



# DiEM25 - Organising Principles

## Preface

DiEM25 has a single purpose: To promote the principles and values embodied in its Manifesto on the basis of participatory, open-source, democratic actions by members drawn to DiEM25 for this purpose.

The Organising Principles proposed below aim at helping organise DiEM25's work and activities in a manner consistent with DiEM25's purpose. True to DiEM25's commitment to unifying democrats across borders, cultures, movements, and political party affiliations, we are avoiding a federal structure and minimising centralisation in the running of DiEM25's activities. To this effect, we propose:

- A single Coordinating Collective to coordinate all of DiEM25's actions
- An Advisory Panel
- The Validating Council
- The already instituted DiEM25 Spontaneous Collectives that act at the local, municipal and national levels

Lastly, to give DiEM25 the necessary legal status, DiEM25 was set up as an International Organisation in Brussels, under Belgian and European Union law, so that it has legal standing throughout the EU without the need to establish DiEM25 as an NGO in 28 different member-states. The relationship between DiEM25's Organising Principles herein and DiEM25's official constitution (under Belgian Law – see Appendix) is discussed in section 7 below.

*N.B. This document contains legal information. In case of inconsistency or conflict between versions of the document, the English version shall prevail over any translation.*

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## 1. Coordinating Collective (CC)

At the beginning, DiEM25 was put together spontaneously by initiators who conjured up, together and haphazardly, the idea of a pan-European association aiming at creating a movement for, simultaneously, democratising Europe in general and the European Union institutions in particular, enhancing democratic sovereignty at the local, city, regional and national levels. The time has come, however, to formalise this group that has been, since DiEM25's inauguration on February 9, 2016, steering its activities into a Coordinating Collective.

The proposed Coordinating Collective (hereafter 'CC') will not act as some central committee that makes policy. Instead,

- The CC will coordinate all activities (e.g. Events, Assemblies, Campaigns) that have been proposed by the Advisors' Panel, members, DSCs, or by DiEM25's Validating Council.
- The CC will act quickly in response to events that require a rapid DiEM25 response (e.g. the press release after the attacks in Paris or Brussels), always seeking ex-post approval from the Validating Council.
- The CC will recommend to the Validating Council disciplinary action against members who have grossly violated DiEM25's principles and/or Manifesto.
- The CC will comprise twelve members, to be elected/selected in the manner described below.
- DiEM25 is a feminist movement promoting gender balance in all its bodies, including the CC.
- No individuals in public office or holding positions of major responsibility within a political party (e.g. sitting on its national executive or leadership board) can sit on the CC.

- CC members will have their DiEM25-related expenses recompensed and receive remuneration in a manner consistent with DiEM25's finances, priorities and principles.
- The CC will be assisted by several Coordinators (e.g. Coordinator of the Communications Team, Coordinator of DiEM25 Volunteers, Coordinator of Finance and Accounts, Coordinator of DiEM25's Art Team, Secretarial Coordinator etc.) These appointments will be made by the CC on a full time or part time basis and will be remunerated in a manner consistent with DiEM25's finances, priorities and principles. Coordinators will sit on the CC ex officio.
- The CC will meet once a week (mostly but not exclusively through teleconference) and will be chaired on the basis of a rota system that ensures a high frequency rotation of the chair (ensuring rotation at least once every three months). No provision is made for a Secretary General or President.

### Election/Selection of the CC

At first, the initiators who were behind DiEM25's creation in February 2016 and who have been, de facto, working on organisational matters on a daily basis will propose to DiEM25 the first twelve members to sit on the CC. DiEM25 members will vote, using DiEM25's digital voting platform, to approve or not this first CC. Within twelve months of the formation of the first CC, six CC positions will be put up for election. And then a year later, the remaining six positions will also be openly contested. In this manner, every year half of the seats on CC will be renewed through an election.

- Elections to the CC will be conducted electronically, using the digital platform under development.
- All DiEM25 members will be eligible to vote as long as they have been members for a minimum period (to be agreed by the CC with the approval of the Validating Council). This minimum period serves to prevent rogue registrations prior to an important vote by people who have no interest in promoting DiEM25's aims but seek to influence its decisions.
- All DiEM25 members are eligible to stand for the CC except serving politicians who hold elected office in national parliaments, in the European Parliament, serve as ministers of state in national governments or on the national leadership/executive of national parties (membership of political parties, including serving on regional or lower level political party committees, is not included in this provision).
- As in every election six CC places are contested, each DiEM25 member will be able to vote for up to six candidates from a single list of candidates. There is no requirement to be nominated by a minimum number of members and all candidates will be given equal space on DiEM25.org to present their candidature.
- There will be no term limits for membership of the CC.
- CC members who are incapacitated, terminated (following a recommendation of the CC's majority that has been validated by the VC)

or who resign will be automatically replaced by the runner-up in the election round during which they were elected.

## 2. Advisory Panel (AP)

From its inception, DiEM25 has attracted some well-known, influential personalities from across the globe: artists and film-makers, economists and intellectuals, writers and activists. They have been helping 'curate' DiEM25's thinking, events and campaigns from the very beginning. It is, therefore, proposed that they become acknowledged as a group. Thus, the Advisory Panel.

Advisors sitting on the Advisory Panel will, naturally, advise DiEM25 and facilitate the implementation of its aims. Just like all DiEM25 members, they will have the opportunity to propose actions, campaigns etc. to the Coordinating Collective (CC) as well as to DiEM25 at large. They can recommend changes to the Manifesto or to DiEM25's governance, including the nomination of potential CC members. Of course any such changes must go through the amendment process that involves the whole of DiEM25's membership - see Section 5 below.

As for nominations of new Advisors, any DiEM25 member can make suggestions to the CC which then puts these proposals up for approval by the Validating Council.

## 3. Validating Council (VC)

Some decisions transcend the CC's coordination role. E.g. a hastily drawn up press release (in response to some extraordinary event) may need the validation of the membership, proposals for new members of the Advisory Panel, or for expulsion of members who violated the principles of the Manifesto. These are not decisions to be taken by the CC as they require broader consent and validation.

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As these decisions will need to be validated quickly, it will not be possible to mobilise the whole DiEM25 membership to vote within a tight deadline. For this purpose, and so as to give incentives to members to consider themselves permanently engaged in DiEM25 activities, a Validating Council (hereafter 'VC') is instituted to be selected as follows:

- The VC comprises 100 DiEM25 members.
- Any DiEM25 member that wants to be a VC sitting member puts her or his nomination forward, via the website.
- Selection is by sortation: A simple algorithm selects randomly from all the nominees 100 candidates who automatically acquire the status of VC member.
- The algorithm has only one internal constraint: half of the 100 members will be women and the other half men (with a provision for members who choose to declare their gender as 'other', in which case they are apportioned to one of the two with a probability of 50-50).

- The first VC members' tenure lasts for six months. After the first six months, half (50) of the VC members are replaced (again by a random draw among members who declared their interest in becoming VC members). A fresh draw takes place every three months, ensuring that each VC member has a tenure of six months (except the inaugural VC members who serve longer) and that half of the VC membership is refreshed every three months.
- The VC is not a body supervising the CC and does not meet independently. The VC's remit is to validate, with a Yes or a No, proposals put to the VC by the CC.
- VC decisions are made by simple majority within specified time limits.
- The VC meets digitally, on a special page of DiEM25.org, and votes by means of DiEM25's tailor-made voting platform.
- There will be no quorum but the CC is responsible for having made available to all VC members, on each issue and in as timely a manner as circumstances permit, all information relevant to the VC's decision. VC members are not remunerated as their work should not take much time.

The decisions that VC members will be called to make include those pertaining to:

- Approval of new Advisors
- Validation of decisions that go beyond the coordination role of the CC
- Expulsion of members that violate the spirit of the Manifesto
- Resolution of disputes at local, national or European level, at the recommendation of the CC
- Overseeing and validating any process for amending the Manifesto and/or the Organising Principles

The VC will not replace internal referenda but will help the CC by validating decisions that need to be made quickly. Indeed, all members will be consulted on most issues that are not pressing time-wise (e.g., changes to the Organising Principles, the Manifesto, membership of CC, or the content of policy papers).

## 4. DiEM25 Spontaneous Collectives (DSCs) and Municipal/Regional/National DiEM25 Committees

The idea is not new. It reflects the Scottish Enlightenment's notion of 'spontaneous order' as well as ideas or practices of self-management and cooperatives, Rick Falkvinge's 'swarms', etc.

**DSCs:** DiEM25 has given the notion of self-organising participants a new twist, combining physical meetings at Town Halls with DiEM25 spontaneous collectives (DSCs) of members keen to promote the Manifesto's goals. To remain effective and flexible, DSCs are envisaged to comprise 5 to 15 members only.

**Local:** For most activities, DSCs are best suited for people who live reasonably close to one another.

**Horizontal:** DSCs are self-governing, with no need to validate their actions from the CC. Each DSC elects one person who will be responsible for maintaining communication between DiEM25 at large, the CC and the specific DSC.

**Guidelines:** DSCs cannot promote causes or values other than those outlined in the DiEM25 Manifesto and the current DiEM25 campaign(s). To ensure that all DSC actions are in line with the Manifesto, and to have some quality control over how the public will perceive DiEM25, DSC members are obliged to ask a specified number of DiEM25 members to approve any texts/images/videos/actions destined for the public – if this peer review process approves them, the DSC member can proceed in the name of DiEM25. DiEM25's Volunteers Coordinator will make available detailed DSC Guidelines (e.g. on the peer review process), to be approved by the CC and the VC.

### What can a DSC do?

Essentially anything that will make DiEM25 a success:

- Spread the ideas of DiEM25 (through media, internet, events, etc.)
- Develop policy proposals to be submitted to the Forum or even to the CC
- Bring in new members (asking them to register at <https://www.diem25.org/>)
- Organise gatherings, debates, presentations, events, campaigns. In order to refer to these as official DiEM25 events "organised by <DSC in name>", they need to be open to all DiEM25 members in the same local community, town or country.

### What can a DSC not do?

- Engage in illegal activities
- Promote ideas that violate the spirit of DiEM25's Manifesto or DiEM25's ongoing Campaigns
- Collect or spend money outside of DiEM25's established system of collecting and spending donations
- Use DiEM25's name, logo, platform or organisation for commercial purposes, including selling merchandise and other products or services to DiEM25 members
- Promise or show support to other political organisations and political candidates, except if the alliance has approved by the CC. If a DSC feels that such an alliance is important when the CC disagrees, the said DSC can ask the CC to organise a membership-wide referendum on the matter.
- Enter contracts on behalf of DiEM25-International or otherwise engage in actions that the international level of the organisation will be held legally responsible for

- Organise DiEM25 Assemblies (Nb. unlike gatherings or events, Assemblies are to be organised by the CC)
- Purport to represent whole cities, regions or countries without the approval of DiEM25's CC. For this purpose, it is expected that they adopt names such as DSC London 1, DSC Barcelona 1, etc. so that when other DSCs appear in the same vicinity they can adopt the names DSC London 2, DSC Barcelona 2 etc.
- To make clear that opinions expressed are those of the particular DSC, and not of DiEM25 for the whole region/country in which the DSC is located, DSCs will use the white background logo for public online posts, while the broader organisation will use the orange/red logo. DSCs will also sign all press releases and other materials with their DSC name or with "DiEM25 Volunteers in ...", so as to distinguish them from messages by elected representatives of DiEM25.

### How to create a DSC

Go to [www.diem25.org/forum](http://www.diem25.org/forum), click on "Meet local members" forums and navigate to one's area. Either create or answer a post about forming a DSC in that area. If there is too little activity in the member's area, members can also create an online-only DSC [here](#).

### Principles of successful DSC meetings

Small group discussion is the key element in empowering members. People become more committed through the physical act of speaking. Conversely if people do not speak at all in a meeting or very little, then they become passive and feel disempowered. The primary aim of DSC meetings should be to motivate and empower its members through peer-group activities that build a collective identity and a common political outlook.

DSCs must strive to find answers to the question: What do DiEM25 values and principles mean *in practice*? How can meetings make participants leave the (physical or digital) room feeling enthused rather than alienated?

DSCs are encouraged to discuss within them, but also across different DSCs, the rules of inclusive engagement so members are aware of them from the beginning, and to avoid having to conjure them up after anti-social and coercive behaviour is observed.

### Municipal, Regional and National DiEM25 Associations

DSCs are DiEM25's cells and backbone. However, DiEM25 must also organise campaigns at a municipal, regional and/or national level in a manner that requires organisation transcending the capacity of DSCs.

The CC will, in consultation and jointly with all relevant DSCs, organise (as a pilot programme initially, maturing into a pan-European network) for DiEM25 members of a certain language, city, region or country to form official DiEM25 organisations for the purposes of running city, region and/or national level campaigns, e.g. *DiEM25 in the UK*,

*DiEM25 in Italy, or DiEM25 in Dublin.* These committees will, in association with the CC and all relevant DSCs, be responsible for policies, campaigns and activities that are specific to that Municipal/Regional/National jurisdiction. All such agglomerations will need to be approved by the Validating Council (VC).

## 5. DiEM25's Progressive Agenda for Europe: Assemblies-Policy Papers

DiEM25's political aim is to put together, from the grassroots upwards, a democratic 'Progressive Agenda for Europe' (hereafter 'PAE') addressing systematically the six systemic challenges facing the continent. Organisationally, the process of putting together the PAE will play a key role in mobilising members, experts and public opinion in the pursuit of the PAE. The six systemic challenges identified during DiEM25's Berlin inauguration on February 9, 2016 as the PAE's main pillars were:

1. Transparent Europe: Introducing transparent government across Europe
2. Open Europe: Migration and Refugee Policy
3. European New Deal: Rationalising Europe's economy
4. Working Europe: Labour, technology, employment and the distribution of income, beyond the capital-labour contract, basic income
5. Green Energy and Technological Sovereignty: Channelling large-scale investment funding to green energy and sustainable practices, securing Europe's technological sovereignty
6. Europe's Constitution: Imagining a democratic pan-European constitution and the process that may lead to it

DiEM25 is committed to developing a fully-fledged Policy Paper for each of the above six issues/challenges by the end of 2017. The CC can, and will, amend this list as developments require. The process by which each Policy Paper will be completed is described below:

Step 1 - DiEM25 compiles a list of questions for each of the six challenges above and calls on its members to convene locally, and in the spirit of self-organisation, to propose particular solutions and policies. We envisage, in addition to our digital Forum, debates in Town Hall meetings, meetings in theatres, cinemas, cultural centres, etc.

Step 2 - All policy recommendations, concerns and suggestions are compiled by a dedicated DiEM25 Expert Committee (one per Policy Paper) with a view to putting together a Policy Paper Proposal that will be submitted to a DiEM25 Assembly – see Step 3

Step 3 - At fixed dates and in fixed cities (one per Policy Paper), a DiEM25 Assembly takes place in which the relevant Proposals are debated and the DiEM25 Policy Paper is finalised.

Step 4 - The DiEM25 Policy Paper is put to a vote of all members using DiEM25' digital platform.

**Amendments to the DiEM25 PAE:** The same process applies as in the case of amendments to DiEM25's Manifesto and Organising Principles.

## 6. Amendment Process for Manifesto and the Organising Principles

Amendments of the Manifesto and of DiEM25's Organising Principles must be a carefully designed and implemented process, lest DiEM25's character and mission are inadvertently damaged.

1. Proposals for emendations to the Manifesto and to the Organising Principles must be submitted to the CC bearing signatures of 10% of the membership or at least 30 of the 100 members of the VC.
2. Once submitted to CC, CC undertakes to make a proposal to the VC.
3. The VC will have an opportunity either to accept the CC's proposal or send it back to the CC for further refinement – this capacity to return the proposal to the CC can only be exercised once and with a simple majority.
4. The CC's proposal, once Step 3 has been completed, will be put to the Membership in an internal DiEM25 Referendum. To be carried, a super-majority of 60% and a minimum 50% participation rate of all eligible members will be necessary.

DiEM25's Organising Principles will be validated, by the VC, every year. If the VC fails to validate the Organising Principles, the CC will take note of member criticisms of the current Organising Principles and recommend amendments within six months.

## 7. Financial Governance and Legal Structure (International Association)

### **Fund raising, membership dues and fund disbursements**

DiEM25 membership carries no compulsory fee. Members may be requested to contribute to DiEM25's finances depending on their capacity. DiEM25 may also seek larger contributions from members and non-members, ensuring maximum transparency standards are in place.

DiEM25's Coordinator of Finances will report regularly to the CC and all decisions on fundraising and fund acceptance will be validated by the VC.

To ensure both full decentralisation and full transparency in DiEM25's payments system, DiEM25 will adopt a digital, transparent payments and donations platform that combines the two. For instance, a DSC in Valencia will be able to raise funds locally that will flow into

the Brussels bank account while retaining full control, via the DiEM25 digital payments platform, of the funds it collected. The payments platform will be:

- Fully decentralised, requiring no approval except from the representatives of the DiEM25 unit (e.g. some DSC, the CC, a national DiEM25 Committee) that collected it.
- Fully transparent, as anyone (even non-DiEM25 members) will be able to visit the site and see who gave monies and how the monies were spent.

### **DiEM25's Legal Status as International Association domiciled in Belgium**

DiEM25 needs to have a firm legal standing throughout the EU. This is crucial not only to avoid legal complications but also to ensure that our fund raising, and fund disbursement, are fully transparent and beyond reproach – both politically and legally.

To avoid registering DiEM25 in all 28 EU member-states, DiEM25 has been registered in Brussels as an International Non-Profit Making Association (INPMA). A bank account will be attached to this INPMA into which all monies collected throughout the EU will flow, and out of which all payments will be made.

### **The relationship between DiEM25's Organising Principles and DiEM25's official constitution as specified by Belgian Law**

Belgian Law, under which DiEM25 has been recognised as an INPMA requires a particular governance structure which does not fully correspond with DiEM25's Organising Principles. For this purpose, DiEM25's official constitution (see Appendix below) is different to its actual governance model as described in the Organising Principles above. The bodies and executives demanded by the legal governance structure will have no authority over DiEM25's political work and will only be responsible for conveying to Belgium's legal authorities, and in a manner consistent with Belgian Law, the decisions of DiEM25 bodies described in the Organising Principles. To guarantee the primacy of DiEM25's Organising Principles over the official DiEM25's constitution, all DiEM25 members and elected/selected officials (e.g. members of the Coordinating Collective, the Advisory Panel, the Validating Council etc.) pledge to adhere to the following Letter of Agreement courtesy of joining DiEM25 and being elected/selected to serve in any official capacity:

#### **Letter of Agreement between all DiEM25 members and elected/selected DiEM25 office holders**

By joining DiEM25, and participating in its work as a member and an elected/selected office holder, I pledge that I shall operate within DiEM25's Organising Principles as laid down in this document. I also pledge that if I also serve on any of DiEM25's bodies (e.g. Board of Directors), or hold any office defined by DiEM25's official constitution (see Appendix below), as submitted to and approved by Belgian authorities, I shall do so on the understanding that, in that context, I must abide fully by the decisions and instructions given to me and to my colleagues from the decision making bodies defined by DiEM25's Organising Principles. In short, I pledge to respect the primacy of DiEM25's Organising

Principles and the decision-making bodies defined in the latter over DiEM25's bodies defined by the official constitution.

To facilitate maximum consistency between the political organisation of DiEM25 (the present Organising Principles - **OP**) and DiEM25's official constitution (**C**), the following arrangements will be in place:

The **Members**, defined in C below, will consist of CC members plus Ex Officio members (the Coordinators), defined in OP – and so the **General Assembly (C)** will coincide with the extended CC (**OP**).

The **Board of Directors**, defined in C below, will consist of the CC members, defined in OP.

The **Secretary General**, defined in C, will be the **Secretarial Coordinator (an Ex Officio member of the CC)**, defined in OP.

The **Treasurer**, defined in C, will be the **Coordinator of Finances (an Ex Officio member of the CC)**, defined in OP.

The **Chair and Vice Chair of the Board of Directors**, defined in C, will be appointed by the CC, defined in OP.

## The legal-political governance disconnect

### APPENDIX: The legal constitution of International non-profit making Association DiEM25

**Preamble:** DiEM25 brings together all those united in the belief that that “Democracy across Europe is a prerequisite for a functioning prosperous European Union. We believe the EU is running out of time, quickly. Change is needed – an immediate change of direction with the aim of creating a democratic Union by 2025, at the latest. This is the core message of DiEM25’s Manifesto which sets out how such an aim can be achieved and the timescale.

These statutes provide both a framework for DiEM25 to pursue its objectives, and govern its own open and democratic decision-making processes.

#### Name, Headquarters and Duration

##### Article 1      Name

1.1. An international non-profit making association shall be constituted, named DiEM25 or in full “Democracy in Europe Movement 2025” (hereinafter “the Association”).

1.2. The Association is ruled by Title III of the Belgian Law of June 1921 on non-profit making associations, international non-profit making organisation and foundations, as amended by the Law of 27 December 2004 (hereafter the “Law of 27 June 1921”).

1.3. The aims and objectives pursued by the Association are of an exclusively non-profit nature. It does not seek to make a profit, either for itself or for its members. Any surplus is reinvested in the pursuit of the aims of the Association.

1.4. It uses its financial resources to fulfil the aims set out in the statutes and refrains from offering high remuneration to its constituent bodies, to its staff or to third parties.

## **Article 2          Headquarters**

2.1. The headquarters of the Association are established at the "Maison des Associations Internationales", 40 Rue Washington, 1050 Brussels.

2.2. The headquarters may be transferred to any other location in Belgium by a decision of the Board of Directors published within one month in the appendices to the "Moniteur belge".

## **Article 3          Duration**

3.1. The Association is set up for an indefinite period, subject to a review by the General Assembly before the expiry of the deadline of 2025 set for the fulfilment of its own objectives.

## **Aims, Priorities and Cooperation with other organisations**

### **Article 4          Aims**

4.1. The aims of the Association are:

- To democratise the European Union;  
To bring about transparency in an EU decision-making process which is hidden behind technical language;  
To subject the EU's bureaucracy to the will of sovereign European peoples;  
To dismantle the habitual domination of corporate power over the will of citizens;  
To re-politicise the rules that govern the European single market and common currency.  
In pursuit of these aims the Association excludes activity of a profit making character and it is independent from political parties, commercial interests, governments and any other public authorities.

### **Article 5          Priorities**

The Association establishes its priorities for the achievement of these aims by the EU before 2025:

- Take immediate measures to ensure full transparency in EU decision-making particularly in areas of economic governance, trade negotiations and lobbying.

Use existing EU institutions and Treaties to bring about equitable and European solutions to Europe's crisis of public debt, banking, inadequate investments and rising poverty.

Call a founding Assembly consisting of representatives elected by transnational ballot to draw up a European Constitution in order to transform Europe into a fully-fledged democracy.

## **Article 6 Cooperation with other organisations**

6.1. The Association will be open to cooperation with organisations sharing its objectives. Such organisations pursue democratic self-government from the local to the national level. DiEM25 is committed equally to working closely with transnational social movements and European associations promoting democracy beyond the nation state.

## **Membership, Admission, Participation, Exclusion and Contributions**

### **Article 7 Admission of Members**

7.1. DiEM25 is open to membership of any individual who signs a declaration stating the he/she:

- supports these statutes and acts independently of governments, political parties or commercial interests, commits to playing an active part in the life of the Association, supporting campaigns and participating in meetings and pays an obligatory annual contribution. Applications for membership are submitted to the Secretary General and accepted by the Board of Directors by simple majority.

### **Article 8 Participation of Members**

8.1. The Board of Directors and General Assembly ensure that:

- the latest social media infrastructure is used to allow the membership to gather online, debate and decide the future of the Association whilst also providing opportunities for face-to-face meetings; in this way membership initiatives for DiEM25 emerge; proposals resulting from such participatory processes are included on the programme of the Association after being accepted in a ballot by a majority of Members representing a significant number of countries; elections to the Board are submitted to democratic primaries whereby candidates have to secure the support of a given number of Members from a significant number of countries. On a proposal from the Board, the Assembly will establish criteria, such as how many countries is a "significant" number and rules for membership initiatives and primaries.

## **Article 9          Resignation and Exclusion**

9.1. Membership of the Association shall cease either by resignation or exclusion. Resignation shall be notified via the Secretary General and takes immediate effect. The exclusion of a Member may be decided in one of the following circumstances:

- serious violation of any provision of the statutes;  
evident conflict of interest which could call in question the independence of the Association;  
non-payment of the annual contribution after a reminder has been sent.  
Members have a right of appeal to the Board, which submits it to the General Assembly for final decision.  
Members who have resigned or are excluded have no rights with respect to the Association's assets.

## **Article 10          Members' Contribution**

10.1. Each Member pays an annual contribution fixed by the General Assembly on a proposal by the Board of Directors. In exceptional circumstances, or to pursue a campaign not foreseen in the work programme, a special contribution may be requested on a case-by-case basis.

## **Governance, General Assembly, Board of Directors and Secretary General**

### **Article 11          The General Assembly**

11.1. The General Assembly shall be composed of all the Members of the Association, present or represented.

- Each Member has one voting right.  
Each member present may have a maximum of 10 proxy votes.

The General Assembly is chaired by the chairman of the Board of Directors.

11.2. The Members shall meet in ordinary General Assembly at least once a year. The Assembly shall also meet whenever the Board of Directors considers that it is necessary or at the request of a significant number of Members.

The General Assembly is held in conjunction with an annual Council/summer university of all members.

11.3. The General Assembly shall convene at the location indicated in the notice of meeting. The convocation shall be sent by the Secretary General, to all Members by e-mail at least three months in advance and shall include the agenda.

11.4. The General Assembly may only deliberate if the Members present or represented are at least fifty percent plus one of the total number of votes as determined in Article 11.1. If this quorum is not reached, a new Meeting shall be convened, in accordance with

Article 11.3, which shall deliberate validly regardless of the number of members present. The decisions of the General Assembly shall be taken by a simple majority of the votes present.

11.5. A two-third majority of all votes shall be required to pass resolutions that concern the following questions:

- amendments to the Statutes;  
the exclusion of any Member; and  
the dissolution of the Association.

11.6. Statutory changes shall enter into force only following their approval by the competent Belgian authority and their publication according to Articles 50 §3 and 51 §3 of the Belgian Law of 27 June 1921.

11.7. The decisions of the General Assembly shall be kept by the Secretary General in the minutes' register, in the Association's headquarters and they shall be made public.

11.8. All Members shall be informed of the decisions taken by the General Assembly by email.

11.9. A decision may not be taken on a matter which is not included on the agenda.

## **Article 12 Powers and responsibilities of the General Assembly**

The General Assembly shall hold all powers, in particular to:

- approve the annual accounts and determine the Association's budget;  
set the amount of the annual membership fee and any special contribution;  
approve the strategic plan;  
elect and dismiss the members of the Board of Directors and grant the discharge from their duties;  
amend the Statutes;  
exclude any Members, and  
dissolve the Association.

## **Article 13 The Board of Directors**

13.1. The Association shall be governed by a Board of Directors with a minimum of 12 and a maximum of 20 members.

- The Board of Directors should reflect both geographical balance and balance in the expertise and knowledge required by the Association.  
The members of the Board of Directors shall be appointed, on a proposal of the Members of the Association, by the General Assembly for four years. Outgoing members of the Board shall be eligible for re-election for one subsequent term.

Members of the Board of Directors may be dismissed by the General Assembly voting by a simple majority.

Should there be a vacancy on the Board of Directors, the Board shall provide for the provisional appointment of a new member. This appointment shall be submitted for ratification at the next General Assembly.

Members of the Board of Directors shall not be held liable for any obligation of the Association. Their liability is confined by the scope of their mandate.

Members of the Board of Directors shall not draw any personal profit from their mandate. Their mandate shall be unpaid; their expenses may be reimbursed.

13.2. The Board of Directors shall elect from its members a Chairman, a Vice Chairman and a Treasurer. The Board shall also appoint a Secretary General. His or her term shall be five years and may be renewed. The Secretary General takes part in the meetings of the Board without any voting right. The Board may suspend or dismiss the Secretary General. The Board may set up advisory groups and working parties.

13.3 The Board shall meet at least three times a year.

- The convocation accompanied by the agenda shall be addressed by the Secretary General to each member of the Board at least one month before the meeting. The Board may only deliberate if at least half of its members are present or represented by proxy. Each Board member may have a maximum of three proxy votes.

The decisions of the Board shall be taken by a simple majority of the votes present. The minutes of the Board are kept in a register at the headquarters of the Association. They are made public.

#### **Article 14 Powers and responsibilities of the Board of Directors**

14.1. The Board shall carry out the objectives of the Association. For this purpose, it shall be invested with all powers of administration and delegation as mandated by the General Assembly according to these Statutes. The Board:

- prepares the budget and accounts and other papers for the General Assembly; oversees the execution of the work programme; supports the work of the Secretary General in fundraising and building the Association; oversees any legal action.

#### **Article 15 The Secretary General**

15.1. The Secretary General of the Association is in charge of its daily management. She/he reports to the Board.

- All acts binding the Association shall be signed by the Chairman or a Vice Chairman of the Board or the Secretary General. The Secretary General represents the Association in any litigation, both as a plaintiff or defendant with support from two Board members.

## **Funds, Budget and Accounts**

### **Article 16      Receipt of Funds**

The Association may receive, in addition to Members' annual and special contributions, grants, donations, sponsorships and fees for projects provided such funding does not undermine, or be seen to undermine, its independence.

### **Article 17      The Budget**

17.1. The financial year is closed on December 31 of each year. The annual accounts of the Association will comply with Article 53 of the Law of 27 June 1921 and will be sent each year to the Ministry of Justice. The General Assembly is responsible for electing an auditor for three years and discharging the Supervisory Board and the Secretary General.

### **Article 18      Dissolution and Liquidation**

18.1. The Association may be dissolved, on a proposal of the Board of Directors, by a decision of the General Assembly in conformity with Article 11.4 of these Statutes. The General Assembly shall define the modalities of the Association's dissolution. In case of dissolution, whatever the cause, the holdings remaining after all debts have been paid and all liabilities covered shall be put to a disinterested and similar use to DiEM25 determined by the General Assembly.

## **Reference to Belgian law**

### **Article 19      Reference to Belgian law**

For all points not covered by these Statutes, the Association shall refer to Title III of the Law of 27 June 1921.