



EASTERN PARTNERSHIP
Civil Society Forum

Proposal for a registration of the Civil Society Forum for Eastern Partnership

To be submitted by email to the Civil Society Forum for EaP participants and discussed in Poznan, 28th/30th of November 2011-

The Steering Committee of the Civil Society Forum for Eastern Partnership **presents the opportunity to register the CSF for EaP as an independent NGO, based in Brussels.**

A first information has been sent earlier to the CSF participants of the previous and future Forum via email. The feedbacks were various and did not allow the SC to make a final decision on such an important step for the future of the activities.

The arguments in favour were the possibility to receive possible funds for strengthening the activities of the CSF and its member but most above all the possibility to clarify the responsibilities and the decision making process within the CSF itself and regarding the different organs (Working Groups and National Platform). A possible risk highlighted after the consultation is the over bureaucratisation of the process and the creation of a new mechanisms, not necessary for the Forum as a political stakeholder and influencing the EU policies.

At the moment, the Steering Committee submit to the CSF participants the opportunity of registration with a draft Statute attached, in order to progress quickly, in case the process is accepted by the Forum. Some aspects of the Statute - in particular the role of the Legal Representatives and the membership fees, were not finalized within the Steering Committee and are open for discussion.

About the Legal Representative :

The legal representative should be the Executive Director – opinion expressed by Jeff Lovitt, Executive Director Pasos

First, the ultimate authority is the General Assembly, then the Board, and this should be stated very clearly in the draft Articles. The Board is a collective body; the Chair is there to chair Board meetings, not to represent in a legal fashion. Political representation is quite different from legal. Second, the idea of a Chair as statutory representative is in most instances a sign of both jumbled and bad governance, as the chair should and will be a non-executive position. Moreover, the Director is accountable to the Board for executive actions; if the Chair is taking the executive actions, this undermines the position of the Director, and destroys the chain of accountability. The Director is accountable year round to the Board; the Chair should steer the Board in its supervision of the Director and Secretariat; for the Chair to supervise her/himself breaks the chain of accountability and good governance in all but exceptional institutional cases. In addition, it is impractical and bureaucratic for the Chair of an international NGO to be the signatory on bank accounts, phone contracts, rent agreements, employment contracts, etc; proxy authority is not possible on all such contracts; and to make one the statutory representative, then pass by proxy powers to another is in fact recognition that there is a flawed governance set-up. The balance lies in the fact that the Board sets limits on the powers, e.g. a ceiling on use of funds above which the Director is required to seek Board approval, the Board appoints and dismisses the Director, and the Director requires board approval on budgets, workplan and financial statement. These balances on the Director's authority should be included in the draft Articles. Put simply, the only employment contract the Chair should sign is that of the Director. From that point on, all contracts should be signed by the Director. Positions such as a Treasurer should also be included in the statutes, either a Board member or someone appointed by the Board, and should report to the Board in supervision of the Secretariat. Again, the Treasurer should be supervising the work of the Secretariat, not the Chair, who should be a non-executive, and therefore not the statutory representative.

The legal representative should not be the Director but the Chair of the Board – opinion expressed by Antonella Valmorbida, Director of ALDA

I am in favor of a more balanced representativity of powers and governance within the NGO. The legal representativity (in the French model, which is mine) is the Chair of the Board, elected by the General Assembly of members. It keeps in his/her hand the political vision of the NGO. The Director is not elected but appointed and implement the decisions of the Board. He/she is overlooked in her/his activities by the Board itself. A constant relationship (and not only during

the regular assessment of the Director's activities) needs to be established. The visibility of the Association is mainly represented by the Chair of the NGO (The President) and not the Director. I am in favor as well of a Treasurer, who will have the overall responsibility of the finances (even if the technicalities stay with the Director). It is a guarantee of democracy in the Association and avoid the risk of "one man/women show".

As for the practicalities, considering that the President won't probably be where the Director and Secretariat is, there are plenty of possibilities to have transmission of instructions and authorizations of signatures and procedures. A certain autonomy of expenditure and signature could be assign to the Director. But the main contracts should stay with the responsibility of the President.

Membership fees – opinion expressed by Antonella Valmorbida, Director of ALDA
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I am in favor of a membership fee, even if 100/50 Euro. I understand that in the Belgium law there is not such a need but my experience is that, without a membership fee, you never know, at the end of the day, who is in and who is out. And who - in the General Assembly - as the right to vote or not. This is a guarantee of ownership and participation.

Attached

:

Draft Statute



EASTERN PARTNERSHIP
Civil Society Forum

Proposal 21st of November 2011

PROPOSAL
ARTICLES OF ASSOCIATION OF
EASTERN PARTNERSHIP CIVIL SOCIETY FORUM
BELGIUM INTERNATIONAL ASSOCIATION

Article I. GENERAL PROVISIONS

1. This organisation shall be known as the “Eastern Partnership Civil Society Forum” (referred to hereinafter as “Association”).
2. The seat of the Association shall be at the following address: XXXXXX XXXXXXXX, Brussels (région de Bruxelles Capitale), in the judicial district of Brussels, Belgium. The headquarters may be transferred by decision of the Board to any other place in Belgium, subject to ratification at the following General Assembly.
3. The Association serves the fulfilment of its members’ interests, as stated in these Articles of Association.
4. The Association is a non-profit organisation, registered as a legal entity with the Commercial Court in Belgium. The Association has no profit-making, political or religious purpose, and cannot distribute profits to its members.
5. The Association shall be governed by the Civil Code of Belgium.

Article II. GOALS OF THE ASSOCIATION

The Association is the representative forum of civil society organisations from the Eastern Partner countries (Armenia, Azerbaijan, Belarus, Georgia, the Republic of Moldova, and Ukraine) and of civil society organisations registered in the member-states of the European Union (EU) that are active in the Partner countries. The Association works to support civil society organisations in their efforts to strengthen the diversity and plurality of public discourse and policymaking, by holding governments and public authorities to account, and by protecting and promoting fundamental freedoms, participatory democracy and human rights.

The Association brings together civil society actors working at national and international level to hold the EU and the Partner countries accountable to the commitments made in the joint declaration of the Prague Eastern Partnership summit, signed on 7 May 2009 by the EU and the governments of the six Partner countries. The parties made a commitment "to the principles of international law and to fundamental values, including democracy, the rule of law and the respect for human rights and fundamental freedoms, as well as to, market economy, sustainable development and good governance".

The mission of the Association is to facilitate and strengthen the active and expert engagement of civil society in the Eastern Partnership and in the eastern dimension

of EU external relations policies, and in participatory governance and accountable policymaking with regard to the democratic transition and closer European integration of the Eastern Partnership countries.

In the pursuit of its aims, the Association shall:

1. liaise with EU institutions to monitor EU-Eastern Partnership developments, and share new developments (expert panels, bilateral agreements) with working groups, sub-groups and national platforms of the Association;
2. foster the engagement of independent civil society expertise in the work of the expert panels/thematic platforms;
3. conduct advocacy activities to raise awareness of the values of the Association and to promote to key stakeholders and policymakers flagship projects implemented by Members;
4. organise meetings of Association representatives with European Commission officials and representatives of other EU institutions;
5. organise the annual General Assembly, and annual meetings of the four Working Groups;
6. promote and support the development and strengthening of the national platforms as an essential channel of communication between all Eastern Partnership stakeholders.

Article III. MEMBERS

1. Members of the Association are legal entities and de facto associations that accept the mission and goals of the Association.
2. Membership in the Association is effective at the moment of approval of the application for membership by the Steering Committee (referred to hereinafter as "Board").
3. The procedure for application for membership is determined by the Board.
4. The membership terminates at the moment of:
 - a) delivery to the Board of a written resignation of membership;
 - b) termination of the member as a legal entity;
 - c) expulsion; or
 - d) dissolution of the Association.
5. Reasons for a member's expulsion include:
 - a) Serious violation of these Articles of Association, which prohibits further membership in the Association;

- b) Serious violation of a legal obligation during office in the Association's bodies; or
 - c) Serious threat to, or actual damage to, the reputation of the Association.
6. The Board decides about members' expulsion. Any member of the Association can submit to the Board a proposal for expelling a member of the Association. The proposal for expelling a member of the Association can also be initiated by the Board itself. The proposal must include grounds for expulsion. The member whose membership is subject to a proposal for expulsion must be informed about it no later than 10 days prior to the Board's deliberation on the proposed expulsion. The member has a right to defend its position to the Board, present evidence, and request explanations for the proposal for expulsion.
 7. The member has the right to appeal the decision to the next General Assembly of the Association.
 8. The Board informs, in a special summary report, the General Assembly on resolutions relating to expulsions.
 9. These Articles of Association do not prevent members appealing decisions to the courts.
 10. The members are expected to act so as not to damage the reputation of the Association.

Members are obliged to pay membership fees as defined by the General Assembly. Until set by the General Assembly, the annual membership fee is EUR 50.00 Euro.

11. Members are entitled to participate at the meeting of the General Assembly, to vote on all proposals, and to nominate candidates for membership of the Board.

Article IV. DECISION-MAKING AND ADVISORY BODIES OF THE ASSOCIATION

1. The decision-making bodies of the Association shall be:
 - a) The General Assembly;
 - b) The Board; and
 - c) The Director.
2. The General Assembly may create other advisory bodies reporting to either the Board or the Director.

Article V. THE GENERAL ASSEMBLY

1. The General Assembly shall be the supreme body of the Association. The General Assembly shall meet at least once a year.
2. The General Assembly includes working groups, sub-groups, and national platforms, and other groups created by the General Assembly.
3. The General Assembly:
 - a) approves the strategic plan of the Association;
 - b) adopts amendments to the Articles of Association;
 - c) elects and dismisses members of the Board;
 - d) rules on appeals against the expulsion of members;
 - e) adopts internal regulations of the Association submitted by the Board;
 - f) decides on establishment of advisory bodies;
 - g) determines membership fees;
 - h) ratifies the annual narrative and financial report of the Association;
 - i) ratifies the annual balance sheet and the External Auditor Statement;
 - j) approves the annual budget of the Association and the annual work-plan for the next fiscal year submitted by the Board;
 - k) decides on dissolution of the Association; and
 - l) rules on other issues that are not within the responsibility of other bodies of the Association.
4. The Board shall summon the regular General Assembly once per year. The invitation shall include the agenda, the date and venue. Members should be notified (via mail/fax/email) at least 15 days prior to the proposed date of the General Assembly. If the Board fails to summon the regular General Assembly within one year from the last regular General Assembly, any member can convene it following the same procedure.
5. In order to solve extraordinary cases, the Board may decide to put resolution proposals to the members in writing by e-mail (*per rollam* vote). No proxy votes are allowed in this case.
6. If the Board, in these exceptional cases, does not put resolutions for *per rollam* vote, one-third of the members can put resolutions up for *per rollam* vote following the provisions set out in Article V, Paragraphs 3 and 4 of these Articles of Association.
7. Each member holds one vote at the General Assembly. The quorum of the General Assembly shall be met if a majority of its members is present. The quorum shall be met if this condition is achieved also when a member delegates

its vote to another member (proxy). Proxy votes shall be limited to two per member present. The proxies shall be sent in advance to the Director of the Association.

8. Unless otherwise stipulated by these Articles of Association, the General Assembly takes decisions by majority vote of members present or those taking part in the *per rollam* vote. In the case of a tied vote, the vote of the Chair of the Board is decisive. If the Chair of the Board is not present, the tied vote is considered void.
9. If there is no quorum at the meeting of the General Assembly, the Board must summon a substitute General Assembly following the procedure as given in Article V, Paragraphs 3 and 4 of these Articles of Association within one month of the date and with an agenda identical to the one prepared for the original General Assembly.
10. Amendments to the Articles of Association, to the goals of the Association, or the dissolution of the Association, should be adopted by a majority of all present members or in the case of *per rollam* voting by a majority of all Members.

Article VI. THE BOARD

1. The Board is the operational body of the Association.
2. The Board shall consist of 17 members elected by the General Assembly for a one-year term.

3. The Board shall:
 - a) appoint and dismiss the Director and supervise his/her work as well as that of the Secretariat;
 - b) approve the budget of the Association and the annual plan of actions for the next calendar year proposed by the Director before their submission to the General Assembly for approval;
 - c) approve the annual balance sheet;
 - d) approve the Annual Narrative and Financial Report of the Association submitted by the Director;
 - e) prepare and update, in co-operation with the Director, the strategic plan of the Association;
 - f) decide on the organisational structure of the Secretariat, the number of employees, and the salary levels of all employees;
 - g) summon the General Assembly;
 - h) approve internal regulations of the Association except those related to the General Assembly's responsibilities;
 - i) decide on any loans, credits or deposits, as well as on any security against assets of the Association;
 - j) decide on acquisition or sale of real estate; and
 - k) submit proposals to the General Assembly for which it considers that a decision by the General Assembly is necessary.
4. The Board reaches a quorum when at least one-half of its members are present.
5. Unless otherwise stipulated by these Articles of Association, the Board makes decisions with a majority of its members present. In case of a tied vote, the vote of the Chair shall be decisive.
6. Decisions related to loans, credits or acquisition/selling of any real estate on behalf of the Association shall be adopted by unanimous vote.
7. The Board elects from its members a President/Chair. The Chair convenes and chairs the Board meetings and maintains communication between the Director and the Board.
8. The President/Chair is the legal representative of the Association – Alternative option is the Director is the Legal Representative
9. The Board shall meet at least twice a year. The Director shall participate at the Board meetings with an advisory vote.
10. Members of the Board will not receive financial remuneration for serving on the Board. They are entitled to reimbursement for travel and other expenses incurred when the latter are reasonable and in relation to performing Board activities.

11. In cases where the Board has to take a decision that would bring a member of the Board into a conflict of interest under Article VIII, this Board member shall disclose such conflict to the Board and shall abstain from voting on the decision (Conflict of Interest Prohibition Principle).
12. Violation of the Conflict of Interest Prohibition Principle gives ground for termination of membership in the Board. The Board must inform the next General Assembly about findings proving violation of the Conflict of Interest Prohibition Principle.
13. Liability for commitments entered into by the Association shall be confined solely to the assets of the Association. No member of the Association, including those participating in its administration, may be held personally liable.

Article VII. THE DIRECTOR AND THE SECRETARIAT

1. The Director manages the operations of the Association agreed by the Board and shall carry responsibility for the use of the Association's funds and for implementing decisions of the General Assembly. The Director's responsibilities shall include, but not be limited to, preparing the strategic plan, preparing the annual plans of activities, drafting the budget, preparing narrative and financial annual reports, elaborating the annual balance sheet, fundraising, organising meetings of the Board and the General Assembly, supporting activities of the Chair of the Board, and maintaining the communication flow between Members and bodies of the Association.
2. **2. The Director may be delegated financial authority by the President and the board upon specific agreements.** The Director shall use the financial resources of the Association within the limits of the mandate given to him/her by the Board or the General Assembly.
3. The Secretariat supports the Director's work. The Secretariat organises activities and manages the finances of the Association.
3. The Director executes all the rights and obligations of the employer as regulated by the law with regards to employees of the Secretariat and any other employee of the Association.
4. The Board shall appoint and dismiss the Director. The Director reports directly to it. The reporting obligation includes use of funds and assets of the Association, as well as execution of rights and obligations relating to labour relations.

Article VIII. CONFLICTS OF INTEREST

A conflict of interest comprises participation of a member of the Board of the Association in:

- a) decisions concerning remuneration for his/her fulfilment of an extraordinary task beyond regular membership obligations;
- b) activities competing with the interests or directed against the interests of the Association.

It is also considered a conflict of interest when a “person related to a member of the Board” may directly benefit from usage of the Association’s funds and/or assets as a result of a decision of the Association’s bodies. A “person related to a member of the Board” is a person economically dependent on, or jointly owing assets with, a member of the Board.

If any person performing services for, or exercising any authority on behalf of, the Association, including any Board member or employee of the Association, has a conflict of interest, that person shall disclose the nature and possible effects of that conflict of interest to the Board.

A person with a conflict of interest shall not participate in the discussion or decision of any matter involving the Association as to which he or she has a conflict of interest.

Any business transaction between the Association and its Board members or employees shall be prohibited unless the Board determines after reasonable investigation that the transaction is in the best interest of, and fair and reasonable to, the Association, and that the Association could not have obtained a more advantageous arrangement with reasonable effort under the circumstances.

Article IX. MANAGEMENT OF THE ASSOCIATION

The Association has the sole right of governing its assets and real estate.

The Association's revenues can include:

- a) membership fees;

- b) grants, donations and contributions of legal entities and individual persons;
- c) yields derived from its assets;
- d) income derived from its own activities;
- e) public subsidies;
- f) other revenues, derived from other activities, authorised by law and related to the statutory goals of the Association.

The Director shall propose a draft budget and work-plan to the Board two months prior to the regular General Assembly meeting. The Board shall review it within a period of one month and suggest possible amendments and submit it for approval by the General Assembly.

The Board shall establish, with respect to the use of assets and funds, a ceiling under which the Director is not obliged to seek approval of the Board.

The Board shall appoint an external Auditor to verify the finances of the Association, and the annual financial report of the Association shall be approved by the Board.

Article X. TERMINATION OF THE ASSOCIATION

1. The Association is terminated by voluntary dissolution or upon a decision of the Court in Belgium due to reasons set by law.
2. The decision of voluntary dissolution shall be taken by a majority of the votes cast by members present at the General Assembly or in case of *per rollam* vote by a majority of all members of the General Assembly.
3. In case of termination, the Association shall act according to the decision of the Board. In the case of termination without a legal successor, the Board shall appoint a Liquidation Officer, who can be dismissed by the Board and whose remuneration is decided by the Board.
4. The liquidation balance shall be transferred to another not-for-profit organisation with similar goals and objectives, as decided by the Board.

Article XI. FINAL PROVISIONS

1. These Articles of Association were approved by the Board. The founding members are empowered by the Board to submit these Articles of Association for registration at the Commercial Court.
2. This Association shall become a legal entity upon registration with the Commercial Court in Belgium.
3. The members of the Board are entitled to act on behalf of the Association from the date of its registration until the first General Assembly. During this period of time, the founders shall act on behalf of the Board with respect to third parties. They act in the name of the Association so that she/he adds her/his signature to the name of the Association accompanied by the words "*on behalf of the Board*".
4. The Board shall summon the first General Assembly of the Association within four months from the date of registration. During this General Assembly, the Board shall be elected.

Members of the founding Board (professions and places of residence of the directors needed):

represented by

One of the founding members

Founding members:

The names, addresses and nationalities of the three founding members

Registered at this day of

SIGNATURES OF THE THREE FOUNDING MEMBERS