



# **ARTICLES OF ASSOCIATION FOR DIGNITY - DANISH INSTITUTE AGAINST TORTURE**

Adopted December 2020

## **Name of the institution**

### **Section 1**

The name of the institution is DIGNITY - Danish Institute Against Torture, hereinafter referred to as 'the organisation' or DIGNITY.

DIGNITY is a partially publicly financed self-governing institution whose registered office is in the City of Copenhagen, Denmark.

## **Purpose**

### **Section 2**

The purpose of DIGNITY is to work towards ensuring that nobody should be subjected to torture and other forms of violence (prevention) and that the torture does not live on in the traumatised victims and their families (rehabilitation). To this end, DIGNITY provides, for example, treatment and rehabilitation of traumatised refugees, including survivors of torture, in Denmark, advocacy at national and international level, targeted research, knowledge exchange and dissemination as well as international programmes and capacity development for partners. DIGNITY works nationally and internationally together with governmental and non-governmental institutions and organisations.

DIGNITY's work is based on the Universal Declaration of Human Rights (1948) and seeks to promote compliance with the following UN conventions:

- The UN Convention on Civil and Political Rights (1966)
- The Convention against Torture and other Cruel, Inhuman or Degrading Treatment or Punishment (1984) and the Additional Protocol to the Convention against Torture and other Cruel, Inhuman or Degrading Treatment (2002)

## **Finances**

### **Section 3**

DIGNITY operates by virtue of government funding, foundation grants and private contributions.

Sub-section 2 The Board must ensure that DIGNITY, on receipt of funding, gifts or contributions which extends beyond any agreed contractual conditions does not place it in a direct relationship of dependency with respect to contributors or others. The Board must refuse to accept contributions which, in the Board's view, may result in a direct relationship of dependency.

Sub-section 3 The Board must ensure that the organisation's funds are arranged and used in accordance with the rules applicable under Danish law pertaining to the area and on the terms under which the funds have been allocated.

Sub-section 4 Only the organisation's assets existing at any given time serve to cover DIGNITY's obligations.

## **Board**

### **Section 4**

DIGNITY's Board comprises 11 members: Of this number, 7 members are appointed thus:

- One member is appointed by the Danish Medical Association
- One member is appointed by the Danish Psychological Association
- One member is appointed by the School of Pharmaceutical Sciences, University of Copenhagen

One member is appointed by the Danish Bar and Law Society  
One member is appointed by the Danish Institute for Human Rights

One member is elected by DIGNITY's employees. In addition, a substitute is elected for the employee representative who can participate in Board meetings without voting rights.

Sub-section 2 Those organisations appointing members to DIGNITY's Board are responsible for ensuring that the members who have been appointed have an insight into/experience in the area in which DIGNITY operates and, as a rule, have a management position in the appointing organisation.

Moreover, the Board must appoint a further four members with particular experience and competence in the fields of international development and research specifically.

Sub-section 3 The employee-elected representative and substitute are elected by means of a written ballot via an IT solution whereby voting is anonymous. Every employee has a vote.

Sub-section 4 With regard to the composition of the Board, every effort should be made to ensure that it covers both healthcare insight into the nature of the torture and the treatment and also a professional insight into the prevention of torture, international development, research within the field and experience in financial management, communication and fundraising. Every effort is made to ensure that there is an equal distribution of women and men and that it also reflects human diversity.

Sub-section 5 The Board members are appointed for three years at a time and the appointment of a new member should take place if the conditions in Section 4, Sub-section 1 are no longer fulfilled. Members can be re-appointed a maximum of twice.

Sub-section 6 Board members must be of legal age and must not be under guardianship under Section 5 of the Danish Guardianship Act or subject to guardianship under Section 7 of the Danish Guardianship Act.

Sub-section 7 Board members – with the exception of the employee-elected member, however – must not be employed in, have a relationship akin to employment or receive financial support from DIGNITY or have any other share in DIGNITY's funds. Board members and the Chairperson of the Board receive neither a salary nor remuneration for their work.

Sub-section 8 Board members are appointed in their personal capacity and must be independent and characterised by a high degree of personal and professional integrity.

1) A Board member must relinquish his/her position on the Board if he/she no longer fulfils the conditions of appointment, including a) conviction for an offence that may damage the esteem in which the member is held and the trust in them expected by the position, b) inappropriate behaviour that is incompatible with their work as a Board member, or c) suffering from a long-term mental or physical disorder that hinders performance of their duties.

2) A Board member or another attendee must inform the Board if there are any conditions that may give rise to doubt as to whether a Board member meets the requirements for independence and integrity. The member in question must be given the opportunity to submit information to the Board and answer its questions but may not otherwise participate in the discussion as to whether he/she meets the requirements.

3) The minutes must show whether the matter of independence or integrity has been discussed. The Board's statement must appear in the minutes.

4) The Board can, with a simple majority, exclude a member of the Board it deems does not meet the conditions and requirements of membership of the Board. If this applies to a member who was appointed by the above institutions, the institution in question is asked to appoint a new member.

Sub-section 9 A Board member can withdraw from the Board at any time. Notification of this must be given to the Chairperson of DIGNITY's Board and also to the organisation that may have appointed the member in question.

In the event of a vacancy arising, a new member is appointed in accordance with Sub-sections 1-3 above.

Sub-section 10 The Board elects a Chairperson and a Deputy Chairperson who are elected for 3 years at a time. The Chairperson is elected from among the Board members.

## **Management**

### **Section 5**

The Board is responsible for overall management of the organisation's affairs.

Sub-section 2 The Board will employ a CEO to manage day-to-day operations. The Board shall lay down the conditions of the CEO's employment and the additional rules relating to his/her competencies.

Sub-section 3 The Board shall lay down the general guidelines for DIGNITY's work and approve DIGNITY's overall strategies, action plans and budgets as well as ensure and evaluate the execution of the activities required to fulfil DIGNITY's objectives.

The Board has responsibility for a sound organisation of DIGNITY's activities, including ensuring that bookkeeping and the administration of assets is controlled in a way that is satisfactory to the organisation and in due observance of the organisation's accounting instructions.

Sub-section 4 The CEO is responsible for the employment and dismissal of employees in due observance of the relevant Danish legislation.

## **Meetings**

### **Section 6**

The Board will hold meetings as often as it is deemed necessary, however, at least 4 times a year.

Sub-section 2 Board meetings are convened by the CEO on behalf of the Chairperson with at least 7 days' notice in writing and submission of the agenda. By agreement with the Chairperson, the CEO must make sure that any written material to be used for dealing with the points on the agenda and any other material reaches the Board members as far as possible no later than 7 days before the meeting. Under special, including very urgent circumstances, the Chairperson can convene a meeting at shorter notice.

Sub-section 3 Three (3) members of the Board or the CEO can ask for the Board to be summoned extraordinarily.

Sub-section 4 Immediately following the notice to attend a Board meeting, either a Board member or the CEO can ask for a point to be included in the agenda – providing a reason for this request – by contacting the Chairperson no later than 3 days prior to the Board meeting.

Sub-section 5 DIGNITY's CEO participates in Board meetings without having the right to vote. Other employees participate when this is relevant.

Sub-section 6 The Board Chairperson leads the Board meetings in accordance with the Rules of Procedure whereby the Board sets out more specific requirements in relation to carrying out its activities. The Rules of Procedure must be drawn up in accordance with the rules in the Danish Companies Act pertaining to rules of procedure for boards limited companies, adapted to the organisation's circumstances.

Sub-section 7 The Board is competent to act when the Chairperson or the Deputy Chairperson and at least half of the other members are present.

Sub-section 8 The Board's decisions are adopted by a simple majority, however, for a decision to be adopted or amendments made to the Rules of Procedure it requires that at least two thirds of the total Board members vote in favour of it.

In the event of a tied vote, the Chairperson's vote is the deciding vote. In his/her absence it will be the Deputy Chairperson's vote.

Sub-section 9 Minutes are taken from Board meetings. These are signed digitally before the next Board meeting by all members of the Board.

Sub-section 10 DIGNITY's state-authorised accountant has a duty to attend Board meetings at which accounts etc. – certified by the accountant – are to be dealt with. The accountant also has a duty to participate in other Board meetings if just a single member of the Board requests this.

### **Power to bind the organisation**

#### **Section 7**

DIGNITY is bound by the Chairperson of the Board – and in his/her absence, the Deputy Chairperson – in conjunction with the CEO or in conjunction with a Board member.

Sub-section 2 The Board can give notice of the power of procuration in accordance with the rules of the Danish Companies Act.

### **Accounts and Audits**

#### **Section 8.**

DIGNITY's financial year is the calendar year.

The accounts are prepared in accordance with good accounting practice, and the audit of the organisation's accounts is carried out by a state-authorised accountant appointed by the Board.

Sub-section 2 The organisation's accounts encompass

- A set of annual accounts (income statement and balance sheet with appurtenant notes) presented in accordance with the rules set out in the Danish Financial Statements Act with the derogations and adaptations following on from the specific character of the organisation.
- The auditor must maintain auditor's records for the use of the Board. These records must comply with the generally recognised auditing principles and the auditing instructions applicable to the organisation at any given time.
- An annual evaluation report, encompassing activity statements for the Institute's individual areas of activity and an annual report in which the Institute's management describe the year's activities and results.

Sub-section 3 The accounts are approved and signed by the Board, DIGNITY's CEO and the state-authorised accountant within 4 months of the end of the financial year.

Sub-section 4 The accounts are submitted to the Ministry of Foreign Affairs of Denmark in accordance with the relevant agreement with the Ministry.

### **Committee**

#### **Section 9**

The Board can set up a scientific committee to advise the Board in relation to DIGNITY's research policy line and also advise management on the research and method development that is taking place in the organisation or in collaboration with other institutions. It is also possible to set up other relevant special committees that can advise the Board.

#### **Amendments to the Articles of Association**

##### **Section 10**

Proposals for amendments to DIGNITY's Articles of Association must be presented in writing to all Board members and dealt with at a meeting convened for this purpose with 30 days' written notice.

Sub-section 2 The decision on amendments to the Articles of Association require that at least two thirds of Board members vote in favour of the proposal.

Sub-section 3 The Ministry of Foreign Affairs of Denmark must approve the Articles of Association and any amendments made to them.

#### **Dissolution**

##### **Section 11**

If the Board considers that circumstances dictate that DIGNITY has to cease operations, the organisation will be dissolved following approval from the Ministry of Foreign Affairs of Denmark. However, before the decision to dissolve the organisation is taken, the Board has a duty to endeavour to keep DIGNITY in operation, if necessary with the establishment of a public institution.

Sub-section 2 The Board is responsible for the preservation of DIGNITY's assets and must continue functioning until the financial statement of DIGNITY's assets and liabilities has been completed.

Sub-section 3 In the event of DIGNITY's dissolution, any assets, property and obligations will be transferred to the State.

Sub-section 4 Furthermore, the Board must make sure that DIGNITY's assets are handed over to the Danish National Archives so that the material is not publicly available, but only available for specific research purposes in accordance with the Board's further specifications.

#### **Entry into force of the Articles of Association**

##### **Section 12**

The Articles of Association enter into force on 1 January 2021 and replace the Articles of Association of 22 September 2016, as amended on 24 September 2015, 30 October 1982, 19 November 1983, 12 September 1985, 07 April 1988, 17 December 1996, 07 May 1998, 28 August 2001, 07 June 2004, 08 November 2004, 17 June 2013 and 25 October 2013.

Adopted at DIGNITY's Board meeting on 01 December 2020.

On the Board:

Louise Holck  
(Chairperson)

Christian Balslev-Olesen  
(Deputy Chairperson)

Mette Hübertz

Karin Hansen

Tomas Martin

Line Gessø Storm Hansen

Allan Krasnik

Dea Seidenfaden

Lotte Leicht

Camilla Noelle Rathcke

Approved by the Ministry of Foreign Affairs of Denmark

For the Ministry of Foreign Affairs of Denmark: