



CSF BY-LAWS

1. By-Laws' Relation to the Articles of Association of the CSF e.V.

1.1 Nature of CSF By-Laws

The By-Laws of the EU-Russia Civil Society Forum e.V. (hereafter – CSF) are internal regulations for the CSF and its bodies. By-laws include additional regulations to the Articles of Association and may not conflict with and may not take precedence over the Articles of Association.

1.2 Adoption and amendment of by-laws

The by-laws shall be adopted by the General Assembly¹.

A proposal to amend by-laws can be initiated by (a) any Board member and be supported by the Board's majority or (b) at least 10% of CSF members. Such proposal must be submitted to the Secretariat in at least three months in advance of the next General Assembly.

2. General principles of the CSF work

2.1 Mission of the CSF

EU-Russia Civil Society Forum (Forum, or CSF) is a network of thematically diverse non-governmental organisations from Russia and the European Union, established as a bottom-up civic initiative, independent from governments, political parties and businesses. The goal of the Forum is to strengthen cooperation between civil society organisations and to contribute to the integration between Russia and the EU, based on common values of pluralistic democracy, rule of law, human rights and social justice.

Members of the Forum are driven by a vision of 'the civil society beyond borders' - a joint future with a common political, economic, and cultural space. They share a belief that strong and vocal civil society plays a key role in peaceful and sustainable development of the

¹ The initial set of by-laws is adopted by the Board plus working groups coordinators (one vote per each working group) by a 2/3 majority of those who took part in the voting, under the condition that at least half of the Board members and half of the representatives of working groups took part in the voting.

European continent and in addressing common challenges and issues of public interest topical to both Russia and the EU.

The Forum serves as a platform for members in articulating common positions, providing support and solidarity, and exerting civic influence on governmental and intergovernmental relations. These goals are pursued by bringing together CSF members for joint projects, research and advocacy; by conducting public discussions and dialogues with decision-makers, and by facilitating people-to-people exchanges.

2.2 Official languages of the CSF

The official languages of Association shall be English and Russian. Internal CSF-wide documents and communication between the Board and the members and between the Secretariat and the members shall be in both English and Russian. All other communication can be in either language. Official documentation, when necessary for interaction with the German authorities, shall be in German – if so required, and translated into English, when necessary.

3. Finances of the CSF

3.1 Financial foundation of CSF

The CSF acts altruistically, it pursues public-benefit and charitable purposes. It does not primarily pursue its own economic purposes. The CSF may engage in income-generating activities such as provision of paid (contractual) services to other entities but all income shall be spent on activities serving the goals enshrined in the Articles of Association. CSF revenues are generated through charitable donations, grants, subsidies, contracts for services, and membership fees. The CSF aims for a diverse funding of its activities by a wide range of private and public donors, insofar the objectives of donors do not contradict goals and the mission of the CSF and do not restrain its independence and the openness of its work.

3.2. Use of funds

Any income or assets of the CSF cannot be distributed to or applied for the benefit of a private person or a non-charitable entity other than pursuant to the conduct of the CSF's activities, or other than payment of reasonable compensation for services rendered, or other than payment representing the fair market value of property which the CSF has purchased.

Participants of the CSF (see section 4) do not have a proprietary or beneficial interest in its income or assets. However, participants of the CSF may receive funding for their tax privileged/ charitable organisation that the CSF has received specifically for the implementation of projects or activities in the framework of the CSF.

Members of the Board, including the Chairs of the Board, act in an honorary capacity, without remuneration, in the performance of their duties though they are entitled to reimbursement for their expenses incurred for undertaking activities of the CSF. However, it is possible for

reasonable compensation or remuneration to be granted to one member or all members of the Board for their activities, at a flat rate fee or otherwise; the amount will be fixed by the Full Board, which will take tax regulations, maximum limits and the Association's financial standing into consideration in making this decision.

3.3 Third-party funding for CSF-related activities of the CSF participants

Any CSF participant, planning to submit an application to any entity other than CSF ("a third party") for funding of its activities associated with and directly referring to CSF in the application, should inform the Board in reasonable time and get its approval prior to application's submission. If a CSF participant is granted the requested funding, they should inform the Board within two weeks after learning about such decision.

4. Participation in the EU-Russia CSF

4.1 Two forms of participation in the CSF

EU-Russia CSF provides the opportunity to participate in the work of the CSF in the capacity of a CSF member or a CSF supporter. The two statuses together constitute the notion of the CSF participants.

4.2 CSF members

4.2.1 Rights and Benefits of the CSF members

- To participate in CSF activities, such as the General Assembly, public events, thematic projects, etc.,
- to possess voting rights at the General Assembly and in other instances when a decision is put on vote by members;
- to have their representatives nominated and elected to the CSF bodies, such as the Board, Working Groups , etc.;
- to initiate creation of Working Groups or other bodies of the CSF;
- to initiate and coordinate projects or take part in projects in the framework of the CSF;
- to receive full or partial reimbursement by the CSF for participating in its activities, when such a reimbursement is foreseen;
- to receive assistance from the CSF in case of repressive actions by authorities that are contrary to international standards for the operation of civil society organisations
- to receive assistance in organising advocacy activities, finding potential project partners and other CSF services;
- to receive information from the CSF and to place their information in the CSF media;
- to change its status from the CSF member to the CSF supporter at any time.

Practical mechanisms of implementation of the above rights and benefits to all CSF members are regulated by specific rules/ guidelines for various types of activity (calls for proposals, policies, announced procedures, etc.) adopted by the CSF Board.

4.2.2 Responsibilities

CSF members have the following responsibilities:

- to share the values enshrined in the Mission Statement of the CSF and the goals elaborated in the CSF Articles of Association; to respect the CSF Articles of Association and abide by their provisions;
- to respect decisions of the General Assembly, the Board, Working Groups, etc.;
- to abstain from actions potentially causing damage to CSF and contradicting its goals;
- to actively participate in the Working Group which the member belongs to (e.g., being a frequent commentator of the group's work, contributor to initiatives and projects for the Working/ Expert Group, etc.);
- to actively participate in the events (workshops/ conferences/ study visits, etc.) organised by the CSF apart from the General Assembly, when requested by the organisers;
- to share own publications, reports and other public documents related to the topics covered by the CSF; to contribute to the production of statements, the CSF Newsletter and other CSF publications when requested by coordinators or editors; to participate in surveys conducted by the EU-Russia CSF;
- to engage with and recruit potential new members and partners for the CSF, especially from under-represented regions and with strong track record, matching CSF purposes;
- to promote CSF activities and work for its recognition in relevant local and national context.

4.3 CSF supporters

4.3.1 Rights and Benefits of the CSF supporters

- To participate in all CSF activities such as General Assembly and public events (at their own expense). The costs of participation of supporters' representatives can be reimbursed if they are invited by the CSF to be a speaker or an expert at a CSF event;
- to be a member of and actively participate in a Working Group;
- to act as partners in the framework of the CSF projects and calls for proposals;
- to receive assistance from the CSF in case of repressive actions by authorities that are contrary to international standards for the operation of civil society organisations;
- to receive limited access to the CSF assistance in organising advocacy activities, finding potential partners and other CSF services;

- to receive information from the CSF and to place their information in the CSF media;
- to apply for CSF member status.

Practical mechanisms of implementation of the above rights and benefits to all CSF supporters are regulated by rules/ guidelines for various types of activity (calls for proposals, policies, announced procedures, etc.) adopted by the CSF Board.

4.3.3 Responsibilities of CSF Supporters

CSF supporters have the following responsibilities:

- share the values enshrined in the Mission Statement of the CSF and the goals elaborated in the CSF Articles of Association; to respect the CSF Articles of Association and abide by their provisions;
- respect decisions of the GA, the Board, Working Groups, etc.;
- abstain from actions potentially causing damage to CSF and contradicting its purposes.

4.4 Admission to the participants of the EU-Russia CSF

An organisation wishing to become a participant of the CSF may choose to apply for the status of a member or the status of a supporter. To become a CSF member or a CSF supporter, an applying organisation should fill in and submit the application form established by the Board. Organisations applying to become a member or supporter, should include two names of the current CSF members that would endorse the application.

Once the application is submitted to the Board, it evaluates the eligibility of the applicant. The Board, with assistance of the Secretariat, may request additional information about composition, finances and activities of the applicant or recommenders in order to evaluate eligibility.

When receiving an application for membership according to a form established by the Board, the Board shall evaluate the eligibility of the applicant, taking into consideration, in particular:

- are the basic documents and present and past activities of the applicant in line with the values, goals and objectives of the CSF, stated in its Mission;
- is the applicant a real, independent civil society organisation or must it rather be deemed to be controlled by or serving the interests of another entity (such as a state, a political party, a corporation, etc.) in a way that could undermine the independent functioning of the CSF;
- is the application signed by an authorised representative of the applicant.

The Board shall decide on the application in 45 days from the date of submission. If after a thorough evaluation the Board rejects an application, it shall explain concrete reasons for that. Re-submission is possible after 6 months.

A member or a supporter can discontinue their status at CSF through voluntary withdrawal, of which the Full Board must be notified in writing.

4.5 Reconfirmation of the CSF Participation Status

4.5.1 Timing

The reconfirmation of the status of a member and a supporter shall take place every two years and be completed no later than two months before the General Assembly.

4.5.2 Reconfirmation procedure

During the reconfirmation, all members will be asked to fill in a questionnaire, which will be reviewed by the Full Board. The content and the form of the questionnaire is approved by the Board in consultations with coordinators of the working groups. The CSF Secretariat collects questionnaires and checks their accuracy.

If, in the course of this review, it emerges that the requirements for admission are no longer met by a participating organisation, its participation status can be changed by a decision of the Board: a member or a supporter may be expelled from the CSF; instead of being expelled, a member may be offered the status of supporter if the Board agrees their level of engagement merits this status.

Supporters willing to maintain their status will be asked to provide a confirmation via e-mail.

4.6 Changing the participation status

4.6.1 From a CSF member to a CSF supporter

A member organisation may inform the Board at any moment about its decision to change its status to a supporter. This change happens immediately and unconditionally (see also Article 4.8 on fees, article 4.5.2 on reconfirmation).

4.6.2 From CSF supporter to CSF member

A supporter organisation may request a change of its status from a supporter to a member at any moment. If such transfer happens for the first time, an email request is sufficient, the change happens unconditionally and does not require a decision of the Board. In case of multiple changes between statuses applicant's activity will be evaluated. Decision on admission is taken by the Board.

4.7 Expulsion

A CSF member or supporter can be expelled from the CSF on the basis of a resolution of the Board (and notification of the party concerned regarding the resolution), if:

- the member's activity contradicts CSF goals elaborated in the CSF Articles of Association and/or CSF values enshrined in the Mission Statement;
- the member has not respected the CSF Articles of Association and/or has not abided by their provisions; and/ or has not respected decisions of the GA and/ or the CSF Board;

- the members' actions have caused damage to the CSF;
- a member has been inactive as an organisation for more than two years;
- member has failed to pay membership fees.

The decision on expulsion is made by the Board after a prior hearing. If the party concerned has voting rights, these are suspended during the expulsion procedure.

The party concerned has a right to appeal. Such an appeal is reviewed by the Appeals Committee whose members are elected by the General Assembly.² A decision by the Appeals Committee is final.

New application to CSF can be submitted to the Board after a year following decision on expulsion.

4.8 Observer status

The status of an observer can be received by organisations and individuals for every single CSF event they want to attend. Organisations and individuals apply for observer status by filling in a registration form of a particular event. The decision will be taken by the Organising Committee of the corresponding CSF event.

4.9 Annual fees

If the General Assembly, on the recommendation of the Board, decides on the introduction of an annual fee, the following rules shall apply:

- Fees may be introduced for either only CSF members or both CSF members and CSF supporters.
- Fees for supporters may not exceed 50% of the fee for members.
- Once introduced, the CSF fees shall be charged on an annual basis, or every 12 months according to a calendar year.
- In case of a status change within CSF, from a member to a supporter or a supporter to a member, the fee in the current calendar year shall be paid according to the old status.
- Both members and supporters may make donations to the CSF in addition to the fixed annual fee.

The Board may introduce charges for covering part or whole of the costs of conferences/ events.

² The Appeals Review Committee will review appeals and complaints in different contexts. Description of the Appeals Review Committee will be included in Article 5, "Governance Structures" as part of the second "package" of draft articles of the By-Laws.

5. Governance Structures³

5.1. General Assembly

5.1.1 The General Assembly is the highest decision making body of the Forum, and takes decisions on matters defined in article 6.1 of the Articles of Association.

5.1.2 The General Assembly meets once a year, at a moment allowing the approval of the most recent annual report and accounts of the Forum (no later than 31 May). It is announced by the Board at least three months in advance by informing all members about date, venue, draft agenda and application procedure.

5.1.3 An extraordinary General Assembly may be convened by a decision of the Board. Alternatively, a proposal to convene an extraordinary General Assembly may be put forward by a group of no less than 10 per cent of Forum members. The Board must within one week put this proposal to online voting by all members of the Forum, and, if supported by at least 50 per cent of the Forum members, proceed with convening an extraordinary General Assembly. An extraordinary General Assembly is to be held within two months after the voting ends.

5.1.4 Decisions of the General Assembly are made by a simple majority of the members registered and present at the General Assembly, unless otherwise provided in the Articles of Association. Abstentions are excluded from the calculation. Each member organisation has one vote.

5.1.5 All members are entitled to select one delegate who can vote at the General Assembly. This delegate is to be confirmed by the member organisation's formal representative who is registered in the membership records of the Forum. Such confirmation will be required at the time of registration for the General Assembly.

5.1.6 In case a member organisation cannot be represented at the General Assembly or can only be represented for part of the meeting, transfer of the right to vote to another member is possible. The maximum number of votes to be cast by one member will be three (including their own vote). The transfer of vote should be announced by the member organisation's formal representative as part of the registration process for the General Assembly, or directly to the GA Voting Committee (see 5.1.9) by the organisation's delegate in case it happens during the General Assembly.

5.1.7 In case funding has been received by the CSF specifically for the participation of Forum members in the General Assembly or in meetings linked to the General Assembly, decisions concerning full or partial financing of participation are made by the Board on the basis of applications by members and depending on the funds' availability and must ensure regional and thematic balance, with the aim to distribute the number of General Assembly participants between EU and Russia proportionately to the membership structure.

5.1.8 The General Assembly will be opened by (one of) the Chair(s) of the Board. S/he will present the Board's proposal for the Chair(s) of the General Assembly. After election of the

³ The governance structures of the CSF are defined by the Articles of Association. This section covers additional regulations.

Chair(s) of GA, leading the GA's members-only sessions will be in the hands of the Chair(s) of GA.

5.1.9 The General Assembly Voting Committee (GAVC) is elected by the GA during its first session. The GAVC should include one Board member chosen from among those who are not standing for re-election and GA participants from two member organisation (one from EU and one from Russia). The GAVC will be responsible for organisation of all the voting procedures during the GA, counting the votes and deal with any disputes about voting rights.

5.1.10 The GA will be conducted in both Russian and English, with interpretation between both languages and the agenda and formal documents for the meeting being available in both languages.

5.1.11 Voting agenda for the General Assembly shall be distributed by the Board at least three months in advance of the Assembly.

5.1.12 Proposals by members for inclusion of subjects on the agenda of the General Assembly can be submitted to the Board until three months ahead of the GA.

5.2. The Board

5.2.1. The Board is the highest decision making body of the Forum between the General Assemblies. The Board consists of persons from CSF member organisations, acting in private capacity. It is responsible for convening the General Assemblies and their preparation with regard to content and organisation (including decisions about location, date, main programme parts, decisions on force-majeure issues regarding finances, member participation, election procedures). It works and takes decisions on the areas assigned to it by the Articles of Association (article 7.2). The Board is bound by decisions of the General Assembly and reports to it.

5.2.2 The Board has a minimum of 8 and maximum of 14 members, half from the EU and half from Russia, elected by the General Assembly out of persons proposed by Forum for a two year term. In cases when the term ends in between two General Assemblies it is extended until the closest GA. After first agreeing on the number of Board members to be elected, GA delegates elect candidates in a secret vote. Candidates, who get the most of the vote and ensure no less than 25% of the vote, will be elected.

5.2.3 Members of the Board serve in individual capacity. Board members can be re-elected. Maximum duration of consecutive service of the Board members is six years. In case a member of the Board retires before the end of the two year term, the Board can decide to co-opt an alternative member for the rest of the term. An alternative member should be elected from where the retired member came from – EU or Russia, respectively.

5.2.4 The General Assembly elects for a two-years term two Board Chairs from among the members of the Board.

5.2.5 Decisions of the Board are made, as a rule, by consensus. If consensus cannot be reached, a simple majority vote is taken. Voting may be carried out during Board meetings, through Internet, conference calls and other communication tools.

5.2.6 The Board will make its own arrangements for preparation of the agenda of its meetings and for preparation of specific agenda items.

5.2.7 Minutes are made of Board meetings. After written approval by one of the Board Chairs, the minutes are kept at the Secretariat. They are available for consultation by Forum members, taking into account necessary security arrangements.

5.2.8 Members are informed about major Board decisions concerning the CSF work via internal communication channels.

5.2.9 The Board decides on positions and statements in relation to events and developments in thematic and regional fields of interest to the Forum. These will be published and communicated to the public, government authorities and the media as positions and statements adopted by the Board of the Forum.

5.2.10 The Board in its decision-making will be guided by generally accepted principles of good governance and responsible behaviour for the not-for-profit sector.

5.2.11 The Board is responsible for the Forum's finances and for financial reporting to the GA. It decides the Forum's budget, taking into account General Assembly decisions and discussions relevant for financial matters.

5.2.12 The Board appoints a Treasurer from among its own members or recruited from outside the Board. In case the Treasurer is recruited from outside the Board, he/she will operate as a normal additional Board member and needs to be confirmed by the next General Assembly.

The Treasurer has a specific responsibility within the Board for liaising with the Secretariat about financial systems and procedures, for financial reporting and the preparation of strategic financial planning discussions, and for preparing and presenting financial reports to the GA.

5.3. The Secretariat

The Secretariat is in charge of coordinating and organising Forum activities and of internal and external communication. It operates under responsibility of the Executive Director, who reports and is accountable to the Board. The Board will decide on arrangements for relations between the Executive Director and the Board, on policies that guide the functioning and operations of the Secretariat and that describe on which issues the Executive Director needs Board approval.

5.4 Appeals Committee

5.4.1 The Appeals Committee deals on behalf of the General Assembly with appeals by members against decisions of the Board by which these members feel they have been treated improperly, in particular the suspension or termination of membership.

5.4.2 The Appeals Committee shall be composed of three persons, chosen by the GA for a period of two years from candidates proposed by Forum members. Candidates should at the time have no governance or management role in the Forum and its activities. Members can serve two terms on the Appeals Committee.

6. Self-governance bodies of the CSF

CSF members can initiate, be part of and dissolve internal self-governed groups, such as permanent Working Groups and Project Groups.

6.1. Working Groups

Working Groups (WGs) are thematic platforms for permanent communication between CSF members. They gather CSF members that are active in common fields and/or have similar specific missions in the overall framework of strengthening cooperation between civil society organisations and contributing to the integration between Russia and the EU, based on common values of pluralistic democracy, rule of law, human rights and social justice.

As a rule, members participate in one WG.

6.1.1 Initiation

Every CSF member can initiate a WG. They should openly appeal to the CSF members with the invitation to join. If as a result a group of at least 6 members (including at least three CSF members from the EU and three from Russia) is created, it starts to work as a temporary group for the first year. It should disseminate the description of the Group, its main objectives and activity ideas among all CSF participants to attract additional membership.

6.1.2 Functioning of the Working Groups

Representatives of the WG members meet physically or by tele-conference at least twice a year. The decision-making and working procedures, rights and obligations of the WG members as well as an agenda should be defined by the WG internally. During the first meeting of each WG its members suggest objectives, topics, activities, etc.

The CSF participants should be informed about the WG activity plans and their results at least once a year during the General Assembly. Information about WG's should be regularly updated at the CSF website.

6.1.3 WG Coordinators

Each WG shall have at least one Coordinator, but should aim at having two: one representative of a CSF member from Russia and one representative of a CSF member from the EU. They are elected for a one year term by the Working Group members during every General Assembly. Acting WG coordinators can be elected via online voting between the General Assemblies. The maximum term of office of WG coordinators is four years.

Responsibilities of WG coordinators:

- to represent the WG *vis-à-vis* the General Assembly, other WGs the Board and external audiences;

- to organise functioning of the WG, draft working plan and set dates for online meetings, and facilitate a permanent platform for communication and information exchange; to coordinate with other WGs;
- to be in charge of funding applications for projects of the WG and implementation of the projects (if applicable).
- to maintain and update the list of the WG members;
- to facilitate resolution of tensions between members of the WG whenever necessary.
- to ensure that information from the Board and the Secretariat is reaching all the WG members, and vice versa.
- Whenever possible, to recruit new members to the WG and look for opportunities to fund projects of the WG outside of the CSF.

6.1.4 Dissolution or Extension

WGs are evaluated by their members. Based on that, the group's term is either extended or the group is dissolved during the General Assembly.

The Working Group can be dissolved by a simple majority of votes of its members, if it is not carrying out the activities originally agreed.

6.2. Project Groups

Project Groups are temporary self-governance groups of representatives of CSF participants working on projects within the CSF framework. These projects may include ones funded by the CSF, funded by the third parties, conducted on voluntary basis, or a combination thereof. Project Groups are initiated by CSF participants and approved by the Board (Article 3.3 applies for the third-party funded projects). Regulation of their activities is determined by the specifics of their projects and decided by the CSF Board.

7. Other bodies of the CSF

CSF members may initiate creation of other, non-self-governance bodies of the CSF, which are approved by the Board.

7.1 Expert Groups

Expert Groups (EGs) are platforms of permanent communication between individual experts in a thematic field of interest for the CSF. Members of EGs can come from CSF participants as well as be external experts from Russia and the EU.

7.1.1 Initiation

The Board initiates creation of a new EG. Each EG should include at least one CSF Board member in order to ensure its connection with the CSF functions. The EG members, including external experts, should possess demonstrated qualification and expertise in the given field.

7.1.2 Functioning

After the initiation, an EG presents an activity plan to the Board on the needs and problems to be addressed, the objectives to be achieved, the working principles and decision-making procedures as well as the initial membership. The Board adopts the activity plan.

Representatives of the EG members meet physically or by tele-conference at least twice a year. The functioning of the EGs is regulated by guidelines adopted by the Board.

The decision about potential technical and/or financial support for EGs is taken by the Board on the basis of the EGs proposals and is a subject to available resources.

The Board should be informed about the EG activity plans and their outcomes at least once a year. Information about EG shall be regularly updated at the CSF website.

7.1.3 EG Coordinators

EG coordinators play an identical role to WG coordinators for their groups (see 6.1.3).

7.1.4 Dissolution or extension

The EG can be dissolved by the Board's decision. This decision needs to be communicated at the General Assembly.

7.2. Task forces

Task forces (TF) are temporary groups of individual representatives of CSF participants and CSF Secretariat, working on a specific goal or a specific field of activity, determined in the CSF strategy and/or an activity plan.

7.2.1 Initiation

A TF is initiated by the Board and can consist of different numbers of individuals, depending on the specific aim of the group. At least one member of the TF shall be a representative of the Board.

7.2.2 Functioning

The functioning of the TF is regulated by guidelines adopted by the Board. The agenda and activity plans should be defined by the TF in consultation with the Board. The decision about

the technical and/or financial support is taken by the Board, and is a subject to available resources.

The Board should be informed about the TF activities regularly. TF activities shall be practically aligned with the work of CSF Secretariat and receive programmatic and logistical support from the CSF Secretariat.

7.2.3 Dissolution

A TF can be dissolved by the Board's decision.