BYLAWS

of

THE INSTITUTE FOR HUMAN RIGHTS – DENMARK’S NATIONAL HUMAN RIGHTS INSTITUTION

(Adopted by the Board on 19 June 2013 and approved by the Minister of Development Cooperation on 9 August 2013)

In pursuance of section 4(3) of Act No. 553 of 18 June 2012 on the Institute for Human Rights – Denmark’s National Human Rights Institution, as amended by Act No. 656 of 12 June 2013, hereinafter referred to as “the Act”, the following is laid down:

Chapter 1

Organisation and object etc.

Name, secondary name and registered address of the Institution


2. The Institution has its registered address in Copenhagen.

Legal status etc.

3. The Institution is established with the object of ensuring compliance with the UN Paris principles for independent, national human rights institutions and must constantly satisfy the requirements of the Paris principles.

4(1). The Institution is an independent self-governing institution in the public administration. The Institution is covered by the legislation applicable to the public administration, including e.g. the Public Administration Act, the Act on Public Access to Documents on Public Files, the
The Institution must observe the principles of good administration, responsibility and openness in its work to be perceived as a reliable, national and effective human rights institution.

Object and responsibilities

5(1). The Institution must promote and protect the human rights in peacetime and in armed conflict, particularly by

1) carrying out monitoring of and reporting on the human rights situation in Denmark;
2) conducting analyses of and research in the area of human rights;
3) advising the Danish Parliament, government, other public authorities and private actors on human rights;
4) promoting coordination of and assistance to the human rights work carried out by civil society organisations;
5) providing and promoting human rights training;
6) providing information about human rights;
7) securing library facilities with regard to human rights and
8) contributing to the implementation of human rights in Denmark and abroad.

(2). The Institution must promote equal treatment of all people without discrimination on account of gender, race or ethnic origin, including by

1) providing assistance to victims of discrimination in having their complaints dealt with, with due regard for the rights of the victims, associations, organisations and other legal persons;
2) carrying out independent examinations of discrimination and
3) publishing reports and making recommendations on issues of discrimination.

(3). The Institution submits an annual report to the Danish Parliament on the Institution’s activities and the developments in the human rights situation in Denmark. The report is published by the Institution.

(4). The fundamental freedoms contained in the Danish Constitution and the human rights recognised from time to time by the international society, including particularly the human rights mentioned in the Universal Declaration of Human Rights, the UN conventions, the European Council conventions, the EU Charter of Fundamental Rights and in obligations relating to the Organization for Security and Cooperation in Europe human dimension, must form the basis for the Institution's activities.
(5). The Institution can conduct independent research. The academic staff of the Institution is free to conduct research within the research strategic framework of the Institution during such times as other duties are not assigned to them.

(6). The Institution lays down detailed guidelines containing an precise explanation of research work, associated freedom of research for the academic staff and of the of other duties.

Chapter 2

The management of the Institution

The Board

6(1). The Institution is managed by a Board that makes decisions on all important questions regarding the professional responsibilities, finances and management of the Institution.

(2). In performing its function the Board must safeguard the Institution’s interests in accordance with the object of the Act and plan the Institution's activities in the long and short term, e.g. by adopting multi-annual strategies.

7. The Board must keep the implementation of the Institution's activities under constant review. In this regard the Board must take into account developments in the area of human rights so that the Institution is able to start new activities to ensure that its work is dynamic and of current interest. The Board is responsible for prioritisation within the financial framework applicable from time to time.

8(1). The Board consists of 14 members who are appointed in their personal capacity as follows:

1) Six members appointed by the Council for Human Rights.
2) One member appointed by the Rector of the University of Copenhagen.
3) One member appointed by the Rector of the University of Århus.
4) One member appointed by the Rector of the University of Southern Denmark.
5) One member appointed by the Rector of the University of Aalborg.
6) Two members appointed by the College of Rectors under Danish Universities.
7) One member appointed by Greenland’s Council for Human Rights.
8) One member elected by the employees of the Institution.

(2). The Members of the Board are appointed for a period of four years and may be re-appointed once. Thereafter they cannot be elected or appointed again until after a minimum of one four-year period has passed.

(3). Among the members of the Board appointed by the Council for Human Rights at least one member must be affiliated with an organisation that works with key issues for ethnic minorities, at least one member must be affiliated with an organisation that works with equal treatment of
women and men, and at least one member must be appointed upon the recommendation of Disabled Peoples Organisations Denmark.

(4). Efforts must be made to ensure that at least two of the members appointed by the rectors of the University of Copenhagen, the University of Århus, the University of Southern Denmark and the University of Aalborg are associated with the legal profession.

(5). The election of an employee at the Institution takes place in accordance with the provisions of the Danish Companies Act. Employee representatives enjoy the same protection against dismissal and other deterioration of conditions as union representatives within the same or a similar area. The employees may elect one alternate representative.

9(1). The appointment of Board members must be in the form of an official decision which must determine the period of appointment.

(2). The day-to-day manager of the Institution (the Director) asks the parties entitled to appoint Board members for their decisions of appointment. Subsequently, the Director sends letters of appointment to the newly or re-appointed Board members, with copy to the appointing parties.

(3). If a Board member retires before the end of the period of appointment, the party entitled to appoint such members appoints a new member for a four-year period.

10(1). The Board elects a Chairperson from its own number. The Chairman is elected for a one-year period and re-election is possible.

(2). The Chairperson convenes the Board for a meeting a minimum of four times annually. The Board must be convened for a meeting if so requested by three Board members or by the Director. When the Chairperson retires, the Director convenes a Board meeting.

(3). The Board meetings are held at the Institution or at such other place as decided by the Chairperson.

(4). The Board meetings may be held in writing, including by email if no Board members object to such procedure, or if special circumstances make it necessary.

(5). The Board makes decisions by simple majority of votes, except in the case of amendment of the Bylaws in which case adoption requires a two-thirds majority. The Board forms a quorum when more than half of the members are present. In case of equality of votes, the Chairperson has the casting vote.

11(1). The Board lays down its own rules of procedure, which must ensure as much openness as possible with regard to the Board’s work.

(2). This openness may be restricted by the legislation applicable within public administration and if otherwise deemed to be necessary due to the nature of the case or the circumstances.
Special committees and advisory boards

12(1). The Board may set up special committees and advisory boards as required when such committees and boards are expected to be able to support the Board in securing the quality of its work or to create a broad professional outreach.

(2). When special committees or advisory boards are set up, the Board lays down the general guidelines for the work of such committee or boards, including e.g. objectives and time frame for completion of its work.

(3). The Board appoints the members of special committees and advisory boards. Special committees and advisory boards can have the number of members found to be appropriate by the Board. The Board may appoint members from within as well as from outside the group of Board members.

The Council for Human Rights

13. The Board appoints the members of the Council for Human Rights, which discusses the general guidelines for the activities of the Institution and follows its activities with a view to promoting the object of the Act. The Council may make recommendations to the Board of the Institution as regards new activities as well as evaluate previous activities.

14(1). The members of the Council for Human Rights are appointed in such a way that the Council reflects the opinions that prevail among civil society organisations working with human rights. Also particularly affected public authorities may become members of the Council.

(2). The designation “civil society organisations” may include voluntary organisations, professional organisations, political parties, universities, research and educational institutions and organisations that work with key issues for ethnic minorities.

(3). Individuals are not eligible for membership of the Council for Human Rights. The members of the Council for Human Rights are representatives of the respective organisations and authorities.

15(1). The Council for Human Rights is appointed following a public consultation procedure which is repeated regularly and as a minimum every four years.

(2). As part of the public consultation procedure, the Board calls upon the existing members of the Council to actively renew their membership and calls upon other interested civil society organisations and particularly affected authorities to apply for membership of the Council. This is done to ensure that the Council always represents civil society organisations and authorities that are actively involved in the promotion of human rights.
16(1). The Board lays down detailed provisions governing membership of the Council for Human Rights in accordance with the UN Paris principles for national human rights institutions. These provisions must include rules regarding the membership, period of appointment and appointment of new members if a member retires during a membership period. The provisions must also include rules as to how often and how a public consultation procedure is carried out, see article 15(1).

(2). The provisions governing membership of the Council will be available to the general public, e.g. through the Institution’s website.

17. Members of the Board of the Institution cannot at the same time represent a member of the Council for Human Rights.

18. Members of the Council for Human Rights who represent civil society organisations have a right to vote. Representatives of public authorities and representatives of the Board who participate in the meetings of the Council do not have a right to vote.

19. Expenses for meetings in the Council for Human Rights, including e.g. expenses for forwarding of written material, are paid via the operating budget of the Institution.

20. The Council for Human Rights lays down its own rules of procedure governing its activities.

The Director

21(1). Following public advertisement in accordance with the Circular on Vacancy Notices for Positions and Paid Duties in the Public Sector issued by the Ministry of Finance, the Board appoints a Director to be in charge of the day-to-day management of the Institution.

(2). Appointment is normally of fixed-term duration.

22(1). The Director is in charge of day-to-day management, including the professional, financial and administrative management of the Institution, and performs staff management and accounting duties.

(2). The day-to-day management does not include transactions of an unusual nature or of material importance, see article 6, including decisions concerning:

1) conclusion or termination of office leases;
2) purchases in excess of DKK 2 million and
3) conclusion of agreements regarding activities in excess of DKK 7.5 million (EUR 1 million) annually for up to three years.

(3). The Director recommends the annual budget for adoption by the Board. The Director is responsible for adhering to the budget adopted by the Board and for the Institution’s activities otherwise being in compliance with the Board’s decisions and guidelines.
23(1). The Board draws up guidelines for the Director's duties.

(2). The Director must perform his duties within the framework established by the Board.

(3). The Director may, within the framework established and the guidelines drawn up, delegate tasks to other employees at the Institution according to the general rules of administrative procedure.

24. The Director participates in the meetings of the Board, but has no right to vote.

Chapter 3

Finances and accounting etc.

Power to bind the Institution

25(1). The Institution is bound by the joint signatures of the Director and either the Chairperson of the Board or two Board members or by the joint signatures of three Board members.

(2). The Director lays down rules as to who may deal with the assets of the Institution on the Director’s behalf, and on endorsement and approval of vouchers.

Finances etc.

26. The state gives annual appreciations to the operation and activities of the Institution. The purpose of the appreciation is to ensure that the Institution is able to work independently by having its own employees and premises and not be subject to any financial control that may affect its independence.

27(1). In accordance with its object the Institution may receive revenue from funds, gifts etc. and may carry on commercial activities, grant-financed research activities as well as other grant-financed activities, including provide consultancy and advisory services, to the extent such activities are compatible with the performance of the Institution’s other duties.

(2). In accordance with its object the Institution may conclude multi-annual agreements with public authorities regarding the solution of specific tasks.

28. The Institution is covered by the provisions laid down or agreed to by the Minister of Finance regarding salary and employment terms, including pension issues with regard to the employees of the Institution.

29. The Institution is self-insuring (see the Circular on Self-insurance in the State issued by the Ministry of Finance), but it may take out travel insurance policies with extended coverage in connection with travel activities to high-risk areas.
30. The Institution is liable for all its commitments and obligations only to the extent of its buildings, systems, furniture, equipment and assets, see article 36(2).

Financial statements

31(1). The financial year of the Institution is the fiscal year. The Institution uses the state accounting rules according to the Executive Order on State Accounting issued by the Ministry of Finance.

(2). At the end of the financial year, the annual report of the Institution is prepared by its day-to-day management and recommended for adoption by the Board.

(3). The annual report is signed by all members of the Board and by the Director.

Audit

32(1). The annual report of the Institution is audited in accordance with good public auditing practice by the Auditor General of Denmark, see sections 2 and 3 of the Audit of State Accounts etc. Act.

(2). The Director’s follow-up on the Auditor General of Denmark’s reports is subject to ongoing supervision by the Board.

Supervision

33(1). The Institution is covered by the Ministry of Foreign Affairs’ supervision, see in this regard the ministerial instructions applicable from time to time.

(2). The financial supervision of the Institution’s financial management is based on the rules applicable to self-governing institutions within the Danish public administration. Against this background, the supervision must be carried out in accordance with the independence of the Institution.

(3). The Director’s follow-up on the supervision of the Ministry of Foreign Affairs is subject to ongoing supervision by the Board.

Chapter 4

Bylaws and closure

Bylaws

34. The Institution will ensures that the Bylaws are publicly available on its website.
35(1). Proposed amendments of the Bylaws must be sent to all Board members 14 days before the Board meeting.

(2). After the preliminary discussion by the Board, proposed amendments of the Bylaws will be sent to the Auditor General of Denmark for remarks in accordance with sections 7 and 10 of the Audit of State Accounts etc. Act before they are presented to the Board for final adoption or rejection.

(3). Amendments of the Bylaws must be presented to the Minister of Foreign Affairs for his approval, after the final adoption of the Bylaws by the Board. The Minister of Foreign Affairs is thus given the possibility of ensuring sound grant management as part of his obligation to supervise and to ensure that the Board has taken note of the Auditor General of Denmark’s comments on the Bylaws or amendments.

Closure

36(1). The Institution can only be closed by law.

(2) If the Institution as a self-governing institution is closed, its buildings, systems, furniture, equipment and obligations will pass to the state.

Chapter 5

Commencement

37. These Bylaws enter into force on 9 August 2013.

Adopted by the Board on 19 June 2013

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Ole Hartling, Chairman

The Bylaws were approved by the Minister of Foreign Affairs on 9 August 2013.