



EASTERN PARTNERSHIP
Civil Society Forum

**ARTICLES OF ASSOCIATION OF
THE SECRETARIAT OF THE STEERING COMMITTEE OF THE
EASTERN PARTNERSHIP CIVIL SOCIETY FORUM
INTERNATIONAL NON-PROFIT ASSOCIATION REGISTERED IN BELGIUM**

Article I. GENERAL PROVISIONS

1. This organisation shall be known as “The Secretariat of the Steering Committee of the Eastern Partnership Civil Society Forum” (referred to hereinafter as “Association”).
2. The seat of the Association shall be at the following address: Square de Meeûs 37, 4th floor, 1000 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.
3. The Association serves the fulfilment of the interests of the Eastern Partnership Civil Society Forum (referred to hereinafter as "Forum"), as stated in these Articles of Association, and implements the decisions of the Steering Committee (which serves as the Board).
4. The Association is an international non-profit organisation, registered as a legal entity with the Commercial Court in Brussels, 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, Title III of Belgian Law of June 27, 1921 on non-profit associations, international non-profit associations and foundations (articles 46 to 57).

Article II. GOALS AND FUNCTIONS OF THE SECRETARIAT

The Association promotes the following international non-profit goals: to provide organisational and technical support to the Steering Committee in its efforts to strengthen the diversity and plurality of public discourse and policymaking, by holding governments and public authorities 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, and by protecting and promoting human rights, fundamental freedoms, participatory democracy, market economy, sustainable development and good governance.

The Association will act as the Secretariat of the Steering Committee of the Eastern Partnership Civil Society Forum. The Forum is the representative forum of bona fide civil society organisations from the Eastern Partner countries (Armenia, Azerbaijan, Belarus, Georgia, the Republic of Moldova, and Ukraine) working with issues related to the Eastern Partnership process and of civil society organisations operating in the member states of the European Union (EU) that are active in the Partner countries.

The Secretariat shall:

1. Liaise with the European Commission, European External Action Service, and Steering Committee to ensure proper organisation of the annual Assembly of the Forum, the meetings of the Steering Committee, and meetings of the Working Groups, e.g. the venue, technical support, transportation, accommodation of the participants, translation etc;
2. Provide technical and organisational support to the meetings and regular operations of the Steering Committee and other authorised representatives of the Forum;
3. Secure efficient communication between the Steering Committee, the Forum, its representative bodies and EU institutions, Governments of the EU and Partner countries as well as other relevant entities, and organise meetings of the Forum representatives with officials and partners;
4. Assist the Steering Committee in raising funds for the Forum, its Working Groups, Sub-groups, and National Platforms, and operate with the respective resources when necessary;
5. Coordinate on behalf of the Steering Committee and under the instruction of the latter, publications and promotional materials of the Forum;
6. Ensure dissemination of information related to the Forum to all its members;
7. Assist the Steering Committee in its work on documents, letters, etc., and organise their translation when necessary;
8. Act on behalf of the Steering Committee, sign contracts and agreements, and negotiate with other legal entities when implementing the goals described above.

Article III. MEMBERS

1. Members of the Association are Belgian and foreign individuals who accept the mission and goals of the Association, who represent bona fide civil society organisations from the Eastern Partner countries (Armenia, Azerbaijan, Belarus, Georgia, the Republic of Moldova, and Ukraine) working with issues related to the Eastern Partnership process and of civil society organisations operating in the member-states of the European Union (EU) that are active in the Partner countries. They become Members upon election to the Steering Committee at the "annual Forum" of representatives of the above civil society organisations (referred to hereinafter as "General Assembly" of the Association). The Members comprise: working group co-ordinators, country facilitators, and EU co-ordinators.
2. Membership in the Association is effective at the moment of election to the "Steering Committee of the Eastern Partnership Civil Society Forum" (referred to hereinafter as "Board" of the Association).
3. The procedure for election to membership is determined by the Forum and Forum regulations.
4. Membership is subject to term limits as determined by the Forum.
5. The membership terminates at the moment of:
 - a) delivery to the Board of a written resignation of membership;
 - b) death of the Member;
 - c) the election of a new Board at the General Assembly;
 - d) expulsion; or
 - e) dissolution of the Association.
6. 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.
7. The Board decides about Members' expulsion. Any Member can submit to the Board a proposal for expelling a Member. The proposal for expelling a Member 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 his/her position to the Board, present evidence, and request explanations for the proposal for expulsion.
 8. The Member has the right to appeal the decision to the Forum according to the rules and regulations of the Forum.
 9. The Board informs, in a special summary report, the Forum on decisions relating to expulsions.
 10. These Articles of Association do not prevent Members appealing decisions to the courts.
 11. The Members are expected to act so as not to damage the reputation of the Association.
 12. Members are obliged to pay membership fees as defined by the Board. Until set by the Board, the annual membership fee is EUR 0.00. The maximum membership fee is EUR 10.00 per annum.

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.

Article V. THE GOVERNING BODY OF THE SECRETARIAT

2. The governing body of the Secretariat is the Board, which comprises the Steering Committee elected at the General Assembly;
3. The number of the members and the composition of the Board, as well as its mission, authority and decision-making procedures, are defined in accordance with the Forum and Forum regulations;
4. The 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;
5. The Board shall:

- a) appoint (elect) and dismiss the Director of the Secretariat (referred hereinafter as "Director") and supervise his/her work as well as that of the Administrative Office of the Secretariat (referred to hereinafter as "Administrative Office");
 - b) approve the budget of the Association and the annual plan of its activities for the next calendar year proposed by the Director before their submission to the General Assembly for approval;
 - c) present the Annual Narrative and Financial Report of the Secretariat;
 - d) ratify the annual balance sheet and External Auditor's Statement;
 - e) decide on the organisational structure of the Administrative Office, the number of employees, and the salary levels of all employees;
 - f) approve internal regulations of the Secretariat;
 - g) decide on any loans, credits or deposits, as well as on any security against assets of the Secretariat;
 - h) decide on acquisition or sale of real estate; and
 - i) rule on other issues that are not within the responsibility of the Director or Administrative Office of the Secretariat.
6. The Board is the decision-making body of the Association and is composed of all the members of the Steering Committee of the Forum.
 7. The Board shall consist of the Members elected by the General Assembly for a one-year term. The Board should comprise a minimum of five and a maximum of 20 Members.
 8. If the number of Board Members between two consecutive meetings of the General Assembly falls below the minimum, the Board is obliged to summon the General Assembly within 90 days.
 9. The Board reaches a quorum when at least two-thirds of the Members are present.
 10. Unless otherwise stipulated by these Articles of Association, the Board makes decisions with a simple majority of Members present if a consensus cannot be reached.
 11. Decisions related to loans, credits or acquisition/selling of any real estate on behalf of the Association shall be adopted by unanimous vote.
 12. The Board elects from the Members a Chair. The Chair convenes and chairs the Board meetings, and maintains communication between the Director and the Board.
 13. The Board shall meet at least twice a year. The Director shall participate at the Board meetings with an advisory vote.
 14. In cases where the Board has to take a decision that would bring a Member into a conflict of interest under Article VII, this Member shall disclose such conflict to the Board and shall abstain from voting on the decision (Conflict of Interest Prohibition Principle).
 15. Violation of the Conflict of Interest Prohibition Principle gives ground for termination of membership in the Board. The Board must inform the next annual meeting of the Forum about findings proving violation of the Conflict of Interest Prohibition Principle.
 16. 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 VI. THE DIRECTOR AND THE ADMINISTRATIVE OFFICE

1. The Director shall be the legal representative of the Secretariat and its statutory officer.
2. The Director manages the operations of the Secretariat and shall carry responsibility for the use of the Secretariat funds and for implementing decisions of the Board. The Director's responsibilities shall include, but not be limited to, preparing the draft annual plans of activities in line with the goals and functions of the Secretariat, drafting the budget, preparing narrative and financial annual reports, elaborating the annual balance sheet, fundraising, managing the Administrative Office, and maintaining the communication flow between the Administrative Staff, the Board, and the Members of the Board.
3. The Administrative Office supports the Director's work. The Administrative Office organises activities and manages the finances of the Association.
4. The Director executes all the rights and obligations of the employer as regulated by the law with regards to employees of the Secretariat.
5. The Director reports directly to the Board. The reporting obligation includes use of funds and assets of the Secretariat, implementation of the plans of activities, as well as execution of rights and obligations relating to labour relations.
6. The Director shall use the financial resources of the Secretariat within the limits of the mandate given to him/her by the Board.

Article VII. CONFLICTS OF INTEREST

A conflict of interest comprises participation of a Member of the Board:

- 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 Forum.

It is also considered a conflict of interest when a "person related to a Member" 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" is an immediate family member, or a person economically dependent on, or jointly owing assets with, a Member.

If any person performing services for, or exercising any authority on behalf of, the Secretariat, including any 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 the Members of the Board 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 Forum, and that the Association could not have obtained a more advantageous arrangement with reasonable effort under the circumstances.

Article VIII. MANAGEMENT OF THE SECRETARIAT

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) public subsidies;
- e) 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 not later than one month prior to the regular Board 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 Secretariat, and the annual financial report of the Association shall be approved by the Board.

Article IX. TERMINATION OF THE ASSOCIATION

1. The Association is terminated by voluntary dissolution of the Forum 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 votes at 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 X. FINAL PROVISIONS

1. These Articles of Association were approved by the Board. The Board is empowered by the General Assembly to submit these Articles of Secretariat for registration at the Commercial Court.
2. The Secretariat 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 election of the new Board at the General Assembly.

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

Gubad Ibadoglu BAYRAMOV
Economic Research Center, Azerbaijan
Vugar BAYRAMOV
Center for Economic and Social Development (CESD), Azerbaijan
Yaroslav BEKISH
"Green Alliance", Belarus
Victor COTRUTA
Regional Environmental Centre Moldova
Manana KOCHLADZE
Association Green Alternative, Georgia
Igor KOGUT
Agency for Legislative Initiatives; Ukrainian School of Political Studies, Ukraine
Siarhei LISICHONAK
Assembly of Pro-Democratic NGOs of Belarus
Seyran MARTIROSYAN
A.D. Sakharov Armenian Human Rights Centre
Eduard MIHALAS
National Youth Council of Moldova
Ucha NANUASVHILI
Human Rights Center, Georgia
Andrzej ADAMCZYK
European Economic and Social Committee/
NSZZ Solidarnosc Trade Union, Poland
Krzysztof BOBIŃSKI
Unia a Polska Foundation, Poland
Wojciech BORODZICZ-SMOLIŃSKI
Center for International Relations, Poland
Bettina BRAND
Institute for International Cooperation of the German Adult Education Association
Jeff LOVITT
PASOS (Policy Association for an Open Society)
Marie-Amanda LÖVKVIST
European Network of Political Foundations (ENOP)/Swedish International Liberal Centre
Olga STUZHINSKAYA
Office for a Democratic Belarus, Belgium

represented by

One of the members of the Board

The name, address and nationality of the Board representative

Registered at this day of

SIGNATURE OF THE BOARD REPRESENTATIVE