Pursuant to Article 18 paragraph 1\(^1\) and Article 23 paragraph 1\(^2\) of the Law on Associations and Foundations (Official Gazette of RM no. 52 of 16 April 2010); and pursuant to Article 28 indent 1 of the Statute\(^3\) of the Helsinki Committee for Human Rights of the Republic of Macedonia, the Helsinki Committee for Human Rights of the Republic of Macedonia, at its Assembly session held on 27.04.2018, passed and adopted:

**THE STATUTE**

**OF THE HELSINKI COMMITTEE FOR HUMAN RIGHTS**

**OF THE REPUBLIC OF MACEDONIA**

- **revised text**-

I. **GENERAL PROVISIONS**

Article 1

The Helsinki Committee for Human Rights (hereinafter: HCHR) is an independent, nonparty, nonreligious and nonprofit association of citizens financed by projects, donations, membership fees, own and other resources.

Article 2

The Helsinki Committee for Human Rights of the Republic of Macedonia has the capacity of a legal entity.

The association has its registered seat in Skopje, at St. Naum Naumovski Borche no. 83/1.

Article 3

The HCHR shall base its work on the principles of openness and transparency and shall freely promote its views and opinions, launch initiatives and participate in building the public opinion and creating policies in the area of human rights and the rule of law.

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3. **STATUTE OF THE HELSINKI COMMITTEE** – passed and adopted in the session of the Committee Assembly held on 19 April 2007, in Article 27 states – “Among other things, the Assembly shall be responsible: - to pass the Statute of the Committee and any amendments thereto.”
Article 4

The objective of the HCHR shall be to work on observance, promotion and protection of the fundamental human rights and freedoms contained in the Helsinki Final Act of 1975 and other international covenants on human rights.

Special objectives of the HCHR shall be:

- Advancement and protection of human rights and freedoms.
- Raising citizens’ awareness about their rights and freedoms and the mechanisms for protection thereof.
- Creating an enabling environment where citizens can exercise their rights in the society as a whole.

Article 5

To achieve its objectives and duties, the HCHR shall act in accordance with the Constitution and the laws of the Republic of Macedonia, through:

- Systematic monitoring of the human rights situation in Macedonia and abroad.
- Preparing reports on the human rights situation and their publishing in the country and abroad.
- Preparation, translation and publishing of publications related to the human rights theory and practice.
- Organization of conferences, seminars, public actions and other forms of civil action related to promotion and protection of human rights.
- Development of democracy, civil society and human rights.

II. MEMBERS OF THE ASSOCIATION

Article 6

Any individual who has reached the age of majority, regardless of his/her sex, gender, ethnicity, race, social status, sexual orientation, gender identity and expression, physical or intellectual disability or any other personal trait, who is a citizen of the Republic of Macedonia or a foreigner with permanent residence in the Republic of Macedonia, can apply to become a member of the HCHR.

The members of the HCHR shall be active citizens who apply for membership in the HCHR on voluntary basis.

By signing the membership application form, members accept the Statute of the HCHR and express their readiness to become individual members who will offer their expertise in certain areas of implementation of the activities and the work of the HCHR.
Article 7

The Management Board shall decide on granting membership.

The Management Board shall review the membership application and decide whether the candidate meets all the membership requirements and accepts this Statute and the Program of the Helsinki Committee for Human Rights of the Republic of Macedonia.

Membership to the HCHR shall be subject to payment of an annual membership fee, the amount of which shall be decided by the Assembly, and failure of payment of the membership fee for the preceding year shall mean exclusion from membership.

The Helsinki Committee for Human Rights of the Republic of Macedonia shall keep a member's register of all its members, which shall be updated once a year.

Article 8

Members of the HCHR shall have the rights and responsibilities in accordance with the provisions of this Statute and the positive legislation. Members shall have the following rights and responsibilities:

- to elect and to be elected in the bodies of the HCHR;
- to propose solutions to issues of joint interest;
- to work on developing and promoting social and other activities which arise from the Statute, the program goals and duties and adopted decisions and conclusions;
- to fully implement the provisions of the Statute and the program activities;
- to represent the interests and views of the organization;
- to seek expert and other assistance related to the work of the HCHR.

Article 9

Any member may voluntarily terminate his/her membership in the Helsinki Committee for Human Rights of the Republic of Macedonia by providing written notice to the HCHR thereof.

Article 10

A member may be excluded from membership if he/she acts contrary to the values and principles of the HCHR, causes harm to the work and reputation of the organizations and acts contrary to the Statute and the acts of the Helsinki Committee for Human Rights of the Republic of Macedonia.

The exclusion procedure may be initiated by:

- five members of the Assembly;
- two members of the Management Board;
- the President of the Helsinki Committee for Human Rights of the Republic of Macedonia.

The Management Board shall decide on the exclusion from membership by a majority vote of all the members.

The Supervisory Board shall confirm the decision for exclusion from membership by a majority vote of all the members.

In case of a conflict between the decisions of the Management and the Supervisory Board, the Assembly shall decide.

III. BODIES OF THE HELSINKI COMMITTEE FOR HUMAN RIGHTS OF THE REPUBLIC OF MACEDONIA

Article 11

The Helsinki Committee for Human Rights of the Republic of Macedonia shall be governed by its members, directly or through their representatives.

The bodies of the HCHR are:
- the Assembly;
- the Management Board;
- the Supervisory Board;
- the Executive Director.

To facilitate implementation of its duties and objectives, the HCHR shall have an Executive Office, managed by the Executive Director.

Article 12

Assembly

The Assembly is the highest body of the HCHR and is comprised of all of its members.

Article 13

The Assembly shall be responsible for:
- passing the Statute, Program and other acts;
- adopting the HCHR annual work and financial reports, which shall be published on the HCHR website;
- submitting the financial report to the competent state authority, i.e. the municipal body, the municipalities of the City of Skopje and the City of Skopje, in cases when the HCHR has been
funded from the budget of the Republic of Macedonia, i.e. the budgets of the local self-government units;
- deciding on changes in the Association’s objective;
- deciding on the internal organization and the organizational forms of the Association’s bodies;
- electing and dismissing members of the Management and the Supervisory Board by a majority vote of the members present;
- deciding on statutory changes of the Association;
- deciding on dissolving the Association by a two-third vote of all members of the Association; and
- performing other activities in line with the Statute and the acts of the Association.

**Article 14**

The Assembly shall work in sessions and shall convene as needed, but, as a rule, regularly once a year.

The decisions of the Assembly shall be effective only if more than half of the total number of members is present.

The Assembly shall, as a rule, pass decisions with a majority vote of the members present.

**Article 15**

The sessions of the Assembly shall be convened:
- by the President of the HCHR;
- upon the proposal of the majority of the members of the Management Board of the HCHR;
- upon the proposal of the majority of the members of the Assembly.

The Executive Director shall be responsible for administering the sessions of the Assembly.

The decisions of the Assembly shall be mandatory for all bodies and members of the HCHR.

**Article 16**

The Assembly shall be convened by sending invitations to all members of the HCHR, stating the date, place and agenda of the session.

The Assembly shall select a Chairperson for each of its sessions.

The Assembly shall keep minutes of each session, which shall be subject to confirmation by the Chairperson of the Assembly and the Management Board.

**Article 17**
An ad hoc session of the Assembly shall be convened within 30 days from the date of submission of the request for an ad hoc session, and shall be convened following the same procedure as the regular Assembly sessions.

In cases when no more than half of the total number of members required for an ad hoc session can be secured, members may vote electronically, but solely on acts regarding the internal organization of the HCHR.

**Article 18**

**Management Board**

The Management Board of the HCHR is an administrative body of the Association, all members of which have equal rights, obligations and responsibilities for the work and development of the Association in accordance with the Statute.

The Management Board shall be comprised of a minimum of five, but no more than ten members.

The members of the Management Board shall be elected by the Assembly, by a majority vote of the members present at the Assembly.

The members of the Management Board shall be accountable for their work to the Supervisory Board.

**Article 19**

A candidate member of the Supervisory Board may be proposed by at least three members of the Assembly.

In case of failure to elect the required number of members of the Management Board, the election procedure shall be repeated within a period that shall not exceed two months.

Any change in the number of members of the Management Board shall be confirmed by the Assembly.

The members of the Management Board are members of the HCHR.

The elected members of the Management Board shall have a four-year mandate, with a possibility to be re-elected for no more than one additional mandate.

**Article 20**

The Management Board shall have the following responsibilities:

- to prepare and define the statutory and program tasks of the HCHR, including decisions and conclusions of the Assembly; to pass and implement the annual work plan;
• to propose amendments to the Statute;
• to prepare and pass rules of procedure, guidelines, programs and other internal acts necessary for the regular and proper operation of the Association;
• to appoint project managers, make application decisions, adopt agreements with donors and approve report on the implementation of projects;
• to appoint and dismiss the President of the HCHR from within its membership;
• to appoint and dismiss the Executive Director;
• to convene sessions of the Assembly and prepare session materials;
• to manage and be held accountable for the management of the property of the HCHR;
• to make decisions on establishing permanent and interim commissions, project and associate networks;
• to make decisions on awards and recognitions upon the proposal of the Executive Director;
• to prepare annual or interim reports on its work and the work of the HCHR;
• to perform other activities as stipulated in the Statute of the Association.

Article 21

The Management Board shall work and decide in regular monthly sessions.

The regular sessions of the Management Board shall be convened and presided over by the President of the HCHR or, in his/her absence, any other member.

A proposal for an ad hoc session may also be given by a board member. In such a case, the Executive Director shall be obligated to schedule a session even in the President’s absence.

A proposal for an ad hoc session may also be given by at least five members of the Assembly and the Executive Director.

The President of the HCHR shall be obligated to convene the session within five days following the submission of the request.

The session shall be convened by sending an invitation stating the time, date and agenda of the session.

The Management Board shall be able to work and pass decisions only if the session is attended by at least two-thirds of the total number of members.

Project Coordinators employed in the HCHR may participate in the meetings of the Board, without a right to vote, and, as a rule, always when the project they are working on is on the meetings’ agenda.

The Management Board shall pass its decisions by an absolute majority vote of all the members.

The Management Board shall keep minutes of session, which shall be adopted in the next session of the Board.
Article 22

President of the Association

The President is the legal representative of the Helsinki Committee for Human Rights of the Republic of Macedonia.

The President shall act for and on the behalf of the Association in the relations with third parties, bodies and organizations in the country and abroad.

The President may give the Executive Director or any other member of the Management Board a power-of-attorney to act for and on the behalf of the Association in the relations with third parties, bodies and organizations in the country and abroad.

The President is a full member of the Assembly and the Management Board, and he/she shall be responsible for implementation of the Statute, decisions, views and policies of the Assembly and the Management Board.

The President shall be accountable for his/her work to the Assembly.

The President shall be responsible for implementation of the activities of the Association and the Board between two meetings of the Management Board.

The President shall inform and consult the Management Board electronically about all major decisions and activities.

Article 23

A proposal for election of a President may be submitted by at least two members of the Management Board.

The President shall be elected, as a rule, in the constitutive session of the Management Board or in a session following resignation, dismissal or any other circumstance when the current president can no longer perform his/her function. The session must be attended by more than half of all the members.

The President shall be elected with a majority of votes of the total number of members of the Management Board.

The elected President shall have a four-year mandate, with a possibility to be re-elected for no more than one additional mandate.

The President may be dismissed by applying the same procedure as for his/her election.
Article 24

Supervisory Board

The Supervisory Board shall monitor the implementation of the Statute and the Program, take care of the work and the property of the organizations, and perform any other activities as stipulated in this Statute.

The Supervisory Board shall be comprised of three prominent members of the Assembly of the HCHR, with a four-year mandate and a possibility of no more than one re-election.

The members of the Supervisory Board cannot be members of other bodies the work of which they supervise, nor can they be employed in the organization.

The Supervisory Board shall control the conduct of the financial activities of the HCHR and control the appropriate use of the assets and incomes of the Association.

The Supervisory Board shall submit its findings and decisions to the Assembly and the Management Board.

The Supervisory Board shall review the regular financial management of each of the HCHR projects in accordance with the signed project implementation agreements.

The Supervisory Board shall consider any potential improvements and remarks regarding the management of project finances proposed by the project team or the donor, and shall inform the Management Board thereof and, if necessary, offer possible solutions.

Article 25

Executive Director

The administrative and business operation of the Helsinki Committee for Human Rights shall be a responsibility of the Executive Director who shall be in charge of the Executive Office.

The Executive Director shall be elected by the Management Board with a majority vote of all the members, upon the proposal of the President of the HCHR.

The elected Executive Director shall have a four-year mandate, with a possibility to be re-elected for no more than one additional mandate.

The Executive Director shall be responsible for managing the work of the Executive Office (the staff) and shall perform any other activities as laid down in the Rules of Procedure on the responsibilities, rights and obligations of the Executive Director, and in accordance with the Statute of the Association.

The work, operation and any other activities relating to the Executive Office shall be regulated with the Rules of Procedure on the organization of the work, responsibilities and fees of the HCHR Executive Office.
Article 26

The members of the Assembly, the Management Board and the Supervisory Board (members of the bodies) may participate, at any time, in the work of the bodies, give initiatives for preparation of general acts, and participate in the performance of any other activities within the competence of the Assembly, the Management and the Supervisory Board.

Article 27

The Helsinki Committee may establish its branches, networks and informal groups.

IV. TRANSITIONAL AND FINAL PROVISIONS

Article 28

The Association shall dissolve:

- upon the decision for dissolving in accordance with the Statute
- if the time frame for convening the session of the highest body as stipulated in the Statute has been exceeded by double;
- in case of failure to submit annual financial statements, in accordance with the law, for two consecutive years,
- upon a court decision,

The decision for dissolution shall be passed by the Assembly with a two-thirds majority of votes.

Article 29

The right to authentic interpretation of the provisions of this Statute lies with the Assembly, and, between two Assembly sessions, the Management Board of the HCHR.

Article 30

Any amendments to this Statute shall be made by applying the same procedure as for its adoption.

The proposal shall be reviewed by the Management Board and, together with its opinion, submitted to all members of the Assembly, fifteen days prior to the Assembly session.

The Assembly shall pass the Statute with a majority vote of the members present.
Article 31

This Statute shall enter into force on the day of its adoption, thereby replacing the Statute of the Helsinki Committee for Human Rights of 15.05.2017.

PRESIDENT OF THE ASSOCIATION