

Pursuant to Article 13 of the Associations Act (Uradni list Republike Slovenije [Official Gazette of the Republic of Slovenia] No. 64/2011, official consolidated text), the General Assembly of the Transparency International Slovenia – Društvo Integriteta Association convened on 2 October 2014 and adopted the following

STATUTE

PREAMBLE

VISION, VALUES AND OPERATING PRINCIPLES OF THE TRANSPARENCY INTERNATIONAL SLOVENIA – DRUŠTVO INTEGRITETA ASSOCIATION

Our mission is to raise awareness, educate and protect public interest by establishing integrity and transparency in society.

Our vision is for key entities to come together to create a system of informing, educating and protecting public interest in the process of establishing integrity and transparency in society.

Our values are

- TRANSPARENCY
- RESPONSIBILITY
- INTEGRITY
- SOLIDARITY
- COURAGE
- JUSTICE
- DEMOCRACY
- HONESTY

We are a civil society organisation devoted to observing the following principles:

1. The association shall form national, regional and global coalitions. We shall cooperate with all individuals and groups, all for-profit and non-profit corporations and organisations and governmental and international organisations dedicated to fighting and preventing corruption and fostering integrity. As the creators of the coalitions in the process of the policies preparation.
2. We undertake to act openly, honestly and responsibly in our dealings with any individuals and organisations with which we may come into contact, all our colleagues and each other.
3. Our work within the Association shall be democratic as well as politically independent and party-neutral.
4. The Association shall identify and analyse those responsible across all levels in the cases in which bribery and corruption have been unambiguously identified and established. The Association shall not uncover, seek or identify individual cases of corruption. It shall take decisive action related to preventive measures and system reform.
5. The anti-corruption movement is a global movement complementing social, political, economic and cultural systems. In its narrower sense, it studied the principles of cooperation, decentralisation, diversity, accountability and transparency.
6. The positions taken by the Association shall be based on clear, objective and professional analyses and high standards for the performance and implementation of studies.

7. The Association shall only accept any donations, financial contributions or any other contributions if they pose no risk to its independence, fairness, meticulousness and objectivity in working.
8. The Association shall present detailed reports on its work and activities within an acceptable time frame.
9. The Association shall respect and promote basic human rights and freedoms.
10. The Association undertakes to establish and foster ties with other similar or related national organisations worldwide.
11. The Association shall strive towards a balanced and diverse organisational structure of our working and administrative bodies.

GENERAL PROVISIONS

Article 1

Transparency International Slovenia – Društvo Integriteta is a volunteer nongovernmental, apolitical and non-profit association of members working in a variety of fields within the Association.

Article 2

The Association is a private legal entity. The Association shall operate domestically as well as abroad.

Article 3

The official name of the Association shall be Transparency International Slovenia – Društvo Integriteta.

Its short name shall be Društvo Transparency International Slovenia.

The Association headquarters shall be located in Ljubljana, Slovenia; the address of its offices shall be approved and selected by its Executive Committee at a meeting thereof.

The Association seal shall contain the inscription “Transparency International Slovenia – Društvo Integriteta”. Further elements and their arrangement on the seal shall be determined by the Executive Committee at its meeting.

In legal transactions, the Association shall be known as Društvo Transparency International Slovenia.

Article 4

The Association Statute and other general documents, Transparency International documents and relevant legislation constitute the legal basis for the operation of the Association.

PURPOSE AND OBJECTIVES OF THE ASSOCIATION

Article 5

The Association shall pursue its stated purpose and objectives by developing and carrying out prevention programmes to raise awareness in the general and professional public on the needs and conditions for achieving a high level of integrity in society, by identifying the current level of ethics, integrity and corruption in Slovenia, by laying the professional and legal groundwork for as well as providing advice to individuals and legal entities to aid the creation of integrity mechanisms in their

immediate and wider circles, by preventing corruption, increasing oversight and efficiency of the public and private sectors, particularly by providing support to victims of corruption, encouraging them to cooperate as well as coordinating any such cooperation with bodies tasked with preventing, uncovering and prosecuting corruption-related crime, and by providing assistance to witness protection relevant to this area of work.

Awareness programme activities typically performed by the Association involve education and providing guidance and information to the public, individuals, entities and governmental bodies. The Association also carries out studies on the current state of ethics, integrity and corruption in society, works together with interested governmental and nongovernmental organisations both domestically and abroad, organises and participates in all forms of continuous training and education, lectures, round-table discussions and the like. The Association conducts a variety of workshops, conferences, seminars and other events advancing its core mission and objectives.

In carrying out support programmes for corruption victims and witnesses, which seek to provide an alternative legal means to citizens facing corruption, the Association generally makes use of all legal mechanisms available in the civil sector, including providing legal counsel free of charge. The Association uses these activities to identify larger structural, institutional and legal system deficits, and fights for strategic advocacy that would introduce systemic solutions and changes to the relevant legislation.

The Association's core areas of work are also closely connected to the practices, transparency, autonomy, integrity and activities in the following areas: public administration, local self-government, the environment and environmental issues, the information society, health, culture, sport, business, agriculture, spatial planning, regional and cohesion policy, civil society, autonomous institutions in the country, institutions concerned with providing access to public information, the police force, prosecutors, institutions tasked with drawing up and carrying out public tenders, political parties, institutions dedicated to protecting victims and persons reporting crimes, witness protection and corruption whistleblowers, the legislative, judicial and executive branches of government, the private and public sectors, human rights and human rights organisations and other activities.

Article 6

In pursuing its mission and objectives, the Association shall participate in a variety of domestic and international projects, carry out research and issue publications related to its activities.

In accordance with the law, the Association shall perform the following commercial activities:

- G47.190 – other retail sale in non-specialised stores,
- J58.110 – book publishing,
- J58.120 – publishing of directories and mailing lists,
- J58.130 – newspaper publishing,
- J58.140 – publishing of journals and periodicals,
- J58.190 – other publishing activities,
- J59.130 – motion picture, video and television programme distribution activities,
- J63.110 – data processing, hosting and related activities,
- J63.120 – web portals,
- J63.990 – other information service activities n.e.c.,
- N77.400 – leasing of intellectual property and similar products, except copyrighted works,
- N82.300 – organisation of conventions and trade shows,

- P85.590 – other education n.e.c.,
- P85.600 – educational support activities,
- M72.200 – research and experimental development in social sciences and humanities,
- S94.999 – activities of other membership organisations n.e.c.

The proceeds from commercial activities shall be used to advance the mission and objectives of the Association.

Article 7

The Association shall cooperate with other Transparency International groups, divisions and structures worldwide. The Association shall work closely with the Transparency International Secretariat.

The Association may work together with other organisations the operation or projects of which advance the objectives and duties of the Association.

The Association may participate independently or become a member of international and foreign organisations pursuing related objectives and goals.

PUBLIC DISCLOSURE

Article 8

The activities of the Association and its bodies shall be public.

The Association shall provide information to its members by the following means:

- by providing access to the minutes of Association bodies,
- via the Association website,
- over the media, and
- by other appropriate means.

The Association shall provide information to the general public about its work via its website as well as over the media and by organising round table discussions and press conferences, and inviting representatives of interested bodies, institutions, organisations and the media to its meetings.

Ensuring the activities of the Association are public and accurate information is provided thereof as well as determining the activities of the Association that are to remain confidential to protect the interests of the Association shall be the responsibility of the Association Chair.

MEMBERSHIP

Article 9

Any individual or legal entity wishing to participate out of its own volition and carry out the Association's programmes may become a Member of the Association. The individual or entity must agree to the programme and the Association Statute and sign the Code of Conduct.

Membership shall be voluntary. Anyone wishing to become a Member shall provide a joining

declaration to the Executive Committee announcing their wish to become a Member of the Association and undertaking to comply with the Association Statute and its other regulations.

Membership shall be granted at the discretion of the Executive Committee following a signed joining declaration. Should the Executive Committee deny a membership application, the rejected individual may challenge the Executive Committee before the Association Ethics Tribunal.

Same conditions shall also apply to aliens or foreign entities wishing to become Members of the Association.

The Association shall recognise Regular, Sustaining and Honorary Membership.

Anyone supporting the vision, objectives and activities of the Association who professes a desire to actively participate in the Association in their joining declaration is eligible for Regular Membership.

Anyone supporting the vision, objectives and activities of the Association who, however, does not wish to actively participate in the Association as stated in their joining declaration is eligible for Sustaining Membership.

All Association Members shall pay membership dues.

Article 10

Regular Members have the right to:

- participate in pursuing the mission and objectives of the Association;
- vote and be elected to serve on Association bodies;
- access the minutes of Association bodies;
- participate in specific projects and tasks of the Association;
- participate in the work and decision-making process of Association bodies;
- be provided with information on the Association programme and business performance as well as financial and material performance.

Sustaining Members have the right to:

- participate in all Association activities,
- be provided with information on the Association programme and its financial and material performance.

Article 11

All Members shall have the duty to:

- comply with the Statute and other regulations and decisions of Association bodies,
- pay membership dues,
- uphold the reputation of the Association.

Regular Members shall have the duty to:

- actively participate in and contribute through their work to the Association's mission and objectives, if there is no conflict of interest with regard to the ongoing or prior performance of other professional duties and projects on the part of the Member;
- participate in a minimum of two Association activities per annum;
- regularly pay membership dues in the amount set by the General Assembly;
- provide the Association with information needed to carry out common agreed upon tasks, if

this does not infringe on their professional duty to maintain confidentiality;

- share their experience and knowledge with other Association Members.

Should a Regular Member fail to comply with these duties, the Executive Committee shall terminate the Member's Regular Membership status, except when provided for differently by this Statute.

Article 12

The Honorary Member title shall be conferred to an Association Member of merit in the development and performance of the Association or an Association Member whose public activities have contributed to the effectiveness of the Association.

Awarding and withdrawal of Honorary Membership shall be performed at the discretion of the General Assembly following a proposal of the Executive Committee.

Article 13

The activities of the Association may also be performed by volunteer non-Members.

Article 14

Membership in the Association shall cease:

- upon withdrawal of membership by a withdrawal of membership letter
- upon removal from membership, if the Executive Committee chooses to expel a member pursuant to Association rules, or in accordance with the Ethics Tribunal decision if the expelled Member has filed a complaint against the expulsion,
- upon removal from the Executive Committee, if the Member has failed to pay membership dues for the last two years,
- upon the Member's death.

Article 15

If a Regular Member becomes or assumes office as Member of the National Assembly, Member of the National Council, President of the Republic, Prime Minister, Minister, State Secretary, Constitutional Court Justice, Judge, State Prosecutor, an official in other governmental or local self-government bodies, Slovenian MP to the European Parliament or any other official representing Slovenia in EU bodies or other international institutions, Secretary-General of the Government, or an official of the Bank of Slovenia or a political party, the Member's Regular Membership shall be automatically suspended on the day of assuming office for the entire duration of the position. The Member suspended pursuant to this Article shall have the status of and be considered a Sustaining Member.

ASSOCIATION BODIES

Article 16

The Association shall comprise the following bodies:

- the General Assembly
- the Executive Committee
- the Supervisory Committee
- the Ethics Tribunal

Article 17

The General Assembly is the highest Association body and is composed of all Members.

The General Assembly may convene at ordinary and extraordinary sessions. Ordinary General Assemblies shall take place once per annum. An extraordinary General Assembly shall be called by an Executive Committee decision or upon the request of 15 per cent of the Association Membership. The Executive Committee shall call an extraordinary General Assembly within 30 days of receiving a written request for an extraordinary session. If the Executive Committee fails to call a General Assembly by the end of this deadline, the General Assembly shall be called by the requesting party, which shall also submit an agenda and any relevant materials. In an extraordinary session, the General Assembly shall only discuss the matter pertinent to its convening.

Calls for ordinary and extraordinary General Assemblies shall be published on the Association website without fail, and may also be publicised elsewhere.

Article 18

Association Members shall be notified of the General Assembly and its agenda no fewer than 7 days before the date of the General Assembly.

The presence of a majority of Members shall be required for a quorum; decisions shall be adopted if they are approved by a majority of Regular Members present.

In the absence of a quorum, the Assembly shall be postponed by 15 minutes. Thereafter, the presence of 10 Members shall suffice to constitute a quorum. In the absence of this quorum, the Assembly shall be postponed by another 30 minutes. Thereafter, the presence of 3 Members shall suffice to constitute a quorum.

As a rule, voting shall be public; however, the secret ballot may be instituted at the discretion of a majority of Regular Members present.

Article 19

Duties of the General Assembly shall include:

- setting out the agenda,
- passing and amending the Association Statute,
- passing the work programme for the Association,
- passing the Ethical Code and the Code against Conflicts of Interest,
- passing the financial plan and the final budget,
- deciding on purchasing and selling movable and immovable property valued at over EUR 100,000.00,
- confirming the financial report,
- determining membership dues,
- electing and dismissing the President, Executive and Supervisory Committee members and members of the Ethics Tribunal,
- ruling on complaints over Executive Committee and Ethics Tribunal decisions,
- making final decisions on the expulsion of members from the Association in cases in which the member to be expelled has filed a complaint against the decision of an Association body,
- deciding on other matters as proposed by Association bodies or members in accordance with the Association's mission and objectives,

- deciding on the dissolution of the Association.

Individual proposals for discussion topics at a General Assembly shall be sent to the Executive Committee in writing 8 days before the ordinary session of the General Assembly is called, which generally takes place in May.

Minutes shall be drawn up at the General Assembly and shall be signed by the Chair and the minute taker.

Article 20

The Executive Committee shall be the executive body of the Association tasked with organisational matters and steering the work of the Association between two General Assemblies in accordance with the programme and decisions adopted at General Assemblies.

The Executive Committee shall be accountable to the General Assembly in connection to its work.

As a general rule, the Executive Committee shall have no fewer than 3 members.

The Executive Committee shall be formed by the Chair, the Secretary and Member(s) elected.

The Executive Committee shall convene at its own discretion, but no fewer than twice per annum.

Executive Committee members shall be elected for a period of 4 years and may stand for re-election.

Article 21

Duties of the Executive Committee include:

- calling the General Assembly,
- overseeing the execution of the Association's work programme,
- proposing the Association Statute and amendments to the Statute,
- passing the Association's operational acts,
- drafting the financial plan and the final budget,
- overseeing financial and material business transactions of the Association,
- managing the Association's assets,
- entering into employment and contractual work contracts,
- establishing and dissolving working bodies, commissions and project groups within the Association,
- entering into contracts within its afforded powers,
- executing other tasks arising from the Association's rules and additional tasks assigned by the General Assembly.

Article 22

The Executive Committee shall perform its duties on sessions called by the Association Chair, or the Association Secretary and the absence of the Chair.

The presence of a majority of Executive Committee members at a session shall constitute a quorum. Decisions shall be adopted if they are approved by a majority of the Executive Committee members present.

The Executive Committee may task individuals with or form commissions, groups and committees to

be tasked with executing individual or several duties. The duties, the number of members and Chairs of such commissions, groups and committees shall be determined by the Executive Committee. The individuals or groups, committees and commissions so appointed shall be accountable to the Executive Committee. The Association may invite external partners to participate in a commission.

Article 23

The Association may also establish project groups or divisions organised to further the interests of the Association in compliance with the mission and objectives behind the founding of the Association. Such groups or divisions shall be established by the Executive Committee upon a proposal of Association Members and shall not be considered legal entities or Association bodies; as such, they shall be required to comply with the Association Statute and other applicable acts.

Such groups or divisions shall be accountable to the Executive Committee.

Article 24

The Supervisory Committee shall oversee the work of the Executive Committee and other Association bodies and monitor financial, material and other transactions of the Association. The Supervisory Committee shall be accountable to the General Assembly and shall report to it once per annum.

The Supervisory Committee shall be composed of no fewer than three representatives elected by the General Assembly. Its members shall elect their Chair amongst themselves.

Members of the Supervisory Committee shall not simultaneously act as members of the Executive Committee. They may participate on Executive Committee sessions, but shall have no say in its decisions.

Supervisory Committee members shall not receive financial compensation for any work performed within the Association, with the exception of attendance fees for Supervisory Committee sessions, should such fees be paid out by the Association.

The presence of a majority of Supervisory Committee members at a session shall constitute a quorum. Decisions shall be adopted if they are approved by a majority of the Supervisory Committee members present.

Executive Committee members shall be elected for a period of 4 years and may stand for re-election.

Article 25

Members of the **Ethics Tribunal** shall be elected by the General Assembly for a period of 4 years and may stand for re-election. The Tribunal shall be composed of three members. Its members shall elect their Chair amongst themselves.

The Tribunal shall convene upon a written request by Association members or bodies or at its own discretion.

The Ethics Tribunal shall conduct the proceedings and shall impose disciplinary measures pursuant to the Disciplinary Rules.

Article 26

Disciplinary breaches heard by the Ethics Tribunal shall include:

- breaches of Statute provisions,
- careless or negligent assumption and performance of assumed duties and positions within the Association,
- failure to execute the decisions of Association bodies,
- acts in any way detrimental to the reputation of the Association,
- failure to observe or violation of the objectives pursued by the Association in its work.

Article 27

Disciplinary measures imposed by the Ethics Tribunal upon concluded proceedings pursuant to the Disciplinary Rules shall include:

- reprimand,
- public reprimand,
- expulsion.

The defendant shall have the right to appeal the decision of the Ethics Tribunal with the General Assembly as the appellate body.

Article 28

Association Chair shall represent and act on behalf of the Association in Slovenia and abroad and shall be its legal representative.

The Association Chair shall also act as the Chair of the Executive Committee and shall be elected by the General Assembly for a period of 4 years and may stand for re-election.

The Chair shall be responsible for the operation of the Association in accordance with the Statute and Slovenian law. The Chair shall be accountable to the General Assembly and the Executive Committee.

In the absence of the Chair, the Secretary or another member of the Executive Committee shall be authorised to replace the Chair.

Article 29

The Secretary shall act on behalf of the Association in legal transactions with third parties if so authorised by the Chair.

The Secretary shall be appointed for a period of 4 years and may stand to be re-appointed.

The Association Secretary may act in this capacity as an employee or on contractual grounds, if so decided by the Executive Committee and approved by the General Assembly.

Article 30

The Secretary shall have the following duties and authorisations:

- implementing decisions of Association bodies,
- implementing the Association's business policy in accordance with the approved programme,
- facilitating coordination among Association bodies,
- organising and managing the work of Association specialist services,
- bearing shared liability for the financial and material performance of the Association,

- if so authorised by the Chair, signing financial and material documents concluding legal transactions between the Secretary as the authorised party and donors, sponsors and other legal entities and individuals.

In the absence of the Secretary, a deputy appointed by the Association Chair shall act in the Secretary's place.

The Secretary shall be accountable to the Executive Committee of the Association.

Article 31

If deemed necessary, technical and specialist, administration and accounting work shall be performed by an external legal entity or individual selected by the Executive Committee; any such party shall be accountable to the Executive Committee.

Article 32

All Association bodies, with the exception of the General Assembly, may convene and make decisions via information and communications technology. Should this be the case, any decisions shall be deemed passed if all individual members of the body who partook in decision-making can be identified, while also observing the procedural and substantive rules governing the operation of Association bodies.

FINANCIAL AND MATERIAL OPERATION OF THE ASSOCIATION

Article 33

Sources of funds:

- membership dues,
- gifts and bequests,
- proceeds from the Association's activities and property rights,
- donations and sponsorship contributions,
- public funds,
- other sources.

Sources of funding and financial operation shall be public. Every Member shall have the right to consult the financial and material documentation.

If the Association generates a surplus of revenue over expenditures in the course of its activities, the surplus shall be apportioned for performing Association activities, or the core mission behind the establishment of the Association, in the long term.

Any distribution of assets to the Members shall be null and void.

Article 34

Association assets shall encompass monetary and other funds acquired by the Association through membership dues, gifts and bequests, donations, public funds, proceeds from the Association's activities and other sources, its real estate, movable property and property rights.

Article 35

The Association may enjoy the support of sponsors and donors. Sponsors and donors shall be legal entities or individuals supporting the Association financially or by any other means. Sponsors and donors shall have the right to participate at General Assemblies and its discussions; they shall, however, have no right to make decisions.

Article 36

The Association shall compile a yearly report for every business/calendar year containing the balance sheet and the profit and loss account, including commentary to the account, as well as a report on the business performance of the Association. If the Statute is amended or the Association is dissolved, the report shall also be compiled during the year.

The Association shall keep its accounting records and books of account in accordance with applicable legislation.

Bookkeeping and the drafting of the yearly report shall be carried out in accordance with accounting standards for associations.

The yearly report shall be discussed by the Executive Committee. The Supervisory Committee shall perform an internal audit on the financial and material performance of the Association. Following the internal audit, the yearly report and the Supervisory Committee report shall be given over to the Members' Committee to adopt.

Article 37

Commercial activities of the Association are laid out in Article 5 of the Association Statute and are connected to the Association's stated mission and objectives. Any commercial activities that constitute a certain service or achievement along with the non-commercial activity or ensure better management or use of the Association's core funds shall be considered secondary activities supplementing the non-commercial activity of the Association.

Article 38

The Association shall allocate its financial resources in accordance with the programme and yearly financial plans as adopted by the General Assembly. The General Assembly shall discuss and adopt the final budget once per annum at its ordinary session.

Article 39

Financial and material documents shall be signed by the Chair, or the Secretary if so authorised by the Chair, or a person authorised by the Executive Committee of the Association in the Chair's absence.

Financial and material transactions shall be made in accordance with applicable legislation. Oversight over the operation and business operations of the Association shall be performed by the Supervisory Committee.

The Treasurer shall be in charge of financial and material transactions pursuant to the Rules on Financial and Material Operations adopted by the Executive Committee, which shall also lay out the details on record keeping and disclosure of financial and material operations of the Association and shall comply with the accounting standards for associations.

Article 40

Every Association member shall have the right to consult the financial and material documentation and the business performance of the Association.

The Association shall have its own trading account for business purposes.

DISSOLUTION OF THE ASSOCIATION

Article 41

The Association shall dissolve:

- on the Members' volition,
- upon merging with another or several other associations,
- by undergoing administration or liquidation,
- on the grounds of a court-mandated prohibition of operation,
- as per the law.

FINAL PROVISION

Article 42

The Statute was adopted at the ordinary yearly General Assembly on November 24, 2009, and amended at the ordinary General Assemblies on March 18, 2010, and March 26, 2012, and the extraordinary General Assembly on October 2, 2014.

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

Ljubljana, October 2, 2014

Association Chair: Simona Habič