

AIS Board of Directors

The Albanian Institute of Science (AIS), a non-profitable organization, registered in compliance with the legislation of the Republic of Albania, established on 28. 03. 2011 by Decision No. 3048 of the Judicial District Court of Tirana, by Fiscal Number (NIPT) L11529451L, and address: *Asim Vokshi Pallati 13/25 Kati 3, Tirana, Albania*, represented by its Executive Director Aranita BRAHAJ.

The Board of Directors Election

The Board of Directors is elected from the Association Members' Assembly, it has a three years mandate and the right to get re-elected.

The Board of Directors' Members should be personalities of high academic profile, experts of fields that comply with the Albanian Science Institute activity, individuals that are committed in using science and innovation knowledge in society's best interest.

The Members' Meeting cannot elect three new Board Members at the same time, as this would endanger the continuity of this leading section. The Members' Meeting can approve anytime the enlargement of the Board of Directors members whenever the Association increases its activities. The Members' number should always be uneven, in order to ensure the decision-making during the voting process.

Organization

The Board of Directors will assemble at least once a year. The Executive Director sets the date for the annual meeting within the first three months of the year. In case the Executive Director cannot set a date, the Board of Directors will meet on every March 31st. The Director or at least two Board Members call other meetings.

The Board of Directors' Meeting

Within the first three months of each year, an annual, obligatory meeting is held with the purpose of:

- a. drafting an evaluation report on the last year
- b. drafting a strategic plan for the next year
- c. approving the Working Group Structure for each project

These documents are based on proposed relations presented by the Executive Director.

Independent Financial Audit

The Board of Directors, at any given moment, has the right to unanimously approve an Independent Audit (according to the Republic of Albania Legislation), with the purpose of auditing the association's financial spreadsheets or the financial spreadsheets of a determined grant. If this will not be determined as necessary from case to case, the Board of Directors should initiate a Financial Audit at least once in three years.

The Executive Director has the duty to make available for the Independent Audit Expert elected from the Board of Directors, all the banking receipts and balances' spreadsheets. The Independent Audit Expert wage is covered from the Association, under Administrative Expenditures, and according to the financial fees approved in legal acts in the Republic of Albania. The Independent Audit Expert reports are sent to the donors of grants of over USD 40.000, at least once in three years. If there is no legal or contractual

obligation of initiating the Audit with an Independent Expert, the Board of Directors has the competency to initiate such action.

The Board of Directors' Assembly's Secretary

The Association Secretary is also the Board of Directors' Secretary. He/ She:

- a. Notifies the members on the assembly's date
- b. Prepares the documentation that needs to be available for the members
- c. Drafts the Board of Directors' Assemblies' process-verbal.

The Board of Directors' Assembly's Process-Verbal

The Board of Directors' Meeting process-verbal is held from the Secretary and is signed from the Members, the Executive Director and the Secretary. The Executive Director should be present in the Boards' meetings and should be heard whenever there are issues of decision-making on the Working Plan and the Projects' Execution. On technical issues, the Board of Directors should consult with the operation group that works for the completion of the projects. The meeting's process-verbal that approves the annual strategic plan should include a Technical Relation from the Executive Director.

The Quorum and the Voting System

Decisions and Approval of Strategic Plans or the Board of Directors' Acts are approved with a quorum of simple majority. This rule excludes the cases predicted in the statute.

The Board of Directors' Meeting Expenses

The Association has the duty to cover expenses for the correspondence, for the commitment time during the practice of duty, and travels related to the Working Board Members' duties. In addition, the association covers travel and accommodation costs for Board of Directors' Members who reside in other cities from Tirana.

Conflict of Interest

The Board of Directors' Members cannot be elected in other paid technical functions. The Board Members can be paid, according to their expertise, for training the technical staff, for participating in a jury or promotional presentations of developing projects. In these cases the payment should not exceed 50% of their monthly salary.

The Meetings' Venue

The Board of Directors holds the meeting at the Association Headquarters. The meetings' records also stay at the Headquarters, under the Secretary and Executive Director's supervision.

The Board of Directors and the Executive Director

The Board of Directors does not have the competence to elect the Executive Director. This function belongs to the members and the Board is notified on the election from its Secretary. The Board of Directors can propose the Executive Director dismissal only in cases of huge financial abuses, reflected in an independent audit report.

The Board of Directors' Member Withdraw

The Board of Directors' Members have the right to withdraw without any detailed justification, but by only notifying in writing the Secretary. The Secretary has the duty to notify immediately the Members' Assembly and the other Board Members.

The Board Member Dismissal

The Board Member cannot be dismissed, unless he has penal charges for anti-constitutional acts, for abusing of a public function, bribery, penal crimes during the job. In case of health issues, the Members' Assembly has the right to nominate a substitute that assumes duty until the member is healthy.