



Non-governmental Association
"EXPEDITIO"
from Kotor

Statute

Kotor, January 2012

Pursuant to Article 49 of the Law on Non-governmental Organizations (Official Gazette of the Republic of Montenegro 39/11), at its session held on 28 January 2012, EXPEDITIO adopted the following amended

STATUTE of the Non-governmental Association “EXPEDITIO” from Kotor

Article 1

This Statute shall regulate the name and seat of the non-governmental association EXPEDITIO, its aims and activity, internal organization, managing and control bodies, their competences, ways of their election and dismissal, ways of financing and managing the property of the non-government association EXPEDITIO, termination of its work, and other matters of importance for the work and activity of the non-governmental association EXPEDITIO.

Article 2

The Association shall acts solely to charitable, scientific, educational purposes in accordance with the laws of the Republic of Montenegro.

Article 3

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

Name and Seat

Article 4

The name of the Association is: EXPEDITIO (hereinafter EXPEDITIO)

The seat of the Association is in Kotor

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

EXPEDITIO has a stamp and a seal.

EXPEDITIO seal is round and it contains the logo, name and seat of the organization.

Vision and Mission

Article 5

EXPEDITIO vision: **Quality space for better life.**

EXPEDITIO mission: **to encourage sustainable spatial developmant in Montenegro and region through activity in the fields of sustainable architecture, cultural heritage, urban, planning, and through projects that encourage the overall civil society development.**

Activities of EXPEDITIO

Article 6

In order to achieve its Vision and Mission, EXPEDITIO performs the following activities in the fields of architecture, urban planning, town planning, cultural heritage protection, visual arts, culture, design and public advocacy:

- Promotes the principles of sustainable development and modern trends in the fields of architecture, urban planning and town planning;
- Promotes the values and importance of, and points to the problems of created and natural environments and built heritage;
- Identifies problems, promotes and participates in finding solutions for the devastated and endangered sites through specific projects (researches, studies, workshops, ...);
- Promotes green building principles (green houses, eco-tourism,...);
- Organizes scientific, expert and research projects in the fields of its activity;
- Publishes printed and electronic material in the fields of its activity;
- Cooperates with universities, professional associations and other organizations from the public, business and non-profit/NGO sectors in Montenegro and abroad, which deal with similar activities;
- Establishes connections between the public, business and NGO sectors, as well as citizens, for a better mutual cooperation;
- Enhances the work of NGO sector, contributes to developing and increasing the capacity of NGOs in the region of Boka Kotorska;
- Organizes trainings in organizational development, implementation of effective public advocacy campaigns, inter-sectoral cooperation, as well as in other fields important for the sustainable and successful work of representatives of governmental, non-governmental and business sectors;
- Provides consulting services to representatives of non-governmental organizations, state bodies and institutions and business sector;
- Distributes and manages funds intended for awarding grants to NGOs and individuals;
- Provides projects monitoring and evaluation services;
- Creates and updates databases of non-governmental organizations, state bodies and institutions at local and national level, as well as media and donors;
- Provides support and advice to non-governmental organizations and other interested parties on the preparation, implementation and evaluation of programmes, projects and initiatives in accordance with the requirements of domestic and foreign donors;
- Provides services in the fields of its activity in order to achieve sustainability;
- Performs other activities in relation to achieving its vision and mission;

Article 7

In its work EXPEDITIO is guided by the following principles:

- **Concern about the space and the environment:** We promote an approach to building and spatial planning practices that includes the care for the environment. Construction sector is a major consumer of energy and is responsible for a high level of pollution. Our vision is that sustainable building and planning practices should not be an exception but usual approach in architecture.

- **Taking care of cultural heritage:** We believe that culture is an important resource contributing to social and economic sustainability of a society.
- **Suitability:** We try to understand the real needs of the surroundings in which we live and design our projects accordingly. We try to achieve project results which are visible, clear and useful to their beneficiaries.
- **Cooperation and partnerships:** We believe that good effects of projects can be achieved through networking and partnerships between non-governmental, private and public sectors. The media also have an important role.
- **Cultural diversity and human rights:** We believe in partnerships that reflect the national, religious or any other diversity.
- **Participatory approach:** We regard as sustainable that approach which includes as many stakeholders as possible. The space is a matter of concern of all people, and they have the right to influence its development. We believe that through active participation in projects, the stakeholders can develop ownership of the project ideas and results.
- **Sustainability:** We promote sustainable solutions – in social, environmental, economic and cultural terms.
- **Gender equality:** We attach a lot of importance to promoting and applying the principles of gender equality. We believe that gender equality, together with other kinds of equality, forms the basis of social development.
- **Transparency:** We try to achieve the greatest degree of transparency in our work. We regularly publish and disseminate information about all our activities through our website, mailing lists and annual reports. Information about our financial revenues and expenditures is available to the public.
- **Diversity of target groups:** Since space matters concern all people, our target groups are diverse: children, youth, persons with disabilities, local governments, NGOs, the media
- **Philanthropy:** We believe that everything we do should be shared with other people. Because of that, our publications, documents, researches, reviews, photographs, etc.. are available to all through our website.

Scope of Activity of EXPEDITIO

Article 8

In order to achieve its sustainability, EXPEDITIO performs the following activities, with their codes, in the fields of architecture, urban planning, town planning, visual arts, culture, design and public advocacy:

18.13 Pre-press and layout design services 18.20 Reproduction of recorded material 18.12 Other printing activity 41.10 Elaboration of construction projects 41.20 Construction of residential and nonresidential buildings 42.99 Construction of other buildings that have not been mentioned elsewhere 47.91 Retail sale through post and internet 58.11 Publishing books 58.14 Publishing journals and periodicals	63.11 Data processing, storing applications and providing application services, etc. 63.12 Website services (web portal) 66.30 Fund management 66.99 Information services that have not been mentioned elsewhere 70.21 Communication and PR activities 70.22 Consulting activities related to business and management 71.11 Activities in the field of architecture 71.12 Activities in the field of engineering
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58.19 Other publishing activity	and technical consulting
58.29 Issuing other software applications	71.20 Technical researches and analyses
59.11 Production of films, videos and television programmes	73.12 Media presentation
59.12 Activities following the production of films, videos and television programmes	74.10 Specialized designing activities
59.13 Distribution of films, video films and television programmes	74.20 Photographic services
59.14 Projection of films	74.90 Other expert, scientific and technical activities
59.20 Recording and publishing sound recordings and music	78.30 Other provision of human resources
62.01 Computer programming	81.30 Environmental planning and maintenance services
62.02 Consulting services in the field of information technology	82.30 Organization of meetings and fairs
62.09 Other services in the field of information technology	91.03 Maintenance of historic sites, buildings and other tourist monuments

Internal Organization

Article 9

The bodies of the Association are: **the Assembly, the Board of Directors and the Executive Board.**

The Association has an **Executive Director** and one or more programme managers appointed by the Assembly.

EXPEDITIO employs staff according to its internal systematization and job description, in accordance with the Law, this Statute and general acts of EXPEDITIO.

Act on the internal systematization of EXPEDITIO is the responsibility of the Assembly.

Membership

Article 10

Any person who accepts the Vision, Mission and Statute of EXPEDITIO can be a member of the Association.

The decision on admittance to membership is made by the Assembly, on a proposal from the Executive Board or Board of Directors. The membership terminates by resignation or dismissal. A final decision on the termination of membership is made by the Assembly.

In order to register its members, the Association maintains an electronic database of members.

Article 11

Members have the right to:

- participate, on equal basis, in fulfilling the goals of EXPEDITIO;
- elect and be elected to EXPEDITIO bodies;
- be timely and fully informed about the work and activities of EXPEDITIO.

Members have the obligation to:

- contribute actively to fulfilling the goals of the Association through taking part in its activities;
- perform other duties as assigned by the Executive Board in accordance with the Statute.

Assembly

Article 12

The Assembly is composed of all members of EXPEDITIO and members of the Executive Board and Board of Directors.

The Assembly normally meets once a year.

An extraordinary session of the Assembly can be convened on a written proposal from the Executive Board, half the members of the Board of Directors or on the initiative of at least 1/3 of the members, no later than 30 days after the submission of request for its convening.

Article 13

The Assembly:

- Adopts the Statute;
- Appoints, by its decision, members of the Board of Directors and Executive Board;
- Adopts Rules of Procedure and other internal documents of the Association
- Evaluates performance of the Association and gives the Managing Board recommendations and proposals regarding its activities;
- Elects, appoints and dismisses the Executive director and programme managers;
- Makes decision on the change of goals and activity of the Association, termination of its work and disposal of its property in case of termination;
- Adopts an annual financial report and report on the Association's performance in the previous year, and a work plan for the next year;
- Approves strategic plans;
- Performs other activities provided for in the Statute.

Article 14

Responsible for convening the Assembly sessions, conducting the sessions, maintaining order during the sessions, announcing the Assembly's decisions and performing other activities provided for in the Statute and the Assembly's Rules of Procedure is a member of the Executive Board, appointed by the Executive Board to perform these functions.

Article 15

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

The Assembly decisions are valid if more than ½ of the members are present.

The Assembly may, in exceptional cases, make decisions based on written statements of its members, submitted by electronic communications.

Board of Directors

Article 16

The Board of Directors, composed of at least 5 members, supervises the operation of EXPEDITIO and decides upon its strategic matters.

Members of the Board of Directors do their work on a voluntary basis and to perform that function they cannot receive salary or a fixed fee, except in special cases, based on the decision of the Executive Board, which informs the Assembly about that decision. Expenses of the members of the Board of Directors incurred in relation to performing activities on behalf of EXPEDITIO are covered by EXPEDITIO, in accordance with the adopted policies and procedures for covering expenses from EXPEDITIO funds. Election of members of the Board of Directors shall be done on the basis of sexual, ethnic, religious and age equality.

Election and appointment of members of the Board of Directors shall be defined by the Board of Directors' Rules of Procedure adopted by the Assembly.

Article 17

The Board of Directors:

- Adopts the Rules of Procedure of its operation;
- Provides support in timely provision of adequate resources for the operation of EXPEDITIO;
- Assists in creating an effective organizational planning;
- Assists in the efficient management of resources;
- Assists in improving the status and image of EXPEDITIO in public;
- Gives advices and supervises the creation of programmes and services of EXPEDITIO;
- Assists in creating and maintaining a good reputation of the Association in public;
- Monitors/supervises the implementation of legal and ethical integrity and legality of operation of EXPEDITIO;
- Monitors/supervises the timely and successful implementation of the Strategic Plan;
- Performs other duties under this Statute, assigned to it by the Assembly.

The Board of Directors decisions are valid if at least ½ of the members are present, and decisions are made by a majority vote of the present members.

Article 18

The Board of Directors meets regularly once a year, while its extraordinary sessions are convened according to need.

The methods of operation and decision-making procedures of the Board of Directors are regulated by the Board of Directors' Rules of Procedure.

The Board of Directors may, in exceptional cases, make decisions based on written statements of its members, submitted by electronic communications.

Executive Board

Article 19

The Executive Board is composed of at least three members.

Members of the Executive Board must be, among others, the Executive Director and Programme Managers.

Members of the Executive Board are appointed and dismissed by the Assembly.

Article 20

The Executive Board is responsible for:

- Performing tasks in all areas of activity (programming, financial, organizational...);
- Deciding on the establishment, management and activities of EXPEDITIO sectors;
- Ensuring that the activities of EXPEDITIO are regularly conducted in accordance with its Strategic Plan and other internal documents;
- Ensuring efficient and adequate organizational planning and structure;
- Adopting internal documents regulating the operation of the Association, especially those governing the systematization of jobs and their descriptions, internal operating systems, systems for storing and filing documents, financial management and internal and external communication;
- Establishing, according to need, commissions, working groups and other bodies of the Association;
- Providing efficient and transparent management of resources in order to perform the activities of the Association;
- Directing and supervising the development of programmes and services;
- Establishing and maintaining contacts and cooperation with representatives of other non-governmental organizations in the country and abroad, state and economic institutions and the media;
- Ensuring the efficient information system functioning;
- Deciding on the engagement of employees in certain activities in accordance with the internal documents
- Enhancing the legal and ethical integrity and ensuring the legality of work;
- Taking the position regarding the opinions, recommendations and proposals of the Board of Directors;
- Performing other duties provided for in the Statute or assigned by the Assembly or the Board of Directors

Executive Director

Article 21

Executive director is elected and appointed by the Assembly.

Executive director:

- Represents EXPEDITIO;
- Evaluates the work of employees;
- Signs general acts;
- Signs and approves the execution of financial orders;
- Proposes to the Assembly the Strategic Plan and amendments to the Strategic Plan

- Proposes for the Assembly's approval the Organization's annual financial and activity reports, as well as a plan of activities for the next year
- Coordinates the work of EXPEDITIO staff with that of the Executive Director and the Board of Directors
- Chairs the Assembly sessions;
- Ensures the timely preparation and delivery of materials for the Organization's body sessions;
- Ensures the implementation of the Organization's body acts and prepares reports on their work;
- Takes care of adequate use of financial resources and property of the Organization
- Performs other duties and tasks entrusted to him/her by the Executive Board, the Board of Directors or the Assembly.

The Friends of EXPEDITIO

Article 22

The Friends of EXPEDITIO can be: non-governmental organizations, individuals, state institutions, media, enterprises and all other who want to support the Organization and contribute to its works in a manner consistent with the law and the values and approach to work cherished by EXPEDITIO and promoted through its activities.

The Friends of the Organization are recorded in an electronic database.

Conflict of Interests

Article 23

A conflict of interest is any situation in which the personal interests of members of the Assembly, members of the Executive Board and Board of Directors and employees in the organization come into conflict with the interests of EXPEDITIO.

The ways to determine the existence of conflict of interest and the procedure for its resolution are determined by a special act passed by the Assembly of EXPEDITIO.

Financing and Disposal of the Property of EXPEDITIO

Article 24

Non-governmental organization shall acquire property through membership fees, voluntary contributions, gifts, subsidies, inheritance, interests on deposits, dividends, rental fee, income from business activities and in another manner permitted by the law.

Property of the Organization

Article 25

Property of the Organization, including the property gained from business activity can only be used for performing the goals for which the Organization has been founded and it cannot

be distributed to its founders, members, members of the Organization's bodies and employees, nor to direct or indirect relatives of such persons to the second degree of relatedness, relatives by marriage to the first degree of relatedness, married or unmarried spouses, guardians, wards, adoptive parents, adopted children, legal guardians or legal representatives, unless a special law provides otherwise.

Paragraph 1 of this Article shall not apply to reimbursement of reasonable costs incurred in order to perform the goals of the Organization, nor to contracted obligations, salaries and other income paid to employees for executed work, appropriate awards and other compensations in accordance with the Statute and project activities.

The assets or income of the Organization cannot be distributed, nor can they be used by any private person or non-charitable organization, except in accordance with the conduct of charitable activities of the Organization, or as payment representing the fair market value of purchased property, or as payment of reasonable compensation for services rendered.

Article 26

The Organization cannot have shareholders or members who have a proprietary interests in the income or assets of the Organization.

Transparency of Operations

Article 27

The Executive Board and Executive Director are responsible for regularly informing the members and Friends of Expeditio, as well as the public about the work and activities of EXPEDITIO, directly or through its internal publications and press releases.

Documents of EXPEDITIO are public documents and they are available to any person, in accordance with the law.

The organization shall publish its annual financial and program reports on its internet presentation.

Cooperation with Other Organizations

Article 28

For the purpose of fulfilling its goals, EXPEDITIO establishes contacts and cooperates with other professional, scientific, educational and related associations and organizations in the country and abroad.

EXPEDITIO can join other national or international associations dealing with the same or similar issues, the decision on which is made by the Executive Board.

Termination of Operations

Article 29

A decision on termination of operations is made by the Assembly of EXPEDITIO.

Article 30

Following the liquidation or termination of operations of the Organization, all remaining assets of the Organization shall be allocated to other non-governmental organization that has similar purpose or to a government instrumentality.

Article 31

The Assembly of EXPEDITIO shall appoint the Executive Board on the date of adoption of this Statute.

Article 32

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

Article 33

Within 6 months from the effective day of this Statute, the Organization will conduct its internal reorganization and re-election of members in its bodies.

Place: Kotor

Date: 28 January 2012

Responsible person:

Aleksandra Kapetanović, Executive Director
