

Global Civil Society Coalition for the UNCAC
Association for the Implementation of the UN Convention
against Corruption

Charter of the Association

§1: Name, location and area of activity

1. The name of the Association is “Global Civil Society Coalition for the UNCAC – Verein zur Umsetzung der UN-Konvention gegen Korruption”.
2. In English, its name is "Global Civil Society Coalition for the UNCAC – Association for the Implementation of the UN Convention against Corruption”.
3. In everyday communication, the names "Global Civil Society Coalition for the UNCAC” and "UNCAC Coalition" may be used.
4. It is based in Vienna and carries out activities in Austria and the rest of the world.
5. The Association does not intend to create subsidiary associations.
6. Its financial year is based on the calendar year.

§2: Purpose of the Association

1. The purpose of the Association is to promote the [interest of the] general public in the fields of democracy and the rule of law, development assistance, public education, science and research, as well as civil rights and fundamental rights, such as freedom of expression and information, the right to a fair trial and to an effective remedy.
2. The Association is pursuing these purposes in an objective and independent manner that is solely and directly beneficial to the public in line with §§ 34 et seq of the BAO [the Austrian Federal Tax Code]. The activities of the Association are not aimed at generating profit.

§3: Means to achieve the purposes of the Association

1. The Association will implement the following activities (ideational means) to achieve its purposes and goals:
 - 1.1. Fostering global collaboration between civil society organisations to elevate anti-corruption standards and practices around the world;
 - 1.2. Mobilizing broad civil society action on the national, regional and international level to achieve the ratification, implementation, enforcement and monitoring of the UN Convention against Corruption (UNCAC);

- 1.3. Conducting and supporting scientific research on the implementation of the UN Convention against Corruption and on other issues linked to the purpose of the Association;
- 1.4. Organisation and attendance of meetings, workshops, trainings, conferences and discussions related to the UN Convention against Corruption and other issues linked to the purpose of the Association;
- 1.5. The facilitation and coordination of activities among members and other stakeholders to develop and promote proposals and initiatives to strengthen anti-corruption policies, practices, and standards;
- 1.6. Engagement, meetings and communication with States, the United Nations, other regional and international organizations, as well as other partners, to elevate and strengthen anti-corruption policies, practices and standards at the international, regional and national level, in line with the purpose of the association;
- 1.7. Engagement, meetings, workshops and communication with States to promote and facilitate the participation of members and other civil society organizations in national anti-corruption fora and processes, in particular reviews of the UNCAC, to advance anti-corruption efforts and promote human rights;
- 1.8. The facilitation of civil society participation in processes and meetings of the United Nations, in particular of the UNCAC, including through technical guidance, organization of side events and financial support;
- 1.9. Raising awareness and the general level of knowledge on issues linked to the purpose of the Association, both domestically and abroad, by attending, organising and holding trainings and information events such as courses, seminars, lectures, trainings, film screenings, workshops as well as talks and discussions, congresses, symposia and conferences;
- 1.10. The operation of websites, including <http://uncaccoalition.org>;
- 1.11. The production and publication of material for research, education and training, articles, books, brochures, reports, statements and other publications using all available media, including audio and video content, on topics related to the purpose of the Association;
- 1.12. The publication and distribution of analyses, letters, blog posts and press releases;
- 1.13. Gathering, editing and providing information on corruption, the prevention of corruption, the fight against corruption, fundamental and human rights, developments around the UNCAC and its implementation as well as other topics linked to the purpose of the Association, for the members of the Association and the general public;
- 1.14. The establishment and operation of knowledge collections and knowledge-sharing platforms, of (scientific) archives, libraries and other collections of objects serving the Association's purpose;

- 1.15. The operation of profiles and pages in social media;
- 1.16. The provision of fora (including email newsletters, mailing lists, working groups, teleconferences) and platforms that support the exchange of information, discussion and cooperation on issues linked to the purpose of the Association;
- 1.17. Communication and meetings with representatives of international and multinational organisations, state delegations, associations and organisations, pressure groups, the private sector and other actors;
- 1.18. Meetings and assemblies;
- 1.19. The organisation and coordination of, or contributions to, civil society campaigns, initiatives, research and public relations;
- 1.20. The gathering, summarising and releasing of data, information, examples and experience on the implementation of the UNCAC on a national, regional and global level as well as on other issues related to the purpose of the Association;
- 1.21. The support of members and other civil society actors contributing to processes and fora around the UNCAC and the monitoring of its implementation on the national level, for example by providing guidance, questionnaires, trainings and workshops, assistance in the production of contributions, statements and reports, editing, peer-review, translations, print and the publication of reports;
 - 1.21.1. Provision of technical guidance and financial support to member organizations and other non-governmental organizations, in particular those based in developing countries (ODA recipient countries) to carry out assessments of UNCAC implementation and national frameworks on anti-corruption, transparency and accountability, as well as to develop recommendations to strengthen anti-corruption efforts and to promote these recommendations through advocacy activities.
 - 1.21.2. Organisation and facilitation of workshops, trainings and guidance materials enabling members and other non-governmental organizations to engage in the UNCAC review mechanism and use the UNCAC to promote anti-corruption measures.
- 1.22. Advertisement of any kind and public relations [activities] to raise awareness and understanding of the public for issues linked to the purpose of the Association at home and abroad, the provision of information and guidance of any kind to inform the public, including in cooperation with other institutions, organisations and the media as well as by using media of all kind to provide information to the public;
- 1.23. The organisation and hosting of charity and fundraising events, such as fundraising dinners, other social events and parties by the Association;
- 1.24. The implementation of projects in line with the purpose of the Association and of scientific projects and research on issues that are in line with the purpose of the Association, as well as the creation of concepts, proposals and applications, cooperation with universities and other relevant third persons or organisations;

- 1.25. Other advisory or consulting on issues related to the purpose of the Association at home and abroad;
 - 1.26. Employment of staff to implement activities in line with the purpose of the Association;
 - 1.27. Cooperation with other associations, foundations, non-governmental organisations, umbrella groups and coalitions, international organisations, multilateral organisations, state bodies, regions, cities, interest groups, universities, legal and natural persons as well as other relevant associations of people, institutions and entities of the public sector and the private sector;
 - 1.28. Building and expanding cooperation in relevant national, regional and international networks, membership in national, regional and international organisations, associations, coalitions and other institutions as well as contributions to relevant citizens' initiatives, coalitions and networks;
 - 1.29. The establishment and operation of club houses and offices at home and abroad;
 - 1.30. The letting, provision and renting of movable and non-movable, material and immaterial assets of the Association, such as real estate, buildings and rights;
 - 1.31. The Association may use third natural and legal persons, so-called vicarious agents. It can, for example, award contracts for the implementation of envisioned activities and projects to employees, contractors, partner organisations, member organisations, companies, consultants and third parties or other implementation agents. Cooperation and project partnerships with implementation agents are to be designed in a way that allows the Association to directly influence the fulfilment of the goal of the cooperation. The Association can also itself be an implementation agent in the framework of its purposes.
 - 1.32. The association may engage in cooperative activities. If not all cooperation partners are tax-privileged within the meaning of §§ 34 ff BAO, then, pursuant to § 40 (3) BAO, both the purpose of the association and its contribution to the cooperation must directly promote its privileged purpose, and there must be no outflow of funds to a cooperation partner that is not privileged within the meaning of §§ 34 ff BAO.
2. Non-monetary means are provided by the Association's members, volunteers and supporters, as well as by experts and partner organisations that contribute to the Association's work and the implementation of its goals.
 3. The required material and financial means of the Association are raised by:
 - 3.1. Contributions by members and supporters (membership fees, in-kind contributions, financial support from members and supporters);
 - 3.2. Donations, gifts of all kind, proceeds of collections and auctions, for example of donated art, legacies, bequests and inheritance;
 - 3.3. Public sector grants (from within Austria and from abroad), contributions and subsidies, project funds and contributions from multinational organisations such as the EU, the United Nations and the OECD), from public authorities,

foundations, companies and other legal persons under private law and in-kind contributions;

- 3.4. Income from consultancies project fees and tenders;
 - 3.5. Income from events and activities of the Association (lectures, courses, trainings, workshops, talks, panel discussions and other events) as well as entry tickets, course and seminar fees, contributions towards expenses and reimbursements (i.e. for attending events, workshops and conferences), payments for articles, talks and publications, and other income, reimbursement of expenses prepaid by the Association (e.g. travel costs);
 - 3.6. Income from activities of the Association, to the extent they are permitted by law and in line with the charter (in particular with the sole and direct support of public benefit), revenues from the Association's projects and activities and its scientific and research projects (in line with §3, para 1.18), reimbursements and contributions to cover costs within the scope of an indispensable ancillary operation (unentbehrlicher Hilfsbetrieb) within the meaning of Section 45(2) of the Federal Tax Code (BAO);
 - 3.7. Revenues from the management of assets (i.e. bank interest, revenues from renting or letting or cession of clubhouses and offices);
 - 3.8. Income from the sale of the Association's assets and rights and of inherited objects;
 - 3.9. Revenues from the Association's knowledge collections, archives, libraries and other collections (in line with §3, para 1.18), such as entry fees, usage fees, fees for the rental of objects;
 - 3.10. Income from publishing and distributing publications and content (in line with §3, para 1.5), their exploitation and sale;
 - 3.11. Revenues from charity and fundraising events, fundraising dinners, parties of the Association and other events (in line with §3, para. 1.17);
 - 3.12. Income from activities as vicarious agent (in line with §3 Abs. 1.31);
 - 3.13. Income from sponsoring.
4. All financial means shall be used for the Association's purpose described in §2.
 5. Members of the association or persons closely associated with them may not receive any financial benefits or other payments from the association's funds outside the scope of the association's purpose or without providing corresponding services in their capacity as members. In the event of dissolution of the corporation or discontinuation of its charitable purpose, the assets of the corporation, insofar as they exceed the paid-in capital shares of the members and the fair market value of the contributions in kind made by the members, may only be used for the charitable purposes specified in the legal basis.

§4: Types of membership

1. Members of the Association are divided into ordinary, extraordinary and honorary members.

2. Ordinary members are those who are involved in the activities of the Association and have the rights and responsibilities described in §§ 5, 7 and 9 below.
3. Extraordinary members are those who support the Association and its work, possibly including by the payment of a fee or a contribution to support the work of the Association. They are affiliated with the Association, support its work and mission. They are allowed to attend the General Assembly and to participate in the Association's discussions. However, they do not have the rights and responsibilities of ordinary members as defined in §§ 5, 7 and 9.
4. Honorary members are individuals who are named by the General Assembly upon suggestion by the Board (also referred to as the "Coordination Committee") for their extraordinary achievements supporting the Association and its goals. They have the rights and responsibilities described in §§ 5, 7 and 9 below.

§5: Membership: Ordinary Members

1. Membership is open to civil society organisations and their representatives as well as individuals working on anti-corruption issues and subscribing to the Association's mission. The term "civil society organisation" is defined in the Association's rules of procedure and is broadly construed to include, for example, trade unions, academia and research institutions. For-profit companies and their associations shall not be included.
2. The Association's membership consists of all those duly registered with the Association. Members of the Association are divided into the following three categories:
 - 2.1. An international member organisation, defined as a civil society organisation working in three or more countries or with affiliates in three or more countries. Each international member organisation in good standing can nominate a candidate to stand in elections for the two international seats of the Board and can vote in elections and in the Association's decision making processes. Individuals affiliated with an international member organisation may participate in the Association's discussions.
 - 2.2. A member organisation is defined as a civil society organisation that is not an international member organisation, where national affiliates of an international member organisation are considered separate from that member. Each member organisation in good standing can nominate a candidate to stand in elections for regional seats of the Board and can vote in elections and in the Association's decision-making processes. Individuals affiliated with a member organisation may participate in the Association's discussions.
 - 2.3. An individual member is defined as a natural person with no affiliation to a member organisation. Individual members in good standing may run for elections for the individual member seat of the Board, can vote in elections for

the candidate for the individual member seat and may participate in the Association's discussions.

3. Organisations or individuals wishing to join the Association need to fill in an application form. Organisations are required to provide information about their organisation, status, membership and activities, while individuals are required to provide information about their work. Existing members may be required to provide additional information if their application forms are incomplete.
4. The Managing Director, or another person designated by the Board, shall screen applications to determine whether they meet the requirements for membership, including work in a field related to anti-corruption and commitment to the vision, mission and core values of the Association.
5. Applications which pass the initial screening shall be forwarded to the Board for a two-week period allowing for comments. If, within the two-week period, two or more Board members object to the applicant, the matter shall be discussed in the Board.
6. The Board decides on the acceptance or rejection of ordinary and extraordinary members.

§6: Suspension and termination of membership

1. Members may leave the Association at any point by informing the Managing Director and the Board in writing about their decision.
2. Membership is terminated in case of death (for individual members) or in case a member organisation is dismantled or ceases to operate.
3. A member may be suspended or expelled by a two-thirds majority of the Board for failing to respect the Association's principles. This may take place after due process in which the member is informed about the proposal of suspension or exclusion and given the opportunity to make representations to the Board as to why removal is not warranted. The Board may decide for temporary suspension pending the hearing and decision on a member's case; until a decision is reached, a member that is suspended in such a way is not considered a member in good standing.
4. Ordinary members can, upon decision of the Board, be suspended if they do not carry out their obligations defined in §7.2, and as a consequence will not be considered members in good standing. Suspended members will have twelve months to provide any missing annual reports, after which the membership can be terminated by a decision of the Board [the Coalition Coordination Committee – CCC] if the annual reports are not filed, unless a good reason is provided.

§7: Members' roles and responsibilities

1. Members are required to uphold the principles enshrined in the Association's mission statement in undertaking any activities related to the Association and respect decisions made by the bodies of the Association.

2. Members are also required to report annually on their anti-corruption activities, following a basic template.
3. Ordinary members enjoy voting rights as defined in Section 5. They are also entitled to be consulted on major policy decisions of the Association and to be provided with information about the work of the Board, the Managing Director and the Vienna Hub. Decisions of the Membership shall normally be made by consensus, except at the request of five or more members for a vote on an issue.
4. Members are encouraged to contribute to the development and implementation of the Association's strategies, activities and campaigns.
5. Every member is entitled to request a copy of the Charter from the Board.
6. At least a tenth of the members can request the Board to call for a General Assembly.
7. Members are to be informed at the General Assembly by the Board about the activities of the Association and its finances. If at least a tenth of the members request the release of such information and provide reasons for this request, the Board has to issue this information within four weeks.
8. Members are to be informed by the Board about the audited annual accounts. If this occurs at the General Assembly, the auditors shall be involved.

§8: General Assembly

1. The General Assembly shall be convened at least once every two years, where the Board and the Managing Director shall report to the Assembly in appropriate detail and members may raise issues of common concern.
2. A special General Assembly takes place within three months
 - 2.1. upon request of the Board or the regular General Assembly
 - 2.2. upon written request by at least a tenth of the ordinary members
 - 2.3. upon request of a comptroller
 - 2.4. upon the decision of a court-appointed trustee.
3. General Assemblies shall be convened in person or virtually. At in-person meetings, members are responsible for bearing the costs of their participation, unless the Association has the means to raise funds for member participation. Virtual meetings may include an online forum over a period of days in which information and proposals are posted and decisions are made by e-voting.
4. The Board shall determine the date, time, place and agenda of General Assemblies in consultation with the Membership and shall inform the Membership of these details no later than 30 days before the meeting date if the Assembly is virtual or 60 days if the Assembly is in person.
5. A member wishing to add an item to the agenda of a General Assembly must notify the Board via the Chair or the Managing Director no later than 14 days before the

Assembly. The Board shall decide whether to include the proposed agenda item, taking account of time constraints, importance, and promoting the participation of all members in the General Assembly.

6. The Chair of the Board shall preside as chairperson at each General Assembly, unless he/she is unable to do so, in which case the Board shall elect an acting chairperson from within its members.

§9: Responsibilities of the General Assembly

1. The General Assembly, in which all ordinary and extraordinary members can participate, has the following responsibilities:
 - 1.1. Adoption of a provisional budget;
 - 1.2. Acceptance and approval of the most recent financial report and the audited annual accounts;
 - 1.3. Election of Members of the Board;
 - 1.4. Election of Comptroller(s);
 - 1.5. Approval of a contract between auditors and the Association;
 - 1.6. Decision on membership fees, if any, for ordinary and extraordinary members;
 - 1.7. Release of the Board;
 - 1.8. Adoption of changes to the Charter, except for Section 14 Para. 10;
 - 1.9. Voluntary dissolution of the Association; and
 - 1.10. Discussion and adoption of miscellaneous items on the agenda.
2. Only ordinary members have the right to vote in the General Assembly. .
3. The General Assembly has a quorum regardless of the number of ordinary members present.
4. Elections and resolutions at the General Assembly (including the items listed in §9.1.1 to §9.1.10) are decided by a simple majority of valid votes cast.

§10: Bodies of the Association

1. Bodies of the Association are the General Assembly, the Board (also referred to as "Coordination Committee" – see §12 et seq), the Comptrollers and the Conciliation and Settlement Body (Schlichtungsstelle).
2. A Managing Director is to be appointed (in line with Section 15) for the administrative support of the Board and to lead day-to-day operations.

§11: Official Approval

1. In order to be valid, all official documents of the Association must be signed by two of the following persons: the Chair of the Board or a Co-Chair, a Vice-Chair of the Board, the member of the Board who is appointed its Secretary, and the Managing Director, if appointed. Details may be defined in internal rules of procedure in line with Section 14, Para. 11.

2. Official documents include any document which legally binds the Association to undertake a particular activity and/or relates to any financial agreement with funders.

§12: Composition of the Board

1. The Board shall consist of twelve members. Six of the seats on the Board shall be allocated to representatives of member organisations on a regional basis with one seat each for
 - 1.1. Sub-Saharan Africa;
 - 1.2. Southwest Asia and North Africa;
 - 1.3. East Asia, Central Asia and Pacific;
 - 1.4. South Asia;
 - 1.5. Europe;
 - 1.6. The Americas.
2. Two additional seats shall be allocated to representatives of member organisations on a regional basis, to the two regions with the largest number of members in the Association, as determined a sufficient time ahead of the election.
3. If there are no candidates from a given region for a seat, representatives of member organisations from other regions may contest the seat in question.
4. Two seats on the Board shall be allocated to representatives of international member organisations.
5. One seat on the Board shall be allocated to an individual member.
6. One seat on the Board shall be allocated to an honorary member of the Association.
7. The Board is also referred to as the "Coordination Committee".

§13: Election of the Board

1. Board members are elected for a two-year term. Members may only be elected to the Board for two consecutive terms after which they must wait at least one year before running again.
2. Elections are to be held annually, normally by 30 June at the latest, by a process of remote balloting. At each election, approximately one-half of the Board members shall be up for election. Each term begins on 1 September of the year of the election and ends on 31 August of the second following year. Until the newly elected members take office on 1 September, the outgoing members shall remain in office.
3. Election procedures are to be developed by the Board, although this task might be delegated to the Managing Director, and need to be approved by the Membership. The Managing Director can also be tasked with organising the election.
4. The Chair or two Co-Chairs of the Board shall be elected by the Board members from among themselves, normally in September following the reconstitution of the Board, and the number of consecutive two-year terms served by a given (Co-)Chair may not exceed two. The Board members may also elect at least one and up to two

Vice-Chairs and any other executive officers as may be needed. The term of a Statutory Executive Officer (Chair(s), Vice(Chairs), and other elected officers) ends no later than the end of their final term as a member of the Board.

- 4a. The holders of board leadership positions (Chair(s), Vice-Chair(s)) shall remain in office in a caretaker capacity after the expiry of their board term until their successors have been duly elected by the reconstituted Board.

A caretaker officer who is no longer a member of the Board may, in that capacity:

- (a) chair meetings of the Board;
- (b) co-sign urgent official documents in accordance with §11;
- (c) represent the Association externally where continuity requires it.

A caretaker officer who is no longer a member of the Board may not vote on Board matters. The caretaker function ends upon the election of a successor.

In order to keep the duration of the caretaker period as short as possible, the Managing Director shall issue the call for candidacies for Statutory Executive Officers around the first meeting of the reconstituted Board, in consultation with the Chair.

Further details may be set out in the Rules of Procedure in accordance with §14(11).

5. Transitional provision: The terms of office beginning on 1 September 2027 are the first governed by paragraph (2),

5.1. Board members whose term is already running at the time this amendment enters into force and whose term would otherwise expire in June 2027 shall remain in office until 31 August 2027.

5.2. Board members whose term would otherwise expire after 31 August 2027 shall remain in office until 31 August of the year in which their term would otherwise have ended.

5.3. The election of Statutory Executive Officers (Chair(s), Vice(Chairs), and other elected roles) for the term beginning 1 September 2027 shall take place in September 2027. Until this election, the incumbent officers remain in office in a caretaker capacity in accordance with paragraph (4a).

5.4. The extension of terms under (a) and (b) does not count as a separate term for the purposes of paragraph (1), third sentence (two-consecutive-term limit).

5.5. This transitional provision ceases to have effect once all terms of office that were running at the time of its entry into force have ended.

§14: The Board (Coordination Committee)

1. The Board is the policy-making and steering body of the Association. Its responsibilities include the following:
 - 1.1. Providing policy direction, coordination and oversight of the work of the Managing Director and the Vienna Hub headed by him/her.
 - 1.2. Supervision of the development and implementation of the Association's strategy.

- 1.3. Promoting the activities and projects of the Association and helping to identify funding opportunities.
- 1.4. Communicating the Association's positions to a wider public audience.
- 1.5. Agreeing on the location and agenda of General Assemblies.
- 1.6. Ensuring the prompt and effective issuance of statements.
- 1.7. Assisting the Association to support its members, including assistance to members under attack due to their anti-corruption work.
- 1.8. Decisions of the Board shall, whenever possible, be made by consensus, provided that a member of the Board may call for a vote on any issue which shall be decided by majority vote, unless otherwise specified in this Charter or in rules of procedure adopted by the membership.
2. The Board shall
 - 2.1. ensure that accounting procedures appropriate for the needs of the Association are put in place;
 - 2.2. ensure that a draft annual budget, annual accounts and an audit report are produced;
 - 2.3. administer the assets of the Association;
 - 2.4. provide information to members on the activities, the finances and the audited annual accounts of the Association;
 - 2.5. decide on the acceptance and expulsion of ordinary and extraordinary members;
 - 2.6. decide on the appointment or hiring of a Managing Director.
3. In case of imminent danger to the Association, the Chair or a Co-Chair of the Board is authorised to act in matters that normally would fall under the responsibility of the Board or the General Assembly. These decisions require subsequent confirmation from the relevant body of the Association.
4. The General Assembly can at any time dismiss before the end of their term one or more members of the Board from their functions subject to specific conditions and procedures to be laid down by the General Assembly upon recommendations of the Board. The General Assembly can thereafter elect (a) new member(s) to the Board.
5. Members of the Board can announce their resignation at any time in writing to the Board, or in case of the resignation of the whole Board, to the General Assembly.
6. The Board has a quorum if all members were invited and one-quarter of the existing members is present. Decisions are made with a simple majority. Decisions have to be documented in writing and may also be made through written communications.
7. In case a member of the Board is unable to fulfil his/her role for a longer period of time, the Chair and the other members of the Board may decide a replacement subject to a majority vote. In the case that a replacement would have to serve for a period of six months or more, a special election for the seat in question will be called.

8. In case the Board is unable to act for a long period, remaining members of the Board or otherwise the Comptrollers are required to immediately call for a General Assembly to elect a new Board.
9. In case the Comptrollers are also unable to act and the initiation of a General Assembly by a tenth of the membership is not possible, every ordinary member who recognises the emergency situation must immediately request the appointment of a trustee by the responsible court, which must immediately call for a special General Assembly.
10. The Board can make changes to the Charter that are requested by the authorities and do not change its Content.
11. The Board can adopt rules of internal procedure that, in line with the Charter, regulate further details concerning the Board, the Managing Director and the tasks of the Vienna Hub (in particular the distribution of responsibilities, consultation and information requirements, the distribution of tasks between members of the Board, and between the Board and the Managing Director).
12. On the motion of any Board member, the Board may initiate proceedings to suspend or remove one of its members on the following grounds: (i) severe breach of the values, mission or core policies of the Association, including the Conflicts of Interest, Gifts and Anti-Corruption Policy or the Anti-Harassment Policy; (ii) loss of independence from government, political parties or special interests; (iii) severe financial misconduct; (iv) conduct that poses a severe reputational risk to the Association; (v) a final criminal conviction for an offence relevant to the mission of the Association; or (vi) inability to fulfil the role of Board member for a prolonged period.
 - 12.1. The motion must be supported by evidence. The proceedings shall be initiated by a decision of two-thirds of the Board members present at a meeting, with a minimum of five Board members voting in favour. The affected Board member is recused from this vote and not counted in the quorum.
 - 12.2. The affected member must be informed in writing of the grounds and supporting evidence and given no less than 21 days to respond in writing and the right to be heard at a meeting of the Board (which may be virtual). Where the seat is held by an organisation, the head of the organisation must also be informed.
 - 12.3. Pending the final decision, the Board may by simple majority of present members impose interim measures, including suspension of voting rights, restriction of access to confidential information and exclusion from sub-committees.

- 12.4. The decision to suspend (for a defined period not exceeding the remainder of the term) or to remove a Board member requires a two-thirds majority of all sitting Board members entitled to vote. The affected member is recused.
- 12.5. The affected person may, within 14 days of receiving notice of the decision, refer the matter to the Dispute Resolution Body under §19. The right to bring proceedings before the ordinary courts after expiry of the six-month period under § 8 (3) Vereinsgesetz 2002 remains unaffected.
- 12.6. The decision and its reasons (in summary) shall be reported to the next General Assembly. Where the Board member's seat is held by an organisation, the organisation may be invited to nominate a new representative; otherwise the rules on vacancies in the Rules of Procedure apply."

§15: Managing Director

1. The Board can appoint a natural person as Managing Director for a term of three years and thus as a body of the Association and may dismiss him/her at any point, subject to conditions and procedure to be specifically laid down by the Board. The Managing Director can represent the Coalition using the title "Vienna Hub Coordinator".
2. The Managing Director is able to represent the Association externally, in parallel to the Chair(s) and Vice-Chair(s) of the Board and the Secretary of the Board.
3. Internally, the Managing Director is subordinate and reportable to the Board, acts upon its directives and is required to provide it with information.
4. The Managing Director shall attend Board meetings as a secretary to the Board, not eligible to vote, and is responsible for issuing minutes including the agenda to be determined in consultation with the Chair(s) or the Vice Chair(s), drafting minutes of the meeting and circulating the same as well as keeping all records of the Board.
5. Internally, the Managing Director has to follow the rules of administrative procedure in line with § 14, Para. 11 and, within its framework, is allowed to lead the operational business of the Association and to represent it in legal transactions. The Board can define additional responsibilities and rights of the Managing Director in line with the Charter, in particular rules on the authorisation of specific legal transactions.
6. The Managing Director manages the Viennese office of the Association ("Vienna Hub") and any other consultants or staff, as described by the internal rules of procedure. The tasks of the Vienna Hub include:
 - 6.1. Coordinating the day-to-day activities of the Association and ensuring compliance with legal and accountability requirements;
 - 6.2. Liaising with partners and stakeholders, including the UN Office on Drugs and Crime (UNODC), on behalf of the Association;

- 6.3. Developing and disseminating both internal and external communication materials for the Association (such as the website, newsletter, brochures and statements);
- 6.4. Providing support to the Board and the Membership, including through the development of draft positions, statements and other documents;
- 6.5. Identifying and pursuing funding opportunities for the Association, in coordination with the Board;
- 6.6. Organising the elections to the Board;
- 6.7. Drafting rules of procedure for the Board, the General Assembly and elections, for adoption by the Membership;
- 6.8. Preparing an annual report on the activities of the Association and the Vienna Hub. This report should generally be prepared by the end of May for the preceding year;
- 6.9. The implementation or support for the implementation of projects and activities described in § 2 that serve the Association's purpose;
- 6.10. Such other task to realise the Association's mission as may be agreed by the Board and/or the Membership, subject to available funding.

§16: Working Language

1. The working language of the Association is English. Where possible, and subject to funding, documents will be translated into German, French, Spanish, Arabic and other languages.

§17: Liability

1. The Association is liable with its assets for its own liabilities. Members of the Board, the Managing Director and other organ representatives are not personally liable for the Association's liabilities. They are, however, liable in accordance with § 24 Vereinsgesetz 2002 for damage caused by intentional or grossly negligent breach of their duties to act with the diligence of an ordinary person performing the same function. The Association may take out directors-and-officers (D&O) insurance to cover this liability.

§18: Comptrollers

1. Two Comptrollers are elected by the General Assembly for a duration of two years. A re-election is possible. The Comptrollers must not be part of any other body of the Association – with the exception of the General Assembly – the activities of which are subject to their scrutiny.
2. The Comptrollers are responsible for verifying the Association's financial conduct and annual accounts with regard to the regularity of the accounting and the proper use of funds in line with the Charter. The Board and the Managing Director shall

provide the comptrollers with the necessary documents and information. The comptrollers must report their findings to the Board and the General Assembly.

3. Any contracts between the Comptrollers and the Association have to be authorised by the General Assembly.
4. The term of a Comptroller ends in case of their death, resignation, the end of their contract or dismissal by the General Assembly.

§19: Dispute Resolution Body

1. The dispute resolution body is set up to resolve all disputes stemming from relations to the Association. It is a “dispute resolution body” in line with the Associations Act 2002.
2. The dispute resolution body is composed of three ordinary members of the Association. It is established upon the notification to the Board by one whose activity or conduct is the subject of the dispute and their nomination of an ordinary member as a member of the dispute resolution body. Within seven days, the Board calls on the other party to the dispute to nominate another member of the dispute resolution body within 14 days. Within a further seven days period after the designation of the second member of the body, both designated members of the body are notified by the Board and within 14 days, the two choose a third member to chair the dispute resolution body. If there is no agreement on the third member then each of the designated members nominates a third member and a decision is made by drawing lots. Members of the dispute resolution body must not be part of any other body of the Association that is party to the dispute, with the exception of the General Assembly.
3. The dispute resolution body decides by majority vote, after hearing both sides with all members being present. It decides in good faith. Its decisions are final within the Association.

§20: Voluntary Dissolution of the Association

1. The voluntary dissolution of the Association can only be decided upon in a General Assembly and only by a two-thirds majority of all valid votes cast with a quorum of two-thirds of eligible voting members.
2. If the Association still holds assets, a decision on liquidation must be taken during the General Assembly in question. In particular, the General Assembly must appoint a liquidator and decide on the party to whom the Association’s remaining assets are to be transferred once its liabilities have been covered.

§21: Use of assets in case of dissolution

1. In case of dissolution of the Association or discontinuation of its previous charitable purpose, the assets remaining after settlement of liabilities shall be used for the

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purposes specified in this Charter and eligible for tax-privileged treatment pursuant to Section 4a (2) of the Austrian Income Tax Act 1988 (EStG 1988).

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