

## STATUTES

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## 0. INTRODUCTION

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The *Statutes* of the International Panorama Council (hereinafter referred to as "IPC") is the basic document of the Organisation. The internal Rules of IPC define and complete these Statutes.

IPC has developed from a European Panorama Interest Group including a series of panorama institutions. Since the establishment of that network in 1992 in Szeged (Hungary) it expanded into a global network as of 1998 in Altoetting. In 2010 in Istanbul (Turkey) definite steps were taken to develop IPC from a upto then all voluntary organisation into a structured association, ruled by these statutes.

The practices of IPC are based on honesty, fairness and mutual respect, as well as service to the international panorama community.

The main goal of the International Panorama Council is to promote professional trusteeship and to stimulate worldwide research and communication on panoramas (or cycloramas as they are denominated in parts of the world), both historic and modern. Prime part of the goal is saving and preserving the few surviving heritage panoramas and the IPC also strives to have the most valuable historical panoramas listed as UNESCO World Heritage.

A panorama includes a huge painting and its foreground, the surrounding building, and its meaning in history and modern society. The interest of IPC comprises the panorama phenomenon in a wider context, both nineteenth-century derivatives of the panorama, such as the moving panorama, and modern panorama art forms such as panorama photography, gaming and 3D film, all closely related to the surrounding panorama experience.

Thus the International Panorama Council's concern is the panorama phenomenon as a unique art form and an experience of virtual reality, evoked in a cylindrical environment. Proving evidence of human creative genius, it was invented (and the word 'panorama' was coined) at the end of the eighteenth century. Since then its testimonials of comprehensive history have

evolved into a rare heritage, representing and exhibiting a worldwide interchange of human development in art and architecture, tourism and battle events, education and industry. In its original sense the panorama is a large cylindrical painting together with its 360 degree foreground, surrounding the spectator in virtual continuum. Thus a panorama creates the illusion of standing in the middle of a landscape and scene, while the depicted events were happening. Natural lighting from an invisible source (windows all around in the roof, hidden from the spectator) adds to the virtual reality of the experience.

## **I. NAME, LEGAL STATUS, DURATION AND LOCATION**

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### **Article 1. Name**

The name of the Organisation is **International Panorama Council**. Use of the name, acronym IPC and logo is restricted to functions for the benefit of the Organisation and its members and is authorised by its Executive Board.

### **Article 2. Legal Status**

IPC is a not-for-profit organisation subject to Swiss legislation (the law on associations, in 'Schweizerisches Zivilgesetzbuch', Art. 60 ff.) and a non-governmental organisation.

### **Article 3. Duration of the Mandate**

The duration of IPC shall be indefinite.

### **Article 4. Location**

The office of IPC is on the location of the operational Secretariat. The location may be modified by a decision of the Executive Board.

## **II. MISSION AND PURPOSE**

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### **Article 5. Mission**

IPC is the international organisation of panorama specialists which is committed to supporting the heritage and conservation of the few existing heritage panoramas dating from the 19th and early 20th century, and the promotion of knowledge and awareness of the panorama phenomenon, including its current relevance and development.

### **Article 6. Purpose**

The main goals of the IPC are the research into the panorama's history and the saving and preservation of the surviving historical panoramas and their buildings worldwide. A further goal of the IPC is to have the most valuable historical panoramas listed as UNESCO World Heritage sites.

IPC's interests include the panorama phenomenon in a wider context including nineteenth-century derivatives of the panorama such as the moving panorama as well as modern art forms that are closely related to the panorama, such as photography, film and video.

### **III. MEMBERSHIP**

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#### **Article 7. Admission of Members**

Membership shall be open to juridical and natural people (institutions and individuals) considered to be beneficial for the advancement of the panorama community.

All persons eligible for membership shall indicate to IPC that they wish to become members and shall complete the application form to request membership. Only Honorary Members are excepted of this process. Their membership will be proposed by The Executive Board to the General Assembly.

The Executive Board decides on the approval of new members who indicated their interest as explained above. It is not obligated to disclose the reasons of a refusal.

#### **Article 8. Categories of Membership**

IPC knows the following member's categories:

- Individual Members: Individuals
- Student Members: Individuals being enrolled with a scientific or artistic educational institution
- Institutional Members: Museums, panoramas (as defined in the introduction), scientific institutes or other institutions
- Supporting Members: Individuals or institutions, receiving reduced member's privileges
- Honorary Members: Individuals who have rendered exceptional services to the international panorama community or to IPC

#### **Article 9. Voting Rights**

IPC separates from Members without right to vote, Members with single vote or members with multiple rights to vote.

- Individual Members: 1 right to vote
- Student Members: 1 right to vote
- Institutional Members: 3 rights to vote

Supporting and Honorary Members shall not have the right to vote at the General Assembly of IPC.

#### **Article 10. Membership Privileges**

Members receive special privileges being proposed by the Executive Board to the General Assembly.

#### **Article 11. Termination of Membership**

Membership of IPC may be discontinued by voluntary withdrawal or by a decision of the Executive Board for one of the following reasons:

- Actions considered to be substantially incompatible with the objectives or statutes of IPC;
- Non-payment of fees after formal notice of the payment due.

## **IV. ORGANISATION**

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### **Article 12. Components of IPC**

IPC is composed as follows:

- General Assembly
- Executive Board (President, Vice-President, Treasurer, At-Large (ordinary) Members)
- Operational Secretariat, headed by the Secretary-General
- Auditors

### **Article 13. Governance Structure**

The primary authority of IPC resides within its Members.

The Executive Board, composed of officers and at-large (ordinary) Members elected by the General Assembly, is responsible for the managerial aspects and the representation of IPC.

## **V. GENERAL ASSEMBLY**

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### **Article 14. Function**

The General Assembly is the legislative body of IPC.

### **Article 15. Members**

The General Assembly consists of all members.

### **Article 16. Ordinary General Assembly**

The General Assembly will hold an ordinary session at least once a year at the time of the annual conference.

The Executive Board establishes the agenda of the General Assembly and convenes the Assembly at least thirty (30) days before the date fixed for the meeting. The meetings of the assemblies will take place at the location of the annual conference, or in any other location indicated in the official invitation. An official invitation is sent at least thirty (30) days before the date of the meeting by the Secretariat to all the members of IPC. An announcement is published in IPC eNewsletter, or on the Web site of IPC. The official invitation includes the date, time and place of the meeting, as well as the agenda of the assembly. The invitation is

valid for the member if it is directed to the last address or email address announced by the member to the IPC Secretariat.

The chairperson of the meeting has to announce at the beginning of the General Assembly the addition of new business to the agenda. The meeting makes final decisions on the applications for additions to the agenda which are made during the General Assembly.

#### **Article 17. Extraordinary General Assembly**

The Executive Board, on the recommendation of the President, can convene an Extraordinary General Assembly to at any time. A vote of half the members can call in writing or electronically for an Extraordinary General Assembly upon advice of the purpose and the reasons for the meeting. In this case, the Executive Board is obliged to carry out the Extraordinary General Assembly within 3 months after entrance of the desire.

#### **Article 18. Applications of the Members**

Applications to the General Assembly shall be sent to the President in writing or electronically at least 14 days before the General Assembly.

#### **Article 19. Duties of the General Assembly**

The General Assembly handles in particular the following items:

- It handles the minutes of the last General Assembly.
- It handles the annual report of the Executive Board.
- It handles the annual accounts and reports of the calculation controllers.
- It fixes the yearly membership fee for the current year.
- It takes knowledge of the budget for the current year.
- It elects the President, the Vice-President and the Treasurer of IPC (as members of The Executive Board).
- It elects At-large (ordinary) members of the Executive Board.
- It elects the Auditors.
- It handles applications of the Executive Board and the Members.
- It has the authority to amend all aspects of the Statutes.
- It appoints Honorary Members.

#### **Article 20. Quorum, voting procedure, appeal**

Whatever the number of members present, the correctly called up General Assembly has the power to deliberate. Decisions require a majority of the votes of members.

The participation in the general assembly can also occur without physical presence through electronic transference ("Internet General Assembly"). The Executive Board advises with the invitation for the General Assembly whether this kind of participation is offered. An application of a member for electronic participation must come not later than 20 days before the meeting with the Executive Board. The Executive Board has to make sure at the meeting place technically that the votes of the members can be transferred by means of word and picture

simultaneously. The electronic participation in the meeting is valid only if the member can be unambiguously identified. Electronically delivered votes are denoted in the minutes separately.

Instead of a meeting with members physically present in a location, an exclusively electronic meeting can be carried out at the request of the Executive Board also ("Virtual General Assembly"). Such is only allowed if all members agree. The same regulations are valid as with the Internet General Assembly.

Instead of a meeting with members physically present in a location, ballots via written letter (written majority decisions to material questions) are also allowed. To count the necessary quorum only the given valid votes are evaluated. Electronic casting of votes is allowed, as long as the unequivocal identification of the Members is guaranteed.

The general assembly decides in all cases in open vote, provided that it does not decide to carry out this secretly. At the request of a member eligible to vote this can be decided with third majority of the present number of votes. In case of an Internet General Assembly or Virtual General Assembly the Executive Board has to make sure that the confidential casting of votes via electronic method can occur.

In case of a tied vote by material items the vote of the chairperson decides of the meeting. With tied vote by elections decides the lot.

Every member is able to appeal judicially to decisions which injure the law or the statutes within 30 days, after it has received knowledge from them.

#### **Article 21. List of Participants**

An attendance sheet will be signed during every General Assembly by the Members who are present and by representatives of institutions. The Secretary General reviews the attendance sheet and guarantees its accuracy.

#### **Article 22. Minutes**

A report on the deliberations and decisions of each General Assembly will be prepared by the Secretary General and approved by the President. Copies or extracts are made available to members in an electronic or printed version.

The Minutes must indicate the date, place and agenda of the meeting, the mode of convening, the names of the members present and represented, the documents and reports submitted for discussion, a summary of the debates, and the texts of the resolutions with the results of the votes.

#### **Article 23. Authority of the President**

The President of IPC chairs the General Assembly. If the President does not wish to exercise this function, the Vice-President shall chair the General Assembly.

## **VI. EXECUTIVE BOARD**

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### **Article 24. Organisation**

The Executive Board is the decision making and executing body of IPC. It consists of not less than five (5) and not more than seven (7) elected members of which the President, the Vice-President and the Treasurer are officers. The Executive Board shall represent institutional and individual members in a good mix. The Secretary-General takes part in the meetings of the Executive Board without right to vote.

### **Article 25. Right to Seek Election**

Individual Members, Student Members, and representatives of Institutional Members, can stand for election to the Executive Board.

Honorary and Supporting Members are entitled to membership rights and privileges but may not hold an elected office in IPC.

### **Article 26. Electoral procedures and term of office**

Only members of the association can be chosen Executive Board members. The office of an Executive Board member ends with the ending of the membership in the association.

The members of the Executive Council are elected by the General Assembly and serve a three (3)-year term of office. An At-large (ordinary) Member of the Board may subsequently be elected as an officer of the Board. Members of the Executive Board may serve three (3) consecutive terms, if elected.

By elections in the Executive Board in the first ballot the absolute, in the second ballot the relative majority of the votes present is necessary.

In the first year the President and the Treasurer, in the second year the Vice-President and the first At-large (ordinary) member, in the third year next At-large (ordinary) members are elected. The President chairs the Executive Board. When the President is unable to fulfil his or her elected term, the Vice-President will act as President until the next election. When the Vice-President is unable to complete his or her term, the Executive Board will select one of the At-Large (ordinary) members by a simple majority to act as Vice-President until the next election. The time spent as Vice-President by an At-large (ordinary) member shall not count against his or her time as an elected officer. If an At-large (ordinary) member is unable to complete his or her term, the position shall remain vacant until the next election.

### **Article 27. Duties of the Executive Board**

The Executive Council ensures the good management of IPC.

- It represents the association outwardly.
- It prepares the items of the General Assembly.
- It realises the decisions of the General Assembly.
- It appoints the Secretary-General.
- It decides on the approval of new Members and the termination of membership.

- It oversees the various resources of IPC (financial, human, intellectual and technical) and their development.
- It safeguards IPC's reputation, international esteem and public regard.
- It recommends an amount for the membership fees to be approved by the General Assembly.
- It defines the goals for each year and for a longer period of 5 years to the Secretariat.
- It decides on the lending of IPC's pin of honour for special achievements for the panorama community.
- It recommends to the General Assembly persons to be nominated as Honorary Members.
- It prepares the budget.
- It decides on the location of the office.
- It appoints standing committees, task forces, and working groups, and defines their duties.

The Executive Board remits an agenda and regulates in it its duties as well as the division of the problems. The Executive Board writes yearly an annual report on his activities.

#### **Article 28. Conscription, protocol**

The Executive Board shall meet in ordinary session at least once a year. One of these meetings shall be held on the occasion of the annual General Assembly, at the same time and place. Meetings will be called up by the President. Every Executive Board member can require the conscription of a meeting. In this case the meeting is to be carried out within two months. The Executive Board leads a decision protocol.

#### **Article 29. Quorum, decision of the president, circular procedure, consultation and decision**

The quorum for a meeting of the Executive Board shall be a simple majority of the elected members. If the quorum is not reached, an invitation for a second meeting is delivered to all members of the Executive Board including the announcement, that upon this second meeting the decisions will be taken without a quorum. In this second meeting changes to the agenda communicated for the first meeting are not allowed.

Decisions of the Executive Board may also be taken by survey. A decision made by survey is valid only with unanimity of all association board members. Such decisions have to be confirmed on the occasion of a following ordinary meeting.

The Executive Board aims at the consensus by his decisions. The Executive Board decides by vote majority of the present board members. In case of a tied vote the President has the deciding vote. By request of a member of the Executive Board a vote must be carried out secretly.

### **Article 30. Signature regulation**

The Executive Board and the Secretary-General lead the legally binding group signature to two. It signs in each case the President or in the prevention case the Vice-President or Treasurer, together with another member of the Executive Board or the Secretary-General.

### **Article 31. Treasurer**

The Treasurer procures the whole accountancy and administers the association's property. Within the scope of his activity he leads group signature with the President, the Vice-President or another member of the Executive Board or the Secretary-General.

### **Article 32. Committees**

The President, with the approval of the Executive Board, may appoint standing committees, task forces, and working groups, and define their duties.

## **VII. OPERATIONAL SECRETARIAT**

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### **Article 33. Role**

The Operational Secretariat, consisting of the Secretary-General and eventually other staff members of IPC, is the operational centre of IPC. It evaluates and initiates programs, handles membership files, records and manages finances, and protects and promotes the identity of the organisation. The Secretary-General takes part in the meetings of the Executive Board without right to vote.

### **Article 34. Operations**

The Secretary-General is the Chief Executive Officer employed by IPC and is responsible to the Executive Board for the efficient and effective management of IPC, the resources required for IPC's functioning of the organisation and the daily operations of the Secretariat, as well as for the promotion of the interests of IPC and communications with its members, committees, task forces and working groups. In day-to-day matters, the Secretary-General reports directly to the President of IPC.

### **Article 35. Employment**

The Secretary-General is employed by IPC and is obliged to be a member of the association. Other persons can also be employed by the association and be paid for their activities, too. The guidance of the Secretariat may be evacuated against payment to a company.

### **Article 36. Signature regulation**

The Executive Board and the Secretary-General lead the legally binding group signature to two. It signs in each case the President or in the prevention case the Vice-President or Treasurer, together with another member of the Executive Board or the Secretary-General.

## **VIII. FINANCES**

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### **Article 37. Fiscal Year**

The fiscal year begins on 1<sup>st</sup> January and ends on 31<sup>st</sup> December of each year.

### **Article 38. Income and Disbursement**

The financial resources of IPC consist of the following:

- Membership fees paid by the Members.
- Income from IPC assets and activities.
- Grants and private donations, received directly.
- Payments received within the framework of contractual agreements for services rendered by IPC.

Expenditure of IPC funds may be made only in accordance with the annual budget prepared under the guidelines established by the Treasurer and approved by the Executive Board.

### **Article 39. Amount and Payment of the Membership Fee**

Each member of IPC (except Honorary Members and elected members of the Executive Board in case they are registered as individual or student members) shall pay an annual membership fee (dues) at a rate recommended by the Executive Board and approved by the General Assembly. The different membership categories may cause different membership fees.

Every year, the Executive Board shall announce the amount of the annual membership fee for the following year for each member category.

The annual membership fee shall cover the calendar year in question.

### **Article 40. Auditing of Accounts**

At its annual meeting, the General Assembly shall appoint two persons (individual members or representatives of institutional members) acting as auditing committee or an auditing firm as auditors of IPC. The persons or organisation appointed as auditor will draw up an annual report on the accounts of IPC.

### **Article 41. Financial Obligations - Exclusive liability of the association property**

For obligations of IPC the association property sticks for obligations exclusively. The single member is obliged only to the payment of the membership fee.

### **Article 42. Compensation**

A compensation can be awarded the members of the Executive Board. This is to be fixed in the budget.

### **Article 43. Property claim**

The members who resign or are excluded lose every claim to the association property.

## IX. FINAL REGULATIONS

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### **Article 44. Languages**

English shall be the official language of IPC, and may be used at IPC meetings. The General Assembly may adopt other languages provided the costs of doing so are met by the Members.

### **Article 45. Relations with Other Organisations**

IPC may establish working relations with such international organisations as may be deemed appropriate (for example the International Council of Museums ICOM).

IPC may invite representatives of international organisations with which it has established official relations to participate in its General Assembly and other meetings.

### **Article 46. Statute-aryan connection**

The statutes are to be delivered to every member. With the entry into the association a member recognises these statutes and undertakes to follow to the decisions and instructions of the responsible association organs.

### **Article 47. Legal venue**

The legal venue with regard to all disputes concerning the membership is in the seat of the association.

### **Article 48. Validation and Amendment**

These Statutes shall become effective immediately upon adoption by the General Assembly.

Changes to the valid statutes are decided by the General Assembly. Two thirds of the present votes must agree to such decisions.

### **Article 49. Dissolution**

Members of IPC may decide to dissolve the Organisation through a decision taken at an Extraordinary General Assembly called up for this purpose by a three-fourths (75%) majority of the votes present. The resolution comes about if four fifths (80%) of the present votes agree.

If the extraordinary General Assembly decides nothing else, the President and the Treasurer are together representation-entitled liquidators. Any assets owned by IPC at the time of dissolution shall be transferred in accordance with the provisions of the Swiss law relating to associations, to an organisation having similar aims to those of IPC.

The preceding regulations are valid accordingly if the association for another reason is dissolved or loses his legal capacity. Coalescences are not valid as a resolution of the association.

*Validated upon the Constituent Assembly of the International Panorama Council  
Gettysburg, PA/USA, September 16, 2011*