

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 7th October 2021 in Belgrade, adopted revisions of the Statute provisions and its consolidated text as follows:

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 behaviour; 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.

Activities necessary to achieve goals

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 can specify 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.

Conditions for exclusion and suspension of membership

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 honour 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 Programme Director, Finance Director and Executive Director of the Association.

In case it does not elect the officials referred to in paragraph 5 of this Article, the Assembly shall appoint another person from among the members who will perform the function of the representative of the Association.

The official and other representative of the Association is obliged to always clearly state to public, i.e., interlocutors whether he expresses the views of the Association, personal views 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 decision of the Managerial Board, Supervisory Board or at the initiative of at least one-third of Association members.

The initiative for an extraordinary session must be submitted to the Managerial Board or to the Supervisory Board, in written form and shall contain the issues whose consideration is proposed. The Managerial Board i.e. the Supervisory Board, within seven days of receipt, shall determine the fulfilment of the conditions referred to in paragraph 4 of this Article.

If the Managerial i.e. Supervisory Board determines that the conditions set in the paragraph 4 of this Article are met, it shall accept the initiative and convene an extraordinary session of the Assembly so that it is held within 30 days at the latest. In case the conditions are not met, the initiative shall be rejected and the applicants notified within three days.

The regular session of the Assembly is convened by the president of the Managerial Board, ie the Chairperson of Managerial Board session no later than 15th of October annually.

If the Managerial Board does not convene a regular session of the Assembly within the period referred to in paragraph 7 of this Article, the Supervisory Board shall do so, no later than December 15 of given year.

If a regular session is not convened in accordance with the provisions of paragraph 7 and paragraph 8 of this Article, it will be held on the third Friday in December, beginning at 16.30, at the premises of the organization without scheduling.

If Assembly, that convened on the basis of paragraph 9 of this article has no preconditions for decision making, all issues that Assembly should regularly decide about shall be considered on the first next Assembly's session.

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 course of the session and the decision-making of the Assembly

Article 10a

The session is chaired by a person who, by public vote, is elected at the beginning of the session. Until the election of the chairperson, the session is chaired by the oldest member present.

The chairperson appoints the record keeper.

Assembly:

- 1) adopts the Statute, as well as amendments to the Statute and consolidated text of the Statute;
- 2) adopts the annual working plan and annual financial plan;
- 3) adopts other general acts of the Association and confirms general acts adopted by the Managerial Board between two sessions of Assembly;
- 4) elects and recalls members of the organs and officials of the Association;
- 5) considers and adopts, reports of the Managerial and Supervisory Board;
- 6) considers and adopts the annual 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 or she may delegate its vote to another member of the Association, by giving written authority with instructions on the manner of voting on specified items on the agenda. A member who has delegated vote shall be considered present when deciding on the items on the agenda in connection with which he or she has given instructions on the manner of voting.

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.

Exceptionally from the provisions of paragraph 7 of this Article, in deciding on reports on the work of the Association, or any other issue where having conflict of interest, members who are currently employed by the Association or were employed during the period covered by the report cannot participate.

The Assembly makes decisions by the majority of votes of present members, respectively by the majority of votes of the members present with the right to vote on certain items.

For a decision on the changes of the Statute, new Statute and consolidated text of the Statute, a majority of the total number of members is required.

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

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.

Composition and election of the 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.

The Assembly may elect an Executive Director, a Programme Director and Finance Director.

In the event that the Programme, Executive or Financial Director is not elected, or if his term of office is terminated for another reason, the rules from this Statute on performing duties in case of temporary impediment shall apply.

When more candidates are proposed for membership in the Management Board, i.e., for the functions of executive, program and financial director than the number of candidates to be elected, the candidates who received the largest number of votes shall be considered elected.

If more than one candidate received the same number of votes, the voting is repeated in that part.

If also on the repeated voting several candidates have the same number of votes, the decision is made by drawing lots.

The Managerial Board may elect a president from among its members who do not perform another function in the Association with a mandate until the next session of the Assembly of the Association or elect a chairman for each session.

The President of the Managerial Board of the Association chairs the Managerial Board and takes care of achieving the goals of the Association.

In case of impediment, the President is replaced by a member of the Managerial Board whom he appoints or the oldest member of the Managerial Board, if a deputy is not appointed.

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.

Jurisdiction and decision-making of the Managerial Board

Article 12

Managerial Board, on issues for which the competence of other bodies and officials is not prescribed:

- 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, proposes the annual work plan, annual financial plan and work report;
- 5) decides on preparation and submission of projects in areas not covered by the annual work program, the manner of financing projects whose leader is the Association when funding is not fully provided, participation in realization of projects together with other organizations, in areas not covered by the annual work plan;
- 6) appoints project managers which are not from the rank of employees;
- 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,;
- 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) adopts general acts of the Association between the two sessions of the Assembly, on issues that are not in the exclusive competence of other bodies of the Association
- 12) 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 his 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.

Composition and election of 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, other general acts of Association or the Assembly decision.

Supervisory Board consider draft Annual Work Plan of Association, draft Annual Financial Plan, Annual Report on work and financial reports.

Financial reports are considered, by the rule, once independent audit report is available.

Supervisory Board has five 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.

At least two Supervisory Board members should reside in regions of Serbia out of Belgrade capital city.

Persons who are not members of the Association may also be elected to the Supervisory Board, if they accept goals of the Association and duties set in Association's acts.

Person that is either employed or engaged in another way that assumes financial benefits by the Association, may not be elected to the Supervisory Board.

When there are more candidates for the Supervisory Board than number of seats, candidates with highest number of votes are elected.

If number of votes for several candidates is equal, in that part voting process will be repeated. If number of votes is equal in the repeated voting as well, decision will be made in that part by lottery.

Supervisory Board members may elect one of them as a Chair, for the maximum period of two years, with only one possible consecutive re-election.

Chair of the Supervisory Board presides Supervisory Board meetings, drafts meeting minutes and takes care on fulfilment of Supervisory Board role.

Decision making in Supervisory Board

Article 13a

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

If the Supervisory Board did not consider the reports 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.

If there is no elected Chair of the Supervisory Board, a meeting is chaired and minutes are kept by the member who appointed the meeting.

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 may decide if at least half of its members are present.

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.

The report of Supervisory Board contains information of all issues discussed between two sessions of Assembly, with recommendations for the Assembly and guidelines for the work of Managerial Board.

Programme Director

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 plans for the implementation of existing projects, deviations from those 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 and achieving of the goals 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 temporarily suspend all or certain rights and duties of Programme Director, if determines that he significantly deviated from the principles or established acts of the Association, failed to submit a report on matters within its competence at the request of the Managerial Board, and in case of gross or intentional neglect of obligations that have caused or threaten to cause serious damage to the interests of the Association.

In case of absence, i.e., temporary suspension, duties of Programme Director are performed by the other member of Managerial Board appointed by that body or person appointed by the Association, and if the person is not appointed, the Executive Director.

Executive Director

Article 16

Executive Director manages organization issues of the Association and makes decisions in the period between two sessions of the Managerial Board, acting in accordance with adopted policies, acts, programmes, plans and decisions of the Assembly and Managerial Board.

Within the limits his competence, he is responsible for the daily functioning of the Association, coordination of the use of material and human resources (in cooperation with project managers), coordination of project managers, preparation of acts of the Association, organization and supervision over the work of employees and hired persons in cooperation with project managers, 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.

Certain duties of the Executive Director may be entrusted to employees, by employment contract, with the approval of the Managerial Board.

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

The Managerial Board may temporarily suspend all or certain rights of the Executive Director if it finds that in its work it has significantly deviated from the program principles or established acts of the Association, failed to submit a report on issues within its competence at the request of the Board, and in case of gross or intentional neglect of obligations that have caused or threaten to cause serious damage to the interests of the Association.

In case of absence, i.e., temporary suspension, duties of the Executive Director are performed by another member of the Managerial Board determined by the decision of that body or person engaged by Managerial Board decision, and if such person is not appointed, the Programme Director.

Finance Director

Article 17

Finance Director controls the compliance with the regulations and contracts of the transactions ordered by other officials or organs of the Association, and project managers and executes those transactions.

Finance Director ensures keeping proper material and financial records of the Association in accordance with 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 financial reports for the work of the Association as a whole and specific projects, for internal and external use, as well as the budget proposal for new projects in cooperation with persons who are preparing project proposals.

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

The Managerial Board may temporarily suspend all or certain rights of the Finance Director if it finds that it has significantly deviated from the program principles or established acts of the Association, failed to submit a report on issues within its competence at the request of the Board, and in case of gross or intentional neglect. has caused or threatens to cause serious damage to the interests of the Association.

In case of absence, i.e., temporary suspension, duties of Finance Director are performed by 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, and if such person is not appointed, the Executive Director.

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, when the competence of a certain official of the Association or an engaged person has not been determined.

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.

Oral and written communication that takes place within the Association, draft documents, analyses whose preparation is in progress, completed documents which by their nature are not intended for publication or which cannot be published before the occurrence of a certain condition (e.g., deadline, approval), and are 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 or contractual obligation of the Association.

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, on the basis of a project implementation contract 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, for the realization of concluded contracts and fulfilment of legal obligations, as well as for the realization of the program goals 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 for carrying out projects can only be used to purposes for which they are intended, in accordance with contractual obligations and agreed rules on deviations from the approved budget.

The order for the use of financial resources for the realization of the project can be given by the project manager, the Executive Director and the Managerial Board.

Order for the use of other material resources is given by Executive Director, another person based on the approval from the Managerial Board or Managerial Board.

The order, i.e., approval for the use of the intellectual property rights of the Association can be given by the Programme Director or the Managerial Board.

Correctness of the order for use of financial means is controlled by the Financial Director, i.e., another person appointed by the Managerial Board, in cooperation with an expert engaged for accounting purposes.

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

In accordance with the financial possibilities and contractual obligations, the financial statements of the Association are independently audited.

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.

Profit made in the manner specified in paragraph 1 of this Article, after the payment of expenses related to the acquisition of income, may be used only for the achievement of the Association's goals, including the costs of regular work of the Association, their own participation in the financing of certain projects, as well as to cover necessary costs for which there is no other source of funding.

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 fulfil the terms of the contract signed with them, will not be considered the active of the Association.

Implementation of regulations**Article 23**

On all issues not directly regulated by this Statute will apply the provisions of the law governing the work of associations in the Republic of Serbia.

Entry into force**Article 24**

This Statute and its amendments will enter into force on the day upon its adoption at session of the Assembly of the Association.