

Donors and Foundations Networks in Europe

DAFNE

International Non-Profit Association

Articles of Association

Company number: 707900060

Seat:

Philanthropy House, Rue Royale 94, 1000 Brussels, Belgium

**Memorandum of Association recognized by the Royal Decree of 8 September 2018
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Preamble

DAFNE was founded in 2006 and subsequently was established as an informal network of 21 national associations and donor networks in 2009, with the goal of promoting the exchange of experience and knowledge of the associations of donors and foundations, and to strengthen philanthropy in Europe.

It has grown to 26 members and extended the scope of its work, in particular in respect of informing and influencing the operating environment for philanthropy. A second major step in its evolution was the creation of an executive team, in 2015, and the establishment of a full-time presence in Brussels in 2017. A decision was taken in 2017 that it was time to further professionalise the network and to establish DAFNE as a legal entity, an AISBL, registered in Belgium, in order to meet the needs of members and to be more effective in representing diverse interests of the foundation sector across Europe in a dynamic philanthropy ecosystem in Europe.

DAFNE remains committed to participatory leadership, which will be facilitated by this legal entity.

TABLE OF CONTENTS

TITLE 1	Name, seat, object	4
Art. 1	Name.....	4
Art. 2	Seat	4
Art. 3	Object.....	4
TITLE 2	Members	5
Art. 4	Members	5
Art. 5	Membership rights and obligations	5
Art. 6	Membership application procedure.....	5
Art. 7	Termination of membership	6
Art. 8	Rights to the assets of the Association	6
TITLE 3	The General Assembly	6
Art. 9	The General Assembly	6
Art. 10	Meetings.....	6
Art. 11	Convocations	6
Art. 12	Proxies	7
Art. 13	Chair	7
Art. 14	Quorums and majorities	7
Art. 15	Minutes	7
Art. 16	Special quorums and majorities.....	7
TITLE 4	Board of Directors	7
Art. 17	Powers	7
Art. 18	Membership of the Board of Directors	8
Art. 19	Meetings	8
Art. 20	Resignation	9
TITLE 5	Dissolution, liquidation	9
Art. 21	9

TITLE 1 – Name, seat, object

Art. 1 Name

The Association is called "**Donors and Foundations Networks in Europe**", abbreviated "**DAFNE**", hereafter referred to as the "Association".

The Association is an international non-profit Association under the regime defined by the provisions of Title III of the Belgian law of 27 June 1921 on non-profit associations, international non-profit associations and foundations.

Art. 2 Seat

The seat is located in Philanthropy House, Rue Royale 94, 1000 Brussels, in the judicial district of Brussels. It can be transferred by a decision of the General Assembly, taken by a simple majority and published in the Annexes to the Monitor.

The Association can also establish other administrative and operating offices, both in Belgium and elsewhere, by a decision of the Board of Directors taken by a simple majority.

Art. 3 Objectives and Activities

The **objectives** of the Association are:

- to help philanthropy organisations to thrive at national and European level;
- to act on behalf of its members by advocating for foundations' legal and operating environments across Europe;
- to promote publicly the role of philanthropic donors and foundations in creating public value.

The objectives outlined will be achieved by means of working with and supporting its members.

The **activities** of the Association are:

- organising meetings for members and key stakeholders to facilitate exchanging national experience and knowledge including best practices;
- providing networking opportunities for members and key stakeholders of the philanthropy ecosystem;
- assisting members in developing joint projects and programmes according to their charitable objectives;
- facilitating the advocacy work of its members at national, European and international level, by:
 - o defining common positions on regulatory and fiscal issues;
 - o arranging meetings with the EU institutions and relevant stakeholders;
 - o acting as the representative of its members in relevant advocacy meetings;
- coordinating the development and implementation of communication activities to promote the role of philanthropy in civil society across Europe.

This list is given as an example and is not restrictive.

TITLE 2 – Members

Art. 4 Members

There are two kinds of members: **full members** and **associate members**.

To become a **full member** of the Association, one must:

- be a organisations representing donors and/or foundations in one of the Member States of the Council of Europe and
- be representative of the donors and foundations space in a respective geography

To become an **associate member** of the Association one must:

- be an organisation that does not meet the conditions required to be a full member, but whose objectives are similar or complementary;
- This includes:
 - o membership and infrastructure organisations for the philanthropy sector in one of the Member States of the Council of Europe
 - o European and/or international organisations representing donors and/or foundations in the Member States of the Council of Europe
 - o European and/or international organisations representing key partners of the philanthropy sector.

Art. 5 Membership rights and obligations

In addition to legal rights, the members benefit from the following **rights**:

- Participate in all DAFNE activities
- Express their position on common issues
- Suggest topics to be discussed at DAFNE meetings
- Participate, via its representative or one of its experts, in the committees created by the Board of Directors, such as the legal affairs committee
- Be informed by all means of communication used by the Secretariat, such as newsletters, studies, reports, briefing papers, analyses, etc.

Only full members have the right to vote at General Assemblies. Only full members can be appointed to the Board of Directors.

All members of the Association have the **obligation** to pay membership fees as decided by the General Assembly.

Associate members have the same rights and obligations that the full members but not the right to vote at General Assemblies and to be appointed to the Board of Directors.

Art. 6 Membership application procedure

To become a member candidates must send their application to the Board of Directors.

The application will be reviewed by the Board of Directors and, if determined in compliance with requirements, will be included as one of the items for approval at the following General Assembly.

If there is already a full member from the country of the candidate, this full member has to explicitly vote in favour to approve the membership application.

Art. 7 Termination of membership

Any Association member can withdraw from the Association by giving written notice to the Board of Directors before 30 June in order to terminate its membership as from the 1st of January the following year.

Termination of membership can also be initiated by the Board of Directors if

- The member no longer exists
- The member doesn't pay its membership fee for 2 years
- The member acts against the interest of the Association or the other members of the Association

A final decision on the exclusion of a full member and an associate member will be made by vote during the General Assembly. The member in question shall be heard, if they so choose, in their arguments for their defence.

Art. 8 Rights to the assets of the Association

Members have no right to the assets of the Association.

Terminating members cannot claim restitution, nor partial or full compensation of dues paid or contributions or donations made by them. They cannot require a statement, nor a list of accounts, nor posing of seals or inventories.

TITLE 3 – The General Assembly

Art. 9 The General Assembly

The General Assembly is constituted by the full members of the Association.

The General Assembly is exclusively competent for:

1. amendment of the statutes,
2. approval and exclusion of a full member and an associate member,
3. nomination and dismissal of members of the Board of directors,
4. nomination and dismissal of the Auditor and setting his remuneration if fees are awarded to them,
5. approval of the accounts and budgets
6. discharge to be given to the members of the Board of directors and to the Auditor,
7. setting membership fees,
8. dissolution of the Association and nomination of one or several liquidators,
9. interpretation of these statutes.

The rules outlined in these statutes applying to the General Assembly, also apply to the Extraordinary General Assembly.

Art. 10 Meetings

The General Assembly meets at least once a year before 30 June.

An Extraordinary General Assembly can be convened at any time by a decision of the Board of Directors or at the request of at least one fifth of the full members. All full members shall be invited.

The Extraordinary General Assembly can also validly meet by on-line telecommunication, while providing special procedures to hold this type of meeting.

Art. 11 Convocations

The General Assembly is convened by the Board of Directors by an ordinary letter or by an e-mail with acknowledgment of receipt, at least 15 working days before the scheduled date, and signed by the Chairperson or by two members of the Board of Directors in the name of the Board of Directors.

The convocation notice shall mention the date, place and time of the General Assembly, and the agenda. Any questions or proposals submitted in writing to the Board of Directors by a full member at least one week before the date of the General Assembly will appear on the agenda if expressly requested.

Art. 12 Proxies

Each full member has the right to attend and participate in a General Assembly by means of their qualified representative, or by giving proxy to another person of their choice who is a full member of the Association.

All full members have an equal right to vote, each having one vote. Full members holding a proxy can have a maximum of two votes, including their own.

Art. 13 Chair

The meeting is presided by the Chair of the Board of Directors or, in their absence, by the Vice-Chair, or in their absence, by the longest serving of the other members of the Board of Directors present.

Art. 14 Quorums and majorities

The Assembly is validly constituted when 50% of the full members are present or represented. If this number is not reached, a second Assembly can be convened that will make a decision whatever the number of full members present or represented. However, this second Assembly may be held not before 30 days after the first Assembly. The second Assembly can also validly meet by on-line telecommunication, while providing special procedures to hold this type of meeting.

Its decisions are taken by a simple majority of votes present and represented, except for cases where the law or the statutes require a special majority (see Article 16). For the calculation of the majority, abstentions are not considered to be votes.

In the event of a tie, the vote of the person presiding the meeting is decisive.

Art. 15 Minutes

The minutes of the General Assembly are set down in a special register and kept at the seat of the Association where they can be consulted by members. The minutes are sent to full members by ordinary letter or by e-mail.

Art. 16 Special quorums and majorities

An amendment of the statutes can only be decided by a two-thirds majority of votes present and represented. Amendments must be mentioned in detail in the agenda and two thirds of the members having voting rights must be present or represented. If this number is not reached, a second Assembly can be convened that will make a decision whatever the number of full members present or represented. However, this second Assembly may be held not before 30 days after the first Assembly.

For an amendment of the object of the Association and the voluntary dissolution of the Association a quorum of votes to be reached will be four fifths.

TITLE 4 – The Board of Directors

Art 17 Powers

The Board of Directors has all powers needed to pursue the object of the Association and to carry out all management acts with the exception of the powers reserved by law or the statutes to the General Assembly.

The Association is validly represented towards third parties, before the courts and in official deeds, including those for which the intervention of a civil servant or a notary is required, either by two directors acting jointly, or by a staff member appointed by the Board of Directors, acting alone.

Within the framework of the daily management, the Association is also validly represented by a person authorised to engage in such management or by a staff member appointed by the Board of Directors, acting alone.

Moreover, within the framework of their mandate, it is validly represented by special proxyholders.

In addition, the Association may be represented abroad by any person expressly appointed for this purpose by the Board of Directors.

The Board of Directors has the obligation to establish the annual accounts every year, as well as the budget for the following financial year, and to present them for the approval of the General Assembly.

It establishes the Internal Rules and amends them.

The Board of Directors exercises its powers as a board.

Under its own responsibility, the Board of Directors can delegate its powers for certain acts and tasks to one of the members of the Board of Directors, or to a person outside the Association but in the latter case, the agreement of the General Assembly shall be required.

A staff member can also be appointed to take charge of the daily management. They exercise this power individually. They will take care of current business, on responsibility of the Board of Directors which determines their powers.

Art 18 Membership of the Board of Directors

The Board of Directors consists of four members:

1. Chair
2. Vice-chair
3. Treasurer
4. Director

The members of the Board of Directors are elected by the General Assembly for a specific position for a two-year term, except the treasurer whose term is three years. If someone should step down during his/her term a new member is elected by the General Assembly to take his/her place. Re-election is possible.

Art. 19 Meetings

The Board of Directors meets on the request for a convocation by the Chair or at least two members of the Board of Directors, in principle once a quarter but not less than twice a year. The agenda is transmitted by electronic means at least one week before the date of the meeting. The Board of Directors can also validly meet by online telecommunication, while providing special procedures to hold this type of meeting.

The Board of Directors can only take decisions if a majority of its members are present, in person or by proxy.

Except in the case of a conflict of interest, the staff member appointed by the Board of Directors appointed by the Board for the daily management of the Association attends the meetings of the Board of Directors, but without taking part in the votes.

A member of the Board of Directors can represent only one other member of the Board of Directors who has given them a proxy, which is not transferable. Any member of the Board of Directors participating in the vote cannot hold more than two votes.

The meetings of the Board of Directors are presided by the Chair or, if they are unable to attend or absent, by the Vice-Chair or, in their absence, by the longest serving of the other members of the Board of Directors present.

The decisions are taken by a majority of the votes of members present or represented. In the case of a tie vote, the vote of the Chair or of their replacement, is decisive. Abstentions are not taken into account.

Art. 20 Resignation

Any member of the Board of Directors who ceases their professional activity in the organization they represents is deemed to resign. However, it is up to this organization to decide whether or not they remain its representative.

Any member of the Board of Directors can resign from their duties at any time, by notifying their decision by registered letter to the Chair of the Board of Directors. They don't need to respect a notice period. In the case of resignation of the Chair, they will be replaced by the Vice-Chair until the next General Assembly.

A member of the Board of Directors can only be dismissed by a decision of the General Assembly convened for the purpose by the Board of Directors. The vote on this dismissal is done by secret ballot.

TITLE 5 – Dissolution, liquidation

Art. 21 Except in the case of dissolution by court order or dissolution by law, the General Assembly can only dissolve the Association in compliance with the provisions set down in Article 16 of these statutes.

In the event of voluntary dissolution, the General Assembly or, in its absence, the competent Court of First Instance, appoints one or several liquidators. It determines their powers and the conditions of liquidation.

The liquidation will then be communicated to the Commercial Court Registry for publication in the Annexes to the Monitor.

After settling any debts, the assets will be transferred to an Association with a non-profit objective, which is as close as possible to that of the Association.