

STATUTES
of the
Danube Civil Society Forum

Approved by the 2nd General Assembly,

Ruse, Bulgaria

25 September, 2013

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The Danube Basin NGO Network Project gathers more than 110 civil society organisations, institutions and individuals based in 14 countries in the Danube Basin. It works to promote and protect human rights within the framework of the EU Strategy for the Danube Region and the co-operation between the European Union and the Danube abutting countries.

Preamble

The Danube Civil Society Forum is dedicated to support civil society organizations in the Danube Basin. It aims to act as a platform to promote and enhance civil society participation and networking in the framework of the European Union Strategy for the Danube Region. Its key principles, the respect for democracy and human rights, the rule of law, good governance, the principles of market economy, social and environmental sustainable development, the principles of ethnic and gender equality as well as the principle of regional balance will be mainstreamed throughout the entire structure and activities of the Forum.

1. Designation

The name of the organization is: Danube Civil Society Forum.

The headquarters of the Network are situated in Eisenstadt (Austria), c/o Foster Europe, Schloss Esterházy, A-7000 Eisenstadt, Austria.

The Network is an association as defined by the laws of the country in which the headquarters are located. It may establish ad hoc structures in other countries.

The Network is a non-partisan and non-profit-making organization. No part of its net income shall benefit to any private organization or individual.

2. Purpose of the Association

Within the framework of the European Union Strategy for the Danube Region (EUSDR) as defined/adopted *{title of final document, date of adoption}* as well as the subsequent documents and within the framework of co-operation between the European Union and the relevant European countries the objectives of the Danube Civil Society Forum shall be:

- To support and promote the Danube Strategy following the principles of respect for democracy and human rights, the rule of law, good governance, principles of market economy and social and environmental sustainable development.
- To support the existing non-governmental, non-profit organizations and their networks, the creation of independent and autonomous non-governmental organizations, to strengthen the capacity of civil society and to support, assist and coordinate the efforts of its members.
- To promote a culture of dialogue and cooperation between civil society organizations and between civil society and public and private actors in the Danube Basin.
- To promote dialogue and solidarity between peoples and cultures.

2.1. Activities

In order to achieve its objectives, the DCSF:

- Holds a regular General Assembly (The Danube Civil Society Forum) at least every second year.
- Cooperates with all public or private, international or regional institutions whose activities are related to the objectives of the DCSF.
- Launches relevant research and documentation activities.

2.1. Resources

The financial means of the DCSF are composed of the membership fees and any other legally permitted resources, private and public donations, private and public project funds as well as Assistance offered by municipalities, regions and the Republic of Austria, foreign states, entities of the EU as well as other international organisations.

2.2. Language

The working language of the Danube Civil Society Forum is English.

3. Members

3.1. Membership

Membership in the DCSF should be open to civil society organizations which are based on the principles of respect for democracy and human rights, the rule of law, good governance, principles of market economy and social and ecological sustainable development.

Members of the DCSF are non-governmental, non-profit and non-partisan organizations, academic institutions and individuals with special expertises on the issues related to the Danube Strategy, i.e. grass roots organizations, trade unions, religious groups, minority groups, think tanks, non-profit foundations, national and international CSOs/networks and other relevant civil society actors in the Danube Basin.

3.2. Relevant criteria of DCSF membership:

3.2.1. Regional/Geographical criteria

The DCSF Members come from the CSOs DS partner countries and from international organizations/networks. (Their number per each country should be balanced).

3.2.2. Diversity & competence

Members should represent all varieties of civil society actors. The DCSF should be able to contribute to the thematic aspects of the DS.

3.2.3. Experience

Members should be selected taking into account their past and current activities in the Danube Region.

3.3. Types of membership

The members of the DCSF shall be:

- Regular Members
- Observers

3.3.1. Regular Members

Regular Members of the Network are national or regional non-governmental organizations, academic institutions that are recognized by the General Assembly as belonging to one of the partner states of the Danube Strategy, and that are independent from government authorities, non-partisan and active in at least one of the policy areas mentioned in the

Danube Strategy. In order to be recognized as such, a Regular Member must, prior to being recognized, have demonstrated its ability to organise and support the Network's basic activities, along with its willingness to get involved in the overall regional dimensions of the Danube Strategy. Regular Members shall have the right to vote at the General Assembly.

3.3.2. Observers (Non-Regular Members)

The Observer (Non-Regular Member) status may be granted to organizations or institutions from non-partner states, as well as to organizations and institutions that are unable to join the Network as full and active members such as international and intergovernmental organizations.

Observers may take part in all DCSF activities but are not entitled to vote. They have the right to attend meetings of the General Assembly and are entitled to speak thereat.

3.3.3. Membership fee

The fee for Members (Regular and Observers) is EUR 100. Upon request by a Member the Executive Committee may reduce the fee for one year to EUR 50, and/or waive the fee for one year.

3.4. Acquirement of membership/ Terms and conditions

To become a Regular Member or an Observer (Associate Member), an organization must:

- Meet the conditions set out in articles 3.2.1 to 3.2.3. of the present Statutes.
- Provide its Statutes in writing, together with a letter stating that it has an activity consistent with the aims of the DCSF.
- Adhere to the present Statutes
- Submit a Letter of Recommendation signed by at least two Regular Members of the DCSF or, in the case of Observers (associate members), by two Observer (associate) or Regular Members.

The By-Laws defining DCSF membership criteria that must be followed by the Executive Committee before it decides to support or reject any candidate.

Applications for membership must be sent to the Secretariat of the DCSF. They undergo an initial review by the Executive Committee, which recommends new Members to the General Assembly. The General Assembly alone may make the decision to admit a Member. The Executive Committee may decide to abstain from presenting a specific membership application.

No membership application may be submitted for approval if it is received less than three months before the General Assembly.

The Executive Committee may decide that an organization whose membership application has been received favourably can be involved in all or part of the activities of the DCSF, in the expectation that it will be admitted by the General Assembly.

The By-laws set out conditions relating to applications and membership.

3.5. Cease of membership

DCSF membership ceases upon:

- resignation
- exclusion

- expulsion

3.5.1. Resignation

Any Member may resign its membership in the DCSF. To do so, it must send the Secretariat a letter stating its intention, signed by its legal representative. The Executive Committee formally acknowledges the resignation. A Member's resignation does not nullify its duty to pay its membership fee or any other sum of money that may be owed.

3.5.2. Exclusion

A Member may be expelled by the Executive Committee if the Committee finds that the Member: has ceased its cooperation with the DCSF; has ceased all activity related to the fields of work and objectives set out in the DCSF Statutes; or is not honouring its financial obligations.

Before deciding on expulsion, the Executive Committee gives the Member concerned an opportunity to provide an explanation.

A Member may appeal its expulsion to the General Assembly in accordance with the procedures set out in the By-laws.

The Executive Committee reports to the General Assembly all expulsions that have occurred since the last General Assembly.

3.5.3. Expulsion

A Member is excluded only if it has violated the principles (set out in articles 2.1 and 2.2. of the present Statutes) of the DCSF. Exclusion may only be declared by the General Assembly, at the request of the Executive Committee, after the Member concerned has been given an opportunity to provide an explanation.

The EC, in cases where the principles of the DCSF have come under attack from a Member, or in cases where a Member's behaviour jeopardises the work of the DCSF, the Executive Committee may decide to suspend a Member after the Member has been given an opportunity to provide an explanation. That suspension ceases to apply if the Executive Committee does not proceed with the expulsion of the Member concerned or does not ask the General Assembly to exclude the Member. A suspended Member may not take part in the General Assembly, except to have its case heard. The General Assembly has to make the final decision upon the membership in question at its next meeting.

4. Decision making bodies of the DCSF

The decision-making bodies of the DCSF are the General Assembly (The Forum), the Executive Committee and the Secretariat.

4.1. General Assembly of the Forum

4.1.1. Powers

The General Assembly of the Forum alone has the authority to:

- Elect the President, the Vice-President and the Treasurer.
- Rule on admitting Members and rule on all refusals.
- Rule on excluding and expelling a Member.
- Amend the Statutes.
- Declare dissolution of the organization.
- Vote on activity and financial reports, and approve or reject financial statements.

- Define the general direction of the organization and ensure that it is implemented.
- Set out the programme of activities upon recommendation of the Executive Committee.
- Vote on the budget.
- Vote on any increase in membership fees.

More generally, rule on all matters referred to it by the Executive Committee or by Regular Members under the conditions set out in these Statutes.

4.1.2. Participation in and representation at the General Assembly

Participants in the General Assembly include:

- Regular members whose membership fees have been paid, with voting rights.
- Observers, without voting rights.

Regular Members and Observers are represented at the General Assembly by one person each.

The Executive Committee may choose to invite anyone who could be of assistance in the work of the General Assembly.

4.1.3. Meetings of the General Assembly of the Forum

The General Assembly meets every two years. The date and venue of the General Assembly are decided upon by the Executive Committee. Meetings of the General Assembly may take place in any of the partner countries. The Executive Committee is obliged to provide an agenda beforehand. 10% of the members can demand in written form an extra-ordinary item on the agenda of the General Assembly.

The Executive Committee is obliged to convene an Extraordinary General Assembly with a specific agenda if demanded by one tenth of the member, or if demanded by the treasury. Does the Executive does not fulfil its duties with 14 days, the applicants are entitled to convene an Extraordinary General Assembly themselves.

The Executive Committee is obliged to provide an annual report on the activities of the DCSF as well as an annual financial report.

The Secretariat takes minutes of the decisions of the General Assembly. These minutes are signed by the President and the members of the Executive Committee of the DCSF.

4.1.4. Agenda, time limits and Steering Committee

The Executive Committee sets a provisional agenda by way stipulated in the By-Laws. The Executive Committee may call in an Steering Committee of the General Assembly which will ensure an duly and orderly conduct of the General Assembly until the election of President, Vice-President, Treasurer and Vice-Treasurer.

- Ensuring that the Members present are properly mandated and that their membership fees have been paid.
- Approval of the agenda.
- A review of, and a vote upon, the Executive Committee's activity report.
- A review of, and a vote upon, the financial report, statements, and the Auditor's report.
- A review of, and a vote upon, the draft programme of activities and general directions submitted by the Executive Committee.
- A review of, and a vote upon, the draft provisional budget.

- The appointment of an Auditor.
- A review of, and a vote upon, applications for membership that have been accepted as well as Members which have been excluded and any dismissals that may have taken place
- The election of the President and members of the Executive Committee and any dismissals that may have taken place.

Members of the DCSF are advised of the date and venue of the General Assembly at least 75 days before the first day of the General Assembly meeting. For procedures see the By-Laws. The General Assembly rules on all matters referred to it by the Executive Committee or by Regular Members under the conditions set out in the Statutes and the By-Laws.

4.1.5. Proxy voting, voting and quorum

Postal votes are not permitted.

Regular Members are entitled to cast a vote by proxy on behalf of another Regular Member. Each Regular Member may only cast one proxy vote. Members have to inform the EC before an General Assembly to whom their vote was casted in written form.

The Assembly's deliberations are valid only if at least half plus one of the Regular Members are present or represented (by proxy). If less than half plus one of the Regular Members are present or represented at the general Assembly the general Assembly can be postponed for 30 minutes. After this the General Assembly has a quorum with 10% of the Regular Members are present or represented.

Each Regular Member has one vote.

Elections are always conducted by secret ballot. Other votes are public.

The deliberations of an Extraordinary General Assembly are valid only if half plus one of the Members are present or represented by proxy. If quorum is not achieved, a second Extraordinary General Assembly may be convened. The deliberations of that Assembly are valid regardless of the number of Members present or represented.

4.1.6. Requisite majority

All the decisions made by the General Assembly are adopted by simple majority of the votes cast.

A change in the location of the headquarters, amendments to the Statutes and the decision to dissolve the organization may only be adopted with a majority of two thirds of the Members present or represented.

4.2. Executive Committee

4.2.1. Composition

The Executive Committee is made up of the chairpersons of the Working Groups, the President, as well as the Vice-President and the Treasurer/Vice treasurer. The President, as well as the Vice-President and the Treasurer/Vice treasurer officers make up the Steering Committee of the Executive Committee.

The President and the Vice-President may not be from the same country and of the same gender.

4.2.2. Duration and renewal of mandates

The members of the Executive Committee (chairs of the Working Groups) are elected by the Working Group members for a term of two years. They may be re-elected.

If, however a member of the Executive Committee (chair of the Working Group) is running for President, Vice-President or Treasurer, the number of terms served as a Working Group chair is not taken into account.

4.2.3. Candidacy

Candidacies must reach the Secretariat at least 45 days before the first day of the General Assembly. For procedures see the By-Laws.

Candidacies are sent to DCSF Members at the same time as all statutory documents and within the time limits set out in article 4.2.4.

The other terms and conditions governing candidacies are set out in the By-Laws.

4.2.4. Elections

Elections take place by secret ballot and with a simple majority of the General Assembly's Regular Members present or represented.

In the case of a tie vote between one male and one female candidate, the winner is the female candidate.

The President, the Vice-President and the Treasurer are elected by secret ballot.

4.2.5. Dismissal, incapacity, resignation and loss of mandate of Executive Committee members

An Extraordinary General Assembly may decide by an absolute majority of Members present or represented, and by secret ballot, to dismiss any member of the Executive Committee, provided the said Member has been given an opportunity to provide an explanation.

Any member of the Executive Committee who, without cause deemed valid, has not attended three successive meetings of the Executive Committee, may be dismissed from her/his duties.

Such dismissal is decided upon by secret ballot, after the Executive Committee member concerned has been given an opportunity to provide an explanation, by absolute majority of the members of the Executive Committee present. The Member being voted on may take part in the vote.

A Regular Member whose representative has been dismissed from the Executive Committee because of repeated absences may not put forward a candidate at the next General Assembly.

When a member of the Executive Committee is dismissed, she/he is not replaced.

If the representative of a Member is unable to fulfil his/her duties or is no longer mandated by the Member he/she represents, the Executive Committee asks the Member to appoint another representative. If another representative is not appointed within a reasonable time limit, the Member is deemed to have resigned.

The Executive Committee formally acknowledges this situation by informing the Member concerned as well as all other Members.

If, for any reason, the President is unable to carry out his/her duties, the Vice-President assumes the duties of the President until the next General Assembly. In such circumstances, the Executive Committee elects a Vice-President.

4.2.6. Meetings, quorum and agenda

The Executive Committee meets at least two times a year in addition to the meeting that takes place immediately following a General Assembly.

Additional meetings may take place upon a decision of the President or upon a request by one third of Committee members.

The deliberations of the Executive Committee are valid only if at least half plus one of its members, the President (or on his behalf the Vice-President) are present. An Executive Committee member may not vote by proxy on behalf of another member. Not more than one Executive Committee without the presence of the Treasurer may take place in a row.

If there is no clear consensus, decisions are made by simple majority of the members present. In the case of a tie vote, the President may cast the deciding vote.

The members of the Executive Committee are advised of Committee meetings at least 30 days in advance and receive a provisional agenda upon such notification. The final agenda and any necessary documents must reach Committee members at least ten days before the meeting.

In cases of emergency, Executive Committee members may be consulted in writing on a specific subject at the initiative of the President. This may be done by email. The absence of any reply to the question within an agreed time limit is deemed to signify approval.

4.2.7. Powers of the Executive Committee and of its members

The Executive Committee implements the decisions of the General Assembly.

Subject to the approval of the General Assembly, the Executive Committee, between meetings of that body, issues general guidelines governing DCSF activities and consults with Regular Members on important issues relating to Network policy. In particular, the Executive Committee is responsible for carrying out the following activities:

- Preparing the program of activities for two years, to be submitted to the General Assembly at its next meeting.
- Developing a provisional two-year budget for the Network.
- Preparing the annual activity report and annual financial report of the DCSF.
- Establishing (Sub-) Working Groups and, as needed, ad hoc or permanent task forces charged with developing specific programmes or policies, providing advice to the Executive Committee, and ensuring the effective implementation of the mandate and agenda of the DCSF.
- Supervising the work of the various DCSF structures of and Sub-Working Groups with specific assignments.
- Improving and facilitating communications among DCSF Members, between the DCSF and the institutions of the Danube Strategy, as well as with all institutions interested in this area.
- Exercising all the powers that do not fall specifically within the jurisdiction of the General Assembly.

When action by the General Assembly is required but time constraints prevent the convening of a General Assembly meeting, the Executive Committee has the authority to make the relevant decision after consulting Regular Members. That decision must be ratified by the General Assembly at a later date.

The division of tasks among members of the Executive Committee takes place at its first meeting.

The President represents the DCSF and oversees the effective operation of the Network in consultation with the Executive Committee. Executive Committee is responsible for the development and implementation of DCSF policies. The President represents the DCSF at any legal proceedings that may arise. Between meetings of the Executive Committee, the President is responsible for supervising the work of the Executive Director and the Secretariat in accordance with the policies developed at any given time by the Executive Committee. The President may devolve competences to EC members.

The Vice-President acts on behalf of the President in the latter's absence. The Vice-President assists the President in carrying out his/her duties. The Vice-President exercises his/her own responsibility in policy areas determined by the Executive Committee.

The Treasurer oversees the financial development and management of the Network in close consultation with the Executive Committee and the Executive Director. He/she reports to the Executive Committee at its meetings. The Treasurer must also present the financial report at the General Assembly meeting.

The Executive Committee will approve the By-Laws at its first meeting.

4.2.8. Dispute resolution

A dispute within the DCSF has to be brought before an arbitral tribunal. The composition of the arbitral tribunal as well as its proceedings will be defined by the EC and approved by the General Assembly.

5. Secretariat

The Secretariat includes all the salaried employees of the DCSF.

5.1. Executive Director

An Executive Director may be appointed, by the Executive Committee.

The Executive Director is entitled to attend Executive Committee meetings in an advisory capacity, as well as the meetings of all other DCSF bodies.

The Executive Director is involved in developing the DCSF's action plan, provisional budget and various activities.

The Executive Director is in charge of the Secretariat staff. She/he hires and lays off salaried employees, in close cooperation with the President, the Vice-President and the Treasurer.

The Executive Director organises the work of the Secretariat and manages its day-to-day activities.

In case no Executive Director is appointed the President takes over the powers designed to the Executive Director.

5.2. Secretariat

The Secretariat is the operational bureau of the DCSF. It is responsible for putting into practice the policy decisions of the General Assembly and the Executive Committee. It prepares the work of the Executive Committee and Working Groups and ensures liaison among DCSF Members.

6. Financial matters

6.1. Fiscal year

The fiscal year runs from 1st January to 31st December.

6.2. Financial commitments

The Executive Committee, the President, the Treasurer and the Executive Director may, individually or as a group, commit the DCSF financially in accordance with the following dispositions:

The Executive Committee has the sole authority for purchasing or selling real estate and contracting a mortgage relating to the purchase of said property. It may be consulted in writing to that end.

Contracts with, and funding requests to donors for amounts between 10,000 and 30,000 € are concluded and signed by the Executive Director with the concurrence of the Treasurer. Contracts and requests for amounts exceeding 30,000 € are concluded and signed by the Executive Director with the concurrence of the President Vice-President and the Treasurer.

The Executive Director may sign alone for the day-to-day expenses of the DCSF, providing these expenses remain within the limits of the budget adopted by the Executive Committee. He/she is responsible for managing the DCSF cash flow.

The Executive Director may authorise a member of the Secretariat to spend money relating to day-to-day matters within the limits of the budget adopted by the Executive Committee.

The Executive Committee is kept informed about contracts concluded with donors, the hiring and laying-off of salaried employees and all other matters likely to impact upon DCSF activities.

6.3. Budget

Apart from the two-year budget adopted by the General Assembly, the Executive Committee adopts a provisional annual budget at its first meeting.

6.4. Financial control

Financial accounts must be prepared in accordance with the accepted standards of the country in which DCSF headquarters are located and with standards that are also acceptable to donors.

Every fiscal year, the Auditor draws up and submits a report to the Executive Committee.

The Auditor is invited to attend the General Assembly and submit a report for the past two fiscal years.

Between General Assembly meetings, the Executive Committee presides over the accounts and the Auditor's report.

7. Amendment of the Statutes and dissolution

7.1. Amendment of the Statutes

Only the General Assembly can amend these Statutes.

To be admissible for discussion by the General Assembly, proposed amendments to the Statutes must be submitted by the DCSF's Executive Committee or by one fifth of Regular Members of the DCSF in accordance within the time limits set out below.

The General Assembly cannot discuss any other amendments, including alternatives to the amendments submitted for discussion in the statutory manner and time limits.

The Executive Committee informs DCSF Members of any amendments to the Statutes that it wishes to propose or that it has received, at least 75 days before the first day of the General Assembly.

Regular Members of the DCSF have a deadline of 45 days before the first day of the General Assembly to offer their opinions, submit new amendments or amend the proposed amendments.

At least 30 days before the first day of the General Assembly, a report drawn up by the Executive Committee and including amendments proposed by the Executive Committee and those proposed by at least one fifth of Regular Members is sent out to DCSF Members.

Following the quorum conditions prescribed for General Assembly meetings, the General Assembly delivers a ruling with a two-thirds majority of Members present or represented.

7.2. Dissolution

The DCSF can only be dissolved after an Extraordinary meeting of the General Assembly has been convened.

A proposal to dissolve the DCSF can only be made by the Executive Committee.

Dissolution can only be declared if two thirds of the Members are present or represented at the first meeting convened. If quorum is not achieved, a second General Assembly meeting may be convened. In that event, the Assembly's deliberations are deemed valid regardless of the number of Members present or represented.

This second meeting may be convened at the same time as the first meeting and the second General Assembly meeting may take place immediately after the first.

In the event of dissolution, and after liquidation of liabilities, any possible remaining assets after liquidation shall be donated to another not-for-profit, non-partisan organization, devoted to the development of the civil society in Danube Basin.

8. By-Laws

A set of By-Laws may complement the conditions for applying the Statutes.

The Executive Committee adopts the By-Laws with a two-thirds majority of its members.

DCSF Members are informed about the By-Laws.

9. Coming into force

These Statutes are effective for the first General Assembly meeting.

The Statutes shall enter into force as of the Second General Assembly held in September 2013.