



**DEMOCRACY
WITHOUT
BORDERS**

TERMS OF REFERENCE

These terms of reference for the governance of Democracy Without Borders entered into force on 16 July 2018. Amended on 30 September 2020 and 19 February 2025.

§ 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) action groups, (b) chapters, (c) a council, (d) a secretariat, and (e) individual representatives.

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

§ 6 Action Groups and Chapters

(1) DWB action groups are led by an associate mandated according to § 13. Action Groups are not legally incorporated and usually hosted by a fiscal sponsor.

(2) Chapters are legally incorporated, membership-based, democratic, able to accept donations, and are composed of at least seven members.

(3) The purpose of action groups and chapters is to help implement DWB's programs and activities in a designated country or region.

§ 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 proxy representative. This proxy needs to be of a different gender than the representative under § 7 (2).

(4) The council strives to make decisions by consensus. If a chapter calls for a vote on a given item, voting strengths apply as set down in the council's rules of procedure.

(5) Chapters cannot split their votes. Chapters that do not meet or no longer meet the criteria of § 6 (2) have no vote and their representatives participate in the council's proceedings as observers.

(6) The adoption or amendment of the mission statement and theory of change according to § 4 requires a decision of the council having a 3/4 majority of votes cast.

(7) The council adopts subsidiary rules of procedure to manage its own internal governance as it deems necessary.

§ 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.

§ 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 Intellectual property

(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. Content, material or products developed by entities of DWB which are published, promoted or used under DWB's name are considered intellectual property of DWB.

(2) Chapters are required to enter into a brand license agreement that governs their use of DWB's name, logo and branding.

§ 18 Amendments

(1) These terms of reference can be amended by a decision of the council having a 3/4 majority of votes cast.

(2) Council may adopt subsidiary annexes to these terms of reference to provide more detailed rules. Unless stipulated otherwise, adopting or amending an annex requires a decision having a majority of votes cast.

(3) To qualify for recognition, new chapters are required to approve of these terms of reference and its annexes.

ANNEX I

Role and responsibility of chapters

This annex was adopted on 22 February 2023. Amended on 19 February 2025 and 18 September 2025.

§ 1 Local jurisdiction

(1) Upon official recognition by the council, 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 in accordance with applicable law.

(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. Chapters need to provide a procedure for registering members and maintain a membership list. In order to be admitted, members need to confirm they approve of DWB's mission statement.

(4) Membership confers no authority to represent DWB or a chapter. For the avoidance of doubt, members shall not use their membership affiliation in communication with third parties.

(5) 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.

(6) 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.

§ 4 Reporting

(1) Chapters on a regular basis provide reports on their activities at council meetings. They additionally 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 February each year, chapters are required to report to the Secretariat as per the end of the previous year

- (a) income and expenses;
- (b) share of income originating from DWB global or other chapters;
- (c) value of total assets;
- (d) number of paid-up members;
- (e) number of donors in the previous year;
- (f) financial and in-kind contribution(s) to DWB global;
- (g) the names of all official office bearers and staff, whether paid or volunteer.

(3) Chapters are obligated to allow DWB to conduct audits of their finances. All income, expenses and assets need to be documented in an orderly and accessible fashion. No

expenditures shall be made that are alien to DWB's mission or unduly benefit any individual or institution.

(4) The Council may elect a Compliance and Auditing Advisor who advises chapters in complying with their responsibilities under this paragraph and § 1 (3) in coordination with the secretariat.

§ 5 Branding and website

(1) In all external communication and material, chapters need to apply DWB's official branding. In achieving this, they are guided and supported by the secretariat. In the case of doubt the secretariat determines the course of action.

(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 on 22 February 2023 and amended on 19 February 2025.

§ 1 Principles

Upon a decision of the council, taken on recommendation of the executive director, an action group can be established as an entity affiliated with DWB either as a diaspora group or a hosted group.

§ 2 Diaspora 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 action group can be organized in a virtual way and will consist primarily of citizens in exile and country experts. 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.

§ 3 Hosted groups

(1) In principle, DWB wishes to establish chapters. Under a case-by-case assessment, the creation of an action group can be considered if in a given country a partner organization of DWB already operates which supports DWB's mission and goals.

(2) A hosted action group represents DWB in the country in question and bears responsibility to carry out DWB's programs locally. Legally it is hosted by the existing partner organization as a fiscal sponsor based on a Memo-randum of Agreement (MOA) between this organization and DWB.

(3) According to the MOA,

(a) relevant intellectual property shall remain with DWB;

(b) DWB shall be consulted on the use of any funds received to support the work of the action group;

(c) the option of establishing a chapter shall be reserved on the part of DWB and if a chapter is established, the action group shall automatically dissolve.

(4) Members of a hosted group will usually be expected to be members of the host organization.

§ 4 General rules

(1) An action group is led by an associate who is appointed according to § 9 Terms of Reference. The associate reports to the executive director and/or another entity the executive director designates according to § 13 Terms of Reference. Action Groups are represented on the Council through this associate.

(2) Action groups are required to work in line with DWB policy in coordination with the Secretariat. They do not carry out activities outside their area of jurisdiction.

(3) Action groups apply DWB's branding under supervision of the Secretariat. They provide information on the internet exclusively through DWB's website. They do not set up separate websites or web pages hosted on different domains.

§ 5 Non-hosted groups

Consideration will be given to rules that apply specifically to non-hosted Action Groups in due course.