



# THE GLOBAL INITIATIVE AGAINST TRANSNATIONAL ORGANIZED CRIME

## Constitution

### **The Global Initiative – Verein gegen transnationale organisierte Kriminalität**

#### **Article 1: Name, place of residence and main place of activities**

- (1) The name of the association is “The Global Initiative – Verein gegen transnationale organisierte Kriminalität”.
- (2) The association has its place of residence in Vienna and its main place of activities in Austria and Southeastern Europe.

#### **Article 2: Membership of the association in the Global Initiative Network**

The association acts in the interest of the international “Global Initiative Network”. “The Global Initiative Against Transnational Organized Crime” based in Geneva acts as the umbrella organization for all national Global Initiative activities and coordinates the activities of the association according to its purpose in the international sector. "The Global Initiative against transnational organized crime" is a Swiss not-for-profit association under Articles 60-79 of the Swiss Civil Code registered under Swiss association registry number CHE-296.622.304.

#### **Article 3: Purpose**

The purpose of the association is to promote the fight against organized crime, including creating awareness and research and its impact on ordinary people, particularly the poor and most vulnerable.

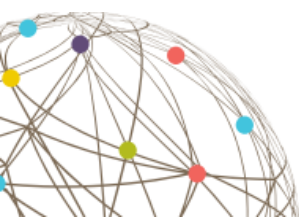


## **Article 4: Activities and resources to achieve the purposes of the association**

- (1) The purpose of the association shall be achieved by the activities and financial resources described in paragraphs 2 and 3 below. The activities of the association are not directed towards profit.
- (2) Activities intended for the realization of the purpose of the association are
  - a. To provide a platform to promote greater debate and innovative approaches as the building blocks for an inclusive global strategy against organized crime;
  - b. To generate, analyse and publish value-adding information on the growing impact of global illicit activities especially in terms of human security, environmental sustainability and the quality of global governance by leveraging on a strong network of global partners and organized-crime observatories;
  - c. To organize meetings and events to promote engagements, debate and discussion on effective policy responses to organized crime, including with multilateral partners;
  - d. To develop and implement innovative, field-based pilot response programmes.
- (3) The necessary financial resources will be raised through:
  - a. Donations
  - b. Project grants
  - c. Funding from governments, the European Union and international organizations for basic research

## **Article 5: Award of membership**

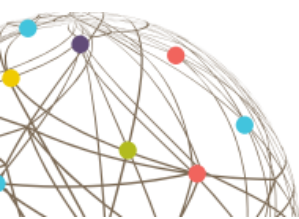
- (1) Membership is awarded to individuals in their personal capacity with the requisite expertise on issues relating to transnational organized crime, who have been invited and accepted by the association as members of the Global Initiative Network. Governments, institutions, corporate entities, or other organizations are not eligible for membership unless decided otherwise by the General Meeting of Members. Award of Membership is open exclusively for Members of "The Global Initiative Against Transnational Organized Crime" a Swiss association under Articles 60-79 of the Swiss Civil Code registered under Swiss association registry number CHE-296.622.304, based in Geneva.



- (2) When considering whom to invite, the association shall:
  - a. Ensure that invitees will be able to add value to the Global Initiative Network because they have the expertise in matters relating to transnational organized crime or in the various disciplines and activities that are important in understanding or countering it;
  - b. Endeavour to ensure that those invited are supportive of the aims of the Global Initiative and are willing to participate in discussions and debates on the basis of their personal experience and in an open and frank manner;
  - c. Strive to achieve a gender and regional balance among members of the Network;
  - d. Seek to have a membership with a reasonable representation from the different disciplines and sectors that can contribute towards addressing transnational organized crime, such as experts from law enforcement, development, the private sector, media, academia, research, think tanks, and those with expertise in specific crime categories such as environmental crime or cybercrime.
- (3) The final admission of members is decided by the Board. Admission may be refused without giving reasons.

## **Article 6: Cessation of membership**

- (1) Membership ceases upon death, voluntary resignation, exclusion and when the member ceases to be member of "The Global Initiative Against Transnational Organized Crime", a Swiss association under Articles 60-79 of the Swiss Civil Code registered under Swiss association registry number CHE-296.622.304, based in Geneva.
- (2) A resignation shall only take place on 31 December of each calendar year and shall be notified to the Director or the Board at least 6 months in advance in written form.
- (3) The Board can exclude a member, if the member fails to respond to email and telephone communications directed at him/her by the Secretariat for a period of at least twelve months.
- (4) An exclusion of a member from the association can also be ordered by the Board for just cause with a right of appeal to the General Meeting of Members. Appeals must be lodged within 30 days of the Board's decision being notified.



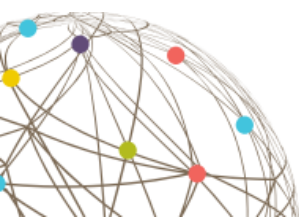
## **Article 7: Rights and obligations of the members**

- (1) The members are entitled to participate in the General Meeting of Members.
- (2) Each member is entitled to request a copy of the statutes from the Board.
- (3) At least one tenth of the members may request the Board to convene a General Meeting of Members.
- (4) If it is requested by at least one tenth of the members, the Board has to inform the members concerned about the activity and financial development of the association within four weeks of such a request.
- (5) The members are entitled to be informed about the audited financial statements by the Board. If this happens at the General Meeting of Members, the auditors have to be involved.
- (6) Members may volunteer to review and critique research and policy recommendations prepared by the Secretariat. They participate as they are able to and in relation to their expertise in the activities of the association. The products produced by the association will not necessarily reflect the views or preferences of every member of the Global Initiative Network but will be produced or published under the name of the association because such products enjoy the broad or general approval of members. No member will have the right to veto an association's product that enjoys the broad approval of its membership.
- (7) Members shall bear no responsibility for debts incurred by the association and shall not be liable for any part thereof.

## **Article 8: Bodies of the association**

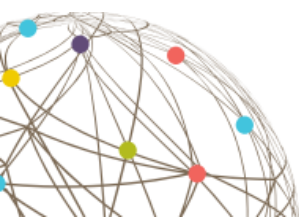
The structures of the Global Initiative consist of:

- a. The General Meeting of Members;
- b. The Board;
- c. The Director and the Secretariat;
- d. The Dispute Settlement Body.



## **Article 9: The General Meeting of Members**

- (1) The General Meeting of Members is the "General Assembly of Members" within the meaning of the Austrian Association Act. The General Meeting of Members is a meeting to which the members of the association have been invited and is therefore composed of all the members. It constitutes the highest authority of the association.
- (2) An ordinary General Meeting of Members shall be held once a year, and may be physical or virtual (video or audio conference). It may also meet in extraordinary session whenever necessary, by decision of the Board or at the request of one-tenth of the members.
- (3) The Board shall convene all members of the association in writing or by email at least six weeks in advance of the ordinary or extraordinary General Meeting of Members. The proposed agenda shall be sent to each member at least 21 days prior to the date of the meeting; the final agenda will be adopted no later than 10 days before the meeting. Proposals of individual members must be submitted to the Board in writing or by e-mail at least 14 days before the date of the General Meeting of Members.
- (4) All members are entitled to participate in the General Meeting of Members. Each member has one vote. The transfer of voting rights to another member by way of written proxy is permissible. Voting is open, unless requested at least five members request that the vote should take place by secret ballot.
- (5) The General Meeting of Members has a quorum regardless of the number of members present.
- (6) Resolutions - with the exception of a resolution to convene an extraordinary General Meeting of Members - can only be passed if included on the agenda.
- (7) Resolutions of the General Meeting shall be by consensus or if a vote is requested, by a simple majority vote of the members present. In case of a tie, the Chairperson of the Board shall have the casting vote.
- (8) Resolutions concerning the amendment of the Constitution and the dissolution of the association have to be approved by a two-third majority of the members present, and the item must be forwarded to all Members at least two weeks in advance of the meeting.
- (9) The General Meeting of Members is presided over by the Chairperson of the Board or by a substitute appointed by the Board or by a person designated by the Chairperson to fulfill that role.



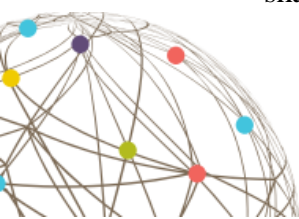
## **Article 10: Task of the General Meeting of Members**

The following tasks are reserved for the General Meeting of Members:

- a. Appoint members of the Board;
- b. Appoint the auditors for the accounts of the association;
- c. Receive and take a note of the contents of the reports and financial statements for the year;
- d. Decide on any modification of the Constitution;
- e. Decide on the dissolution of the Global Initiative – Verein gegen transnationale organisierte Kriminalität;
- f. Consider policy and strategic options for the association and provide mandates to the Director to pursue and implement such policies and strategies;
- g. Mandate the Director to undertake such tasks as are necessary to realize and advance the objectives of the association;
- h. Discuss and make resolution on other issues on the agenda.

## **Article 11: The Board**

- (1) The Board shall consist of the Chairperson, the Treasurer, the Secretary and all those appointed to the Board at the General Meeting of Members. The term of office of each member shall last for three years.
- (2) Each member of the Board is elected by the General Meeting of Members. A re-election is possible.
- (3) Board members act voluntarily and can only be compensated for their effective and travel costs.
- (4) The Board meets as often as required, but at least once a year. The Board is convened by the chairperson via e-mail. If this is impossible for an unforeseeable period, any other member of The Board may call in the Board. When circumstances warrant it, Board meetings may be held electronically. The Director may attend meetings of the Board but shall not have a vote.

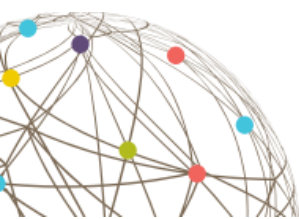


- (5) The Board shall make its decisions by a simple majority of votes. In the event of a tie, the Chairperson has the casting vote. Paid employees of the association only have a consultative vote on the Board. There is no minimum quorum. Circular resolutions by e-mail and telephone are permissible.
- (6) The term of office for Board members ceases upon death, expiry of the term of office, dismissal and resignation.
- (7) The General Meeting of Members can dismiss the entire Board or individual members of the Board at any time. The dismissal becomes effective with the appointment of the new Board or Board member.
- (8) The members of the Board may resign at any time by written declaration. The declaration of resignation has to be addressed to the Board, in case of the resignation of the entire Board, to the General Meeting of Members. The resignation becomes effective after a notice period of three months with effect to the end of a calendar month or with the appointment of the new Board or Board member, whichever occurs first.

## **Article 12: Tasks of the Board**

The Board is responsible for the management of the association. It is the "management body" within the meaning of the Austrian Association Act and performs all tasks that are not assigned to another body of the association. The following matters in particular fall within its remit:

- a. To take all measures to attain the goals of the association;
- b. To convene the General Meetings of Members;
- c. To ensure that the Constitution is applied, rules of procedure are drafted, and the assets of the association are administered;
- d. The Board ensures overall governance and direction for the association with advice on relevant strategic and policy issues;
- e. Is responsible for overseeing financial, legal, and human resources; as well as ethical issues related to the association;
- f. The Board should strive to attain a gender and regional balance for its membership;
- g. To receive the contents of the reports and financial statements for the year and votes on their adoption;



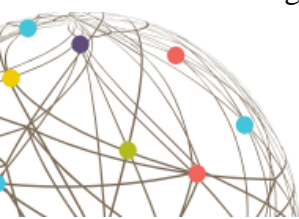
- h. To approve the annual budget;
- i. To appoint the Director;
- j. To propose new members for appointment to the Board, though only the Members can confirm that nomination.

### **Article 13: The Director**

- (1) The Director is the full-time executive head of the association, who manages and directs the association and is responsible for its day-to-day functioning.
- (2) The Director is appointed by The Board. The appointment of the Director shall be for an indefinite period of time.
- (3) The term of office ceases upon death, dismissal and resignation.
- (4) The Board can dismiss the Director at any time without the need for good cause. The dismissal becomes effective with the appointment of the new Director.
- (5) The Director may resign in written form. The declaration of resignation has to be addressed to the Board. Upon being received by the Board, the resignation becomes effective after a notice period of three months with effect to the end of a calendar month, or with the appointment of the new Director, whichever occurs first.

### **Article 14: Tasks of the Director**

- (1) The Director has authority to carry out all acts that further the aims of the association, including the maintenance of communication with the Global Initiative Network.
- (2) The Director acts as a representative of the association. The association shall be validly bound by the individual signature of the Director, or by the signature of any staff member or proxy designated by the Director, within the boundaries of authority provided by the Director in writing.
- (3) All financial transactions of the association will be approved by the Director with one additional member of the staff accordingly designated by the Director in writing. The Director may in writing designate two additional members of the Board to provide co-signatures authorizing payment in his/her absence.





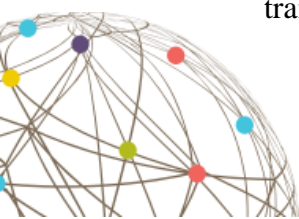
- (4) The Director prepares and presents an annual work plan for approval by the Board.
- (5) The Director is responsible for raising funds, financial management, appointment of staff and acquiring and disposing of assets.
- (6) The Director is mandated to manage the issue of the membership of the association and the process leading to the identification of and invitation to new members, as well as the process of terminating a membership.

## **Article 15: The Dispute Settlement Body**

- (1) The Dispute Settlement Body is the "arbitration body" within the meaning of the Austrian Association Act and is appointed to settle all disputes within the association.
- (2) The Dispute Settlement Body shall be composed of three members of the General Meeting of Members, who have to be nominated by the parties to the dispute. A party to the dispute shall nominate an arbitrator to the Board in writing. Within seven days the Boards shall notify the opposing dispute party of the requirement to nominate its own arbitrator within 14 days of receiving such notice. The arbitrators appointed by both dispute parties have to appoint a member of the General Meeting of Members as chairman of the Dispute Settlement Body within seven days, whereby - in case of a tie of votes among the nominated members - the lot shall decide.
- (3) With the exception of the General Meeting of Members, the members of the Dispute Settlement Body shall not belong to any body of the association.
- (4) The decision of the arbitral tribunal shall be taken by a simple majority of votes after hearing both parties in the presence of all its members. It decides to the best of its knowledge and in good faith. Its decisions are final within the association.

## **Article 16: Voluntary dissolution of the association**

- (1) The voluntary dissolution of the association can only be decided by the General Meeting of Members and has to be approved by a two-third majority of the members present. The item must be provided to all Members at least two weeks in advance of the meeting.
- (2) The General Meeting of Members shall also decide on the liquidation of the association, provided that the association's assets are available. In particular, the General Meeting of Members shall appoint a liquidator and take a decision as to whom the liquidator shall transfer the association's assets remaining after the liabilities have been covered.



- (3) In the case of the association being dissolved, the assets must be allotted to a non-profit organization pursuing goals of public interest similar to those of the association and whose objectives are recognised charitable in the meaning of para 34 ff of the Austrian Federal Tax Code (BAO). The goods cannot be returned to the founders or members, nor be used for their own profit.
- (4) The Director of the association has to notify the competent authority of the voluntary dissolution within four weeks after the resolution has been passed.

