



PROTECTING DIGITAL FREEDOM

# Articles of association

European Digital Rights (EDRi)

16/04/2014

# Article 1: Name - Registered Office

A non-profit international association is hereby established in accordance with the Belgian law 27 June 1921 on non-profit associations and foundations.

The name of the Association shall be: European Digital Rights (abbreviated: EDRI, hereafter referred to as the Association).

The Association is governed by the Belgian Law of 27 June 1921.

The registered office shall be established in Brussels or a commune in the Brussels area. The registered office is currently located at 20 rue Belliard, 1040 Brussels. It may be transferred to any other location in the Brussels area by decision of the Board, published in the Annexes to the Belgian Official Journal within one month of the date of the decision.

The Association may also open other administrative and operational offices, both in Belgium and abroad, by simple majority of the General Assembly.

## Article 2: Objective and Means

The objective of the Association is not for profit and is to promote, protect and uphold civil and human rights in the field of information- and communication technology. This includes, but is not limited to, the right of communications- and data privacy, freedom of expression, communication and information, access to information, and the promotion of civil society.

To this end, European Digital Rights shall:

- a) monitor and report, raise awareness of and to provide education about threats to civil and human rights in the field of information- and communication technology;
- b) conduct policy research and offer the result to the public and to national and international bodies;
- c) serve as a platform for cooperation and common activities and combine influence, experience, knowledge, and research of the Members;
- d) engage in advocacy at a national and international level such as making representations to bodies such as the European Union, the Council of Europe, the OECD and the United Nations;
- e) organise and participate in conferences, public events and any other actions that might be necessary to achieve the objectives of the association.
- f) EDRi shall welcome supporters and volunteers who can contribute financially and with experience.

The Association may, in the direct or indirect furtherance of its object, acquire any real or personal property, enter into contracts, accept gifts, sell, mortgage, grant liens on its assets, transfer any property in accordance with legal provisions, these Articles of Association and any amendment hereto.

# Article 3: Members

## A. MEMBERSHIP

1. The Members of the Association shall be not for profit, non-governmental organisations, constituted following the laws and uses of their countries of origin, whose goals include the defense and promotion of civil and human rights in the field of information- and communication technology.
2. Membership is not transferable and may not be assigned or transferred for any reason whatsoever to any other legal entity.

## B. DELEGATES

1. Each Member shall appoint a delegate who will represent the Member in the General Assembly.
2. The Members will inform the President of the names of their delegate. Each Member can also appoint a deputy to the delegate.
3. Deputies shall only be present in their representing function during meetings if the delegate is unable to attend.
4. The delegates and the deputies are appointed for a period of two years, prolonged automatically. Their appointment shall take effect at the first General Assembly after the President has been informed of the appointment.
5. The delegates and the deputies can be replaced by the Members which they represent. This decision shall take effect at the first General Assembly after the President has been informed of the replacement.
6. Each Member can send additional participants to meetings of the General Assembly.

## C. OBSERVERS

1. Observers are not members but can be admitted according to internal regulations as laid down by the General Assembly. They do not have any voting rights.

#### D. RIGHTS AND OBLIGATIONS OF MEMBERS

1. Each Member shall have one vote.
2. Voting rights shall be suspended until the Member has paid his membership fee due.
3. Each Member shall pay an annual membership fee, which is payable, in advance, in the first quarter of the membership or of the financial year.

# Article 4: Admission - Resignation - Exclusion

## A. ADMISSION

1. A candidate Member needs to be recommended by a Member to the General Assembly.
2. New Members are admitted if they qualify under Article 3.A, and are endorsed by the General Assembly with a two-thirds majority of all delegates present.
3. The application for admission as a Member implies the endorsement by the latter of the Articles of Association, any amendments thereto, as well as any internal regulations.

## B. END OF MEMBERSHIP

1. The membership of the Association shall terminate:
  - a) upon incapacity or insolvency;
  - b) upon voluntary or forced dissolution or liquidation;
  - c) by resignation;
  - d) upon expulsion.
2. Members may resign from the Association by notifying the Board in writing. No membership fee will be reimbursed.
3. A Member whose participation is contrary to the objectives of the Association or who infringes the Articles of Association can be expelled by the General Assembly deciding with a two-thirds majority. The vote of the Member whose expulsion is discussed, is excluded. The Member shall be given the opportunity to defend himself. The Member will be notified of the expulsion.

# Article 5: Operation – General Principles

The Association shall be governed by a General Assembly and a Board.

## A. GENERAL ASSEMBLY

### 1. Composition

The General Assembly shall be made up of the Members. The Board can invite third parties in a consultative capacity.

### 2. Powers

The General Assembly is the general leading authority and shall enjoy the most extensive powers necessary for achieving the objective of the Association. It may in particular:

- a) approve the activities report;
- b) decide on broad principles, policy objectives and directives;
- c) approve the annual accounts of the previous year;
- d) decide upon the amounts of the membership fee;
- e) appoint one or more Directors with executive powers upon recommendation of the Board;
- f) take decisions concerning the exclusion of Members;
- g) elect and revoke members of the Board;
- h) elect a president among the members of the Board;
- i) appoint an independent auditor to verify the annual accounts of the Association;
- j) amend the Articles of Association;
- k) wind up and liquidate the Association;
- l) decide on and modify internal regulations.

### 3. Meetings of the General Assembly

1. The General Assembly shall hold an Ordinary Meeting at least once a year upon convocation by the Board with advance notification of one month. At this meeting the General Assembly will approve the annual accounts and any reports required by any internal regulations. The

General Assembly will also determine the amounts of the annual membership fees to be paid by the Members and grant a discharge to the members of the Board.

2. The Board can convene an Extraordinary Meeting of the General Assembly with advance notification of ten days for meetings according to Article 5.A.4.7 and one month for other meetings. The Board will be required to convene an Extraordinary Meeting at the request of at least half of the Members.
3. Each Member can put proposals on the agenda for a General Assembly Meeting by informing the President at least fifteen days in advance of the meeting.
4. Convening notices, accompanied by the agenda, shall be sent by the Board, at least seven days in advance of the meeting, by postal mail, fax or email. The notices shall indicate the date, time and place of the meeting.

#### 4. Voting procedures

1. The meetings of the General Assembly shall be chaired by the President. If the President is absent or unavailable, the Vice-President shall perform these duties. In the event both the President and the Vice-President are absent or unavailable, the Treasurer shall perform these duties, and in the latter's absence by the oldest delegate of the General Assembly.
2. The General Assembly can only take decisions with regard to items listed on the agenda.
3. The General Assembly can only vote if half of the delegates are present. If this quorum is not achieved, the following Assembly convened with the same agenda may proceed to vote irrespective of the number delegates present.
4. Decisions of the General Assembly shall be adopted by a system of one vote per delegate.
5. Decisions of the General Assembly shall be carried by a simple majority of the delegates present, except in the special cases provided for by these Articles. In case of a tied vote, the chair of the meeting shall have a casting vote. During voting for the appointment of Board members the chair will not have a casting vote.
6. Decisions of the General Assembly concerning the subjects listed below must be adopted by a two-thirds majority of the votes of the delegates present.
  - a) the admission and exclusion of a Member;
  - b) the amendment to the Articles of Association;
  - c) the winding up of the Association.
7. Decisions of the General Assembly may be taken without having to meet physically following the procedures laid down in this article.



- a) The convening notes of the General Assembly have to define an electronic contact point for the meeting (such as e-mail).
  - b) In order to take part in the General Assembly, delegates need to send a registration note to the electronic contact point of the meeting.
  - c) Along with the registration note, delegates need to provide the chair of the meeting with their electronic signature as defined in internal regulations.
  - d) The General Assembly can only vote if half of the delegates have registered for the General Assembly.
  - e) In order to take decisions, delegates send their votes via an electronically signed and encrypted medium to the electronic contact point of the meeting.  
The chair of the meeting verifies the authenticity of the votes with the electronic signatures provided by the delegates according to point c) of this article, counts the votes and sends the individual votes cast and the resulting decision to the delegates, who can verify if their vote was counted correctly.
8. Resolutions of the General Assembly are noted and signed in an electronic document by the chairman and the secretary of the meeting, as well as by all Members and delegates of Members who so wish. The document shall be kept available on a web page for all Members of the Association.

## B. THE BOARD

### 1. Composition

- 1. The Association shall be administered by a Board appointed by the General Assembly.
- 2. The Board shall elect a Vice-President and a Treasurer from its midst. The Vice-President shall chair the meetings of the Board and the General Assembly when the President is absent or unavailable to perform his duties in any other matters. The Treasurer will be responsible for presenting the annual accounts to the General Assembly.
- 3. The Board shall consist of a minimum of three Board members.
- 4. Members of the Board shall be elected for a period of three years. Outgoing members shall be eligible for re-election. Individuals non-affiliated with any member organisation can be elected but must not account to a majority of the Board.
- 5. The General Assembly may decide to elect members of the Board for a shorter period than three years to ensure that not more than 1/3 of the Board members is replaced per year.

6. Should a member of the Board, through death or otherwise, cease to hold office before the expiration of his normal term, the Board can elect a temporary member of the Board. The Board shall decide on such appointment by a majority of the votes cast by the remaining members of the Board. Such temporary member shall fulfill the mandate of the member whom he/she replaces until the next meeting of the General Assembly.

## 2. Powers

The Board shall be vested with the powers of management and administration which are granted by the General Assembly. The Board shall, in particular, have the following powers:

- a) approve the yearly strategy and budget;
- b) approve the annual program of work;
- c) recommend broad principles and directives to the General Assembly;
- d) recommend general policy objectives to the General Assembly;
- e) provide general oversight of the professional staff;
- f) select, recommend to the General Assembly and supervise all executive directors and determine their terms of service;
- g) approve the participation of non-Members in working groups charged with highly sensitive dossiers;
- h) approve or amend the agenda proposed by the Directors for the General Assembly and its business meeting;
- i) undertake all such other functions as the General Assembly shall assign to it, having the power to so assign.

Under the supervision of the General Assembly, the Board shall draw up internal directives concerning the daily management of the Association.

The Board can delegate some of its powers to one or more persons, who need not be members of the Board.

## 3. Meetings of the Board

1. The Board shall meet regularly upon notice from the President or at least one executive director. The Board shall meet at the written request of at least two members of the Board or one of the executive directors.
2. Notices shall be sent not less than ten days before the meeting, by postal mail, fax or email. The notices shall indicate the date, time and place of the meeting.

#### 4. Voting procedures

1. The meetings of the Board shall be chaired by the President. If the President is absent or unavailable, the Vice-President shall perform these duties. In the event both the President and the Vice-President are absent or unavailable, the Treasurer shall perform these duties, and in the latter's absence by the oldest member of the Board.
2. The proceedings of the Board are only valid if half of members of the Board are present.
3. Each member of the Board shall have one vote.
4. Decisions shall be taken by a majority vote. In the event of a tied vote, the chair of the meeting shall have the casting vote.
5. The decisions taken by the Board shall be sent to the Members for information.
6. The resolutions of the Board are noted and signed in an electronic document by the President and any members of the Board who wish to do so. The document shall be kept available electronically at the disposal of all Members of the Association.

#### C. THE PRESIDENT

1. The General Assembly shall elect a President from among the Board members, whose term may be renewed. The President is also a member of the Board.
2. The President, or in his/her absence, the Treasurer, is entitled to accept gifts made to the Association and to perform all necessary formalities with respect to the acquisition thereof, subject to compliance with all statutory requirements.

#### D. EXECUTIVE DIRECTORS

1. The directors with executive power can be appointed by the General Assembly upon a proposal of the Board who will fix the conditions of his/her appointment in a written agreement.
2. The directors with executive power are in charge of the Association's current and daily management and have all the powers related thereto subject to such conditions as the Board may lay down from time to time. He/she operates within broad principles and directives as decided at the General Assembly, ensures the representation and the implementation of the tasks assigned to the Association, in the period between two General Assemblies. He/she sees to it that all his/her work and the activity of its regular and statutory agencies are carried out in accordance with the Articles of Association, the

internal rules and all prescriptions and decisions taken by virtues of the Articles of Association or the internal rules. He/she is authorised to represent the Association at highest levels and on all operational matters and implements the yearly strategy and budget approved by the Board. He/she presents the annual activity report to the General Assembly and is in charge of the preparation and organisation of the work of the General Assembly.

3. The Directors may be charged with the management of a staff and an office.
4. Unless otherwise decided by the President, the Directors attend the meetings of the General Assembly and those of the Board in an advisory capacity.

#### **E. LIABILITY OF THE BOARD AND THE DIRECTORS**

In the performance of their functions, the members of the Board and the Directors shall not be held personally liable towards third parties. They shall, however, be answerable to the Association for the performance of their duties under their mandate.

## Article 6: Budget and accounts

1. The financial year shall commence on January 1 of each year and shall end on December 31 of each year.
2. The annual accounts of the Association as per December 31 can be checked by one independent auditor appointed by the General Assembly.
3. The Board must submit the account of the previous financial year to the General Assembly for approval during the Ordinary Meeting of the General Assembly.

# Article 7: Representation

1. All acts which bind the Association shall validly be signed by two members of the Board, one of which will be the President or the Vice-President, who will not need to justify their authority towards third parties. For specific purposes, this power may be delegated by decision of the Board to one of the Board members and/or one of the Directors, who will not need to justify their authority towards third parties.
2. All judicial actions, whether as a plaintiff or as a defendant, will be conducted by the Board, represented by the President. For specific purposes, this power may be delegated to one of its members and/or one of the Directors.

## Article 8: Internal Regulations

1. The internal regulations of the Association are established by the General Assembly.
2. A copy is kept available electronically for all Members of the Association. The internal regulations complement the present statutes and are mandatory for all. A copy is given to all Members of the Association.
3. In the case of an amendment of the internal rules, the amendments shall be mentioned in full in the agenda.
4. Any resulting changes shall be stated in full in the minutes of the General Assembly, which will have decided upon them, and all Members of the Association will be notified.

# Article 9: Amendment - Dissolution – Liquidation

1. Without prejudice to the law of 27 June 1921 the General Assembly can meet in an Extraordinary Meeting with regard to any proposal to amend the Articles of Association or to wind up the Association.
2. The General Assembly shall be convened by the Board, either at its own initiative, or at the initiative of one quarter of its Members. The convening notices shall contain the text of the proposed amendments, and will be sent at least at least ten days before the date of the General Assembly which will decide upon the proposal to amend the Articles or to wind up the Association.
3. The General Assembly can only amend the Articles of Association or wind up the Association if two-thirds of the delegates are present. However, should this quorum not be achieved, another General Assembly shall be convened, which will give a definitive and valid decision on the proposal in question, irrespective of the number of delegates.
4. The General Assembly may only adopt an amendment to the Articles of Association or decide on the winding-up of the Association by a two-thirds majority of votes cast.
5. Amendments to the Articles of Association shall only come into force following approval by royal decree and ten days after publication in the Annexes to the Belgian Official Journal, in accordance with the Belgian Law of 27 June 1921.
6. The General Assembly shall decide on the procedure to be followed for the winding-up and the liquidation of the Association. As part of the liquidation process, the assets of the Association will be allocated to a not for profit organisation pursuing similar objectives.



# Article 10: Final clause

Any matters which are not covered by the present Articles of Association will be governed by the provisions of the Belgian Law of 27 June 1921

Consolidated text

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