

Articles of Association

English version of the constitution of DARE, registered in Belgium under n° 480.114.168, in the Dutch language. Last updated: **2022/06/02**.

Article 1. Organisation

Art. 1. Section 1. Legal form

The organisation is an entity with legal personality, more specifically as a non-profit association (hereinafter referred to as "VZW"). The association is established for an indefinite period of time, but may be dissolved at any time.

Art. 1. Section 2. Name

The organisation will be named "Democracy and Human Rights Education in Europe", in short called "DARE".

Art. 1. Section 3. Legal seat

The legal seat of DARE will be established at Nijverheidsstraat 10, 1000 Brussels, in the capital district.

The managing body (hereinafter "the Board") has the power to transfer the registered office to any place within the Brussels Capital Region.

Article 2. Objectives and tasks

ART 2. Section 1. Selfless Objective

DARE will pursue the following objective: To support the European community of values by supporting education and awareness- raising of citizens about democracy and human rights.

ART. 2. Section 2.Object

DARE shall engage in all activities that contribute to the achievement of the above purpose, including:

1. exchanging information, content, methods and personnel;
2. providing training for staff, officers and volunteers within member organisations;
3. developing common databases and systems;
4. developing common educational projects, standards and good practice.
5. developing common public relations;
6. lobbying at European level and beyond in pursuit of higher recognition, and corresponding financial resources.

The description of these activities is purely exemplary and not exhaustive.

The VZW may undertake all actions to complete the object and to promote the provided that the proceeds thereof are spent on the disinterested purpose and in accordance with the object.

The VZW does not operate a business or engage in any transactions of a profit-making nature, within the meaning of Article 2, 5° WIB92. The VZW engages in transactions that consist of activities that are only incidentally related to industrial, commercial or agricultural activities, or which are not performed according to industrial or commercial methods, within the meaning of article 182 WIB92.

Art. 2. Section 3. Principles of Operation

The aforementioned objectives and activities will be pursued in accordance with the following principles of operation:

1. DARE shall be a network operating in the public interest and on a non-profit basis.
2. DARE is independent of all party political, religious or sectional interests.
3. DARE shall promote, and in its own practices subscribe to, principles of non-discrimination

All positions described in the Articles of Association (such as Chairperson, Deputy Chairperson, Board Member, Treasurer, Secretary, or General Secretary,...) are gender neutral. They are equally accessible to women and men.¹

4. Subject to resources permitting the use of other languages in addition, the working language of the network for organisational purposes shall be English. However, Belgian language legislation is to be observed for all official purposes., though this never will be detrimental to the observance of the Belgian language legislation for official purposes.

Article 3. Membership

Article 3. Section 1. Full members

Non-governmental organisations, public institutions or other organisations can apply for Full Membership if they:

1. are committed to the objectives of DARE as set out above and involved in practical educational work;
2. have their seat within a member State of the Council of Europe;
3. pursue the network objectives within member countries of the Council of Europe.

Candidate members must complete an application form and send it to the Secretary of the DARE Board. The Board will decide on the acceptance of the candidate as a Full Member. The Board can decide arbitrarily and without

¹ in the Dutch legally binding text of the Articles of Association the functions are described as: “voorzitter, ondervoorzitter, bestuurder, commissaris, penningmeester, secretaris, or secretaris-generaal”. The English translation uses: Chairperson, Deputy Chairperson, Board Member, Treasurer, Auditor or General Secretary.

further motivation that a candidate is not accepted. Candidates are accepted under the following suspensive conditions:

- ratification by the next general meeting
- payment of the membership fee, at a rate fixed by the General Assembly. The maximum membership fee is currently 750 Euros per year.

Full Members have all the rights and obligations described in these statutes. The full members have the right to vote at the General Assembly. The association has at least two full members.

Art. 3. Section 2. Associate Members

Any individual, public or private organisation supporting the goals and objectives of DARE can apply for Associate Membership of DARE. The Board has discretionary powers to accept or refuse the application without further motivation.

Acceptance as an Associate Member implies the payment of a membership fee as decided by the Board.

Associate Members have no voting rights.

Art. 3. Section 3. Withdrawal

Any Full Member may submit their resignation from DARE to the Board at any time by a formal notification containing a notice of resignation to the Secretary of the Board. The withdrawal shall become effective after 1 month of the date of the registered letter. The member shall, however, be obliged to the payment of all due membership fees and participation in the costs agreed for the year in which the withdrawal is submitted.

Associate Members can withdraw from DARE at any time through oral or written notification. The withdrawal becomes effective within 1 month after notification.

Art. 3. Section 4. Suspension of Full Members

Full Members failing to pay their membership fees for the current year shall with effect from 1st January ensuing automatically forfeit their membership, pending regularisation through settlement of the fees outstanding.

Art. 3. Section 5. Termination of Membership: Exclusion

If a Full Member acts against the aims and objectives of DARE, its membership can be terminated, upon recommendation by the Board or upon request of at least 1/5 of all members, by resolution of the General Assembly, at which at least 2/3 of all Full Members are present or represented and deciding by 2/3 majority of the votes of all Full Members present or represented. In case termination of membership is proposed, the Member involved has a right to be heard.

Associate Members acting against the aims and objectives of DARE can be excluded from membership by sole decision of the Board.

Art. 3. Section 6. Rights

1. No Member of whatever category can claim and/or exercise any rights whatsoever on the assets of DARE.
2. This exclusion of claims of rights applies at any moment in time: during membership, at termination of membership for whatever cause, at dissolution of DARE, etc.

Article 4. The General Assembly**Art. 4. Section 1. The General Assembly**

The General Assembly shall consist of all Full Members, represented by one specific delegate-proxyholder of the Member. Each Full Member has one vote.

Art. 4. Section 2. Observers

Observers shall be allowed to attend the General Assembly and may, with permission of the Chairperson, address the General Assembly.

ART 4. Section 3. Powers

The following exclusive competences can be exercised only by the General Assembly:

1. the amendment of the Articles of Association;
2. the appointment and dismissal of Board members and the determination of their remuneration, if any;
3. the appointment and dismissal of the statutory auditor and the determination of his/her remuneration;
4. the discharge of the Board Members and the statutory auditor, as well as, as the case may be, the lodging of the association's claim against the Board Members and the statutory auditors;
5. the approval of the annual accounts and of the budget;
6. the dissolution of the association;
7. the exclusion of a member: the general meeting may only decide to exclude a member if at least two thirds of the members are present or represented at the meeting. If this last condition is not fulfilled, a second meeting shall be called and the new meeting shall deliberate and decide in a valid manner, irrespective of the number of members present or represented. The second meeting may not be held within fifteen days following the first meeting.
8. the conversion of the VZW into an ivzw, a cooperative company recognised as a social enterprise or to a recognised cooperative social enterprise;
9. making or accepting a contribution for no consideration of a universality;
10. all other cases where the law or the articles of association so require.

Art. 4. Section 4. Meetings

Annual meetings of the General Assembly shall be held during the second quarter of the year and at a place mentioned in the invitation forwarded to

all Full Members, Board members and eventually auditors at least 8 weeks prior to the date of the meeting. The decision to call a General Assembly shall be taken by the Board. The invitations are sent or signed by the Chairperson of the Board. This call shall be accompanied by a proposed draft agenda to which any item accepted by the Board or requested by at least 1/20 of all Full Members shall be put on the agenda no later than 4 weeks prior to the meeting. Modification of the Articles of the Association can only be put on the agenda if they are proposed by a minimum of 1/20 of the Full Members, representing at least 3 different nationalities.

Special meetings of the General Assembly may be called by the Chairperson after decision by the Board or at the request of a minimum of 1/5 of all Full Members. Such meetings shall require advance notice of at least four weeks. The Board may allow members to participate remotely in the deliberation of the General Assembly by means of electronic communication. If the Board provides for this possibility, the convocation shall describe the procedures for remote participation.

Notwithstanding the provisions of Title 4 of these Articles of Association and except in the case of Articles of Association, decisions of the General Assembly may be taken in writing without convening a meeting and without deliberation, provided all members agree unanimously.

Art. 4. Section 5. Quorum and vote

In order to validly deliberate at least 1/3 of the Full Members should be present or represented, representing at least 1/5 of the nationalities among the Full Members. Decision shall be taken by majority vote, except when provided for differently in the law or in the Articles of Association.

Modification of the Articles of Association requires a quorum of 2/3 of the Full Members being present or represented and is considered valid if approved by 2/3 of the Full Members present or represented, unless provided for differently in the law.

Other Members can represent Members, who cannot be present at the meeting. Each Member can hold a maximum of two proxies. Represented Full Members are taken into account in order to determine the quorum for presence.

Voting may be by roll call, by show of hands, or if requested by at least 1/3 of the Full Members present or represented, by secret ballot.

If the number of votes is equal, the Chairperson will cast the deciding vote.

ART 4. Section 6. Minutes

Minutes shall be kept of each meeting, which shall be signed by the members who wish to do so. The minutes can be inspected by members and interested third parties at the Association's registered office.

Article 5. The Board

Art. 5. Section 1. Board members, election procedure, and duties

1. The Board shall consist of a minimum of three and a maximum of seven Board Members, who may or may not be members of the association. If

and as long as the non-profit association has fewer than three members, the Board may consist of two Board Members. In case of a two-member Board, one member of the Board cannot exercise a casting vote.

2. No more than two Board members may have the same nationality
3. At least 1/3 of the Board members shall be female and at least 1/3 shall be male.
4. The General Assembly shall appoint from among the members of the Board the holders of the following positions:
 - a) a Chairperson who will preside over meetings of both the General Assembly and the Board;
 - b) 2 Deputy Chairpersons who will preside over meetings of the General Assembly and of the Board when the Chairperson cannot be present;
 - c) a Treasurer who shall, under the supervision of the Board, execute the duties related to this function;
 - d) a Secretary.
5. Board members are appointed for three years. Board members are eligible for re-election once. Board members appointed in the interim complete the current mandate. If the mandate of a Board Member becomes vacant before the end of his or her term of office, the remaining Board Members shall have the right to co-opt a new Board Member to complete the current mandate. The next general meeting must confirm the co-opted Board Member's appointment. Upon confirmation the co-opted Board Member terminates the mandate of his/her predecessor. In the absence of confirmation the mandate of the co-opted Board Member ends at the end of the general meeting, without prejudice to the regularity of the composition of the Board up at that time.
6. Board members cannot hold more than one of the above-mentioned positions.
7. Board members will act as individuals in the best interests of DARE.
8. The distribution of capital gains to Board Members, members and other individuals is prohibited, except for disinterested purposes specified in these bylaws
9. A Board Member who voluntarily resigns must notify the Board in writing (by e-mail, ordinary or registered letter). This resignation shall take effect immediately unless the number of Board Members has fallen below the statutory minimum. In this case, the Board must meet in order to:
 - either co-opt a Board Member itself within a reasonable period of time (in which case the next (in which case the next general meeting must confirm the co-option),
 - or to convene a General Assembly within a reasonable period of time, which should provide for the replacement of the Board Member concerned.

In the first case mentioned above, at the time of co-optation, and in the second case mentioned above, at the time of confirmation by the General Assembly of a substitute Board Member, the voluntary right to vote shall be suspended. When a replacement Board Member is confirmed by the general meeting, the voluntary resignation of the Board Member concerned shall take effect.

When a Board Member with one of the functions listed under Art. 5, section 1, 4. Resigns or is dismissed as a member of the Board, this shall automatically result in the termination of his/her office.

Art. 5. Section 2. Competences

1. The Board is authorised to perform all acts necessary or useful for the realisation of the object of the association, with the exception of those acts for which the general meeting is authorised by law.
2. The Board may delegate the daily management to a Secretary General. The daily management shall include both acts and decisions which do not exceed the needs of the daily life of the association and those which, either because of their minor importance or their urgency, do not warrant the intervention of the Board.
3. The Board is authorised to delegate specific listed tasks and responsibilities, on pre-agreed terms and subject to a maximum time parameter, to specialists who need not be representatives of a member organisation but shall still be accountable to the Board for the discharge of such duties.
4. The Board reviews actions and takes decisions between meetings of the General Assembly and implements policies approved by the General Assembly. To this end, the Board may set up Working Groups that shall work on different themes of interest to the fields of interest of DARE. These Working Groups will act as preparation instances. Their establishment does not however imply any delegation of power by the Board.
5. The Board shall not interfere in the internal affairs of any member organisation. However, the Board has the right to suspend any member organisation from the activities of the association whose activities may be found to be in violation of the Articles of Association of DARE, the final decision on the matter belonging to the General Assembly as set out in these Articles of Association.
6. The Board has the authority to make proposals for changing the Internal Rules within the limits of these Articles of Association. A copy of any such Internal Rules, including revisions, shall be sent to all Members. The latest version of the Internal Rules can be found at the registered office address.

Art. 5. Section 3. Meetings

The Board shall meet at least twice a year or more often at the request of the Chairperson or of a minimum of 1/3 of the members of the Board.

The Board can meet via video conference, telephone conference or mail conference and deliberate on the items on the agenda. All regulations that apply to a physical meeting of the Board apply to this. A Board Member may

participate in a meeting by video conference, telephone conference or mail conference and thus deliberate on the items on the agenda.

In exceptional circumstances, the resolutions of the Board may be adopted by unanimous written decision of all Board Members, with the exception of any resolution excluded by the articles of association. The decisions taken shall be recorded in the minutes of the next meeting. The minutes shall also include the reasons for having chosen written decision-making.

Art. 5. Section 4. Quorum and Vote

The Board exercises its powers as a college. The Board can only validly deliberate and decide if the majority of the Board Members are present. Decisions shall be taken by a simple majority of the votes cast by the Board Members present. Notwithstanding this, in the event of a tie the vote of the Chairperson or of the person replacing him shall be decisive. This provision shall cease to have effect in the event of a two-member Board. Abstentions and invalid votes shall not be taken into consideration.

Art. 5. Section 5. Replacement

Should a vacancy occur in the Board, should the Board decide on replacement.

Art. 5. Section 6. Minutes

Minutes of every Board Meeting are drawn up by the Secretary or the Board Member indicated by the Chairperson at the start of the Meeting. The minutes are kept in a separate binder, and are available for consultation by all members at the General Assembly.

Art. 5. Section 7. Representation of DARE: Authorised Persons

1. All legal acts which bind DARE shall, be signed by the Chairperson and either a Deputy Chairperson, the Secretary, or the Treasurer. These function holders can represent the non-profit association through their individual actions. These authorised persons must have the capacity of Board member. The termination of office of these authorised persons can take place
 - a) voluntarily by the authorised person himself by submitting writing resignation (via email, ordinary or registered letter) to the Board.
 - b) by dismissal by the General Assembly. The decision by the Board must be notified to the party concerned.
2. For special acts, the Board may designate one or more authorised representatives, who may or may not be among the Board Members, who may act individually or jointly. The authorised representative acts within the limits and the limitations of the special mandate, as determined by the Board.

Article 6. Finances

Art. 6. Section 1. Sources of Income

The sources of income of DARE shall be:

- a) regular membership fees;

- b) subsidies, grants, gifts, contributions, donations, legacies and other provisions of wills and testaments given to support either the general aims or a specific purpose of the organisations;
- c) financial sources acquired by any other means not in violation of the law.

Art. 6. Section 2. Accounting Year

1. The accounting year starts on January 1st and end on December 31st.
2. The Board shall submit the annual accounts of the preceding accounting year to the annual meeting of the General Assembly for approval as well as a proposal of the budget. This annual meeting also votes on the discharge of the Board Members.

Article 7. Dissolution

1. The General Assembly shall be convened to address proposals regarding the dissolution of DARE submitted by the Board or by 1/5 of all Members.
2. Quorum and majority are stipulated according to Article 20 of the Companies and Association Code.
3. In the event of voluntary non-judicial or judicial dissolution, the General Assembly shall decide that the assets of DARE shall be awarded to another non-profit organisation having a similar or related aim and operating within the Council of Europe.

Article 8. General Terms

Art. 8. Section 1. Applicable Law and Legal Text

1. Aspects which are not foreseen in the present Articles of Association and more particularly the publications in the Annexes to the Belgian Statute Book (Belgisch Staatsblad/Moniteur Belge), will be dealt with in accordance with the Companies and Association Code.
2. The Dutch original text is the legally binding text.

Thus prepared and adopted at the General Assembly of 02/06/2022 in Brussels.

PIRKER Georg
Chair

KHOROLTSEVA Eugenia
Secretary