

# Articles of Association

## Silba as an organisation

**Article 1.** The name of the association is "Silba – Initiative for Dialogue and Democracy"

**Article 2.** The association is a Danish nationwide non-profit youth organisation

**Article 3.** Membership is open to individuals who are under the age of 35 and who sympathize with its objectives. Individuals who are 35 and older can sign up as supporting members.

Section 2. Silba local associations may be admitted as members upon the approval of the Executive Committee by a 2/3 majority, after which their members acquire membership rights.

Section 3. Other associations and companies may be admitted as collective supporting members without voting rights upon payment of a minimum fee determined by the Executive Committee.

Section 4. Silba can partner with any organisation or association in Denmark or abroad who is aligned with the goals of Silba and beneficial to Silba. The main board decides by 2/3 majority, if Silba will partner with an organisation or association. Partners do not acquire any membership rights to Silba.

**Article 4.** The aim of Silba is:

- To promote dialogue and establish cultural ties across the world
- To support democratic participation and strengthening of civil liberties throughout civil society
- To convey a nuanced picture of nations in which Silba is involved in Silbas home nation

Section 2. Silba is not geographically bound and will operate in countries the main board deems will do most to further Silbas aims.

Section 3. Silbas aims will be achieved through the following activities:

1. Continuously keeping in touch with civil society organisations and other relevant parties that work for dialogue, civil liberties and democratic participation.
2. By organizing and participating in seminars dealing with dialogue, civil liberties and democratic purpose.
3. Organizing election observation missions with the purpose of:

- a. Training election observers to participate in global democracy more effectively
  - b. Create opportunities for cultural exchange with fellow local partners who share the aims of enhancing dialogue, democracy and civil liberties.
4. Organizing long term projects in targeted countries with the aim of empowering local youth to better participate in dialogue, democracy and exercising civil liberties.
5. Organizing events in Denmark to inform Danish civil society about the politics and culture of targeted countries including lectures, debates and cultural activities

## **The General Assembly**

**Article 5.** The highest authority of the association is the general assembly, which is held in Denmark every in the fall before the end of November

Section 2. The general assembly is convened in writing with at least 20 days' notice to the members who have paid their subscription within the last 12 calendar months, incl. the month in which the general assembly is being held. It is the responsibility of the member to ensure that Silba's secretariat has the correct e-mail address of the member. It is the responsibility of the President to convene and organize the general assembly as was as to make the agenda available. The agenda of the general assembly must at least include the following points:

1. Election of chairman, keeper of the minutes and counting assistants.
2. Report by the President
3. The Financial Manager will present the already audited and submitted accounting.
4. Consideration of political and organisational proposals.
5. Consideration of proposed amendments of the articles of association.
6. Determination of individual membership fees for the following year
7. Elections of the main board:
  - a. Election of President
  - b. Election of Vice President
  - c. Election of Financial Manager
  - d. Election of Head of the International Projects (IP Manager)
  - e. Election of Head of the Elections Observation Missions (EOM Manager)
  - f. Election of Head of Community Department
  - g. Election of Head of Communications Department
  - h. Election of two non-executive members (committee managers and members)
  - i. g) Election of two deputies for the main board.

8. Election of two members for the positions as internal auditors. They review the accounts of the association from the standpoint of fairness and good practice in the management of the association's finances.
9. Election of auditor.
10. Other matters.

Section. 3. Amendments to the Articles of Associations may only pass with a 2/3 majority. Amendments to the Articles of Associations shall enter into force immediately.

Section 4. Extraordinary general assemblies will be held when a majority of the members of the main board or at least 1/5 of paying members demand it.

Section 5. Voting rights and electability at the general assembly are bestowed to all who have paid the membership fees within the past 12 months up to and including the day of the general assembly. Only members who are physically present at the general assembly may exercise their voting rights.

Section 6. All elections where there is more than one nominee must be conducted through a written ballot.

Section 7. A written ballot must be used for voting if requested by at least one the attendees who are entitled to vote or if decided by the chairman.

Section 8. Proposals for discussion at the general assembly under items 5 and 6 of the agenda must be submitted to Silba's secretariat no later than ten days before the general meeting and must no later than eight days be sent via e-mail to the voting members, provided they have given their e-mail address.

Section 9. At the same time as the notice to the general assembly, a draft agenda must be provided to the members. Members can send agenda requests no later than ten days before the general assembly. The final agenda will be send to the members eight days before the general assembly

## **Main board**

**Article 6.** The main board consists of the president, who is the natural chairman of the main board, the vice-president, the financial manager, the head of international projects, the head of election observation missions, the non-executive members elected at the general assembly, as well as one representative from each local branch chosen by the local associations. Each member of the main board has voting rights at the main board.

Section 2. The two deputies to the main board can attend main board meetings. The deputies obtain voting rights in case that one of the non-executive main board members are absent.

Section 3. All appointments to the executive- and non-executive positions are valid until the next general assembly, unless an extraordinary assembly is held with the aim of reconstitution.

Section 4. In the event that the general assembly does not elect all non-executive members or deputies to the main board, the main board will be allowed to appoint members of Silba to fill vacancies by a 2/3 majority.

Section 5. The main board may with a 2/3 majority decide to replace any member of the main board.

Section 6. In the event of resignations from the main board, the main board may appoint new members by a 2/3 majority.

Section 7. Local representatives are appointed by their local branches. In the event that a local representative is appointed to an executive- or a non-executive position in the main board, the local branch can appoint a new representative.

Section 8. The same person cannot have more than one vote in the main board.

Section 9. In the event of a tied vote, the president will have the deciding vote, though not for issues related to the replacement of executive- and non-executive main board members or the expulsion of a member from the association.

**Article 7.** The main board is responsible for the management of Silbas national and international activities.

Section 2. The daily work and meeting routines of the main board are laid out in the *rules of procedure*, which are negotiated, approved and signed at the first meeting of the main board after the general assembly. Changes to the *rules of procedure* requires a 2/3 majority.

Section 3. The main board defines the budget for Silbas core funding. The budget has to be negotiated, approved and signet at the first meeting of the main board after the general assembly. Changes to the budget requires a 2/3 majority.

Section 4. The main board determines which activities, projects and grants may be pursued in Silbas name.

Section 5. The main board can establish committees to carry out specific tasks in conjunction with or separate from the executive committee.

Section 6. The main board can with a 2/3 majority expel members of Silba, who works against the aims of the association. An expulsion can be appealed at the next ordinary or extraordinary general assembly.

Section 7. In case an extraordinary assembly is held with the aim of reconstitution, the executive- and non-executive members will have their authority restricted and the validity of their decisions before the extraordinary general assembly will be judged there.

**Article 8.** The main board may compensate board members for work that the board deems extraordinary by granting an honorarium.

Section 2. The main board may grant salaries to main board members to enable or incentivize work that the board deems beyond what could be expected from a volunteer board member.

**Article 9.** The main board may employ staff on full or part time to support the mission of Silba.

Section 2. The main board may establish a permanent or temporary staffed secretariat for the management of administrative-, project specific- or any other tasks.

Section 3. The main board may appoint a general secretary to lead a permanent or temporary secretariat.

Section 4. In the case the main board has hired staff or established a secretariat, the president are responsible for the management of these.

## **Heads Of Departments**

Article 10. The heads of departments are:

- Head of Election Observation Missions
- Head of International Projects
- Head of Communications
- Head of Community

Section 2. The head of departments may invite members to become part of their departments.

Section 3. The head of departments operate with the level of autonomy determined appropriate by the main board.

Section 4. All members of the departments must sign a written agreement that they will adhere to Silbas articles of association, code of conduct and data policy.

Section 5. At the beginning of the academic semesters, the head of departments will present a 6 month schedule and budget for approval by the main board. The main board can amend the budget and schedule with a  $\frac{2}{3}$  majority.

## **The Executive Committee**

**Article 11.** The executive committee consist of the president, the vice-president, the financial manager as well as the heads of the IP- and EOM departments.

Section 2. The executive committee has the responsibility of Silbas daily management.

Section 3. Each member of the executive committee holds executive power of their respective fields and budgets, within the confines set by the main board.

**Article 12.** The president and the vice-president share overall responsibility for Silba.

Section 2. The president and the vice-president may in unison take urgent executive actions throughout the association. Such decision can only be made, if it is not possible to convene the main board before.

Section 3. The president and the vice-president are responsible for representing Silba to other organisations.

**Article 13.** The executive committee may delegate the responsibility to manage hired staff or an established secretary to a general secretary.

Section 2. The appointment of a general secretary grants the general secretary a permanent position in the executive committee.

Section 3. The general secretary will be obliged to attend main board meetings and meeting of the executive committee deemed appropriate by the executive committee. The executive committee is constrained by the contract signet with the general secretary in this regard.

## **Finance**

**Article 14.** The funds of the association are obtained through membership fees, voluntary contributions as well as donations from foundations.

Section 2. The association is bound by the signature of the president and the financial manager. They alone may acquire loans on behalf of Silba.

**Article 15.** The fiscal year of the association is the calendar year.

Section 2. Silbas revenue will be audited by an external auditor.

Section 3. Silbas annual financial report will be audited by the internal auditors appointed by the general assembly.

**Article 16.** The liability of the obligations of the associations is limited to the assets of the association.

Section 2. The association may maintain liquidity by taking on debt with the explicit aim of receiving funds.

## **Miscellaneous**

**Article 17.** Dissolution of the association may only happen if 2/3 of the voting members on two consecutive general assemblies vote in favour of this and "the desire to dissolve the association" is stated in the initial summoning.

Section 2. Upon dissolution of the association, any funds will fall to DUF - Dansk Ungdoms Fællesråd (Danish Youth Council) for use within areas covered by Silba's Article 4.

**Article 18.** The primary language of Silba's Articles of Association is English.

**Article 19.** The primary language of Silba is English. Members of Silba shall endeavor to as often as possible to use this language.