

In pursuance with article 20 and article 76 of the Law on Associations of Citizens and Foundations (Official Gazette of the Republic of Macedonia No. 31/98), the Assembly of the citizens' association Transparency-International Macedonia, on its creating Assembly held in Skopje on 20.11.2006, prepared the following:

**STATUTE  
OF  
TRANSPARENCY-INTERNATIONAL MACEDONIA**

**1. GENERAL PROVISIONS**

**NAME AND SEAT OF THE ASSOCIATION:**

Article 1

The name of the association is:  
TRANSPARENCY-INTERNATIONAL MACEDONIA (In Macedonian  
TRANSPARENSI INTERNESHNL - MAKEDONIJA)

The shorted name of the association shall be TI-M.

Article 2

The seat of the association is at Vidoe Smilevski – Bato St. No.10-2/28, Skopje.  
The Association shall perform its activities on the territory of the Republic of Macedonia.

Article 3

The Association shall have the capacity of a legal person, assuming all rights and obligations under the Constitution and laws of the Republic of Macedonia, as well as those envisaged in this Statute.

Article 4

The logo of the association shall be in a rectangular frame, in which there shall be written the name of the association TRANSPARENCY INTERNATIONAL printed in blue colour and MACEDONIA printed in red colour. Under the name there shall be a red line under which the name of the association will be printed in English as TRANSPARENCY, printed in blue colour.

Article 5

The association shall have its own seal which will have round shape, with a diameter as prescribed by law, which shall contain the text *Transparency International - Macedonia*.

The text shall be written in the Macedonian language using the Cyrillic alphabet.

In its communication abroad, the association shall use a seal of the same format, diameter and logo, while the name of the association shall be written in the English language in Latin letters: *Transparency International - Macedonia*.

#### Article 6

The stamp of the Association shall have the dimensions prescribed by law and shall contain:

- Text: *Transparency International - Macedonia*;
- Before the text, the logo of the association shall be printed;
- Place for entering the number, date and place.

### PRINCIPLES OF THE ASSOCIATION

#### Article 7

The activities of the Association shall be guided by the following principles:

- legality of the byelaws;
- publicity and openness;
- accountable decision-making and replacement;
- rational and economic conduct of administrative affairs.

#### Article 8

*Transparency International - Macedonia* shall be an independent, non-political, non-party, non-profit and autonomous association of citizens.

The work of the association is public.

#### Article 9

Publicity in the work of the Association shall be attained by the following:

1. publishing of occasional printed materials;
2. press-releases;
3. regular sessions of the Assembly and the Governing board;
4. admittance to the documentation of the association;
5. web page;
6. communication via electronic mail;
7. for both the members and all interested in the work of the Association, political organizing within the Association shall be prohibited.

The fundamental source of legal rights governing the work of the Association shall be:

- The Constitution and laws of the Republic of Macedonia;
- The Statute and other bylaws adopted in pursuance with the Statute.

The Association shall independently regulate the relations within the Association, as well as the relations at the national and international level, under conditions and in a manner prescribed by law.

## **GOALS AND TASKS OF THE ASSOCIATION:**

### Article 10

- Development and work on projects, conduct of scientific and research activities in respect of problems related to corruption and utilization of scientific knowledge, means and methods, as well as experience of researchers, civil servants and experts in this area;
- Cooperation with non-governmental organizations working on similar problems and authorized institutions in the Republic of Macedonia, publishing and distribution of collected analytical data and established knowledge for purposes of designing or implementing organized social activities regarding the problem of corruption;
- Exerting influence on the public opinion and creating critical public awareness about the problem of corruption;
- Ensuring expert and public support for activities aimed at attaining good-governance, decrease of and countering corruption;
- Establishing international cooperation in this respect, in accordance with applicable legislation;
- Aiming at attaining its goals, the Association may coordinate its work with similar organizations, institutions and natural persons in the country and abroad.

### Article 11

In the pursuit of the goals set forth in Article 10, the Association shall:

- Establish expert working groups tasked with the organization and conduct of specialized researches in the area of corruption;
- Organize and conduct the work on projects the purpose of which is to design clear and comprehensive codes of conduct governing the work in all segments of social life, in order to decrease and control corruption, and shall work on projects for the introduction of rules and for involving the Macedonian society in dealing with the problem;
- Exchange experience with similar local and international organizations and shall coordinate activities of governmental and non-governmental organizations having similar goals and types of activities;
- Organize lectures, discussions and seminars in pursuance with its goals;
- Organize activities for advancement of the knowledge and skills in this area for its members;
- Publish the results of the activities of the Association in the media and shall publish a bulletin of the Association;
- Perform other activities in accordance with the legal and moral norms that shall contribute towards the achievement of the goals of the Association.

## **2. RIGHTS AND DUTIES OF THE MEMBERS OF THE ASSOCIATION**

### **ARTICLE 12**

Any citizen of the Republic of Macedonia, regardless of the gender, race, nationality, religious or political affiliation that shall voluntarily join the Association and accept the goals and tasks of the Association as set forth in this Statute, as well as the methods for their accomplishment, may become a member of the Association.

Legal person registered on the territory of the Republic of Macedonia, as well as natural persons that are not citizens of the Republic of Macedonia may also become members and participate in the Association, under conditions and in a manner prescribed by law.

Upon joining the Association, a membership statement shall be signed, and a personal CV submitted, which upon dismissal from or upon termination of membership shall be compulsorily returned.

The Association Assembly shall decide upon admission to membership by majority of votes of the attending members.

### **Article 13**

The members of the Association shall have rights and duties in accordance with the provisions set forth in this Statute and the applicable legislation.

The Association members shall actively participate in the implementation and achievement of the program goals and commitments of the Association and shall in particular:

- participate in the decision-making and administrative activities of the Association;
- pay membership fee;
- elect and be elected.

### **Article 14**

The membership in the Association shall cease:

- Upon submission of a written statement by the Association member on resigning from membership in the Association;
- Dismissal from membership if the member does not abide by the provisions of this Statute and other bylaws, upon a decision on dismissal from membership adopted by the Assembly.

The Association shall keep a Register of Members that shall be updated once a year.

## **3. PROPERTY OF THE ASSOCIATION**

### **Article 15**

The Association may acquire property in a manner and under conditions set forth in this Statute and in accordance with the applicable legislation.

The Association may ensure funds for its activities through:

- membership fees;
- donations;
- grants;
- gifts;
- contributions;
- sponsorships;
- Revenues from professional and other activities of the Association.

The Association may acquire revenues from the profit of limited liability companies and stock holding companies that shall be established with the funds of the Association and funds from other sources.

The Association may receive funds from the Budget of the Republic of Macedonia, the budgets of the units of local self-government and from the Budget of the City of Skopje, in accordance with the relevant legal provisions.

#### Article 16

The property of the Association shall be composed of movable and immovable assets, while its ownership of the property is inviolable. The Association property may be used exclusively for the purposes, program commitments and goals of the Association.

The professional services (administration of TI-M) shall keep records of the movable and immovable property of the Association on the territory of the Republic of Macedonia and abroad.

The Governing Board shall manage the funds and shall utilize them for the achievement of the goals and tasks of the Association.

#### Article 17

The fee amount shall be determined by the Governing Board that shall adopt a separate decision in this respect. The material financial operations shall be conducted and payments shall be made in a manner determined by law.

The Association shall have its own Budget.

#### Article 18

The Association shall be liable and held responsible with its entire property and all its funds in respect of its obligations towards third persons in the legal traffic.

The Association shall not conduct business activities. However, the Association may establish limited liability companies or stock holding companies for the attainment of its interests and activities set forth in the Statute.

#### 4. ORGANIZATIONAL SET UP

##### Article 19

The Association bodies are:

- The Assembly;
- The Governing Board;
- The Supervisory Board;
- The President;
- The Vice President;
- The General Secretary;
- Professional services;
- Program Council.

##### a) Assembly:

##### Article 20

The Assembly shall be the collective body of the Association, composed of the Association members and shall conduct its work in sessions, chaired by the Working Chairmanship elected by the Assembly.

The Assembly sessions shall be convened by the President of the Association at least once a year, upon the President's own initiative or upon the initiative of the Governing Board, of the Supervisory Board or upon the initiative of at least one fifth of the total number of Association members.

In case the Association President does not convene the Assembly session within 14 days from the date of the submission of the proposal for an Assembly session, the session shall be convened by the Governing Board or by those initiating the convening of the Assembly session.

Simple majority of members shall be required for the valid work of the Assembly, while decisions shall be adopted by public vote following the "one member-one vote" principle. The adoption of decisions requires majority votes of the attending members.

Attendance at the sessions of the Assembly by the President of the Assembly or a person replacing him/her shall be compulsory.

##### Article 21

The Assembly shall have the following rights and duties:

- It shall adopt the Statute and its amendments and supplements;
- It shall consider and adopt the annual balance sheet;
- It shall elect and dismiss the members of the Governing Board and of the Supervisory Board;
- It shall elect and dismiss the President of the Association;
- It shall elect and dismiss the Vice President of the Association;

- It shall elect and dismiss the General Secretary upon the proposal of the Governing Board;
- It shall decide on the alignment with other associations;
- It shall decide on changes of the Association Statute and on the deletion of the Association from the Registry of Associations of Citizens of the Republic of Macedonia;
- It shall adopt the annual financial report, annual report and the financial plan;
- It shall decide on the dissolution of the Association;
- It shall decide on the establishment and dissolution of branch offices and other forms of organization of the Association;
- It shall decide on other issues which on decision by the Governing Board will be presented on the Assembly.

#### **b) Governing Board:**

##### Article 22

The Governing Board shall consist of 7 to 11 members.

The Governing Board members shall be elected and appointed for a 4-year term of office, with a possibility for a re-election.

Any Association member may be elected and appointed as a Governing Board member.

##### Article 23

The Governing Board or a member of the Governing Board may be dismissed from office prior to the end of the term of office to which they have been appointed by a decision of the Assembly in the following cases:

- Upon personal request;
- If there are irregularities established in the performance of the obligations and tasks;
- In case of non- abiding by the Decisions of the Assembly or in case of violation of the Statute.
- In a case of inactivity (absence from 3 (three) subsequent sessions)

##### Article 24

The Governing Board shall conduct its work in sessions.

Decisions of the Governing Board shall be adopted if more than half of the Governing Board members have voted in favour of its adoption.

A member of the Governing Board shall be exempt from voting on issues related to that Governing Board member, or in respect of issues related to his/her spouse, second line relative, or in respect of issues related to a legal entity that the concerned Governing Board member has control or interest.

##### Article 25

The Governing Board shall have the following rights and duties:

- Adopt the annual plan and program of work;
- Submit proposals to the Assembly for election and dismissal of the General Secretary;
- Manage the activities of the Association;
- Prepare proposals for work of the Assembly;
- Manage and take due account of the entire on going activities of the Association;
- Give guidelines and directions for work of the President of the Association;
- Propose the financial plan and annual financial report of the Association;
- Submit once a year a report for its work to the Assembly;
- Consider and take into consideration the applications for admission to membership to the Association;
- Decide in the first instance upon requests of the members and upon complaints in the second instance, i.e. it shall re-examine its previously adopted decisions;
- Prepare and conduct the elections three months prior to the end of term of office or within three months after the dismissal of the President, Deputy President or the Governing Board as a whole;
- Elect the President of the Program Council;
- Manage and be accountable for the management of the property of the Association;
- Perform other activities, which under this Statute are not under the competences of the Assembly or the President of the Association.

The Governing Board shall account for its work to the Assembly.

#### Article 26

Professional Services shall be established for the performance of administrative - professional activities of common interest for the accomplishment of the goals and tasks of the Association.

### **c) President**

#### Article 27

The President of the Association shall be a member of the Governing Board and he/she shall chair the Governing Board.

The President of the Governing Board shall be at the same time Chair of the Assembly.

Any member of the Association that the Assembly has elected as a member of the Governing Board may be appointed President of the Association.



The election shall be public, at a session of the Assembly, upon a proposal for which the majority of the members shall vote in favour, for a 4-year term of office with a possibility for a re-election.

In case of a resignation by the President, he/she shall be replaced by the Vice President of the Association until the election of a new President.

## **Vice President**

### Article 28

The Vice President shall be elected from the ranks of the members of the Governing Board for a 4-year term of office with a possibility for a re-election.

The Deputy President replaces the President in his/her absence or when the President is out of the country.

### Article 29

The President may be dismissed prior to the end of the term of office, upon his/her request or by a decision of the Assembly owing to established irregularities in the performance of the set tasks or for not abiding by the provisions of this Statute or owing to other reasons that make the concerned person unsuitable for the office of President of the Association.

The dismissal or resignation of the President does not require dismissal of the Governing Board.

The President accounts for his/her work before the Assembly and the Governing Board.

### Article 30

In the cases referred to in the previous Article, the Vice President and the Governing Board continue the work until the appointment of a new member of the Governing Board, within 30 days at the most, starting from the day of resignation, i.e. dismissal in which period a session of the Assembly shall be convened for the election and appointment of a new member of the Governing Board.

In cases of non implementation of paragraph 1 of this Article, at least half of the members of the Assembly plus one member, may convene a session of the Assembly and conduct the procedure for the election and appointment, in accordance with the provisions of this Statute.

## **d) Supervisory Board:**

### Article 31

The Supervisory Board is a collective body composed of members with a four-year term of office, with a right to re-election.

The Assembly shall elect and dismiss the members of the Supervisory Board.

The Supervisory Board shall account before the Assembly for its work.

The Supervisory Board shall work independently and upon directions of the Assembly, specifically it shall:

- supervise the regularity of the elections within the Association;
- Make inspections of the material- financial operations and shall audit the on going operations;
- It shall supervise the fulfilment of rights and duties by members in respect of the Statute and bylaws of the Association.

A member of the Supervisory Board may be dismissed prior to the end of the term of office for which he/she has been elected, under conditions and in a manner determined in Article 23 of the this Statute that apply to the Governing Board.

#### **e) General Secretary:**

##### Article 32

The Assembly, upon a proposal by the Governing Board, shall elect the General Secretary.

The General Secretary shall be elected for a 4-year term of office with a possibility for a re-election.

The General Secretary shall account before the Assembly for his/her work.

The General Secretary shall participate in the work of the Governing Board and the Assembly, but without a right to vote.

The General Secretary shall conduct and manage the operative processes of the Association.

The General Secretary shall follow and analyze the situation and problems in the work of the Association, and shall furthermore prepare forecasts for the future conditions, problems and possibilities.

The General Secretary shall take due care of the strategic planning and shall prepare the perspectives, annual and periodical programs and plans of work, as well as financial plans. The General Secretary shall be responsible for the execution of the program, plan of work and of the financial plan, and shall submit periodical and annual reports and a financial report to the Assembly of the Association, through the Governing Board.

The General Secretary shall be the signatory of the giro-account and of the financial documents of the Association. The signatory of the giro-account and of the financial documents may also be a person authorized by the General Secretary.

The General Secretary shall manage the Executive Office, then he /she shall plan, organize and implement the work of the Office, establish relevant procedures for work; furthermore, he/she shall establish indicators for the achievements in the work, shall asses, and correct the achievements in the work.

The General Secretary shall perform other activities under his/her competences in accordance with the law, Statute and general bylaws of the Association.

### Article 33

The General Secretary may be dismissed in the following cases:

- Upon his/her request;
- In case he/she does not attain satisfactory results in the work;
- In other cases envisaged by law.

The Assembly, upon the proposal of the Governing Board, shall adopt the decision on the dismissal of the General Secretary by two third majority votes of the members.

### **Project Coordination**

#### Article 34

In respect of specific projects there shall be Coordinators elected who shall be in charge of the project implementation.

Project Coordinators shall account before the General Secretary for their work.

### **f) Programme Council:**

#### Article 35

The Association may establish a Program Council composed of renowned scientific-cultural workers and experts in specific fields related to the programme commitments, goals and tasks of the Association.

Persons who are not Association members may participate in the Program Council, being under the obligation of respecting the principles, commitments and goals of the Association.

The Program Council shall be established and meet as necessary, upon initiative, invitation and proposal by the Governing Board and the General Secretary.

The Program Council shall present proposals and opinions on specific issues and problems in the proposed thematic area.

A member of the Program Council may be engaged to participate in preparation and work on projects as well as in other activities of the Assembly.

The Program Council shall edit the occasionally printed publication entitled "Transparency without Borders".

## Article 36

### **President of the Programme Council**

Upon proposal of the Governing Board and the General Secretary, the Assembly shall elect a President of the Program Council for a 4-year term of Office with a possibility for a re-election.

The President of the Program Council shall manage the Council and together with the other members, he/she shall participate in the work of the Council.

The President of the Programme Council shall, in the name of the organization, contact the donors and other subjects, with the purpose of presenting the programme activities of the association, on specific projects.

The President of the Programme Council shall be experienced in working with projects, as well as experience in working on corruption related issues.

The President of the Programme Council shall, in the name of the organization, contact the donors and other subjects, with the purpose of presenting new projects and programmes.

## **TRANSITIONAL AND FINAL PROVISIONS**

### Article 37

This Statute may be amended in the manner in which it has been adopted, upon initiative of the President of the Association, the Governing Board, the General Secretary or upon proposal of at least half and plus one member of the total number of the Association members.

The initiative or proposal shall contain a reasoned explanation.

Once rejected, the initiative or proposal may not be brought up prior to six months after the initiative or proposal has been rejected.

### Article 38

A public debate shall be opened regarding the draft Statute and the proposals for its amendments and supplements, at least seven days before the Assembly session at which they shall be considered, and they shall be adopted in pursuance with Article 21, paragraph 1, subparagraph 1 of this Statute.

### Article 39

All Association bylaws shall be in accordance with this Statute.

### Article 40

The Statute shall enter into force on the date of its adoption.

#### Article 41

The Assembly shall decide on the dissolution of the Association by a two third majority vote in case:

- The number of the Association member's decreases under the establishment census;
- The Constitutional Court of the Republic of Macedonia establishes that the Program and Statute of the Association are not in accordance with the Constitution;
- It is established that the Association has ceased its activities;
- In other cases envisaged by law.

In case of dissolution of the Association, the President shall be obliged to inform the First Instance Court, where the Association is registered, within 15 days from the adoption of the decision on the dissolution.

#### Article 42

Upon dissolution of the Association and after the servicing of the liabilities and deletion of the Association from the Registry of Citizens' Associations, the Association's property shall belong to the Macedonian Red Cross.

**Association of Citizens**

**TRANSPARENCY INTERNATIONAL - MACEDONIA**

**PRESIDENT**

**Slagjana Taseva PhD**