

BYLAWS

of the ICOMOS International Scientific Committee on Theory and Philosophy of Conservation and Restoration (Theory Committee - Theophilos)

The Statutes, Ethical Principles and the Rules of Procedure of ICOMOS should be read in conjunction with these bylaws and adhered to.

I Name

Article 1 Name of the Committee

The ICOMOS International Scientific Committee on Theory and Philosophy of Conservation and Restoration: Theory Committee, hereafter referred to as “the Committee”, was established in 2005, in accordance with article 14 of the ICOMOS Statutes, and to Eger-Xi'an Principles for the International Scientific Committees of ICOMOS.

II Aims and Activities

Article 2 Aims

The aim of the Committee – in conformity with the aims international cooperation set out in the ICOMOS Statutes – is to explore the basis and framework of conservation, restoration and preservation theory and practice in the globalizing world. On this basis, the Committee aims to critically and scientifically analyse existing and changing theoretical views and to prepare adequate answers and proposals.

Article 3 Activities

- 3.1 The activities of the Committee in the field of conservation and restoration shall be conducted in accordance with ICOMOS and Committee's triennial programs and include:
- examination of the existing corpus of documents and scientific studies;
 - identification of needs and uncovered areas of interest;
 - development of ideas and visions for the future;
 - cooperation with other ICOMOS committees and scientific units of other organizations (such as UNESCO, ICCROM and ICOM) in order to establish integrated theoretical basis for the preservation of cultural heritage.
- 3.2 The activities of the Committee shall be consistent with the goals and activities of ICOMOS, and may include the organization of meetings and conferences, preparing of recommendations and doctrinal documents, preparation of publications, and other activities, in collaboration with national and international organizations. The Committee may undertake regional activities.

III Members

Article 4 Membership categories

- 4.1 The membership shall be open to ICOMOS members with relevant professional background and substantial experience in different areas related to the aims of the Committee in order to ensure a multidisciplinary approach.

- 4.2 All members shall be familiar with the ICOMOS Ethical Principles, and abide by them at all times. Failure to behave accordingly may result in the loss of the Committee's membership.
- 4.3 To maintain membership we expect members to be actively involved in the Committee. Active involvement is defined as attendance (virtually or in-person) at at least one Committee meeting within the last three years or other engagement in work of the Committee.
- 4.4 The categories of members shall consist of the following, each with specific rights and responsibilities: expert members, associate members, non-ICOMOS members, institutional members, honorary members and institutional partnerships.

4A. Expert Members

- A-1 Experts Members may be nominated by their National Committees, be self-nominated, or be directly invited by the Committee.
- A-2 Expert Members shall have the right to participate in any aspect of the work of the Committee.
- A-3 Expert members shall have the right to vote on all matters before the Committee, including the election of the members of the Bureau of the Committee.
- A-4 Expert Members shall vote on the acceptance of new members in all categories on the occasion of their statutory meetings.

4B. Associate Members

- B-1 Members of ICOMOS who wish to adhere to Committee and/or to gain knowledge and expertise in the field of the theory of conservation, restoration and preservation through active voluntary work may apply to become Associate Member of the Committee.
- B-2 The Bureau will receive and assess applications for membership, circulate the application (electronically) to Expert Members for comment, before confirming the agreed decision to the candidate.
- B-3 Associate Members shall be accepted conditionally for a period of three years, after which time their contribution to the Committee shall be evaluated. The Associate membership may be:
- Extended for another three-year period, with a maximum of three extensions, or
 - Upgraded to Expert Member, or
 - Put to an end because of non-sufficient participation or unsatisfactory performance.
- B-4 When appropriate, the Committee may invite a National Committee to designate one or more Associate Members to build up expertise where such a need exists.

4C. Non-ICOMOS Members

Non-ICOMOS Members who can make an important contribution to the Committee can participate in Committee meetings and activities and will be encouraged to apply for ICOMOS membership. Non-ICOMOS Members are accorded no voting rights.

4D. Institutional Members

In the interest of ICOMOS and of the Committee, and at the Committee's discretion, an Institutional Membership may be conferred.

- D-1 Institutional Members shall be institutions, academic programs, government agencies or any other juridical entities whose work and mission are closely aligned to those of the Committee;
- D-2 Institutional Membership shall be conferred for a period of three years and may be renewed indefinitely for additional periods;
- D-3 Institutional Members shall designate from its staff one person, with the required qualifications to be its representative and spokesperson in the Committee. The Committee may accept that individual as an Expert Member.

4E. Honorary Members

Expert Members of the Committee may propose Honorary Members. Honorary Members may use the title of “Honorary Member, ICOMOS Theory Committee”. If they are Committee members, they will have the right to vote.

4F. Institutional Partnerships

4F-1 The Committee may enter into temporary or permanent bilateral or multilateral partnerships with any institution whose work, mission and/or resources may help advance its goals and activities.

4F-2 Institutional Partnerships shall in no way curb or limit the independence of action and thought of the Committee.

4F-3 Approval from the ICOMOS Scientific Council shall be required for any simultaneous institutional partnership in several International Scientific Committees.

IV Administration and Operation

Article 5 Bureau of the Committee

5.1 The Committee elects a President, one Vice President, a Secretary General and four additional members for a term of office of three years. They form the Bureau of the Committee. In accordance with Article 12-d-5 of the ICOMOS Statutes, the Committee will seek to ensure balanced representation of the members from different regions of the world in its activities and bodies.

5.2 The Vice President shall assume the function of President in his or her absence.

5.3 In accordance with Article 12-a of the ICOMOS Statutes, the President shall be a member of the ICOMOS Advisory Committee and its Scientific Council.

5.4 In accordance with the Article 12-b of the ICOMOS Statutes, the President may not serve more than three consecutive three-year's terms of office. These terms shall be considered independently from any previous terms as Expert Member of the Committee.

5.5 The members of the Bureau may normally not serve more than three consecutive periods of office. Those terms will be considered independently from any terms as a member of the Committee.

5.6 The Bureau shall meet at least twice a year.

5.7 The Bureau is responsible for the preparation of the Committee's meetings, the implementation of the Committee's decisions, preparation of the election process and the compiling of annual report.

Article 6 Advisory Board

6.1 The Committee forms an Advisory Committee consisting of former members of the Bureau; its purpose is to advise the Bureau and Committee, making their collective wisdom available to the Committee in the conduct of its business.

6.2 At the point when Bureau members step down, the new Bureau may invite those former members to join the Advisory Committee.

6.3 Advisory Committee members serve for a period of three years; at the Bureau's discretion they may be reappointed, and may serve a maximum of three such terms.

6.4 Advisory Committee members are encouraged to attend and participate in Bureau meetings, including the organisation of conferences and the evaluation of papers for conferences, but otherwise are accorded no voting rights in Bureau business.

Article 7 Committee Administration

7.1 Meetings of the Committee shall be held at least once each year, in accordance with Article 14c of the ICOMOS Statutes. A written invitation by the President shall be sent to all members at least two months in advance of the meeting.

7.2 An extraordinary meeting may be convened if the majority of Expert Members or the Bureau considers it necessary.

- 7.3 Committee and Bureau meetings may be in-person, or virtual, or hybrid. Members attending meetings virtually may cast a vote in any decision-making, provided their means of attendance allows them to be identified, all in accordance with Article 26a of the ICOMOS Statutes.
- 7.4 The Committee takes its institutional decisions by majority of vote of the Expert Members present at its meeting. Scientific decisions shall be taken by a majority of 50 percent plus 1 vote. Absent Expert Members who have sent a proxy to other voting Expert Members will be considered as present in the decision-making processes, except in the case of the election of the new Bureau. An Expert Member shall not represent more than two absent Expert Members.
- 7.5 The Committee will hold elections every three years. The election will be carried out by a secret ballot. Only Expert Members of the Committee may vote and may be elected as members of the Bureau.
- 7.6 The seat of the Committee shall be located in Florence (Italy) at the Romualdo del Bianco Foundation.
- 7.7 In accordance with the articles 21-a and 21-b of the ICOMOS Statutes, Committee's activities shall be respectful of cultural diversity and multilingualism, especially in Committee's publications. The working languages of the Committee are English and French.
- 7.8 In the year preceding the ICOMOS General Assembly that adopted the ICOMOS triennial program, the Committee shall draw up a triennial program of its activities. This program shall be forwarded to the ICOMOS Board at least three months prior to the annual meeting of the General Assembly, the Advisory Committee and its Scientific Council.
- 7.9 The Bureau shall draw up the annual report and submit it to the Committee and to the ICOMOS Board each year by the end of February. This report shall include a list of members, the minutes of meetings of the Committee and of the Bureau, reports of conferences organized by the Committee and progress made in respect of the objectives of the three-year program.

V Resources

Article 8 Financing

The members of the Committee shall obtain themselves funds necessary to ensure their participation in the activities of the Committee, especially their presence at meetings. There are no annual membership dues in addition to the ICOMOS membership dues.

VI Amendment of the Bylaws and Dissolution

Article 9 Amendment of the Bylaws

- 9.1 The Bylaws may only be amended by 2/3 majority vote of the Expert members of the Committee; the decision is a subject to the approval of the Board of ICOMOS.
- 9.2 Nothing in these Bylaws shall be interpreted in a way that is inconsistent with the objectives of the Committee. Any interpretation must be made in accordance with the Statutes, the Ethical Principles and the Rules of Procedure of ICOMOS. The Board of ICOMOS shall arbitrate any disputes over the interpretation of the Bylaws.

Article 10 Dissolution

The Board of ICOMOS must approve the dissolution of the Committee. The assets of the Committee will be disposed of according to the rules of ICOMOS.

VI Entry into Force

Article 11 Entry into force

The Bylaws enter into force with the approval by the ICOMOS Board.