

1.1. Annex II: Draft articles of association

§ 1 Name

1. The name of the network is the Danish Development Research Network.

§ 2 Host institution

1. The host institution and registered office of the network secretariat is the Institute for Geography, University of Copenhagen.

§ 3 Objectives

1. Based on the needs of partner countries, the development objective of the Danish Development Research Network is to contribute to the inclusion of research and research-based knowledge in design and implementation of development assistance – especially assistance supported by the Danish Government – and in partner countries' development activities.

The development objective is sought achieved through three immediate objectives (IOs):

- IO1 is to contribute to the dissemination and exchange of information between development organisations and the research community, in order to provide research-based knowledge and strengthen research capacities
- IO2 is to foster an engaged and committed network of members in Denmark and in the South.
- IO3 is to stimulate and promote the production and exchange of high-quality research-based knowledge relevant to development

§ 4 Members

1. Any person who accepts the objective of the network can be registered as a member of the network.
2. Membership of the network is achieved by written request to the network secretariat.
3. Membership is free.
4. Membership is terminated by notifying a member of the board or the head of the secretariat.
5. Exclusion from the network occurs if a member does not adhere to the objective of the network. Temporary exclusion occurs through unanimity of the board. Final exclusion of a member can occur through approval by two-thirds majority of the general meeting.

§ 5 Annual General Meeting

1. The supreme authority of the network is the annual general assembly. Notice of the annual general assembly and a draft agenda should be communicated electronically to all members no later than four weeks prior to the meeting. Proposals to be included on the agenda should be sent to the board no later than three weeks prior to the meeting. Proposals to be discussed at the annual general assembly and the final draft agenda will be available on the network website or can be requested from the secretariat, from one week prior to the general assembly. The agenda must be approved at the meeting.

2. An extra-ordinary general assembly can be called if the board or one third of the members of the network requests it. A notice, stating the agenda, should be issued no later than two weeks prior to the meeting and within two weeks after the request for such a meeting has been received at the secretariat.
3. The agenda for the annual general assembly should contain the following items:
 1. Election of chairman and secretary
 2. Approval of the agenda
 3. Report by the board
 4. Presentation of accounts
 5. Proposals received
 6. Presentation of working agenda for the forthcoming year
 7. Presentation of budget proposal for the forthcoming year
 8. Election of board members and substitutes
 9. Any other business
4. Received resolutions are decided by simple majority of votes. Voting is by show of hands or, if requested, by ballot.

§6 Board

1. All members can stand for election to the board.
2. The board must be composed in a way, which reflects the breadth of the interests represented in the network, including the research community, the private sector, Danida and other stakeholders taking interest in the network's field of activities. However, at least half of the board must be active researchers from research institutions. The composition of the board is decided at the annual general assembly, but must consist of at least nine and cannot exceed twelve board members and three substitutes. The board must be composed of representatives from the main themes/focus areas in the network.
3. Members of the board are elected at the annual general assembly for a period of two years. Half of the board members elected at the first general assembly are appointed for one year (the members getting the least votes at the first general assembly). Subsequently, half of the board members come up for election every year. In addition, Danida appoints two observers, who are not vested with voting rights on the board. Substitutes are elected each year.
4. The board constitutes itself with a chairperson and a vice-chairperson, who are responsible for the overall management of the network. The chairperson and the vice-chairperson must be from research institutions.
5. The board establishes its own rules of procedure and board meetings are open for network members, unless otherwise agreed by the board. Board meetings are announced on the network website. The board can, if so desired, conduct virtual board meetings and make decisions.

6. Members of the board are incapacitated in decisions on areas of research or activity in which they are directly involved through cooperation or managerial responsibility or have vested interest.

§7 Liability

1. The network shall be liable for the performance of its obligations with all its assets. The liability of the members of the board or members in general is limited.

§8 Daily coordination of the network's activities, accounts and revision

1. The network negotiates an agreement with the host institution specifying the allocation of responsibility and administrative relations between the network and the host institution, which must comply with the conditions as stipulated by the Ministry of Foreign Affairs in their approval of funding.

2. In combination with the approval of a board member, the chairperson has full financial authorisation. In addition, the head of the secretariat has financial authorisation up to a maximum of 15.000 DKK. The coordinators are not authorised to allocate funds for personal dispositions.

3. Funds for the network's employees should be allocated under terms formulated in a contract between the employee and the host network. The network holds the judicial responsibility for the conditions of employment. The host institution administers the conditions of employment.

§9 Changes in articles of association

1. Changes in the articles of association can only be made by the general assembly through two-thirds majority among the members present. Proposals for changes in the articles of association should be received at the secretariat no later than two months prior to the general assembly.

§10 Dissolution

1. Dissolution of the network can occur through a legitimately announced general assembly, according to the rules for changes in articles of association, see § 9. In the case of dissolution, the network's assets will, after settling of liabilities, be transferred to Danida who, as trustee, will be in charge of liquidating all other uncalled judicial claims connected to the network.

§11 Effective date of the articles of association

The articles of association will take effect after adoption by the first general assembly.

Adopted at the first general assembly the: _____

Chairperson: _____

1.2. Annex III: Draft for rules of procedure for the board

1.2.1. The legitimacy of meetings

Any call including a draft agenda, for a board meeting must be sent to all members of the board at least 7 days prior to the meeting. The meeting should be posted on the website 7 days prior to the meeting for members to plan their attendance.

The meeting must be competent to make decisions on the issues of the agenda. A board meeting must have two-thirds of the board present or be in possession of letters of authority, so that every issue on the agenda can be decided on the basis of at least two-thirds of the board.

It is the duty of all board members to consider possible conflict of interests to all issues on the agenda.

The network secretariat is responsible for calling for board meetings and is responsible for the minutes of the meetings.

1.2.2. Issues on the agenda

Any issue to be considered at the board meeting must be sent to all board members together with the call for the meeting and the agenda.

The chairperson of the board (alternatively the vice-chairperson) should briefly present the issues on the agenda and propose an order of decision. The board must approve the agenda.

New proposals cannot be voted on unless the participants unanimously agree, but they can be discussed and thereby included in the minutes of the meeting. Decisions on amendments duly announced can be taken through voting.

1.2.3. Decision

Voting on duly announced proposals can be made by way of either of the following methods:

By show of hands (for/against/refrain from voting; or just against)

By written vote (if the regulations or one member requires it)

Tacit approval (if no one objects)

Proposals are voted upon to reach a decision by way of simple majority unless regulations prescribe otherwise.

All decisions are included in the minutes of the meeting.