

## By-Laws of the "Kosovo Corporate Social Responsibility Network"

This statute will govern the non-profit organization *Kosovo Corporate Social Responsibility Network*, established in accordance with Law no. 04/L-57 on Freedom of Association in Non-Governmental Organizations in the Republic of Kosovo.

### Article 1

#### Name, form and address

- 1.1 The Organization will be called *Kosovo Corporate Social Responsibility Network*
- 1.2 It may also be known as *Kosovo CSR Network*
- 1.3 The organization is a non-for profit, according to the definition that were given in section 5.2 and 6 of the Law no. 04/L-57 on Freedom of Association in Non-Governmental Organizations in the Republic of Kosovo.
- 1.4 The organization will not make any distribution of net earnings or profits such as to any person. Resource, income and profit of the organization will be used to support the profit goals of the organization and will not be used to create benefits for the individuals, either directly or indirectly, to any founder, director, officer, or any member of association, any employee or donor. However, the payment of reasonable compensation to such persons may be made for the work that they have done for this organization.
- 1.5 Any transaction among members, members of the Board of Directors, agent or employee of the organization should be closed at fair market value or in terms that are more favorable for the organization
- 1.6 The organization possesses its head office on the road Luan Haradinaj No.32, floor 2, 6, Prishtinë.

### Article 2

#### Founders

2.1 The founders of the organization are:

2.1.1 "SHARRCEM" SH.PK. headquartered in Hani i Elezit, street "Lagja e Punëtorëve, with business registration number 70708396.

2.1.2 **RAIFFEISEN BANK KOSOVO** J.S.C resident in Prishtina, street UCK no. 51, with business registration number 70025959.

2.1.3 **AMERICAN CHAMBER OF COMMERCE IN KOSOVO** (ODA EKONOMIKE AMERIKANE NË KOSOVË), a non-governmental organization with office in Prishtinë, Fehmi Agani street 36/3, with registration number 5102432-0 issued by the Ministry of Public Administration.

2.2 The authorized representative of the organization in Kosovo is the Executive Director.

2.3 The Authorized Representative is appointed by the Board of Directors and must represent the organization in Kosovo and abroad, and accept all official documents on behalf of the organization.

2.4 The authorized representative is responsible for informing the competent authorities of any changes to the organization's declared records.

### Article 3

#### Aim

- 3.1 The organization has been established in order to *support and contribute in the sustainable economic development through the promotion of Corporate Social Responsibility (CSR) in the Kosovo society. Kosovo CSR Network as a non-profit, non-governmental organization was founded by its members in order to support sustainable economic development contribution, through the promotion of corporate social responsibility will be in accordance with principles of the Global Compact.*
- 3.2 In order to accomplish its goals, the organization will undertake, but not limited to, the following activities:
- Work on raising awareness on CSR issues in Kosovo
  - Explore the field of CSR and Global Compact principles
  - Create a forum where members will discuss CSR views and issues of common interest as well as exchange of experiences among members for the advancement of Corporate Social Responsibility in Kosovo
  - Provide technical assistance to member companies and disseminate information about CSR
  - Cooperate with the Government of Kosovo and other relevant actors in drafting a national CSR policy in Kosovo
  - Help raise awareness about CSR between businesses and other stakeholders through communication campaigns.
  - Encourage building the capacity of other businesses to integrate CSR policies into their companies.
  - Promotion of coherent CSR policies and strategies based on integrity, sound value and a long-term approach
  - Promote the need to set up a ranking system for companies that undertake CSR activities- the CSR Index.

### Article 4

#### Membership

- 4.1 Membership in the network is open to Companies operating in Kosovo, profit and non-profit organizations (NGOs) operating in Kosovo.
- 4.2 The network is not discriminatory regardless of the race of representatives, color, gender, language, religion, political or other opinion, national or social origin, affiliation with any community, property, economic, social, sexual orientation, birth, disability or any other personal status.
- 4.3 Membership Assembly will decide on membership fees. The Assembly also decides on the rules and procedures for payment of membership, including taking various measures, up to the exclusion of the member from the organization in case of non-paid membership.

- 4.4 To become a member of the organization, everyone interested must accept the Organization's Statute and Purpose, and engage in the fulfillment of the organization's goals.
- 4.5 Each Network member will sign the CSR Network Statement on Good Corporate Governance.
- 4.6 New Memberships in the Network should be referred to by the current members of the Network.
- 4.7 Admission of new members on the CSR Network should be approved by the Assembly of the Network. The admission letter for the new members will be transmitted along with the membership package and the membership invoice for the respective year.
- 4.8 Membership of any member may also be terminated or suspended by a decision of the Board of Directors in case of non-respect of the statute or other documents issued by the Assembly. In the event of a suspension, the duration of the suspension shall be determined by the Assembly.

#### Article 5

##### The Assembly of the Members

- 5.1 The Assembly of the Members is the highest governing body of the organization. It consists of all members of the organization.
- 5.2 The Assembly of the Members has higher responsibility (Liability) for political and financial affairs of the organization.
- 5.3 Addition to the authorities that the Assembly of the Members according to the statute, it also has the following authority to elect the members of the board of directors to choose an authorized representative of the CSR Network, to approve reports of officials to the CSR Network, to approve the appropriation of the property, to approve membership fees into Network as well as to approve the budget of the Network.
- 5.4 The Assembly of the Members may delegate any of its responsibilities to the Board of Directors or any other body or employees of the organization, the decision of the majority of its members, with the exception of those rights which are not allowed according to the law on NGO.

#### Article 6

##### Meetings of the Assembly Members

- 6.1 Members of the Assembly shall meet at least once a year at the *Annual Session* of the General Assembly meeting where the report on assets, liabilities, revenues, expenditures and programs of the organization for the previous year will be reviewed and approved, as well as the plan for assets, foreseen obligations, income, expenses and programs of the organization for the coming year.
- 6.2 The Assembly of Members may also meet in other sessions whenever required by half of the members or by the Board of Directors. Such a request should address the Executive Director to notify all members of the Assembly meeting in accordance with the procedures outlined in paragraph 6.3.
- 6.3 Written notice (electronically) for MPV and / or other assembly instructions, including the date and place of the meeting, together with the agenda for the meeting shall be distributed to all members for at least 7 working days before the day of the meeting.
- 6.4 For holding a meeting it is necessary to attend at least 50% + 1 of the members.

- 6.5 All Assembly Meetings shall be chaired by the Chairman of the Network Board; or, in the absence of the Chairman, the Deputy Chairman; or, in the absence of both, by another Board member.
- 6.6 Each member of the organization has one vote in the Assembly of Members.
- 6.7 Only the authorized person to represent the company / organization / member entity has the right to attend meetings of the Assembly of Members
- 6.8 Authorized Perpetrator as a representative of a company / member organization / entity has the right to represent only one entity.
- 6.9 Except as otherwise provided, decisions shall be taken by a simple majority of the votes of those present and entitled to vote. The Assembly Chairman shall have a decisive vote in the event of an equal voting result, unless otherwise provided for by other sub-legal acts.
- 6.10 Each Member of the Assembly of Members may abstain from taking the decision on any matter for which he or she has a personal or economic interest.
- 6.11 If an official representative cannot be present at the assembly meeting, he may authorize another substitute for the meeting by notifying the Executive Director in writing no later than twenty-four (24) hours before the relevant meeting.
- 6.12 Members may also vote by e-mail.
- 6.13 Members wishing to vote by e-mail shall inform the Executive Director electronically of their wish to vote in this manner within 48 hours after the shipment of the notification for the Assembly meeting where a vote of assembly is envisaged. Voting lists shall be sent electronically to Members who make such requests at least three days before the relevant meeting. Completed votes shall be returned by email to the Executive Director and the Chairman of the Board no later than twenty-four (24) hours before the relevant meeting.

#### Article 7

#### The Board of the Directors

- 7.1 Besides the competences given by this Statute, the Board of Directors shall act at any time in accordance with the purpose of the organization.
- 7.2 In addition to the powers conferred by this Statute, the Board of Directors shall also have the authority to elect the representative of the organization, to control the implementation of the purpose and activities envisaged in the statute, to oversee the organization's expenses in accordance with the budget approved by the Assembly, to determine the competences and duties of each representative to be voted by the Assembly recommending amendments to these bylaws in the Assembly; the appointment of the Executive Director and the oversight of his work; and preparation of the Annual Network Program, together with the supporting budget and its submission to the Assembly for approval.
- 7.3 The Board of Directors shall be elected by the Assembly of Members with the majority of the votes of the members present.
- 7.4 The Board of Directors shall lead and oversee the overall functioning of the network, as properly elected representatives of the Assembly.
- 7.5 The Network shall have seven members of the Board: 1.) the Chairman of the Board; 2.) Vice-President, to assume the role and responsibilities of the President in the event of his absence or removal; 3.) General Secretary, responsible for overseeing the internal and external communication of the Network; 4.) Treasurer, responsible for overseeing the finances of the Network and 5.) Three Unspecified members of the Board.
- 7.6 Board members will serve on their chosen capacities for two years.
- 7.7 Board members may be elected in successive mandates.