



**STATUTE
of
the Balkan Civil Society Development Network**

Split, 27th April 2012

Based on the Article 16 of the Law on Associations and Foundations (Official Gazette of the Republic of Macedonia, no. 52/10) and the Article 56 of the Statute of the Balkan Civil Society Development Network, the Council on its 4th session held on the 27th April, 2012 agreed on the following:

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I. GENERAL REGULATIONS

Definition of the organization

Article 1

Balkan Civil Society Development Network (hereinafter called: the BCSDN) is a non-profit and civil society organization, which works in the field of civil society development in the Balkan region.

Name

Article 2

Name of the foundation is "Balkan Civil Society Development Network".
The abbreviation is the BCSDN.

Founders

Article 3

Founders of the BCSDN are the following organisations:

1. **Albanian Civil Society Foundation (ACSF)**, Gjergj Fishta 5/1-K7-ap.29, Tirana, Albania, represented by Pandeli Theodori (PN Z1008591, Rr. Sh. Bexholi, pall. 59/2 ap.26 Tirana, Albania);
2. **Center for Development of NGO's (CRNVO)**, Dalmatinska 78, 81000 Podgorica, Montenegro, represented by Goran Djurovic (PN 001327304, Djoka Mirsevic 21, Podgorica, Montenegro);
3. **Centre for Information Services, Cooperation and Development of NGO's (CRNVO)**, Povsetova 37, 1000 Ljubljana, Slovenia, represented by Kristina Michieli (PN P00958041, Smrtnikova 5, Ljubljana, Slovenia);
4. **Center for Promotion of Civil Society (CPCS)**, Visegradska 26, 71000 Sarajevo, Bosnia and Hercegovina, represented by Milan Mrdja (PN 5899272, Mliniste 21, Sarajevo, Bosnia and Hercegovina).
5. **Cenzura Plus**, Setaliste Bacvice 10, 21000 Split, Croatia, represented by Zeljana Buntic Pejakovic (PN 001627393, Kranjceviceva 22, Split, Croatia);
6. Civic Initiatives, Simina 9a, Belgrade, Serbia, represented by Miljenko Dereta (PN 006577365, Kralja Petra 80, Belgrade, Serbia)
7. **Diakonia Agapes**, Rruga Duresit nn, Tirana, Albania, represented by Dorina Bita (PN Z1662923, Islam Alla 72/1, Tirana, Albania);
8. **Kosovar Civil Society Foundation (KCSF)**, Fazli Grajqevci 4/a, 10000 Pristina, Kosovo, represented by Venera Hajrullahu (UPIN 0511963915033, Dimo Gavroski Kara 80, Tetovo, Macedonia);
9. **Macedonian Center for International Cooperation (MCIC)**, Nikola Parapunov nn,1060 Skopje, Macedonia, represented by Saso Klekovski (UPIN 1304966450048, bul. Partizanski odredi 82/2-16, Skopje, Macedonia) and Aleksandar Krzalovski (UPIN 1906969450081, Isaija Mazhovski 44-2/4, Skopje, Macedonia);
10. **Opportunity Associates Romania (OAR)**, Mircea Zorileanu 70, 012056 Bucharest, Romania, represented by Dana Nikulescu (PN 10392388, Mircea Zorileanu 70, Bucharest, Romania);
11. **Vesta Association**, Djordja Mihajlovica 4, 75000 Tuzla, Bosnia and Herzegovina, represented by Selma Hukic (PN 6299495, Dragodol 11, Tuzla, Bosnia and Herzegovina).

Founders' rights and obligations are legally exhausted with the act of founding of the BCSDN.

Territory

Article 4

BCSDN works in countries of the Balkan region, Europe and internationally according to its mission, vision and goals.

Definition of the Balkans includes: Albania, Bosnia and Herzegovina, Bulgaria, Croatia, Greece, Kosovo, Macedonia, Moldova, Montenegro, Romania, Serbia, Slovenia and Turkey.

II. VISION AND MISSION

Vision

Article 5

BCSDN's vision is sustainable peace, harmony and prosperity of societies in the Balkan region.

Mission

Article 6

BCSDN's mission is to empower civil society and influence European and national policies towards more enabling environment for civil society development in order to ensure sustainable and functioning democracies in the Balkans.

Values

Article 7

BCSDN's values are:

- respect of the universal human rights and of the rights of all citizens-men and women of all nationalities, religions and cultures;
- development of a pluralistic and participative democracy;
- socio-economic development and cultural prosperity;
- social cohesion, integration and harmony;
- care for the environment and sustainable development;
- social justice and equality;
- respect for diversity and non-violence.

Goals

Article 8

BCSDN goals are:

1. Increased role of civil society by strengthening its voice in policy- and decision-making on national, regional and EU level;
2. Promoted civil dialogue between civil society actors, state institutions and the European Union in order to influence public policy;
3. Developed advocacy knowledge and skills of civil society actors as a base for greater impact; and
4. Strengthened communication, coordination and cooperation (3Cs) between civil society actors in the Balkan region.

Methods

Article 9

BCSDN realizes its goals mainly through advocacy and lobbying activities by:

- developing joint positions and statements on initiatives and areas of interest common to all member organisations and by taking necessary action;
- coordinating and cooperating with other organisations, networks and other actors on joint positions and initiatives;

- coordinating cooperation between its members and developing joint projects and initiatives;
- facilitating exchange of information and experience between its members and national and local state institutions and the EU;
- coordinating and compiling researches and relevant information;
- coordinating capacity-building and other events.

BCSDN realizes these at Balkan/regional, European and international level. For any activities at national level in countries specified in Article 4, BCSDN will collaborate with or receives approval by its member organization(s) from the relevant country.

III. ORGANIZATIONS WITH MEMBER AND CONSULTATIVE STATUS

Definition

Article 10

BCSDN involves in its work organisations and networks, whose goals are in accordance with BCSDN mission, vision and goals.

The involvement can be in form of a member status or consultative status.

The organizations with a member status or consultative status have rights, duties and responsibilities in accordance with this Statute and BCSDN Acts.

Organization founder of the BCSDN become organizations with member status with the act of foundation.

Eligibility for member status

Article 11

An organization may obtain a member status in BCSDN if it:

- works and contributes to strengthening and/or developing civil society in the Balkan region through activities such as advocacy and capacity development;
- is a civil society organization, registered according to national laws of the country.

Eligibility for consultative status

Article 12

Interested organisations and non formal networks may obtain a consultative status with BCSDN in line with Article 11, save of paragraph 2.

Organizations with consultative status may participate to the work of BCSDN organs, but do not have the right to vote, to elect or to be elected in the BCSDN organs and do not pay the membership fee.

Candidature

Article 13

An organization acquires a member or consultative status through:

- expression of interest and statement of acceptance of BCSDN's vision and mission;
- recommendation by at least 2 organizations holding a member status, of which one has to be from the same country as the candidate organizations, if there are organizations with member status from the same country.

Decision on status

Article 14

The granting of member status and consultative status is decided by the Council, with simple majority vote.

Termination of status

Article 15

Member status can be terminated if organization:

- does not participate to two subsequent Council meetings without justified cause;
- violates the Statute or other BCSDN Acts;

- does not pay its membership fee for two consecutive years;
- works contrary to the goals, tasks and reputation of the BCSDN;
- is in any other situation envisaged with the Law or this Statute.

The decision on termination is taken by simple majority of all organizations with member status present on the Council meeting.

When the status of an organization with member status has been terminated based on paragraph 1 and 3 of this Article, the organization can become an organization with consultative status if it so declares.

Consultative status by an organization can be terminated based on the same procedure, save of payment of the membership fee.

Voluntary termination

Article 16

Member and consultative status can be also terminated on a voluntary basis with a written statement by the organization.

Register

Article 17

BCSDN holds a register of organizations holding a member status and consultative status. The register is up-dated on a yearly basis.

BCSDN guarantees anonymity and invulnerability of personal data of all organizations holding member and consultative status who express the desire for this.

IV. GOVERNANCE, MANAGEMENT AND ORGANIZATIONAL STRUCTURE

Governing and management organs

Article 18

BCSDN has the Council and the Board. Its executive organs are the Executive Office and Executive Director.

1. The Council

Definition of the Council

Article 19

The Council is the highest governance body of the BCSDN.

The Council executes its rights and duties based upon and within the limitations of the Statute and general acts of the BCSDN.

The Council is composed of one authorized representative of each organization with member status.

Members of the Council are confirmed by the Council.

Organization with consultative status may attend the Council meetings through its representative.

Powers of the Council

Article 20

The Council:

- adopts, amends and supplements the Statute;
- adopts the general policy and strategy;
- adopts the (multi-)annual narrative and financial report;
- approves independent auditor and adopts the audit report;
- decides on the membership fee amount,
- elects members of the Board;

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- BCSDN;
- decides on founding or terminating of organs and other forms of organization of the BCSDN;
 - decides on awarding of member and consultative status and the termination of such status;
 - adopts rules and procedures;
 - performs other matters in conformity with the Statute and general acts of the BCSDN.

Council sessions

Article 21

The Council works in sessions with minimum one session in calendar year.

The sessions are convoked by the Chairperson of the Council upon his own initiative, upon the request of the Board or upon the request of 1/5 of Council members.

Chairperson of the Council

Article 22

The session is chaired by the Chairperson of the Council.

The Chairperson is elected on a yearly rotating basis on the proposal of any Council member.

Each Council member can be elected Chairperson of the Council with the exception of elected members of the Board.

Voting

Article 23

The Council has a quorum if the majority of the total number of its members are present or have voted according to Article 24 or 25.

The Council decides by consensus on vision, mission and goals.

In other cases, the Council decides by majority vote of members present, if this Statute does not foresee a special majority.

In case of undecided vote (equal number of votes), the vote of the Chairperson of the Council is deciding.

Conference call

Article 24

The Council members can participate and decide on sessions through a conference call with registered conversation.

Proxy voting

Article 25

The Council members can also decide without a physical session or in absence with a verified signature or signature sent by fax or e-mail.

Meeting records

Article 26

Each session is recorded by the minutes confirmed by the Chairperson of the Council and one Council member.

2. The Board

Definition of the Board

Article 27

The Board is the governing and supervisory organ of the BCSDN.

The Board executes its rights and obligations based upon and within the limitations of the Statute and general acts of the BCSDN.

Composition of the Board

Article 28

The Board is composed of six to eight members: Chair of the Board, Deputy-Chair of the Board and four to six members.

Board members do not necessarily have to be Council members.

Members of the Board from the same organization with member status, have one vote.

Elections of the Board

Article 29

Mandate of the Board members is three years, with the right to re-election.

Election of members is based on candidates proposed by Council members.

Members are elected individually with the majority of Council members voting, but no less than 1/3 of the total number of Council members.

To secure continuity, at least 1/3 of the members of the Board should be from previous term.

In case all members of the Board are not elected, the election for these members should be organized within two months time.

Chair of the Board

Article 30

The Chair of the Board and Deputy-Chair of the Board are elected by the Board with the majority of present members, but not less than 1/3 of the total number of Board members.

The Chair of the Board is responsible for the work and decisions of the Board.

In case of absence or other hindrance of the Chair of the Board, he/she is replaced by the Deputy-Chairperson of the Board.

Powers of the Board

Article 31

The Board:

- approves draft strategy, (multi-)annual programmes, work programmes and financial plans;
- approves general acts of BCSDN, save of acts adopted by the Council;
- adopts measures for good governance of the BCSDN assets and resources;
- approves draft annual narrative and financial reports;
- adopts acts regulating the work of the Executive office;
- appoints the Executive Director;
- decides on association and membership of BCSDN in national and international organizations and networks and partnerships in large scale international projects;
- prepares and implements decisions by the Council;
- performs also other matters in conformity with the Statute and general acts of the BCSDN

Board sessions

Article 32

The Board works in sessions with minimum two meetings in a calendar year.

The sessions are convoked by the Chair of the Board, upon his own initiative, upon the request by two of Board members, upon the request of 5 Council members or upon request by the Executive Director.

The Chair of the Board convokes the session within 5 days of the submission of the request.

The session is recorded by minutes, which are authorized by the Chair of the Board, 1 Board member and the Executive Director.

Voting

Article 33

The Board has a quorum if the majority of the total number of its members is present.

The Board decides by majority vote of members present, if this Statute does not foresee a special majority.

In case of undecided vote (equal number of votes), the vote of the Chair of the Board is deciding.

Conference call

Article 34

The Board members can participate and decide on session through a conference call with registered conversation.

Proxy voting

Article 35

The Board members can also decide without a physical session or in absence with a verified signature or signature sent by fax or e-mail.

3. Executive Office

Definition of the Executive Office

Article 36

The daily work of the BCSDN is organized by the Executive Office.

The Executive office is composed of the Executive Director and needed number of staff.

The Executive Director selects staff based on principles of efficacy, competency and integrity.

The structure and the work of the Executive Office are regulated by the acts adopted by the Board.

Powers of the Executive office

Article 37

The Executive office:

- analyses general trends and problems;
- prepares the sessions of the Council and the Board and appropriate materials;
- manages and co-ordinates all planned BCSDN activities, within the framework determined by the (multi-)annual programme and the financial plan;
- prepares mid-term and (multi-)annual programme and financial plans;
- manages the funds in order to provide a maximum return, mobilises new funds;
- performs office work and maintains the archives, and does the accounting;
- submits operational and financial reports;
- identifies new partners, prepares documentation and takes care of the implementation of programme activities, their monitoring and assessment;
- maintains public relations.

4. Executive Director

Definition of the Executive Director

Article 38

The Executive Director is the executive organ responsible for the daily management of BCSDN.

Election and term of the Executive Director

Article 39

The Executive Director is appointed and responsible to the Board.

The Board appoints the Executive Director by a 2/3 majority of the members who voted, but with at least one-third of the total number of members voting.

Executive Director should be person of integrity and competence. The manner and procedure for appointment shall be governed by general act enacted by the Board. Executive Director signs a management agreement (management contract) and is employed for that period by BCSDN.

The Board can appoint acting Executive Director for period not longer than 12 months. The term of the Executive Director is three years, with right to reelection.

Scope of work of the Executive Director

Article 40

The Executive Director manages the work processes of BCSDN and is the major administrative and financial official and represents the BCSDN with other institutions, networks and donors.

He/she reports regularly to the Board.

He/she is also Council and Board's Secretary.

The Executive Director participates in Council and Board sessions without the right to vote.

The Executive Director also:

- manages and organizes the BCSDN operational process;
- follows and analyses the situation and the problems of the BCSDN activities;
- gives forecasts and anticipates the future conditions, problems and opportunities;
- communicates and cooperates with members and other organizations;
- is responsible for the strategic planning and prepares perspective, (multi-)annual, operational and financial plans;
- is responsible for the execution of the programme and financial plan, and prepares (multi-) annual and financial reports for Council, through the Board;
- manages the Executive office, selects and manages its staff, plans, organizes and executes its operations;
- establishes adequate procedures for the BCSDN operation;
- establishes indicators for working achievements, and assesses and corrects the working achievements;
- represents the BCSDN in the legal proceedings with third parties, takes the responsibility for the legality of the BCSDN operations and for correct practicing of the BCSDN Statute and general acts;
- executes other works in his/her authority, in accordance with the laws and the BCSDN Statute and general acts.

V. FINANCING

Sources of funding

Article 41

BCSDN acquires and collects funds from: donations, contributions, grants and legacies, loans, revenues from investments, provision of services and membership fee.

For above funds dedicated for national level activities, BCSDN will collaborate with or receive approval by its member organization(s) from the relevant country.

Cost-share

Article 42

BCSDN is supportive of principle of partner cost-share, which is applied to coordination activities, i.e. coverage of participation costs to the Council meetings and joint activities between member organizations.

Use of funds

Article 43

BCSDN funds are used for goals, tasks and activities, in accordance with this Statute and the general acts of the BCSDN and in conformity with regulations and limitations of the funders.

The surplus of revenues over expenditures that the BCSDN makes cannot be distributed as such to any person. It must be used exclusively for implementation of the goals, tasks and activities of the BCSDN.

Financial plan

Article 44

The financial year coincides with the calendar year.

The financial plan is determined based on the mid-term strategy plan on a (multi-)annual basis to provide for as sustainable planning and financing of BCSDN.

The amount and manner of distribution of the BCSDN funds are determined every year by the financial plan, based on the review and adjustment of the (multi-)annual financial plan.

The financial plan is adopted by the Council.

The financial plan is adopted on the 1st session of the Council in the calendar year to which the financial plan is referring.

Financial report

Article 45

The financial report is approved by the Board and adopted by the Council.

The annual financial report is subject to audit by an independent auditor appointed by the Council.

The financial report for the preceding year is adopted within the legally prescribed timeframe.

The financial report is published on the BCSDN website.

Transparency and accountability

Article 46

The Board governs the funds of the BCSDN in accordance with the valid legal regulations in order to achieve a stable balance of revenues and expenditures.

Financial acts of the BCSDN are signed by the Executive Director.

Each Council member has the right to claim insight into the use of funds and incomes of BCSDN.

Conflict of interest

Article 47

Members of the Board or the Executive office and members of their families cannot have a business interest in any organisation which sells, rents or supplies goods and services to the BCSDN.

An exception to paragraph 1 of this Article may be approved by a decision of the Board with a two-thirds majority of the total number of members, and it should appropriately be published in the annual report of the BCSDN.

Board members, who have a relationship with an organisation that works with the BCSDN, should declare this interest in relation to their organisation and they should be excluded from the relevant decision-making by the Board.

VI. PUBLICITY IN OPERATION AND INFORMATION DISSEMINATIONPublicity of work

Article 48

The work of the BCSDN is public and transparent.

BCSDN organs oblige themselves to provide information to the public.

All information shall be provided upon request.

Methods of publicity

Article 49

Publicity of its work is realized also through:

- press conferences;
- the website;
- annual or regular reports about its work;
- cooperation with the media;
- publications;
- information-dissemination;
- other appropriate communication tools and means.

VII. FOUNDATION ACTSGeneral acts

Article 50

BCSDN adopts the following general acts: Statute, Rules of Procedure and Code of Conduct.

The Rules of Procedure regulate issues that the Law or this Statute foresees to be regulated by other acts.

Deviations from the Statute and general acts may not be permitted, unless the Statute and general acts are amended and supplemented.

The general acts of BCSDN are signed by the Chairperson of the Council on behalf of the Council.

Amending and supplementing Statute

Article 51

The Council adopts amends and supplements the Statute.

The motion for amending or supplementing the Statute can be submitted by at least 5 members of the Council or by the Board.

The amendments and supplements to the Statute are enacted by a two-thirds majority of the total number of Council members.

VIII. TERMINATION OF ACTIVITYTermination

Article 52

BCSDN terminates its activities if:

- decision of termination of activities is agreed by the Council with two-thirds majority;
- other cases envisaged by the Law.

Distribution of assets

Article 53

In case of termination of activity by the BCSDN, the assets and funds will be distributed by the Council to a non-profit organization with similar purposes

The founding assets of BCSDN are returned to investing founders.

IX. OTHER PROVISIONSLegality

Article 54

The BCSDN has the status of a legal entity, with rights, obligations and responsibilities determined by the applicable Law and this Statute.

Seat

Article 55

The seat of the Foundation BCSDN is on Street Bel Kamen 6/8, Skopje, Republic of Macedonia.

Logo

Article 56

The logo of the BCSDN is regulated by the Council decision.

Seal

Article 57

BCSDN has its own seal, which has a round shape and the inscribed text in English language and Latin alphabet: "Balkan Civil Society Development Network (BCSDN)"

It also has a seal, which has a round shape and the inscribed text in Macedonian language and Cyrillic alphabet: "Балканска мрежа за развој на граѓанското општество (БЦСДН)" .

X. FINAL PROVISIONSComing into force of the Statute

Article 58

This Statute comes into force on the day of its signing.

THA/THA, AKr, MDr, VHr, GDj, MMr, ECI, IVd
No. 01-22/3-2012

Zeljana Buntic-Pejakovic
Chairperson of the 4th Council session

