



STATUTE OF NGO “CENTER FOR DEMOCRATIC TRANSITION”



I. GENERAL PROVISIONS

Article 1

This Statute defines the name and seat of the organization, its internal structure, management and control bodies, organization's goals and activities, modalities of financing, dissolution of the organization and disposal of assets, as well as other issues pertinent to activities and operation of a non-governmental organization.

Article 2

Center for Democratic Transition is a non-governmental association (non-governmental organization) founded in 2000 in line with the Law on Non-Governmental Organizations.

The Association is politically unaffiliated, non-profit and autonomous.

Name and Seat

Article 3

The full name of the non-governmental 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.

The 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” inscription in the middle; one edge of the seal contains the following text in the Latin script: Centar za demokratsku tranziciju, while the other edge reads: Center for Democratic Transition.

Below the CDT sign, an inscription is provided in a semicircular form which reads: Podgorica.

Representation of the Center

Article 7

Executive Director represents the Center and is accountable for the legality of its operations.

Executive Director may, by a special authorization letter, appoint another person to temporarily represent the Center.

Rules of Procedure

Article 8

The Center has its Rules of Procedure which prescribe in detail the rights and obligations of its employees, management bodies and members.

II GOALS AND ACTIVITIES OF THE CENTER

Mission and goals of the Center

Article 9

The Center is an NGO engaged in creating political and other conditions for building a civil society, a society of knowledge and equal opportunities through promotion of democratic values and heritage.

In the pursuit of its mission, the Center supports various forms of citizen self-organization.

This implies support for:

- 1) electoral legislation reform
- 2) development of electoral processes
- 3) development of parliamentary procedures and practices
- 4) integration processes of Montenegro
- 5) affirmation of openness and transparency of processes and institutions
- 6) public administration reforms
- 7) developing statistical system
- 8) fight against corruption and organized crime
- 9) judiciary reforms
- 10) strengthening democratic and administrative capacities of state institutions
- 11) higher quality of citizen participation in decision-making processes
- 12) developing a democratic society
- 13) developing cooperation between the civil society and all major national stakeholders
- 14) protection and promotion of human, civic, economic and social rights of citizens
- 15) fostering media freedom and media literacy
- 16) combating disinformation and negative foreign influences
- 17) security sector reform and regional and global security cooperation processes
- 18) fight against radicalism and extremism
- 19) affirmation of the sustainable development principle
- 20) developing 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 activities:

- 1) supervision over the work of the legislative branch and representative and executive bodies at all levels,
- 2) monitoring, supervising and improving the election process,
- 3) advocating for the adoption, improvement and implementation of laws and bylaws,
- 4) organizing and implementing educational and informative campaigns, workshops, seminars and public forums,
- 5) organizing round tables, press conferences, gatherings and events,
- 6) publishing and media activities, as prescribed by separate regulations,
- 7) carrying out public opinion research,
- 8) developing financial and ICT solutions in support of other activities,
- 9) design, editing and maintenance of web portals,
- 10) cooperation with local and international organizations,
- 11) participating in national and international events and seminars.

The work of the Organization is carried out as based on projects and programs implemented with the direct support from its members.

III TRANSPARENCY OF CENTER'S WORK

Article 11

The work of the Center is public.

The Center shall uphold the highest standards of transparency of non-governmental organizations.

The transparency of the work is ensured through the Center's web site, its annual work report, promotional materials and media.

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

MEMBERSHIP

Membership in the Center

Article 12

A member of the Center may be any natural person who:

- 1) has cooperated with the Center for at least three years and respects its mission, goals and activities,
- 2) is not in any way affiliated with a political party, and is politically neutral in all activities, refraining from giving public support to any candidate, political party, group, movement or other association participating in elections or referendums,
- 3) has participated in the work of the Center at least once during a calendar year.

The person who meets the requirements stated in paragraph 1, items 1, 2 and 3 of this Article shall submit his/her request for membership to the Assembly of the Center.

The request shall contain a rationale and a proof that the requirements contained in paragraph 1, items 1, 2 and 3 of this Article have been met.

The Assembly shall make a decision on granting or refusing to grant membership within two months from receipt of such request, and upon consulting the Executive Board.

Executive Board members are automatically members of the Center.

Article 13

The Center shall keep a list of its members, as well as records on fulfillment of requirements listed under Article 12 of this Statute.

The list of members shall be maintained by a person authorized by the Executive Board.

Rights, obligations and termination of membership

Article 14

All of Center's members have the following rights and obligations:

- 1) to participate and provide support in the work of the Center,
- 2) to attend Assembly sessions,
- 3) to uphold the Center's reputation through their work both inside and outside of the Center,
- 4) to provide opinions and suggestions,
- 5) to adhere to rules prescribed by laws, the Statute and other acts of the Center,
- 6) to elect and be elected to Center's bodies in line with the Statute,
- 7) to participate in the work of the Center at least once during a calendar year.

Article 15

Membership in the Center shall be terminated:

- 1) upon a written membership resignation letter,
- 2) due to no longer meeting membership requirements,
- 3) due to expulsion, in case a member's actions and performance cause reputational damage to the Center,
- 4) in case of a conflict of interest.

A member shall personally submit to the Assembly the request for termination of membership referred to in paragraph 1, item 1 of this Article.

The request for termination of membership referred to in paragraph 1, item 2 of this Article shall be submitted to the Assembly by the Executive Board based on data retrieved from membership records.

The request for termination of membership referred to in paragraph 1, item 3 of this Article shall be submitted to the Assembly by at least 1/3 of members of the Center.

The request for termination of membership referred to in paragraph 1, item 4 of this Article shall be submitted to the Assembly by the President of the Executive Board.

The Assembly shall consider all requests, along with opinions provided by the Executive Board, at its first upcoming session.

Membership shall be terminated by a decision rendered by the Assembly.

V ASSOCIATION AND TERRITORIAL ORGANIZATION OF CENTER'S WORK

Article 16

The Center may associate with and be a member of national and international alliances, associations or institutions. A decision on membership in alliances, associations or institutions referred to in paragraph 1 of this Article shall be made by the Executive Board.

Article 17

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

Internal structure, jurisdiction and other rights and obligations of regional offices shall be prescribed by Regulations for the work regional offices, which shall be in line with laws, the Statute and other acts of the Center.

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

VI MANAGEMENT AND BODIES OF THE CENTER

Article 18

The management of the Center shall be the responsibility of the Assembly and Executive Director, as the Center's management bodies.

Other bodies of the Center

Article 19

The Executive Board is established so as to ensure a more efficient performance aimed at achieving the Center's goals and implementing its activities.

The Executive Board may establish a Council or other advisory body to consider issues and make proposals and opinions related to the activities of the Center.

The Executive Board, or a person authorized by the Executive Board, shall coordinate the work of advisory bodies.

Independent experts recognized for their social activism and professional results in the areas falling within the scope of work of the Center may be elected to advisory bodies.

Membership in Center's bodies

Article 20

The Assembly is comprised of all of Center's members.

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

The Center's Assembly

Article 21

The Center's Assembly is the highest body of the Center.

The Assembly is comprised of all of Center's members.

The Assembly may adopt Rules of Procedure of the Assembly.

The Assembly shall elect President and Vice-President at the proposal of the Executive Board.

Assembly sessions

Article 22

The Assembly shall hold sessions.

Assembly sessions can be regular and extraordinary.

Regular sessions are convened once a year, from 1st April to 30th June.

In exceptional cases, regular assembly sessions may be held through electronic communication means.

Article 23

Assembly sessions are convened by President of the Assembly or, in case of his/her absence, by Vice-President of the Assembly.

An Assembly session is convened with at least 15 days advance notice submitted in writing to all members.

The invitation shall contain the proposed agenda and, in case of election sessions, members shall also receive an invitation to post candidacies.

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

Article 24

The work conducted at Assembly sessions is public.

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

Article 25

Minutes are kept on the work of the Assembly.

The Assembly shall appoint a minutes keeper and two minutes verifiers from members present at the session.

Extraordinary session

Article 26

Extraordinary sessions are convened by President of the Assembly or, in case of his/her absence, by Vice-President of the Assembly.

The convening of an extraordinary Assembly session may be requested by 1/2 of Assembly members or by the Executive Board.

If President of the Assembly fails to convene an extraordinary session within 30 days from the day the said request has been submitted, 1/2 of Assembly members or the Executive Board may convene the Assembly session themselves.

If a session is initiated by a 1/2 of Assembly members, they shall appoint a person in charge of convening and chairing the session.

In urgent cases, an extraordinary session may be held through electronic communication means (e.g. through members' mailing list etc.).

Decision making

Article 27

The Assembly shall make decisions only if the majority of its members are present. Decisions of the Assembly shall be taken by a simple majority of votes of the members present.

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

Article 28

Voting shall be made public.

The Assembly may decide that voting on particular issues be conducted by secret ballot.

Scope of work

Article 29

The Assembly:

- 1) adopts the Statute,
- 2) elects and dismisses Executive Director at the proposal of 1/3 members,
- 3) decides on changes to the goal and activity of the Center,
- 4) decides on termination of work of the Center and distribution of its remaining assets,
- 5) adopts the Center's work plan and development plan,
- 6) adopts the Center's annual activity report,
- 7) adopts the Center's annual financial report,
- 8) monitors the operation and ensures that the Center's assets and finances are disposed of in a rational and appropriate manner,
- 9) monitors implementation of the Statute of the Center,
- 10) provides interpretation of the Statute of the Center,
- 11) issues opinions, advice and recommendations in cases of conflict of interest and cases for determining competences of a particular body of the Center,
- 12) adopts acts that do not fall under the competence of another body of the Center, as stipulated by this Statute,
- 13) performs other tasks necessary to attain the Center's goals and activities, unless otherwise regulated by this Statute.

Executive Director

Article 30

Executive Director:

- 1) represents and acts on behalf of the Center as an authorized person,
- 2) manages the Center in line with the law, the Statute and other acts of the Center, as well as Assembly decisions,
- 3) appoints Deputy Executive Director, Program Director, Deputy Program Director and Secretary General, which constitute the Executive Board,

- 4) manages the work of the Executive Board,
- 5) removes members of the Executive Board, at the proposal of the Executive Board.

Article 31

Center's Executive Director, as elected by the Assembly, shall by no later than 10 days of his/her appointment submit to the Assembly the annual activity and development plan, taking into account previous activities, results and the current level of organizational development.

Executive Board

Mandate and appointment

Article 32

The Executive Board is in charge of Center's operation and makes decisions aimed at contributing to the development and benefit of the Center.

Executive Board shall have five members.

Executive Board is consisted of Executive Director, Deputy Executive Director, Program Director, Deputy Program Director and Secretary General.

Executive Board members are appointed to a four-year term.

Article 33

Executive Board members shall meet the following requirements:

- 1) they are involved in the work of the Center,
- 2) they have at least two years of work experience in the Center,
- 3) they are not in any way affiliated with a political party, and are politically neutral in all activities, refraining from giving public support to any candidate, political party, group, movement or other association participating in elections or referendums.

Scope of work

Article 34

Executive Board:

- 1) manages the Center in line with the law, the Statute and other acts of the Center, as well as Assembly decisions,
- 2) manages Center's assets and collection and use of its funds,
- 3) adopts Center's activity and development plan,
- 4) adopts strategic decisions aimed at implementing Center's activity and development plan,
- 5) decides on setting up Center's working and advisory bodies,
- 6) submits to the Assembly Center's annual activity report,
- 7) submits to the Assembly Center's annual financial report,
- 8) adopts Rules of Procedure of the Center,
- 9) adopts Regulations for the work of regional offices,
- 10) issues hiring decisions,
- 13) appoints participants in Center's international activities,

14) decides on change of address of Center's registered seat,

15) carries out other tasks aimed at achieving Center's goals, unless otherwise prescribed by this Statute.

Rights, obligations and decision-making

Article 35

The Executive Board shall be accountable to Executive Director.

Executive Board members share equal responsibility for representing and improving the work of the Center in the country and abroad.

Article 36

Executive Board meetings shall be convened as needed, with each member of the Executive Board having the right to convene a meeting.

The Executive Board shall cooperate with Center's employees on a regular basis, taking into account their opinions and ideas.

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

Termination of mandate

Article 37

Mandate of an Executive Board member may be terminated before the expiry of the period for which they were appointed:

- 1) upon personal request,
- 2) as a result of revocation of mandate.

If an Executive Board member is employed at the Center, their membership in the Executive Board shall be terminated in the event of termination of their employment.

Article 38

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

- 1) grave violations of Statute and Rules of Procedure provisions,
- 2) abuse of office and causing reputational damage to the Center,
- 3) unconscientious and irresponsible performance of duties,
- 4) failure to perform duties for over 3 months,
- 5) in case of a conflict of interest.

A member of the Executive Board is removed from office by the Executive Director, at the proposal of the Executive Board.

Article 39

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 40

The Center acquires assets from membership fees, donations, voluntary contributions, financial subsidies, inheritance, interests on deposits, dividends, rental fees, provision of services and in other manners prescribed by law.

The Center shall bear liability for its obligations to the extent of all of its assets.

In case the Center ceases to exist due to legal grounds for its dissolution, the 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 41

The Center conducts economic activity falling under its scope of work in line with relevant provisions that regulate this type of activity.

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

VIII CONFLICT OF INTEREST

Article 42

Members of management bodies and Center's employees shall avoid any potential conflict of interest.

In case of a conflict of interest, they shall report it and abstain from decision-making or ask for Executive Board's opinion.

The Executive Board shall process the reports and provide its opinion on the conflict of interest of members of management bodies and Center's employees under the applicable law and/or the Center's Rules of Procedure.

IX FINAL PROVISIONS

Article 43

Amendments to the Statute may be initiated by at least 1/3 of members and by the Executive Board.

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

The proposal for amending the Statute shall contain the exact wording of Statute articles being amended and a rationale behind the amendments.

Article 44

This Statute shall come into force on the day of its adoption by the Assembly.

Article 45

This Statute shall replace the Statute adopted at the Assembly session of March 12th 2018.

Upon the entry into force of the Statute, all members of the Center shall be re-elected in accordance with the provisions of the Statute.

