

DATE: JUNE 15, 2018

Foundation of CirclesEurope Association

Articles of Statute

Concepts:

- **Circles:** a method to prevent sex offences
- **COSA:** Circles of support and accountability
- **Circles model:** a set of methodical and organisational guidelines for the construction, deliverance and supervision of COSA
- "Definitions and standards of circles": a document in which code of practice and basic quality principles regarding COSA and the Circles model are described.
- **Audit sub-committee:** a subcommittee that controls the annual financial report
- **Quality assurance and membership sub-committee:** a subcommittee that oversees the adherence to the "definitions and standards of circles"
- **Electoral committee:** a sub-committee that organizes and oversees the election of the board

Article 1: Name, Location, Status & Objectives of CirclesEurope Association

a. Name: The association has the name: CirclesEurope Association (in short: CirclesEurope)

b. Location: The Association is located in Utrecht, Netherlands (Vivaldiplantsoen 100).

c. Status

CirclesEurope is a private association, known by such name, registered in Utrecht, the Netherlands, and subject to Dutch law. CirclesEurope is enabling membership from public and private organisations and natural persons from countries represented on the Council of Europe, and who support the aims and objectives of CirclesEurope.

d. Aim

The support, development and promotion of Circles of Support and Accountability Services (Circles) across Europe according to the commonly agreed Circles model and with the intention of assisting similar developments elsewhere.

Objectives

- To provide and share guidance and advice to members according to the agreed framework for the development and strengthening of the Circles model.
- To coordinate the provision of information, guidance and advice on the establishment of Circles in response to approaches from other countries outside Europe, applying the agreed framework.
- To protect the intellectual property rights of materials, developed by more than one member for use by other members.
- To assist and support evaluation and research for the enhancement of the Circles service, quality and reputation, at national, European and international levels.

- v. To secure funding through a variety of streams, for the promotion of national and international exchange of knowledge and expertise regarding the Circles method and to facilitate ever-wider provision of Circles.
- vi. To engage and cooperate with other relevant professional associations and agencies to mutual benefit.

Article 2: Membership of CirclesEurope.

Preamble

CirclesEurope has two types of membership: full membership and associate membership. Associate members have the same rights and obligations as full members, with the exception of voting rights at the General Meeting(GM). The Board shall decide on a provisional admission or refusal of prospective members. At the next GM, the GM shall make the final decision on whether or not to admit the prospective members referred to above that were admitted provisionally. Prospective members who have been refused by the Board can lodge an appeal against the decision to the GM.

2.1) The terms and conditions of full membership for CirclesEurope

2.1.1 Full membership is open to organisations which are delivering Circles according to the "Definitions and Standards of Circles" as laid down in the internal regulations and/or which serve in an umbrella capacity for those organisations.

2.1.2) The application of new full members will be assessed for suitability and compliance by the quality and membership framework sub-committee, prior to a formal proposal to the Board, of which a majority approval is required. Assessment will be made against the "Definitions and Standards of Circles", with all necessary documentary 'evidence' provided in advance.

2.1.3) Prospective members that have obtained a provisional admission from the Board have the same rights and obligations as full members, subject to the final decision on their definitive admission at the next GM.

2.1.4) All Full member organisations will be required to abide by the "Definitions and standards of Circles", with periodic reviews as to continuing entitlement to full membership.

2.1.5) No individual on the board can be involved in a full membership review or discussion as to the continuance of their respective Circles service in CirclesEurope.

2.1.6) The number of Circles being run by the service or 'provider' is not relevant to potential membership. A prolonged period of no Circle provision by a full member would trigger a review of right to membership.

2.1.7) The Board will be responsible for the setting of a full membership fee and reviewing it on a regular basis. The amount of membership fee will be set in the internal regulations

2.1.8) Full membership shall terminate if:

- the member cancels the membership;
- the membership is withdrawn by the CirclesEurope Board,
- This may occur
 - o if the full member has ceased to fulfil the requirements attached to the membership by the articles of association, if it does not comply with the obligations towards CirclesEurope, and if it cannot reasonably be expected by CirclesEurope to have the membership continued;
 - o if a member acts contrary to the articles of association, regulations or GM decisions, or if their actions hinder the work of CirclesEurope in an unjustifiable way.
 - o If the organisation that holds the full membership ceases to exist
 - o The full member is not offering Circles during a prolonged period

2.1.9 The full member whose membership is withdrawn by the board will be informed immediately in writing, including the reasons for the exclusion. The full member can make appeal to the Quality Assurance and Membership sub-committee for determination in accordance with the terms of the internal regulations

2.1.10) If a full member is initially suspended temporarily by the Board, this suspension shall be assessed by the Quality Assurance and Membership sub-committee. This sub-committee shall consider exclusion of the membership and may recommend withdrawal of membership by the Board in accordance with the terms of the internal regulations.

2.2) The terms and conditions of associate membership for CirclesEurope

2.2.1) Associate membership will be open to all private, public, profit, not-for-profit and government organisations and bodies within or outside the Council of Europe area of interest, which can demonstrate an interest in and commitment to the principles and objectives of Circles and CirclesEurope.

2.2.2) Associate membership will be open to universities, higher education institutions and research institutes within or outside the Council of Europe area of interest.

2.2.3) Associate membership will be open to natural persons residing within or outside the Council of Europe area of interest.

2.2.4) The Board will be responsible for the setting of an associate membership fee and reviewing it on a regular basis. The amount of associate membership fee and other obligations will be laid down in the internal regulations.

2.2.5) The associate membership shall terminate if:

- the individual member is deceased
- the member cancels their membership;
- the member fails to have paid their membership fee due within 6 months of the notified date
- the membership is withdrawn by the CirclesEurope Board,
- this may occur

- if the associate member has ceased to fulfil the requirements attached to the membership by the articles of association, if it does not comply with the obligations towards CirclesEurope, and if it cannot reasonably be expected by CirclesEurope to have the membership continued;
- if an associate member acts contrary to the articles of association, regulations or GM decisions, or if his actions hinder the work of CirclesEurope in an unjustifiable way.

2.2.6) The associate member whose membership is withdrawn by the board will be informed immediately in writing, including the reasons for the exclusion. The associate member can submit their case for appeal to the Quality Assurance and Membership sub-committee for determination in accordance with the terms of the internal regulations.

2.2.7) If an associate member is initially suspended temporarily by the Board, this suspension shall be assessed by the Quality Assurance and Membership sub-committee for determination in accordance with the terms of the internal regulations..

Article 3 Bodies and officials

CirclesEurope's bodies and officials are:

- The General Meeting
- The Board
- The Secretariat (Chair, Secretary, Treasurer for the Board)
- Sub-committees

Article 4 The General Meeting

4.1) The General Meeting (GM) decides on the general policy of CirclesEurope and reviews the work of the Board and sub-committees. It advises on the strategic and policy priorities for the coming period, according to the CirclesEurope budget and workplan, as stated in Statute 8.

4.2) The GM includes all members (full and associate). Only full members have voting rights. Voting procedures are organised and supervised by a voting committee of at least 2 members.

4.3) The GM will be chaired by the Chair of the Board, or Secretary in their absence.

4.4) The Board may invite observers, consultants, experts or other advisors to attend. Such invitees have no voting rights.

4.5) The GM will meet on alternate years on a date and venue determined by the Board, and notified to the membership at least six months in advance.

4.6) Extraordinary GMs can be convened by the Board in order to deal with pressing and critical matters, of which two months' notice must be given.

4.7) The Board must convene an extraordinary GM upon written request of at least one third ($\frac{1}{3}$) of the full membership at the moment of request, of which two months' notice must be given.

4.8) If the Chair or three of the full members make a proposal at the GM to adjourn the meeting, postpone the dealing with one or more of the items, change the agenda, or by way of exception deal with an item not on the agenda, the GM shall cast an immediate vote thereon.

4.9) The GM can only make decisions when one third of all full members are present, and votes are taken by an absolute majority of the votes cast.

4.10) The following decisions however require a majority of two-thirds ($\frac{2}{3}$) ;

- a) amending these articles of association.
- b) dissolution of CirclesEurope.

4.11) Each Full member has one vote for other than board election purposes. The election of the board is described in the internal regulations.

4.12) If a member of GM does not attend the GM, the relevant full member may grant another member a written power of attorney to cast a vote on their behalf. All proxy votes must be notified in writing to the Board Secretary at least 10 days in advance of the GM ('in writing' also includes notifications through electronic means such as email).

4.13) A suspended full member cannot cast a vote, nor those in arrears of more than twelve months of their full payment of their membership fee.

4.14) In the event of a tied vote, the proposal is deemed to have been defeated.

4.15) A matter that is rejected cannot be dealt with again at the same meeting.

Article 5 - The Board of CirclesEurope

Preamble

The Board is charged with the CirclesEurope management. Board members will act in the best interest of the aims and objectives of CirclesEurope. They do not represent the interests of any particular full or associate member. All powers are vested in the board with the exception of the powers that are vested in the GM pursuant to these articles of association or mandatory law.

5.1) The Board will comprise no fewer than three and no more than seven individuals.

5.2) The Board will be elected by the full members of CirclesEurope, on the basis of the voting procedure as laid down in the internal regulations. The voting will be organised and overseen by a voting committee of at least two members, who are not eligible for a Board position.

5.3) The votes will be cast by (a representative of) the full member.
(See internal regulations for the nomination and election process)

5.4) The composition of the Board will in so far as possible reflect the distribution of the full membership, with a balance of genders and no more than two Board members from any one European state.

5.5) The board will elect from its group a servicing 'Secretariat' to serve as Chair,

Secretary and Treasurer, with two other undesignated positions, to coordinate and direct the necessary administrative arrangements for the Board's business and the broader CirclesEurope development for the duration of the three year term.

5.6) Individual Secretariat post-holders have an option to continue for a further three years in position if so wished by the Board, as determined by a majority vote.

5.7) Board members are not paid for their work, but are entitled to reimbursement for any expenses they accrue in their work on behalf of the Board.

5.8) The board can co-opt onto it for periods of a year (which can be renewed up to three times, i.e. 4 years maximum) one professional partner from an academic and one from a criminal justice background.

5.9) The board can also co-opt one volunteer to serve for no more than three years before fresh nominations by full CirclesEurope Members.

5.10) In the case of vacancies (for whatever reason), and providing two Board members, the Board remains legal.

5.11) If a vacancy for one of the 'Secretariat' posts arises this will be filled temporarily by another board member. If the vacancy is caused by the post-holder leaving the Board, an interim board member can be appointed by the board. Any vacancy will be filled in within three months, and shall be filled permanently at the next GM.

5.12) The Board will be deemed quorate (the decision-making authority) when three members are in attendance.

5.13) In the absence of the Chair, those present will nominate another to chair that specific meeting.

5.14) The Board may invite observers, consultants, advisors and other officials to attend relevant part of a meeting as seems helpful and appropriate. Such invitees have no voting rights.

5.15) When appropriate, board members may be employed by the Association for specific tasks that contribute to the goals of the Association. Where this is agreed by the board, appropriate safeguards and checks will be in place to ensure full probity and to avoid reputational risk.

5.16) A Board member can be suspended by a majority of the Board members holding office because of serious misconduct and/or acting contrary to these articles of association, or the CirclesEurope Objectives. A suspended board member is not allowed to participate in meetings of the Board and cannot cast a vote.

5.17) In the event of such suspension the Board will conduct an investigation and call a general meeting to determine the appropriate resolution, with the full participation of the suspended Board member.

Article 6 Representation

6.1) Two jointly acting members of the Board can represent CirclesEurope.

6.2) Any member of the Board can participate in any of the sub-groups but will not necessarily be the convenor.

Article 7 The Secretariat

7.1) The Secretariat will be elected by the Board and has the following duties:

- to manage the daily matters of CirclesEurope and to exercise all necessary powers in accordance with these articles of association
- to sign all documents in relation to CirclesEurope administration
- to manage the preparation of the yearly financial reviews, draft budgets and work plans for the Board
- to prepare and attend the GM, Board meetings and other CirclesEurope events.
- to ensure an effective communication and marketing strategy for the benefit of the association.

Article 8 CirclesEurope Budget and Work Plan

8.1) The CirclesEurope Board will present the full membership with an annual financial review, draft budget and work plan aligned with the goals of CirclesEurope. The draft budget will include projected general details concerning the expected income and expenses for approval.

8.2) The draft budget will be presented for approval at the General Meeting, or if necessary through electronic means at the necessary time.

8.3) The CirclesEurope Board is responsible for the prudent and appropriate management of the Budget, ensuring financial sustainability of CirclesEurope and sourcing of additional funding opportunities.

8.4) The budget and workplan approved by the full membership will be managed by the CirclesEurope Board subject to circumstances prevailing, and may be amended by the CirclesEurope Board as it deems necessary, subject to consultation with the full membership.

8.5) CirclesEurope will seek to ensure as far as practicable, that the events and activities organised or hosted by CirclesEurope will reflect the true economic costs, including the overheads of CirclesEurope, and be cost neutral to the Association.

Article 9 The Audit Committee

9.1) The GM will appoint an audit committee, comprising at least two (2) full members, not being board members, in order to assess the draft annual accounts.

9.2) The audit committee will report its findings to the Board and the GM.

9.3) The audit committee is entitled to inspect all books and financial decision-making processes and regulations.

Article 10 The financial year

The financial year is the same as the calendar year. The first financial year ends on 31st December 2018

Article 11 Subcommittee

11.1 the board can delegate under her supervision some of her tasks to subcommittees which are appointed by the board. The tasks of the sub-committees are described in the internal regulations. At the beginning the board will be supported by three subcommittee (see the internal regulations).

11.2 Each member of the board can become member of a sub-committee (except the audit committee), but needs not be the conveyor

Article 12 Ending of the Association

12.1 When the Association ceased to exist, the board has the obligation to liquidate financial resources. During the liquidation process all statutes remain valid as far as possible.

12.2 (*Included instead of 5.18*) In case of a positive result of the liquidation, the remaining sum will be allocated by the GM to an institution that works in the general interest, as is defined in the "Algemene wet inzake rijksbelastingen" or a replacing law; with the same aims as CirclesEurope. A positive result may also be allocated to an international organisation that serves the general interest and has the same aims.

Article 13:

13.1 The GM can decide on internal regulations.

13.2 The internal regulations may not violate the law or the statutes

13.3 Decisions on the setting or changing of the Internal regulations can only be taken by the GM, with a majority of two thirds of valid voices.

5.18) (old version) shifted to the end to be a separate Article (12) as required by Dutch law for tax purposes (for the so called "ANBI-status")

In the event of the dissolution of CirclesEurope, the Board will allocate any credit balance towards a goal which is contributing to the aims and objectives of CirclesEurope (not being one of the full members), following the payment of creditors.