



LATVIJAS
PILSONISKĀ
ALIANSE

Society

LATVIJAS PILSONISKA ALIANSE (CIVIC ALLIANCE - LATVIA)

ARTICLES

Riga, 2019

Section 1. Name of the Society

- 1.1. The name of the society shall be "**Latvijas Pilsoniskā alianse**" (henceforward referred to as Society). The abbreviated name of the Society shall be LPA.
- 1.2. The English translation of the name of the Society shall be "**Civic Alliance – Latvia**". The abbreviated name of the Society shall be CAL.
- 1.3. The Russian translation of the name of the Society shall be "**Альянс гражданского общества Латвии**".

Section 2. Aim of the Society

- 2.1 The aim of the Society is:
Strengthening of civic society in Latvia and creation of a favorable environment for the operation of societies and establishments.

Section 3. Members

- 3.1 The Society may be joined by any natural person or legal entity which supports the aims and areas of activity of the Society, by submitting a written application to the executive body of the Society. The form of the application and the information to be included therein shall be established by the Board.
- 3.2 The decision regarding the approval of membership shall be carried by the Board during the nearest meeting. The decision carried by the Board shall be communicated to the applicant in writing within one week of the date of the decision.
- 3.3 The applicant may appeal against a rejection in writing by lodging an application with the Members' Meeting within one month of the date of the decision. If the Members' Meeting also rejects the request submitted by the applicant, the applicant shall not be approved as a member of the Society, and they may submit a new membership application in at least one year of the date of the decision.
- 3.4 If the Board of the Society or the Members' Meeting approves the applicant as a member of the Society, the new member shall pay the membership fee for the entire calendar year, in the amount fixed by the Members' Meeting.
- 3.5 Any member shall be entitled to withdraw from the Society at any time by submitting a written notice thereon to the Director, who shall inform the Board and the Members' Meeting about the withdrawal of the member during the nearest meeting.
- 3.6 Any member may be excluded from the Society by a decision of the Board if the member does not perform their obligations or duties.
- 3.7 The matter of exclusion of the member of the Society shall be considered by the Board, by inviting the member to be excluded and allowing them to express their opinion. Absence of the member to be excluded shall not serve as an obstacle in the carrying of the decision by the Board.

Section 4. Rights and Obligations of the Members

- 4.1 The members of the Society shall be entitled to:
 - 4.1.1 be actively involved in the attainment of the aims of the Society;
 - 4.1.2 form task teams or interest groups;
 - 4.1.3 participate in the administration of the Society following the provisions of the Articles, including participation in Board meetings without voting rights, election, and being elected;
 - 4.1.4 receive information about the activities of the Society, including review of all minutes/records, decisions, and orders issued by the Society;
 - 4.1.5 submit recommendations regarding the activities of the Society and improvement thereof, and to express and support/defend their opinions freely.
- 4.2 The members of the Society shall:
 - 4.2.1 participate in the achievement of the aims and objectives of the Society;
 - 4.2.2 comply with the articles of the Society and the decision carried by the Members' Meeting and the Board;
 - 4.2.3 pay the membership fee in the amount fixed by the Members' Meeting;
 - 4.2.4 not admit any action which discredits the Society in the public;
 - 4.2.5 attend meetings of the members in person or by proxy.
- 4.3 Obligations of members may be established by decisions carried by the Members' Meeting or the Board. Establishment of obligations other than those established for other members for a particular member shall require approval by the respective member.

Section 5. Structural Units of the Society

- 5.1 The Members' Meeting may carry decisions regarding the establishment of territorial or other structural units of the Society, and they shall not have any rights of a legal entity.
- 5.2 The activities, rights and obligations of the structural units as well as their relationships with the Society shall be regulated by the rules of the structural units, which shall be approved by the Members' Meeting.

Section 6. Members' Meeting

- 6.1 The Members' Meeting shall be the supreme decision-making body of the Society.
- 6.2 The areas of competence of the Members' Meeting shall include:
 - 6.2.1 decisions regarding amendments to the articles;
 - 6.2.2 election and recall of Board members and Board member candidates;

- 6.2.3 fixing of the amount of the membership fee;
 - 6.2.4 establishment of the main fields of activity of the Society;
 - 6.2.5 approval of the budget of the Society and the annual report after the receipt of the auditor's opinion;
 - 6.2.6 decisions regarding the establishment of structural units and approval of their regulations;
 - 6.2.7 decisions regarding other matters.
- 6.3 The Members' Meeting shall be convened at least once a year by sending out written invitations electronically or by post so that the members of the Society receive the message at least one month before the date of the Members' Meeting. The expected agenda of the meeting shall be sent out at least two weeks before the Members' Meeting.
 - 6.4 The Director shall convene the Members' Meeting if required by at least a half of the Board members, as well as in other cases established in the law.
 - 6.5 All Society members shall be entitled to participate in the Members' Meeting. Members, which are legal entities, shall be represented during the meeting by their lawful representative or attorney/proxy. The authorization /power of attorney issued to the authorized representative shall be enclosed with the minutes of the meeting.
 - 6.6 The Members' Meeting shall be entitled to carry decision if more than a half of the members is present at it. If the Members' Meeting is not entitled to carry decision to lack of quorum, another Members' meeting shall be convened within three weeks, and such meeting shall be entitled to carry decisions regardless of the number of members present at it, provided, however, that at least two members are present.
 - 6.7 In cases when it is necessary to urgently make decisions or other justified circumstances, except on Associations and Foundations Law Section 35, Paragraphs 1.-3. point questions, the Director or the Board, can agree to make remotely meeting by electronic decision-making procedures.
 - 6.8 Information about remotely meeting shall be sent to the Members at least 5 working days in advance, but the draft decision and other materials are sent electronically at least 3 working days before the meeting. The course of the meeting and the decisions taken are reflected in the minutes of the meeting.
 - 6.9 Decisions of the Members' Meeting shall be carried by at least half of the members with the authority to vote present at the meeting.
 - 6.10 Decisions regarding amendments to the articles, termination or continuation of the activities of the Society shall be carried by two thirds out of the members present at the meeting.
 - 6.11 All voting shall be open. If any member or Board member candidate requires a ballot vote during the election of the Board, the decision regarding this shall be carried by the Members' Meeting.
 - 6.12 The minutes of the members' meeting are taken. The minutes shall be signed by the chair of the meeting and the minute-taker. The minutes shall be stored by the executive body of the Society.

Section 7. Board

- 7.1 The Board, which shall be established and act under the provisions hereof, shall be the managerial body of the Society.
- 7.2 The Board consists of 7 (seven) members - natural persons, who are elected by the Meeting of Members for 2 (two) years. If a member of the Board resigns before the expiry of the term, the candidate for the member of the Board for whom the largest number of votes was cast at the meeting of members shall be admitted to the Board. Board members may be re-elected. The Director may not be a member of the Board.
- 7.3 Out of its members, the Board shall elect the Chair of the Board for the management of the work of the Board. The Chair of the Board shall take on and sign the employment agreement with the Director.
- 7.4 A Board member may be recalled only in case of a serious reason. Such reasons shall, in any case, include failure to perform or insufficient performance of their obligations, inability to perform their duties, causing damage to the interests of the Society, or loss of trust.
- 7.5 The areas of competence of the Board shall include the following:
 - 7.5.1 approval of the strategy of the Society and monitoring of its implementation;
 - 7.5.2 approval/recall of the Director and fixing of the Director's salary;
 - 7.5.3 appointment/recall of the Auditor;
 - 7.5.4 decisions regarding the membership of the Society in international networks, alliances, or organizations;
 - 7.5.5 decisions regarding approval of new members or exclusion of members under the provisions of the articles;
 - 7.5.6 may form directions of Action in accordance with the established Strategy.
 - 7.5.7 decisions regarding other matters arising during the operation of the Society, unless such matters fall within the competence of the Members' Meeting or the Director;
 - 7.5.8 establishment of the procedure for the payment of the membership fee.
- 7.6 The Chair of the Board and/or Director shall represent in public and express the position in matters essential for the Society.
- 7.7 Board meetings shall be convened by the Director or the Chair of the Board by notifying the time and agenda of the meeting at least 5 (five) days prior to the meeting.
- 7.8 The Director shall participate in the meeting without the right to vote.
- 7.9 The Board has a quorum if more than half of the members of the Board participate in its meeting. Decisions are adopted if more than half of the members of the Board present vote in favor.
- 7.10 In cases where it is necessary to take a decision urgently or for other justified reasons, the Director or the Chairman of the Board may decide to hold the meeting remotely using the electronic decision-making procedure.

- 7.11 Information on holding a meeting remotely is sent to members electronically at least 3 working days in advance, but the draft decision and other materials are sent to members electronically at least 1 working day before the meeting. The course of the meeting and the decisions taken are reflected in the minutes of the meeting.
- 7.12 Using the electronic written decision-making procedure, the Director or the Chairman of the Board shall send to all members of the Board the draft written decision and documents relevant to the decision-making by e-mail, indicating the time limit for voting “for” and “against” in writing. Such term may not be shorter than 3 (three) working days from the date of sending the draft decision.
- 7.13 The decision of the Board is taken by a majority of votes. The adopted decision shall enter into force within the term specified for the transfer of votes.
- 7.14 Minutes of the Board meetings are taken. The minutes shall be signed by the Chair of the Board and by the protocolist. The minutes are kept by the executive body of the Association.
- 7.15 The electronic decision-making procedure is in the form of a protocol signed by the Chairman of the Board. The minutes shall be sent to the members of the Board within 3 working days and the electronic voting printouts shall be attached to it.

Section 8. Executive Body

- 8.1 The permanently executive body of the Society shall be the Director.
- 8.2 The Director shall be elected by the Board for 3 (three) years.
- 8.3 The Director shall:
- 8.3.1 manage and represent the Society;
 - 8.3.2 perform all activities necessary for a successful operation of the Society;
 - 8.3.3 be responsible for the development of the organizational strategy and submissions thereof for approval to the Board;
 - 8.3.4 decides on the coverage of such expenses incurred in the course of performance of the work of the persons employed by the Society;
 - 8.3.5 assure preparation of the annual budget of the Society and prepare the financial statement and reports in accordance with the requirements established in the Latvian law;
 - 8.3.6 take on other employees of the Society in line with the budget of the organization approved by the Members' Meeting and the key areas of activity;
 - 8.3.7 prepare recommendations for the Members' Meeting and/or the Board regarding the most significant matters for the Society and changes in the operation of the Society.
- 8.4 The Director shall be paid for the performance of their duties, and the amount of the salary shall be fixed by the Board.
- 8.5 The Director may require to cover expenses occurring during the performance of their official duties, the amounts and types of the expenses to be decided by the Board.

8.6 The Director shall report to the Members' Meeting and the Board.

Section 9. Auditor

- 9.1 The control over the financial activities of the Society shall be exercised by the Auditor elected by the Board for 2 (two) years.
- 9.2 The Auditor of the Company shall not appear as a Board member or the Director.
- 9.3 The Auditor of the Society shall:
- 9.3.1 audit the documentation, property, and financial resources of the Society;
 - 9.3.2 evaluate the authenticity of the accountancy data of the Society and their correspondence to the actual situation;
 - 9.3.3 provide an opinion to the Members' Meeting regarding the compliance of the activities of the Board and the Director with the provisions of the regulatory acts, decisions carried by the Members' Meeting, and the provisions of the Articles;
 - 9.3.4 provide an opinion to the Members' Meeting regarding the budget and annual financial statement of the Society;
 - 9.3.5 if necessary, submit recommendations to the managerial bodies of the Society regarding the improvement of the financial situation and management of the property of the Society;
 - 9.3.6 perform their assignments with regard to the finances of the Society.
- 9.4 The Auditor shall conduct the audit within the time-frame fixed by the Director, but at least once a year.
- 9.5 The Members' Meeting must not approve the annual report and balance sheet of the Society without review of the opinion issued by the Auditor of the Society.

Section 10. Disposal of Property and Financial Resources in Case of Liquidation of the Society

- 10.1 The money and property of the Society remaining after the satisfaction of all creditor claims shall be delivered to the individuals specified by the Members' Meeting, considering that they might be societies, establishments, state, local government bodies, or other legal entities with similar aims and objectives.

Section 11. Membership Fee

- 11.1 The members of the Society shall pay the membership fee for the calendar year in the amount fixed by the Members' Meeting.
- 11.2 In case the member has not paid the membership fee for the previous year, the Board shall, prior to the next Members' Meeting, carry a decision regarding exclusion of the member from the Society. The said condition shall also apply to the members who have outstanding membership fee payments for any previous years.

Director of the society Civic Alliance - Latvia

Kristīne Zonberga _____

Amendments to the Articles made during the Members' Meeting in Riga on 29 March 2019.