

Articles of Association of EU-Russia Civil Society Forum e. V.

Preamble

The EU-Russia Civil Society Forum is an open platform aimed at promoting cooperation between civil society in Russia and the European Union. Beyond this, the Forum serves as a permanent platform for interaction and exchange on a democratic basis among both citizens and civil society organisations from EU member countries and Russia and is intended to strengthen dialogue with public authorities of the EU and Russia and other European and Russian partners.

Article 1 Name, registered office and financial year

- (1) The Association bears the name “EU-Russia Civil Society Forum e. V.” (in abbreviated form: CSF).
- (2) The Association’s registered office is in Berlin. The Association is to be registered in the Register of Associations of the competent local court.
- (3) The financial year is the calendar year. The first financial year is a short financial year.

Article 2 Purpose of the Association and tasks

- (1) The Association pursues exclusively and directly public-benefit purposes within the meaning of the chapter “Tax-privileged purposes” of the Fiscal Code (AO: Abgabenordnung).
- (2) The purpose of the Association is the advancement of education, internationalism and tolerance in all areas of culture, of the concept of international understanding and of democratic government and active citizenship. In addition, the Association can, for the purpose of the material and immaterial advancement of the purposes specified in sentence 1, provide both immaterial and financial support to other tax-privileged corporations, to corporations under public law and also to foreign corporations.
- (3) The purpose set out in these Articles of Association is achieved in particular through
 - continuing discussions on the topics of democracy and the rule of law and the issues associated with them, as a contribution to the preservation and reinforcement of these values, and on the topics of European civil society and of peaceful coexistence, including the constant exchange of opinions and experience among the members, civil society organisations

from European Union member states and Russian, and also national and European bodies and authorities;

- publication of statements, comments, position papers and articles on topics relating to democracy, the rule of law and civil society engagement, said publications being intended for offices, authorities and the interested public and published via the website of the Association and/or other channels;
- carrying out surveys and setting up panels to evaluate opinions and portrayals of opinions;
- organisation and implementation of measures contributing to international contacts and to exchange about the EU states and Russia, including the transfer of knowledge relating the economic systems of each;
- procurement and transfer of funds within the meaning of Section 58, number 1 of the Fiscal Code for the advancement of the purposes specified in section 2;
- holding conferences and the timely publication of the talks and lectures held at the conferences;
- carrying out any other transactions or measures that are appropriate to the exclusive and direct advancement of the purposes specified in section 2.

(4) The Association maintains contacts with other associations, organisations.

(5) In the pursuit of the purposes set out in these Articles of Association, the Association can establish other corporations and participate in them.

Article 3 Public benefit status

(1) The Association acts altruistically; it does not primarily pursue its own economic purposes.

(2) Association funds can be used only for the purposes set out in the Articles of Association.

The members receive no allocations from the funds of the Association.

(3) No person may benefit by means of expenditure unrelated to the purpose of the Association or by means of inordinately high remuneration.

(4) In principle, the members of the Full 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. However, it is possible for reasonable compensation or remuneration to be granted to one member or all members 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.

Article 4 Full members, supporters and dues

(1) Full membership is open to associations of persons and legal entities, in all cases from the EU or Russia, that wish to take an active part in the life of the Association. They must pursue civil society aims and have been in existence for at least one year. Applications for admission as a full member should be submitted for a decision to the Full Board and should include the names of two members that will vouch for the applicant.

(2) Associations of persons or legal entities meeting the criteria stipulated in section 1 that wish to support the Association can also join the Association as “supporters”, without becoming full members. Supporters are not entitled to voting rights in the General Assembly. Section 1, sentence 2 applies, with the necessary modification, with respect to the application for admission as supporter. A subsequent change of status from that of a full member to that of a supporter is possible at any time by unilateral declaration to the Full Board. A change from supporter to full member is also permissible by unilateral declaration to the Full Board; in the case of a repeated change the Full Board will decide.

(3) Membership is ended

- a) through voluntary withdrawal, of which the Full Board must be notified in writing;
- b) upon the dissolution or termination of a member that is an association of persons or a legal entity;
- c) through expulsion for good cause on the basis of a resolution of the Full Board and notification of the party concerned regarding the resolution. In particular, serious breaches of duties contrary to the interests and/or aims of the Association are deemed good cause in this sense, as is the failure to pay membership dues that are owed despite repeated reminders. Decisions on the expulsion of members are taken by the Full Board after a prior hearing. The member concerned can lodge an appeal against the decision within three weeks of receipt. Decisions on appeals are taken by an Appeals Committee made up of three natural persons elected by the General Assembly for a term of two years. The members of the Appeals Committee should not hold any other offices in the Association during their period in office. Election to one additional term is permissible. If the party concerned has voting rights, these are suspended during the expulsion procedure. An application for readmission may be submitted no earlier than one year after the final decision of the Appeals Committee.

(4) The continued fulfilment of the requirements for admission will be reviewed by the Full Board at regular intervals of two years. The review must take place in good time before the General Assembly; as a rule, it should be brought to a close two months before the General Assembly. If the course of this review it emerges that the requirements for admission are no

longer met, the member can be expelled from the Association in accordance with subsection 3(c), after advance warning accompanied by the setting of a time limit.

(5) The association is authorised to collect membership dues, the amount of which is to be fixed by the General Assembly on a proposal of the Full Board.

(6) Sections 3–5 apply with all the necessary modifications for supporters.

Article 5 Organs of the Association

(1) The organs of the Association are:

- a) the General Assembly,
- b) the Full Board and
- c) the Chairs of the Board.

(2) In addition, the organs named in section 1 are supported by committees, working groups and project groups.

(3) The Full Board can appoint a special representative (*besonderer Vertreter*) within the meaning of Section 30 of the Federal Civil Code (BGB: Bundesgesetzblatt) (“Executive Director”) to manage day-to-day business. The Executive Director is also responsible for the management of the business office and conclusion of contracts of employment with its staff.

Article 6 General Assembly

(1) The General Assembly is the highest organ of the Association. It takes decisions on all matters that are assigned to it by operation of law or in these Articles of Association and do not fall within the mandate of the other organs of the Association. In particular, it is competent for matters concerning the following:

- a) Determination of the strategic orientation of the Association
- b) Election of members of the Full Board and the Chairs of the Board
- c) Receipt and acceptance of the annual accounts of the Treasurer
- d) Adoption of resolutions on the Association’s budget plan
- e) Formal approval of the actions of the Full Board including the Chairs of the Board
- f) Fixing the amounts of membership dues
- g) Adoption of resolutions on amendments to these Articles of Association and the dissolution of the Association

(2) A duly convened General Assembly constitutes a quorum. Regular General Assemblies shall take place by no later than 31st May of each year; the exact date is to be announced to the members in writing or by email no less than three months in advance. The General Assembly must be convened by a Chair of the Board in a written invitation or by email with no less than three weeks advance notice, and the agenda must be included in the invitation.

(3) A Chair of the Board can convene an Extraordinary General Assembly at any time. In addition, no less than ten percent of the members can request that an Extraordinary General Assembly be convened. The application, grounds for which must be given, should be addressed to the Full Board. Within one week of receipt, the Full Board must hold an online vote on the question of whether an Extraordinary General Assembly should be convened due to the matter. To this extent, section 4 sentence 2 applies with the necessary modifications. The application is accepted when more than 50 percent of all members concur. If the result on the resolution is positive, the General Assembly must take place within two months.

(4) The Full Board can decide that participation in a General Assembly and/or the casting of votes in connection with a General Assembly can also occur via electronic channels (e.g. by way of an online conference or in connection with an assembly combining physical presence and online attendance using video, audio transmission). The personalized access data required for participation will be transmitted to the members with the invitation.

(5) The General Assembly adopts resolutions with a simple majority of the valid votes cast unless otherwise provided below. Abstentions are always excluded from the calculation. A transfer of the voting rights to another member is permissible and must be proved by the latter by written authorization. In addition to exercising its own voting rights, a member can represent a maximum of two other members. In general, voting takes place by secret ballot. An open ballot is possible, though, if all members present are in agreement. The preceding sentences in this section also apply for the elections of members of the Board. If multiple individuals are standing for election in a single ballot then those persons who receive the greatest number of votes cast, but not less than one fourth of all votes cast, are elected. List-system voting and bloc voting are permissible.

(6) At the start, the General Assembly appoints an election committee. One member of the Full Board who is not standing for reelection should belong to said committee. Two further persons should also belong to the election committee, specifically, one representative of a member organisation from the EU and one representative of a member organisation from Russia.

(7) Minutes of the General Assembly must be kept to record results, and these must be signed by a Chair of the Board and also by the keeper of the minutes.

Article 7 Full Board and Chairs of the Board

(1) The Full Board is composed of at least 8 to no more than 14 natural persons, who do not have to be the legal representatives or other representatives of member organisations. The period of office is two years. The members remain in office until the next election. Reelection is permissible up to a maximum duration of six years. If one member resigns from the Board prematurely, the remaining members are entitled to add to their numbers by electing someone to serve until the end of the period of office.

(2) The Full Board is competent the following tasks:

- a) Communication, discussion and the adoption of resolutions on projects and general policy matters,
- b) Representation of the Association in relation to external parties,
- c) Voting on the conclusion of contracts and the Association's activities, including entering into cooperative partnerships,
- d) Managing the Association's assets and election of a Treasurer (from outside or from its own ranks),
- e) Admission of new members,
- f) Expulsion of members when good cause exists,
- g) All of the other tasks assigned to it under these Articles of Association.

(3) Resolutions of the Full Board are adopted by a simple majority of the members present. Minutes of these meetings must be prepared, and the minutes must be signed by one Chair and by the keeper of the minutes and must be sent to all other members of the Full Board without delay.

(4) The General Assembly appoints two Board Chairs from among the members of the Full Board. These constitute the *Vorstand* [board] within the meaning of Section 26 of the Federal Civil Code. Each of the Chairs is authorised to represent the Association acting alone. The period in office of each is two years. The Chairs remain in office until the next election. Re-election is permissible up to a maximum duration of six years. If one Chair resigns prematurely, the Full Board is entitled to appoint a person from among its own ranks to fill the position until the next regular General Assembly.

(5) If the Treasurer is, in accordance with subsection 2(d), elected from outside the ranks of the Full Board, said Treasurer can join the Full Board as an additional member. If the Treasurer joins the Full Board, a resolution on this should be taken during the next General Assembly.

(6) In other respects the Full Board is entitled to adopt its own rules of procedure.

Article 8 Procedures, financing arrangement and the public

(1) The General Assembly and the Full Board will decide on and take actions necessary to achieve the aims of the Association as best they can. This includes convening regional and national platforms and topic-specific working groups. Working groups can elect coordinators. Further particulars will be laid down in the rules of procedure to be adopted by the convening organ.

(2) The General Assembly will strive to arrange diverse and varied funding for its activities by a wide range of private and public funding sources. The particulars of the Association's financing arrangements will be laid down in one of the guidelines/ by laws to be adopted by the General Assembly.

(3) The Association is committed to transparency in its actions. The following will be published on the website: major results of the work of the Association, of the General Assembly, of the Full Board, the platforms and the working groups; the financial planning, accounting and the major activity fields and activities of the Forum. The particulars will follow from the guidelines / by laws to be adopted by the General Assembly.

Article 9 Amendments to the Articles of Association and dissolution of the Association

(1) Amendments to the Articles of Association, changes of purpose and the dissolution of the Association always require an explicit announcement in the invitation. The adoption of such resolutions requires at least a two-thirds majority of valid votes cast, consisting of a majority of no less than one-half of the members from the EU who are present and no less than one-half of the members from Russia who are present.

(2) Upon dissolution of the Association or discontinuance of the tax privileged purposes the Association's assets will fall to the share of a legal entity under public law or to another tax privileged corporation to be used to advance democratic government.