

**Founding Statute**  
**"EUROPEAN IMPLEMENTATION NETWORK"**

**Proposed for adoption at the Constitutive General Assembly of 2 December 2016**

**"European Implementation Network"** Association

An association is founded by the members herein, governed by Articles 21-79, IV of the local Civil Code.

The Association is registered with the Tribunal d'Instance of Strasbourg.

It shall be comprised as follows:

**ARTICLE 1- Name**

Its name is the "European Implementation Network"

Its abbreviation is: EIN

**ARTICLE 2: Objective and Values**

The objective of the association is to carry out and support relevant and appropriate actions that are directed at promoting the full, effective and rapid implementation of decisions of international human rights courts, particularly judgments of the European Court of Human Rights (ECtHR) and, more broadly, to promote Human Rights and Fundamental Freedoms.

The core values of the association comprise respect for human rights and fundamental freedoms, including the principles of equality, non-discrimination, sexual and reproductive rights.

The association is not for profit.

**ARTICLE 3: Headquarter**

EIN's headquarters are located at Lodge, 20 avenue du Neuhof, 67100, Strasbourg, France.

The location of the headquarters may be changed by decision of the Board without amending the statute.

#### **ARTICLE 4: The Means of Action**

Any activity allowing the association to achieve its objectives and goals may be undertaken. The association relies on volunteers and/or salaried employees for the implementation of its objectives and values.

#### **ARTICLE 5: Duration**

The duration of the association is open-ended.

#### **ARTICLE 6: The Resources**

The resources of the association may be comprised of:

- subsidies from public or private organizations
- profits from events organized by the association
- donations and bequests
- revenue from the association's assets
- membership fees
- other resources that are not prohibited by the laws and regulations in force

#### **ARTICLE 7: Members**

Any organization, represented by one individual, or any individual interested in the mandate of the association may become a member.

Each member must respect this founding statute of the EIN.

The association is composed of:

- a) Founding members
- b) Members

A founding member is any individual or organization who signed the founding statute and participated in the constitutive General Assembly. The founding member has a right to vote at the General Assembly and can run for Board positions.

A member is any individual or organization adhering to the founding statute. Members have a right to vote at the General Assembly and can run for Board positions. If an individual member is employed by an organization that is also a member of the EIN, and that individual is not the

appointed representative to the EIN of the organization, he/she does not have a right to vote at the General Assembly. To be recognized as a member of the EIN, the candidate must demonstrate his/her willingness to support the development and activities of the EIN.

### **ARTICLE 8: Conditions Governing Admission of Members**

To become a member, the individual or organization must:

- meet the conditions set forth in Article 7 of the founding statute;
- fill out and sign the membership application, including a statement upholding the founding statute and the values of the association set out in Article 2;
- provide its founding statute (if an organization) or other relevant documentation justifying an activity in relation to the EIN objective, together with a brief letter stating the reasons for which the organization or individual wishes to join the EIN as a member, and outlining the contribution he/she/it can make to support the development and activities of the EIN.

### **ARTICLE 9: Termination of Membership**

EIN membership ceases upon:

1. Death or dissolution
2. Resignation sent in writing to the Chair
3. A member may be expelled by the Board following a qualified vote of two-thirds if the Board finds that the member has ceased its cooperation with the EIN or/and has ceased any activity related to the fields of work or objectives defined by this founding statute and/or has engaged in activities contrary to the EIN's founding statute.

### **ARTICLE 10: Ordinary General Assembly**

The General Assembly is composed of all members of the association. Whenever possible, the General Assembly meets every two years and each time required by the interests of the association.

#### Convocation and Organization

The Chair convokes the General Assembly. EIN members are advised of the date and venue of the General Assembly preferably three months and at least one month before the meeting. A provisional agenda is sent to the members by the Board at the same time as the notice is given of the General Assembly meeting. Should a member wish to add an item to the agenda, the member shall do so by informing the Secretary up to ten days before the day of the General Assembly meeting.

Participation in the General Assembly via videoconference is permitted. Electronic signatures are permitted.

The Chair, assisted by the members of the Board, presides over the General Assembly.

All resolutions and decisions of the General Assembly are included in the General Assembly's report signed by the Chair and Secretary. A sign-in sheet is signed by each member participating in person or virtually and checked by the Chair and Secretary.

#### Proxy Voting, Voting and Quorum

Members are entitled to cast a vote by proxy on behalf of another member. Each member may only cast one proxy vote. Such a proxy shall be given in writing or electronically.

Remote electronic voting via videoconference is permitted.

The Assembly's deliberations are valid only if one fourth of the members participate (in person or via videoconference) or are represented at the Assembly. If a quorum is not achieved, a second General Assembly may be convened not sooner than fifteen days after the first General Assembly. The deliberations of the second Assembly are valid regardless of the number of members present or represented.

Each member has one vote. Resolutions of the General Assembly are made by the simple majority of votes cast (members present or represented).

The votes are cast by a raise of hand unless a simple majority of the members request a secret ballot. In the event of a tie, the Chair's vote is dispositive.

### **ARTICLE 11: Powers of the Ordinary General Assembly**

The ordinary General Assembly has the authority to:

- be consulted upon the strategic direction of the EIN;
- approve biannual activity reports and financial statements;
- approve the accounts for the closed fiscal years and vote on provisional budgets;
- elect the members of the Board;
- vote on the level of membership fees, if appropriate;
- more generally, rule on all matters that do not fall within the competence of the Board.

Within the limits of the powers that are conferred by the local Civil Code and by this founding statute, all members are required to abide by resolutions of the General Assembly, including those adopted in their absence.

### **ARTICLE 12: The Board**

#### **12.1 Composition**

The association is administered by the Board that may be comprised of 5 to 11 members. The board is elected by the General Assembly for a term of four years from amongst its members, and half of the board members shall be up for election every two years.

Board members can be elected for a maximum of two consecutive terms.

In the event of a vacancy, the Board must, by appointment, provisionally replace the resigning member(s) if the vacancy results in the number of board members falling below the minimum statutory threshold. Otherwise, the appointment of provisional members is optional. The Board shall definitively replace the resigning members at the next ordinary General Assembly. During this General Assembly, the resigning seats are put to a vote as done at any other General Assembly. If the co-opted person to temporarily replace a resigning member is elected, the first of the two consecutive terms begins at that time.

## **12.2 Board meetings**

The Board meets at least once every six (6) months upon the convocation of the Chair, or at any time requested by a simple majority of the board members.

Participation in board meetings via videoconference is permitted.

The board's deliberations are valid only if a simple majority of board members participate (in person or via videoconference) or are represented. A board member may cast vote by proxy on behalf of another member. Each member may only cast one proxy vote.

If there is no clear consensus, decisions are made by a simple majority of the members participating or represented. In the case of a tie vote, the Chair casts the deciding vote.

The minutes of Board meetings are kept and signed physically or electronically by both the Chair and Secretary. They are transcribed in a register, signed and initialed at the secretariat of the association.

## **12.3 Powers of the Board**

The Board makes all necessary decisions to manage the association that do not fall under the competence of the General Assembly. It is responsible for convening and running the General Assembly and making sure that amendments to the present founding statute and other statutory changes are recorded with the Register of Associations of the Tribunal d'Instance in Alsace-Moselle within 3 months.

In particular, the Board has the competence to:

- in close cooperation with the EIN Director, prepare a programme of activities and provisional budgets, to be submitted to the General Assembly at its next meeting, and monitor its implementation;
- approve operational and programmatic matters to ensure the functioning of the association;

- appoint the director in charge of the day-to-day management of the association and decide his or her remuneration and advise on the recruitment of other staff members as appropriate;
- oversee budget execution and closing fiscal year accounts;
- prepare activity reports and financial statements of the association and present them to the General Assembly;
- appoint an external auditor to perform the audit of the financial accounts
- appoint a bureau from among its members to which it delegates powers
- appoint, at its discretion, an advisory expert committee with no voting rights to provide strategic reflection and counsel to the Board and EIN Director
- approve applications for and terminations of EIN membership

## **12.4 Bureau**

The Board elects a Bureau comprised of:

- a Chair
- a Vice-Chair
- a Secretary
- a Treasurer

Where it sees fit, the Board may also elect a Vice-Secretary from its members. Bureau members shall be elected for a term of two years. They may be elected for a maximum of two terms.

The bureau meets - in person or virtually - regularly, at times it deems appropriate, and at a minimum every two months and is convened by the Chair. It administers the association in accordance with the general directions of the General Assembly and the decisions made by the Board.

### **The Chair**

The Chair upholds the founding statute and safeguards the interests of the association. The Chair represents the EIN and oversees its effective operation, in consultation with the Board. He/she represents the EIN at any legal, judicial or quasi-judicial proceedings that may arise. He/she may delegate representative functions to other members of the Bureau.

### **The Vice-Chair**

The Vice-Chair supports the Chair in discharging his/her functions, including sharing responsibilities as appropriate. The Vice-Chair acts for the Chair when s/he is not available and undertakes assignments at the request of the Chair.

### **The Secretary**

The Secretary is responsible for ensuring that accurate and sufficient administrative documentation of the EIN exists and that it meets the legal requirements of the local Civil Code. In order to fulfill these responsibilities, the Secretary takes minutes at meetings, ensuring their

accuracy and availability, notifies the Register of Associations of any statutory changes to and performs any other administrative duties as need be.

### **The Treasurer**

The Treasurer oversees the financial development and management of the EIN, in close consultation with the Board and the Director. He/she reports to the Board at its meetings. The Treasurer presents the financial report at the General Assembly meeting.

## **12.5 Procedure for electing members of the Bureau**

The Board elects a Chair, a Vice-Chair, a Secretary and a Treasurer from its members.

Candidacy must be submitted to the Secretary prior to/at the start of a Board meeting. A candidacy will only be valid if the candidate declares orally at the meeting, or in writing or electronically, prior to the meeting, that the candidate is willing to take office if elected.

Any candidate may make a statement to the Board regarding his/her candidacy. The presentation of such a statement shall take no longer than five minutes.

To be elected, a candidate must receive the simple majority of the votes cast by the Board members participating or represented. In case of a tie, the vote is retaken. A candidate who fails to be elected for a position may be nominated for a subsequent position.

The votes are cast by a raise of hand unless a majority of the members request a secret ballot.

## **12.6 Compensation**

Board members are not paid for their duties. Reasonable costs incurred during their term may be reimbursed upon receipts.

## **12.7 End of term, dismissal, and resignation of Board members**

Board members leave office at the end of their mandate. Mandate of Board members can be extended until their replacements take their mandate.

Any Board member may resign before the end of their set term. A Board member puts his/her resignation in writing to the Board.

Any Board member who misses three successive meetings of the Board without cause may be dismissed from his/her duties. Such dismissal is decided upon by the Board by simple majority, after the Board member concerned has been given an opportunity to provide an explanation.

## **ARTICLE 13: General Assembly: Extraordinary Session**

The extraordinary General Assembly has jurisdiction to amend the founding statute and to dissolve the association.

The convocation and voting procedures are the same as those for the ordinary General Assembly set forth in Article 10 of this founding statute, with the exception of the following stipulations.

The Assembly's deliberations are valid only if two-thirds of the founding and active members participate (in person or via videoconference) or are represented.

Resolutions of the extraordinary General Assembly are made by two-thirds of the votes cast by members participating or represented.

#### **ARTICLE 14: Amendment to the Founding Statute**

Only an extraordinary meeting of the General Assembly can amend the founding statute.

To be admissible for discussion by the extraordinary General Assembly, proposed amendments to the founding statute must be submitted by the EIN's Board at least 30 days before the meeting date.

The amendments to the present founding statute are decided by two thirds of votes cast by the members present or represented.

The Extraordinary General Assembly cannot discuss any other amendments, including alternatives to the amendments submitted for discussion, than those proposed for discussion on the agenda of the meeting. The amendments to the statute will be consolidated in a report, signed by the Chair and Secretary and the Register of Association of the Tribunal d'Instance shall be notified within a 3-month period.

#### **ARTICLE 15: Dissolution of the Association**

EIN can only be dissolved after an extraordinary meeting of the General Assembly has been convened.

Dissolution can only be declared if two thirds of the members are participating or are represented at the meeting convened.

The General Assembly may appoint one or more members or non-members of the association to proceed with the liquidation of its assets.

In the event of dissolution, and after liquidation of liabilities, any residual profit after liquidation may, together with the EIN's assets, be donated to another not-for-profit, non-partisan organisation devoted to the defense and protection of human rights.

The dissolution shall be included in a report signed by the Chair and the Register of Association of the Tribunal of Instance shall be notified as soon as possible.

#### **ARTICLE 16: Bylaws**

A set of Bylaws may complement the conditions for applying the founding Statute.

The Board adopts the Bylaws with a two-thirds majority of its members.

EIN Members are informed about the Bylaws.

**ARTICLE 17: Approval of the Founding Statute**

This founding statute has been approved by the Constitutive General Assembly, held in Strasbourg on 2 December 2016.