

**CHARTER**  
**International Memorial Association**

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## **CHAPTER I. NAME, LOCATION, MISSION, CORE VALUES, GOALS, TOOLS, AND SOURCES OF FUNDING**

### **1. NAME AND EXPIRATION DATE**

In accordance with this Charter, an association within the meaning of Articles 60 et seq. of the Swiss Civil Code is established under the name International Memorial Association (hereinafter the "Association").

In English, the name is the International Memorial Association.

The association is created for an indefinite period of time.

### **2. LOCATION**

The location of the Association is in the canton of Geneva.

### **3. MISSION**

The Association seeks to promote the values of freedom, democracy and the rule of law and to assert the primacy of individual rights in political practice and public life.

The International Memorial Association is dedicated to investigating, documenting and making sense of all manifestations of political violence yesterday and today in the former Soviet Union and in those countries affected by the crimes of Soviet and post-Soviet regimes, and to collecting, preserving, analyzing and disseminating information about them.

By addressing the history of terror and resistance to unfreedom, the Association fights for the observance of human rights, the building and strengthening of civil societies and peaceful, democratic states under the rule of law, and the prevention of the return to totalitarianism in all its manifestations.

#### **4. CORE VALUES**

Human Rights,  
Preservation of historical memory,  
The study of and the reflection on the past,  
Defense of democracy,  
The rule of law,  
Pluralism of opinion,  
Non-discrimination.

#### **5. OBJECTIVES**

The Association was created to achieve the following goals:

- Comprehending and overcoming the legacy of Soviet state terror and related dictatorships, and restoring the history of civil, cultural, and political resistance to such regimes;
- Ensuring maximum open access to information about Soviet and post-Soviet history, including through the creation of databases and archival collections;
- Promote universal respect for and observance of human rights and fundamental freedoms;
- Countering the silencing and distortion of historical facts and evidence, the instrumentalization of history for political purposes, and attempts to justify state terror and political repression;
- Creating the conditions for international dialogue on understanding the legacy of state terror in the USSR and neighboring countries, as well as armed conflicts in the post-Soviet space;

- Supporting cooperation between members of the Association and representing their interests in accordance with the values and goals of the Association.

The Association is a non-profit organization with no profit-making purposes. The Association is completely independent of any government agencies, political parties and religious organizations.

## **6. INSTRUMENTS**

The Association may carry out any lawful activity in order to achieve its goals. Projects carried out by the Association must meet the needs of the member organizations of the Association, as well as help the member organizations to develop and expand cooperation with other organizations outside the Association.

The Association promotes projects aimed at achieving the above goals, in particular:

- Collects and documents human rights abuses, conducts archival research, compiles databases and other information resources on the basis of this information, assembles its own archival and museum collections and libraries, and promotes similar activities in member organizations;
- Identifies, analyzes, and makes publicly available information about contemporary human rights violations in post-communist states, assists illegally detained persons, supports political prisoners, fights against discrimination of any kind, and, relying on international humanitarian law and international human rights law, works to investigate war crimes committed during armed conflicts and to prevent impunity for these crimes, as well as facilitating the implementation of similar activities in member organizations;
- Conducts historical research, scientific projects, publishes books, develops Web sites, media and exhibition projects, engages in outreach and educational work, and promotes similar activities in member organizations;
- Together with member organizations, searches for mass graves of state terror victims and promotes their memorialization;

- Promotes the preservation and protection of buildings, structures, graves and other memorial objects of historical and cultural significance for the perpetuation of the memory of political repression;
- Facilitates assistance to those repressed on political grounds and their families;
- Participates in the development and implementation of national and international projects and programs aimed at countering authoritarian and anti-democratic tendencies;
- Assists member organizations and communities in carrying out the activities described above and in achieving common goals; the Association may act as a coordinator of the joint efforts of its members;
- To realize the above goals, it enters into partnerships and builds networking projects with non-profit organizations and communities that are not formally members of the Association, but share common values and goals with the Association, as well as interacts with academic institutions and other structures;
- Involves scientific, local history, museum, pedagogical, and other professional communities in understanding and working through the past and creates platforms for intellectual dialogue between representatives of different social groups.

As well as using any other legitimate forms of work to help realize the above goals.

## **7. SOURCES OF FUNDING (RESOURCES)**

The Association may receive funds from donations, legacies, sponsorships, partnerships, government grants, membership dues, income derived from Association assets, and any other sources of funding provided for or not prohibited by law and which do not compromise the independence of the Association.

All funds of the Association shall be used exclusively for its non-profit purposes.

## CHAPTER II. MEMBERS AND SUPPORTERS

### 8. MEMBER ORGANIZATIONS

Members of the Association ("**member organizations**") can be either independent non-governmental organizations with the status of a legal entity or unregistered public associations that adhere to the core values of the Association, are interested in the goals and activities of the Association and wish to participate in it. All members have equal status within the Association. Members of the Association shall be obliged to comply with the provisions of this Charter, regulations and other documents of the Association, as well as to implement decisions of the Association to the extent that they concern the activities of the Association and do not contradict the requirement of independence of members of the Association.

Rights of members of the Association:

- Attend regular and extraordinary meetings of the General Assembly of the Association, and actively participate in the work of the Association;
- Receive regular information about the activities, plans, projects and reports of the Association, including reports of meetings of the International Board;
- Request and receive information available to or under the control of the Association on matters relating to such member;
- Use any services or other benefits provided by the Association to members.

Duties of the members of the Association:

- Always comply with the Charter of the Association and the international rules of the Association adopted by the General Assembly;
- Protect the honor and interests of the Association and under no circumstances, except as required by applicable law, take any action that may damage or discredit the reputation of the Association;
- Regularly inform the Association and each other about their activities and cooperate with the Association in carrying out its mission and activities specified in Articles 4 and 5 of the Charter.

Should the Association be required to register with the Register of commerce, it shall keep a list of its members mentioning the name and

surname, or the company name, as well as the address of each member organization (art. 61a CC). The details of each member organization and any supporting documents shall be retained for five years after the member has been removed from the list (art. 61a para. 3CC).

## **9. AFFILIATION**

The founders become the initial members of the Association.

Additional members may join the Association by submitting a written application to the International Board.

The International Board shall consider applications and submit recommendations for approval to the General Assembly in the manner prescribed by the internal rules.

Membership is neither transferable nor inheritable (Art. 70(3) of the Civil Code).

## **10. RESIGNATION**

Membership in the Association is terminated:

- Upon receipt of the member's application to withdraw from the Association, submitted to the International Board no later than 6 months prior to the end of the calendar year (Art. 70 para. 2 of the Civil Code);
- Immediately upon acceptance of a member's application by the International Board in the event of force majeure or
- By decision of the General Assembly in the following cases: (i) when a member is found to be in serious and systematic violation of the core values of the Association; (ii) when there is a repeated and proven attempt to harm the Association; (iii) and in other cases specified in this Charter.

A withdrawing or expelled member is not entitled to the assets of the Association.

## **11. MEMBERSHIP FEES**

The General Assembly may decide on the establishment of membership dues and their amount.

## **12. SUPPORTERS**

Supporters are legal entities and non-registered public associations that adhere to the core values of the Association, are interested in the goals and activities of the Association and wish to support them, but do not want to become members of the Association. The procedure for classifying organizations as supporters of the Association is established by the internal rules of the Association.

The rights and obligations of supporters are defined in the corresponding regulations.

## **CHAPTER III. ORGANIZATION AND MANAGEMENT**

### **13. ASSOCIATION BODIES**

The bodies of the Association are:

- General Assembly,
- International Board,
- External auditors, to the extent provided for by Swiss law,
- Optional bodies of the Association, if established by the General Assembly.

## **CHAPTER IV. GENERAL ASSEMBLY**

### **14. MAIN PROVISIONS**

The General Assembly is the supreme body of the Association within the meaning of Article 64 ff. of the Swiss Civil Code. It is composed of all the members of the Association.

### **15. POWERS**

The General Assembly delegates to the International Board the authority to manage and represent the Association.

The General Assembly retains the following inherent powers:

- Defining the strategic direction of the Association,
- The adoption and amendment of the Charter,



- Approval of internal rules of work and program documents of the Association,
- Admission and expulsion of members,
- The nomination and recall of members of the International Board,
- Appointment, supervision and recall of external auditors,
- Approval of annual and audit reports, annual budgets, and financial plans,
- The creation of optional Association bodies, such as a board of trustees or supervisory board,
- The decision to dissolve or merge the Association and
- Management of all matters that do not fall within the competence of other bodies.

## **16. SESSIONS**

Regular General Assembly meetings. The General Assembly meets in ordinary session at least once a year, either in person or online. The General Assembly is attended by one delegate from each member organization of the Association.

Extraordinary meetings of the General Assembly. Extraordinary meetings of the General Assembly can be convened by the International Board or at the request of at least 20% of all members, in accordance with Article 64 para. 3 of the Swiss Civil Code. An extraordinary meeting can be called at least three days before the meeting.

Convening. The International Board convenes meetings of the General Assembly by notifying the member organizations at least two weeks before the date set. The agenda of the meetings must be sent to the members together with the invitations. Invitations can be sent by mail, e-mail or other means of electronic communication. Within a week of notification, members of the General Assembly may send additions to the agenda, which the International Board adds to the meeting agenda.

The final agenda is adopted by the General Assembly itself as the first item on the agenda.

Quorum. The General Assembly is competent when more than half of the members with voting rights are present.

The Chairperson(s) of the International Board. The Chairperson(s) shall preside at meetings of the General Assembly.

**Meeting modes.** Meetings can be held either (i) onsite, whether in Switzerland or abroad, (ii) by visio conference, or (iii) in a hybrid manner (mix of onsite and visio conference), provided that all requirements for onsite general assembly meetings are fulfilled.

**Independent representative.** The appointment of an independent representative is not necessary for meetings taking place in Switzerland, online or in a hybrid form. For meetings taking place abroad, an independent representative shall be appointed, unless all members agree to waive this condition.

## 17. DECISION-MAKING AND VOTING RIGHTS

Voting Rights. Each member has an equal right to vote at the General Assembly. Each delegate has the right to vote (1 delegate = 1 vote).

Proxy. Members may vote in person or by proxy.

Process. Voting shall be by show of hands or in any other manner that demonstrates the expression of will. At the request of any member of the Association, a secret ballot may be held, and on matters relating to specific individuals must be held.

Majority Vote. A simple majority vote of those attending the meeting (including proxy votes) is required to make decisions. A qualified majority of 2/3 of the votes cast is required for decisions on the following items:

- The adoption and amendment of the Charter,
- A decision to dissolve or merge the Association.

Decisions made by circular letter. Proposals distributed to all members that are agreed to in writing, including electronically, are equivalent to decisions made by the General Assembly, in accordance with Article 66 para. 2 of the Swiss Civil Code.

Conflict of interest. The regulation of conflict of interest situations is regulated by the Swiss Civil Code as well as by the relevant internal regulations of the Association. The regulations governing conflicts of

interest for representatives in the General Assembly are adopted by the first International Board.

Minutes. Meetings of the General Assembly and its decisions shall be recorded in the minutes.

## **CHAPTER V - INTERNATIONAL BOARD**

### **18. MAIN PROVISIONS**

Role and powers. The International Board has the right and the duty to manage the affairs of the Association (Article 69 of the Swiss Civil Code). It is accountable to the General Assembly. In particular, the International Board takes all necessary measures to achieve the Association's aims and strategic direction, ensures the correct application of the present Charter, the observance of the fundamental values of the Association and the application of any other internal rules, manages the Association's property and assets, keeps accounts and convenes and organizes the General Assembly and prepares the financial and other accounting documents for its meetings. The International Board may form an executive office.

Pro-bono. The members of the International Board act on a pro bono basis, with the exception of reimbursement of their actual expenses and travel expenses. The potential fee for participation in meetings may not exceed the fee paid for official commissions of the Canton of Geneva. For activities outside the normal functions of a member of the International Board, each member of the International Board may receive appropriate compensation.

The International Board should not make decisions that directly affect the interests of a member or several members and that concern the ownership, management, and use of common assets, except in urgent cases that cannot be postponed (for example, due to threats to life, health of people cooperating with members or the Association, or the threat of serious financial consequences). The procedures for making such decisions, as well as the mechanisms for protecting the rights of members are set out in the internal rules of the Association.

### **19. THE FIRST INTERNATIONAL BOARD**

The Founding Meeting approves the first composition of the International Board.

Each founding organization has the right to delegate a representative to the International Board. The members of the Board are those specific persons delegated by the member organizations to make up the membership of the initial Board.

In the event of an emergency, a member organization has the right to replace the member it has delegated to the board.

The term of office of the first International Board may not exceed one year.

The main task of the initial Board is to develop and adopt all necessary regulations and other normative acts, determined by the Founding Assembly, to ensure the activities of the association and determine the strategic directions of the organization.

## **20. ELECTION OF MEMBERS OF THE INTERNATIONAL BOARD**

New members of the International Board (with the exception of the initial board) are elected by the General Assembly.

Any member of a member organization may be a candidate for the International Board.

## **21. POWERS OF INTERNATIONAL BOARD**

The International Board shall elect from among its members a Chairperson (Co-Chairpersons). The Board may designate individuals, in addition to the Chairperson(s), who are authorized to represent and bind the Association. The Chairperson(s) are authorized to act and to enter into legal relations on behalf of the Association and have the right to sign individually on its behalf;

They:

- shall convene meetings of the International Board by giving at least fifteen days' notice of the meeting. The Chairperson(s) may convene the International Board by giving three days' notice, if justified by exigent circumstances.
- sign individually on behalf of the International Board the documents that fall within the competence of the International Board;
- In case of election of Co-Chairpersons, each of them has the right to

sign these documents individually. The internal documents of the Association may stipulate cases in which the Co-Chairpersons have the right to sign documents only collectively.

- represent the International Memorial Association in its relations with, among others, international, intergovernmental, state and municipal bodies, legal entities and private individuals;
- monitor the implementation of decisions made by the International Board and inform the Board about it.

The Chairperson(s) of the International Board shall preside at meetings of the General Assembly;

## **22. INTERNATIONAL BOARD**

The International Board shall consist of not less than five and not more than fifteen members.

The Chairperson (Co-Chairpersons) are elected by the General Assembly. The Chairperson (Co-Chairpersons) are authorised to act and enter into legal relations on behalf of the Association and have the right to sign on its behalf.

The Association strives to reflect the diversity of its member organizations on the board.

## **23. LEGAL ADVISER**

The International Board shall appoint a legal advisor. The Legal Adviser of the International Board will have the power of signature and must have legal residence (domicile) in Switzerland. The Legal Adviser of the International Board acts only on behalf of the International Board (Art. 69 para. 2 CC).

## **24. TERM OF OFFICE**

Members of the International Board are elected for a term of three years with the possibility of re-election for one term. After completing a second consecutive term as a member of the Board, a minimum of three years must elapse before one is again eligible to be elected to a seat on the Board with the right to be re-elected for a second term.

## **25. CONFLICT OF INTEREST**

A member of the International Board may not simultaneously be a member of other bodies of the Association.

A member of the International Board must also disclose a current or what could reasonably be perceived as a conflict of interest arising out of this function if, among other things:

- there is a potential financial or other benefit directly to a member of the International Board or an affiliated person,
- a member of the International Board's duties to the Association may conflict with his or her duties or loyalties to another organization or person.

Violation of the rule prohibiting conflicts of interest may result in suspension or termination of the International Board member, depending on the severity of the violation and its consequences.

## **26. REMOVAL FROM OFFICE, TERMINATION AND RESIGNATION**

Suspension or resignation at the initiative of the International Board. Members of the International Board may be removed from office by the General Assembly for cause, in particular if the International Board member has violated his or her obligations to the Association or if the International Board member is unable to properly perform his or her duties. The General Assembly shall determine the length of the suspension, after which the member of the International Board may return to his or her duties. The General Assembly may decide to terminate the International Board member's term of office early if the breach of duty has caused serious damage to the property or reputation of the organization.

Resignation. Members of the International Board may resign at any time by submitting their resignation in writing to the Chair(s) and indicating when the resignation will take effect.

Vacancy during the term of office. If, because of the termination or resignation of a member of the International Board during his or her term of office the number of members of the International Board is less than that set forth in these Bylaws, a General Assembly shall be convened within two weeks to elect a new member to replace the retiring member.

## **27. INTERNATIONAL BOARD MEETING**

Meetings. The International Board shall meet as often as necessary, but at least four times a year.

Process. Members of the International Board may lawfully participate in a meeting of the International Board by video or telephone or any other type of communication equipment, including via the Internet.

Convening. The Chairperson(s) of the International Board shall call meetings of the International Board by giving at least fifteen days' notice of the meeting. The Chairperson(s) may convene the International Board by giving three days' notice, if justified by exigent circumstances.

## **28. DECISION-MAKING AND VOTING RIGHTS**

Voting and Majority. A meeting is recognized as legitimate if there is a quorum: the presence of at least two-thirds of the total number of members is required.

Each member of the International Board has one vote. Decisions shall be taken by a majority of a quorum, unless a different majority is provided for by resolution of the International Board or other internal rules of the Association.

Decisions made by circular letter. Decisions may also be made by written ballot, including by e-mail.

Minutes. International Board meetings and decisions will be recorded in the minutes. Members of the Association will be regularly informed of decisions made by the International Board.

## **29. COMMITTEES**

The International Board may establish one or more standing or temporary committees from among its members. Committees ensure the work of the International Board between meetings. They deal with a specific topic or task.

## **CHAPTER VI. BODY OF INTERNAL CONTROL**

### **30. EXTERNAL AUDITORS**

Mandatory Body. To the extent required by Swiss law, the General Assembly appoints an independent External Auditor whose duties include (i) auditing the annual accounts of the Association and submitting a detailed report to the General Assembly and (ii) ensuring compliance with the Association's statutory rules (Articles of Association and internal regulations).

Optional Body. An association not subject to the obligation to appoint an External Auditor may nevertheless decide to appoint an External Auditor to prepare the report to be brought to the attention of the General Assembly.

## **CHAPTER VII - OPTIONAL ASSOCIATION BODIES**

### **31. ADVISORY BOARD**

An Advisory Board may be created by the General Assembly. The members of an Advisory Board are appointed by the International Board on the basis of a decision of the General Assembly. They are appointed for a term of five years, renewable once.

An Advisory Board consists of independent experts who adhere to the core values of the Association, are interested in the goals and activities of the Association and wish to support them.

Advisory Board members act on a pro bono basis but may be reimbursed for their actual expenses and travel expenses.

The roles and responsibilities of the Advisory Board members depend on their area of responsibility. They may, for example:

- Promote the reputation of the Association,



- Provide advice on material issues,
- Promote the implementation of innovative ideas for the benefit of the development of the Association,
- Help with other issues.

## **CHAPTER VIII. MISCELLANEOUS AND FINAL PROVISIONS**

### **32. ACCOUNTING**

Accounts. The International Board must prepare accounts for each financial year in accordance with the requirements of current law (Art. 69a of the Civil Code).

Fiscal Year. The fiscal year begins on January 1 and ends on December 31 of each year.

### **33. RESPONSIBILITY**

The Association is solely liable for its debts and obligations, which are guaranteed by its assets, to the exclusion of any individual liability of its members.

### **34. ASSOCIATION DISSOLUTION**

The decision to dissolve the Association may be made only by a two-thirds (2/3) majority vote of all members.

The decision to dissolve the Association must be voluntary.

In this case, the International Board should proceed with the liquidation of the Association.

The Association's assets are primarily used to satisfy the claims of creditors.

The remaining assets will be fully transferred to a nonprofit organization pursuing a similar public purpose and not subject to taxation.

In no case may the assets of the Association be returned to its founders or member organizations or used by them partially or wholly for their own benefit in any way.

An association is dissolved by law if it becomes insolvent or if its leadership can no longer be formed in accordance with the Charter (Art. 77 CC).