



**POLIO PLUS**  
**Movement against Disability**



# **STATUTE**

Skopje, 2011

Pursuant to the Article 37 of the Law on Association of Citizens and Foundations (Official Gazette of the Republic of Macedonia 31/98) and the Article 49 of the Statute of the Macedonian Center for International Cooperation (01-461/1-2004), at the regular VI session held on November 12, 2008 the Council has adopted the following

Pursuant to the Article 20 of the Constitution of the Republic of Macedonia, and the Article 37 of the Law on Association of Citizens and Foundations (Official Gazette of the Republic of Macedonia 31/98), and the Article 36 of the Statute of the "Polio Plus – movement against disability", at the regular session held on 30<sup>th</sup> January 2000 has adopted the following:

# **STATUTE of Polio Plus – movement against disability-**

## **I. GENERAL PROVISIONS**

### **Article 1**

With this Statute are regulating the following: the name and Head Office, goals and tasks, forms and ways of acting and realization of those goals, bodies, way of their election, cancellation and their mutual relationship, duration of the mandate of bodies and the way of making decisions of the members, getting and managing with the property, way of realization of work publicity, determination of ways and conditions in organization, conditions and ways of members' admission and exclusion, presentation and representation in legal proceedings and towards the third parties, conditions and ways of cessation of the association and handling with the property in case of cessation, as well as many other questions confirmed by positive regulations of the Republic of Macedonia concerning the Association Statute.

### **Article 2**

The vision, the long term goal, mission and the principles of Polio Plus – Movement Against Disability are regulated with appropriate document of the general policy and strategy.

### **Article 3**

Polio Plus is a leader, active creator and leader of crucial changes in the process of building the world as a society in which all persons with disability will participate as equal citizens.

It is based on individual values, such as influential, innovative, adaptable and persistent organization, utilizing the processes and mechanisms of indirect democracy, together with all stakeholders. Promoting and imposing the approach for equal opportunities and ensuring the participation and mainstreaming of people with disabilities.

### **Article 4**

Polio Plus is Macedonian civic organization of people with and without disability which works on re-connection and establishment of essential relationships and full recognition of basic human rights and fundamental freedoms of persons with disability.

Our mission is to increase the self-esteem of people with disabilities and to create a society with equal opportunities for all.

### **Article 5**

Initiators and founders of Polio Plus are:

1. Zvonko Shavreski
2. Jukijana Klimovska
3. Dushko Hristov
4. Zoran Petrovski
5. Mirjana Haralampieva

### **Article 6**

The founders of Polio Plus have exhausted their rights and responsibilities following the act of establishment of the Polio Plus.

The Statute, the general and specific acts shall not define special rights and responsibilities of the founders of Polio Plus.

#### **Article 7**

Polio Plus's work shall be based on the following principles: participation, transparency and accountability, partnership, tolerance, entrepreneurship, sustainability and equal opportunities.

#### **Article 8**

Polio Plus shall accomplish its goals and objectives through advocacy and lobbying for legislative changes and improvement, education, employment and independent living, as well as awareness rising, promoting creativity and contribution to the society of the persons with disabilities. "Polio Plus doesn't travel alone". We are accomplishing our mission together with all stakeholders into society.

#### **Article 9**

The target groups of Polio Plus are the citizens with and without disability irrespective of their belonging and determination. Polio Plus shall in particular focus on the stakeholders for all questions and issues connected with disability.

#### **Article 10**

In Polio Plus, on a voluntary basis, are joining persons with and without disability, and those who want their actions to contribute achieving the vision of Polio Plus.

#### **Article 11**

Polio Plus is acting on all territory of Macedonia, the Balkans, regionally and globally.

#### **Article 12**

Polio Plus – Movement Against Disability shall not fulfill any political activities or use its property and assets in realization of political parties goals.

"Political activity" from Paragraph 1 of this Article means direct participation in election campaigns or gathering funds for election campaigns and financing any political party.

"Political activity" does not exclude contacts, activities and cooperation with political and social subjects in order to realize the goals and tasks defined in the association establishment.

#### **Article 13**

The programme and the acting of Polio Plus – Movement Against Disability, can not be directed towards:

- Overthrowing the constitutional order of the Republic by force,
- Encouragement or incitement military aggression, and
- Encouragement of ethnic, racial and religious hatred and intolerance.

#### **Article 14**

Polio Plus is independent in the organization and realization of its goals, interests and activities as set out in its Statute and the General Acts.

Polio Plus – Movement Against Disability conducts its rights, duties and responsibilities according to the Constitution, positive law regulations and its own Statute.

#### **Article 15**

Polio Plus – Movement Against Disability is legal entity.

#### **Article 16**

The work of Polio Plus is public.

These Statute and other general acts determine the way of enabling publicity and transparency in work.

## II. NAME AND HEAD OFFICE

### Article 17

The name of the Association is: **Полио Плус – движење против хендикеп** (in further text Polio Plus).

In communications abroad, the Association uses the following name in English, using Latin script : **Polio Plus – movement against disability** and its short form is **Polio+ – MAD**.

### Article 18

The Association Head Office is in Skopje, bul. AVNOJ 64, loc.2.

The decision about the head office of the Association is made by the Assembly.

### Article 19

The Association has its own stamp and seal.

The stamp is in round form on which on Macedonian language and on cirilyc alphabet the following text is written: **Полио Плус – движење против хендикеп** (Polio Plus - Movement Against Disability).

The use of Association's stamp and seal is regulated by special handbook.

### Article 20

The Association has its own sign (emblem) with the letter P in light blue colour, and the **sign plus (+)** in the color of the rainbow representing the openness to all and for all, in direction for creating a society with equal opportunities for the persons with disability.

## III. OBJECTIVES AND DUTIES

### Article 21

The main objective of Polio Plus is advocacy and lobbying for change and improvement of the legislation, education, employment and independent living of the persons with disability, on one hand, and awareness raising and affirmation of their creativity and their contribution in society, on the other hand.

### Article 22

#### Long term objectives are:

- Equal opportunities for participation of the persons with disability in the society;
- Establishment of the system for the rights and dignity of the persons with disability;
- Social cohesy;
- Good governance, participation and policy in the area of disability;
- Rooted and dynamic civil society, which have influence on the public policies;
- Acknowledged cultural diversity, coindpendence and dialogue;
- Supported euointegrational process and empowered regional collaboration;
- Polio Plus – independent organization with credibility, capable of effective partherships and associations (networks) based on equality;
- Polio Plus is attractive and innovative organization which learns.
- Polio Plus has local roots and innovative global view.

#### Other objectives of Polio Plus are:

- in its acting to discover, animate and include persons with disability, as well as all others persons who are willing, with their activity, to give their contribution in this area;
- to give advises and directions to the persons with disability and their families, in order accomplishment of their rights;
- to mediate in the processes of empoloyment of persons with disability;
- to give services for making campagnes, and to anable graphic tehcnical support in creating and conducting campagnes,
- to give advises, consultaiona and consulengs
- to work on capacity building,
- to give legal help,
- to realize and organize trainings for development of capacities to DPOs and other stakeholders,

- to provide graphical and technical processing and creating of audio and video promotional materials,
- to propose measures and activities to the stakeholders, key state actors, institutions and professional bodies in order to empower and improve the law system in all areas, as well as to participate in their implementation,
- to inform the public society about the rights of the persons with disability,
- to organize, conduct and motivate realization of social campaigns about the question of disability, on local, national, regional and international level;
- to encourage and help the artistic and scientific work of the persons with disability and to provide their right valuation and position in the society,
- to organize manifestations and public debates for promotion and active inclusion of the question of disability in the society mainstreams,
- to organize and participate on seminars and consultations on which the question of disability is in focus,
- to collaborate, to connect and to membership in other domestic and foreign foundations and organizations which work on the same or similar problematic,
- to provide material, financial and legal working conditions for the association and its members,
- to perform other activities in interest of the persons with disability, on local, national, regional and international level.

#### **IV. MEMBERSHIP**

##### **Article 23**

The membership in Polio Plus is on a voluntary base.

The membership can be regular, associate and honorary.

Each member voluntarily joins in Polio Plus signing the appropriate accession form for regular, associate and honorary membership.

**Regular member** of the organization can be every citizen of the Republic of Macedonia or other country, with or without disability.

Parallel membership in other similar societies and associations shall not be an obstacle for the membership in Polio Plus.

**Associate member** of Polio Plus can be any citizen of the Republic of Macedonia or abroad with or without disability who wants to contribute in the realization of the goals of Polio Plus.

**Honorary member** of Polio Plus can be any person from this country or abroad who has special merits in realization of the duties and goals of Polio Plus, with his activity and work. The Executive Board makes the decision about this kind of membership and shall send invitation to the proposed person.

Each membership is verified by the Assembly of Polio Plus.

##### **Article 24**

The regular members possess all rights, obligations and duties defined in the Statute and the other acts of Polio Plus.

The associate members have the right to elect and to be elected in the Association bodies as well as to be involved in all actions and manifestations.

The associate members may not utilize the rights and benefits on the ground of disability, unless it is decided with special decision that such use is justified.

The Executive Board brings the decision from Paragraph 2 of this Article.

The honorary members may participate on meetings of Polio Plus bodies, to be involved, with invitation, into manifestations and actions, to be granted with special awards and credits, but they can't use the other members' rights.

##### **Article 26**

The membership in Polio Plus is on a voluntary basis and every member shall fulfill and sign the appropriate accession form.

Each member has a membership card.

The accession form and membership cards are unique and the Executive Board confirms the form and the content.

#### **Article 27**

The Polio Plus membership ends up with leaving, exclusion or other cases expressed in the law and the general acts of Polio Plus.

#### **Article 28**

Each member may voluntary leave Polio Plus.

Leaving the Association should be done with written declaration without noting any special explanation.

If leaving, the member should return the membership card and the Association should give him back the membership formular with a note that he left it.

#### **Article 29**

The Association membership may end up with exclusion in cases when:

- the member doesn't respect the Statute and other acts of Polio Plus;
- if the member with his manners and acting works against the interests of Polio Plus;
- if the member offence or abuse of the acts he ends up with exclusion arranged in the Disciplinary regulative book.
- in other cases foreseen with the law.

The Association Executive Board through the established proceeding brings the decision for the exclusion by the Disciplinary regulative book.

#### **Article 30**

Polio Plus has a membership register for its members and the register should be revised at least once a year.

Polio Plus guaranties the anonymity and privacy of personal data for the members under their strict request.

### **V. MENAGMENT BODIES**

#### **Article 31**

Bodies of Polio Plus are: Assembly, Menagment Board (MB), Supervision Board (SB) and Executive Board (EB).

The candidate members of the bodies for menagment and supervision shell be persons with authority, competence and afrmativity.

The elections for the members in the bodies are announced by the Chairperson of the Menagment Board.

The Assemblly shell adopts rules for election of members for general menagment and supervision.

Body for everyday menagment or executive body is the Executive Board.

### **1. ASSEMBLY OF POLIO PLUS**

#### **Article 32**

The Assembly of Polio Plus (in further text: the Assembly) is the highest body for general menagment and monitoring in Polio Plus.

The Assembly performs its duties and rights in the framework of the Statute and the general acts of Polio Plus.

#### **Article 33**

If the membership of Polio Plus is under 100 members, all members of the Association are members of the Assembly of Polio Plus.

If the membership is more than 100 members, than the members of the Assembly are elected.

The members of the Assembly are elected from the chosen candidates, which number should be higher than the number of chosen ones.

The method and procedure for selection is regulated by a general act of Polio Plus.

The choice is made by the Nominative Committee, previously elected from the Assembly.

#### **Article 34**

The Assembly of Polio Plus:

- adopts general policy and strategy,
- adopts, amends or modifies the Statute,

- approves the Annual Report, as well as the financial report with the report from the independent auditor,
- elects members of the Management Board,
- elects independent auditor (auditing company),
- decides about big business deals,
- decides about status changes and dismiss members of Polio Plus,
- decides about changing the goal of the association,
- decides for establishing and cancellation of branches and other forms of organization in Polio Plus,
- decides for association and separation from other association and for membership in unions and international organizations;
- elects the bodies of Polio Plus,
- decides upon other questions that are not under the jurisdiction of other bodies of Polio Plus;
- performs other actions according to the Statute and general acts of Polio Plus.

#### **Article 35**

The Assembly shall perform its work on sessions.

The Assembly shall have at least one session per calendar year, and whenever such need arises.

The sessions of the Council shall be convened by the Chairperson of the Management Board, upon own initiative or upon request of the Management Board or upon request of five members of the Council.

If the Chairperson of the Management Board does not convene a session in fourteen days after the given proposal, the session shall be convened by the Management Board or the initiators.

The Council shall adopt rules of procedure with majority votes of the total number of members.

#### **Article 36**

The Assembly shall work if the majority of the members are present.

The Assembly shall make its decisions with the majority of the votes of the present members.

The decisions for election and discharging of the President and the members of the Executive Board are made with two-thirds of the present members votes.

#### **Article 37**

The Assembly shall make its decisions with public voting, unless otherwise prescribed by the law or this Statute.

Secret ballot shall be used for election and dismissal of a member of the Council and the Management Board.

#### **Article 38**

Minutes of the Council's sessions shall be taken, including data established with the rule of procedures.

The minutes shall be taken by a secretary and shall be certified by the Chairperson of the Assembly and the Chairperson of the Management Board.

#### **Article 39**

The Assembly shall elect the members of the Executive Board from its members.

The Assembly elects the President of Polio Plus who is a President of the Assembly at the same time, by its members.

## **2. MANAGEMENT BOARD**

### **Article 40**

The Management Board is the body of the general management and supervision of the day-to-day work of Polio Plus.

The Board shall execute its rights and responsibilities pursuant to and within the Statute and the general acts of Polio Plus.

### **Article 41**

The Management Board shall be constituted by at least five, but no more than seven members, including: chairperson, deputy chairperson and three to five members.

The number of the members of the Management Board shall be established by the Council.

### **Article 42**

The members of the Management Board shall be elected by the Assembly with majority votes of the members of the Assembly, but no less than one third of the total number of members.

Unless the composition of the Management Board is filled, the election procedure shall be repeated to elect the remaining members of the Management Board.

The members of the Board shall have four-year term, and may be re-elected twice.

### **Article 43**

The Chairperson shall be responsible for the work and decision making of the Management Board.

When the Chairperson of the Board is absent or prevented from doing the duty, the deputy chairperson shall perform the work.

The Chairperson of the Management Board and the deputy chairperson shall be elected by the Management Board, with majority members of the total members of the Management Board.

### **Article 44**

The Management Board shall manage Polio Plus pursuant to the Law, the Statute and general acts of Polio Plus.

The Management Board shall:

- adopt future and annual business plans;
- adopt the general acts of MCIC, except the acts adopted by the Assembly;
- approve the quarterly and semi-annual reports;
- apply good governance and takes care of the Polio Plus's property and assets;
- propose independent auditor (auditing company);
- approve the annual balance sheet;
- elect the Supervision Committee;
- approve the reports of the Supervision Committee;
- prepare, establish and implement the Assembly's decisions;
- perform other works pursuant to the Statute and general acts of Polio Plus.

### **Article 45**

The Management Board shall perform its activity and shall make decisions at sessions.

The Management Board shall have at least four sessions per calendar year.

The sessions of the Management Board shall be convened by the Chairperson of the Management Board, upon own initiative or upon request of two members of the Management Board or upon request of five members of the Assembly or upon request of the Board of Directors. The Chairperson of the Management Board must convene a session no later than fifteen days after the request is submitted.

The session shall be convened with an invitation, specifying the time and the venue of the meeting and draft agenda.

The minutes shall be taken, which shall be certified by the Chairperson and one member of the Management Board and the Chief Executive Officer.

The Council shall adopt rules of procedure with majority votes of the total number of members.



### **3. SUPERVISION COMMITTEE**

#### **Article 46**

The Supervision Committee shall be a permanent body elected by the Management Board of Polio Plus.

The Supervision Committee shall execute its rights and responsibilities pursuant to and within the Statute and the general acts of Polio Plus.

#### **Article 47**

The Supervision Committee shall be constituted by at least three, but no more than five members.

The number of the members of the Supervision Committee shall be established by the Management Board.

At least one member of the Supervision Committee shall be elected from the members of the Management Board and the others from the members of the Assembly or independent members.

The members shall be familiar with the Polio Plus's work, financial management and auditing as well as the risks to which Polio Plus is exposed.

The members of the Supervision Committee shall elect own chairperson from its members.

#### **Article 48**

The Supervision Committee shall:

- check, analyse and evaluate the financial reports of Polio Plus, taking care of the accuracy and transparency of the released financial information on Polio Plus's work, pursuant to the accounting regulations and the international accounting standards.
- analyse and evaluate the internal control systems;
- propose accounting policies;
- monitor the harmonization of Polio Plus's work with the regulations and standards pertaining to the accounting and financial reports;
- report at least twice a year to the Management Board.

#### **Article 49**

The Supervision Committee shall convene as necessary, at least twice a year and upon request of the Management Board.

The work of the Supervision Committee shall be regulated with rules of procedures.

### **4. EXECUTIVE BOARD**

#### **Article 50**

The Executive Board shall be collective executive body i.e. body of day-to-day management of Polio Plus.

#### **Article 51**

The Assembly shall elect the Executive Board by its members.

The Executive Board has a president and 10 members.

The Executive Board members shall have five-year term, with a right of re-election.

#### **Article 52**

The Executive Board shall establish commissions, working groups and other expert bodies for preparation, organization and realization of certain duties by its jurisdiction.

With the act for establishing the bodies from the previous Paragraph of this Article, their scope of activities is determined.

#### **Article 53**

The sessions of the Executive Board are public.

If the majority of the members of the Executive Board decide, the sessions shall be closed for public.

The Executive Board have meeting by necessity, but at least four times a year.

#### **Article 54**

The sessions shall be convened and chaired by the Chief Executive Officer.

Proposal for session shall give the Supervision Board,

The Executive Board shall adopt rules of procedure with consensus of the members. The Executive Board shall make its decisions at sessions, with the majority of its members.

A member of the Executive Board shall be excluded from voting if the topic of voting is personally related to him, his marital partner or relative up to second degree of lateral family line.

## **PRESIDENT**

### **Article 55**

The President shall be elected by the Management Board with majority votes of the members, but no less than one third of the total number of members.

The President must be a person with disability or a parent of a person with disability.

The president shall be elected on open competition, published in at least two daily newspapers.

The method and procedure of selection shall be regulated with a general act adopted by the Assembly and the Management Board.

The Management Board shall appoint Nomination Committee, implementing the procedure.

The president shall have five-year term, with a right of re-election.

### **Article 56**

The President shall manage the operative process of Polio Plus.

The President shall execute its rights and responsibilities pursuant to and within the Statute and the general acts of Polio Plus.

The President shall be equally responsible and shall be equal in front of the Management Board, shall submit reports and prepare the work of the Assembly, of the Management Board and the other general management and supervision bodies, shall participate in their work ex-officio, without the right to vote and shall execute the decisions of the management and supervision bodies.

### **Article 57**

The President shall:

- ✓ represent Polio Plus in the legal relations with third parties and shall be responsible for the communication and cooperation with third parties;
- ✓ monitor and analyse the situation, problems and public policies in Polio Plus's activity, provide forecasts and projections, raises initiatives and gives proposals for promotion of the work;
- ✓ take care (identifies, develops and implements) of the strategic planning and prepares future, annual and periodical programmes and business plans (together with financial plans). Responsible for their execution.
- ✓ submit periodical reports to the Management Board and annual business reports to the Assembly of Polio Plus.
- ✓ manage the organization and develop organizational culture;
- ✓ manage the Executive Office, plan, organize and implement the work,
- ✓ establish appropriate working procedures in Polio Plus ,
- ✓ establish inventory and other committee;
- ✓ take care for proper and cost-effective utilization of Polio Plus funding, manages the cash flow, acquiring and disposition of property;
- ✓ make decision on the election of managers in Polio Plus;
- ✓ make decision on employment; guide and motivate the the co-workers; establish indicators and evaluate the achievements;

The President shall perform other works pursuant to the Law, the Statute and the general acts of Polio Plus.

### **Article 58**

The President shall be responsible for:

- ✓ legality, proper functioning and timely work of Polio Plus and providing working conditions pursuant to the law, the Statute and the general acts of Polio Plus.
- ✓ preparation and timely, objective and accurate presentation of financial reports;
- ✓ management and monitoring of the risks to which Polio Plus is exposed.

### **Article 59**

Besides the President, there shall be other persons with special rights and responsibilities i.e. managers in Polio Plus.

The managers shall head certain parts of the business process of Polio Plus or the organizational units and branches.

The Management Board shall decide on the number, name, type and scope of work of these managers.

The Board of Directors shall decide upon the election of the managers. The managers shall be elected with a four-year term, with right for re-election.

#### **Article 60**

The President may transfer some of its authorizations pertaining to the rights for representation of Polio Plus.

The authorizations may be transferred to managers or other employees of Polio Plus and with exception to outside associates.

The transfer of authorizations may refer to signing agreements and individual acts of Polio Plus.

In all cases stated in the previous paragraphs of this Article, the persons to whom the authorizations have been transferred shall submit report to the President.

The authorizations shall not be transferred to third parties, without the decision of the President.

#### **Article 61**

The President shall establish the Collegium as an expert advisory body.

The Collegium shall be constituted of the managers.

The work of the Collegium shall be regulated with rules of procedures, adopted by the President.

### **Executive Office**

#### **Article 62**

Polio Plus shall be organized in Executive Office, which is responsible for the management, professional and administrative work i.e. the day-to-day work, providing support to the Polio Plus bodies and implementation of the policy and programmes approved by Polio Plus bodies.

#### **Article 63**

The Executive Office shall be constituted by the executive directors, managers and the project officers (staff, employees).

The Board of Directors shall select the project officers applying the principle of integrity, competency, efficiency and affirmation.

#### **Article 64**

The Executive Office shall be organized in Head Office and Branches.

Any Polio Plus's activity outside the Head Office may be organized in branches.

The Executive Office shall have organizational units. T

he organizational units, their number, type and scope of work, the branches i.e. the organization of the Executive Office shall be decided by the Assembly/Management Board.

The organization and work of the Executive Office shall be regulated with acts adopted by the Management Board.

#### **Article 65**

The Executive Office shall:

- ✓ monitor and analyse the economic and societal trends and problems;
- ✓ prepare the sessions of the general management and supervision bodies and the appropriate materials;
- ✓ implement all planned activities of MCIC according to the annual operational and financial plan;
- ✓ prepare mid-term and annual operational and financial plans;
- ✓ work with the funding to provide maximal returns, fund raising;
- ✓ mobilize new resources;
- ✓ perform the office work, maintain the archive and run the accounting;
- ✓ submit reports on the operations and finances;
- ✓ identify and draft programmes, prepare the documents and ensure the implementation of programme activities, their monitoring and evaluation;
- ✓ maintain the public relations.

## **VI. ACQUISITION AND DISPOSAL OF ASSETS AND PROPERTY (FUNDING AND BUSINESS PLANNING)**

### **Article 66**

Polio Plus shall be acquire and obtain funding from: equity, donations, contributions, gifts and legacy, performing its own work, giving services, loans, interest rates and income from investments and securities.

### **Article 67**

Polio Plus's funds shall be used for specific goals, tasks and activities, pursuant to this Statute and the general acts of Polio Plus and in accordance with the rules and restrictions of the sources of funding.

### **Article 68**

The amount and manner of distribution of Polio Plus's funds shall be established every year in the financial plan, based upon the annual work plan.

The annual work plan, including the financial plan, shall be adopted by the Management Board.

The annual annual work plan plan shall be adopted at the end of the calendar year, for the next year.

If the annual plan is not adopted in the deadline prescribed with the paragraph 4 of this Article, the funding of Polio Plus shall be in the amount foreseen for the previous year, increased for the rise in retail prices during the current year.

### **Article 69**

Polio Plus shall be responsible for its own accounting and bookkeeping, shall submit annual balance sheet and make inventory according to the Law.

The Management Board shall regulate the financial management with a General act.

The Management Board shall approve the inventory list.

### **Article 70**

Polio Plus shall prepare annual report, annual balance sheet and financial report pursuant to the Law, the Statute and the general acts of Polio Plus.

The annual report shall be comprised of progress report and financial report. The contents of the annual report and financial report shall be pursuant to the Law and the international standards on financial reporting.

The President shall be responsible for preparation and signing of the annual report, the annual balance sheet and the financial reports.

The annual financial report shall be subject to auditing by an independent auditor, selected by the Assembly.

The annual report, including the financial report, shall be adopted by the Assembly.

The annual report for the previous year shall be adopted no later then June 30 of the current calendar year.

### **Article 71**

The President shall submit report to the Management Board every year.

### **Article 72**

Polio Plus shall establish monitoring and evaluation system of the working process.

Polio Plus shall establish a system to control the legality, accuracy and timeliness of Polio Plus's work.

The Management Board shall adopt general act, regulating the monitoring, evaluation and control systems.

## **VII. PROTECTION OF INTERESTS**

### **Article 73**

The members of the general management and supervision bodies, the President and the members of the Executive Office shall be obliged to manage and work with Polio Plus with due care, shall apply the principle of good governance and shall give priority to the Polio Plus's interests, above their own or special interests i.e. shall work on realizing the vision, the mission and plans of Polio Plus pursuant to the Law, the Statute and the general acts of Polio Plus.

### **Article 74**

The members of the Management Board and the other general management and supervision bodies shall be responsible for any breach of their responsibilities, caused by their work or negligence of the work, to Polio Plus and shall be liable for the incurred damages as common debtors with the President, unless they were good managers during the decision making.

### **Article 75**

Polio Plus shall protect its interests with measures, including (but not limited to) business secret, ban on competition and conflict of interests.

### **Article 76**

Polio Plus shall reserve the right to declare as secret certain data and information of significant importance for its interests.

The secret shall be any data or information having independent economic value, current or possible, which is generally unknown or is not sufficiently known to other people that may have economic gain by learning or using this information and shall be subject to reasonable activities in order to keep the secrecy.

If during the work, a member of the general management and supervision bodies or the Executive Office learns a secret, this information shall be guarded and shall not be released outside Polio Plus.

### **Article 77**

The members of the Executive Office shall be banned from getting involved in any business activity based on information unknown to the public.

The members of the Executive Office shall be banned on competition pursuant to the positive legal regulations.

An exception of the ban on competition for the Board of Directors shall be approved by the Management Board, while for the Executive Office by the President.

### **Article 78**

In any contract or any other activity of Polio Plus, in which Polio Plus is a party and in which a member of the general management and supervision bodies and/or Executive Office has any interest, even an indirect one, the provisions on doing business with an interested party shall be applied as defined in this Statute.

### **Article 79**

A member of the General Management and Supervision Bodies and the Executive Office shall make a statement on its actions, activities or any other interest, own and/or of the members of the closest family.

### **Article 80**

Any deal in which an interested party is a member of the General Management and Supervision Bodies and the Executive Office shall be subject to previous approval of the Management Board.

The interested party shall be excluded from the relevant decision making of the Management Board.

The interested party shall be obliged to independently report the possible conflict of interests and to behave according to the provisions of this Statute regulating this.

These decisions shall be appropriately addressed in the annual report of Polio Plus.

### **Article 81**

The term big business deal and the manner and procedure on approving a big business deal shall be pursuant to the positive legislation and this Article.

A business deal shall include: loans, credits, personal pledge, collateral and other for acquiring or disposition of property, with an exception of the deals subject to regular work.

The Assembly of Polio Plus shall decide with two third majority on any business deals, amounting to over 50% of the value of Polio Plus's funding.

The President shall decide with consensus on any business deals, amounting from 20 to 50% of the value of Polio Plus's funding.

The President shall decide, and the Management Board shall approve with majority votes on any business deal subject to regular work, with an exception of deal for income, amounting to over 20% of the expenditures from the previous year.

An exception of these provisions shall be deposits in first class banks and purchase of securities issued by first class banks and the National Bank of the Republic of Macedonia.

## **VIII. PRESENTATION AND ADVOCACY**

### **Article 82**

In legal operations with third persons, Polio Plus shall be presented by its President.

The President, within its rights and powers, shall give autorisation to other person about making legal activities, as well as for advocacy at the court and other legal bodies.

The President shall determine the content, the type, the range and the timing of the autorisation (the Power of Attorney) from the pervious paragraph.

## **IX. PUBLICITY IN THE WORK**

### **Article 83**

The work of Polio Plus shall be public.

The President shall be obliged to provide system of dissemination of information to the public and access to information.

### **Article 84**

All acts shall be published in an appropriate way.

The Management Board shall regulate the data and information to be published as well as the way of publication.

Excerpts of the annual report of Polio Plus and auditor's opinion shall be published, including in a daily newspaper.

### **Article 85**

Polio Plus shall be able to release periodical publication aimed at realization of its goals, as well as to use other appropriate ways and methods for public informing in accordance with the goals of Polio Plus.

## **X. ORGANIZATION**

### **Article 86**

Polio Plus is organized and its acting on the all theritory of Macedonia.

### **Article 87**

Polio Plus shall establish relations with other institutions, through:

- ✓ joint operations by establishing an union or entering into membership, partnership, strategic alliances and consortium;
- ✓ establishment or participation in company or other legal entity.

### **Article 88**

Polio Plus may have joint operations with other organizations by entering into union or by entering into membership with domestic and international organizations and unions as well as entering into strategic alliances and consortiums.

The decision on joint operations on the basis of a programme or ad-hoc basis, for a short or mid-period of time shall be adopted by the President.

The decision on joint operations on the basis of organization or indefinite period of time shall be adopted by the Management Board.

#### **Article 89**

Polio Plus may establish and acquire shares in companies or other legal entities for realization of Polio Plus's goals.

The decision on the issues stipulated by the paragraph 1 of this article shall be adopted by the President for an amount less than 10% of the value of Polio Plus funding or the Management Board for an amount above this value.

Polio Plus may establish companies that are not related with Polio Plus's goals with a decision of the Management Board.

The establishment of a company or for participation in it and in other legal entities shall be reported and presented accordingly in the annual business reports of Polio Plus.

### **XI. TRANSFORMATION, STATUTORY CHANGES AND TERMINATION OF WORK**

#### **Article 90**

Polio Plus shall not be able to transform the form of foundation into any other form outside the Law regulating the associations of citizens and foundations.

#### **Article 91**

Any merging or acquisition of Polio Plus with other foundations or division of Polio Plus shall be considered as statutory changes.

The Assembly shall decide on the statutory changes with two third majority of the total number.

#### **Article 92**

Polio Plus shall terminate its work upon decision of the Assembly with two third majority of the total number of members, at two consecutive sessions, of which the second one shall be held no later than one to two years after the first one.

The founders shall not have the right to terminate the work of Polio Plus.

Polio Plus shall terminate its work pursuant to the positive legal regulations.

The President has an obligation to inform the Court in term of 15 days after the new circumstances mentioned in the pervious paragraphs.

#### **Article 93**

In case of termination of Polio Plus's work, the organization which will continue the work shall be entitled to distribute equally the Polio Plus's property and assets.

In case the provisions form paragraph 1 from this article can not be achieved the organization proposed by the entitled Ministry will be disposing equally with the property and the assets.

After the termination of Polio Plus, the Management Board shall liquidate Polio Plus, in capacity of liquidator, under supervision of the Assambley of Polio Plus according to the manner and procedure stipulated by the Law.

The Assembly of Polio Plus shall make decision on the starting balance for opening a liquidation procedure, the annual balance sheet and the report on the work of the liquidators, with two third majority of the total number of members.

### **XII. PROVISIONAL AND FINAL PROVISIONS**

#### **Article 94**

The general acts of Polio Plus shall be harmonized with this Statute no later than eighteen months following the day of its entrance into force.

#### **Article 95**

The general management and supervision bodies shall be elected pursuant to the provisions of this Statute, as it enters into force.

#### **Article 96**

With entrance into force of this Statute, the validity of the Statute of the Polio Plus from January 2000 shall be terminated.

#### **Article 97**

This Statute shall enter into force on the day of its publication.

Skopje, 10.01.2011

President  
Zvonko Stavreski