

Statutes EuroDIG Support Association

(revised version as of 20 June 2019)

1. EuroDIG Support Association

A European-Swiss not-for-profit association according to Swiss Civil Code, Art. 60 to 79, was created on 15 June 2012 in Stockholm, under the name “EuroDIG Support Association” (hereafter “the Association”).

The term not-for-profit is defined as follows: The Association only retains any profit to reinvest it; it reinvests it primarily in subsequent annual EuroDIG events and to a certain extent in the activities of the Association itself. The Association does not distribute profit to individuals at the end of the year. Otherwise it is defined similarly to a nonprofit organisation or association.

The European Dialogue on Internet Governance (EuroDIG) was created in summer 2008 in Paris and organised annual events from October 2008 to May 2011. After four successful editions the organisational structure was consolidated, inter alia by the creation of the Association. EuroDIG understands itself as the European edition of the global United Nations Internet Governance Forum (IGF), which was created by the UN World Summit on the Information Society (WSIS) in Geneva (2003) and Tunis (2005). Annual IGF meetings have been held since 2006 and the IGF's mandate was extended at the WSIS+10 High Level Meeting at the UN General Assembly in New York (2015).

2. Purpose

EuroDIG is a contribution to the implementation of the WSIS and WSIS+10 outcomes.

The purposes of the association are:

- a) To support the general objectives of the global Internet Governance Forum (IGF), i.e., inter alia, to promote the open development, multi-stakeholder based evolution and use of the Internet for the benefit of all people throughout the world.
- b) To organise and conduct one annual forum in a changing host country in Europe by reflecting the diversity of countries and cultures and including all parts of Europe equally. Such a European dialogue is a suitable way to overcome digital divides in Europe.
- c) To offer an open and inclusive dialogue on all aspects of Internet governance based on a multi-stakeholder approach including European governments, parliamentarians, European organisations, the business sector, technical community and civil society in its diverse composition.
- d) To offer a coordination umbrella for all national Internet governance initiatives in Europe and to enable synergies between such initiatives.
- e) To seek and promote exchange and collaboration with other non-European regional IGFs.
- f) To raise funds for and to manage the financial resources of the annual EuroDIG conference and to create and maintain a membership and participants data base besides an operational Secretariat for EuroDIG to provide a formal, stable and reliable legal address for any communication between EuroDIG and other parties.
- g) To promote synergies between European capacity building programs on Internet governance and literacy.

3. Financial resources

In order to pursue the purposes of the Association as outlined above, the Association will have to raise and deal with financial resources from various resources, including sponsor contributions, in-kind donations, fees, charges etc. All of these financial resources are intended for the benefit of activities planned and conducted by EuroDIG. The General Assembly may consider introducing and levying membership fees at any later stage.

The Association disposes of a bank account, which is managed by the Secretariat in cooperation with the Board. Further procedures are specified in the Association's Rules of Operation.

4. Organisational structure and Membership

The organisational structure of the Association is based on the following stakeholder groups representing the multistakeholder model in its various facets:

- Governments and IGO's (and respective institutions)
- Business stakeholder
- Civil society stakeholder
- Technical and academic community
- Youth, media and any other relevant stakeholders
- Coordinators of the various national IGFs in Europe

Details about the stakeholder groups can be found at the EuroDIG website: <http://www.eurodig.org/>

Membership of the Association is open to any natural or legal person interested in supporting the purposes of EuroDIG and has three main categories:

- a) Founding Members: those that signed the act of foundation of the Association in Stockholm in 2012 (see Article 18).
- b) Full Members: those that joined the Association at a later stage but have been recognized for their particular contribution by the Founding Members and existing Full Members (or the Core Membership).
- c) Associate Members: all others that have actively contributed over two or more years to the organisation of EuroDIG and related activities. Natural or legal persons (including organisations) may register to become Associate Members by contacting the Secretariat.

Founding and Full Members collectively form the Core Membership of the Association and have the right to vote on decisions of the General Assembly. Associate Members may become Full Members of the Association after cooptation by the Core Membership. Their candidacy must be submitted to the General Assembly, during which it will be voted on by the Core Membership. To be accepted a candidate should receive no more than three (3) opposing votes. If this condition is not fulfilled, the application is rejected, though a candidate may re-apply to a future General Assembly. The process for new Associate and Full Members to join the Association is further described in the Association's Rules of Operation.

5. Expiration of Membership

Membership of the Association expires

- a) for natural persons through withdrawal, or death.
- b) for legal persons / organisations through withdrawal, or dissolution

6. Withdrawal

Withdrawal from Membership of the Association is always possible. Notification of withdrawal shall be sent in writing to the Secretariat, for the attention of the Multistakeholder Board. The earliest withdrawal date is the end of the calendar year (31 December).

7. Organs of the Association

The organs of the Association are:

- a) The General Assembly, chaired by the (two Co-) President(s) of the Association
- b) The Multistakeholder Board

Further sub-groups or committees for the delegation of tasks could be created if needed.

A Secretariat lead by a Secretary-General is put in place to pursue the activities within the scope of the Association, to execute the decisions of the organs of the Association, and to assist them in their decision-making process.

8. The General Assembly

The primary organ of the Association is the General Assembly. It normally meets annually in conjunction with the EuroDIG annual meeting and is composed of all Members (though only Core Members have voting rights).

Invitations to General Assemblies will be sent in writing (normally electronically) at least three weeks in advance and will include an agenda. Extraordinary meetings of the General Assembly may be held by order of the Multistakeholder Board or if ten percent (10%) of the Core Members request such a meeting and indicate the issues to be addressed. In such a case, the extraordinary meeting is to be held within three months of receiving the request. The General Assembly may also decide at its meeting to hold another meeting of the General Assembly. Meetings of the General Assembly can be held physically or virtually and are normally open to any relevant subject.

The General Assembly is responsible for:

- a) Electing the Multistakeholder Board
- b) Approving changes and amendments to the statutes
- c) Approving the annual report and the financial report
- d) Approval of the budget submitted by the Secretariat
- e) Approval or rejection of new candidates to become Full Members
- f) Dealing with motions and inquiries
- g) Decide on the closure of the association

Motions will be dealt with by the General Assembly meeting only if the motion was submitted by the Multistakeholder Board or the motion was submitted to the Secretariat in writing at least two months in advance of the meeting of the General Assembly and is co-signed by at least 5 Core Members. Candidates for approval as new Full Members or for positions on the Multistakeholder Board must submit their names for consideration at least one month ahead of the General Assembly meeting.

In case of a ballot only Core Members will be asked to vote. Each Core Member, be they a legal entity, an organisation or an individual, has one vote at the General Assembly. Decisions will be based on a simple majority of the votes cast. The General Assembly can make decisions regardless of the number of Members present at the meeting.

Changes to the statutes, can be decided only during the regular General Assembly and a majority of two-thirds of votes cast by the Core Membership is necessary. The decision-making process is open unless the General Assembly decides upon a secret ballot.

9. The Multistakeholder Board

The Multistakeholder Board is a group composed of up to 7 individuals elected for 3 years, drawn from EuroDIG's different stakeholder groups. Individual stakeholder groups may have several representatives on the Multistakeholder Board, but not so many that they dominate the Board's composition. The Multistakeholder Board is elected by the General Assembly, and candidates must be Core Members of the Association. The Secretary General is an ex-officio Board Member, not elected but included by virtue of their position. He or she has the same rights and obligations, including the right to vote, as all other Board Members, but will step out when matters concerning the person of the Secretary General are up for discussion. The Secretary General is the only Board Member to receive compensation for his or her services.

For voting: the Multistakeholder Board will seek to work and make decisions on the basis of consensus, but if no consensus is reached, a qualified majority can decide.

The Multistakeholder Board is responsible for:

- a) Controlling, reporting and recommending the approval of the annual budget of the Association to the General Assembly;
- b) Approving the yearly host country agreement after proposal by the Secretariat;

- c) Approving the admission of new Institutional Partners;
- d) Recommending to the General Assembly the cooptation of new Full Members to be chosen among the Associates;
- e) Electing the President or two (Co-) President(s) of the Association
(the (Co-)President(s) will be elected from among the members of the Multistakeholder Board)
- f) Appointing or dismissing the Secretary General

The (Co)-president(s), supported by the Secretary General, represent EuroDIG in external matters and conduct the regular operation of the Association. Further procedures are specified in the Association's Rules of Operation.

10. Auditors

The secretariat will report on the budget in detail on an annual basis, by publishing a transparency report on the website.

The General Assembly may elect to employ a third-party company to audit the financial transactions and the statement of the Association upon request.

11. Secretariat

The Secretariat is responsible for carrying out the Association's operational tasks, maintaining the communication tools, coordinating the annual EuroDIG programming process, communicating with all Institutional Partners and the EuroDIG network. The Secretariat is managed by a Secretary General, who reports directly to the Multistakeholder Board.

The Secretariat works in close cooperation with the respective host team. The basis for this cooperation is a host agreement signed between the Association and each year's respective host organisation.

The Secretariat is obliged to balance between all stakeholder groups and shall constantly reach out to new stakeholder in order to broaden the EuroDIG network.

The Secretariat represents EuroDIG in operational and administrative matters and conducts the regular operation of the Association, except for those functions attributed to the Multistakeholder Board.

Organisation, tasks and responsibilities of the secretariat are further specified in the EuroDIG Rules of Operation.

12. Authority to sign

Specified Secretariat staff members have the authority to sign any expense up to and including 50,000 EUR. Transactions over 50,000 EUR may be approved or modified by the Multistakeholder Board and will require the co-signature of one of the Association's (Co)-President(s).

Host country agreements and agreements of political relevance require the co-signature of one of the Association's (Co)-President(s) and the Secretary General.

Further procedures are specified in the Association's Rules of Operation.

13. Liability

Personal liability of the Members is excluded.

14. Dissolution

The Association may be dissolved by an extraordinary meeting of the General Assembly upon a recommendation by the Board or by resolution from among the Membership at a General Assembly. Dissolution shall require a vote of no less than two-thirds of the Members who are present (physically or online) at the General Assembly and eligible to vote and may be decided only if such decision is included in the General Assembly agenda. Proxys will not be allowed. Dissolution is also de jure in the event of insolvency or if its bodies can no longer be constituted. All reasonable efforts should be made to inform all Members of the Association ahead of the extraordinary meeting.

In the event of liquidation of the Association, its remaining assets shall be entirely assignable to another not-for-profit entity and pursuing similar objectives to those of the Association. In no cases shall the Association's assets be returned to the Members or be used for their profit in whole or in part and in whatever manner. A transitional period of at least 1 year shall be warranted to fulfill any (financial) obligations towards third parties before the final closure.

15. Seat

The legal seat of the EuroDIG Association is Switzerland and according to Swiss Civil Code, Art. 60 to 79 association laws.

Legal address (Office Switzerland)

EuroDIG Support Association - c/o Thomas Schneider, President
Schächlistrasse 19
CH-8953 Dietikon

Postal address (Office Germany)

EuroDIG Support Association - c/o Sandra Hoferichter, Secretary General
Holbeinstraße 6
D-04229 Leipzig

Contact:

Tel.: +49 (0)341 301 28 27
www.eurodig.org

16. Effective Date

These revised statutes become effective with the approval of two-thirds of the Core Membership.

17. Legally binding text

The legally binding text for these Statutes of EuroDIG is contained in the English language document / version.

18. Founding members

There are 24 Founding Members of the Association. These are (in alphabetical order):

Sebastien Bachollet, Wolfgang Benedek, Chris Buckridge, Olivier Crepin-Leblond, Bertrand de La Chapelle, Avri Doria, Patrik Fältström, Paul Fehlinger, Letizia Gambini, Ayesha Hassan, Lee Hibbard, Sandra Hoferichter, Wolfgang Kleinwächter, Markus Kummer, Yrjö Länsipuro, Wolf Ludwig, Giacomo Mazzone, Juuso Moisander, Ana Neves, Ana Olmos, Vladimir Radunovic, Paul Rendek, Michael Rotert, Thomas Schneider