

According to Articles 12 and 49 of Law on nongovernmental organizations ("Official Gazette of the Republic Montenegro", number 39/11), and article 45 of the Statute of nongovernmental foundation Civic Alliance, at the session on 01 June 2012, the Assembly made amendments of

THE STATUTE OF FOUNDATION

"Civic Alliance"

General provisions

Article 1

Civic Alliance (in further text CA) is nongovernmental, non-profit foundation, established in accordance with Decision on establishing CA from 01 June 2011.

Establishers of the Foundation are:

NGO Youth Initiative for Human Rights (YIHR) with the registered office in Podgorica, enrolled in the Register of nongovernmental organizations on 23 August 2006, by number 3640

and

NGO "35 mm", with the registered office in Podgorica and enrolled in the Register of nongovernmental organizations on 28 February 2007, by number 3867

Article 2

Statute of CA shall define basic goals of acting, election of bodies, principles of work, internal organization, rights and duties of members, competencies of bodies, and other issues of great importance for the work of CA.

Article 3

Full name of the NGO shall be "Civic Alliance".

Shorter name of the foundation shall be "CA".

Article 4

Registered office of CA shall be in Podgorica, in Vukice Mitrovic 16 street.

CA may perform its activities in other countries.

Article 5

The seal of CA shall be round shaped with the inscription of the full name Foundation "Civic Alliance" on the brim and inscription "Podgorica" in the center, in Latin alphabet.

Article 6

CA shall have its sign.

Sign of CA shall be more silhouettes of people in different colors. Full name of CA shall be printed in Latin alphabet on Montenegrin, English and Albanian language.

Decision on changes of symbols of CA shall make the Managing board after the proposal of the President of the Foundation.

Article 7

Goals and duties of CA shall be:

- Development of Montenegro as democratic, civic, and responsible society where human rights are respected and development of civil society
- Contribution to the respect of the rule of law
- Development of the researching journalism
- Creation of public policies in the area of its expertise

Article 8

In accordance with its goals, CA shall act on exercising following tasks:

- Providing support, including financial assistance, to initiatives of citizens directed towards satisfying of goals of CA
- Enabling education on civil society and human rights
- Collecting and distributing information on the state of human rights and the rule of law

- Supporting development of researching journalism
- Publishing books and other publications, in accordance with the Law, that are committed to development of human rights, democracy and civil society
- Promoting values of CA, established by the goals
- Organizing, independently or jointly with other organizations, professional meetings, consultation, seminars and other forms of professional education in this area, in accordance with the law.

Article 9

CA is nongovernmental, nonprofit and non-political organization.

CA shall have the capacity of the legal entity.

CA shall perform its activities only in charitable, scientific, and educational purposes that are of public interest and importance, in accordance with the Law and the Statute.

Article 10

The work of CA shall be public and transparent.

Public work of CA shall be provided by press advisories, publishing annual financial report and other data important for the work of the foundation at the website of CA, press conferences, periodical and special publications and other suitable manner.

Article 11

CA shall perform its activities only in charitable, scientific and educational purposes, in accordance with the Law.

Not any good or property of CA may be used in private purposes or for the purpose of profitable organization, except in cases prescribed by Article 11 of the Statute.

This restriction is not only related to the payment for goods and services important for conduction of activities of CA.

Physical persons or groups of physical persons may not have any ownership in CA or even own goods CA produces.

Article 12

CA may not participate in campaigns of political parties or campaigns of candidates for public functions in direct or indirect manner.

CA may not be engaged in amending or adopting of new laws, nor may lobby for amending of legislation.

Article 13

CA shall accomplish its goals by organizing different public events, seminars and conferences, creating media programs, and publishing activities, in accordance with the Law.

In the frame of its activities, CA shall cooperate with media, associations of citizens, and similar organizations and institutions in the country, region and worldwide.

CA may achieve cooperation only with organizations that share the same values with CA, and whose work is transparent.

In the frame of its activities, CA may establish other legal entities that would deal with specific activities, such as production of radio and television program, printing and distribution of material, providing services from the area of catering and tourism, and similar.

These legal entities may gain profit used exclusively for accomplishing goals of CA.

Board of directors of CA shall elect representatives in managing bodies of the organizations whose establishers is CA.

Article 14

For the beginning of work, CA has provided funds, in the amount of 10.00 EUR (ten euros) which the Foundation receives from the establishers of CA.

Funds mentioned in the previous paragraph that have been provided for the beginning of work, CA shall receive irreversibly.

Article 15

Funds of CA shall be placed and preserved under the most favorable conditions.

Funds of CA shall be at the account of CA.

Article 16

CA shall receive and collect funds in accordance with the Law and the Statute.

CA shall collect funds important for its activities via gifts and donations, by applying with its projects in public bodies, national and foreign organizations, foundations, and other physical entities.

CA may, for the purpose of achieving its goals, receive legates, gifts, and copyright from charities, establishers, and other donors.

CA may receive incomes and gain profits (rent, interest, dividends, incomes based on copyrights and patents) in accordance with the Law and this Statute.

Article 17

As nongovernmental, nonprofit foundation, CA shall function on nonprofit basis, therefore, all funds CA collects for its work, shall invest in program development and achieving goals for which it has been established, in manner defined by establishers.

CA shall use and dispose property economically and rationally, aiming at its preserving and enlargement.

Bodies of CA

Article 18

CA shall represent the President of the Foundation or a person he/she authorizes.

Article 19

Bodies of CA shall be:

- Person authorized for representation – President
- Managing board
- Supervising body, as the collective body

Article 20

Mandate of the President of CA shall last two years.

Mandate of remaining bodies of CA shall last two years and may terminate before defined time, in following cases:

- By delivering the explanation of resignation of a member of Managing body,
- By dismissal after decision of establisher due to violation of goals of foundation, or due to acting contrary to the acts of Foundation.

After expiration of mandate, they may be elected again at the same function.

Article 21

For valid decision making in all CA bodies, presence of more than a half members of that body shall be important, unless otherwise provided by the Statute.

Decisions shall be made by majority of votes, unless otherwise provided by the Statute.

Elections for bodies shall be performed by public voting, according to the rule, unless electing body decides differently.

Article 22

Managing board is the highest managing body in CA.

Managing board has four members and is composed of:

- **President**
- **Program Director**
- **Executive Director**
- **Communication Director**

Members of Managing body shall be appointed by establishers of the Foundation.

Members of Managing body may not be members of other bodies of Foundation.

Managing board has the President who manages the work of the board.

President of Managing board shall be appointed by establishers of the Foundation.

Documents of the Managing board shall sign the President of Managing board.

Managing board shall meet at least once in a month.

Other persons invited by members at their session, whose presence is important for the work of the board, may be present at the sessions.

Article 23

Competences of the Managing board shall be to:

- Appoint and dismiss of duty person competent for representation,
- Adopt the Statute,
- Adopt the annual financial report,
- Decide on disposing the property,
- Adopt the Rulebook on its work,
- Make decision on change of goals and activities,
- Decide on other matters, for which the Statute has not defined competence of other bodies of the Foundation,
- Perform other activities in accordance with the Law, Establishing act and the Statute,
- Make decision on establishing and abolishing bodies of CA, after the proposal of the President of Managing body,
- Make decision on strategic cooperation with other national and international organizations,
- Make decision on establishing other legal entities whose establisher is CA,
- Make and supervise realization of annual plan of work,

- Develop new programs in accordance with the mission of CA,
- Represent CA in public,
- Adopt the Rulebook on its work after the proposal of the President of Managing board,
- May, after the proposal of Program Director, award persons who contributed work and development of CA.

ASSEMBLE OF THE MANAGING BOARD

Article 24

Managing board shall have a session after the initiative of the founder and the initiative of at least one member of Managing board, President of Managing board and a person competent for representation (President), by written invitation with mentioned time and place of the session and the proposal of agenda, at least seven days before the session.

With the invitation for the session, shall be sent appropriate material (reports, analysis, decision proposals, etc).

MANNER OF DECISION MAKING PROCESS

Article 25

Managing board shall make decision if the session attends majority of members of Managing board.

Decisions of Managing board shall be made by majority of votes of present members.

MINUTE ON WORK OF MANAGING BOARD

Article 26

Minutes shall be taken at each session of the Managing board.

Basic data on work of the Managing board shall be noted in minutes, but especially:

- Place and time of the session,
- Agenda;
- Names of present members;
- Name of the chairman;

- Name of the person taking minutes;
- The course of work, and especially issues that were discussed about, names of persons who participated in discussion and short content of their discussions.
- Result of voting on specific points of agenda;
- Statement of chairman on decision making process;
- Separated opinion of members;
- Time of termination of work.

Article 27

Each decision of the Managing board shall be noted in minutes.

In addition to the minutes shall be delivered evidence on calling of the session of Managing board.

Article 28

The minutes shall be signed by the President of Managing board and the person taking minutes.

If the minute is composed of more pages, President of Managing board and the person taking minutes shall write short signatures on each page of the minutes.

AUTHORIZED REPRESENTATIVE

(President)

Article 29

Person authorized for representation shall appoint the Managing board.

COMPETENCES OF PERSON AUTHORIZED FOR REPRESENTATION

Article 30

Competences of person authorized for representation shall be:

- Managing work and activities of CA,
- Dealing with development projects of the organization,

- Keeping the contacts with donors and dealing with collecting funds for the organization,
- Concluding contracts and overtaking other legal matters in the name and for the account of the organization,
- Responsible for legal work of the Foundation,
- Managing work of the Foundation in consent with decision of the Managing board,
- Delivering proposals of annual of annual financial report to Managing board,
- Dealing with cooperation with other organizations and institutions,
- Right to abolish, change and suspend each decision of Executive Director,
- Performing other jobs in accordance with the Law, Statute and acts of the Foundation.

DISMISSAL OF A PERSON AUTHORIZED FOR REPRESENTATION

Article 31

A person authorized for representation may be dismissed in the following cases:

1. In case of financial losses
2. If damages the Foundation by its unconscientious or unprofessional work or by exceeding competencies, or if any damage occurs as the result.
3. Due to inability to organize and conduct delegated affairs and affairs from its scope.

Article 32

Decision on dismissal of a person authorized for representation shall make Managing board by majority of voices of present members.

Article 33

Foundation may connect and enroll in associations and other appropriate associations in the country and abroad.

Article 34

Supervising board

Supervising board is the body of CA that shall control financial business of CA and performs the control of rational use of finances of the Fund.

Supervising board shall inform founders on noticed irregularities without a delay.

Article 35

Supervising board has at least three members who shall be appointed and deposed by founders.

Mandate of members of Supervising board shall last for two years providing that the same person may be again appointed for the same function.

The same person may not be a member of the Board of directors and Supervising board at the same time.

Article 36

Sessions of the Supervising board shall be called and chaired by the President of the Supervising board elected by the members of the board from its lines, at the first session of the board.

Sessions of the Supervising board shall take place one in six months at least, and if necessary, sessions may take place more often.

President of Supervising board shall call sessions upon its own initiative, after the proposal of the Board of directors, President of Managing board and Executive director of CA.

Article 37

Supervising board may make decisions if majority of members of Supervising board attends the session.

Supervising board shall make decisions by majority of votes of present members

Article 38

Supervising board shall submit reports to founders on the use means of CA with proposals for undertaking specific measures.

Article 39

Bodies of CA shall be obliged to provide all necessary information on the use of means to the Supervising board and other data of great importance for execution of supervising affairs, to provide the insight into CA documentation and therefore, its undisturbed work.

Supervising board shall require calling of extraordinary meeting of establishers if in performing supervision defines that means have been used inappropriately or if it defines other irregularities in the use of means of CA.

Article 40

Executive Director shall:

- take care on executing decisions of CA bodies,
- provide assistance to the President in direct management of work of CA,
- make decisions important for regular businesses of CA,
- appoint and supervise the work of Office manager and Accountant,
- keep the seal and verify official documents of CA ,
- dispose of the property of CA, in accordance with the Law, Statute, financial plan, and decisions of Managing board of CA,
- perform other affairs delegated by the Managing board or President.

Deputy Executive Director shall substitute Executive Director in case of absence or prevention and shall perform other affairs delegated by Executive Director or Program Director.

Article 41

Program Director shall:

- represent the Office,
- be responsible for creation of new programs and projects of the Office,
- coordinate all program activities,
- be responsible for conduction of all program and project activities,
- develop financial reports and shall contact donors of the office and regional office,
- authorize coordinators for representing the office in contacts with partners, donors, and media,
- delegate its competencies to coordinators.

Article 42

Communication Director shall:

- represent the Office
- provide publicity of work of CA
- be responsible for visibility and image of CA in public
- develop and conduct communication strategy of CA
- be responsible for maintaining contacts with media
- coordinate PR and activities related to media
- be responsible for informing the membership on the work of CA.

Article 43 **The Council**

Council of CA is external body that deals with the long term development and counseling function in work of nongovernmental organizations.

Council has five members.

Members of the Council appoint Managing Board and are composed of apolitical persons recognized by social activism in areas where CA is active.

The Council meets at least once in a year. Decisions of the Council are made by majority of votes.

Article 44

In Accordance with the needs of CA, Managing board may form other bodies of CA such as: boards, sub-boards, working groups, commissions, forums, councils, and similar.

Article 45

The matter of responsibility of bodies of CA may initiate three members of the Managing board, Supervising board or Program Director.

Decision on responsibility of bodies shall be made by the electing body.

MANNER OF WORK AND ORGANIZATION OF CA

Article 46

CA is organized under program and territorial principle.

CA may establish its offices in the country and abroad, while Board of directors shall decide on their establishing.

For its work and activities all offices of CA shall be responsible to Executive Director.

Manner of work, communication, competencies, and organization of all offices and bodies of CA shall be closely defined by special Rulebook adopted by Board of Directors after the proposal of Executive Director.

Article 47

For performing affairs important for the functioning of CA for which is important professional knowledge, it is possible to engage persons who are not members of CA.

Engagement shall be performed in accordance with the law.

Program Director shall decide on the engagement.

Financing of CA

Article 48

CA shall be financed by:

- funds that work in accordance with law
- gifts
- voluntary contributions of citizens
- sponsorship
- incomes from profitable activities of legal persons whose owner has been CA, defined by Article 11 of the Statute
- other sources in accordance with the law.

Financial business of CA shall be conducted in accordance with the positive regulations and on the basis of financial plan adopted by the Board of directors.

Termination of work of CA

Article 49

Foundation is established for an indefinite period.

Article 50

Decision on termination of work of CA shall be adopted by the two thirds majority of the Managing board, at the session that would attend at least two thirds of members.

Article 51

In case of termination of work all the property of CA shall pass in property of other non-profit charitable organization or public institution, for its charitable activities, on which shall decide Managing board of CA.

The procedure of the Statute amending

Article 52

The initiative for the procedure of amending the Statute may take the establisher of the Foundation as well as members of Managing board.

On amendments of the Statute shall decide Managing board by two thirds majority of votes of present members of the Foundation.

Article 53

The Statute and its amendments shall come into force on the day of its adoption unless otherwise provided by the very Statute.

Final provisions

Article 54

In case of termination of work of the Foundation, decision on disposal of property shall make the establisher of the Foundation.

Provisions of Law on nongovernmental organizations shall be directly applied on all issues that are not defined by this Statute.

Day of adopting decisions on amendments of the Statute

Podgorica, 01 June 2012

Assembly of Civic Alliance
President of the Assembly
Boris Raonić