

**STATUTE OF NGO "CENTER FOR DEMOCRATIC TRANSITION"
(consolidated text; the basic text was adopted on 20 December 2009 and amended on 24 December 2011, 9 July 2014 and 12 March 2018)**

I GENERAL PROVISIONS

Article 1

This Statute defines the name and headquarters of the organization, its internal structure, management and control bodies, organization's goals and activities, modalities of financing, termination of activities and disposal of assets, as well as other relevant issues in activities and the work of a non-government organization.

Article 2

The Center for Democratic Transition is a non-government association (non-government organization) founded in 2000 in line with the Law on Non-Government Organizations. The Association is politically non-affiliated, non-profit and autonomous.

Name and headquarters

Article 3

The full name of the non-government organization is "Centar za demokratsku tranziciju" (hereinafter: the Center), abbreviation being CDT. The official name of the Center in the English language is the Center for Democratic Transition - CDT.

Article 4

The Center pursues its activities in the territory of Montenegro. Center's headquarters are in Podgorica.

Sign and seal of the Center

Article 5

The Center has a sign. The sign consists of stylized letters CDT and the full name of the Center.

Article 6

The Center has a seal. The seal is round with CDT in the middle; one edge of the seal contains the following text in the Latin script: Centar za demokratsku tranziciju, while the other edge contains the name of the Center in English: Center for Democratic Transition. "Podgorica" is inserted between the names of the Center in Montenegrin and English, as defined in Paragraph 2 of this Article.

Representation of the Center

Article 7

Executive manager represents the Center and is accountable for the legality of its operations.
Executive manager may appoint, by a special authorization letter, another person to temporarily represent the Center.

Work regulations

Article 8

The Center has adopted Work Regulations which prescribe in detail rights and obligations of employees, management bodies and Center members.

II GOALS AND ACTIVITIES OF THE CENTER

Mission and goals of the Center

Article 9

The Center is an NGO that works on establishing political and other conditions for the strengthening of a civil society, a society of knowledge and equal opportunities, through promotion of democratic values and heritage.

The Center supports various forms of citizen self-organization, whose goal is fulfillment of its mission. This implies support for:

- 1) reform of election legislation
- 2) development of election processes
- 3) development of parliamentary procedures and practices
- 4) integration processes in Montenegro
- 5) affirmation of openness and transparency of processes and institutions
- 6) public administration reforms
- 7) fight against corruption and organized crime
- 8) judiciary reforms
- 9) protection and promotion of human, civic, economic and social rights of citizens
- 10) development of media freedoms and pluralism in media
- 11) the strengthening of democratic and administrative capacities of public institutions
- 12) higher quality of citizen participation in decision-making processes
- 13) development of a democratic society
- 14) development of cooperation of the civil society with all significant national stakeholders
- 15) reform of the security sector and processes of regional and global cooperation in the field of security
- 16) fight against radicalism and extremism
- 17) development of the statistical system
- 18) affirmation of the sustainable development principle
- 19) development of social/non-profit entrepreneurship

Activities of the Center

Article 10

For the purpose of achieving the goals listed in Article 9 of this Statute, the Center shall undertake the following:

- a) supervision of the work of legislative institutions and representative and executive bodies at all levels,
- b) supervision, monitoring and improvement of the election process,

- c) lobbying aimed at adoption, improvement and implementation of laws and by-laws,
- d) organization and implementation of educational and informative campaigns, workshops, seminars and tribunes,
- e) organization of round tables, press conferences, gatherings and events,
- f) publishing and media activities, as prescribed by special regulations,
- g) public opinion surveys,
- h) development of financial and information and communication solutions, in line with other activities,
- i) design, editing and maintenance of web portals,
- j) cooperation with organizations in the country and abroad,
- k) participation in national and international gatherings and seminars.

The work of the Organization is conducted through projects and programs the Center implements with the direct help from its members.

III THE PUBLIC NATURE OF CENTER'S ACTIVITIES

Article 11

The work of the Center is public.

The Center achieves this public nature of its work through its web site, its annual activity report, promotional materials and media.

The Center informs its members on its work at Assembly sessions, and, in the periods between the sessions, through its web site and Center members' mailing list.

IV MEMBERSHIP

Being a member of the Center

Article 12

A member of the Center may be any physical person that meets the following criteria:

- a) he/she has cooperated with the Center for at least a year and respects its mission, goals and activities,
- b) he/she is not an official or an active member of any political party,
- c) he/she has participated in the work of the Center at least once in a calendar year.

The person who meets the conditions stated in Paragraph 1, Items a, b and c of this Article shall submit his/her request for membership to the Management Board of the Center.

This request shall contain rationale and a proof that the conditions contained in Paragraph 1, Items a, b and c of this Article have been fulfilled. Within two months from receipt of such request and upon consulting the Executive Board, the Management Board shall make a decision on granting or refusing to grant membership.

Management Board members are automatically Center members.

Article 13

The Center shall keep a list of its members, as well as records on fulfillment of conditions from Article 12 of this Statute. The list of members shall be maintained by a person appointed by the Executive Board.

Rights, obligations and loss of membership

Article 14

All Center members have the following rights and obligations:

- a) to participate in the work of the Center and provide help,
- b) to attend Assembly sessions,
- c) to contribute to Center's reputation through their work in and outside of the Center,
- d) to provide opinions and suggestions,
- e) to adhere to regulations prescribed by laws, the Statute and other documents of the Center,
- f) to elect and be elected to Center bodies in line with the Statute,
- g) to participate in the work of the Center at least once in a calendar year.

Article 15

Membership in the Center is terminated:

- a) upon a written statement of resignation,
- b) upon loss of conditions required for membership,
- c) due to expulsion, in case a member damages Center's reputation through his/her actions and performance,
- d) in case of a conflict of interest.

The resignation letter from Paragraph 1, Item a) of this Article shall be submitted to the Management Board by the resigning member himself/herself.

The request for expulsion from Paragraph 1, Item b) of this Article shall be submitted to the Management Board by the Executive Board based on data retrieved from membership records.

The request for expulsion from Paragraph 1, Item c) of this Article shall be submitted to the Management Board by at least a third of Center's members.

The request for expulsion from Paragraph 1, Item b) of this Article shall be submitted to the Management Board by the president of the Executive Board.

All requests, along with opinions provided by the Executive Board, shall be considered by the Management Board at the first upcoming session.

Membership is cancelled upon Management Board's decision.

V ASSOCIATION AND TERRITORIAL ORGANIZATION OF CENTER'S WORK

Article 16

The Center may associate with and be a member of national and international committees, associations or institutions.

A decision on membership in committees, associations or institutions from Paragraph 1 of this Article shall be made by the Executive Board upon consultations with the Management Board.

Article 17

The Center may establish regional offices which shall not be legal entities.

Internal organization, jurisdiction and other rights and obligations of regional offices shall be regulated by work regulations for regional offices, which shall be in line with laws, the Statute and other documents of the Center.

Decision on establishment of regional offices shall be made by the Management Board.

VI MANAGEMENT AND BODIES OF THE CENTER

Article 18

The management of the Center shall be the responsibility of the Assembly and executive manager, as well as Center's management bodies. For more efficient managerial tasks related to the implementation of Center's activity and development plan, the Assembly shall appoint a management board.

Other bodies of the Center

Article 19

For the purpose of more efficient execution of work aimed at the achievement of goals and implementation of Center's activities, an executive board shall be established.

Membership in Center's bodies

Article 19a

The Assembly is comprised of all Center members.

The Executive Board, headed by Center's executive manager, shall be comprised of appointed members of the Center who participate in Center's activities, as stipulated in this Statute.

Both Center members and persons who are not members may be elected into the Management Board, as stipulated in this Statute.

One person cannot be a member of more than one board.

a) Center's Assembly

Article 20

Center's Assembly is the highest body of the Center. The Assembly is comprised of all Center members. The Assembly may adopt work regulations for the Assembly.

Assembly sessions

Article 21

The Assembly holds sessions.

Assembly sessions can be regular and extraordinary.

Regular sessions are convened once a year, from 1st April to 15th May.

Article 22

Assembly sessions are convened and moderated by Management Board president or, in case of his/her absence, vice-president.

An Assembly session is convened 15 days ahead of the date it is taking place on by the means of sending written invitations to all members.

The invitation shall contain the proposed agenda and, in case of electoral sessions, members shall also receive an invitation to candidate themselves.

The president shall establish a quorum and provide all relevant materials required for unhindered work of the Assembly.

Article 23

The work conducted at Assembly sessions is public.

In exceptional cases, sessions may be closed for public, if 2/3 of the present members decide so.

Article 24

Minutes are kept on the work of the Assembly.

Choosing from the members who are present at the session, the Assembly shall appoint a minutes keeper and two members tasked with verifying the minutes.

Extraordinary session

Article 25

Extraordinary Assembly sessions shall be convened by the Management Board president.

The convening of an extraordinary Assembly session can be requested by ½ of Assembly members, the Management or Executive Board.

If Management Board president fails to convene an extraordinary Assembly session within 30 days from the day a request for the convening of the session has been submitted, the ½ of Assembly members or the Management Board shall have the right to convene the Assembly session themselves.

If an Assembly session is initiated by a ½ of Assembly members, they shall appoint a person in charge of convening and moderating the session.

In emergencies, an extraordinary session may be held with the use of electronic communication means (e.g. by using the mailing list and similar).

Decision making

Article 26

The Assembly shall make decisions only if the majority of its members are present. The Assembly makes decisions based on the simple majority of votes of the present members.

Exceptions from this rule are the decision on amendments to the Statute, which requires the absolute majority of the present members and the decision on termination of Center's work, which requires a 2/3 majority of all members.

Article 27

Voting is public.

The Assembly may decide to conduct secret voting in certain cases.

The scope of work

Article 28

The Assembly:

- a) adopts the Statute,
- b) decides of changes in the goal and activities of the Center,
- c) decides on termination of work and distribution on Center's remaining assets,
- d) adopts Center's activity and development plan,
- e) adopts Center's annual activity report,
- f) adopts Center's annual financial report,
- g) appoints members of the Management Board,
- h) adopts documents whose adoption, as regulated by this Statute, is not under the jurisdiction of another body of the Center,
- i) conducts other tasks needed for the Center to achieve its goals and implement its activities, if not regulated otherwise by this Statute.

b) Management board

Mandate

Article 29

The Management Board is in charge of the tasks that ensure efficient implementation of Center's activity and development plan, i.e. successful conduction of work related to Center's goals and activities. Members of the Management Board are appointed by the Assembly for the period of two years.

The Management Board consists of five members.

Candidacy and appointment

Article 30

Management Board candidates cannot be persons who are officials and/or prominent members of political parties.

Article 31

Management Board candidacies are submitted to the Assembly in writing at least 72 hours before the relevant Assembly session.

A candidacy shall contain candidate's short biography and a rationale behind the candidacy. The candidate who is a member of the Center shall submit the candidacy personally, while at least 5 members shall do this on behalf of a candidate who is not a member.

Article 32

Election of members to the Management Board is conducted through Assembly members voting on each individual candidate.

Candidates with the highest number of votes shall enter the Management Board.

Article 33

In case two candidates for the last place in the Management Board have the same number of votes, another round of voting shall be held.

If the same two candidates receive the same number of votes in the second round as well, both shall become Management Board members and shall rotate in this function, each receiving a one-year mandate.

Article 34

The Management Board shall hold its constitutive session within 8 days after the session at which it has been appointed.

Management Board members shall choose their president and vice-president at the constitutive session.

The rotating members cannot be Management Board presidents.

Management Board president is also the president of the Center.

Management Board president convenes and moderates Management Board sessions, represents the Management Board at Assembly and Executive Board sessions and reports to the Assembly on the work of the Management Board.

In case Management Board president is absent, vice-president shall convene and moderate Management Board sessions and represent the Management Board in other bodies of the Center.

Scope of the work

Article 35

The Management Board:

- a) submits to the Assembly the Center's activity and development plan for adoption,
- b) makes strategic decisions aimed at implementation of Center's activity and development plan,

- c) decides on the establishment of Center's working bodies,
- d) submits to the Assembly Center's annual activity report,
- e) submits to the Assembly Center's annual financial report,
- f) adopts Center's work regulations,
- g) adopts work regulations for regional offices,
- h) conducts other tasks aimed at achieving Center's goals, unless otherwise prescribed by this Statute.

Article 35a

Besides the scope of work from Article 35, the Management Board:

- a) monitors activities and rational and purposeful use of Center's assets and finances,
- b) monitors application of the Statute of the Center,
- c) provides interpretation of the Statute of the Center,
- d) provides opinions, advice and recommendations related to conflict of interest and the establishing of jurisdiction of Center's bodies,
- e) monitors implementation of Center's Assembly and Executive Board decisions.

Article 36

In its work, the Management Board shall be responsible to the Assembly.

Management Board members equally represent and promote the Center in the country and abroad and improve the work of the Center.

Article 37

Members of the Management Board shall nominate a candidate for Executive Board president within 10 days of their own appointment.

After the nomination, the candidate for Executive Board president proposes to the Management Board Executive Board members.

The Management Board votes on the Executive Board in its entirety.

Sessions

Article 38

Management Board sessions shall be held at least once a month and the majority of Management Board members shall be present.

The Management Board makes decisions by the simple majority of all members.

At least one Executive Board member without a voting right shall always be present at Management Board sessions.

After each session, the Management Board shall submit minutes of the session to the Executive Board. Each member of the Center may request the Executive Board to provide him/her with insight into the minutes of Management Board sessions.

Mandate termination

Article 39

Mandate of a Management Board member may be terminated before the expiry of the period to which he/she has been appointed:

- a) upon a personal request,

b) as a result of expulsion.

Article 40

A member of the Management Board may be removed due to:

- a) grave violations of Statute and Work Regulations provisions,
- b) abuse of position and the causing of damage to Center's reputation,
- c) unconscientious and irresponsible fulfillment of his/her duties,
- d) failure to fulfill his/her duties for longer than 6 months,
- e) conflict of interest.

A member of the Management Board is removed by the Assembly upon a proposal submitted by the Management Board or at least 1/3 of Center members.

Article 41

In case of termination of a Management Board member's mandate, the procedure of appointment of a new Management Board member for the remaining part of the mandate shall be set in motion.

c) The Executive Board Mandate and appointment

Article 42

The Executive Board is in charge of Center's work at the operating level and makes decisions aimed at the development and benefit of the Center.

The number of Executive Board members is four.

The Management Board appoints Executive Board members for two-year mandates.

Article 43

Center's executive manager manages the work of the Executive Board. The executive manager appoints a deputy manager.

Article 44

A candidate for Executive Board president, appointed by the Management Board, shall, within 10 days of his/her appointment, propose members of the Executive Board to the Management Board and submit the annual activity and development plan, taking into account previous activities, results and the level of development of the organization.

The Management Board votes for the Executive Board in its entirety.

Immediately upon the appointment, the Executive Board shall present to the members the activity and development plan.

Article 45

Executive Board members shall fulfill the following conditions:

- a) they are involved in the work of the Center
- b) they have at least two years of work experience in the Center,
- c) they are not members of any political party.

Scope of work

Article 46

The Executive Board:

- a) manages the Center in line with laws, the Statute and other documents of the Center, as well as Assembly and Management Board decisions,
- b) looks after Center's assets and manages accrual and the use of Center's finances,
- c) submits to the Management Board Center's activity and development plan,
- d) submits to the Management Board Center's annual activity report,
- e) submits to the Management Board Center's annual financial report,
- f) makes decisions on employment in the Center, after informing the Management Board on them,
- g) appoints Center's general secretary,
- h) appoints participants in Center's international activities,
- i) submits to the Management Board Center's work regulations,
- j) submits to the Management Board work regulations of regional offices,
- k) makes decision on change of the address of Center's headquarters
- l) conducts other tasks, in line with this Statute.

Rights, obligations and decision making

Article 47

In its work, the Executive Board shall be responsible to the Management Board.

Executive Board members equally represent and improve the work of the Center in the country and abroad.

Article 48

Executive Board meetings shall be convened when needed and each member of the Executive Board shall have the right to convene a meeting.

The Executive Board shall regularly cooperate with the Management Board, as well as Center employees, taking into account their opinions and ideas.

The Executive Board shall make decisions by the simple majority of all members.

In case of an equal distribution of votes, the so-called split vote, the deciding vote shall be the vote of the Executive Board president. In this case, Executive Board president shall submit to the Management Board a rationale behind his/her decision.

Mandate termination

Article 49

Mandate of an Executive Board member may be terminated before the expiry of the period to which he/she has been appointed:

- a) upon a personal request,
- b) as a result of expulsion.

Article 50

A member of the Executive Board may be removed due to:

- a) grave violations of Statute and Work Regulations provisions,
- b) abuse of position and the causing of damage to Center's reputation,
- c) unconscientious and irresponsible fulfillment of his/her duties,
- d) failure to fulfill his/her duties for longer than 3 months,
- e) conflict of interest.

A member of the Executive Board is removed by the Management Board.

Article 51

In case of termination of an Executive Board member's mandate, the procedure of appointment of a new Executive Board member for the remaining part of the mandate shall be set in motion.

VII CENTER'S ASSETS AND ECONOMIC ACTIVITY

Center's assets

Article 52

The Center collects its funds from membership fees, donations, voluntary contributions, financial subsidies, inheritance, interests on deposits, dividends, rents, provision of services and other legal means.

The Center shall be held responsible for its liabilities with its entire assets.

In case the Center ceases to exist due to emergence of legally foreseen reasons for cessation, Center's assets shall be transferred to a non-government organization with similar goals. This decision shall be made by the Assembly.

Economic activity

Article 53

The Center conducts the economic activity from its field of operation in line with special provisions that regulate this type of activity.

The income the Center generates through this economic activity shall be used exclusively in achieving the Center's goals in the territory of Montenegro.

VIII CONFLICT OF INTEREST

Article 54

Members of the management bodies and Center employees shall avoid any potential conflict of interest. In case conflict of interest emerges, they shall report it and abstain from making decisions or ask for Management Board's opinion.

The Management Board shall process the complaint and provide its opinion on the conflict of interest of members of management bodies and Center employees.

IX FINAL PROVISIONS

Article 55

Amendment to the Statute may be initiated by at least 1/3 of members.

The initiative to amend the Statute shall be submitted in writing to the Management Board. The Management Board shall include the initiative into the agenda of the first upcoming regular Assembly session.

The proposal for amendment to the Statute shall contain the exact formulation of Statute articles being amended and a rationale behind the amendment.

Article 56

This Statute shall come into force on the day the Assembly adopts it.

Article 57

This Statute shall replace the Statute adopted at the Assembly session of 10 August 2000.