



**Non-government organization  
"Ekspedicija - EXPEDITIO"  
Kotor, Montenegro**

# **Statute**

**Kotor, December 2004**

According to the provisions of Article 11 of the Law on non-government organizations ("Official Register of the Republic of Montenegro", no 27/99) EXPEDITIO, at its session of 15th November 2004, adopts adjusted and amended:

## **STATUTE of non-government organization "Ekspedicija-EXPEDITIO" from Kotor**

### **Article 1.**

This Statute defines name and seat of the Non-government association Ekspedicija-EXPEDITIO, its aims and activity, internal organization, managing and control bodies, their competences, methods of their election and dismissal, methods of financing and managing property of the Non-government association Ekspedicija-EXPEDITIO, termination of its work, as well as other relations relevant to the work and activity of the Non-government association Ekspedicija-EXPEDITIO.

### **Article 2.**

The organization is operating exclusively for charitable, scientific, educational purposes under the laws of the Republic of Montenegro in which it is incorporated.

### **Article 3.**

#### **Name and seat**

---

The name of the Association is: **EXPEDICIJA-EXPEDITIO** (in further text: **EXPEDITIO**)

The seat of the Association is in Kotor.

EXPEDITIO acts on the territory of Montenegro and it can establish offices outside its seat, in or outside Montenegro, in accordance with the Assembly decision.

EXPEDITIO has a seal and a stamp.

EXPEDITIO seal is square in shape, with the organization's logo.

EXPEDITIO stamp contains a logotype, a bookkeeping number and a date.

### **Article 4.**

#### **Vision and mission**

---

EXPEDITIO vision is: **Organized space for better life.**

EXPEDITIO mission is: **Encouraging sustainable space development as well as enhancing urban and rural areas in Montenegro through activity in the fields of architecture, urban planning, town planning, environmental protection, and public advocacy.**

#### **Article 5.**

No assets or income of the organization may be distributed to, or applied for the benefit of, a private person or non-charitable organization other than pursuant to the conduct of the organization's charitable activities, or as payment representing the fair market value of property purchased, or as reasonable compensation for services provided.

#### **Article 6.**

The organization may not have any shareholders or members who have a proprietary interest in the income or assets of the organization.

#### **Article 7.**

The organization is not permitted, other than as an insubstantial part of its activities:

- to engage in activities that are not for charitable, scientific or educational purposes, or
- to attempt to influence legislation, by propaganda or otherwise

#### **Article 8.**

The organization is not permitted to directly or indirectly participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office.

#### **Article 9.**

##### **EXPEDITIO activities**

---

For the purpose of achieving its Vision and Mission, EXPEDITIO performs the following activities in the fields of architecture, urban planning, town planning, visual arts, culture, design and public advocacy:

- Promotes the principle of sustainable development and modern trends in the fields of architecture, urban planning and town planning;
- Promotes values and importance, together with addressing the problems, of created and natural environments and architectural heritage;
- Identifies problems, promotes and participates in finding solutions for devastated and endangered localities through concrete projects (researches, studies, workshops...);
- Promotes green building principles (a green house, eco-tourism,...);
- Organizes scientific, expert and researching projects within the fields of its activity;
- Publishes printed and electronic material from the fields of its activity;
- Cooperates with universities, expert associations and other organizations from public, economic and nonprofit/NGO sectors in Montenegro and abroad, which engage in related activities;
- Connects public, economic and NGO sectors as well as the citizens, with a view to establishing a better mutual cooperation;
- Enhances the work of non-government sector, contributes to development and enlargement of NGO capacity in the region of Boka Kotorska;

- Organizes trainings aimed at acquiring skills and knowledge from the fields of organizational development, conducting efficient public advocacy campaigns, intersector cooperation as well as from other fields of interest to sustainable and successful work of members of government, non-government and economic sectors;
- Provides consulting services to representatives of non-government organizations, state bodies and institutions and economic subjects;
- Distributes and manages resources for grant allocation to non-government organizations and individuals;
- Provides services of monitoring and evaluation of projects;
- Creates and updates data base of non-government organizations, state bodies and institutions on local and republic levels, media and donors;
- Provides assistance and advises non-government organizations and other interested parties on preparation, implementation and evaluation of programmes, projects and initiatives in accordance with the requests of domestic and foreign donors;
- Provides services within the fields of its activity, with a view to achieving sustainability;
- Performs other activities in relation to achieving its vision and mission;

#### **Article 10.** **Membership**

---

**A member of EXPEDITIO can be any person who accepts vision, mission and the Statute of EXPEDITIO. The decision upon admission to the membership is made by the Executive Board.**

**The membership in EXPEDITIO terminates upon resignation or dismissal.**

**The final decision upon dismissal is made by the EXPEDITIO Assembly, at the proposal of the Executive Board.**

**The procedure of admission to and dismissal from the membership is regulated by the Managing Board in a separate act, in accordance with this Statute.**

#### **Article 11.** **Rights and obligations of members**

---

**A member has the right to:**

- participate, on equal basis with other members, in achieving the goals of EXPEDITIO;
- elect and be elected in EXPEDITIO bodies;
- be timely and thoroughly informed about the work and activities of EXPEDITIO.

**A member has the obligation to:**

- contribute actively to achieving the goals of EXPEDITIO;
- participate, according to their possibilities, in activities of EXPEDITIO;
- pay membership fee, if such an obligation is assigned by the Statute or any other act of internal organization;
- exercise other functions entrusted by the Executive Board concerning achievement of the statute goals of EXPEDITIO.

## **Article 12.**

### **Internal organization**

---

The organization's bodies are: the Assembly, the Managing Board and the Executive Board. The association has an executive director, a financial manager and one or more program managers who are appointed by the Executive Board.

EXPEDITIO employs staff according to internal systematization and description of positions, pursuant to the Law, this Statute and the general acts of EXPEDITIO.

The Internal systematization Act is within the competence of the Managing Board.

## **Article 13.**

### **The Assembly of EXPEDITIO**

---

EXPEDITIO Assembly consists of members of the Managing Board, the Executive Board and honorary members.

The Assembly meets on regular basis once a year.

The extraordinary Assembly session can be called at the justified proposal by the Executive Board,  $\frac{1}{2}$  of members of the Managing Board or at the initiative of at least  $\frac{1}{3}$  of members.

## **Article 14.**

The Assembly of EXPEDITIO:

- by its decision appoints members of the Managing Board;
- passes its Operating procedure and the Managing Board Operating procedure
- evaluates the work of EXPEDITIO and gives recommendations and proposals to the Executive Board in relation to the activities of EXPEDITIO;
- elects, appoints and dismisses Executive director;
- decides upon the termination of work of EXPEDITIO;
- gives proposal to the Executive Board on managing the property of EXPEDITIO in case of termination of work;
- approves strategic plans of EXPEDITIO;
- exercises other functions assigned by the Statute and the Operating procedure of EXPEDITIO Assembly.

## **Article 15.**

A member of the Executive Board, appointed by the Executive Board, calls the Assembly sessions, conducts the sessions, maintains the order, announces the Assembly decisions and performs other activities assigned by the Statute and the Operating procedure of the Assembly.

## **Article 16.**

The Assembly makes decisions at its session, by a majority vote of present members.

The Assembly decisions are valid if more than  $\frac{1}{2}$  of members are present.

## **Article 17.**

### **The Managing Board of EXPEDITIO**

---

The Managing Board, consisting of at least 5 members, supervises work of EXPEDITIO and decides upon strategic questions.

The Managing Board members do their work on volunteer basis and for that function they cannot receive money or fixed payment. Expenses of the Managing Board members incurred in relation to performing activities on behalf of EXPEDITIO are covered by EXPEDITIO in accordance with adopted policy and procedures for expenses coverage from resources of EXPEDITIO.

On electing the Managing Board, equal sexual, ethnic, religious and age structure will be taken into account.

Election and appointment of the Managing Board members is defined by the the Managing Board Operating procedure adopted by the Assembly of EXPEDITIO.

## **Article 18.**

### **The Managing Board:**

- adopts its Operating procedure;
- gives support in timely providing adequate resources necessary for the work of EXPEDITIO;
- assists in creating efficient organizational planning;
- assists in providing adequate resources necessary for the work of EXPEDITIO;
- contributes to managing resources efficiently;
- assists in enhancing the status and image of EXPEDITIO in public;
- gives advices and supervises creation of programmes and services provided by EXPEDITIO;
- contributes to building and maintaining good reputation of the organization in public;
- observes/supervises conduction of legal and ethic integrity and legitimacy of work of EXPEDITIO;
- observes/supervises timely and successful realization of the Strategic plan;
- performs other activities assigned by the Statute.

The Managing Board decisions are valid if more than  $\frac{1}{2}$  members are present, and decisions are made by a majority vote of present members.

## **Article 19.**

The Managing Board meets on regular basis once in 6 months and extraordinary sessions are called according to need.

The methods of work and decision making procedure of the Managing Board are defined by the Managing Board Operating procedure.

## **Article 20.**

### **The Executive Board of EXPEDITIO**

---

**The Executive Board of EXPEDITIO consists of at least 3 members.**

**The Executive Board consists of an Executive director, a Financial manager, a representative of staff and coordinators of the organization's sectors.**

**The Executive Board members are appointed and dismissed by the Assembly of EXPEDITIO.**

## **Article 21.**

### **The Executive Board:**

- **conducts the activities of EXPEDITIO in all fields of activity (program, financial, organizational...),**
- **decides upon forming and managing of EXPEDITIO program sectors and their activities**
- **ensures that the activities of EXPEDITIO are regularly conducted in accordance with the Strategic plan and other internal acts of EXPEDITIO;**
- **according to need, establishes commissions and other bodies of EXPEDITIO and appoints their managers;**
- **provides efficient and adequate organizational planning and organization;**
- **passes internal acts which regulate the organization's functioning, especially the acts regulating systematization and description of positions, internal operational systems, systems of storing and keeping record of the documents, financial management and internal and external communication;**
- **provides efficient and visible management of resources;**
- **directs and supervises improvement and development of programmes and services of EXPEDITIO;**
- **enhances the position and image of EXPEDITIO in public;**
- **establishes and maintains contacts and cooperation with the representatives of other non-government organizations in the country and abroad, public and economic institutions and media;**
- **provides efficient functioning of the informational system of EXPEDITIO;**
- **chooses, employs, evaluates staff and cooperators;**
- **decides upon engaging staff in certain activities in accordance with the internal acts of EXPEDITIO;**
- **enhances legal and ethic integrity and ensures legitimacy of work ;**
- **assumes attitude towards opinions, recommendations and proposals by the Managing Board;**
- **performs other activities assigned by the Statute.**

**Article 22.**  
**Executive director**

---

**Executive director is elected and appointed by the Managing Board.**  
**Executive director:**

- **represents EXPEDITIO;**
- **evaluates performance of EXPEDITIO staff;**
- **signs general acts of EXPEDITIO;**
- **signs and approves execution of financial orders;**
- **proposes the Strategic plan to the Assembly as well as adjustments and amendments to the Strategic plan;**
- **coordinates the work of EXPEDITIO staff with that of the Managing Board and the Council;**
- **ensures timely preparation and delivery of materials for sessions of EXPEDITIO bodies, ensures that their acts are conducted and prepares reports on work of EXPEDITIO;**
- **ensures adequate use of financial resources and property of EXPEDITIO;**
- **conducts other functions and tasks entrusted by the Executive Board.**

**Article 23.**  
**Conflict of interests**

---

**By conflict of interest we mean any situation in which personal interests of members of the Assembly, members of EXPEDITIO, members of the Managing Board, the Executive Board and the organization's staff come into conflict with the interests of EXPEDITIO.**

**The methods to identify existence of conflict of interests and the procedure of its resolution are determined by a separate act of EXPEDITIO passed by the Assembly.**

**Article 24.**  
**Financing and managing property of EXPEDITIO**

---

**Resources necessary for the work of EXPEDITIO are acquired from voluntary donations, gifts, financial grants, fees for provided services, interests on deposits, dividend, rent and in other ways approved by the law.**

**Article 25.**  
**Property of EXPEDITIO consists of goods and money which are listed in inventory at the moment of establishment, all the income that EXPEDITIO realizes as well as other goods acquired during the work.**

**The methods to acquire, manage and use financial and fixed resources are regulated by the internal acts of EXPEDITIO.**

**The Assembly decides upon the acquisition and transfer of fixed resources.**

**Article 26.**  
**Transparency of work**

---

**The Executive Board regularly informs the members and public about the work and activities of EXPEDITIO, directly or through its publications, that is through public announcements.**

**Documents of EXPEDITIO are public identity papers and they are available for inspection by any person, in accordance with the law.**

**Article 27.**

**Cooperation with other organizations**

---

For the purpose of achieving its goals, EXPEDITIO establishes contacts and cooperation with other expert, scientific, educational and related associations and organizations in the country and abroad.

EXPEDITIO can join other domestic or international associations engaged in the same or similar statute activities, and the decision upon this is made by the Executive Board.

**Article 28.**

**Termination of work**

---

Decision upon termination of work of EXPEDITIO is made by the Assembly of EXPEDITIO.

**Article 29.**

Upon any liquidation or dissolution of the organization, all remaining assets of the organization must be distributed to another not-for-profit organization with similar purposes or to a governmental instrumentality.

**Article 30.**

The Assembly of EXPEDITIO will appoint the Managing Board on the date of adoption of this Statute.

**Article 31.**

This Statute enters into force on the date of its adoption by the Assembly of EXPEDITIO.

**Place: Kotor**

**Date: December 2004**

**Executive director**

  