



Baltic Initiative on European Reform

STATUTES

I GENERAL REGULATIONS

1. Non-governmental organisation “Baltijas Iniciatīva Eiropas Savienības reformai” (further in the text referred to as „NGO”) is a non-partisan organisation which has the status of a legal entity. The aims and tasks of this NGO are described in these Statutes.

2. The name of the NGO in Latvian is “Baltijas Iniciatīva Eiropas Savienības reformai”, shortened as BIESR, and its name in English is “Baltic Initiative on European Reform”, shortened as BI.

3. The NGO has a logo.

4. In its work the NGO shall observe the Latvian law „On Societies and Foundations”, other legal rules and regulations, as well as these Statutes.

5. In order to achieve its aims and perform its tasks, the NGO will cooperate with private individuals and legal entities of the Republic of Latvia, including governmental institutions.

6. In order to achieve its aims and perform its tasks, the NGO will cooperate with private individuals and legal entities abroad, as well as with international organisations and their representations.

II AIMS, TASKS AND METHODS

7. The aims of the NGO are:

- Promote debate on the reform and enlargement of the European Union in the Baltic States;
- Promote and facilitate discussion among opinion leaders, experts, policy makers and civil society on the need for reform of the European Union and its impact on the Baltic States and Europe;
- Promote and facilitate civil society’s understanding of the need for reform and enlargement of the European Union and its impact on the Baltic States and Europe.

8. In order to achieve its aims, the NGO shall perform the following tasks:

- To create a stable long-term cooperation with like-minded organisations in other countries. To create an alliance for achieving organisation’s aims.
- To cooperate with Latvian government and governments of other EU countries, parliaments, mass media, business institutions, international organisations and certain society groups – public opinion leaders, in order to fulfil organisation’s aims.

9. In order to perform its tasks, the NGO shall:

- carry out educational, discussion-oriented and outreach activities for the public and its individual groups (publications, seminars, discussions, public campaigns, media-oriented projects, building partnership with relevant public institutions and non-governmental organisations);
- carry out advocacy activities with international institutions and public administration institutions of Latvia and other countries – work with parliamentarians, commissions, officials of the Ministry of Foreign Affairs, heads of EU institutions' policy units and responsible officials;
- • carry out a continuous analysis of the reform and enlargement situation of the European Union and the development of materials, which should also be used for informing and advising public authorities as well as other organisations, for the timely identification of potential difficulties and for the development of solutions.

III TERM OF ACTIVITY

10. The NGO is founded for indefinite time period.

IV ACCEPTANCE OF MEMBERS AND HONORARY MEMBERS, THEIR EXCLUSION, THEIR RIGHTS AND RESPONSIBILITIES

11. The NGO has members and honorary members. Any person who has reached 18 years of age can become a member of the NGO.

12. In order to be accepted as a member, a person has to write an application to the Board. At the next Board meeting the Board decides whether to accept the person as a member and informs her/him about the Board's decision.

13. The honorary members can be approached by Board decision after receiving a recommendation to appoint a honorary member which is signed by no less than two existing NGO members, pending the approval of the potential honorary member.

14. A person becomes a member or a honorary member after the Board decision.

15. The members have the following rights:

- To vote for and to be elected to NGO's governing bodies;
- To participate and to vote at the general assemblies of the NGO;
- To make suggestions and proposals for NGO's activities.

16. The members have the following responsibilities:

- To observe and to act in accordance with the NGO's Statutes and decisions of the general assembly of the NGO;

- To contribute to achieving the NGO's aims as per these Statutes;
- Voluntarily make an annual donation to the NGO in order to help achieve its aims.

18. The honorary members of the NGO have the following responsibilities:

- To observe and to act in accordance with the NGO's Statutes and decisions of the general assembly of the NGO;
- To contribute to achieving the NGO's aims as per these Statutes;

19. Members and honorary members can have their membership terminated by a Board decision in the following cases:

- They act in contradiction to the Statutes;
- They Express a wish to terminate their membership;
- They discredit the NGO with their actions or public statements.

V STRUCTURE OF THE NGO

20. The highest decision-making body of the NGO is the general assembly (GA) which is held at least once per two years.

21. The place, date, time and agenda of the GA is decided by the Board. The Board informs the members and honorary members about this decision in a written announcement no less than 30 days prior to the GA. This announcement should contain the following information: time, date, place and agenda of the GA, as well as information when and where one can get acquainted with the GA decision projects.

22. An extraordinary GA can be called according to the regulations described in the paragraph 21 of these Statutes. An extraordinary GA can be called if it is requested by the Board, the Chairperson of the Board or no less than one third of NGO's members. The extraordinary GA is called no later than 14 days after such request has been received.

23. GA can take decisions and function as a decision-making body if it has been organised in the order described in the paragraph 21 of these Statutes.

24. Each member and honorary member has the rights to participate and to speak at the GA. Suggestions regarding points to be included in the GA agenda have to be handed in to the Board in a written form no less than 14 days before the GA. For an extraordinary GA the suggestions should be handed in to the Board in a written form no less than 3 days before the assembly.

25. The GA takes decisions by voting. The decision is taken according to the majority vote, except cases when the vote of 2/3 of the members present is required. Each member at the GA has one vote.

26. The GA takes decisions according to the vote of 2/3 of the members present

on the following questions:

- Amendments to the NGO's Statutes;
- Dismissing the Chairperson of the Board, Vice-Chairperson of the Board or any Board member;
- Reorganising the NGO or ceasing the operation of the NGO.

27. The general assembly of members (GA):

- Accepts and amends the NGO's Statutes;
- Approves the budget of the NGO;
- Approves the report of the Auditor;
- Elects for one year the Head of the Board and the Board members;
- Elects for one year the Auditor or Audit Committee of the NGO;
- Can dismiss the Head of the Board and other Board members as well as the Auditor or Audit Committee members;
- Approves the Overview of the NGO's work for the previous period;
- Approves the directions of NGO's work for the upcoming year;
- Decides on NGO's reorganisation or on ceasing the operation of the NGO.

VI EXECUTIVE BODY

28. The permanent executive managing body of the NGO is the Board. The Board is elected by the GA. The GA elects the Head of the Board and the Deputy Head of the Board.

29. The Board manages the operations of the NGO and is accountable to the GA. The Board decides on accepting new members and honorary members. The Board takes decisions on excluding members and honorary members.

30. The Head of the Board calls the Board Meetings (further in the text – BM) as required, but not less than four times per year. The Head of the Board informs the Board members about the date, time and place of the BM.

31. The BMs can take decisions and function as a decision-making body if the Board members are informed about the BM in accordance to the procedure prescribed in the paragraph 30 of these Statutes and if more than half of the Board members are present, including the Head of the Board and Deputy Head of the Board.

33. If the BM cannot take decision because there is no quorum, the Chairperson of the Board calls for a repeated BM within the following 14 days and informs the Board members about the time, date, place and the agenda of the BM in a written form.

34. The Board takes decision according to majority vote. If the number votes „for” and „against” are equal, then the Head of the Board has the deciding vote. If the Head of the Board is absent, then the vote of the Deputy Head of the Board is decisive.

35. The Head of the Board or the Deputy Head of the Board distributes the minutes of the BM to all Board members no later than within 7 days after the BM took place.

36. All Board members have representation rights. The Head of the Board can represent the NGO separately.

37. The Head of the Board:

- Leads the GAs and BMs;
- Organises the work of the Board and signs documents on behalf of the NGO;
- Represents the NGO in the publicly;

During the absence of the Head of the Board, the documents are being signed by the Deputy of the Board or by other legally authorised person.

38. The Deputy Head of the Board replaces the Head of the Board and fulfils the duties of the Head of the Board during Head of the Board’s absence.

39. The Head of the Board and the Deputy Head of the Board fulfil the following duties:

- Manage the administrative work of the NGO, including correspondence management, record-keeping, maintaining register of members;
- Manage the book-keeping of the NGO, manage financial resources and payments;
- Manage the daily work of the NGO by attracting paid or voluntary employees (the Executive Office);
- Organise GAs;
- Prepare the plan of activities, projects of activities and budget of the organisation.
- Together with the Board and/or the Executive Office raise funds to ensure operational capability of the NGO.

40. The Board of the NGO sets up an Advisory Council.

41. The Advisory Council is a consultative body whose purpose is to provide advice or recommendations for the activities of the NGO in strategic matters.

42. The number of members of the Advisory Council is not limited. The members of the Advisory Council are invited and approved by the Board.

43. The Advisory Council is chaired by the head of the Advisory Council, who is appointed by the Board from among the members of the Advisory Council.

44. Members of the Advisory Council may act in this capacity as long as they do not resign or are not recalled by the Board.

45. The Head of the Advisory Council is appointed for two years. The NGO Board can extend the term of the Head of the Advisory Council for another year or appoint a new Head of the Advisory Council.

46. Members of the Advisory Council need not necessarily be members of the NGO. The criterion for becoming a Member of the Advisory Council is personal expertise, as well as the desire and interest to share experience, knowledge and to contribute intellectually to the development of the NGO.

47. The Advisory Council evaluates the activities of the NGO (strategic directions) at least once a year and draws up recommendations, which the Head of the Advisory Council or another member of the Advisory Council approved by the Head of the Advisory Council presents to the Board before the next GA.

48. The Board is obliged to hear the recommendations of the Advisory Council at least once a year by inviting the Head of the Advisory Council and/or the representative of the Advisory Council appointed by the Head of the Advisory Council to participate in a regular meeting of the Board.

49. The Head of the Board has the right to ask the Advisory Council to provide recommendations, assessments or opinions regarding individual issues related to the activities and development of the NGO.

50. The Advisory Council's opinions, recommendations and proposals shall be informative and non-binding.

51. Advisory Council members who are not members of the NGO shall not be bound by the decisions of the NGO Board or the GA, but should adhere to the general objectives of the NGO specified in the statutes. The opinion of the NGO Board or GA may not coincide with the opinion of the members of the Advisory Council, and vice versa. The Advisory Council or its members shall not represent the NGO in its relations with other parties, as well as in the public space, unless asked to do so by the Board on behalf of the NGO.

52. Members of the Advisory Council may withdraw from the Advisory Council by notification to the Management Board, and the Management Board may decide to recall a member of the Advisory Council.

53. It is the responsibility of the Head of the Advisory Council to organise the work of the Advisory Council. Technical support shall be ensured by the Head of the Board and Deputy Head of the Board.

VII THE AUDITOR

54. The operation of the NGO and its book-keeping is audited once every year by the Auditor. The Auditor is elected by the GA. The auditor of the NGO may not be a Member of the Board. The GA may decide to appoint the auditor as an outsourced

service. The Head of the Board reports on the decision of the Auditor at the GA.

55. The auditor shall be elected for a period of two years or, in the case of outsourcing, determined by the GA.

56. The Auditor:

- Performs an audit of the financial resources and assets of the NGO;
- Gives an opinion on NGO's budget and yearly report;
- Evaluates the NGO's book-keeping and record-keeping;
- Gives recommendations for improvement of the financial and operational activities of the NGO;
- Performs the audit within the time-frame set by the GA which is at least once every year.

57. The GA approves the yearly report of the NGO only after receiving Audit Committee's opinion on it.

58. The Auditor cannot be a member of the Board.

59. It is the duty of the Board to ensure free access for the Auditor to all NGO documents and records.

60. The Auditor performs audit within the time-frame set by the GA but no less frequent than once every year.

VIII The Finances of the NGO, Property and Employees

61. The NGO operates in accordance to its yearly budget which is approved by the GA. The Board reports to the GA on the execution of the yearly budget.

62. The income of the NGO consists of donations, grants and other income which is not prohibited by law or regulations. The Budget resources are used to achieve the statutory aims of the NGO and the goals of aligned activities.

63. The Head of the Board manages the financial resources of the NGO according to the Statutes. During absence of the Head of the Board, the Deputy Head of the Board performs these duties.

64. The NGO has its assets, property, bank account and can have employees who work voluntary or on contract basis (the Executive Office).

IX TERMINATION OF OPERATION AND REORGANISATION ORDER

52. The NGO ceases to operate if the GA takes a decision on termination of operation or reorganisation.

53. In the case of termination of operation or reorganisation of the NGO its assets, further management and division of its property and financial resources is

regulated according to a separate decision taken by the GA. This decision cannot contradict the Latvian and European law and these Statutes.

54. The donations, assets, property or any other investment that members have given to the NGO cannot be returned if these members have voluntarily left the NGO or have been excluded from it.

55. The NGO ceases its operation when it has been excluded from the register of the Latvian Company Register.

56. These Statutes have been approved at the founding meeting of the NGO in Riga on October 4, 2023.