

In accordance with the provisions of Article 78 and 12 of the Law on Associations ("Official Gazette of RS", 51/09, 99/2011 and 44/2018) and Article 10 of the existing Statute, at the Assembly session of the Association held on 5<sup>th</sup> July 2019 in Belgrade, adopted new

## **STATUTE of ASSOCIATION "TRANSPARENCY SERBIA"**

### *Area to achieve the goals*

#### **Article 1**

Association "**Transparency Serbia**" (hereinafter: Association) is a non-governmental, non-profit and nonpartisan association founded for an unlimited time to achieve the goals in the field of fighting corruption in Serbia.

### *Goals of the Association*

#### **Article 2**

Association's goals are: to increase transparency and accountability in the work of public authorities in Republic of Serbia; to prevent abuse of public authority to private purposes; to reduce opportunities for corruption; to increase the certainty of discovering corruptive behavior; consistent and appropriate punishment of corruption; reducing the damage that corruption makes in all aspects of society in Serbia and improvement of the anti-corruption system in Serbia.

#### **Article 3**

To achieve its goals, the Association in particular:

- 1) encourages institutions and system reforms of towards increased transparency of their work;
- 2) encourages the adoption and improvement of regulations and public policies of importance for the fight against corruption;
- 3) monitors the work of public authorities and inform the public about the effectiveness of existing institutional mechanisms to combat corruption;
- 4) educates the public about the dangers and costs the corruption brings to a society;
- 5) cooperates with organizations in the country and abroad with similar goals;
- 6) supports the initiatives of institutions, other organizations and individuals that contribute to achieving the objectives of the Association;
- 7) submits proposals to the authorities of our country, international organizations, institutions and professional associations in order to improve the fight against corruption;
- 8) initiates proceedings before the competent authorities in order to protect the public interest;
- 9) conducts researches and publishes books and other publications on issues relating to corruption, in accordance with law;

## ***Title and address***

### **Article 4**

Title of Association is "TRANSPARENTNOST SRBIJA".

The Association will use the English title "Transparency Serbia."

The Association uses abbreviated title: "Transparentnost "and "Transparency" in English.

The Association uses labels of global movement to fight corruption with the approval of Transparency International, based in Berlin, Federal Republic of Germany.

The Association is based in Belgrade.

The Association performs activities on the territory of the Republic of Serbia.

## ***The appearance and content of the seal***

### **Article 5**

The Association has a round seal with Association name and place in Serbian and English language.

## ***Terms and method of membership and termination of membership***

### **Article 6**

Member of the Association can become any person who accepts the goals of the Association and the principles of work established by the Statute, who contributes to the work of the Association and whose reasoned application for membership is supported by the Managerial Board of the Association or at least one third of the members.

Managerial Board specifies general criteria on the basis of which the membership acceptance will be decided about.

The decision on membership acceptance is made by the majority of the overall number of members of Assembly. The applicant will be promptly notified.

Records of membership are kept and its content is prescribed by the Managerial Board.

### **Article 7**

A member may resign from membership by giving a written statement of resignation, which has legal effect from the date of filing.

Membership in the Association may be terminated by exclusion in the case of non-compliance with the provisions of this Statute or with other acts of the Association, operations against the goals of the Association or making damage to the reputation of the Association.

The decision on the exclusion from membership is made by the Assembly, with majority of votes of the overall number of members, based on a reasoned proposal of the Managerial Board.

Member should be able to explain the reasons why the proposal is submitted for decision on the termination of his membership in the Association.

On the reasoned proposal of the Managerial Board, the Supervisory Board may decide on the temporary suspension of membership in the Association, until the consideration of the proposal for exclusion at the session of the Assembly.

### ***Rights, obligations and responsibilities of membership***

#### **Article 8**

Member of the Association shall be entitled to:

- 1) equally with other members participate in achieving the objectives of the Association;
- 2) directly participate in decision-making in the Assembly, and through the bodies of the Association;
- 3) elect and be elected to the organs of the Association;
- 4) be fully and timely informed about activities of the Association.

Member shall:

- 1) respect the provisions of the Statute, other acts and goals of the Association;
- 2) participate in the activities of the Association, in accordance with his possibilities;
- 3) pay the membership fee, in accordance with the decision of the organs of the Association;
- 4) preserve the honor of Associations, in particular by representing the views of the Association in cases when acts as an official or member of the Association in relations with third parties;
- 5) perform other duties entrusted by the Managerial Board or officials of the Association, in accordance with its competences;
- 6) keep as confidential information acquired as a member, except when they are published.

### ***The internal organization***

#### **Article 9**

Bodies of the Association are the Assembly, Managerial Board and Supervisory Board. The Assembly and Managerial Board may establish other permanent or temporary bodies of the Association, and may elect other Associations' officials and prescribe their powers, in accordance with the goals of the Association predicted by Statute.

While forming new organs of the Association or electing new officials, the Assembly or Managerial Board are obliged to specify the ways of electing and release of members, ways of decision making within organs, as well as rights and duties of officials.

Officials of the Association are members of Supervisory Board and members of Managerial Board.

The function of the representative is carried out by program director, finance director and executive director of the Association.

The official and other representative of the Association is obliged to clearly state whether he expresses the views of the Association or acts in a different capacity, except when it is obvious from the context.

The mandate of the official of the Association, whose membership in the Association is temporarily suspended, is also temporarily suspended.

The mandate of the official who resigned in writing form will terminate at the moment of receipt of the notification at the address of the Association for the reception of mail or e-mail.

## *The Assembly*

### **Article 10**

Assembly of the Association consists of all its members.

Meetings of the Assembly may also be attended by other persons upon invitation.

The Assembly meets regularly once a year.

Extraordinary session of the Assembly may be convened upon the reasoned proposal of the Managerial Board, Supervisory Board or at the initiative of at least one-third of Assembly members.

The initiative must be submitted to the Managerial Board or Supervisory Board, in written form and shall contain the issues whose consideration is proposed.

The session of the Assembly is convened by the president of the Association no later than 15<sup>th</sup> of December, when it comes to the regular session and within three days from the receipt of the proposal for the convening of the extraordinary session, and notifies the proposer.

If the president does not convene a regular session of the Assembly within the deadline, it will be held on the third Friday in December, beginning at 16.30, at the premises of the organization.

If the president does not convene an extraordinary session of the Assembly within the deadline, this can be done directly by the Managerial or Supervisory Board.

Members of the Assembly shall be notified by e-mail about the convening of the Assembly, and may be informed in other ways.

The convening of the Assembly must contain information on the time and place of maintenance as well as the daily agenda.

The meeting is chaired by a person who, by public vote, is elected at the beginning of the session. Person who convened the meeting gathers proposals for the appointment of the chairperson, opens a vote on the election of the chairperson and determines the results of the vote. In case this person is not present, these jobs are performed by the oldest present member.

The chairperson appoints the record keeper.

Assembly:

- 1) adopts the Statute, as well as amendments to the Statute;
- 2) adopts the annual working plan;
- 3) adopts other general acts of the Association;
- 4) elects and recalls members of the organs and officials of the Association;
- 5) considers and adopts, at least once a year, report of the Managerial and Supervisory Board;
- 6) considers and adopts the annual financial plan and report, as well as financial and others reports submitted to the state organs;
- 7) decides on status changes and the dissolution of the Association;
- 8) decides on joining the unions and other associations in the country and abroad;
- 9) makes the decision on acceptance and exclusion from the membership of the Association.

Participant considered present is also the member who is able to follow live the session, through the means of distance communication, who is accessible to all materials that are considered at the session and whose presentations can be followed in the same way by other present members.

In case the member is not able to attend the meeting, he may delegate his vote to another member of the Association, by giving written authority with instructions on the manner of voting on all items on the agenda.

All members have the right to vote, which is equal, except of those whose rights have been suspended temporarily. The Assembly will decide on the status of suspended members before resolving other issues.

The Assembly makes decisions by the majority of votes of present members.

For a decision on the changes of the Statute, statutory changes and the dissolution of the Association is required two-thirds majority vote of all members.

Voting is done publicly, by raising a hand, or otherwise determined at the session.

At the session of the Assembly, a record is kept, containing information on the number of members present, the proposed and adopted agenda, list or content of decisions made and proposals that have not been accepted, the results of the vote, the signature of the chairman and the recorder.

### ***Managerial Board***

#### **Article 11**

The Managerial Board is the executive body of the Association, which takes care of implementing the objectives of the Association between two sessions of the Assembly.

Managerial Board consists of five (5) members, appointed and dismissed by the Assembly, among the members of Association.

Candidate proposal for the member of Managerial Board may be submitted by each member of the Association.

One member of the Managerial Board is elected on the function of Executive director, Programme director and Finance director.

One member of the Managerial Board may be elected Chairman of the Managerial Board, who is also the President of the Association.

The Assembly elects the members of the Managerial Board at each ordinary session, as well as in the extraordinary session, if a revocation takes place.

#### **Article 12**

Managerial Board:

- 1) manages the activities of the Association between the two sessions of the Assembly and makes decisions in order to realize the Associations' goals;
- 2) organizes regular activities of the Association;
- 3) assigns specific tasks to individual members;
- 4) makes financial decisions;
- 5) decides on preparations and submitting projects, ways of financing projects whose leader is the Association, participation in realization of projects together with other organizations;
- 6) appoints project managers;
- 7) approves major procurements for the needs of Association, in accordance with the special act of Association;
- 8) takes the attitude on the most important issues from the programme sphere of the association, on behalf of the Association;
- 9) decides to initiate the procedure for amendments to the Statute, on its own initiative or at the

request of at least five members of the Association and prepares a draft amendment, submitted to the Assembly;

10) decides to initiate proceedings for compensations under Article 25 Paragraph 2 of the Law on Associations and, if necessary, determines the special Association representative for that procedure;

11) decides on other matters for which are not, by law or the Statute, authorized other organs of the Association.

The Board shall meet as needed, usually once a month.

Every member of the Managerial Board can appoint the session, by e-mail or by telephone.

The call includes the time and place of the session, as well as at least one agenda item.

The session of the Managerial Board is chaired by the president or other member elected at the beginning of the session.

The Managerial Board decides if at least one half of the members is present, and the decisions are made by the majority of votes of all members.

Regarding the presence at the session of the Managerial Board, the rules concerning the attendance to the Assembly session shall apply.

Voting is done by oral announcement.

If the Managerial Board made decisions, they shall be recorded in the record of the session.

### ***Supervisory Board***

#### **Article 13**

The Supervisory Board supervises the financial affairs of the Association and the work of the Managerial Board, provides guidelines for the work of the Managerial Board and performs other tasks based on the provisions of the Statute or the Assembly decision.

Supervisory Board has three members elected and recalled by the Assembly.

The mandate of the Supervisory Board members lasts four years. The same person may be elected for a member of the Supervisory Board at most two consecutive times.

The candidate for a member of the Supervisory Board may be nominated by each member of the Association, with the approval of the candidate.

Persons who are not members of the Association may also be elected to the Supervisory Board.

The Supervisory Board meets at least twice a year, and extraordinary as needed.

If the Supervisory Board did not consider the financial reports of the Association for the previous year or work plans for the next year, the Supervisory Board session shall be held before the beginning of the Assembly session at which the reports will be discussed.

The Supervisory Board session can be appointed by each member, and the time is determined, and the meeting place can be determined.

A member who appointed the meeting is chaired and the records are kept.

The Supervisory Board sessions can be held through the means of distance communication that allows each participant to hear the others' speeches and that all others can hear him, under the condition that all materials are available to all present participants on the basis of which decisions are made.

The Supervisory Board decides by a majority of the total number of members.

The record contains information on the time of the session, the decisions that are made and the proposals that are not accepted.

The record is valid if none of the Supervisory Board members issues a remark within 48 hours from the receipt of the e-mail.

The Supervisory Board submits a report at each session of the Assembly.

### ***President of the Association***

#### **Article 14**

President of the Association represents the Association in the country and abroad, chairs the Assembly and Managerial Board, resolves disputes that occur within the Association, in case there is no authorized body or adequate procedure and provides the realization of the goals of the Association.

In the case of absence, President is substituted by the member of the Managerial Board appointed by him or by the eldest member of the Managerial Board, if the deputy is not appointed.

Programme, executive and finance director represent the Association within their competences.

#### **Article 15**

Programme Director makes decisions regarding the Association's attitude on certain issues concerning the realization of the programme goals of the Association in the period between two sessions of the Managerial Board, bearing in mind to make necessary notifications and give other members the opportunity to state their opinion.

Programme Director pre-approves new projects and action plans, deviations from actions plans, forms of cooperation with other organizations and individuals, as well as engaging experts and associates for certain projects, for which other officials and project managers are obliged to provide adequate data, acts on behalf of the Association on issues related to the realization of program goals, gives proposals and guidelines for the development of program activities of the Association, the implementation of existing and creating new projects, monitors the implementation of projects of the Association, prepares reports related to program goals of the Association, cooperates with other organizations on program matters.

Programme Director is responsible for its work to the Managerial Board, by submitting periodical reports on major issues within its jurisdiction.

Managerial Board may suspend all or certain rights and duties of Programme Director, if determines that he significantly deviated from the principles or established policy of the Association.

In case of absence, duties of Programme Director are performed by the Executive Director, other member of Managerial Board or person appointed by the Association.

#### **Article 16**

Executive Director manages organization issues of the Association in the period between two sessions of the Managerial Board, acting in accordance with adopted policies, acts, programmes and decisions of the Assembly and Managerial Board. Within the limits his competence, he is responsible for the daily functioning of the Association and the office, coordination of the use of

material and human resources (in consultation with project managers), organizes and supervises personnel actions, hiring new staff, organizing contacts with the public, communication with other organizations and the international secretariat Transparency International, organizing fund-raising for the implementation of new projects, keeping records of membership and documentation relating to the work of the Association.

The Executive Director is responsible for his work to the Managerial Board, by submitting periodical reports on the work.

If the Executive Director does not submit work report, or the report is not accepted, Managerial Board can suspend all or certain rights and duties of the Executive Director.

In case of absence, duties of the Executive Director are performed by Financial Director, Programme Director or person engaged by Managerial Board decision.

### **Article 17**

Finance Director controls the accuracy and executes transactions ordered by other officials or organs of the Association, ensures keeping proper material and financial records of the Association in accordance with current regulations, conditions derived from specific projects and principles of the Association, ensures the proper allocation of expenses to projects, takes into account the availability of material and financial resources, timely warns of the lack of resources that may endanger the implementation of planned activities and proposes measures for solving these problems, prepares complete financial reports for the entire work of the organization and specific projects, for internal and external use, as well as the budget proposal for new projects in cooperation with other officials and persons who are preparing project proposals.

Finance Director is responsible to the Managerial Board, by submitting reports at each session of this organ.

If the Finance Director does not submit a report or the report is not accepted, the Managerial Board may suspend all or some of the rights and obligations of the Financial Director.

In case of absence, duties of Finance Director are performed by Executive Director, other member of the Managerial Board upon decision of that body, or other person appointed by the Association on the basis of Managerial Board' decision.

### ***Achieving publicity of work***

#### **Article 18**

The work of the Association is open to the public.

Publicity of work is achieved by publishing press releases, press releases on issues related to the work of the Association, publishing periodic publications about the activities of the Association and the results within individual projects, publishing data on public advocacy activities, publishing reports on the work and financial performance of the Association.

Publicity of work is also realized through the distribution of information to functionaries, members and other interested parties, through the list for the delivery of e-mail, through social networks and in other appropriate ways.

The Managerial Board is responsible for regular notification of officials, members and the public.

Annual accounts, reports on the activities of the Association, work plans and other documents are submitted to the members at the session of the Assembly of the Association.

Internal communication, draft documents, analyzes and other documents and information not intended for publication, and available to functionaries, members, employees, business associates and other engaged persons, must not be made available to third parties, except when there is a legal obligation.

### *Means for achieving the objectives and disposing resources*

#### **Article 19**

The Association raises funds for work through membership fees, voluntary contributions, donations and gifts, financial subsidies and on other legally allowed way.

Financial and other funds of the Association may be used only for the purposes intended by the financial plans, adopted within the work plan of the Association.

Property of the Association contains material resources, financial resources, intellectual property and other assets acquired in accordance with positive regulations.

Financial resources of the Association are found on the RSD and foreign currency accounts of the Association held with commercial banks.

Resources provided for carrying out certain projects can only be used to purposes for which they are intended and with the approval of the project managers, unless otherwise decided by the Managerial Board, taking into account contractual obligations and related rules on deviations from the approved budget.

Account for the use of material resources can be provided by the president and executive director, as well as other persons who obtain special approval from the Managerial Board.

The order for use the material funds can be made by President and Executive Director, as well as other persons who were specifically authorized to do so by the Managerial Board.

Carrying out the order for use of material means is approved by the Financial Director.

Order for use of funds that are not obtained within certain projects is made by Executive Director, in accordance with the rules established by the Managerial Board.

### *Economic activity by which profit is obtained*

#### **Article 20**

The Association raises funds by performing a commercial activity: **72.20 Research and development on social sciences and humanities.**

The association can begin with the direct performance of this activity after the completed registration in the Register of business entities.

Profits made in the manner specified in paragraph 1 of this article may be used only for the achievement of the Association's goals, including the costs of regular work of the Association and their own participation in the financing of certain projects.

### *Termination of association*

## **Article 21**

The Association shall cease to operate by the decision of the Assembly, when conditions for achieving the objectives of the Association do not exist anymore, as in other cases specified by law.

### ***Dealing with the assets of the Association in the event of termination of the Association***

## **Article 22**

In case of termination, the Association property will be transferred to domestic non-profit legal entity established to achieve the same or similar goals, and the Assembly will, by the decision on termination, determine where the property is transferred in accordance with the Law.

When making decision on termination of existence of the Association, the property that certain donors would be entitled to due to the Association failed to fulfill the terms of the contract signed with them, will not be considered the active of the Association.

## **Article 23**

On all issues not directly regulated by this Statute will apply the provisions of the Law on Associations.

## **Article 24**

This Statute will enter into force upon its adoption at the Assembly of the Association.

The Chairperson of the Association  
PhD Vladimir Goati

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