



## TERMS OF REFERENCE

These terms of reference for the international governance of Democracy Without Borders entered into force on 16 July 2018. Subsequent changes were adopted by the council as of 30 September 2020 and approved by concurrent decisions of the boards of DWB's chapters, entering into force as of 3 December 2020.

### § 1 Name

The name of the organization is Democracy Without Borders (DWB).

### § 2 Neutrality

DWB is an independent not-for-profit, non-governmental, non-partisan and non-denominational organization.

### § 3 Mission

DWB's mission is to support the establishment and strengthening of democratic government at the national, regional, and international levels with a focus on democratizing global governance.

### § 4 Scope of activities

DWB's activities serve the implementation of the principles and objectives set out in a mission statement and a theory of change.

### § 5 Entities

(1) DWB consists of the following entities: (a) chapters, (b) a council, (c) a secretariat, and (d) individual representatives.

(2) All entities accept to abide by the present terms and to act as integral parts of DWB.

### § 6 Chapters

(1) DWB chapters are membership-based, democratic, able to accept donations, and are composed of at least seven members.

(2) The purpose of chapters is to help implement DWB's programs and activities in a designated country or region.<sup>1</sup>

### § 7 Council

(1) Decisions and activities of DWB under these terms are taken, delegated and/or carried out by a council.

(2) The council is composed of the chairs of DWB chapters or a different representative each may designate instead.

(3) In addition, each chair designates a second proxy representative. This proxy needs to be of a different gender than the representative under § 7 (2).

(4) Representatives of chapters that do not meet the criteria of § 6 (1) or of chapters in formation participate in the council's proceedings as observers at the discretion of the council.

(5) The council may adopt rules to manage its own internal governance as it deems necessary. In particular, this may include the creation of an executive committee.

### § 8 Secretariat

The secretariat coordinates, supports, enables and implements the international work and functioning of DWB and represents DWB externally. The secretariat is hosted by the chapter in Germany.

---

<sup>1</sup> Editorial note: As of June 2023 there are seven duly established chapters: in Germany, Ghana, Greece, Kenya, Sweden, Switzerland, and UK.

### **§ 9 Individual representatives**

- (1) The council may appoint (a) an executive director, (b) program directors, (c) advisors, (d) associates and (e) goodwill ambassadors.
- (2) Appointments under § 9 (1) (b) to (e) may be delegated to the executive director.
- (3) Appointments under §9 (b), (c) and (d) shall be limited to a renewable term of two years.
- (4) Appointments under § 9 (e) shall be limited to a renewable term of four years.

### **§ 10 Executive director**

- (1) The executive director is the main representative of DWB, heads the secretariat and bears the main responsibility to oversee the implementation and coordination of DWB's programs and activities.
- (2) The executive director is appointed by the council upon nomination by the chapter which hosts the secretariat.
- (3) The executive director is an ex-officio voting member of the council.
- (4) The executive director may appoint assistants.

### **§ 11 Program directors**

- (1) Program directors are responsible to oversee the implementation and coordination of designated programs in collaboration with the executive director.
- (2) Program directors are appointed by the council upon nomination by the executive director.

### **§ 12 Advisors**

- (1) Advisors are individuals who agree to DWB's mission, are available to provide advice upon request and help advance DWB's programs on a casual basis.
- (2) Upon decision of the council, the advisors may constitute an advisory board.

### **§ 13 Associates**

Associates are individuals who agree to DWB's mission and commit to help advance DWB's programs on a regular basis in collaboration

with the executive director and/or another designated entity.

### **§ 14 Goodwill ambassadors**

Goodwill ambassadors are internationally renowned individuals who agree to DWB's mission and who are ready to act as public figureheads and representatives in coordination with the executive director and/or another designated entity.

### **§ 15 Privacy and data protection**

- (1) Any individual and entity affiliated with DWB operating under these terms of reference needs to obey relevant legal data protection requirements.
- (2) The executive director is requested to make sure that individuals and entities who are provided access to relevant data commit to compliance with data protection requirements and confidentiality.

### **§ 16 Corporate identity**

All entities agree to use DWB's corporate identity in external communication as determined by the council.

### **§ 17 Trademark rights**

- (1) It is noted that DWB's name and logo are intellectual property and trademarks legally held and protected by DWB's chapter in Germany on behalf of DWB.
- (2) Chapters are required to enter into a brand license agreement that governs their use of DWB's name and logo.

### **§ 18 Entry-into-force and amendments**

- (1) These terms of reference enter into force and can be amended upon unanimous decision of the council followed by an approval by the board of each individual chapter in existence at the time of the council's decision that meets the criteria of § 6 (1).
- (2) New chapters are required to approve of these terms of reference.

# ANNEX I

## Role and responsibility of chapters

This annex was adopted by the Council on 22 February 2023.

### §1 Local jurisdiction

(1) Chapters represent DWB in a designated country or region and act as local point of contact. In their jurisdiction, they are responsible for carrying out DWB's programs and activities.

(2) They do so in line with the policies and guidance determined by the council. They coordinate with the secretariat as needed. The secretariat can provide assistance with determining local priorities.

(3) Individual membership in DWB is acquired by formally joining a chapter. The procedure for registering as a member is determined by each chapter at its discretion.

(4) It is the responsibility of chapters to engage with their members as well as other individuals and institutions based in their jurisdiction. This includes, in particular, supervising volunteers and interns.

(5) Where no chapter exists, DWB global takes over this responsibility. The latter can be transferred to chapters that are geographically close. DWB aims at establishing chapters in all countries where this is possible.

### §2 Activities outside the jurisdiction and on behalf of DWB

(1) Activities and engagement outside a chapter's jurisdiction or with international groups and institutions are the responsibility of DWB global. If chapters wish to engage outside their jurisdiction or with an international group or institution, they need to coordinate this with the secretariat. The secretariat determines the course of action.

(2) DWB global can entrust a chapter with carrying out tasks, activities, projects or programs on its behalf within or outside its jurisdiction. Implementation is then done by the chapter in coordination with the

secretariat. In particular, this can include organizing international meetings.

(3) In legal terms, secretariat staff may be employed by different chapters and chapter staff may take on roles in the secretariat in addition to chapter-related responsibilities.

(4) It is the responsibility of DWB global to endorse international campaigns or statements. If a chapter wishes to make such an endorsement, including possibly of national platforms of such initiatives, it first seeks a decision of DWB global.

### §3 Principles of funding

(1) DWB and its chapters are equally responsible for mobilizing the resources and funding needed for DWB to operate.

(2) Chapters are an integral part of DWB and benefit from DWB's global network, coordination, activities, credibility, branding, support and services. Their income through membership fees, donations and grants, etc., in principle, is considered a shared resource.

(3) Taking into account its economic situation, each chapter contributes a fair share of its annual income to the financing of DWB and its operations. The use of this share is agreed on between the secretariat and the chapter in question and communicated to the council.

(4) Chapters, in principle, are responsible for funding their activities and are expected to be financially self-sustaining. Fundraising outside a chapter's jurisdiction, in particular grant applications, need to be coordinated with the secretariat according to §2 above. If possible, the secretariat will support such applications.

(5) Subject to the availability of corresponding funds, DWB may choose to help fund the creation or operation of a chapter or a chapter's project.

(6) The rules on funding will be reviewed in two years following the adoption of this annex.

#### **§4 Reporting**

(1) Chapters on a regular basis provide reports on their activities at council meetings. They are encouraged to provide DWB with written annual reports on their activities and finances.

(2) Chapters support DWB in producing consolidated reports that include key metrics. By the end of March each year, chapters are required to report to the Secretariat as per the end of the previous year (a) income and expenses; (b) value of total assets; (c) number of paid-up members; (d) number of donors in the previous year; and (e) the names of all official office bearers and staff, whether paid or volunteer.

(3) Chapters allow DWB to conduct audits of their finances. All income and expenses need to be documented in an orderly and accessible fashion.

#### **§5 Branding and website**

(1) In all communication and material, chapters need to apply DWB's official

branding. In achieving this, they are guided and supported by the secretariat.

(2) Chapters use subsections of DWB's website to provide information on the internet. Separate chapter websites are discouraged and require approval of DWB.

#### **§6 Privacy and data protection**

Chapters are required to make sure that personal data they manage and sensitive internal information is protected from misuse and disclosure. They need to ensure that they adhere to and implement relevant privacy law and regulation.

#### **§7 Final provisions**

(1) The right of chapters to use DWB's name and branding, and their right to be represented and vote in the council, is tied to them operating as integral parts of DWB in line with DWB's rules and policies as determined by the council, including this annex.

(2) Dispute settlement is regulated in the brand license agreement each chapter is required to approve at the time of its establishment.

## **ANNEX II**

### **Action groups**

This annex was adopted by the Council on 22 February 2023.

Upon decision of the council, an action group (AG) can be established as an informal entity affiliated with DWB and related to a given country under two scenarios:

#### **A. Virtual exile groups**

In a given country operations are not possible and a chapter cannot be established because of limitations and risks related to (a) the country's civic and political rights situation as it is rated only partly free or unfree or (b) severe local security issues. In this case, an AG can be organized in a virtual way and will consist primarily of citizens in exile. Its primary

purpose is to follow events in the country in question, advise DWB on the situation and examine ways of how democratization or an improvement of the security situation can be achieved.

#### **B. Hosted groups**

In a given country, a partner organization of DWB already operates. In principle, DWB wishes to establish chapters. Under a case-by-case assessment, the creation of an AG may be preferable in this scenario temporarily. The AG represents DWB in the country in question and bears responsibility to carry out

DWB's programs locally. Legally it is hosted by the existing organization based on a Memorandum of Agreement (MOA) between this organization and DWB.

Key requirements include:

- the host organization supports DWB's goals;
- AGs work exclusively in line with DWB policy;
- AGs apply DWB's branding;
- AGs need to be able to track donations made to the host organization in order to support their work;
- members of AGs pay membership fees to the host organization. A certain percentage goes to the host, the other share is available to the AG. The lead of an AG

needs to be able to access membership data;

- AGs need to be able to determine how their share of donations/membership fees are used;
- DWB-related intellectual property rights remain with DWB;
- the option of transforming the AG into a legally incorporated chapter remains open;
- if a chapter is established later, the AG automatically dissolves (a chapter and an AG are mutually exclusive).

### **C. Further considerations**

AGs should have a membership of at least three individuals. The coordinator of each AG participates in the council as an observer.