



INTERNATIONAL
NATIONAL TRUSTS
ORGANISATION

CHARTER

Adopted: 3rd December 2007, New Delhi, India

Amended: 12th October 2011, Victoria, Canada

**INTERNATIONAL NATIONAL TRUSTS
ORGANISATION
("INTO")**

CHARTER

PREAMBLE

The Parties to this Charter,

RECOGNISING the fundamental importance to humankind of protecting and promoting the world's cultural and natural heritage,

UNDERSTANDING the value of international cooperation between National Trusts and similar heritage organisations as an essential tool to advance this goal,

DESIRING to establish a more cohesive framework for such international cooperation,

DETERMINED to advance the objectives of the September 2003 Edinburgh Declaration for the Improved Protection of Cultural and Natural Heritage at the National and Local Levels,

HAVE AGREED AS FOLLOWS:

Article 1: Establishment

The International National Trusts Organisation ("INTO") is hereby established as a non-governmental, not-for-profit, non-stock, charitable, educational, and membership organisation to fulfill the mission and objectives set forth in this Charter.

Article 2: Mission and Objectives

1. The overarching mission of INTO is to promote the conservation and enhancement of the cultural and natural heritage of all nations for the benefit of the people of the world.
2. In furtherance of this mission, INTO shall have the following objectives:
 - a. To foster international cooperation and coordination between National Trusts and like heritage organisations;

- b. To formulate and promote conservation best practices;
- c. To increase and enhance the capacity of individual National Trusts;
- d. To encourage the establishment and development of National Trusts and like heritage organisations where they do not presently exist;
- e. To pursue advocacy in the interests of conservation of cultural and natural heritage; and
- f. In general, to advance the objectives of the Edinburgh Declaration for the Improved Protection of Cultural and Natural Heritage at the National and Local Levels (the “Edinburgh Declaration”).

Article 3: Definitions

For purposes of this Charter:

1. The term “**cultural and natural heritage**” includes but is not limited to land areas, sites, structures, articles, and objects of natural, cultural, archaeological, historic, architectural, scientific, aesthetic, or social value, specifically including the context in which they are located.
2. “**Conservation of cultural and natural heritage**” shall include all reasonable processes to retain the values and features of the places, structures, articles and objects which contribute to and constitute this heritage.
3. “**INTO Charity Company**” means the company registered in England in February 2009 as a charity bearing the same name and sharing the identical mission and objectives as INTO established under this Charter.

Article 4: INTO Congress

1. An INTO Congress is hereby established, consisting of INTO Members. The first ordinary meeting of the Congress shall be convened within twenty-four months of entry into force of this Charter. Subsequent ordinary meetings shall be convened no later than every twenty-four months thereafter unless decided otherwise by the Congress.
2. Extraordinary meetings of the Congress shall be held at such times as may be deemed necessary by the Congress, or at the written request of any Member, provided that within three months of the request being communicated to them by the Secretariat, it is supported by at least one-third of the Members.
3. The Congress shall endeavour to reach decisions by consensus. If it is unable to reach consensus, the Congress may adopt a decision by a simple majority, unless otherwise specified in this Charter.

4. At its meetings, Congress shall be informed of any By-Laws that the Executive Committee may have adopted. Congress may, by three-fifths majority, disallow any By-Laws which have been adopted by the Executive Committee, such disallowance only taking effect from the next meeting of the Executive Committee so as to allow that Committee to consider and adopt alternatives. Notwithstanding any such disallowance, any decision made by the Executive pursuant to such By-Laws prior to their disallowance shall not be rendered invalid.
5. At its meetings, the Congress shall, by three-fifths majority, adopt criteria for becoming a Member, Associate, Affiliate or Amicus of INTO. Thereafter, the Executive Committee shall be responsible for determining procedures for such membership categories, including the setting and waiver of dues, subscriptions and fees as appropriate.
6. At its first meeting and each meeting thereafter, the Congress shall elect three presiding officers: President, Vice-President, and Secretary. These presiding officers shall hold office from the conclusion of the meeting at which they are elected until the conclusion of the meeting of Congress when elections are next held, save that for the first meeting of Congress their term in office shall include that meeting. The President shall preside at Congress meetings and Executive Committee meetings and perform such other functions specified in the by-laws or requested by the Congress. The Vice President shall perform the functions of the President if the President is absent, or at the request of the President. The Secretary shall prepare the official report of the meeting and perform such other functions as may be specified in the by-laws.
7. Congress may identify regional groupings of INTO Members, Associates, Affiliates and Amici and thereafter formally constitute them as Regional Groups so as to foster, stimulate and facilitate the work of INTO within each identified region.
8. (Deleted)
9. The Congress shall review progress on, and take appropriate measures to advance, the mission and objectives of INTO, including, as appropriate:
 - (a) Review, discuss and disseminate information and technical assistance on issues, problems, successes, and best practices relating to protection and promotion of cultural and natural heritage;
 - (b) Establish, as necessary, subsidiary advisory bodies or committees to conduct assessments of issues, provide technical advice to the Congress, technical assistance to its Members, or such other purpose that it deems necessary for the implementation of the Charter;
 - (c) Review the criteria and procedures for admitting Members, change in status of existing Members, and the status of other entities;
 - (d) Review and, as appropriate, modify decisions of the Executive

Committee or Secretariat;

- (e) Contact, through the Secretariat, other organisations that have similar purpose, with a view to establishing appropriate forms of cooperation with them;
- (f) Undertake any other obligations of the Congress set forth in this Charter, and
- (g) Consider and undertake any additional action that may be required to advance the missions and objectives of INTO in light of experience gained in its operation.

Article 5: INTO Members

1. Any independent, non-governmental, charitable, educational, not-for-profit, membership- based or like organisation that has as a principal purpose the conservation, enhancement, or promotion of cultural or natural heritage is eligible to become a Member.
2. The initial Members of INTO were those organisations listed in Article 8 which were signatories to the Charter upon its entry into force. After the first meeting of the Congress, an organisation may become a Member if it accedes to the Charter and upon approval in accordance with the criteria and procedures adopted by the Congress pursuant to paragraph 5 of Article 4.
3. Upon becoming a Member, an organisation assumes all rights and obligations then in effect for all other Members.
4. The obligations of a Member shall include: (a) ensuring that its conduct is in compliance with this Charter; (b) using its best endeavours to advance the mission and objectives of INTO; and (c) paying its membership fees within the time prescribed by the by- laws.
5. At any time after two years from the date that it has become a Member, an organisation may withdraw from the Charter by giving written notification to the Secretariat. Such withdrawal shall take effect one year after receipt of such notification by the Secretariat, whereupon such organisation shall cease to be a Member.
6. In addition to the Members referred to in paragraphs 1 to 5 of this Article, there shall also be categories of membership and supporters known as an Associate, an Affiliate and an Amicus, with such rights and obligations as are approved by the Executive Committee.

Article 6: Executive Committee

1. An Executive Committee of the INTO Congress is hereby established. Its purpose shall be to:

- (a) Carry out functions, and undertake actions as authorised or directed by the Congress, including to act on behalf of the Congress between its regular meetings;
 - (b) Review and, as appropriate, modify any decisions of the Transitional Steering Committee;
 - (c) Provide oversight and guidance to the Secretariat;
 - (d) Issue public statements on behalf of INTO, as appropriate, during periods between meetings of the Congress.
 - (e) Notwithstanding any other provision of this Article, decisions regarding changes to the headquarters location and/or place of incorporation of INTO, changes to the by-laws, and changes to the criteria and procedures for membership shall be reserved to the Congress.
 - (e) Make recommendations regarding the location of INTO headquarters and/or its place of incorporation.
 - (f) Make, amend and repeal By-Laws not inconsistent with this Charter or with each other for any or all of the following purposes: (i) regulating the proceedings and affairs of INTO and the conduct of its meetings; and (ii) such other purposes as may be deemed necessary or expedient for duly carrying out the functions and work of INTO.
 - (g) Provide strategic advice and guidance to the Board of Directors of the INTO Charity Company
2. The Executive Committee shall be comprised of: (i) the three presiding officers of the Congress; and (ii) such number of representatives of Members (of the category described in Article 5 paragraph 1) as are elected by a majority of the Congress or appointed by the Executive itself in order to fulfil its purposes. The primary guide for election or appointment of ordinary members to the Executive Committee is (a) to achieve as far as it is feasible representational balance geographically and (b) over time, reinvigoration through renewal.
 3. The Executive Committee shall endeavour to reach decisions by consensus, but if it is unable to do so, may decide by a simple majority.

Article 7: INTO Secretariat

1. An INTO Secretariat is hereby established, with offices located at the INTO headquarters. Its functions shall be to:
 - (a) Arrange for and service meetings of the INTO Congress;
 - (b) Arrange for and service meetings of the Executive Committee and the Board of Directors of the INTO Charity Company;

- (c) Facilitate and assist the presiding officers in performing their respective duties;
 - (d) Perform the functions assigned to it by this Charter and, to the extent not inconsistent with this Charter, by the INTO Congress, the Executive Committee and the Board of Directors of the INTO Charity Company;
 - (e) Prepare reports on the execution of its functions and present them to the INTO Congress;
 - (f) Disseminate to Members, or other entities as directed, relevant information, in particular information that is critical to the mission and objectives of INTO; and
 - (g) Coordinate with other relevant international and national bodies; in particular, to enter into such administrative and contractual arrangements, or take such other actions as may be required for the effective discharge of its functions and/or legal obligations.
2. The Secretariat shall be headed by a Head of Secretariat who shall serve at the discretion of the Board of the INTO Charity Company, reporting to it, the President and the Executive Committee. At the request of the Executive Committee, the Head of Secretariat and Directors of the Secretariat may participate in meetings with non-voting status.

Article 8: Initial Members

The initial Members of INTO and its first Committee comprised eleven representatives, each of which was appointed by one of the following Organisations:

The National Trust of England, Wales, and Northern Ireland;

The National Trust for Historic Preservation in the United States

The Indian National Trust for Art and Cultural Heritage;

The National Trust for Scotland;

Din l-Art Helwa, the National Trust of Malta;

Národný Trust, the National Trust of Slovakia;

The National Trust of Bermuda;

The National Trust of Fiji;

The Australian Council of National Trusts

The Gelderland Trust, of the Netherlands;

The Land Conservancy of British Columbia, Canada.

Article 9: Amendments to Charter

1. Amendments to this Charter may be proposed by any Member.
2. Amendments shall be adopted at a meeting of the Congress. The Congress shall strongly endeavour to reach consensus in adopting amendments. If the Congress is unable to reach consensus, then an amendment may be adopted by three-fourths majority of all Members present and voting. The Congress may only consider a proposed amendment for adoption if the text of same has been communicated by the Secretariat to all Members at least three months in advance of the meeting of the Congress at which it is proposed for adoption.
3. An amendment shall enter into force for all Members within 30 days of its adoption.

Article 10: Decisions and Voting

1. Any decision taken by any body created by this Charter must be consistent with this Charter.
2. All references to “majority” in this Charter refer to a majority of Members or representatives of the body concerned present and voting, except to the extent that proxy voting is authorised under the by-laws established under paragraph 4 of Article 4.
3. Any changes other than changes to the text of this Charter are not amendments for purposes of Article 9. Such non-amendment changes may include, for example, changes to the by-laws, financial rules, or decisions of the Congress, Executive Committee, Transitional Steering Committee, etc. Any such changes, which are not amendments, may only be undertaken utilising the same procedures and voting majorities, respectively, as used initially in each case, unless expressly stated otherwise in this Charter.

Article 11: Entry into Force

This Charter shall enter into force upon signature by the authorised representatives of the organisations listed in Article 8.

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APPROVED: Monday, 3rd December 2007
New Delhi, India