

# STATUTE

of the  
MACEDONIAN  
CENTER FOR  
INTERNATIONAL  
COOPERATION





**Macedonian Center for International Cooperation**

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**INTERNATIONAL COOPERATION**

Skopje, May 2011

**TABLE OF CONTENTS**

I. GENERAL PROVISIONS .....	3
II. GOALS.....	4
III. MANAGEMENT AND ORGANIZATIONAL STRUCTURE.....	5
1. Management Bodies .....	5
2. Joint Provisions .....	5
3. Council .....	8
4. Governing Board .....	10
5. Supervision Committee .....	11
6. Board of Directors .....	12
7. Executive Office .....	14
IV. FUNDING AND BUSINESS PLANNING .....	15
V. PROTECTION OF MCIC INTERESTS.....	16
VI. PUBLICITY IN THE WORK AND DISSEMINATION OF INFORMATION .....	18
VII. STATUTE AND ACTS OF MCIC.....	19
VIII. RELATIONS WITH OTHER INSTITUTIONS.....	20
IX. TRANSFORMATION, STATUTORY CHANGES AND TERMINATION OF MCIC's WORK.....	20
X. STATUS OF MCIC .....	21
XI. PROVISIONAL AND FINAL PROVISIONS .....	22

Pursuant to the Articles 31 and 34 of the Law on Associations and Foundations (Official Gazette of the RM no. 52/10) and the Articles 36 and 90 of the Statute of the Macedonian Center for International Cooperation (01-373/1-2008), at the regular IV session held on May 12, 2011 the Council has adopted the following

## **S T A T U T E**

### **of the Macedonian Center for International Cooperation**

#### **I. GENERAL PROVISIONS**

##### Definition of the organization

###### Article 1

The Macedonian Center for International Cooperation (hereinafter: MCIC) is a civil society organization committed for changes and resolution of societal challenges, bringing benefits to the marginalized and the disadvantaged groups.

##### Name of the organization

###### Article 2

The original name shall be “Македонски центар за меѓународна соработка” – Makedonski centar za megjunarodna sorabotka.

The English name shall be: Macedonian Center for International Cooperation.

The Macedonian abbreviation shall be “МЦМС” (MCMS).

The organizational units of MCIC shall work on behalf of MCIC, stating the name and headquarters of the organization unit.

##### Founders

###### Article 3

Initiators and founders of MCIC are:

1. Mirko Spiroski, bul. Naroden front br. 13/45, Skopje;
2. Ivan Tulevski, ul. Kocanska br. 3a, Skopje;
3. Nataša Gaber, ul. Leninova br. 16, Skopje;
4. Teuta Krašnica- Čučkova, bul. Naroden front br. 31/3, Skopje;
5. Savka Todorovska, ul. Orce Nikolov br. 164, Skopje;
6. Sašo Klekovski, ul. Partizanski odredi br. 82/2-16, Skopje;

Other founders are:

7. Nurije Kadriu, ul. Gjorgji Pophrstov br. 6/7-17, Skopje;
8. Zoran Kostov, ul. Vidoe Smilevski br. 29/2-6, Skopje;
9. Muhamed Toči, ul. Nikola Tesla br. 10, Gostivar;
10. Dragi Kostadinovski, ul. III Makedonska brigade br. 3/3, Skopje;
11. Zejnula Fazliu, s. Kondovo, Saraj;
12. Mihail Cekov, ul. Zagrebacka br.4, Strumica;
13. Aneta Andonova, ul. Otokar Keršovani br. 15, Skopje;
14. Arifi Seljam, ul. Nikola Parapunov br. 5/1-5, Skopje;
15. Abdurauf Prusi, ul. Nikola Petrov br. 11, Skopje;
16. Behixhudin Šehapi, ul. Njegoševa br. 9, Tetovo;
17. Andon Markovski, ul. Bukureska br. 63, Skopje;
18. Vite Isjanovski, ul. Helsinki br. 8, Skopje;
19. Biljana Stevanoska, bul. Jane Sandanski br. 61/47, Skopje;

20. Sveto Stefanovski, bul. Sv. Kliment Ohridski br. 21/19, Skopje;
21. Jordanka Kusitasevska, ul. Borka Talevski br. 25, Skopje;
22. Nadeža Hristova - Gerasimovska, bul. Dame Gruev br. 1-7/15, Skopje;
23. Meto Jovanovski, ul. Partenie Sografski br. 51, Skopje;
24. Mitko Kržovski, bul. Partizanski odredi br. 64a-1/12, Skopje; and
25. Sašo Strezoski, ul. Kej na revoluzijata br. 5/3, Kočani.

### Exhaustion of the Founders' Rights

#### Article 4

The founders of MCIC have exhausted their rights and responsibilities following the act of establishment of the MCIC.

The Statute, the general and specific acts shall not define special rights and responsibilities of the founders of MCIC.

## **II. GOALS**

### General Policy and Strategy

#### Article 5

Vision, long-term goals, mission, values and activities of MCIC shall be defined in the relevant documents of the general policy and strategy.

### Vision

#### Article 6

The vision of MCIC shall be peace, harmony and prosperity of the people in Macedonia, Balkans and globally.

### Mission

#### Article 7

MCIC shall strive to stimulate and lead changes in innovative way and shall establish alternative models for resolution of the societal challenges, which affect the other actors and are part of the mainstreams.

### Long-term Goals

#### Article 8

Long-term goals shall be the following:

- Social cohesion and poverty reduction;
- Sustainable local and rural development;
- Good governance, participation and policies for and from the people;
- Rooted and dynamic civil society, which influences public policies;
- Accepted cultural diversity, interdependence and dialogue;
- Supported Euro-integration process and enhanced regional cooperation;
- MCIC – independent and credible organization, capable of establishing strong and effective partnerships and alliances based on equality;
- MCIC is attractive, innovative and learning organization, with local roots and global view.

### Target Groups

#### Article 9

The target group of MCIC shall be constituted of citizens (people), irrespective of their belonging and determination. MCIC shall in particular focus on the marginalized and disadvantaged groups.

### Principles

#### Article 10

MCIC's work shall be based on the following principles: participation, transparency and accountability, partnership, tolerance, entrepreneurship, sustainability and equal opportunities.

## Methodology and activities

### Article 11

MCIC shall realize its goals and objectives through advocacy and development, particularly, but not exclusively, of capacities, and in exceptional cases through social-humanitarian work, such as in cases of natural disasters or as an alternative model.

The main business process of MCIC shall be programme management.

MCIC shall realize its goals through its main activity of organizations on the basis of membership, including (but not limited to) improvement of activities of public interest or emphasizing certain societal challenges, through educating the public, political influence, founding funds etc (NKD number 94.99).

Main public interest activity of MCIC is development of democracy, civil society and human rights and other activities are poverty reduction, social inclusion, local and rural development, support in case of natural catastrophes.

MCIC performs other activities in line with this Statute and its general policy and strategy.

## Territory of Activity

### Article 12

MCIC shall be active in Macedonia, the Balkans and globally.

## Period of Activity

### Article 13

MCIC shall be established for an indefinite period of time.

## **III. MANAGEMENT AND ORGANIZATIONAL STRUCTURE**

### **1. Management Bodies**

#### Bodies for General Management, Supervision and Day-to-Day Management

##### Article 14

The general management bodies and supervision (of the management) or non-executive bodies of MCIC shall be: Council, Governing Board and Supervision Committee.

The body of the day-to-day management or an executive body shall be the Board of Directors.

### **2. Joint Provisions**

#### Principle of Non-Execution

##### Article 15

The Council, the Governing Board and the Supervision Committee shall be solely comprised of non-executive members, i.e. members that are not involved in the day-to-day management and are not hired by MCIC.

#### Election of Members

##### Article 16

The members of the Council and the Governing Board shall be elected by the Council.

The members of the Supervision Committee shall be elected by the Governing Board.

The candidates for members of the general management and supervision bodies shall be persons with integrity, competency and affirmation.

The Council shall adopt the rules for election of members of the general management and supervision bodies.

## Equality and Affirmation

### Article 17

The members of the Council and the Governing Board shall appropriately represent the society, shall be representative in regards of the gender, age, ethnic origin, religious beliefs, ideological and partisan beliefs, geographical origin, relevant knowledge and skills.

## Non-partisanship

### Article 18

The members of the MCIC's bodies shall not represent special ideological and partisan convictions.

The members of the MCIC's bodies shall not be involved in any partisan activities, such as direct participation in elections or election campaigns. In such cases, they shall put their membership in MCIC's bodies on hold.

## Multiple Stake-holding Approach

### Article 19

MCIC shall reflect the spirit of partnership among various stakeholders in the area of MCIC's objectives. The Council and the Governing Board shall reflect the different societal interests and actors in the area of MCIC's activity and their members shall be prominent persons from the civil society organizations, churches and faith communities, research and development institutions, notable persons with influence in the public, media, private sector, local governments and international organizations.

Civil society organizations shall mean organizations registered pursuant to the relevant law (on associations of citizens and foundation), which mission coincides with one or several objectives of MCIC. Priority shall be given to membership-based organizations on national or regional level, with operations that yield significant results and influence.

Churches and faith communities shall mean churches and faith communities and faith-based social organizations registered pursuant to the relevant law.

Research and development institutions shall mean institutions for research, development, consultancy and promotion of activity, irrespective of the legal form (organization, enterprise or institution), with a mission corresponding to one or several objectives of MCIC, active on national or regional level, with operations that yield significant results and influence.

Private sector shall mean membership-based organizations, such as associations of employers, workers, professional organizations and economic chambers, as well as eminent entrepreneurs and managers as well as organizations based on social responsibility of enterprises.

International organizations shall mean foreign or multilateral institutions and organizations active in Macedonia, the Balkans and globally.

National level shall mean Macedonia; regional level shall mean the Balkan region in the broader sense and the internal region in the narrower sense (operations/activities in at least ten municipalities).

## Representation in Personal Capacity

### Article 20

The members of the general management and supervision bodies shall act in personal capacity and shall make decisions based on their personal convictions.

## Method of Work

### Article 21

The general management and supervision bodies shall perform their work at sessions.

Quorum and Decision Making

## Article 22

MCIC bodies shall work and make decisions if majority of all members attend the session.

MCIC bodies shall make decisions with majority of votes of the present members, unless another type of majority has been defined by law or by this Statute or other conditions are prescribed in terms of the majority for making the decisions on certain specific issues.

The vote of the chairperson of the body shall be decisive in case of equal distribution of votes.

Session by Conference Call

## Article 23

The members of the bodies may participate and make decisions via conference call session.

Decision Making without Holding the Session or in Absence

## Article 24

The members of the bodies may make decisions without holding a session or in absence, if the members agree on the decision to be made by signing it or sending their signature by fax or e-mail.

Rights and Duties

## Article 25

The members of the general management and supervision bodies shall have the right and duty to participate in the work of the bodies in which they are elected, to give ideas and initiatives for developing general acts and to participate in performing other competences of the bodies in which they are elected, pursuant to the rules of procedure and the conclusions of the Council and the Governing Board.

Responsibility

## Article 26

The general management and supervision bodies collectively, and each member shall be individually responsible for their work in front of the body that elected them and shall be responsible for realizing the proclaimed objectives of MCIC.

Release from Duty and Resignation

## Article 27

The Chairperson of the Governing Board may propose a member of the general management and supervision bodies to be released from duty on his/her own initiative or upon the request of four members of the Council or two members of the Governing Board.

Recalling i.e. discharging of a member of the general management and supervision bodies shall not be requested by a person that nominated the member to be elected in the MCIC bodies.

The discharging of the members of the general management and supervision bodies may be proposed for not exercising the rights and responsibilities, pursuant to the Statute and the general acts of MCIC, particularly, but not exclusively, for: acting against or violating the provisions of the Statute, deviating from the long-term policy and strategy of MCIC, representation of MCIC that is not corresponding to the role and identity of MCIC, unexcused absence to at least three consecutive sessions of the general management and supervision bodies.

If the proposal for release of duty refers to the Chairperson of the Governing Board upon request of four members of the Council or two members of the Governing Board, the request shall be forwarded directly to the Council.

A member of the general management and supervision bodies shall have the right to resign.

The election for the empty seats shall be within the original mandate.

The decision on the issues pertaining to this Article shall be made by the Council, i.e. the body that makes decision on the elections, with majority of votes from the voting members, but not less than a third of the total number of members.



### Permanent and Temporary Working Bodies

#### Article 28

For discussion on issues from their scope of work, the Council and the Governing Board shall establish committees and other working bodies, of permanent or temporary character.

### Compensation for the Members of the Bodies

#### Article 29

The members of the general management and supervision bodies shall be entitled to compensation of the costs or lost income incurred as a result of their participation in the work of the general management and supervision bodies of MCIC.

The amount of the compensation shall be regulated with a decision of the Council.

## **3. Council**

### Definition of the Council

#### Article 30

The Council of MCIC (hereinafter the Council) shall be the highest body of the general management and supervision of MCIC.

The Council shall execute its rights and obligations pursuant to and within the Statute and the general acts of MCIC.

### Number of the Members of the Council

#### Article 31

The Council shall be constituted of nineteen to twenty-five members.

The number of the Council's members shall be established by the Council with majority of the total number of members.

### Election and Mandate of the Council

#### Article 32

The members of the new Council shall be individually elected by the existing (current) Council with majority of the number of the voting members of the Council, but no less than one third of the total number of members.

The elections for members of the new Council shall be called by the Chairperson of the Governing Board, at least one month prior to the expiration of the existing Council.

Unless the composition of the Council is fulfilled, the procedure shall be repeated to elect the remaining members of the Council.

The term of office of the members of the Council shall be four years, and may be re-elected twice.

### Quota of the Council

#### Article 33

Pursuant to the multiple stake-holding approach, the Council shall have the following quota:

- at least five members from the civil society organizations;
- at least three members from the churches and faith communities;
- at least two members from the research and development institutions;
- at least two members from the prominent persons with influence in the public and media;
- at least two members from the private sector;
- at least two members from the local self-government;
- at least one member from the international organizations.

Proposing Members of the Council

## Article 34

The candidates for members of the Council may be nominated by the members of the Council and the Governing Board may apply on their own or to be nominated by the corresponding institutions.

The candidates for members of the Council may nominate at least three members from the previous composition of the Council or two members of the Governing Board and may submit their own application.

One person may nominate only one candidate for the Council.

The list of corresponding institutions entitled to nominate members shall be established by the Council, upon the proposal of the Governing Board.

The members of the Council shall be elected from the nominees, whose number should exceed the number of the members to be elected.

The elections shall be chaired by a Nomination Committee, previously appointed by the Council.

The procedure and method of elections shall be regulated with a general act of MCIC.

Co-optation a Member of the Council

## Article 35

For improving the affirmation, additional two members may be involved in the work of the Council, without election procedure but with co-optation.

Scope of the Council

## Article 36

The Council of MCIC shall:

- adopt the general policy and strategy;
- adopt, amend and modify the Statute;
- approve the annual report, including the financial and audit reports;
- elect members of the Governing Board;
- select independent auditor (auditing company);
- make decision on big business deals;
- decide on statutory changes and termination of MCIC's work;
- perform other works pursuant to the Statute and general acts of MCIC.

Work of the Council

## Article 37

The Council shall perform its work on sessions.

The Council shall have at least one session per calendar year, and whenever such need arises.

The sessions of the Council shall be convened by the Chairperson of the Governing Board, upon own initiative or upon request of the Governing Board or upon request of five members of the Council.

If the Chairperson of the Governing Board does not convene a session in fourteen days after the given proposal, the session shall be convened by the Governing Board or the initiators.

The Council shall adopt rules of procedure with majority votes of the total number of members.

Chairing the Sessions

## Article 38

The session shall be chaired by the Chairperson (Chairperson of the Council).

The Chairperson of the Council shall be elected at each session, upon proposal of the Governing Board or three members of the Council. Any member of the Council, except the members of the Governing Board, may be elected for Chairperson.

### Voting in the Council

#### Article 39

The Council shall make decision with public voting, unless otherwise prescribed by the law or this Statute.

Secret ballot shall be used for election and dismissal of a member of the Council and the Governing Board.

### Minutes of the Council's Meeting

#### Article 40

Minutes of the Council's sessions shall be taken, including data established with the rule of procedures.

The minutes shall be taken by a secretary or notary public in case of election of members of the Council or the Governing Board and shall be certified by the Chairperson of the Council and the Chairperson of the Governing Board.

## **4. Governing Board**

### Definition of the Governing Board

#### Article 41

The Governing Board is the body of the general management and supervision of the day-to-day work of MCIC.

The Governing Board shall execute its rights and responsibilities pursuant to and within the Statute and the general acts of MCIC.

### Number of Members of the Governing Board

#### Article 42

The Governing Board shall be constituted by at least seven, but no more than nine members, including: chairperson, deputy chairperson and five to seven members.

The number of the members of the Governing Board shall be established by the Council.

### Election and Mandate of the Governing Board

#### Article 43

The members of the Governing Board shall be elected by the Council with majority votes of the members of the Council, but no less than one third of the total number of members.

Unless the composition of the Governing Board is filled, the election procedure shall be repeated to elect the remaining members of the Governing Board.

The members of the Board shall have four-year term, and may be re-elected twice.

### Quota of the Governing Board

#### Article 44

Pursuant to the multiple stake-holding approach the Governing Board shall have the following quota: at least one member from the civil society organizations, the churches and faith communities, the research and development institutions, the private sector and the other groups that were not mentioned above.

The candidates for members of the Governing Board shall be proposed by two members of the Council. The same person can nominate up to two candidates for members of the Governing Board.

### Chairperson of the Governing Board

#### Article 45

The Chairperson shall be responsible for the work and decision making of the Governing Board.

When the Chairperson of the Board is absent or prevented from doing the duty, the deputy chairperson shall perform the work.

The Chairperson of the Governing Board and the deputy chairperson shall be elected by the Governing Board, with majority members of the total members of the Governing Board.

### Scope of Work of the Governing Board

#### Article 46

The Governing Board shall manage MCIC pursuant to the law, the Statute and general acts of MCIC.

The Governing Board shall:

- adopt future and annual business plans;
- adopt the general acts of MCIC, except the acts adopted by the Council and monitors the implementation of the Statute;
- approve the quarterly and semi-annual reports and monitors the implementation of the programme;
- apply good governance and takes care of the MCIC's property and assets;
- propose independent auditor (auditing company);
- approve the annual balance sheet;
- elect the Supervision Committee;
- approve the reports of the Supervision Committee and submits related reports to the Council;
- elect the Board of Directors;
- prepare, establish and implement the Council's decisions;
- perform other works pursuant to the Statute and general acts of MCIC and controls its work.

### Method of Work of the Governing Board

#### Article 47

The Governing Board shall perform its activity and shall make decisions at sessions.

The Governing Board shall have at least four sessions per calendar year.

The sessions of the Governing Board shall be convened by the Chairperson of the Governing Board, upon own initiative or upon request of two members of the Governing Board or upon request of five members of the Council or upon request of the Board of Directors. The Chairperson of the Governing Board must convene a session no later than fifteen days after the request is submitted.

The session shall be convened with an invitation, specifying the time and the venue of the meeting and draft agenda.

The minutes shall be taken, which shall be certified by the Chairperson and one member of the Governing Board and the Chief Executive Officer.

The Council shall adopt rules of procedure with majority votes of the total number of members.

## **5. Supervision Committee**

### Definition of the Supervision Committee

#### Article 48

The Supervision Committee shall be a permanent body elected by the Governing Board of MCIC.

The Supervision Committee shall execute its rights and responsibilities pursuant to and within the Statute and the general acts of MCIC.

### Composition of the Supervision Committee

#### Article 49

The Supervision Committee shall be constituted by at least three, but no more than five members.

The number of the members of the Supervision Committee shall be established by the Governing Board.

At least one member of the Supervision Committee shall be elected from the members of the Governing Board and the others from the members of the Council or independent members.

The members shall be familiar with the MCIC's work, financial management and auditing as well as the risks to which MCIC is exposed.

The members of the Supervision Committee shall elect own chairperson from its members.

### Scope of Work of the Supervision Committee

#### Article 50

The Supervision Committee shall:

- check, analyse and evaluate the financial reports of MCIC, taking care of the accuracy and transparency of the released financial information on MCIC's work, pursuant to the accounting regulations and the international accounting standards.
- analyse and evaluate the internal control systems;
- propose accounting policies;
- monitor the harmonization of MCIC's work with the regulations and standards pertaining to the accounting and financial reports;
- report at least twice a year to the Governing Board.

### Work of the Supervision Committee

#### Article 51

The Supervision Committee shall convene as necessary, at least twice a year and upon request of the Governing Board.

The work of the Supervision Committee shall be regulated with rules of procedures.

## **6. Board of Directors**

### Definition of the Board of Directors

#### Article 52

The Board of Directors shall be executive body i.e. body of day-to-day management of MCIC.

### Number of Members

#### Article 53

The Board of Directors shall be constituted of one or more members – executive directors. The number of executive directors in the Board of Directors shall be determined by the Governing Board.

In case of several members, the first member of the Board of Director shall have the title of Chief Executive Officer, while the second and following members shall have the title of Executive Director.

### Election and Mandate of the Board of Directors

#### Article 54

The Board of Directors shall be elected by the Governing Board with majority votes of the members, but no less than one third of the total number of members.

The Executive Directors shall be persons with integrity and competency. The Executive Directors shall not be persons that are already executive directors or legal representatives of another legal entity.

The Board of Directors shall be elected on open competition, published in at least two daily newspapers.

The method and procedure of selection shall be regulated with a general act adopted by the Governing Board. The Governing Board shall appoint Nomination Committee, implementing the procedure.

The Executive Directors shall have five-year term, with a right of re-election.

The Executive Directors shall sign management contract and shall be full-time employees of MCIC.

In case of reduction of the number of the members of the Board of Directors below the established one, the Governing Board shall appoint acting director until the selection of the Executive Director, but no longer than twelve months.

### Scope of Work of the Board of Directors

#### Article 55

The Board of Directors shall manage the business process of MCIC. The Board of Directors shall execute its rights and responsibilities pursuant to and within the Statute and the general acts of MCIC.

The Executive Directors shall be equally responsible and shall be equal in front of the Governing Board, shall submit reports and prepare the work of the Council, of the Governing Board and the other general management and supervision bodies, shall participate in their work ex-officio, without the right to vote and shall execute the decisions of the management and supervision bodies.

The Board of Directors shall:

- represent MCIC in the legal relations with third parties and shall be responsible for the communication and cooperation with third parties;
- monitor and analyse the situation, problems and public policies in MCIC's activity, provide forecasts and projections, raises initiatives and gives proposals for promotion of the work;
- take care (identifies, develops and implements) of the strategic planning and prepares future, annual and periodical programmes and business plans (together with financial plans). Responsible for their execution.
- submit periodical reports to the Governing Board and annual business reports to the Council of MCIC.
- manage the organization and develop organizational culture;
- manage the Executive Office, plan, organize and implement the work, establish appropriate working procedures, establish inventory and other committee;
- take care for proper and cost-effective utilization of MCIC funding, manages the cash flow, acquiring and disposition of property;
- make decision on the election of managers in MCIC;
- make decision on employment; guide and motivate the officers; establish indicators and evaluate the achievements;

The Board of Directors shall perform other works pursuant to the law, the Statute and the general acts of MCIC.

### Responsibility of the Board of Directors

#### Article 56

The Board of Directors shall be responsible for:

- legality, proper functioning and timely work of MCIC and providing working conditions pursuant to the law, the Statute and the general acts of MCIC.
- preparation and timely, objective and accurate presentation of financial reports;
- management and monitoring of the risks to which MCIC is exposed.

### Decision Making of the Board of Directors

#### Article 57

The Board of Directors shall make its decisions at sessions.

The sessions shall be convened and chaired by the First Executive Director.

Minutes shall be taken, which shall be certified by all present members of the Board of Directors.

The Board of Directors shall adopt rules of procedure with consensus of the members.

## Managing Persons

### Article 58

Besides the Board of Directors, there shall be other persons with special rights and responsibilities i.e. managers in MCIC.

The managers shall head certain parts of the business process of MCIC or the organizational units and branches.

The Governing Board shall decide on the number, name, type and scope of work of these managers.

The Board of Directors shall decide upon the election of the managers. The managers shall be elected with a four-year term, with right for re-election.

## Transfer of Authorizations

### Article 59

The Board of Directors may transfer some of its authorizations pertaining to the rights for representation of MCIC.

The authorizations may be transferred to managers or other employees of MCIC and with exception to outside associates.

The transfer of authorizations may refer to signing agreements and individual acts of MCIC.

In all cases stated in the previous paragraphs of this Article, the persons to whom the authorizations have been transferred shall submit report to the Board of Directors.

The authorizations shall not be transferred to third parties, without the decision of the Board of Directors.

## **7. Executive Office**

### Definition of the Executive Office

#### Article 60

MCIC shall be organized in Executive Office, which is responsible for the management, professional and administrative work i.e. the day-to-day work, providing support to the MCIC bodies and implementation of the policy and programmes approved by MCIC bodies.

### Composition of the Executive Office

#### Article 61

The Executive Office shall be constituted by the executive directors, managers and the project officers (staff, employees).

The Board of Directors shall select the project officers applying the principle of integrity, competency, efficiency and affirmation.

### Organization of the Executive Office

#### Article 62

The Executive Office shall be organized in Head Office and Branches.

Any MCIC's activity outside the Head Office may be organized in branches.

The Executive Office shall have organizational units. The organizational units, their number, type and scope of work, the branches i.e. the organization of the Executive Office shall be decided by the Governing Board.

The organization and work of the Executive Office shall be regulated with acts adopted by the Governing Board.

Scope of Work of the Executive Office

## Article 63

The Executive Office shall:

- monitor and analyse the economic and societal trends and problems;
- prepare the sessions of the general management and supervision bodies and the appropriate materials;
- implement all planned activities of MCIC according to the annual operational and financial plan;
- prepare mid-term and annual operational and financial plans;
- work with the funding to provide maximal returns, fund raising;
- perform the office work, maintain the archive and run the accounting;
- submit reports on the operations and finances;
- identify and draft programmes, prepare the documents and ensure the implementation of programme activities, their monitoring and evaluation;
- maintain the public relations.

Collegium

## Article 64

The Board of Directors shall establish the Collegium as an expert advisory body.

The Collegium shall be constituted of the managers.

The work of the Collegium shall be regulated with rules of procedures, adopted by the Board of Directors.

**IV. FUNDING AND BUSINESS PLANNING**Sources of Funding

## Article 65

MCIC shall be acquire and obtain funding from: equity, donations, contributions, gifts and legacy, performing its own work, loans, interest rates and income from investments and securities.

Purposeful Use of Funds

## Article 66

MCIC's funds shall be used for specific goals, tasks and activities, pursuant to this Statute and the general acts of MCIC and in accordance with the rules and restrictions of the sources of funding.

Purposeful Use of Surplus Funding

## Article 67

The surplus of MCIC's income (profit) shall not be distributed to a single entity, but shall be used only for realization of the goals, tasks and activities of MCIC.

Business Planning

## Article 68

The business planning shall include: planning, implementation, monitoring, evaluation and reporting.

The Governing Board shall regulate the business planning with a general act.

Business and Financial Plan

## Article 69

The financial year shall correspond with the calendar year.

The amount and manner of distribution of MCIC's funds shall be established every year in the financial plan, based upon the annual business plan.

The annual business plan, including the financial plan, shall be adopted by the Governing Board .

The annual business plan shall be adopted at the end of the calendar year, for the next year.



If the annual business plan is not adopted in the deadline prescribed with the paragraph 4 of this Article, the funding of MCIC shall be in the amount foreseen for the previous year, increased for the rise in retail prices during the current year.

#### Accounting and Book Keeping

##### Article 70

MCIC shall be responsible for its own accounting and bookkeeping, shall submit annual balance sheet and make inventory according to the Law.

The Governing Board shall regulate the financial management with a general act.

The Governing Board shall approve the inventory list.

#### Annual Business Report, Annual Balance Sheet and Financial Reports

##### Article 71

MCIC shall prepare annual report, annual balance sheet and financial report pursuant to the Law, the Statute and the general acts of MCIC.

The annual business report shall be comprised of progress report and financial report. The contents of the annual business report and financial report shall be pursuant to the Law and the international standards on financial reporting.

The Board of Directors shall be responsible for preparation and signing of the annual business report, the annual balance sheet and the financial reports.

The annual financial report shall be subject to auditing by an independent auditor, selected by the Council.

The annual business report, including the financial report, shall be adopted by the Council no later than June 30<sup>th</sup> of the current calendar year, that is to say within the deadline prescribed by law.

#### Periodical Reports and Financial Reports

##### Article 72

The Board of Directors shall submit business report to the Governing Board every three months.

#### Monitoring and Evaluation

##### Article 73

MCIC shall establish monitoring and evaluation system of the business process.

MCIC shall establish a system to control the legality, accuracy and timeliness of MCIC's work.

The Governing Board shall adopt general act, regulating the monitoring, evaluation and control systems.

## **V. PROTECTION OF MCIC INTERESTS**

#### Good Governance and Responsibility

##### Article 74

The members of the general management and supervision bodies, the Board of Directors and the members of the Executive Office shall be obliged to manage and work with MCIC with due care, shall apply the principle of good governance and shall give priority to the MCIC's interests, above their own or special interests i.e. shall work on realizing the goals and business plans of MCIC pursuant to the Law, the Statute and the general acts of MCIC.

#### Responsibility

##### Article 75

MCIC is responsible for its obligations with all its property and funds.

The members of the MCIC bodies shall have personal and unlimited responsibilities for their obligations towards MCIC, for misuse of funds of MCIC, for attainment of objectives which are

forbidden to them as individuals or for misuse of MCIC as legal entity which causes damage to its common debtors.

The members of the Board of Directors shall be liable for any damage incurred to MCIC as a result of their work, caused by negligence or with intention to cause damage unless they have stated different opinion in the decision-making process or have not personally participated in the decision-making process.

The members of the Governing Board and the other general management and supervision bodies shall be responsible for any breach of their responsibilities, caused by their work or negligence of the work to MCIC and shall be liable for the incurred damages as common debtors with the Board of Directors, provided they have not proceeded with due caution in the decision-making process, unless they have stated different opinion in the decision-making process or have not personally participated in the decision-making process.

The Governing Board determines the responsibility from paragraphs 2, 3 and 4 and determines the request from recompense.”

### Method of Protection of Interests

#### Article 76

MCIC shall protect its interests with measures, including (but not limited to) business secret, ban on competition and conflict of interests.

### Business Secret

#### Article 77

MCIC shall reserve the right to declare as business secret certain data and information of significant importance for its business interests.

Business secret shall be any data or information having independent economic value, current or possible, which is generally unknown or is not sufficiently known to other people that may have economic gain by learning or using this information and shall be subject to reasonable activities in order to keep the secrecy.

If during the work, a member of the general management and supervision bodies or the Executive Office learns a business secret, this information shall be guarded and shall not be released outside MCIC.

### Ban on Competition

#### Article 78

The members of the Executive Office shall be banned from getting involved in any business activity based on information unknown to the public.

The members of the Executive Office shall be banned on competition pursuant to the positive legal regulations. An exception of the ban on competition for the Board of Directors shall be approved by the Governing Board, while for the Executive Office by the Board of Directors.

### Conflict of Interests

#### Article 79

In any contract or any other business activity of MCIC, in which MCIC is a party and in which a member of the general management and supervision bodies and/or Executive Office has any interest, even an indirect one, the provisions on doing business with an interested party shall be applied as defined in this Statute.

### Statement of Interest

#### Article 80

A member of the general management and supervision bodies and the Executive Office shall make a statement on its actions, activities or any other interest, own and/or of the members of the closest family.

Business Deal with an Interested Party

## Article 81

Any business deal in which an interested party is a member of the general management and supervision bodies and the Executive Office shall be subject to previous approval of the Governing Board. The interested party shall be excluded from the relevant decision making of the Governing Board.

The interested party shall be obliged to independently report the possible conflict of interests and to behave according to the provisions of this Statute regulating this.

These decisions shall be appropriately addressed in the annual business report of MCIC.

Big Businesses Deals

## Article 82

The term big business deal and the manner and procedure on approving a big business deal shall be pursuant to the positive legislation and this Article. A business deal shall include: loans, credits, personal pledge, collateral and other for acquiring or disposition of property, with an exception of the deals subject to regular work.

The Council of MCIC shall decide with two third majority on any business deals, amounting to over 50% of the value of MCIC's funding.

The Governing Board shall decide with consensus on any business deals, amounting from 20 to 50% of the value of MCIC's funding.

The Board of Directors shall decide, and the Governing Board shall approve with majority votes on any business deal subject to regular work, with an exception of deal for income, amounting to over 20% of the expenditures from the previous year.

An exception of these provisions shall be deposits in first class banks and purchase of securities issued by first class banks and the National Bank of the Republic of Macedonia.

**VI. PUBLICITY IN THE WORK AND DISSEMINATION OF INFORMATION**Keeping Acts

## Article 83

MCIC shall keep the acts pursuant to the Law both in its Head Office and archive.

The Board of Directors shall regulate the work of the office and archiving.

Publicity of Work

## Article 84

The work of MCIC shall be public. The Board of Directors shall be obliged to provide system of dissemination of information to the public and access to information of MCIC.

Publishing Acts

## Article 85

All acts shall be published in an appropriate way.

The Governing Board shall regulate the data and information to be published as well as the way of publication.

Excerpts of the annual report of MCIC and auditor's opinion shall be published, including in a daily newspaper.

Publications

## Article 86

MCIC shall be able to release periodical publication aimed at realization of its goals and tasks.

## VII. STATUTE AND ACTS OF MCIC

### Regulation of MCIC

#### Article 87

MCIC shall be regulated pursuant to the Law, the Statute and the general acts of MCIC.

MCIC shall adopt Statute, rulebooks, rules of procedure, decisions, resolutions and other acts.

The rulebooks and decisions shall regulate the issues which, according to the Law or this statute, are foreseen to be regulated with general acts.

### Priority of Application

#### Article 88

The Statute shall be the highest act of MCIC.

The general acts of MCIC shall be in accordance with this statute.

If any provision of a general act is not in compliance with this Statute, this provision shall be declared as null and void and the provisions of this Statute shall be applied.

### Publishing of General Acts

#### Article 89

The Statute and general acts shall be published.

The publication shall be by oral notice (of the Chairperson) or by publication on a bulletin board.

The Statute and general acts shall enter into force on the eighth day following the publication or including the day of publication.

### Amendments and Modifications to the Statute

#### Article 90

The Council shall adopt, amend and modify the Statute.

The draft amendments and modifications of the Statute may be submitted by at least five members of the Council or three members of the Governing Board or the Board of Directors.

The draft decision on amending the Statute, including the drafted changes and their elaboration, irrespective of who has raised the initiative, shall be reviewed and defined by the Governing Board and, along with its opinion, shall be submitted to all members of the Council, fifteen days prior to the session of the Council.

If the amendments and modifications are minor, the Council shall adopt decision on amendment and modification of the Statute, while the Governing Board shall define the cleared text of the Statute. If the amendments and modifications are major, the amendments and modifications shall be approved by the Council.

With the decision on amendment of the Statute, the Council shall authorize the Governing Board to prepare cleared text of the Statute, incorporating the amendments and modifications as per the decision for amendment of the Statute, as well as the provisions of the decisions that have the character of a decision for amendment of the Statute defined by Law.

The Council shall adopt the amendments and modifications, i.e. the Statute, with two third majority of the total number.

### Signing of General Acts

#### Article 91

The general acts of MCIC shall be signed collectively by the Chairperson of the body or the person that has adopted them and another member.

## **VIII. RELATIONS WITH OTHER INSTITUTIONS**

### Types of Relations

#### Article 92

MCIC shall establish relations with other institutions, through:

- joint operations by establishing an union or entering into membership, partnership, strategic alliances and consortium;
- establishment or participation in company or other legal entity.

### Joint Action

#### Article 93

MCIC may have joint operations with other organizations by entering into union or by entering into membership with domestic and international organizations and unions as well as entering into strategic alliances and consortiums.

The decision on joint operations on the basis of a programme or ad-hoc basis, for a short or mid-period of time shall be adopted by the Board of Directors.

The decision on joint operations on the basis of organization or indefinite period of time shall be adopted by the Governing Board.

### Establishment and Participation in Company or other Legal Entity

#### Article 94

MCIC may establish and acquire shares in companies or other legal entities for realization of MCIC's goals.

The decision on the issues stipulated by the paragraph 1 of this article shall be adopted by the Board of Directors for an amount less than 10% of the value of MCIC funding or the Governing Board for an amount above this value.

MCIC may establish companies that are not related with MCIC's goals with a decision of the Governing Board.

The establishment of a company or for participation in it and in other legal entities shall be reported and presented accordingly in the annual business reports of MCIC.

### Representation in the Relations

#### Article 95

The Board of Directors, or an authorized person, shall represent MCIC in the relations with the other institutions.

## **IX. TRANSFORMATION, STATUTORY CHANGES AND TERMINATION OF MCIC'S WORK**

### Transformation

#### Article 96

MCIC shall not be able to transform the form of foundation into any other form outside the law regulating the associations of citizens and foundations.

### Statutory Changes

#### Article 97

Any merging or acquisition of MCIC with other foundations or division of MCIC shall be considered as statutory changes.

The Council shall decide on the statutory changes with two third majority of the total number.

## Termination of Work

### Article 98

MCIC shall terminate its work upon decision of the Council with two third majority of the total number of members, at two consecutive sessions, of which the second one shall be held no later than one to two years after the first one.

The founders shall not have the right to terminate the work of MCIC.

MCIC shall terminate its work pursuant to the positive legal regulations.

## Property Disposition after the Termination of Work

### Article 99

In case of termination of MCIC's work, the Red Cross of the Republic of Macedonia and the Association of Local Government Units shall be entitled to distribute equally between themselves MCIC's property and assets.

After the termination of MCIC, the Governing Board shall liquidate MCIC, in capacity of liquidator, under supervision of the Council of MCIC according to the manner and procedure stipulated by the Law.

The Council of MCIC shall make decision on the starting balance for opening a liquidation procedure, the annual balance sheet and the report on the work of the liquidators, with two third majority of the total number of members.

## **X. STATUS OF MCIC**

### Status of Legal Entity

#### Article 100

MCIC shall have the status of legal entity, i.e. foundation, with rights, obligations and responsibilities stipulated by law and this Statute.

MCIC is established with decision of the founding assembly held on December 14, 1993; registered pursuant to the law regulating the work of the association of citizens and societal organization, in the Ministry of Interior, with decision No. 10-7190/1 as of 09.09.1994, ordinal number 1668; transformed with the decision of the Assembly of MCIC No. 01-615/16-1998 and re-registered in the Registry of Associations of Citizens and Foundations in the Basic Court 1 - Skopje, under No. 492, with decision No. 434/99 as of 6.10.1999. The identification number of MCIC is 4878256.

### Head Office

#### Article 101

MCIC is based in Skopje. The decision on the MCIC's head office is adopted by the Governing Board and is registered in the Central Registry.

### Logo

#### Article 102

MCIC has a logo. The design, form and size of the logo are established with decision of the Governing Board, upon proposal of the Board of Directors.

### Stamp

#### Article 103

MCIC has a round stamp, with a text in Macedonian language and Cyrillic alphabet: "Македонски центар за меѓународна соработка, МЦМС," (Macedonian Center for International Cooperation, MCMS, Skopje" and the logo.

The form and the use of stamp shall be determined by the Board of Directors.

## **XI. PROVISIONAL AND FINAL PROVISIONS**

### Harmonization with this Statute

#### Article 104

The general acts of MCIC shall be harmonized with this Statute no later than eighteen months following the day of its entrance into force.

### Termination of Validity

#### Article 105

With entrance into force of this Statute, the validity of the Statute of the Macedonian Center for International Cooperation No. 01-461/1-2004 as of September 2004 shall be terminated.

### Entrance into Force

#### Article 106

This Statute shall enter into force on the day of its publication.

SK/SK

No. 01-127/4-2011

Skopje, 12.05.2011

Gjuner Ismail

Chairperson of the Council

Zvonko Šavreski

Member of the Council