

THE FOUNDATION FOR INTERNET LIBERTIES EUROPE
CONSTITUTION

Adopted on February 26th, 2020

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PART 1

1. NAME

The association's name is **Foundation for Internet Liberties Europe (FILE)** (referred to as the **Association** hereinafter).

2. STATUS

FILE is an unincorporated association of charities and not-for-profit organisations established in accordance with this Constitution following a resolution of the Founding Members on February 26th, 2020 at Josefstrasse 206, 8005 Zürich, Switzerland.

3. ADOPTION OF THE CONSTITUTION

The Association and its property will be administered and managed in accordance with the provisions of this Constitution.

4. OBJECTIVES

The Association's objectives (**Objects**) are to promote and protect the interests of charities and not-for-profit organisations by:

- (a) advocating and lobbying for a legislation and regulation environment in which charities and non-for-profits are placed on equal footing as commercial organisations;
- (b) providing support and information to charities and not-for-profits on digital and privacy regulations within the European Union;
- (c) working collaboratively with charities, not-for-profits and others to ensure organisations are not prevented from operating digital platforms or communicating electronically in a manner that is at least equal to the manner in which commercial organisations operate;
- (d) promoting research on the impact that digital and privacy regulations within the European Union have on the ability of charities and not-for-profits to engage with donors and beneficiaries of their services;
- (e) identifying and seeking external funding to assist in the running of the Association and achievement of its Objects, including through grants, membership fees, sponsorships and other forms of financial support; and

- (f) reviewing and updating the foregoing Objects as an ongoing process in order to be able to address changing concerns of charities and not-for-profit organisations.

5. OFFICIAL LOGO

The official logo of the Association, for use on the website, documents and communications as appropriate, shall be the symbol included at Schedule 1.

6. OFFICIAL WEBSITE

The official website of the Association shall be at foundationforinternetliberties.org (**Website**).

PART 2

1. INTERPRETATION

In this Constitution, unless the context otherwise requires:

Chair means the Founding Member elected to chair a general meeting in accordance with Section 13, Part 2 (*Chairing of General Meetings*).

Chairperson means the chairperson of the Management Board elected in accordance with the provisions of Section 15, Part 2 (*Management Board*).

Founding Member means each of the original subscribers to this Constitution for as long as they remain a Member of this Association, and any other Member who may be designated as Founding Member in accordance with the provisions of Section 7, Part 2 (*Membership*).

Management Board shall have the meaning given to it in Section 15, Part 2 (*Management Board*).

Member means any member of the Association from time to time, including the Founding Members.

Membership Form means the membership application form posted from time to time on the Website.

Membership Register shall have the meaning given to it in Section 7, Part 2 (*Membership Register*).

Member's Representative means, in respect of a Member who is an organisation, the person elected in accordance with Section 8, Part 2 (*Member's Representative*).

Objects means the objects of the Association in accordance with Section 4, Part 1 (*Objectives*) of this Constitution.

Officer's Register shall have the meaning given to it in Section 15, Part 2 (*Management Board*).

Secretary means the secretary of the Association elected in accordance with the provisions of Section 15, Part 2 (*Management Board*).

Treasurer means the treasurer of the Association elected in accordance with the provisions of Section 15, Part 2 (*Management Board*).

Website shall have the meaning given to it in Section 6, Part 1 (*Official Website*).

Writing or in writing shall include electronic communications.

Headings in this Constitution are used for convenience only and shall not affect the construction or interpretation of this Constitution. A reference in this Constitution to a “Part”, “Section” or “Schedule” is a reference to the relevant part, section or schedule of this Constitution unless expressly provided otherwise. Any phrase introduced by the terms “including”, “include”, “in particular” or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.

2. **POWERS**

In exercising its powers, the Association will take into account the risks involved in not being an incorporated association. Neither the Chairperson (as defined below) nor any other person shall have any executive powers other than those authorised by the Management Board.

3. **HOLDING PROPERTY**

All property shall be held on behalf of the Association by the existing Founding Members subject to their respective contractual rights and liabilities towards one another as members of the Association. Founding Members will be contractually precluded from severing their shares in any property held on behalf of the Association.

4. **APPLICATION OF INCOME AND PROPERTY**

The income and property raised by or on behalf of the Association shall be applied solely towards the promotion and furthering of the Objects and for no other purpose, provided that nothing in these rules shall prevent the payment of reasonable and proper remuneration for services provided to the Association or administrative and legal costs.

None of the income or property of the Association may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any Member. This does not prevent a Member from receiving a benefit from the Association in the capacity of a beneficiary of the Association or reasonable and proper remuneration for any goods or services supplied to the Association.

5. **FINANCES**

An account may be maintained on behalf of the Association at a bank selected by the Management Board. Three cheque signatories shall be nominated by the Management Board, one of them being the Treasurer (**Account Signatory**).

Any Account Signatory shall have the authority to sign cheques or administrative purposes up to £100 without the requirement for a second signature, provided only that they may not sign cheques for reimbursement in relation to transactions to which they

are a party. Similarly, no Account Signatory may be a second signatory to a cheque for re-imbusement of monies in relation to transactions to which they are party.

The Treasurer shall keep proper accounts of the finances of the Association and oversee the finances of the Association in a manner agreed by the Management Board. The accounts and financial records of the Association shall be open to inspection by any officer of the Management board or Founding Member at any time.

6. AMENDMENT OF CONSTITUTION

Any provisions of this Constitution may be amended by a unanimous decision of the Founding Members, provided that any proposed amendment is circulated in writing to all Founding Members.

7. MEMBERSHIP

Membership to the Association is open to all individuals over eighteen who, or charities and non-for-profit organisations which, support the work of the Association and that are approved by a majority of the Founding Members, in their absolute discretion. If an application for Membership is refused, the Founding Members shall have no duty to inform the applicant of the reasons for their decision.

Prospective members may apply by submitting the Membership Form and if approved, shall become Members once their details are entered on the Membership Register. Membership to the Association is non-transferable.

Members may be designated as additional Founding Members by a unanimous decision of the existing Founding Members. If at any point the number of Founding Members should be less than two, the remaining Founding Member may designate an additional Founding Member in his sole discretion.

The Secretary shall keep a register of names and addresses of all the Members, and the dates on which they became or ceased to be a Member of the Association (**Membership Register**). Upon request, the Membership Register shall be made available to any Member for inspection.

8. MEMBER'S REPRESENTATIVES

Any organisation that is a Member of the Association may nominate any person to act as its representative at any meeting of the Association (**Member's Representative**). A Member's Representative does not need to be a Member of the Association on his own behalf.

The organisation must give written notice to the Association of the name of its Member's Representative. The Member's Representative will continue to represent the

organisation until written notice to the contrary is received by the Association. Any notice given to the Association will be conclusive evidence that the Member's Representative is entitled to represent the organisation or that his or her authority has been revoked. The Association shall not be required to consider whether the Member's Representative has been properly appointed by the organisation.

9. TERMINATION OF MEMBERSHIP

Members may resign at any time by writing to the Secretary and their membership will immediately terminate provided that, after the resignation, there would be no less than two Members in the Association.

Membership is terminated if:

- (a) the Member dies or, if it is an organisation, ceases to exist;
- (b) any sum due from the Member to the Association is not paid in full within three months of it falling due; or
- (c) the Member is removed from membership by a resolution of the Founding Members in their sole discretion, including because of that Member's offensive or immoral behaviour.

If a Member's membership to the Association is terminated in accordance with this Section, the Member shall not be entitled to a refund of any monies paid to the Association.

10. GENERAL MEETINGS

The Association will hold a general meeting within twelve months of the date of the adoption of this Constitution. An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.

All general meetings other than annual general meetings shall be called special general meetings. The Founding Members may call a special general meeting at any time. The request must state the nature of the business that is to be discussed.

11. NOTICE

The minimum period of notice required to hold any general meeting of the Association is fourteen days from the date on which the notice is given. A general meeting may be called by shorter notice, if it is so agreed by all the Founding Members.

The notice must be circulated to all Founding Members entitled to attend and vote to a general meeting. The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.

12. **QUORUM**

No business shall be transacted at any general meeting unless a quorum is present. The quorum for the general meetings shall be two Founding Members.

If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Founding Members shall determine.

13. **CHAIRING OF GENERAL MEETINGS**

General meetings shall be chaired by a Founding Member who has been elected as chair (**Chair**).

14. **VOTES AT GENERAL MEETINGS**

Each Founding Member has one vote but if there is an equality of votes the Chair shall have a casting vote in addition to any other vote he or she may have.

A resolution in writing signed by each Founding Member who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective as if it had been passed at a general meeting duly convened and held by the Founding Members. The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Founding Members.

15. **MANAGEMENT BOARD**

The Association's day-to-day administrative matters and its property shall be managed and administered by a committee comprising of the officers and other members elected in accordance with this Constitution (**Management Board**).

The Management Board will be comprised of no less than three officers (unless otherwise determined by a resolution of the Association in a general meeting) and will not be subject to any maximum.

The Management Board must have the following officers:

- (a) a chairperson (**Chairperson**);

- (b) a secretary (**Secretary**); and
- (c) a treasurer (**Treasurer**).

Members of the Management Board must be a Founding Member or a Founding Member's Representative. The first officers of the Management Board shall be the persons elected as officers at the meeting at which this Constitution is adopted for a term of one year. Subsequent officers of the Management Board shall be elected at the annual general meetings of the Association.

The Secretary shall keep a register of names and addresses of all the officers, and the dates on which they became or ceased to be an officer of the Management Board (**Officer's Register**). Upon request, the Officer's Register shall be made available to any Member for inspection.

16. **POWERS OF THE MANAGEMENT BOARD**

The Management Board will manage the business of the Association and officers of the Management Board will have the following powers in order to further the Objects (but not for any other purpose):

- (a) to raise funds;
- (b) to co-operate with other charities, voluntary bodies and not-for-profit organisations and to exchange information and advice with them;
- (c) to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity or not-for-profit formed for any of the Objects;
- (d) to set aside income as a reserve against future expenditure;
- (e) to obtain and pay for such goods and services as are necessary for carrying out the work of the Association;
- (f) to open and operate such bank and other accounts as the Members consider necessary and to invest funds and to delegate the management of funds as they think fit;
- (g) to do all such other lawful things as are necessary for the achievement of the Objects.

Any officer present at a meeting of the Management Board at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Management Board.

No alteration of this Constitution or any resolution shall have retrospective effect to invalidate any prior act of the Management Board.

17. PROCEEDINGS OF THE MANAGEMENT BOARD

The Management Board may regulate their proceedings as they think fit, subject to the provisions of this Constitution. Any officer may call a meeting of the Management Board by giving notice of said meeting to all other members of the Management Board.

18. CHAIRING MEETINGS OF THE MANAGEMENT BOARD

Meetings of the Management Board shall be chaired by the Chairperson. If the Chairperson is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the members present may appoint one of the officers present to chair that meeting.

The Chairperson will have no additional functions or powers except those conferred by this Constitution or delegated to him or her by the Management Board.

19. QUORUM FOR MEETINGS OF THE MANAGEMENT BOARD

No decision may be made by a meeting of the Management Board unless a quorum is present at the time the decision is purported to be made. The quorum for a meeting of the Management Board shall be three officers.

If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the members shall determine. If the number of officers is less than the number fixed as the quorum, the remaining members may act only for the purpose of notifying the Founding Members of the need to call a special general meeting to fill the vacancies.

20. VOTING AT MEETINGS OF THE MANAGEMENT BOARD

Matters arising at a meeting of the Management Board must be decided by a majority of votes. In the case of an equality of votes, the Chairperson shall have a second or casting vote.

A resolution in writing signed by all the members entitled to receive notice of a meeting of the Management Board and to vote upon the resolution is as valid and effectual as if it had been passed at a meeting of the Management Board duly convened and held. The

resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more members.

21. MINUTES

A formal record of attendance, minutes and action points from all general meetings and meetings of the Management Board shall be produced by the Secretary or other nominated person.

22. IRREGULARITIES IN PROCEEDINGS

No resolution of the Founding Members at a general meeting nor any resolution or act of the Management Board is invalidated by reason of the failure to give notice to any member of the Management Board or Member or by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a Founding Member or the Association.

23. NOTICES

Any notice required by this constitution to be given to or by any person must be in writing. A Founding Member or member of the Management Board present in person at any meeting of the Association is deemed to have received notice of the meeting and of the purposes for which it was called.

24. DISPUTES

If a dispute arises between Members of the Association about the validity or propriety of anything done by the Members or members of the Management Board under this Constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

25. DISSOLUTION

The Association shall continue in existence unless otherwise decided by two thirds of the Founding Members at a special general meeting. Any remaining property or assets held on behalf of the Association shall be applied to pay off any outstanding debts incurred by the Founding Members on behalf of the Association or to further the Objects of the Association or in the manner directed at the meeting in which the resolution to dissolve the Association is passed.

SCHEDULE 1 – OFFICIAL LOGO



Foundation for Internet
Liberties Europe