



Bylaws

May 2006

The present rules of procedure are made as an application of the statutes of the Foundation. They will complete the statutes. None of the dispositions in the present rules of procedure can be interpreted contradictory to the statutes. In case of difficulties the disposition of the statutes is primary.

1. Roles and Responsibilities of the Board of the EMHRF

- 1.1 **The President** oversees the broad area of policy development and ensures that the Foundation is developing along lines and according to policy agreed by the Board in close cooperation with the Board and the Head of the Secretariat. The President chairs key meetings of the EMHRF (or delegates the responsibility) and in a general manner represents the Foundation in particular at international meetings and key policy encounters of the Foundation.
- 1.2 **The Vice-President** has specific responsibility for particular areas of policy agreed by the Board. In addition, he/she assists the President in carrying out the work representing the Foundation, developing and ensuring the implementation of policy and chairing of meetings, etc.
- 1.3 **The Treasurer** oversees the financial development and management of the Foundation in close consultation with the Board and the Head of the Secretariat. The Treasurer works with the Board and the Head of the Secretariat to develop a funding strategy for the Foundation and takes part in necessary meetings with donors as well as commenting on the various funding applications. The Treasurer of the Foundation, on behalf of the Board, shall approve all costs incurred by the Head of the Secretariat.
- 1.4 The President and the Treasurer will report to the Board at its various meetings as well as to the Council of Representatives.
- 1.5 The Board constitutes itself at its first meeting after election and decides upon duration of elections of Board members.
- 1.6 The Board decides on its mode of working at its first meeting after being constituted including the frequency of meetings and modes of ensuing appropriate information and communication with the Secretariat.



- 1.7 The Board shall employ an Executive Director. The Executive Director shall employ and dismiss the staff of the Foundation, fix wages, salaries and contributions to pension schemes, etc. The Board shall be kept informed of important resolutions concerning the staff.
- 1.8 The Board shall prepare authorizations giving the Secretariat power to enter into commitments. The Board evaluates the authorizations once a year.

2. Roles and Responsibilities of the Secretariat of the EMHRF

- 2.1 The Secretariat facilitates the development of the Foundation activities. It is responsible for the day-to-day delivery of the agenda of the Foundation in close cooperation with the Board. It is a support agency within the Foundation in the fields such as receiving and preparing applications for Board decision, following-up to decisions, fulfilling advisory and mediating services towards applicants, overseeing grants and monitoring their implementation, as well as communication, translations, preparation of meetings and documents etc.
- 2.2 The Secretariat has responsibility for everyday relations with the Board as well as with organizations and individuals supported in consultation with the President, the Vice-President and the Board in general. It has responsibility for developing core communication needs within the Foundation, to the Board and the public at large.
- 2.3 The Secretariat shall submit a draft of the annual report to the Board whose members shall verify that the annual report is in accordance with the current rules of procedures and that it presents a true and fair view of the Foundation's financial situation.
- 2.4 The Secretariat shall ensure that the annual report with the auditor's report is submitted to the Board no later than two weeks before the annual meeting.
- 2.5 The Secretariat shall ensure that the procedures, bookkeeping, accounting and insurance matters are satisfactory.
- 2.6 Prior to the adoption of a resolution, the Secretariat shall notify the Board of any transaction that is unusual in nature or size or of great importance given the position of the Foundation.
- 2.7 The Secretariat shall consult with the Board members before allocating grant support to individuals or organizations. In case of urgent request of support, the Secretariat shall facilitate urgent consultations with the Board members either by emails, by phone or by teleconference.
- 2.8 In case a transaction cannot await the approval of the Board considering the best interest of the Foundation, the Head of the Secretariat shall, to the extent possible, make the decision and ensure that the Board is subsequently informed of the decisions made.
- 2.9 The Secretariat Staff works according to an established organization staff plan and according to fields of responsibilities outlined therein.



2.10 The Head of the Secretariat shall approve all costs incurred by the staff members and in relation to the activities of the Foundation.

2.11 The Secretariat assures the preservation of the Foundation archives. It preserves a copy of all the reports and all the minutes of meetings between the different organs in the Foundation.

3. Board meetings

3.1 The Board meets for ordinary meetings whenever necessary. Board meetings shall be convened by the President. Board meetings shall, as far as possible, be convened by not less than 30 days' written notice accompanied by the agenda for the meeting.

3.2 Any member of the Board and the President of the Foundation may request a Board meeting.

3.3 The necessary documents for the meetings are communicated to the members ten days in advance at latest.

3.4 The agenda of each ordinary meeting will have as fixed items: Ratification of the Minutes of the last meeting, Adoption of the meeting agenda, a Secretariat report on its activities since the last meeting, the report of the Treasurer on the financial situation of the Foundation, items relating to policy development, current issues and grant proposals received; scheduling time and place for the next meeting; any other business.

3.5 The President shall ensure the sharing of responsibility of the meeting.

3.6 In its decision-making procedures, the Board seeks to work through consensus but, if necessary, resolutions made at Board meetings shall be passed by simple majority of the Board members present at the meeting. In case of equality of votes, the President shall cast the decisive vote.

3.7 The minutes, in the form of a summary of decisions, shall be forwarded to the Board members at latest two weeks after a meeting in the relevant Foundation work languages. If no comments are received after ten days the minutes are considered approved and notice is given thereof. The minutes are ratified and signed by all present Board members at the subsequent meeting.

4. Communication and Information

4.1 A summary of Secretariat activities carried out on behalf of the EMHRF is forwarded to the Board members on a quarterly basis.

4.2 When involving the Board in urgent consultations, Board members shall send their comments to the Secretariat within 10 days under normal circumstances. In critical individual cases, the Head of the Secretariat may request that the decision be made within a shorter time period. In exceptional individual cases – essentially sensitive cases involving threats to health and safety – the decision may be made by the President and the Treasurer. Decisions shall be based on a



majority of responding Board members. The President and the Treasurer shall take part in the final decision.

5. Legal and Financial Procedures

- 5.1 The Treasurer shall be informed about any financial developments and budgets of the EMHRF from the Secretariat. The Board members receive a financial report ten days before every ordinary meetings of the Board for adoption at the meeting.
- 5.2 The EMHRF shall be bound if documents are signed by four Board members or by the Head of the Secretariat and a member of the Board according to the following arrangements:
- Funding agreements with organizations or individuals of an amount ranging up to EUR 5,000 are signed by the Executive Director or in his/her absence by the President.
 - Funding agreements with organizations or individuals of an amount above EUR 5,000 are signed by the Executive Director and the Treasurer or in the absence of the Executive Director by the President and the Treasurer.
 - Contracts and funding applications with donors are signed by the Treasurer and the Executive Director or in the absence of the Executive Director by the Treasurer and the President.
 - Contracts regarding real estate and loans are signed by the Executive Director, the President and the Treasurer or in the absence of the Executive Director by the President, the Treasurer and a member of the Board.
 - The Head of the Secretariat signs expenditures related to EMHRF running costs on his/her own discretion when these fall within the limits of the budget adopted by the Board at its ordinary meetings.
 - The Head of the Secretariat and staff members send copies of any pre-arranged price agreements to the Accountant.
 - The Head of the Secretariat may issue proxies to the accountant for bank dealings related to running affairs for an amount up to EUR 15,000.
- 5.3 The Head of the Secretariat establishes routines which ensure that financial statements are prepared annually and allows for due audit of EMHRF finances according to the Statutes as well as other audits requested by donors.
- 5.4 The Annual accounts should be finalized by 28th February each year. The Annual accounts should be audited before 1st May each year. The Annual accounts should be published by 1st June each year.
- 5.5 The Secretariat establishes a time registration system in which staff registers the use of time on EMHRF activities, as well as other time used on holidays, sickness, etc., so that a complete basis is obtained for the Foundation activities management.
- 5.6 The Head of the Secretariat establishes routines that ensure the optimization of interest on cash at bank and in hand.



- 5.7 An individual mandated by the EMHRF who participate in EMHRF activities can have his/her expenses for Per Diem, Flight tickets, transportation to/from the airport as well as for local transportation reimbursed by the Secretariat according to the EMHRF Guidelines for Reimbursement.
- 5.8 Reimbursement of expenses in connection to EMHRF activities are done according to the rules and regulations of the donor organization. When nothing else is stated the Danish Ministry of Foreign Affairs rules and regulations apply. Expenses for Per Diem exceeding donor standards can only be reimbursed by the Foundation in exceptional cases.