

Pursuant to Articles 10 and 12 of the Law on Associations and Foundations of Bosnia and Herzegovina (“Official Gazette of BiH”, Nos. 32/01, 42/03, 63/08 and 76/11), the Assembly of the Association for the Fight against Corruption “Transparency International” in Bosnia and Herzegovina adopted, at its meeting held on 24 October 2015 in Banja Luka, the NEW:

STATUTE
of the Association for the Fight against Corruption “Transparency International”
in Bosnia and Herzegovina
consolidated text

I – GENERAL PROVISIONS

Article 1

Pursuant to Article 12 of the Law on Associations and Foundations of Bosnia and Herzegovina (hereinafter: the Law), this Statute regulates:

- the full name, abbreviated name and seat of the Association
- the objectives and activities of the Association
- the procedure for admission and dismissal of members
- the organs of the Association, the procedure for and manner of their election, their powers, the quorum and voting rules, the duration of mandates, the person authorised to convene the assembly, the terms and manner of dissolution or cessation of operation
- the procedure for amending the Statute, authorisation and adoption of other general acts of the Association
- transparency of work
- the rules for acquiring, using and managing assets of the Association, as well as the body authorised to oversee the use of these assets
- reporting on financial operations and activities of the Association
- the description, form and content of the seal and logo of the Association
- the rules of representation of the Association
- the conditions and procedures for merger, division, transformation, and dissolution or termination of the Association, including any specific rules on quorum or qualified majority in the voting procedures
- the procedure for disposition of remaining property or any other assets in the event of dissolution or termination of the Association
- other issues of relevance to the work and activities of the Association in accordance with the Law and this Statute.

Article 2

The Association is established as a non-governmental, non-partisan and non-profit legal person.

II – NAME, SEAT AND GEOGRAPHICAL COVERAGE OF THE ASSOCIATION

Article 3

The name of the Association is [in languages of the original]:

Udruženje za borbu protiv korupcije “Transparency International” u Bosni i Hercegovini

Udruga za borbu protiv korupcije “Transparency International” u Bosni i Hercegovini

Удружење за борбу против корупције “Transparency International” у Босни и Херцеговини

The abbreviated name of the Association is [in languages of the original]:

TI u BiH, TI u BIH, TI y БиХ

The name of the Association in the English language is: Association for the Fight against Corruption “Transparency International” in Bosnia and Herzegovina.

The Association may change its name, seat and logo, subject to decision of the Assembly of the Association (hereinafter: the Assembly), in accordance with the Law and this Statute.

Article 4

As of the date of registration in the Register of Associations maintained by the competent Ministry, the Association shall be considered a legal person, with the rights, obligations and responsibilities defined by the Law and this Statute.

Article 5

The Association shall operate on the territory of Bosnia and Herzegovina.

Article 6

The seat of the Association is: Banja Luka, 2 Gajeva.

The seat of the Association’s regional office is: Sarajevo, 4 Mehmed Bega Kapetanovića Ljubuškaka.

III – OBJECTIVES AND ACTIVITIES OF THE ASSOCIATION

Article 7

The objectives and activities of the Association are as follows:

- combating corruption, supporting the development of good governance, accountability and transparency of public institutions, common democratic values and fair competition;
- organisation of seminars, roundtables and other forms of public debate and professional training;
- initiating the collection of data on experiences in combating corruption;
- commitment to the preparation of draft legislation and other documents;
- dissemination of information on the association's activities through print, digital and other media;
- collection, processing and public dissemination of data on corruption;
- commitment to providing free legal assistance to citizens in their fight against corruption;
- commitment to conducting public opinion surveys;
- cooperation and exchange of experiences with similar institutions and organisations at home and abroad;
- professional activities and provision of expertise in the field of rule of law and fight against corruption.

IV – ASSOCIATION MEMBERSHIP

Article 8

Member of the Association may be any adult citizen of Bosnia and Herzegovina, as well as a foreign citizen with residence in Bosnia and Herzegovina, provided that they accept the Statute and objectives of the Association.

Member of the Association cannot be a person permanently employed by the Association.

The Association may have regular and honorary members.

Article 9

The request for entry into membership is submitted to the Association's Board of Directors in the prescribed form.

The Board of Directors forwards the request, along with its written opinion on the candidate, to the Assembly, which thereupon decides on admission to membership.

By the time the Assembly meets to decide on admission to the membership of the Association, the candidate for membership in the Association may participate in and

propose the activities of the Association to the extent proposed by the Board of Directors in its written opinion on the candidate.

Regular members sign the admission document whereby they pledge to participate in the work of the Association and abide by the provisions of the Statute and other acts of the Association, as well as the decisions of its organs.

Once admitted, the member shall be recorded in the membership register.

Article 10

The Association's Board of Directors may propose to the Assembly the appointment of honorary members of the Association.

Honorary member of the Association may be any person that has made an important contribution to achieving the objectives of the Association through their personal work and dedication.

V – RIGHTS, OBLIGATIONS AND RESPONSIBILITIES OF MEMBERS

Article 11

Members of the Association have the following rights:

- to elect and be elected to the bodies of the Association;
- to offer proposals, opinions and suggestions;
- to keep up to date with the activities of the Association and undertake initiatives for addressing issues of interest to the Association;
- participate in the activities, projects and meetings of the Association;
- to be regularly and timely informed about the Association's activities and performance;
- to use the support of the Association in the protection of their rights, if these rights are in line with the Association's mission.

Article 12

The duties of the members of the Association are as follows:

- to comply with the provisions of the Statute and other acts of the Association;
- to protect the reputation of the Association;
- to conscientiously and responsibly perform their tasks and duties related to the work and activities of the Association;
- to promote activities of the Association, and in particular the importance of its programme objectives;

- to regularly carry out their obligations to the Association, and implement the decisions, opinions and conclusions of the governing body of the Association.

VI – TERMINATION OF MEMBERSHIP

Article 13

Membership in the Association shall terminate by:

- death of a member;
- voluntary resignation;
- dismissal of a member.

Article 14

Each member of the Association may resign from the Association on a voluntary basis.

A member's decision to resign from membership shall be notified to the Board of Directors, whereupon the resignation shall be recorded.

Article 15

A member is removed from membership if he/she:

- grossly violates the provisions of this Statute or other rules of the Association,
- acts contrary to the objectives and interests of the Association,
- fails to abide by the decisions of the governing body of the Association,
- conducts himself/herself in a manner that damages the reputation of the Association,
- unjustifiably fails to attend the session of the Assembly twice.

The decision on removal from membership is taken by the Board of Directors.

The expelled member has the right to appeal against the decision of the Board to the Assembly of the Association within 15 days of receipt of the decision.

Until such time as the Assembly decides on the member's appeal, the expelled member may not participate in the activities of the Association save for the purposes of stating his/her position and making defence before the Assembly.

The Assembly shall render the decision within no more than three months.

The decision may be taken through electronic means of communication.

The decision of the Assembly shall be final.

Exclusion from the Association entails dismissal of the member from the governing bodies as well as his/her dismissal as a representative of the Association.

Article 16

The governing bodies of the Association are:

1. the Assembly of the Association
2. the Board of Directors of the Association
3. the Chair of the Board of Directors

1. The Assembly of the Association

Article 17

The Assembly is the highest body of the Association and is made up of all members of the Association with equal voting rights.

Article 18

The Assembly shall meet as necessary, at least once a year.

Meetings of the Assembly shall be convened by the Chair of the Assembly.

The invitation, together with the proposed agenda and materials to be discussed, shall be delivered to the Assembly members in writing at least seven days before the Assembly's session.

The Chair shall convene the session (regular or extraordinary):

- upon the proposal of the Board of Directors,
- at the request of one third of members of the Association.

If the Chair fails to convene the Assembly within 10 days following the receipt of the request, the Assembly shall be convened by the person who has put forward the proposal.

Article 19

The Assembly is chaired by the Chair of the Assembly, who is appointed and dismissed by the Assembly.

Chair of the Assembly shall be elected from among the members of the Board of Directors, by simple majority vote of all the members of the Assembly.

In the case of absence or incapacity of the Chair of the Assembly to perform his/her duty, the role of the Chair shall be assumed by either the Chair of the Board of Directors or other member of the Board of Directors, subject to the proposal of the Board of Directors.

The term of office of the Chair is two (2) years and re-election is permitted for one further consecutive term.

The Assembly shall regularly appoint a person in charge of keeping minutes of Assembly meetings from among the Association's technical service.

Chair of the Assembly:

- is responsible for the organisation and work of the Assembly, and convenes its sessions;
- prepares the materials for its sessions;
- proposes the agenda for the sessions;
- presides over the sessions of the Assembly;
- signs the documents adopted by the Assembly;
- is responsible for the execution of decisions, conclusions and other acts of the Assembly;
- coordinates the work of the organs and bodies of the Assembly;
- performs other duties as assigned by the Assembly in accordance with the Law and this Statute.

Chair of the Assembly may be relieved from duty before the expiry of his/her term:

- at his/her own request;
- if he/she fails to attend the session of the Assembly without justifiable reasons;
- if his/her actions related to his/her work as the Chair harms the reputation of the Association; and
- in other cases provided for under the Law, this Statute and the acts of the Association.

Article 20

The Assembly shall work in sessions, and the quorum shall be more than half of all the Assembly members.

The Assembly shall make decisions by more than half the votes of present members, except in cases where this Statute or the Rules of Procedure of the Assembly stipulate a qualified majority for deciding upon specific issues.

If a member of the Assembly is unable to attend a session of the Assembly for justified reasons, the presence at the session is possible through a proxy (delegated vote). Each proxy must be a regular member of the Association and cannot act as a proxy for more than one member of the Association. All votes shall have equal value in decision-making.

Voting at Assembly sessions shall be public, unless determined at the session that the voting should be secret.

The Assembly shall adopt its Rules of Procedure.

The Rules of Procedure shall regulate, in detail, matters of internal organisation and work of the Assembly, the conditions for the work of the Assembly, the process of adopting decisions and other general acts, the manner of voting on specific issues of importance to the functioning of the Assembly.

Article 21

Assembly of the Association has the authority to:

- adopt the Statute, as well as amendments to the Statute and other acts determined by the Statute;
- adopt the annual plan and work programme of the Association;
- adopt the financial report of the Association for the previous year and the financial plan for the current year;
- consider and adopt the reports on the work of the Board of Directors between two sessions of the Assembly;
- decide upon merger, division, transformation, dissolution and cessation of work, as well as other changes in the status of the Association;
- appoint and dismiss the Chair of the Assembly, the members and Chair of the Board of Directors, and persons authorised to represent the Association;
- consider and adopt the Rules of Procedure of the Assembly;
- decide upon the establishment of a legal person in accordance with the Law;
- decide upon the establishment of offices, clubs and other organisational forms in accordance with the Law;
- decide upon the use of the remaining property and assets of the Association after the decision on the dissolution of the Association or other status changes;
- decide upon admission to the membership of the Association;
- decide upon appeals of Association members in the second instance;

- decide upon the all other matters not within the competence of other organs of the Association.

2. Board of Directors of the Association

Article 22

The Board of Directors is the executive body of the Association.

The Board of Directors comprises 5 (five) members: the Chair and four members.

Members of the Board of Directors shall be elected and dismissed by the Assembly.

The candidacy for membership in the Board of Directors may be filed by any member of the Association if he/she did not serve as member of the Board of Directors for two consecutive terms immediately prior to filing his/her candidacy. The members who receive the most votes of all candidates shall be elected to the Board of Directors.

The term of office of the members of the Board of Directors is four years and re-election is permitted for one further consecutive term. The third term is allowed if there is a break of at least one year between the second and third terms.

Article 23

The Board of Directors shall meet at least twice a year, or as necessary.

The Board of Directors shall work in sessions, and the quorum shall be more than half of all its members. The Board shall make decisions by more than half the votes of all the members of the Board.

Meetings of the Board of Directors may be held via telephone or other means of electronic communication.

The Board of Directors and each of its individual members are answerable to the Assembly.

Article 24

The Board of Directors has the authority to:

- participate in the preparation of the Assembly sessions;
- prepare the draft Statute, its amendments and other acts adopted by the Assembly;
- implement the policies, conclusions and other decisions adopted by the Assembly;
- manage the property of the Association;
- provide proposals, opinions and initiatives for achieving the objectives of the Association;
- submit annual work report to the Assembly for consideration and adoption;
- prepare the annual report on the realisation of the income and expense statements, and submits these to the Assembly for consideration and adoption;
- decide upon appeals of members in the first instance;
- oversee the implementation of the financial plan and decide upon the use of assets;
- decide upon the establishment of committees, boards, professional teams and clubs for the purpose of achieving the objectives of the Association;
- prepare analyses, information and other materials for the Assembly;
- propose development programmes and plans;
- accept projects for which the association has applied and oversee their implementation;
- adopt Rules of Procedure regarding its work, the work of committees and other bodies;
- prepare a work report for each calendar year, or the period between two Assembly sessions, and submits it to the Assembly for consideration and adoption;
- perform, upon the proposal of the Executive Director, recruitment of staff in the technical service of the Association, in accordance with the Labour Law;
- appoint and dismiss the Chair and members of the Advisory Council;
- perform other duties in accordance with the Law, this Statute and the decisions of the Assembly.

Article 25

The members of the Board of Directors may be dismissed before the expiry of their term:

- at their own request;
- if they fail to attend the session of the Board of Directors twice in succession without justifiable reasons;
- if their actions related to the work of the Board of Directors harm the reputation of the Association; and

- in other cases provided for under the Law, this Statute and the acts of the Association.

Article 26

Chair of the Board of Directors shall be elected by a majority vote of the members of the Assembly from among the candidates who filed candidacy for the post. The candidacy for the Chair of the Board of Directors may be filed by any member of the Association if he/she did not serve as the Chair of the Board of Directors or a member of the Board of Directors for two consecutive terms prior to filing the candidacy.

Chair of the Board of Directors:

- represents the Association in legal transactions;
- convenes the meetings of the Board at his/her own initiative or at the request of at least one third of the Board members, and presides over its work;
- is responsible for the implementation of the work programme, decisions, conclusions and guidelines provided by the Assembly;
- is responsible for the implementation of the work plan of the Board;
- prepares annual reports on its work and submits them to the Board for consideration and adoption;
- signs the acts adopted by the Board;
- maintains contact with the public and promotes the objectives of the Association, based on the positions of the Association's Board of Directors and Assembly;
- performs other duties as assigned by the Assembly and the Board of Directors.

Article 27

The Board of Directors may, for the purpose of ensuring efficient and effective execution of its tasks, issue a special decision to form committees, working bodies, boards, professional teams, clubs, etc.

The decision referred to in the previous paragraph shall determine the composition, scope of work, number of members and the responsibilities of such working bodies.

Article 28

The Board of Directors shall adopt its Rules of Procedure.

The Rules of Procedure shall regulate in detail the rights, duties and responsibilities, the work mode, and the mode of voting and decision-making by the Board of Directors.

Article 29

Advisory Council

To support the work of the Association an Advisory Council shall be appointed comprising individuals of recognised integrity with expertise in areas relevant to the purpose and work of the Association.

Members of the Advisory Council, including its Chair, shall be appointed by the Board of Directors.

The Advisory Council shall operate in accordance with its own procedures. It shall meet on a periodic basis, and shall develop guidelines and recommendations for the work of the Association.

The Board of Directors may seek opinion on specific matters from the Advisory Council.

3. Executive Director

Article 30

The association has an Executive Director appointed by the Board of Directors and he/she is an employee of the Association.

The Executive Director is responsible for:

- managing and organising the work of the Association;
- proposing the strategic plan of the Association;
- proposing the annual work programme of the Association;
- managing the execution of the financial plan;
- ensuring the implementation of plans and programmes and carrying out the decisions and other acts of the Association;
- submitting annual report on the work of the Association to the Assembly;
- ensuring proper use of the assets of the Association, orderly conduct of financial operations, and professional, lawful and timely performance of technical and administrative tasks;
- managing the technical service and performing other tasks in accordance with the Rules on Internal Organisation;
- executing the decisions of the Board of Directors;

- representing the Association, subject to the approval of the Board of Directors;
- performing other duties as assigned by the Board of Directors;
- reporting to the Board of Directors and the Assembly of the Association.

Article 31

In the event of temporary incapacity to work, or during a scheduled paid and unpaid leave of the Executive Director, the executive role shall be performed by a person designated by the Board of Directors.

VII – THE OFFICE OF THE ASSOCIATION AND OTHER FORMS OF ORGANISATION

Article 32

The Association may, outside its headquarters, establish offices, clubs and other forms of organisation on the entire territory of Bosnia and Herzegovina for the purpose of achieving the objectives of the Association.

The decision to open offices, clubs and other forms of organisation shall be adopted by the Assembly. The decision shall define the name, seat, activities and other rights and obligations related to their work.

The organisational forms referred to in Paragraph 1 of this Article shall not have legal personality.

XIII – TECHNICAL SERVICE OF THE ASSOCIATION

Article 33

A technical service may be established in the Association to perform administrative, technical, financial and other tasks.

The performance of duties and tasks by the technical service shall be regulated in more detail by the Association's regulation on internal organisation and staffing to be adopted by the Board of Directors.

The performance of administrative, technical, financial and other tasks by the technical service may be partially or completely delegated to other bodies or

organisations or professionals, for remuneration, subject to the decision of the Association's Board of Directors.

IX – TRANSPARENCY OF THE ASSOCIATION

Article 34

The work of the Association is open to the public.

Transparency is achieved by keeping the Association members and the general public regularly informed about the work of the Association and its bodies. This information is disseminated via the Association's internal bulletin and website as well as through publication in electronic and other media.

The public may be excluded from the session of the Association's bodies for the purpose of protecting personal data of members of the Association, protecting personal or business secrets or if this is so necessitated by the realisation of statutory goals by performing the activities of the Association.

X – REPRESENTATION OF THE ASSOCIATION

Article 35

In legal transactions with third parties the Association shall be represented by the Chair of the Association's Board of Directors.

XI – LEGAL STATUS, STAMP, SEAL AND LOGO OF THE ASSOCIATION

Article 36

The Association has a seal and logo.

The stamp of the Association is a round stamp 30 mm in diameter, with the full name of the Association in Latin script printed along the edge of the stamp: *Udruženje za borbu protiv korupcije "Transparency International" u Bosni i Hercegovini* and in English: *Association for the Fight against Corruption "Transparency International" in Bosnia and Herzegovina*, with the seat *Banja Luka* and logo of the Association in the middle.

The Association may have more than one stamp, provided that each is numbered.

Ensuring the proper safekeeping and use of the stamp shall be the responsibility of the Chair of the Board of Directors.

The Association has its *logo*. The logo is in the form of a circle, with two large blue stylised letters “T” and “I” in the middle.

XII – DURATION AND DISSOLUTION OF THE ASSOCIATION

Article 37

The Association shall exist as long as the legal requirements are met or until such time as the Assembly decides upon the dissolution of the Association.

Article 38

The Association may cease to work voluntarily or by operation of law.

The decision on the voluntary dissolution shall be adopted by the Assembly by a two-thirds majority of all members of the Association.

The initiative for the dissolution of the Association can be submitted by one-third of members of the Association or by the Board of Directors, in the following cases:

1. if more than double the time set out by the Statute for convening the Assembly has elapsed and the Assembly has not been convened,
2. if the number of members of the Association falls below three,
3. in other cases provided for under the Law.

The initiative is submitted to the Chair of the Board of Directors who prepares the materials for the Assembly.

Article 39

The Association shall cease to operate by force of law, pursuant to the provisions of the Law on Associations and Foundations of Bosnia and Herzegovina.

The Association shall report any status change to the competent ministry within the time period defined by the Law.

XIII – CONDITIONS AND PROCEDURES FOR MERGER, DIVISION, TRANSFORMATION, AND DISSOLUTION OR TERMINATION OF THE

ASSOCIATION, INCLUDING ANY SPECIFIC RULES ON QUORUM OR QUALIFIED MAJORITY IN THE VOTING PROCEDURES

Article 40

The Association may merge, divide or transform into another association or foundation in accordance with the Law.

The decision referred to in the previous paragraph shall be adopted by the Assembly by a two thirds majority of all members of the Association.

This decision shall regulate in particular: the name and headquarters, and the distribution of assets, rights and obligations, as well as other issues related to status changes of the Association.

XIV – REVENUES OF THE ASSOCIATION

Article 41

The revenues of the Association include:

- revenues from sponsorship, voluntary contributions, gifts and donations by individuals and legal persons, both domestic and foreign, in cash, in kind or in property of any kind;
- revenues from interests, dividends, capital gains, rents, fees and similar sources of passive income;
- proceeds from the Association's own activities through the achievement of goals and activities of the Association, as defined by this Statute;
- part of the profit realised by legal persons or entities founded by the Association;
- other legally permissible sources.

XV – RULES FOR THE ACQUISITION, USE AND MANAGEMENT OF ASSETS OF THE ASSOCIATION, AND THE BODY AUTHORISED TO OVERSEE THE USE OF THESE ASSETS

Article 42

The acquiring, using and managing of the assets of the Association shall be defined by the financial plan (with associated revenues, activities and set priorities), adopted by the Assembly upon the proposal of the Executive Director.

The Board of Directors shall decide upon the use of assets, in accordance with the financial plan.

Article 43

The Association operates under the principles of non-profit organisations, and any gains shall be directed solely towards expanding the Association's capacities and activities for the purpose of achieve programme objectives.

The Association shall manage the assets of the Association with due care and diligence, in an accountable and lawful manner and in the best interests of the Association members.

Oversight of the use of funds of the Association shall be the responsibility of the Assembly.

The Assembly is responsible for control of all documents pertaining to financial operations, particularly periodical and annual financial statements.

The documents referred to in the previous paragraph shall be discussed by the Assembly at the regular annual session and, if necessary, at an extraordinary session of the Assembly.

XVI – RULES FOR DISTRIBUTION OF REMAINING ASSETS IN CASE OF DISSOLUTION OF THE ASSOCIATION

Article 44

The Assembly shall, together with the Decision on Dissolution, adopt a liquidation plan defining the distribution of assets, and the rights and obligations of the Association.

The Assembly shall appoint a liquidator, whose duty shall be to ensure the execution of the liquidation plan and who shall be authorised to represent the Association in the process of liquidation and in the process of submitting an application for dissolution of the Association with the competent authorities.

Following the dissolution of the Association and fulfilment of all legal requirements, the assets shall be awarded to another organisation performing the same or similar activities, based on the Decision of the Assembly.

XVII – PROCEDURE OF ADOPTION OF THE STATUTE, AMENDMENTS TO THE STATUTE AND OTHER GENERAL ACTS OF THE ASSOCIATION

Article 45

The basic general act of the Association is the Statute of the Association.

The Association may adopt other general acts such as regulations, decisions and rules of procedure.

The general acts must be in compliance with the Law and the Statute of the Association.

Individual acts are decisions, conclusions, guidelines and opinions.

Article 46

Minutes of meetings shall be kept at each meeting of the management body and its committees – boards.

Minutes of meetings must be true and reflect the work flow of the meeting and include decisions taken by the management bodies at their sessions.

Minutes of meetings must be signed.

The initiative for amendments to the Statute may be submitted by any member of the Association.

The initiative is submitted to the Board of Directors, in writing and with an appropriate explanation.

The proposal is then submitted to the Assembly, at least 15 days prior to the session of the Assembly.

Article 47

Amendments to the Statute shall be subject to a decision of a two thirds majority of all members of the Assembly. The initiative for making amendments to the Statute may be submitted by the Board of Directors and Chair of the Board of Directors or at the request of one third of the Assembly members.

Chair of the Assembly shall sign the decision on amendments to the Statute, which is to be considered the original copy and kept in the archives of the Association.

XIII – TRANSITIONAL AND FINAL PROVISIONS

Article 48

The Assembly of the Association is authorised to interpret the provisions of this Statute.

Article 49

This Statute shall enter into force on the date of its adoption and shall be in use from the date of registration in the register maintained by the competent Ministry.

Date: 24 October 2015

Number: 01-01-06-15