

STATUTES

for

Conductive Space for Peace (Association)

Name and location

Section 1

- 1.1 The name of the Association is Conductive Space for Peace Association (hereinafter referred to as the Association).
- 1.2 The Association is established on 21 December 2018 with formal registration date on January 1st, 2019.
- 1.3 The Association is an international NGO, based in the City of Copenhagen, Denmark.
- 1.4 The Association is registered under Danish Law under the category of “889910 Foreninger, legater og fonde med sygdomsbekæmpende, sociale og velgørende formål”

Objectives

Section 2

- 2.1 The Association is an independent and non-profit organisation with the objective to promote peace, human rights and democratic development through strengthening of collaboration among multiple stakeholders in a conducive space for engagement.
- 2.2 The objective shall be achieved through the promotion of transformative dialogue, reform initiatives, analysis and research that strengthen innovation, knowledge, and transformation within societies and relevant institutional frameworks.

Financing

Section 3

- 3.1 Activities of the Association shall be funded through grants from Danish and foreign public authorities as well as through gifts, legacies or donations from foundations, organisations, institutions, private individuals, etc.
- 3.2 When accepting such grants, gifts or contributions, the Board shall ensure that the Association remains independent. The Board shall reject any contribution, which in the opinion of the Board may place the Association under any undue influence.

- 3.3 The Board shall ensure that the funds of the Association are placed and applied in accordance with current Danish rules and regulations and on the terms and conditions under which the funds have been allocated.
- 3.4 Subject to current Danish legislation, the Association shall be entitled to set aside its surplus as reserves for subsequent application in pursuance of the objectives of the Association.
- 3.5 The financial year is the calendar year.
- 3.6 The Board of the Association shall be responsible for the presentation of the annual accounts of the Association, and accounts shall be prepared in accordance with generally accepted accounting principles.
- 3.7 The annual accounts shall be audited by a state authorized accountant appointed by the Board.
- 3.8 The audited accounts shall be submitted to the Board for approval on the first Board meeting following the end of the financial year. The meeting shall be held not later than five months after the end of the financial year and prior to the Annual Meeting of the Members.
- 3.9 The adopted accounts shall be signed by the Chairman of the Board.
- 3.10 The adopted accounts shall be presented at the annual meeting of the Members.
- 3.11 The Association is obligated to the bank by the signature of the Chairman of the Board and of the Executive Director. The Board can approve that the Chairman of the Board and the Executive Director each have a credit card and access to the Association's accounts through online banking. Expenses incurred by the Chairman of the Board must be approved by the Director and transactions between the Association and the Director must be approved by the Chairman of the Board.

Supporting Members

Section 4

- 4.1 The Association can comprise two types of supporting memberships, organisational membership and individual membership.
- 4.2 Organisational members of the Association can comprise Danish and international organisations and institutions, which in accordance with their mandate work for the fulfilment of objectives that correspond to or are in harmony with those of the Association.
- 4.3 Individual members shall be private persons who support the Association and sign up as members with the option of contributing a donation to the work of the Association.
- 4.4 The membership fee will be determined by the Board. Members will be informed about any changes to the membership fee.
- 4.5 Exclusion of a member shall only be effectuated if the member has acted contrary to the statutes and objectives of the Association. The decision about exclusion shall be made by the Board and requires a two-thirds majority.

The Board

Section 5

- 5.1 The Association is directed by a Board, which shall consist of 5-9 members, including the Chairman.
- 5.2 The Board has the overall responsibility for the strategy, management and finances of the Association. The Board is responsible for the election of new members to the Board. The Board shall undertake this in consultation with the Executive Director.
- 5.3 Members of the Board shall be appointed for periods of two years. Members are eligible for re-appointment, however, no member of the Board can be elected for more than 3 consecutive terms.
- 5.4 The first Board of the Association will be a Constitutive Board with special responsibility for establishing the Association. The Constitutive Board will consist of 3 to 9 members. The profiles of the Board Members of the Constitutive Board will reflect the needs of the Association in the constitution process.
- 5.5 The Constitutive Board will, in consultation with the Executive Director, have the responsibility for identifying candidates for the first ordinary Board that shall be appointed by the Constitutive Board no later than 2 years after the first meeting of the Constitutive Board. Members of the Constitutive Board may be appointed to the first ordinary Board, if at least 4 members of the Constitutive Board approves the appointment.
- 5.6 The Constitutive Board shall consider revising the statutes as part of its duties within its period.
- 5.7 The members of the Board can consist of both internationals and Danish nationals.
- 5.8 The Board shall elect a Chairman and a Vice-Chairman from within itself, both elected for a period of two years.
- 5.9 Meetings of the Board are held as often as deemed necessary, but not less than twice a year. Extraordinary Board meetings are held when the Chairman, the Executive Director or one third of the Board members request this. Board meetings shall be convened in writing. Members of the Board may participate through Skype.
- 5.10 An order of business shall be drawn up by the Board.
- 5.11 The Board shall form a quorum when at least half of its members are present. Resolutions of the Board are made by simple voting majority. In the event of equality of votes, the Chairman, or in his absence, the Vice-Chairman, shall have the deciding vote. On adoption or in the case of amendments to the order of business, at least half of the members of the Board are required to vote in favour thereof.

- 5.12 Members of the Board shall not participate in the handling of questions relating to agreements between the respective Board member and the Association, nor in relation to law suits against him or herself or in relation to agreements entered between the Association and a third party or law suits against a third party, if the respective Board member has a considerable interest herein, which may be contrary to that of the Association.
- 5.13 The Board can decide to set up sub-committees with a group of Board members to deal with principle tasks such as staff/salary conditions, strategic programme planning and the organisational future.

Advisory Council

Section 6

- 6.1 The Board can, in consultation with the Executive Director, establish an Advisory Council. The appropriate number of Advisory Council members must be decided by the Board in consultation with the Executive Director. Council members will serve as advisers to both the Executive Director and the Board.
- 6.2 Advisory Council members must be particularly knowledgeable about the areas of work of the Association, have an extensive network among high-level decision-makers in the area of peacebuilding, human rights or global governance, and be prepared to take on the role as both advisor to the Board and the Executive Director, as well as advocate for the goals of the Association and its projects.
- 6.3 The members of the Advisory Council will not receive compensation for the work that they provide, but expenses in relation to this work will be covered by the Association.

Annual Meeting of the Supporting Members

Section 7

- 7.1 The Association shall hold an annual meeting of the Supporting Members.
- 7.2 The Annual Meeting is convened with two months' notice. Proposals for the agenda shall be submitted to the Board by the Executive Director not later than one month before the Annual Meeting.
- 7.3 The Executive Director of the Association shall be responsible for the preparation of minutes from the Annual Meeting.
- 7.4 The Annual Meeting of the Association shall:
- a) Discuss issues referred by the Board
 - b) Discuss proposals submitted by the members

Daily Management

Section 8

- 8.1 To manage the day-to-day running of the Association, the Board shall employ an Executive Director. The Executive Director shall keep the Board informed about the day-to-day running of the Association. A secretariat shall be established to carry out assignments on behalf of the Association.
- 8.2 The Executive Director will be mandated by the Board to take all decisions concerning project development and implementation, funding, partnerships, and human resources. The Executive Director can seek advice from the Board on these matters. If formalised partnerships are established which involve transactions of more than 1 mill DKK between the two organisations, the Board must approve the agreement. If a board member is in a position of conflict of interest in his/her role in the Board and in the partnership/transaction, he/she will not participate in discussions and decision-making on this issue.
- 8.3 As far as concerns the day-to-day running, the Association is bound by the signature of the Executive Director. The Board may delegate powers of attorney.

Financial Management

Section 9

- 9.1 The Association is only liable to the full extent of its assets for its liabilities. The members of the Board, or supporting members, shall not be personally liable for any obligation incurred by the Association.
- 9.2 Subject to current Danish rules and legislation, the Association shall be entitled to set aside its surplus to reserves for subsequent application in pursuance of the objects of the Association.

Amendments to the Statutes

Section 10

- 10.1 All proposals to amend these Statutes shall be presented in writing to all members of the Board and shall be considered at a meeting convened for such a purpose at 30 days' notice.
- 10.2 Proposals to amend these Statutes shall be adopted when a qualified voting majority of at least 2/3 of the votes are cast in favour of such a proposal.
- 10.3 Proposals to amend this section, subsection 2 or 3, or to dissolve the Association shall only be adopted with a unanimous decision in favour of such a proposal.

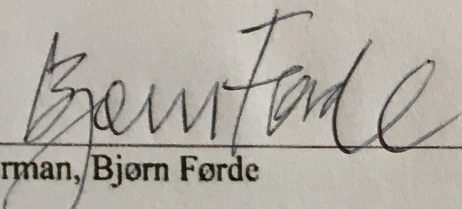
Dissolution

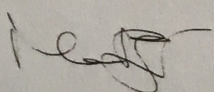
Section 11

- 11.1 If due to circumstances prevailing, the Association ceases to operate, the assets of the Association shall, after payment of any outstanding debt, be applied pursuant to the objectives of the Association upon the determination of the Board.

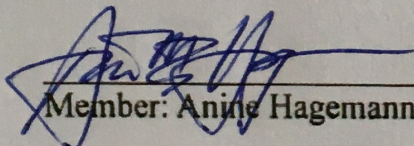
- 11.2 The part of the assets of the Association, which at the time of the dissolution of the Association may derive from unspent public grants, shall be returned to the respective donors, subsequent to the payment of any outstanding debt.
-

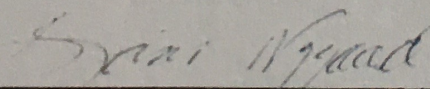
Revised statutes approved by the board at the extraordinary board meeting Copenhagen, 29 November 2019 and subsequent virtual approval process

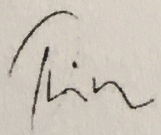

Chairman, Bjørn Førde

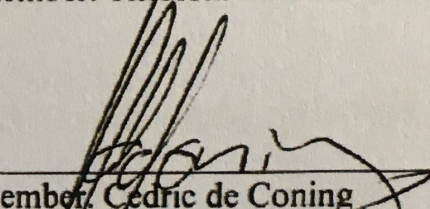

Digitally signed by Marianne Mille Bojer
DN: cn=Marianne Mille Bojer, o=Reos Partners, ou,
email=bojer@reospartners.com, c=CH
Date: 2020.01.29 08:25:13 +01'00'

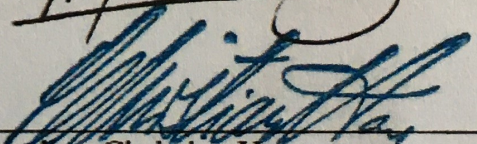
Member: Mille Bøjer


Member: Anine Hagemann


Member: Bjørn Nygaard


Member: Theresia Kirkemann Boesen


Member: Cedric de Coning


Member: Christian Have