

# Articles of Association

As Amended 18 11 2023

## Silba as an organization

**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 organization

**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 organization 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 organization 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 organizations 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 democracy

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 selected 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 the countries where Silba operates or countries which are of interest to the organization 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 well as to make the agenda available. The agenda of the general assembly must at least include the following points:

1. Election of chair of the assembly, 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 organizational 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. 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 the National Trustee
10. Election of auditor.
11. 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 main board members 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 of the attendees who are entitled to vote or if decided by the chair of the assembly.

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 sent to the members eight days before the general assembly

## **Main board**

**Article 6.** The main board consists of the president, who is the natural chair of the main board, the vice-president, the financial manager, the head of international projects, the head of election observation missions, the head of the community department, head of the communications department, 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 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. In the event that a Main Board member resigns from their elected position during their term, the natural successor to the position is one of the elected deputies. A deputy will assume the full role of the unassigned position in question.

Section 6. In case deputies cannot or do not wish to take the open position, the Main Board may with a 2/3 majority vote to appoint a new board member following an open call within the organization.

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 tie 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 signed at the first meeting of the main board after the general assembly. Changes to the budget require 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. 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 can with a 2/3 majority expel members of Silba, who they are found working against the aims of the association. The expulsion of a member can only be done at a meeting, held in the Main Board. The expulsion has to be proposed by a member of the board, or by a local association.

Section. 2. The member has the right to know who has proposed the expulsion, unless the matter relates to breaches of the organization's Code of Conduct and the reporting party wishes to be held anonymous. At a main board meeting, in which expulsion of their membership is to be discussed, the member is invited to speak or send a written statement to be included during the point of expulsion. The member must be notified no later than 7 days prior to the point being proceeded at a Main Board Meeting.

Section 3. An individual who has been expelled from the organization by the board, may at a General Assembly appeal the decision. The individual will here hold the right to speak or send a written statement at the General Assembly, in which it is here the General Assembly which deals with the matter.

**Article 9.** 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 10.** 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- as well as 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 is responsible for the management of these.

## **Heads Of Departments**

Article 11. 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 12.** The Executive Committee consists of the President, the Vice President, the Financial Manager as well as the heads of the International Projects Department, Election Observation Mission Department, Community Department and Communications Department.

Section 2. The executive committee is responsible for Silbas daily management.

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

**Article 13.** 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 decisions 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 organizations.

**Article 14.** 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 meetings of the executive committee deemed appropriate by the executive committee. The executive committee is constrained by the contract signed with the general secretary in this regard.

## **Finance**

**Article 15.** 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 16.** 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 17.** 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 18.** Dissolution of the association may only happen if 2/3 of the voting members on two consecutive general assemblies vote in favor 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 19.** The primary language of Silba's Articles of Association is English.

**Article 20.** The primary language of Silba is English. Members of Silba shall endeavor to use this language as often as possible in the context of the organization.

**Article 21.** All members of the organization must act in accordance with the Silba - Code of Conduct when acting in their capacity as a member of Silba, or participating in any Silba-related activities.

Section. 2. The Code of Conduct shall be published on Silba's webpage.