

BY – LAWS OF THE COUNCIL OF ALBANIAN AMBASSADORS

The Council of Albanian Ambassadors is a voluntary union of the off-duty highest-ranking diplomats that have served as Ambassadors of the Republic of Albania in the Foreign Service for at least one term throughout their career. The members of the Council of Albanian Ambassadors may be senior career diplomats, who have held major responsibilities and worked in key positions at the Ministry of Foreign Affairs for at least five (5) years and served as foreign ministers.

The Council of Albanian Ambassadors shall be founded as a non-profit organization. The Council of Albanian Ambassadors is an independent, non-political social organization, detached from all political parties.

ARTICLE 1 NAME

The official name is “**Council of Albanian Ambassadors**” (Albanian version **KËSHILLI I AMBASADORËVE SHQIPTARË**), hereinafter referred to as **CAA**.

CAA – is founded as an association (form of organization).

ARTICLE 2 DISTINCTIVE LOGO AND SYMBOL

CAA shall have its name, logo, seal and coat of arms, which shall accompany all its documentations and publications.

The acronym CAA, which is the abbreviation of the full name, shall be the organization's logo.

The CAA coat of arms shall be designed in the shape of a globe, coloured in red and containing the CAA acronym in the centre and its full name along side in both languages: “Këshilli i Ambasadorëve Shqiptarë” in Albanian and “Council of Albanian Ambassadors” in English.

The CAA stamp seal shall be round, inscribed with the name: “Council of Albanian Ambassadors” and the CAA abbreviation in the centre.

ARTICLE 3 FOUNDERS

The CAA founding members are:

Mr. Besnik Mustafaj, Mr. Agim Fagu, Mr. Genci Muçaj, Mr. Arben Çejku, and Mr. Marko Bello.

ARTICLE 4

OBJECT, PURPOSE AND SCOPE OF ACTIVITY

- a. The purpose of the Council of Albanian Ambassadors (CAA) is to provide novel and professional support to the Albanian State and its foreign policy, on behalf of the nation's interests in the field of international relations.
- b. The Council of Albanian Ambassadors shall provide its assistance to achieve a more efficient and professional performance of the Albanian diplomacy, in compliance with the highest international standards and the needs of Albanian State.
- c. The Council of Albanian Ambassadors shall promote the image of the Albanian diplomacy, state and nation in the international arena.
- d. The Council of Albanian Ambassadors shall monitor and analyse the sharpest issues, events and developments, representing Albania's highest degree of interest in the region, Europe and beyond, aiming at assisting the main state institutions in protecting the interests of the Albanian State and nation, by providing the relevant recommendations, either off the record or publicly, as the cases may arise.
- e. The Council of Albanian Ambassadors shall represent and protect the legal and moral interests of former career diplomats, in compliance with the Albanian legislation and the relevant international conventions in cooperation with the following institutions: President of the Republic of Albania, National Assembly, Prime Minister's Office, and the Ministry of Foreign Affairs.
- f. The Council of Albanian Ambassadors shall further the cooperation with the diplomatic corps accredited in Albania, aiming at enhancing the understanding and the friendly relations between them and the Albanian state and society.
- g. The Council of Albanian Ambassadors shall cooperate on an ongoing basis with counterpart career ambassadors or Foreign Service organizations around the world, political and diplomatic international organizations to which Albania is an active member, as well as with research and study institutes sharing similar purposes regarding the promotion of Albanian State and Albania's national interests.
- h. The Council of Albanian Ambassadors shall conduct several activities within the country, in cooperation with educational, research and study institutes, focusing on: international relations, in the field of diplomacy, economic diplomacy, regional economic policies, trade partnerships, culture, and public relations.
- i. The Council of Albanian Ambassadors shall organize diplomatic, scientific and academic activities in the form of publications, conferences, roundtables, and open or closed professional debates, forums, in line with the importance of the topic, matters and ongoing discussions.

- j. The Council of Albanian Ambassadors shall issue its own publications or may participate in other organizations' publications with the works of its individual members, in line with the purposes of the organization.
- k. The Council of Albanian Ambassadors shall organize panel discussions beyond its annual programmes on the relevant, sharpest problems affecting national and regional foreign policies and international relations. Besides the members of the organization, senior government or state officials and foreign ambassadors accredited in Tirana may be invited to participate in such panels from time to time for presenting papers or participating in discussions.
- l. The Council of Albanian Ambassadors shall voluntarily provide its own expertise as a consultation mechanism for the Ministry of Foreign Affairs, Foreign Policy Committee in the Parliament, and the President of the Republic of Albania.
- m. The Council of Albanian Ambassadors shall voluntarily organize courses and vocational training sessions for novice Albanian ambassadors and for professional diplomats appointed to high diplomatic positions overseas.
- n. The Council of Albanian Ambassadors shall have its own website: (www.albanianambassadors.al) e-mail: info@albanianambassadors.al in order to enhance cooperation with counterpart organizations, to provide assistance to institutions and to raise the awareness of the national and international public on its activities.

ARTICLE 5

PROHIBITION ON PROFIT DISTRIBUTION

Profit distribution by the Council of Albanian Ambassadors shall be prohibited.

The CAA revenues shall be utilized solely for the purposes provided for in this Statute, as per the decisions approved by the Organization's steering bodies.

The CAA shall not accept neither donations nor inheritances imposing conditions incompatible with the purposes of the organization.

The CAA shall be the owner and possessor of its property. Its movable and immovable properties shall be made available for the expansion of services, which are in compliance with the provisions of this Statute. They may be allocated or transferred solely upon a Board of Directors decision.

The CAA may financially remunerate the members of steering bodies and external collaborators, as well as provide financial assistance to its employees, external individuals, or other subjects from its funds, or may cover the expenses made upon CAA authorization to its interest. The amount of remuneration or financial assistance, cases, manner of provision etc. shall be determined by the Board of Directors.

The CAA shall open a current bank account, via which shall perform all economic and financial transactions with local/national or foreign partners, by using the Albanian or foreign

currency for its liquidation procedure, in accordance with the legal provisions into force. Revenues generated by the CAA instruments or activities shall be used solely for the purposes set forth by this Statute.

All revenues generated by the CAA activity shall be used solely for the application and expansion of the Association's scope of activity, in line with the purpose of its foundation.

Any other action in contradiction with the above-mentioned shall be deemed void and shall bring about legal consequences as per the legislation into force.

ARTICLE 6 DURATION

The CAA shall be established for an indefinite period of time. Its lifespan may change solely upon a Board of Directors' decision.

ARTICLE 7 HEADQUARTERS

The CAA (temporary) headquarters shall be located at "Bardhyl" Str., No. 76/1, mailbox 1400, Tirana, Albania.

The CAA shall exercise its activity in the entire territory of the Republic of Albania.

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ARTICLE 8 FUNDING RESOURCES

The CAA activity shall be funded by its own properties and resources.

The CAA resources shall derive from: The Organization's economic activity regarding services to third parties; utilization of CAA properties; donations such as funds, grants, transparent donations from national or international bodies, in line with the organization's purpose set forth under this statute and in compliance with the Albanian legislation into force; donations and projects provided by foreign, local or central governing units, in line with the Albanian legislation into force; donations and projects proposed by counterpart non-governmental organizations, in line with the Albanian legislation into force.

ARTICLE 9 STEERING BODIES

The CAA steering bodies shall be as follows:

1. General Assembly
2. Board of Directors
3. President
4. Chief Executive Officer (CEO)

ARTICLE 10

GENERAL ASSEMBLY

The General Assembly shall be the association's highest decision-making body, which shall meet no less than once a year for an ordinary meeting.

The Assembly shall be called by the Board of Directors, President, Chief Executive Officer, or by 1/5 of Assembly members.

The Assembly may be called automatically, following the one-year period after its last meeting. Should the decision-making be not enabled as per the majority required by Statute due to the low number of participants, this meeting shall be deemed void.

The General Assembly date and assembly shall be notified no less than one month prior to the meeting. Each member shall be entitled to the right to vote. The proxy granted to a member shall be considered valid in all meetings and voting processes, but that member cannot cast more than two votes: his and the persons having issued the proxy. Assembly meetings shall be presided by the President or Chief Executive Officer and in their absence by any member authorized by them with a power of attorney.

The General Assembly competences shall be as follows:

Electing the Board of Directors and the President.

Usually, the decision-making process is based on open ballot system, which may be conducted according to distance voting, video call, or video conference.

Approving the association programme and development plan, as well as the statutory changes.

Approving the association's internal regulations.

Verifying the members' mandates.

Monitoring and overseeing the activity of Board of Directors, President, Secretary-General and Chief Executive Officer.

Reviewing and approving financial reports, as well as the budget for the upcoming financial term.

Determining the strategic actions, action plan, and priorities.

Reviewing and addressing the requests filed by the members regarding activities or commitments to be included in the association's action plan.

Approving decisions and other acts that are fundamental to the association's activity.

Decisions and acts issued by the General Assembly shall be signed by the President and the Chief Executive Officer.

The meeting of the General Assembly shall be deemed valid solely in case 50 % +1 of the organization's membership is present. Should the majority be not present, then the meeting of the General Assembly shall be postponed and within 30 days, another meeting shall be organized and called, which shall be deemed valid regardless of the number of present members.

The General Assembly shall make decisions with 50% + 1 of participants.

The General Assembly may be called prior to the scheduled meeting in extraordinary cases,

when cases of special importance are imperative to be reviewed.

This Assembly shall be called when required by $\frac{1}{4}$ of the members. In such case, notifications shall be given 15 days prior to the meeting, whereby the meeting date and agenda are specified.

ARTICLE 11 BOARD OF DIRECTORS

The Board of Directors shall be the highest decision-making body. It is a collegial body that oversees the CAA daily activity. The Board shall apply consensus-based or voting-based decision-making, according to an open ballot system.

The Board of Directors shall be composed of at least 5 members. For the first term, such members shall be appointed solely by the founders, whereas for the other terms they shall be elected by the General Assembly with simple majority. The mandate duration for the Board of Directors shall be a five-year term.

The competencies of Board of Directors shall be as follows:

Determining CAA policies.

- a) Drafting and presenting the annual budget to the General Assembly with transparency;
- b) Appointing the General-Secretary and the Chief Executive Officer from the ranks of its members by a simple majority, according to the number of candidates nominated by the CAA President;
- c) Accepting the resignation of Board members;
- d) Dismissing a Board member in the presence of all Board members by a simple majority-based-decision;
- e) Approving the CAA internal regulations and proposing statutory changes, which shall be approved in the forthcoming meeting of the General Assembly.

The Board of Directors shall meet at least quarterly and shall be presided by the President. In the absence of the latter, the Board shall be presided by the Chief Executive Officer. The Board of Directors shall make decisions falling under its competencies, in line with the Statute, by taking into consideration the proposals of each member. Any decision should obtain the approval of the majority of the members.

The meetings of the Board of Directors shall be considered valid for decision-making when more than half of the members are present. Should there be a tie, the casting vote shall rest upon the President. The meeting of the Board shall be called by the President or by one of its members, by notifying the other members at least one week prior to the meeting.

The Board may meet in extraordinary cases and for cases not provided for in the Statute at the request of a Board member. Should a member of the Board not be able to participate in the meeting, the rules for proxy representation shall apply.

The Board of Directors shall be composed of the founding members:

1. **Mr. Besnik Mustafaj,**
2. **Mr. Agim Fagu,**
3. **Mr. Genc Muçaj,**
4. **Mr. Arben Çejku,**

5. **Mr. Marko Bello.**

ARTICLE 12

THE PRESIDENT

The President's mandate shall last for a five-year term, but he/she shall enjoy the right to be re-elected. The President shall have the following competencies:

- Being a member of the Board of Directors;
- Presiding the meetings of both the General Assembly and Board of Directors;
- Supervising the organization's activity and reporting to the General Assembly as per the case;
- Presenting the nominations of candidates to the Board of Directors for the Secretary-General and Chief Executive Officer position;
- Representing the organization in relation to third parties;
- Approving and signing all acts issued by the organization;
- Delegating its own competencies to the Secretary-General, or Chief Executive Officer.

ARTICLE 13

THE CHIEF EXECUTIVE OFFICER

The Chief Executive Officer mandate shall last for a five-year term, but he/she shall enjoy the right to re-election. The Chief Executive Officer shall represent the CAA within the country or abroad, upon approval of the President. The Chief Executive Officer shall be entitled to the right to issue public statements on behalf of the CAA.

He/she shall guide and organize the CAA daily activity and shall assign the tasks, by reporting to the President and the Board of Directors.

The Chief Executive Officer shall monitor the CAA financial administration and shall report to the President and the Board of Directors on the CAA financial situation, upon the approval of the President or the Board of Directors.

The Chief Executive Officer shall be elected for a five-year term, but he/she shall enjoy the right to re-election.

The Chief Executive Officer shall propose staff salaries, service fees, and remunerations in line with the approved budget, which shall be applied solely upon approval of the President or Board of Directors.

The CAA Chief Executive Officer shall determine the employment and staffing policies, time frames, and working conditions.

He/she shall monitor the cooperation between CAA and other organizations, sharing same or similar purposes and objectives, both within the country and abroad.

The Chief Executive Officer shall draft and submit to the Board of Directors the Annual Report on the organization's activity.

He/she shall report to the General Assembly on the exercising of competencies granted by this Statute.

ARTICLE 14

MEMBERSHIP OF THE ORGANIZATION

Organization membership shall be open to all individuals, within the territory of the Republic of Albania or abroad, who meet the criteria set forth under this Statute.

The request for membership shall be sent to the President on behalf of the CAA Board, accompanied by the relevant documentation.

Request review shall be performed by the General Meeting of the Organization and shall be approved by a majority of votes of the members present. Following admission, the new member shall be registered in the association's register and shall be entitled to all the rights and obligations of an association member.

Organization members shall be obligated to pay a membership fee of ALL 1.000 (one thousand ALL per month), which shall be deposited in the CAA bank account.

This contribution may change upon activity extension, based on a decision of the General Meeting.

The organization members shall enjoy equal rights and obligations. Any member shall be entitled to the right to participate in the General Meeting of the Organization, the right to freely express his/her opinions, as well as to elect and to be elected in the steering bodies of the association.

ARTICLE 15

RIGHTS AND OBLIGATIONS OF THE ORGANIZATION MEMBERS

Any member of the organization shall be entitled to the right to:

- Participate in the General Meeting of the Organization, as well as in any other activity;
- Resign on his/her own full will, by addressing a request in writing to the General Assembly.

Any member of the organization shall be obligated to:

- Execute the Organization Statute and the General Meeting decisions;
- Participate on an ongoing basis in the General meeting and to vote during the decision-making process;
- Pay regularly the monthly membership fee;
- Execute decisions made by collegial bodies and make efforts to ensure the alignment of joint interests, by observing the principle of timeliness, professional integrity, and social ethics.

ARTICLE 16

MEMBERS DISMISSAL

The General Meeting reserves the right to dismiss a member in case he/she:

- Carries out his/her activity in infringement of the law, Organization's purpose, and ambassadorial ethics;
- Fails to pay the monthly membership fee for three consecutive months;

- Fails to take part in three consecutive General Meetings.

The membership in the organization shall expire at the request of any member for the dismissal. The dismissal request shall be reviewed in the forthcoming General Assembly Meeting of the Organization.

The member of the organization shall automatically cease to be in the position of a standing member in case:

- he/she has lost the established reputation.
- he/she passed away, or has lost the legal capacity to act.

ARTICLE 17

CONFLICT OF INTEREST AND PROHIBITED AGREEMENTS

Any situation of conflict of interest between the non-governmental organization and the member of the decision-making body, executive member, and its employee shall be prohibited.

Agreements between the organization and a steering body member shall be entered into solely on the grounds of meeting an aim or objective related to the activity of the organization, and solely upon the decision of the Executive Council. During the review process, such members shall be excluded from discussions and voting process. Should a conflict of interest situation occurs, a prohibited and executed agreement, or the failure to comply with the above-mentioned procedures be noticed, the Executive Council might declare the agreement null and void, and request compensation.

ARTICLE 18

TRANSFORMATION AND MERGING

The association may be transformed or merged with another organization to ensure the progress of its purposes and activities. In such case, the decision shall be made by the General Assembly of the association's good standing members. The association shall be considered dissolved upon the registration of the new entity.

ARTICLE 19

DISSOLUTION OF THE ORGANIZATION

The organization shall be dissolved by a decision of the General Assembly, its highest decision-making body, and upon the proposal of the President and the Board of Directors that shall opt for its dissolution in case:

It becomes inactive and its activity does not justify its existence.

Its activity generates insufficient revenues to cover its self-functioning for a three-year period.

Its activity is in contradiction with the purpose of the organization's foundation.

The purpose of foundation has been met, or in case its purpose cannot be fulfilled.

Its activity is in contradiction with the purposes specified under this Statute; in such case Tirana District Court shall decide to dissolve the organization.

The decision on the dissolution of the organization shall be made by a simple majority of the members entitled to the right to vote.

ARTICLE 20

LIQUIDATION

In case of closure or dissolution of the organization, the Board of Directors shall appoint anytime and for any reason, one or more liquidators to execute the liquidation process. The liquidation of the organization shall be made pursuant to provisions determined by law.

ARTICLE 21

FINANCIAL STATEMENTS AND AUDIT CONTROL

The organization's accounts shall be closed, audited at the end of a calendared financial year, on December 31.

In the end of the fiscal year, the Chief Executive Officer shall issue the financial statement, which shall be reviewed by the Board of Directors no later than three months from the date of issue and shall be presented to the General Assembly in the forthcoming meeting.

In order to ensure an efficient and transparent economic activity, the Board of Directors shall be entitled to the right to order the exercise of an audit on this activity, anytime and in any case deemed necessary.

The donors shall have the right to verify anytime the use of funds or other grants; in compliance with the purpose their funds have been awarded. Should violations be noticed regarding their use, the Board of Directors shall be referred, by suggesting the relevant measure.

ARTICLE 22

EMPLOYMENT

The CAA shall employ individuals, either native or foreign, aiming at meeting its needs in compliance with the Labour Code and relevant legislation in the Republic of Albania.

Paid staff may not participate in the organization's decision-making bodies. The Chief Executive Officer shall be in the capacity of the organization's employer, who shall enter into agreements based on the organization's criteria and provisions of Labour Code.

The executives and other employees shall be obligated to meet the requirements set forth by this Statute and the organization's agreements while exercising their duties.

ARTICLE 23

DISPUTE RESOLUTION

Any dispute regarding the interpretation or implementation of this Statute, emerging during the organization's lifespan shall be first settled in mutual understanding by the Board of Directors. Should the case fail to be settled amicably, any dispute, objection or complaint regarding or related to the interpretation of this Statute shall be settled by the Tirana District Court.

ARTICLE 24

TRANSITIONAL AND MISCELLANEOUS PROVISIONS

The organization shall have its own legal personality starting from the date of registration at the Tirana District Court, as per the legal provisions of the Albanian State. This Statute and the Foundation Act were signed by the founders.

This Statute shall be drafted into 4 (four) original copies in Albanian.

FOUNDING MEMBERS

BESNIK MUSTAJ

GENCI MUÇAJ

AGIM FAGU

ARBEN ÇEJKU

MARKO BELLO
