

In accordance with the Article 23 of the Law on Non-Governmental Organizations (Official Gazette of Montenegro, number 39/11 and 37/17), the General Assembly adopted on extraordinary session held on 06/12/2019

NEW ARTICLES OF ASSOCIATION

OF PARKS DINARIDES - NETWORK FOR PROTECTED AREAS OF DINARIDES

PREAMBLE

The initiative on forming regional association of the protected areas on the territory of countries of the Dinaric Arch is one of the results derived from the project „Dinaric Arch Parks“. The project was implemented by WWF. Also, in December 2013, the countries of the Dinaric Arch signed in Budva (Montenegro) the Big Win II, which represents continuation of the previous Big Win agreement reached in 2008, at the 9th CBD Conference in Bonn (Germany). By the official adoption of the document in Budva, on the 2nd December 2013, the signatory countries and their line ministries committed to work jointly on strengthening the planning process in environmental protection, as well as on valorisation of the economic value of their respective natural resources, and on the basis of those values to work on strengthening the model for sustainable financing of the protected areas in the region and mutual work on total improvement of the protected areas in the region of the Dinaric Arch. This document was signed, with the mediation of WWF and IUCN, by the ministers and representatives of the ministries in charge for the protection of environment of the following countries: Albania, Bosnia and Herzegovina, Montenegro, Croatia, Kosovo*, North Macedonia, Slovenia and Serbia

I. GENERAL PROVISIONS

Name and Seat

Article 1

Organisation Park Dinarides – network of the protected areas of the Dinarides is voluntary non-profit organization with members established by the domestic and foreign legal and natural persons, for the purpose of achieving mutual or general goals and interests.

The Organisation serves exclusively for voluntary purposes and goals and thereby its funds can be used only for the purposes prescribed by the Articles of Association.

Article 2

Name of the Organisation is Parkovi Dinarida – mreža zaštićenih područja Dinarida.

English name of the Organisation is: Parks Dinarides – network of protected areas of Dinarides.

Short name of the Organisation is Parks Dinarides.

Article 3

The seat of the Organisation: Parks Dinarides – network of protected areas of Dinarides

(hereinafter: the Organisation) is in Podgorica, Montenegro.

The Seat of the Organisation can be changed only by the Decision of the General Assembly.

Stamp and Seal

Article 4

The stamp has a round form of 30 mm diameter, with impressed name “Parks Dinarides“, the Seat of the Organisation and stylized drawing of the bear.

The seal has a rectangular form, which in addition to the Name and Seat contains, a mark for number, day, month and year.

Duration

Article 5

Duration of the Organisation has no time limit.

II. VISION, GOAL AND PRIORITY ACTIVITES

Vision

Article 6

The Goal of the Organisation is to state and realise by means of its action common interest in enhancing environmental protection and sustainable development as well as to improve cooperation between protected natural resources of Dinaric Arch Countries. This cooperation primarily relates to improvement of cultural and natural resources of the protected areas of the Dinarides, their promotion and support to the requirements of the protected areas and implementation of good practices of the sustainable development and management.

Goal and Priority Activities of the Organisation

Article 7

The main goal of the Organisation is active participation in improvement of protection, development and management of protected natural resources in the territory of the countries signatories of the Big Win II consisted of 8 countries of the Dinaric Arch - Albania, Bosnia and Herzegovina, Montenegro, Croatia, Kosovo*, North Macedonia, Slovenia and Serbia, (hereinafter: Dinaric Arch Countries).

Improvement of cooperation between protected areas and local self-governments is also among the priority tasks, as well as stakeholders' associations in terms of meeting their tasks which are related to the environmental protection and sustainable development.

The Organisation particularly supports:

- The policy aimed at improvement and development of protected natural resources
- Improvement of mutual communication of the members of the Organisation
- Coordination of international and national projects.

Priority activities of the Organisation are primarily directed on five thematic areas:

A) PROTECTION OF THE BIODIVERSITY AND DEVELOPMENT OF THE PROTECTED AREAS OF THE DINARIDES

The Organisation supports activities of Dinaric protected natural resources and their regions on protection and improvement of the components of biological diversity in accordance with the Convention on Biological Diversity (CBD) and their mutual connection through establishment of the ecological network of the cross-border protected areas. The Organisation should also strengthen cooperation for the purpose of improvement of protection and management of the species and habitats and implementation of the networks Natura 2000 and Emerald.

B) SUSTAINABLE REGIONAL DEVELOPMENT AND QUALITY OF LIVING

In cooperation with local stakeholders, the Organisation supports the activities for sustainable regional development in inhabited protected resources and in peripheral, uninhabited protected resources. It especially includes activities for improvement of quality of living. The Organisation will pay special attention to development of sustainable forms of tourism, promotion of ecological building, use of renewable energy sources, with the aid of specific projects which will contribute to reduction and adaptation to the climate changes.

C) COOPERATION WITH INTERNATIONAL INSTITUTIONS

The Organisation should encourage cooperation with relevant international organisations for the purpose of improvement of environmental protection and balanced regional development.

D) ECOLOGICAL AWARENESS FOR SUSTAINABLE DEVELOPMENT

The Organisation proposes and implements activities which include different stakeholders, wide public, population and tourists, which have the following objectives:

- Exchange of information and data, as well as technical and scientific exchange among the members;
- Support for awareness creation of the wider public and active participation of local population in nature protection and sustainable development;
- Development and distribution of publications; and
- Organising events for the purpose of promotion, education and other activities related to the Organisation.

E) BRANDING OF DINARIC PROTECTED RESOURCES

The Organisation works on creating common identity of protected natural resources of the region as unique and worldly recognized eco region. The Organisation promotes values and offers of protected natural resources of the region and works on capacity strengthening which contribute to improvement of common promotion.

III. PUBLICITY OF WORK

Method of Achieving Publicity of Work

Article 8

Work of the Organisation is public.

The Organisation achieves publicity of work by press releases, disclosure of information through

official website, social media and other means of information dissemination.

IV. MEMBERSHIP IN THE ORGANISATION

Members of the Organisation

Article 9

Membership in the Organisation can be regular and honourable.

Regular members of the Organisation are legal entities that manage protected natural resources in the countries of Dinaric Arch.

Regular members have the right to vote.

The Organisation can have honourable members without the right to vote.

General Assembly decides upon honourable membership on the proposal of Steering Committee.

Membership

Article 10

Any protected natural resource from the region of the Dinaric Arch can become member of the Organisation, which meets the following requirements:

- To have status of the legal entity;
- To have an active management structure;

Written request for membership enclosed with the evidence on meeting the requirements referred to in paragraph 1 of this Article is filed to the Steering Committee.

Steering Committee makes decision on the approval of membership or by means of a decision refuses the request for membership at its first meeting from the day of reception of the membership request.

Steering Committee informs the General Assembly on approval of new members on the first following session.

The records of the Organisation members are made in the members register by the President of the Organisation who is responsible for its managing.

Membership fee

Article 11

Membership fee is paid each calendar year.

The amount of annual membership fee is defined by voting at the General Assembly followed by proposal of the Steering Committee.

New member of the Organisation is obliged to pay annual membership fee immediately after membership approval.

Rights and Obligations of Members

Article 12

The Member has the right to:

- Equally engage in accomplishment of the goals and objectives of the Organisation;
- Imminently participate in decision making at the General Assembly, as well as through the Organisation Bodies;
- Propose candidates, elect and be elected in the Organisation Bodies; and
- Be timely and fully informed on operations and activities of the Organisation.

The Member is obliged to:

- Actively contribute in accomplishment of the Organisation's goals and objectives;
- Participate in accordance with its interests, in activities of the Organisation; and
- Pay membership fee.

Termination of the Membership

Article 13

The membership terminates:

- By formal written letter sent by mail, addressed to the President of the Organisation, whereas the member requires termination of its membership;
- For legal entities in case of cessation for any reason (liquidation, bankruptcy, dissolution, taking over...);
- In case of exclusion pronounced by the Steering Committee followed by proposal of the Chairperson of the Organisation or other reasons that materially or morally endanger the Organisation, after the member in concern is summoned, in written or orally, to present his/hers point of view; or
- In case of deletion decided by the Steering Committee followed by proposal of the President of the Organisation in case that the member fails to pay the membership fee, and after the member is summoned to pay the fee in certain deadline.

V. INTERNAL ORGANISATION

Article 14

The Organisation has the following bodies: **General Assembly, Council of Experts and President of the Organisation.**

a) General Assembly

Article 15

General Assembly is composed of all members meeting the statutory obligation.

General Assembly has Chairperson, and three Vice Chairpersons elected by the General Assembly for the period of 5 years and they can be re-elected.

The Chairpersons and three Vice Chairpersons of the General Assembly are from different countries of the Dinaric Arch.

The Chairman of the General Assembly represents the Organisation.

Election of the Chairperson

Article 16

A candidate for the Chairperson of the General Assembly is proposed by the Steering Committee or by minimum three members of the Organisation.

The member can propose only one candidate.

Proposal of the candidate for the Chairperson of the General Assembly is filed to the chairperson in written form until the beginning of the General Assembly Meeting.

The decision on the Chairperson is made individually, by public vote.

In case there is no quorum for election of the Chairperson, the term in the office of the Chairperson is prolonged until the next General Assembly Meeting.

Election of the Vice Chairperson

Article 17

Election of three Vice Chairpersons of the General Assembly is made on the basis of the list of candidates.

The list of candidates with the number of electing candidates is proposed by the Steering Committee of minimum three members of the Organisation.

The member can propose only one list of candidates.

The list of candidates is submitted to the General Assembly in written form until the beginning of the General Assembly meeting.

The list of candidates is decided in full, by public vote.

Subsequent election of the Vice-Chairman is made on the basis of individual proposals.

Authority

Article 18

The General Assembly:

- Adopts Articles of Association of the Organisation;
- Elects Steering Committee and approves its work;
- Defines strategic priorities of the Organisation;
- Adopts three-year Work Plan;
- Adopts Work Programme for the following year as well as the Report on Work for the previous calendar year;

- Makes Annual Financial Plan;
- Adopts Annual Financial Accounts;
- Defines the amount of membership fees for each category of membership by the proposal of the Steering Committee;
- Decides on modification of the goal, termination of operation and division of the remaining assets of the Organisation;
- Makes decisions on entering into associations and other forms of connecting with associations; and
- Deals with the issues which are not statutory in competence of another body of the Organisation.

Convening

Article 19

The General Assembly can be regular or extraordinary.

The General Assembly is regularly convened once in a year.

The Chairperson of the General Assembly calls for the session of the General Assembly with previous consultations with the President of the Organisation.

The call of the General Assembly includes: day and time of the convention, time of the beginning and proposal of the agenda with appropriate material.

The call is sent by e-mail to all members with confirmation of reception minimum 15 days prior to the session and it is published on the web page of the Organisation.

The extraordinary session of the General Assembly can be schedule on the initiation of at least one third of the members at the latest within 30 days from the day of submitting of the request for its convention.

The General Assembly can be held in any country of the Dinaric Arch.

Chairing the Session

Article 20

The Session of the General Assembly is chaired by the Chairperson of the General Assembly.

In case of absence or temporary deterrence, the chairperson is replaced by one of three vice-chairpersons authorized by him/her.

Session Quorum

Article 21

Minimum one third of the voting members, who paid their membership fees regularly (hereinafter: the Quorum) must be present for valid decision making at the Session of the General Assembly.

In case there is no Quorum, the new Session of the General Assembly is convened within 30 days.

The General Assembly has the Quorum for decision making, regardless the number of present voting members, who regularly pay their membership fees.

Agenda

Article 22

The Agenda is defined on the Session of the General Assembly

The Agenda of the General Assembly is proposed by the Chairperson.

The Chairperson of the General Assembly enters into proposal of the Agenda all materials related to the General Assembly which have been submitted by the authorized presenters in manner defined by these Articles of Association and other regulations of the Organisation.

Voting

Article 23

The General Assembly tends to make decision by the consensus.

The right to vote on the Session of the General Assembly have the members who regularly paid their membership fees.

The members - legal entities appoint their own personnel that represents them on the session and submit their names to the General Assembly before the beginning of the session of the General Assembly.

The voting members vote publicly by raising hands.

The General Assembly makes decisions by secret voting when prescribed by these Articles of Association or when required by at least one third of the present voting members.

The secret voting is conducted by the ballots.

Article 24

The General Assembly makes decisions by the majority votes of the present voting members.

The General Assembly makes decisions on adopting the Articles of Association and their changes and amendments and termination of operation of the Organisation, by two third majority votes of the present voting members.

Initiative for the process of adopting new Articles of Association and their changes and amendments and termination of the Organisation can be made by the Steering Committee or one third of the members of the Organisation.

Working Languages

Article 25

Working languages of the General Assembly are official languages of the countries of the Dinaric Arch.

Working material for the General Assembly is delivered in the official language of the member states, and/or if needed in the English Language.

The Chairperson of the General Assembly can decide on different language arrangement, on the proposal of the President of the Organisation, especially in case of limited budget.

Minutes of Meeting

Article 26

The Minutes of Meeting of the General Assembly session are thereby made.

The Minutes of Meeting include basic information on work of the session and given proposals and decisions adopted on the session.

The Minutes of Meeting also include the results of voting in specific proposals.

The Minutes of Meeting are sent to the members by the time of convening the following session at the latest.

The Minutes of Meeting are adopted at the beginning of the General Assembly Session before defining the Agenda.

Adopted Minutes of Meeting are signed by the Chairperson of the General Assembly.

Expenditures

Article 27

Each member of the Organisation covers its own expenses at the Session of the General Assembly.

b) Steering Committee

Article 28

The Steering Committee is composed of eight members, one from each country of the Dinaric Arch.

The Members of the Steering Committee are elected at the General Assembly for the period of 5 years and can be re-elected.

Election of the Members

Article 29

Each country of the Dinaric Arch recommends one member of the Steering Committee which is determined by the members who belong to the Organisation within the same country.

Recommendation of the candidate for the member of the Steering Committee is submitted in written form to the President of the Organisation within 3 days as of the General Assembly Session day whereby the Steering Committee Members are elected.

If no proposal for the member candidates of the Steering Committee is submitted from a Dinaric Arch state, then the President of the Organisation proposes the member of the Steering Committee from that state.

The President of the Organisation, based on received proposals and covenants of the paragraph 4 of this article, composes the final list of candidates by Dinaric Arch countries and submits it to the Chairperson of the General Assembly until beginning of the convention of the General Assembly.

The elections for members of the Steering Committee are carried out by public voting for

candidates from each country of Dinaric Arch individually.

In case there is no quorum at the General Assembly for election of the Steering Committee, the mandate of the members of the Steering Committee shall be prolonged until following convention of the General Assembly.

Election of the President and Vice-President

Article 30

The Steering Committee has president and vice-president.

The President and two Vice-Presidents are elected mutually at the first meeting of the Steering Committee on the proposal of the Chairperson or at least 3 members of the Steering Committee.

The decision on the proposal of candidates for the president and two vice-presidents of the Steering Committee is made jointly, by voting.

The President of the Steering Committee represents the Organisation.

Powers

Article 31

The Steering Committee:

- Elects and discharges the President of the Organisation;
- Approves Annual Plan of Operations and submits it to the General Assembly for adoption;
- Approves Financial Accounts for previous year and proposes Financial Plan for the following year;
- Adopts the Rulebook on Systematisation of Jobs and other rules whose adoption is not in competence of another body of the Organisation in accordance with these Articles of Association;
- Makes decisions on cooperation with domestic and international organisations;
- Works on setting up or membership in networks with associate organisations and proposes membership to the General Assembly;
- Performs other duties in accordance with the Law, these Articles of Association and general acts of the Organisation.

Meetings

Article 32

The Steering Committee works in sessions.

The Steering Committee meets at least twice a year.

The Chairperson of the General Assembly, President of the Professional Council and the President of the Organisation participate in work of the Steering Committee, with no rights in decision making.

The institutions, NGOs and individuals can participate in work of the Steering Committee, depending on the needs and the subject of the session, without the rights in decision making.

The oldest member chairs the first session of the Steering Committee until election of the president.

Convening

Article 33

The session of the Steering Committee is convened by the President of the Steering Committee previously consulting the President of the Organisation.

Convening of the session of the Steering Committee includes: the day and the place of the meeting, time of beginning and proposal of the agenda with appropriate materials.

Convening is sent to the members by e-mail with confirmation on reception at least 15 days prior to the meeting.

The Steering Committee can take place in any country of Dinaric Arch.

Session Quorum

Article 34

At least five members of the Steering Committee must be present for valid decision making at the session.

Voting

Article 35

The Steering Committee makes decisions by majority of votes of present members.

In case of the same number of votes, the decision is made by the President of the Steering Committee by his vote.

Members of the Steering Committee vote publicly by lifting hands.

In urgent cases, voting can be made by e-mail.

Article 36

The provisions valid for General Assembly are applied for the issues of working languages, minutes of meetings and expenditures.

c) Professional Council

Article 37

Professional Council is composed of five members elected from the pool of experts for protection of natural resources.

The President and the Members of the Professional Council are elected by the Steering Committee on the proposal of the Presidents of the Organisation for the period of 5 year and they can be re-elected.

Article 38

The Professional Council is advisory body for professional issues of improvement of protection, development and management of protected natural resources in the area of Dinaric Arch

Countries.

The Professional Council meets on the basis of the needs of the Organisation, at least once a year.

The provisions valid for the Steering Committee are applied in appropriate way on the issues of work of the Professional Council

d) President of the Organisation

Article 39

The President of the Organisation manages daily activities of the Organisation in Accordance with goals defined by these Articles of Association and decisions of the General Assembly and Steering Committee.

The President of the Organisation is elected by the Steering Committee for the period of 5 years and he/she can be re-elected.

Election

Article 40

Any person can be elected for the President of the Organisation who meets the following conditions:

- High education in scope of 240 ECTS credits;
- At least 6 years of working experience on positions of managing protected natural resources, which requires high education from the paragraph 1 of this article; and
- Permanent or temporary residence in Montenegro

The Steering Committee can make decision to make a public call in the process for electing the President of the Organisation.

Authorisations

Article 41

The President of the Organisation:

- Advocates and represents the Organisation;
- Signs and verifies documents of the Organisation;
- Manages work of the Organisation between two General Assemblies;
- Proposes drafts of the document for Organisation's meetings;
- Participates in work of the Steering Committee;
- Concludes work contracts and volunteers work contracts and makes decisions on termination of these contracts in accordance with the Law;
- Responsible for implementation of programme activities of the Organisation;
- Responsible for financial operations of the Organisation;
- Appoints commissions and similar bodies if necessary and defines scope of their work; and

- Performs other work in accordance with the Law, these Articles of Association and general acts of the Organisation.

Discharge

Article 42

The President of the Organisation is discharged for the following reasons:

- On his/hers personal request;
- After expiration of the term of office if he/she is not re-elected;
- If he/she does not execute the decisions of the General Assembly and Steering Committee;
- If it is determined in a way stipulated by law that there is loss of working capacity; or
- If the General Assembly does not adopt Annual Work Report and Financial Accounts from justified reasons.

Justified reasons for not adopting the Work Report and Financial Accounts are the following:

- If there is severe violation of Ethical Code by the President of the Organisation;
- In case functioning of the Organisation is endangered, or if that endangerment was the result, or caused by bad business actions of the President of the Organisation, and that it was determined, that he/she caused difficult financial situation and jeopardised functioning of the Organisation by making harmful and illegal decisions, as well as the decisions he/she was not authorized to make.
- In case that external audit determines severe negative aspects in Organisation's operations in its report and assesses that the operations of the Organisation are negative and illegal, and if the external auditor argumentatively determines in the report that these negativities have been caused by bad, unauthorized and illegal business actions and decisions of the President of the Organisation; or
- If the President of the Organisation is convicted of a criminal act in the field of civil and commercial rights.

In case that operations and financial stability of the Organisation are endangered from any other reasons on which the President of the Organisation objectively could not have an impact, i.e. in case the failure of the plan, programme and budget execution by the other parties and bodies of the Organisation, and also failure of executing planned and defined obligations by the founder, then such caused situation cannot be deemed as justified reason for rejecting the Work Report and Financial Accounts on business operations, and cannot be deemed as justified reason for termination of the contract before the end of the period of appointment of the President of the Organisation.

Employees (personnel)

Article 43

The employees are employed in accordance with the Law, based on the Job Systematisation Act, made by the Steering Committee, proposed by the President of the Organisation.

VI. SOURCES OF FINANCING AND ACCOUNTING

Article 44

Sources of financing the Organisation are:

- Annual membership fees;
- Contributions of all types from institutional partners (subsidies, aid, ...);
- Grants and other aids enabled by the law;
- Sources from International, European, State and Regional projects;
- Sources from the work programmes;
- Income from extraordinary sources; and
- Income from provided services.

Article 45

Activities related to one business year (as of the 1st January until 31st December) are the subject of accounting in accordance with valid accounting norms in Montenegro and include income statement, balance sheet and other required annexes.

VII. FINAL PROVISIONS

Article 46

The General Assembly makes decision on termination of the Organisation.

In case of termination of the Organisation, all assets are transferred to the ownership of one or more non-governmental organisations, in accordance with decision of the General Assembly.

Article 47

By entering these Articles of Associations into force the following cease to be valid:

- The Statute adopted at the General Assembly held on the 5th December 2014;
- Decision on Changes and Amendments of the Statute adopted on extraordinary session of the General Assembly on the 10th March 2017.

Article 48

These Articles of Association enter into force as of the day of their adoption at the General Assembly.

At Bihać, on the 06.12. 2019.

**CHAIRPERSON OF THE GENERAL
ASSEMBLY**
Nenad Strizrep