Secretariat, the association's membership policy.

-Applications for full membership should include on a 1-page resume (and annexes if needed) the work, structure and size (population, annual budget) of the applicant organisation, and indicate how it meets the membership criteria (article 5 of the Statutes).

-Membership applications are considered and approved by a preliminary decision of the Executive Committee or in fine at the upcoming Board meeting.

-Membership is official from the moment that payment is received.

-Members written conversations on membership are filed.

1.1. Member Rights

All members:

- have the opportunity to network and build relationships with other
- members, and to participate in all areas of EFFORTS activity.
- introduce and share their projects and events to the network
- can be assured that their voice is heard at the European level
- gain access to extensive knowledge and expertise and can contribute
- to the Newsletter by a Featured Article
- have the opportunity to join Efforts Committees
- receive regular news updates (newsletter, website) and receive
- electronic invitations to EFFORTS events
- receive a 10% discount on the attendance fee to events where the main
- organiser is EFFORTS
- associate members and representatives of full members have the right
- to stand for election to the Executive Board.
- representatives of Full members have one vote at the General
- Meetings. Associate members cannot vote. Full members can be

- presented at general meetings by giving a member who is present a
- written, signed and dated proxy.

1.2. Member obligations

- Full member organisations nominate one individual as permanent representative (changes, including contact details, are to be communicated to the EFFORTS Secretariat).
- Members ensure that information concerning EFFORTS' activities is circulated through their own organisations, and to their members. Members ensure that its membership to EFFORTS is communicated with the EFFORTS logo and name at the right places (website, meeting documents and public relations material).
- Members also ensure that information about their own organisation published on the EFFORTS website is kept up to date.
- Members (and their guests) agree that pictures of them taken during the EFFORTS activities can be published in magazines, newspapers, websites, social networking sites and other media of communication. There is no obligation for EFFORTS to request prior authorisation, and no compensation will be provided.

1.3. Annual Membership Dues

- All members must pay a contribution.
- The amount of the contribution is determined by the Board for the forthcoming budgetary year.
- In the event of exceptional circumstances (conflicts, major natural catastrophes, etc.) the Board may suspend or reduce the amount of the contribution of its full or associate members residing in the countries subject to such exceptional circumstances. The amount of the contribution cannot however be zero.
- When such suspensions or reductions are granted, the Board must substantiate its decision.

Annual subscriptions, reviewed annually by the Board, are payable as follows (as of 2023):

Full Members

National, regional and local public and others:

MUNICIPALITIES

Municipalities less than 5.000 inhabitants € 220,-

Municipalities between 5.000 and 20.000 inhabitants € 440,-

Municipalities between 20.000 – 50.000 inhabitants € 1.110,-

Municipalities between 50.00 and 100.000 inhabitants € 1.650,-

Municipalities over 100.000 inhabitants € 2.210,-

ORGANIZATIONS

Small organizations (annual budget of less than €100.000) € 55,-

Medium organizations (annual budget between €100.000 – 1 million) € 220,-

Large organizations (over 1 million annual budget) € 1.650,-

Associated Members

Business/Corporate (commercial) € 1.110,-

Individuals (non commercial) € 30,-

A raise of the EFFORTS membership fee of 5% (to be added) was decided by the board in July 2020.

Only the Board is empowered to grant waivers or suspension of membership dues. Subscriptions are payable at the beginning of the calendar year, or at the time of joining the network. A first-time member joining after 31st August will benefit from a 40% reduction.

-Subscriptions are payable in the month following notification by direct transfer to the EFFORTS account. They should include any costs of the transfer.

-Members who fail to pay their subscriptions will be first reminded electronically. If payment is not received before upcoming AGM, they are no longer considered members of the Association for the running year and cannot participate in the AGM.

-A member resigning from the network remains liable for any outstanding subscriptions. These must be settled and the current subscription paid before members can be readmitted to the network.

2. MEETING VENUE

-The meetings of the association's organs are held at the head office or at designated localities.

-Meetings outside of the head office can be organised either upon invitation from a member of the association or in conjunction with another meeting or international event.

3. ANNUAL GENERAL ASSEMBLY

-The AGM is convened with at least 6 weeks notice.

-All of the documents that need to be examined during the annual general assembly must be made available to the members no later than 15 days before the meeting.

-The General Assembly is chaired by the President, or the Vice-President, the eldest member of the board or, at the AGM, by election by the General Assembly's present full members of another board member.

-At the start of the session, the President shall check the mandates authorised by absent members.

-Each full or associate member may only hold a single mandate.

-During the examination of the items set out in the agenda, the floor is opened first to full and associate members. Observer members and honorary members may express their opinions after this, upon invitation from the President.

-Before concluding an item on the agenda, the President shall draw up a motion for a resolution.

4. BOARD

The work of the board is guided by the principles of Selflessness, Integrity, Objectivity, Accountability, Openness, Honesty, Leadership.

4.1. Board Meetings

- Board meetings are convened by the Chair aided by the Secretary.
- Special and urgent Board meetings can always be convened ad hoc by the President of the association.
- The AGM can vote with the use of proxies (see 4.2 for the use of proxy voting)
- Exceptionnally, board issues can be dealt with by telephone (and confirmed by mail) or by mail to all board members. Electronic meetings are reserved for simple yes/no decisions such as approval of new members or matters of urgency and are always put on the agenda of the next full board meeting.
- Wherever possible, the agenda and supporting papers should be circulated at least seven days before the meeting.
- Board Meeting are set a year in advance and published on the EFFORTS website. Papers should be circulated 15 days before a meeting.
- At physical and telephonic meetings, if the Chair of the Board is absent, one of those present is elected Chair for the meeting. Minutes are prepared by the Secretary and agreed with the Chair of the meeting. Following formal approval to these minutes by each of the members present, they are posted on the EFFORTS website.
- The Secretary ensures that copies of communications are kept as a record for reference.

4.2. Election to the board

- The General Meeting elects the Board from its members and this to a minimum of 3 and a maximum of 12 Board members.
- Nominations of candidates accompanied by a CV should be made to the Nominations Committee (represented by the Secretary general) in writing at least 30 days in advance of the General Meeting at which the elections take place.
- Proxies (one per member) should be registered with the Nominating Committee at least 7 days in advance of the General Meeting, using the form provided. The proxies are to be kept on record in the EFFORTS secretariat. Each Member present can accept a maximum of two proxy votes. The number of proxies to be accepted by Members of the Board is not limited.
- Grouped full membership representation is possible for EFFORTS network members.
- To be elected, a candidate must receive a simple majority of affirmative votes from full members voting.
- The Chair of the Nominations Committee conducts the election proceedings and informs the meeting of the names of candidates, their CVs, details of any proxies, resignations and numbers of vacancies to fill.
- Candidates are asked to present themselves briefly. If candidates cannot be present they should provide written indication of their willingness to stand and the reason of their absence at the vote.
- Election can be conducted by raising hands or, if requested by any present board member, by secret written ballot. Votes are counted by the Secretary, a member of the Nominations Committee and a non-board member selected from the members by the Nominations Committee. The Secretary, in agreement with the Nominations Committee, prepares a permanent record of the election, obtains the signature of the Chair of the meeting and posts this document together with any supporting papers on the EFFORTS website.
- The Board elects by simple majority from amongst themselves a President, a Vice President, a Treasurer on a three-year term of office. The Board distributes its competences between

one or a group of Board members, without relinquishing control and supervision of the related tasks.

-The Board can at any time enlarge its meetings and invite non-Board members to participate (without voting rights).

4.3. Composition of the board

4.3.1. Presidency

The President

- is a mayor, alderman or regional president or executive of a member local or regional authority
- chairs the General Assembly and Board meetings.
- acts in the best interests of the association and its members chair meetings of the Board and the Executive Committee.
- leads on the development of the Executive Board and ensure its decisions are implemented.
- takes urgent action, including decision making action, between Board meetings when it is not possible or practical to hold a meeting, but always does this with mail communication to the Board and subjects his decision to the next Board meeting's scrutiny.
- presents the association's activities, budgets and projects to the members and gathers any requests from the members or the association's organs.
- represents the association and speaks in its name.

In the event where it becomes impossible to represent the association, he may appoint another member of the association to fulfil this role.

Vice-Presidents

A maximum of 2 Vice-Presidents can be appointed by the Board. The President relies firstly on the Vice-Presidents in the execution of its tasks. Vice-Presidents are

- tasked with the organisation's and funding activities.
- represent the Presidency of the association.

4.3.2. Treasurer

The Treasurer oversees accounts, budgets and financial statements and present them to the Board and to the General Meeting. He is supported for this by the associations Executive and accounting services.

4.3.3. Secretary of the Association

- oversees the effective and efficient administration of the organisation

4.3.4. Board members

All Board members, full and associated, have the following fiduciary responsibilities, which cannot be delegated, including the following:

- ensure that the association complies with its statutes, rules, legislation and other regulations
- ensure that the association pursues its objects as defined in its statutes
- safeguard the good name and promote the values of the association

- contribute actively to the Board's role in giving firm strategic direction to the association, setting overall policy, defining goals and setting targets and evaluating performance against agreed targets.
- sit on a minimum of one internal committee or national delegation.
- use any specific skills, knowledge or experience they have to help the Board reach sound decisions.
- scrutinise all official papers.

Futhermore, all Board members

- are present at all Board meetings
- loyally cooperate in the association
- participate in Efforts events, actions, or projects when it involves their field of action
- represent the association at national or European events in heritage action fields and defend the association and their membership when need arises
- use the visuals of Efforts membership in their organisation and in their organisation's communications.

4.3.6. Personal specifications for a Board membership

- Structurally represent a local, regional or national authority. Elected officials or civil servants can represent their structure or organisation in the Board. No Board member can be a volunteer, intern, paid staff member of the association.
- Being elected in due form
- Commitment to EFFORTS and its values, aims and structure
- Experience of charity finance, EU funding
- Loyally devote the necessary time and effort
- Understanding and acceptance of the legal duties, responsibilities and liabilities of the Board
- Willingness to be available to the secretariat for advice and enquiries on an ad hoc basis

5. EXECUTIVE COMMITTEE

- The Executive Committee (called 'Place d'Armes'- PDA) of the association assists the Secretariat in the execution the Board decisions in order to ensure a good management of the association and its secretariat. It also proposes actions to the Board.
- It reports its activities to the full Board and ensures it complies with PDA decisions.
- It is minimally composed of the association's President, Vice-President, Treasurer, the Secretary of the association, or their representatives, and the secretary general. All other Board members are automatically invited to the PDA. The latter is its note keeper.
- It meets weekly or whenever necessary on a request from the President. The meeting decision can be delegated to the secretary general.
- It can take decisions by all electronic means (mail) and can take proposals for board decisions. The latter can be done when at least one Board member is in the meeting.

6. INTERNAL COMMITTEES

-The Board is supported and advised by the following committees which consist of active members of the organisation. All committees resort under its supervision.

-The Board may organise one or a number of committees or delegations tasked with focusing on specific subject areas.

The Committees can be:

- Funding committee
- The Scientific committee
- The Communication committee
- The European Fortress Summer committee
- The National committees ('national delegations'): composed of members of one EU Member State
- any other committee decided by the Board

-The body that establishes the internal committee shall determine its composition, mandate, the duration of its remit, its potential funding and the anticipated outcome.

-Each committee shall incorporate at least three full members of the association of which one is a Board member. The Board member is expected but is not obliged to take up the committee's presidency. It can include individuals that do not belong to the association and any individual who is able to contribute towards the successful fulfilment of the mandate may be invited to join it.

-The committees shall elect their chairman and secretary.

-The committees shall determine its working method within the limits of the budget allocated to it.

-The national delegations help to structure the association in country-specific membership growth and work.

-The association may not be held liable for the committees' actions and any decisions must be endorsed by the body that created it.

-The committees will report to the board at every of its meetings.

-The committees' archives shall be submitted regularly to the Secretariat which will incorporate them into the association's policy reporting and archives.

6.2 EFFORTS structure (as of 25 April 2023)

A.Statutes structure (the AGM decides)

-Annual General Meeting (AGM): members supreme authority (Statutes)

-Board: executive authority (Internal Rules)

-Place d'Armes : informal board meetings, by automatic invitation for all board members, for day-to-day directions. The PDA is organised weekly, unless communicated otherwise. The PDA is in session when at least one Board member is present. It can only take preliminary decisions in the full Board's place. The Board is informed on the planning and the decisions

by the PDA. Board members are automatically invited to send in remarks or pull subjects to decision level of the entire Board. The PDA secretariat is done by the Secretary general.

-Secretariat, led by Secretary general : proposes and executes the decisions of the AGM and Board.

B1.By Internal Rules - existing committees / organs (Board decides)

MEMBERS

-Full Members: representatives of cities or regions

-Other members: private persons, companies, associate members

-Associate members: members of Full Member networks, or others (no fee to EFFORTS, no rights at AGM)

-Associate Board members: EFFORTS, being the conglomerate of members from different nationalities, needs to keep the balance, with extra members are invited to 'enter' the Board as 'Associate Board Members'. The Associate Board Members have within the Board the same rights and obligations as Full Board Members. However, they only have advisory power in the official Efforts Board duties.

COMMITTEES / ORGANS

-Joint Scientific and Expert Committee: database / network of all Efforts member representatives

- action at congress and workshops EFFORTS set-up
- proposals for action to EFFORTS and its members
- no decisionary power
- supported by the secretariat of EFFORTS
- annual JSEC event: Summer Academy
- cooperation with other experts / organisations

-EFFORTS Fortified Heritage Knowledge Center: depository, both physical and virtual, of Efforts publications (at Forte Marghera)

-EFFORTS Museum Council : all Efforts Europe members that are museums

B2. Other (the Board decides)

- Recurring events:

-annual congress : organised together with a member, one per year.

-European Fortress Summer : organised with FC

-Summer Academy: annual JSEC event

- Non-recurring events:

-workshops

- EU projects:

-creator of a project (EFFORTS Goes Green : network project in line of EU Creative Europe projects),

-lead in a project (Forts/Unchained)

-partner in a project (Reviving the Fortress Regions)

-executing partner's projects with Efforts / member experts (Recapture the Fortress Cities, Fortitude)

- Membership by EFFORTS :

-European Heritage Alliance (secretary general)

-European Climate Network (board member)

7. SECRETARIAT

The Secretariat is located at the head office and is headed by the Office Secretary or Executive. The Secretariat, in conjunction with the Board, and under the guidance of the Secretary general,

-contributes to the design of the development strategies for the network

-executes the strategy and activity plans

-develops project proposals, activities and strategic partnerships

-assists in developing fundraising proposals and other means of attracting income

-coordinates and implements the annual work of the association and the decisions of the Board

-assists in organising and servicing the meetings of the association

-administers membership systems and assist in attracting, and supporting members.

-representation the association and its Presidency at external meetings and events

-develops and maintains on-going contacts with the European institutions, all other authorities and potential cooperation partners and networks.

- supporting the activities, without replacing, the Presidency, the Board and the internal committees.

- the workings of the Executive Committee (minimally comprising President, Vice-President, Treasurer and Secretary)
- ensuring, according to the rules and timeframes set out by the Statutes, the convening of the members to the General Assembly and to the Board sessions;
- drawing up the minutes of the General Assembly and Board meetings;
- keeping the association's accounts up to date;
- ensuring implementation of the decisions of the General Assembly and the Board;
- submitting the annual accounts to the competent administrations;
- providing a verified report of the association's management and finances to the Board;
- submitting the annual budget proposal for the forthcoming financial year to the Board and distributing it to the members prior to the Annual General Meeting;
- liaising, meeting regularly with and visiting, when possible, with the Members, the Board and the association's President;
- preparing business reports to be presented to the Board and General Assembly;
- ensuring the management and storage of the archives;
- proposing and developing new activities and projects.

8. ARCHIVES

- The archives are stored at the association's head office. In the event of a change in the location of the association's head office, the archives shall be transferred to the new head office, in the year following the decision to change location.
- The archives consist of:
 - minutes from the General Assembly meetings,
 - minutes from the Board meetings,
 - the association's accounts,
 - contracts entered into or issued by the association,
 - documents, records and other association project documentation,
- The archives are kept in electronic format.
- They are kept for at least 10 years.

9. OTHER ISSUES

9.1. Financial regulations

- EFFORTS will maintain a Euro bank account with a Belgian bank. All accounting and budgeting shall be in Euros.
- Authorised signatories: the Treasurer and the Executive / Secretary. The authority of the signatories to make payments for budgeted expense, to recruit staff or to engage the EFFORTS by contract is as follows:
EFFORTS costs, annual remuneration costs for staff or engagement over life of contract and reported to the Executive committee and the Board:
 - Up to € 3.000, one signatory
 - € 3.000 to € 5.000 or staff contract, two signatories

-Over € 5.000 (when not staff contracts), Board approval.

9.2. Fundraising bids

In as much as fundraising bids, if successful, may impose future constraints on the association, care must be taken to ensure that the Board is informed upfront and approves the objectives and actions for which funding is being sought.

9.3. Reimbursements of expenses

As a non-profit organisation, EFFORTS encourages its staff and volunteers to assist the organisation in ensuring that all costs incurred are necessary and are kept to a minimum without impairing the efficiency of the organisation. Staff are people working on a paid contract for EFFORTS. Organised interns or volunteers are officially accepted (non-paid workers for the association. This happens on the basis of an internship or volunteer contract. Contracted interns or volunteers can be reimbursed for costs incurred.

-Staff and organised volunteers: travel, accommodation and subsistence expenses will be reimbursed against receipts. They are expected to be kept reasonable. Travel should be by public transportation where possible. Where there is no reasonable alternative to the use of a car, EFFORTS will reimburse car costs at the current rates set by the tax authorities. Taxis should be used only when there is no reasonable alternative. For reasons of safety, taxi fares home may be reimbursed for journeys after 21.00 or when the area is unknown and deemed unsafe. Receipts must be provided, as for public transport journeys. Travel reimbursement within the Brussels Region is excluded. When there is an alternative arrangement to staying in a hotel, for example with personal relations, no allowance is to be claimed. Subsistence costs cannot be claimed. Subsistence costs can be claimed upon receipt and can only include costs for meetings, breakfasts, lunches or dinners when taken in the frame of Efforts work (with other Efforts related contacts present).

-Presidency, Board and Committee members' expenses cannot be reimbursed.

-Members can claim a 10% registration discount fee at EFFORTS' events.

-Special guests to EFFORTS' events can be granted reimbursement of costs on the decision of the Board. For external speakers at an EFFORTS event, a 400 euro maximum reimbursement can be claimed upon presentation of receipts (2023).

9.4. Modification and communication of the internal regulations

-Modification of the internal rules may be proposed by the Board.

-The modified internal rules shall come immediately into effect at the end of the Board meeting in which it was approved. The General Assembly is at its following meeting informed on modified, internal rules.

- The Statutes and an up to date version of the Internal Rules are posted on the website.

- All members accept the Internal Rules by subscribing to the association. Staff accepts them by signing working, internship or volunteering contracts.

9.5. Cases not provided for by the Statutes or internal regulations

- The Board is expected to reach its decisions in a collegial way, as a college.
- Cases not provided for by the Statutes or the regulation herein shall be decided by the Presidency. The President shall immediately inform and by any possible means, the members of the Board of the situation and his draft decision.
- The members of the Board have 5 working days to assert their opinions and comments.
- In the event of no response or divided opinions, the points dealt with in this manner shall be itemised in the agenda of the subsequent Board meeting, in which the final decision shall be noted and any amendment of the articles of association or internal regulations decided upon.
- The Association can set up a Code of Conduct.

--

Final