

Republic of Macedonia



DRAFT  
CHANGES AND AMENDMENTS

TO THE:

**S T A T U T E**

OF

**Nansen Dialogue Center**

**Skopje**

(CONSOLIDATED TEXT)

December, 2007

As per Articles 5, 20 and 76 from the Law on Associations of citizens and Foundations ("Official Gazette of Republic of Macedonia" nr. 31/98), Article 10 from the Statute of NDC Skopje and the Decision for changes and amendments to the Statute of NDC Skopje (nr. 407/07), the Assembly of the Association Nansen Dialogue Center Skopje on the session held on 04.12.2007, has set out the consolidated text of the:

# STATUTE

of

## Nansen Dialogue Center - Skopje

### 1. GENERAL PROVISIONS

#### *Article 1*

Nansen Dialogue Center – Skopje (hereinafter: NDC Skopje) is a non-governmental, non-party and non-profitable Association of citizens, established with voluntary associating of citizens, for the purpose of realization and adjustment of common interests and beliefs and for the purpose of performing activities for strengthening the civil society and the local communities, promoting the values of democracy, peace, mutual understanding, dialogue and cooperation.

#### *Article 2*

NDC Skopje is operating on the territory of Republic of Macedonia and implements its goals, tasks and activities in accordance with the Constitution, Laws of Republic of Macedonia and the Statute of NDC Skopje. The operating of certain activities may be on a regional level or wider.

#### *Article 3*

The name of the Association of citizens is Nansen Dijalog Centar – Skopje. The short name is NDC Skopje. The English version of the name of the Association is "**Nansen Dialogue Center Skopje**", and the short version is "**NDC Skopje**".

The head office of NDC Skopje is in Skopje, on street "Naroden front" nr. 31, apartment nr. 10.

#### ***Article 4***

The founders of NDC Skopje are:

1. Albert Hani, "Ezerski lozja" nr. 86 - Struga, EMBG **0509975434028**
2. Juliana Mladenovska, "Pavle Ilic" nr. 15-II/23 - Skopje, EMBG **0801969455125**
3. Xhevahire Prusi, "Nikola Petrov" nr. 11, Butel 2 - Skopje, EMBG **1108973455116**
4. Aleksandar Petkovski, "Jane Sandanski" nr. 70-1/9 - Skopje, EMBG **2507974450024**
5. Sasko Stojkovski, "Oktomvriska revolucija" nr. 10-1/32- Skopje, EMBG **2508972492508**
6. Ilir Hasani, "Bajram Sabani" nr. 16 - Kumanovo, EMBG **2305977420027**
7. Slavica Dimitrievska, "Fustanska" nr. 53a, EMBG **2701973455056**

The rights and obligations of the founders are equal with the rights and obligations of the members of NDC Skopje.

## **2. GOALS AND TASKS**

#### ***Article 5***

The goals and tasks of NDC Skopje are: providing a neutral space for dialogue, strengthening the people who live in conflict areas, use of dialogue, transforming and solving conflicts and supporting the process of reconciliation between parties, promoting at the same time the democratic values, human rights, tolerance and cooperation.

#### ***Article 6***

## **3. MEMBERSHIP IN THE ASSOCIATION**

Each citizen of Republic of Macedonia and a citizen of other country, who will voluntarily approach the Association by submitting a written notice, may become a member of the Association. NDC Skopje runs an Inventory of its members, which is being updated once per year.

A member has the right to be elected in the bodies of the Association, to participate in the operation of the Association, to contribute to the development and realization of the planned annual programs and activities of the Association.

Each member may voluntarily terminate its membership with the Association.

#### ***Article 7***

Rights and obligations of the members of NDC Skopje:

- To elect and to be elected in the bodies of NDC Skopje;
- To give suggestions for bringing decisions and participate in the decision making;
- To be regularly present on the meetings;
- To take active participation in the implementation of the program and activities of NDC Skopje;
- To be regularly informed about the activities of NDC Skopje.

#### ***Article 8***

Exclusion from the membership in NDC Skopje can be made in the following cases:

- When the member is acting in breach of the Constitution and Laws of Republic of Macedonia, as well as in breach of the Statute of NDC Skopje;
- When the members is acting in breach of the mission, goals, tasks and program of NDC Skopje;
- When mutual consent is reached that membership with NDC Skopje is not in common interest.

### **4. MAKING PUBLICITY IN THE OPERATIONS**

#### ***Article 9***

The operation of NDC Skopje is public.

The publicity in the operations is achieved with regular notification of the members, other associations / NGOs and the general public about the operation and activities of the Association, insight in the implementation of the program tasks, submitting report on the activities of the bodies of the Association, on the financial operations etc.

For the purpose of notifying the members and the general public, the Association is using direct communication with the press, radio, TV, computer technologies, websites, as well as bulletins and other publications of NDC Skopje.

## **5. FINANCING OF THE ASSOCIATION NDC SKOPJE**

### ***Article 10***

The Association is providing funds from:

- membership fee;
- donations;
- grants;
- budget of Republic of Macedonia;
- commissions and other services from bodies, associations, organizations, institutions, communities;
- trade companies;
- physical persons; and
- other sources (property rights etc.).

### ***Article 11***

The use and availability of the funds of the Association provided under the basis mentioned in the previous article is made in a manner set out in this Statute and the other legal norms and acts of the Association.

### ***Article 12***

The decision for the use and availability of the funds is made by the bodies of the Association, in accordance with the competences set out in this Statute, who undertake measures for economic appropriate use of the funds and prevention and elimination of the irregularities.

### ***Article 13***

NDC Skopje is adopting an annual financial plan for the income and expenses of the Association. The financial plan consists of the income provided as per Article 10 of the Statute, as well as the expenses for the social activity, salaries for the employees, joint expenditures of the employees, material costs for the operation of the Association and other operation related expenses.

## **6. BODIES OF THE ASSOCIATION**

### ***Article 14***

These are the bodies of the Association:

- **Assembly**
- **Managerial Board**
- **Executive Office**

### **A. Assembly**

#### ***Article 15***

The Assembly of NDC Skopje is the highest body of the Association and it consists of all members of the Association.

The Assembly meets when necessary, at least once per year.

#### ***Article 16***

A session of the Assembly is summoned by the President of the Assembly.

A session of the Assembly can be also summoned upon proposal of the Managerial Board or 1/5 of the total number of members of the Assembly.

If the President of the Assembly within 14 days from the day of the given proposal does not summon a session, then the session will be summoned by the Managerial board or the initiators.

The sessions of the Assembly are managed by the working Presidency.

The modality for summoning the sessions and the work of the Assembly of the Association is determined with the Protocol for operation of the Assembly.

#### ***Article 17***

The Assembly can bring a valid decision if more than half of the total number of members is present.

The Assembly is usually making the decisions with majority votes of the present members with public voting, but not less than one third of the total number of members of the Assembly.

## **Competences of the Assembly:**

### ***Article 18***

- Brings the Statute of NDC Skopje and adopts changes and amendments to it;
- Elects the President of the Assembly and the working Presidency;
- Elects and dismisses the members of the Managerial Board;
- Adopts program orientation for the operation of the Association for a period of 4 years, in the form of short-term plan and the annual program;
- Reviews and adopts the activity report of the Managerial Board between two assemblies;
- Reviews and adopts the report on the material and financial condition of the Association between two assemblies.

## **B. Managerial Board**

### ***Article 19***

The Managerial Board (hereinafter: MB) of NDC Skopje consists of 11 members.

### ***Article 20***

The members of the MB are being elected by the Assembly with the majority of the number of members who have voted, but not less than one half of the total number of members. The elections for members of the MB are being called by the President of the Managerial Board, two months before the expiration of the period for which the present MB is being elected. If they fail to elect as many members as the MB has, the procedure for election of the empty seats in the MB will be repeated within two months.

### ***Article 21***

The mandate and the engagement of a member of the MB is on a voluntary basis with a duration of 2 (two) years and he/she will remain a member until the appointment of a new member of the MB, i.e. until resignation, death or until he/she is dismissed from his/her duties.

In order to maintain the organizational continuity of the operation of the Board, part of the members of the MB may stay on duty for additional 2 (two) years with re-election at the Assembly.

## ***Article 22***

### **Competences of the MB:**

- Provides implementation of the statutory and program tasks of NDC Skopje, as well as the decisions and conclusions of the Assembly;
- Brings a short-term plan, annual program and activity plan, upon proposal of the Executive Office;
- Brings a financial plan and adopts the annual balance sheet of the Association;
- Proposes changes and amendments to the Statute;
- Approves important agreements and contracts of the Executive Director;
- Summons sessions of the Assembly;
- Brings decisions for prizes, praise notes and awards;
- Brings decisions for procurement and write-off of the fixed assets;
- Gives permission to the Rulebook for the organization of the activities and working tasks of the Executive Office of NDC Skopje;
- Assigns tasks to the Executive Office of NDC Skopje;
- Brings decisions upon pleas and complaints;
- Assigns, evaluates and gives support to the Executive Director;
- Undertakes activities for raising funds in order to accomplish the mission;
- Presents and promotes the organization in the general public;
- Decides upon establishment of commissions and bodies of the Association on proposal of the Executive Office;
- Performs other duties which arise from the needs of the Statute of the Association and the Law.

## ***Article 23***

Members of the MB may be released from the responsibilities on their request before the expiration of their mandate with a decision from the MB.

Member of the MB may be dismissed before the expiration of his/her mandate with the votes from the MB only in the following cases:

- If the member acted in breach of the Constitution and the Laws of Republic of Macedonia, as well as in breach of the Statute of NDC Skopje;
- If the member acts in breach of the mission, goals, tasks and programs of NDC Skopje;
- If a common consent is reached that the membership with NDC Skopje is not in common interest;

- If the member is not active and does not realize his/her duties in a period longer than 6 months;
- If the member does not respect the provisions for conflict of interest defined in the Rulebook for operation of the MB.

In case of death, resignation or dismissal of a member of the MB, the MB has the right to invite a new member to take over the duty for the remaining period.

#### ***Article 24***

The MB brings decisions with majority of the votes of the present members of the MB.

The quorum of the MB consists of six members. The Managerial Board is responsible for its operations in front of the Assembly of the Association.

The Managerial Board meets at least 4 times in the year.

The session of the Managerial Board is summoned by the President of the MB.

The session is run and chaired by the President and when absent, by another member of the MB on a rotation alphabetic basis of the last name.

The Executive Director participates in the work of the MB and is not entitled to vote. The modality for summoning the session and the work of the Managerial Board are set out in the working Protocol.

#### ***Article 25***

The Managerial Board elects a President among its members with a mandate of 2 years.

The members of the MB elect the President of the Managerial Board with the majority of the number of members who have voted, but not less than one half of the total number of members.

The President of the MB represents the Association.

The mandate of the President of the MB is two years with the right to re-election for another mandate.

## ***Article 26***

### **Competences of the President of the MB:**

- Chairs all meetings of the MB;
- Summons urgent and special meetings of the MB;
- Is a member of the working Presidency of the Assembly;
- Consults with the Executive Director about the program of the meetings of the MB;
- Holds the right, just like the other members to offer solutions, discuss about matters and vote on them;
- Signs documents for which a signature of the President is necessary and the acts brought by the Managerial Board;
- Communicates with the individual members of the MB about their responsibilities;
- Represents the Association in accordance with the authorizations set out in this Statute;
- May transfer the authorizations for representation of the Association to the Executive Director.

## **C. EXECUTIVE OFFICE**

### ***Article 27***

The Association establishes an Executive Office, which performs the duties and tasks of the Association. The Executive Office consists of an Executive Director and the necessary staff.

The members of the Executive office are persons employed with the Association and their rights and obligations are being regulated with the Law on Labor Relations.

The organization and the operation of the Executive Office are being regulated with acts which are brought by the Managerial Board, as well as with the Rulebook for operation of NDC Skopje.

### ***Article 28***

The Executive Office performs the managerial, expert and administrative matters, i.e. runs the day-to-day activities, services the bodies of NDC Skopje and administers the politics and programs approved by them.

The Executive Office:

- Prepares sessions of the Assembly and the Managerial Board of NDC Skopje;
- Manages and coordinates all planned activities within the frames determined with the annual

activity plan and the financial plan;

- Prepares strategic, medium-term and annual programs and activity plans and financial plans;
- Manages the financial resources, mobilizes new funds, negotiates and makes agreements with donors and other financiers;
- Performs office duties, runs the archive and accountancy;
- Submits activity reports and financial reports;
- Identifies new users, evaluates the applications for financial support, prepares documentation and takes care of the implementation of the program activities, monitors and evaluates them;
- Maintain contacts with other organizations and institutions in the realization of the program goals;
- Maintain public relations.

#### ***Article 29***

The Executive Director is appointed by the Managerial Board.

The mandate of the Executive Director is four years, with the right to re-election and according to the Rulebook for operating. The Executive Director is responsible in front of the Managerial Board.

The Executive Director manages the Executive Office and elects the staff based on the principles of efficiency, competitiveness, integrity and affirmation in accordance with the Rulebook for operating of NDC Skopje.

The Executive Director plans, organizes and implements the operations of the Executive Office. He/she represents the Association in the legal system and towards third parties.

## **7. TERMINATION OF THE ASSOCIATION NDC Skopje**

#### ***Article 30***

NDC Skopje will terminate its activities if:

- a decision is brought on the Assembly of the Association of citizens with two-third majority;
- the number of members of the Association has decreased below the number determined for establishment;
- the Constitutional Court of Republic of Macedonia brings a decision that the Program and the Statute of NDC Skopje are not in accordance with the Constitution;
- it is determined that the Association of citizens has terminated its operations;

- in other cases foreseen with the Law.

In case of termination of the operations of NDC, the property and resources that will remain after settling the obligations will be managed by Republic of Macedonia.

## **8. CLOSING PROVISIONS**

### ***Article 31***

This Statute enters into force the next day after its adoption.  
Interpretation of the provisions of this Statute will be given by the Assembly of NDC Skopje.

***Skopje, 04.12.2007***

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***President of NDC Skopje***