

In accordance with the provisions of Article 78 and 12 of the Law on Associations ("Official Gazette of RS", 51/09), the Assembly of the Association at the meeting held on 28<sup>th</sup> March 2011 in Belgrade, adopted new

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

### *Area to achieve the objectives*

#### Article 1

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

### *Goals of the Association*

#### Article 2

Association's goal is to increase transparency and accountability in the work of public authorities, as well as to prevent abuse of public authority to private purposes, through preventive activity, reducing opportunities for corruption, increasing the risk of corrupt behavior and reducing the damage corruption does to all aspects of society 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) educate the public about the dangers and costs the corruption brings to a society;
- 3) monitor the work of public authorities and inform the public about the effectiveness of existing institutional mechanisms to combat corruption;
- 4) cooperate with organizations in the country and abroad with similar goals;
- 5) support the initiatives of institutions, other organizations and individuals that contribute to achieving the objectives of the Association;
- 6) publishes books and other publications on issues relating to corruption, in accordance with law;
- 7) submit proposals to the authorities of our country, international organizations, institutions and professional associations in order to improve the fight against corruption.

### *Name and address*

#### Article 4

Name of Association is "TRANSPARENTNOST SRBIJA".  
The Association will use the English title "Transparency Serbia."  
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.

*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 statute and submit written and reasoned application for membership to the Managerial Board of the Association.

Managerial Board can specify general criteria on the bases of which the membership acceptance will be decided about.

Article 7

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

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

Membership in the Association may be terminated due to inactivity by more than three months, non-compliance with the provisions of this Statute or damage to the reputation of the Association.

The decision pertaining the termination of membership can be made by Assembly, with majority of votes of the overall number of members, based on a reasoned proposal of the 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.

*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) participate directly 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) abide by the Statute and other basic goals of the Association;
- 2) participate, in accordance with the interest in the activities of the Association;
- 3) pay the membership fee;
- 4) preserve the honor of Associations;
- 5) perform other duties entrusted by the Managerial Board or officials of the Association.

### *The internal organization*

#### Article 9

Bodies of the Association are the Assembly, Managerial Board and Supervisory Board. Function of the official Association representative (proxy) exercise Program Director, Financial Director and Executive Director of the Association.

The Assembly and Managerial Board may establish other permanent or temporary bodies of the Association, or other elected Associations' officials and prescribe their powers, in accordance with the goals of the Association.

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 the President, Executive Director, Program Director and Financial Director.

#### Article 10

Assembly of the Association consists of all its members.

The Assembly meets regularly once a year. Extraordinary sessions of the Assembly may be convened upon the reasoned proposal of the Board or at the initiative of at least one-third of Assembly members. The initiative must be submitted to the Board in writing and shall specify the matters which will be considered.

Assembly sessions are scheduled by the President of the Association or Managerial Board, by written notice of the time and place and draft agenda. The session is chaired by a person who is, by public vote, elected at the beginning of the session.

Assembly:

- 1) adopt a plan and work program;
- 2) adopt the Statute, as well as amendments to the Statute;

- 3) adopt other bylaws of the Association;
- 4) appoint and dismiss members of the organs and officials of the Association;
- 5) Consider and adopt, at least annually, report of the Managerial Board;
- 6) consider and adopt the financial plan and report;
- 7) decide on status changes and the dissolution of the Association;
- 8) decide on joining the unions and other associations in the country and abroad.

The Assembly can make decisions if at least one half of the overall number of members is present at the session.

The Assembly shall decide by majority vote of members present, unless the Statute specifies a qualified majority for certain issues.

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

#### Article 11

The Managerial Board is the executive body of the Association which takes care of implementing the objectives and goals of the Association as required under this statute. Managerial Board consists of at least five (5) members, appointed and dismissed by the Assembly.

The mandate of the Managerial Board members is two years and may be re-elected to the same office.

Members of the Managerial Board by their function are members elected to the following positions: President of the Association, the Executive Director, Program Director and Financial Director.

#### Article 12

##### Managerial Board:

- 1) manage the activities of the Association between the two sessions of the Assembly and passes all acts and makes decisions of relevance for realizing Associations' programme goals;
- 2) organize regular activities of the Association;
- 3) assigns specific tasks to individual members;
- 4) make financial decisions;
- 5) Decides on preparations and submitting projects, ways of funding project whose leader is the Association, participation in realization of projects together with other organizations;
- 6) Appoints project managers;
- 7) Approves major procurements and expenditures for Association;
- 8) Takes a stance on the most important issues from the programme sphere of the association, on behalf of the Association;
- 9) decided 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 prepare a draft amendment, submitted to the Assembly;
- 10) decide to initiate proceedings for compensations under Article 25 Paragraph 2 of the Law on Associations and, if necessary, determine the special Association representative for the procedure;

11) decide on other matters which are not, by law or these Statute, authorized other organs of other Association.

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

Every member of Managerial Board can call a meeting.

Decisions of the Managerial Board can be made only if more than half of the members are present.

Managerial Board decision is made by a majority vote of all members.

In case of equal number of votes in favor of more than one proposal of a decision, the proposal the President voted for will be considered to be adopted, and in case the President hasn't voted, Managerial Board can decide, the decision to be made by drawing lots.

### Article 13

The Supervisory Board shall supervise the financial affairs of the Association and the work of the Managerial Board. The Supervisory Board has three members elected by the Assembly. The mandate of the Supervisory Board lasts four years and may be re-elected.

The Supervisory Board shall be elected by persons who are not members of the Association.

The Supervisory Board shall report at each meeting of the Assembly.

### Article 14

President of the Association represents the Association locally and internationally, presides over the Assembly and Managerial Board, settles arguments between other organs and officials of the Association, in case there is no adequate procedure or anybody authorized to do specifically that, and sees that the goals of the Association are realized.

In case of absence, duties of President are performed by Managerial Board member appointed by the President or eldest member of Managerial Board.

### Article 15

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

Programme Director pre-approves new projects and action plans, deviations in 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 objectives, proposals and guidelines for the development of program activities of the Association, the implementation of existing and creating new projects, monitor the implementation of projects of the Association, prepare reports related to program goals of the Association, cooperates with other organizations on programming matters.

Program 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 Program Director, if it

determines that the program 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 upon decision of that body, or person hired by the Association, on the basis of Managerial Board decision.

#### Article 16

Executive Director manages organization matters 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 of her or his authority, is responsible for the daily operation of the Association and the office, coordinating the use of material and human resources (in consultation with project managers), is organizing and supervision of personnel actions related to hiring new staff, organizing contacts with the public, communication with other organizations and the international secretariat, 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 to the Board by submitting periodical reports on the work.

In case the Executive Director fails to submit report on the work, 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, Program Director or or person hired by the Association, on the basis of Managerial Board decision.

#### Article 17

Finance Director controls the accuracy and execute transactions ordered by other officials or organs of the Association, is responsible for keeping proper financial records and financial of the Association in accordance with positive regulations, conditions arising from specific projects and principles of the Association, ensure the proper allocation of expenses to projects, takes into account the availability of material and financial resources, timely warning of the lack of resources that may jeopardize the implementation of planned activities and proposed measures to address problems in the field, preparation of complete financial reports for the entire work of the organization and specific projects, for internal and external use, and proposed budget for new projects in collaboration with other officials and persons who are preparing proposals.

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

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

#### *Transparency*

## Article 18

The work of the association is open to the public.

Managerial Board takes care of the regular informing of the membership and the public about activities of the Association, directly or through internal publications, and through press releases, or other pertinent way.

Annual accounts and reports on the activities of the Association shall be submitted to members at the general meeting of the Association.

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

## Article 19

The Association raises funds through membership fees, voluntary contributions, donations and gifts, financial subsidies and other legally permissible manner.

Funds Association may be used only on the basis of financial plans adopted within the plan and program of the Association.

Properties of the Association are tangible assets, financial resources, intellectual property and other assets acquired in accordance with positive regulations.

Funds of the Association are on the Association's account and foreign currency account of the Association.

Funds provided for carrying out certain projects can only be used to purposes for which they have been intended and with the approval of the project managers, unless otherwise decided by the Managerial Board.

Account for the use of funds can provide the president and chief executive officer and other persons who obtain special approval from the Board of Directors.

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 have not been obtained within certain projects is made by Executive Director, in accordance with the rules established by the Managerial Board.

### *Economic activity*

## Article 20

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

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

Profits made in the manner specified in paragraph 1 of this article may be used solely 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 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 dissolution, the Association property will be transferred to local non-profit legal entity established to achieve the same or similar goals. Following decision to terminate the Assembly will determine where the property is transferred in accordance with the Law.

When the decision on the termination of existence of the Association is being made, the property that certain donors would be entitled to due to the Association failing to fulfill the terms of the contract signed with them will not be considered the assets of the Association.

Article 23

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

Article 24

This Statute shall enter into force upon its adoption at the founding meeting of the Association.

The Chairperson of the Association  
Vladimir Goati

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