

Introducing EURespond

europe's forum for resilient communications

ASSOCIATION RULES

1. Name and Principal Place of Business

The name of the Association is EURespond. The Association is a pan-European Association with the principal place of its activities in Brussels, Belgium.

2. Legal Status and Financial Year

- 2.1. The Association is a non-governmental, non-profit and self-governing organisation in the form of a contractual association;
- 2.2. The financial year of the Association shall be from January 1 to December 31.

3. Structure

The Association is made up of the following:

- 3.1. the Chairman;
- 3.2. the Administrator;
- 3.3. the Secretary; and
- 3.4. the Members.

4. The Chairman

- 4.1. The Chairman shall be appointed by the Administrator;
- 4.2. The Chairman shall represent the Association externally as its primary spokesperson;
- 4.3. The Chairman shall work together with the Secretary to oversee the execution of the Association's Work Programme and to ensure that all actions undertaken by the Association are in line with the Objectives and the agreed Mission Statement.

5. The Administrator

- 5.1. The Administrator shall have overall administrative responsibility for the Association;
- 5.2. The Administrator shall supervise the conduct of the Secretary's activities;
- 5.3. The Administrator shall ensure that the Association carries out its activities in a manner which is consistent with the Mission Statement and the Work Programme;
- 5.4. The following matters shall be decided by the Administrator:
 - 5.4.1. *admission and expulsion of Members;*
 - 5.4.2. *appointment and removal of the Secretary;*
 - 5.4.3. *accepting donations;*
 - 5.4.4. *establishing and amending the Mission Statement and the Work Programme; and*
 - 5.4.5. *the requirement for and amount of any special donations or other contributions to be requested of the Members.*

5.5. The Administrator may from time to time delegate any matters or functions to the Secretary in its discretion;

5.6. The Administrator may suspend or expel any Member who:

5.6.1. conducts his business or activities in a manner that brings discredit to the Association or is inconsistent with the Mission Statement and/or the Objectives; or

5.6.2. otherwise, in the reasonable opinion of the Administrator, no longer qualifies for membership.

5.7. The Administrator may establish from time to time committees of members on an ad hoc basis to carry out any matters or functions of EURespond.

6. The Secretary

6.1. The Secretary shall be a person or organisation appointed by the Administrator to carry out the Objectives and terms and conditions approved by Administrator. The Secretary may be removed at any time by the Administrator;

6.2. The Secretary shall be responsible for coordinating the day-to-day operations of the Association under the supervision of the Administrator, including:

6.2.1. calling General Meetings;

6.2.2. issuing press releases;

6.2.3. liaising and communicating with the Chairman, the Administrator, the Members, and external third parties;

6.2.4. managing the Association's finances including collecting donations and preparing the Association's financial statements; and

6.2.5. maintaining communications with the Members.

6.3. The Secretary shall follow the guidelines and directions issued by the Administrator;

6.4. The conduct of the Secretary shall at all times be in line with the Objectives.

7. Members

7.1. There shall be two classes of Members: Founding Members and General Members. Founding Members shall be non-profit associations or other organisations;

All Members shall be persons, associations, companies or other organisations who are interested in the Objectives, who shall have been invited to join the Association by the Administrator or the Secretary and shall have agreed to the Mission Statement and these Rules;

- 7.2. Any Member may resign from the Association at any time on written notice to the Secretary.

8. General Meetings

- 8.1. General Meetings shall be convened on at least 10 days prior notice to the Members;
- 8.2. Notices of all General Meetings shall be issued by the Secretary and may be issued via post, electronic mail or fax to any Member who has previously notified the Secretary that it would like to receive such notices in such manner and provided the Secretary with an appropriate address, fax number or electronic mail address;
- 8.3. All Members shall be entitled to attend the General Meeting, either in person or through a proxy appointed at their own discretion. Any proxy must either present a written, dated letter of proxy or have been nominated as a proxy in a written letter sent by the Member to the Secretary, such letter to be delivered by post, fax or electronic mail to the address, fax number or electronic address provided in the relevant notice of meeting. The letter of proxy shall only apply for the relevant General Meeting unless expressly stated otherwise. A Member may revoke the letter of proxy at any time prior to commencement of the relevant meeting;
- 8.4. The Administrator shall appoint the chairman of each General Meeting;
- 8.5. Each Member shall have one vote. Members shall vote on any matters put before them by the Administrator;
- 8.6. The Secretary shall keep minutes of General Meetings. The record of those present shall be entered in or attached to the minutes. The minutes shall be signed by the chairman of the General Meeting and must be kept available to the Members at the offices of the Secretary;
- 8.7. A resolution in a General Meeting shall require a simple majority of the votes cast unless otherwise provided for in these Rules. In the event of a parity of votes, the chairman of the General Meeting shall have a casting vote;
- 8.8. The Administrator may choose, at its discretion, to present any matter and/or resolution to the Members without a General Meeting in which case it may do so by sending a notice of the matter and/or resolution (which may be in the form of a link to further details of the matter and/or resolution on the Association's website at www.eurespond.org or such other URL as may replace it from time to time) to the Members by post, electronic mail or fax to the addresses, fax numbers or

electronic addresses previously notified to the Secretary by the Members. If the Administrator chooses to present a matter and/or resolution as envisaged by this clause, the Members may vote on the matter and/or resolution, within the time limit as specified by the Administrator in the notice, by post, fax or electronic mail to the address, fax number provided or electronic address in the relevant notice of meeting.

9. Amendment of the Rules

- 9.1. The Rules may only be amended by the Members in a General Meeting. At least half of the Members must be present or represented at such General Meeting, and at least two thirds of the votes must be in favour of the amendment;
- 9.2. If half of the Members are not present or represented at such General Meeting, a second General Meeting shall be convened which may decide upon the amendment regardless of the number of Members present. At least two thirds of the votes must be in favour of the amendment.

10. Dissolution of the Association

The Administrator may dissolve the Association at any time.

11. Language

The official language at any meeting shall be English.

12. Governing Law

These Rules shall be construed and interpreted in accordance with, and the Association itself will be governed by, the laws of England.

13. Definitions

In these Rules the following expressions shall have the meaning set opposite, namely:

- 13.1. "Administrator": the Administrator appointed in accordance with these rules;
- 13.2. "Association": the association governed by these Rules;
- 13.3. "Founding Member(s)": as described in Rule 7.1;
- 13.4. "General Member(s)": all those Members who are not Founding Members;
- 13.5. "Member(s)": Founding and General Members of the Association;
- 13.6. "Objectives": the objectives of the Association as set forth in the Mission Statement;
- 13.7. "Rules": the rules set out herein;
- 13.8. "Mission Statement": the Mission Statement for the Association established by the Administrator from time to time; and
- 13.9. "Work Programme": a work programme for the Association established by Administrator on an annual basis.