

STATUTES

International Cities of Refuge Network (ICORN)

I. Name, Seat, Purpose, Means and Resources

Article 1: NAME

- a. The name of the organisation is The International Cities of Refuge Network, hereafter called ICORN. The organisation is registered in the Norwegian Central Coordinator Register for Legal Entities.

Article 2: SEAT

ICORN's seat is at the Municipality of Stavanger, Norway

Article 3: PURPOSE

3.1 ICORN is a membership organisation advancing freedom of expression by enabling cities around the world to provide safe havens to persecuted writers and artists.

3.2 The term 'writer' includes, but is not limited to novelists, poets, playwrights, non-fiction writers, journalists, editors, translators and publishers.

The term 'artist' includes but is not limited to visual artists, musicians, performing artists, street artists and cartoonists.

- 3.3 ICORN members work together to:
- a. advance freedom of expression
 - b. defend democratic values
 - c. promote international solidarity

3.4 ICORN is a not-for-profit organisation.

Article 4: RESOURCES

Resources of the organisation may come from public subsidies, donations, membership fees, partnerships and any other resource authorised by the law.

II. Members

Article 5.A MEMBERS

5.A.1 Any city, local authority or other relevant body with legal personality may apply for membership in ICORN.

5.A.2 A request for membership must be submitted to the ICORN Secretariat. By submitting the request for membership, the applicant declares adherence to ICORN's Purpose (Article 3) and accepts the conditions of the Membership Agreement.

5.A.3 Valid applications are to be put forward to the Board, which accepts or rejects them. On acceptance, the applicant becomes a member by signing the Membership Agreement and paying the membership fee.

5.A.4 In case a body other than the municipal government of a city applies for membership, the municipal government must be notified of the city's being included on the membership list of ICORN.

Article 5.B: ASSOCIATE MEMBERS

5.B.1 Any organisational entity that will support the work of ICORN, can apply for associate membership in ICORN,

5.B.2 Articles 5.A.2, 5.A.3 and 6 are applicable to associate members who sign the Associate Membership Agreement.

Article 6: END OF MEMBERSHIP

6.1 Membership may be terminated by the Board when the member does not fulfil the duties in the Membership Agreement.

6.2 A terminated member may file an objection to the General Assembly. The General Assembly will hear the complaints and will subsequently advise the Board on the termination of the membership.

6.3 A member may terminate its membership by giving written notice to the Board. The membership terminates 6 (six) months after the Board has received and accepted the notice.

6.4 If the resigning member has a writer or artist in residence (placed by ICORN), the member must fulfil its obligations to the resident until the end of their placement term as defined in the Membership Agreement.

6.5 The membership fee for the current year remains due by the exiting member.

Article 7: MEMBERSHIP FEES

The General Assembly decides on the principle of membership fees and their amounts.

III. Organisation and Governance

Article 8: BODIES OF THE ASSOCIATION

The bodies of the organisation are:

- The General Assembly
- The Board

IV. The General Assembly

Article 9: PRINCIPLES

The General Assembly is composed of all the members and associate members. It is the highest authority of ICORN.

Article 10: POWERS

10.1 The General Assembly delegates to the Board the power to administer and represent ICORN between the General Assemblies.

10.2 The General Assembly remains with the following inalienable powers:

- a. Adoption and amendment of the Statutes.
- b. Approval of a biennial report from the chair of the Board including the accounts after audit.
- c. Approval of the biennial budget, and annual membership fees.
- d. Approval of the strategic plan.
- e. Election, discharge and revocation of members of the Board, Election Committee and auditors.
- f. Election of the chair of the Board.
- g. Management of all matters that are not the responsibility of other bodies of ICORN.
- h. Decision on the dissolution or merger of ICORN.
- i. Items proposed by the members or associate members.

Article 11: MEETINGS**11.1 Ordinary meetings**

The General Assembly shall meet no later than 30th June every second year. In exceptional cases the board can postpone the meeting to later in that year. Members and associate members will be notified no later than April 30 of the postponement.

11.2 Extraordinary meetings

An extraordinary meeting may be called when the board or one third of the members demand it in writing.

The extraordinary General Assembly is called and organised by the Board.

11.3 Convocation

The General Assembly is called by the Board with at least 4 (four) months' notice to the members and associate members.

11.4 Agenda

- a. Items proposed to be dealt with by the General Assembly must be sent to the Board no later than 2 (two) months before the General Assembly.
- b. Items proposed by a member and received by the Board at least 2 (two) months in advance of the General Assembly must be included in the agenda.
- c. An agenda for the General Assembly must be sent to all members and associate members at least 1 (one) month before the General Assembly.

11.5 Quorum

- a. A quorum is reached when at least half of the members are present.
- b. Concerning changes in the statutes or dissolution of the organisation, a quorum is reached when 2/3 of the members are present.

11.6 Meeting modes

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

Article 12: DECISION MAKING AND VOTING RIGHTS**12.1 Voting rights**

- a. Each member shall have an equal voting right at the General Assembly. Members must have paid the membership fee for the current year before the first day of the General Assembly to be able to vote.
- b. Associate members have the right to speak and suggest agenda items at the General Assembly. They do not have the right to vote.
- c. Members and Associate members must appoint a physical person to represent them at the meetings of the General Assembly.

12.2 Power of attorney

Members may vote in person or delegate their vote to another member. No member may hold more than one proxy.

12.3 Process

Voting takes place by a show of hands or through an electronic voting process. Secrecy of the vote is a right if a member asks for it.

12.4 Majority of votes.

All decisions of the General Assembly require the approval of a single majority of the votes cast, except changes to the statutes or dissolution of the organisation (Article 22 and 23). Abstentions are counted as votes not cast.

12.5 Decisions by circular letter.

Proposals by the board, or by a member, to which all members have consented in writing (including by e-mails) are equivalent to decisions taken by the General Assembly.

12.6 Minutes

The proceedings of the General Assembly and its decisions are recorded in the minutes.

V. The Board

Article 13: PRINCIPLES

13.1 Role and powers.

- a. The Board is the executive body of ICORN. It has the right and the duty to manage the affairs of the organisation and to represent it in accordance with the Statutes. The Board shall take all measures it deems necessary to achieve the purposes of ICORN, ensure the correct application of the present Statutes and any other internal regulation. The Board is ICORN's highest authority between General Assemblies.
- b. The Board decides on policies for ICORN's activities.
- c. The Director of the Secretariat is appointed and dismissed by the Board. The Director reports to the Board.
- d. The Board approves the internal organisation and policies of the Secretariat. Detailed instructions on roles and responsibilities emerge from ICORN's policy documents
- e. The Board oversees the Secretariate's management of the accounts.
- f. The Board reports to the General Assembly.
- g. The Board decides on whether the meetings of the General Assembly shall take place in person, hybrid or virtual.

13.2 Subcommittees

The Board can delegate certain powers to sub-committees or other relevant bodies. The board reserves the power to take all decisions when it comes to acts that constitute a legal undertaking for the organisation.

13.3 Pro-bono

Board members shall act on a pro-bono basis with the exception of reimbursement of travel expenses.

Article 14: ELECTION OF THE BOARD

14.1 Members of the Board are elected by the General Assembly with a majority vote. The Board members are elected first, then the Chair is elected on a separate ballot.

14.2 Only representatives from members can be elected to the Board. Each member may only have one representative elected to the Board.

14.3 An election committee, constituted of three members, suggest board members to the General Assembly.

Article 15: COMPOSITION

15.1 The Board has minimum 5 (five), maximum 7 (seven) members. The Board designates, after each election, amongst its members, a Deputy Chair as well as any other function as it may deem necessary.

15.2 A representative of Sølvsø Cultural Centre may attend ICORN Board meetings with the right to speak and suggest agenda items. One representative of the writers or artists who are or have been ICORN resident in an ICORN city may attend ICORN board meetings with the right to speak and suggest agenda items. It is up to the mentioned bodies and groups to nominate and elect such a representative.

15.3 The Board may invite whomever it finds necessary to attend board meetings.

Article 16: TERM

The Board members are appointed for a four-year term, renewable twice.

Article 17: REMOVAL AND RESIGNATION

17.1 Removal

Board members may be removed by the General Assembly for just cause.

17.2 Resignation

Board members may resign by submitting a written declaration to the Board, specifying when the resignation shall take effect.

17.3 Vacancy during the term of office

In the event a Board member is removed, resigns or for other reasons leaves the Board during the term of office, the Election Committee may appoint acting board members between General Assembly meetings.

Article 18: DELEGATION AND REPRESENTATION

18.1 Delegation

The Board is entitled to delegate certain of its tasks to one or more of the Board members, including to Board sub-committees, to third parties, or to hired employees.

18.2 Representation

The Board designates the individuals who are authorized to represent and bind the Organisation.

Article 19: BOARD MEETINGS

19.1 Meetings

The Board shall meet as often as required, but at least twice per year.

19.2 Internal rules

The Board will adopt internal rules for its conduct and meetings.

Article 20: DECISION MAKING

20.1 Votes and majority

The Board constitutes a quorum when four of its members are present. If neither the chair nor the deputy chair is present, a quorum is reached when five board members are present. In an event of an equal number of votes, the chair has the casting vote.

20.2 Decisions by circular letter

Decisions may also be taken by written resolution, including by email.

20.3 Minutes

Board meetings and decisions will be recorded in the minutes of the Board.

VI. Miscellaneous and Final Provisions

Article 21: SECRETARIAT

A Secretariate manages administrative affairs and the day-to-day operation of ICORN. The Secretariat is headed by the Director.

Article 22: CHANGING OF THE STATUTES

22.1 Changes of the statutes can take place at any General Assembly where such a proposal is included in the agenda.

22.2 In order to be accepted, a two-thirds majority at this assembly must approve the changes.

Article 23: DISSOLUTION

23.1 Dissolution of the ICORN can take place at any General Assembly where such a proposal is included in the agenda.

23.2 In order to be accepted, a three-quarters majority at this assembly must approve dissolution.

23.3 In the event of dissolution of ICORN, ICORN's assets shall be divided in accordance with the purpose of the organisation. This is done by the final General Assembly.

Article 24: LEGAL ENTITY

24.1 ICORN is a self-owned and independent legal entity with the impersonal and limited liability for debt.

24.2 The board members as well as the director are liable for the performance of their office, according to mandate given by the General Assembly

Article 25: APPLICABLE LAW

Any legal dispute concerning ICORN shall be brought before a Norwegian court of law.