

By the Articles 35 and 40 of the Statute, the Assembly of the non-governmental association "Cortex - ICT Cluster for Information Technology, Innovation, Education, Design and Technological Development of Montenegro" (hereinafter: the Association) at an extraordinary session from November 9, 2022. adopted:

Membership Rulebook

Right to membership

Article 1

Members of the Association shall be any legal and natural entity that accepts the aims of the Association, the Statute, the Code of Ethics, and concludes the Data Confidentiality Agreement, that is, who meet the necessary conditions for membership prescribed by the Statute, this Rulebook and other general acts of the Association.

Membership in the Association is voluntary and is acquired through membership.

Article 2

The decision on admission to membership shall be made by the Board of Directors of the Association, upon the proposal of the Executive Director of the Association. After admission to membership, the person in question receives the status of a member of the Association.

There are four types of membership in the Association:

- founding members,
- regular members,
- honorary members,
- friends of the association.

FOUNDING MEMBERS

Article 3

Founding members shall fully participate in all activities of the Association, both in terms of obligations and in terms of the rights assumed by joining this type of membership, by this Rulebook, the Statute, the Founding Act, and other general acts of the Association. These members have the status of fully-fledged members.

The Board of Directors shall decide on the admission of a new founding member by an absolute majority of votes of all the members.

The founding members shall be members of the Assembly, and the members of the Board of Directors of the Association shall be elected from their ranks.

The maximum number of founding members of the Association is a total of 15 (fifteen).

Article 4

Mandatory criteria for founding members are prescribed by the Statute of the Association as follows:

- a. Legal entities that are majority owned by domestic capital,
- a. Legal entities based in Montenegro that become members must be solvent and regularly settle their obligations to the state,
- b. Legal entities that generate a minimum annual income of EUR 25,000.00,
- c. Legal entities that have been operating continuously for at least 2 years
- d. Legal entity must employ at least 4 people from the ICT profession in an indefinite employment relationship for a continuous period of six months
- e. Legal entity must have at least 7 reference projects in its portfolio.

As an exception to the previous paragraph of this article, a legal entity that does not meet or ceases to meet the prescribed mandatory criteria for founding members shall be accepted or retained as a founding member by a decision of the Board of Directors which is made by a two-thirds majority vote of all members.

Article 5

The rights and obligations of the founding members of the Association shall be:

- a. to participate in the adoption of the program and work plan of the Association;
- b. to use the services, assistance and protection and other benefits provided by the Association in the country and abroad;
- c. to give proposals, opinions and suggestions regarding the adoption of acts, decisions and conclusions of the Association;
- d. to initiate and participate in the achievement of the goals and objectives of the Association, especially in the area of development and protection of members and improvement and development of ICT activities in Montenegro;
- e. to elect and be elected to the bodies and working bodies of the Association;
- f. to be regularly informed about all important issues related to the activities of the Association, as well as to use business and other information available to the Association;
- g. to conscientiously and timely fulfill the obligations established by the Statute and other general acts of the Association;
- h. to regularly pay the membership fee;
- i. to properly settle the obligations towards the Association provided for in the financial plan;
- j. to actively contribute to the achievement of the goals and tasks of the Association with their work and activities;
- k. to uphold the reputation of the members, as well as the reputation of the Association itself;
- l. not to use or misuse information about the decisions and activities of the Association in relation to third parties.

REGULAR MEMBERS

Article 6

Regular members shall participate in all activities of the Association, both in terms of obligations and in terms of the rights assumed by joining this type of membership, in accordance with this Rulebook, the Statute, the Declaration of Accession (Accession Form) and other general acts of the Association.

The Board of Directors shall decide on the admission of a new regular member by a simple majority of votes of the members present.

Regular members are members of the Assembly, but they cannot be appointed to the Board of Directors of the Association.

Article 7

Mandatory criteria for regular members:

- a. Legal entities that are majority owned by domestic or foreign capital,
- b. Legal entities based in Montenegro that become members must be solvent, and regularly settle their obligations to the state,
- c. Legal entities that generate a minimum annual income of EUR 20,000.00,
- d. Legal entities that have been operating continuously for at least 2 years,
- e. Legal entity must employ at least 4 people from the ICT profession in an indefinite employment relationship for a continuous period of six months
- f. Legal entity must have at least 1 reference project in its portfolio.

As an exception to the previous paragraph of this article, a legal entity that does not meet or ceases to meet the prescribed mandatory criteria for regular members shall be accepted or retained as a regular member by a decision of the Board of Directors which is made by a two-thirds majority vote of all members.

Article 8

The rights and obligations of the regular members of the Association shall be:

- a. to participate in the adoption of the program and work plan of the Association;
- b. to use the services, assistance and protection and other benefits provided by the Association in the country and abroad;
- c. to give proposals, opinions and suggestions regarding the adoption of acts, decisions and conclusions of the Association;
- d. to initiate and participate in the achievement of the goals and objectives of the Association, especially in the area of development and protection of members and improvement and development of ICT activities in Montenegro;
- e. to elect and be elected to the bodies and working bodies of the Association;
- f. to be regularly informed about all important issues related to the activities of the Association, as well as to use business and other information available to the Association;
- g. to conscientiously and timely fulfill the obligations established by the Statute and other general acts of the Association;
- h. to regularly pay the membership fee;
- i. to properly settle the obligations towards the Association provided for in the financial plan;
- j. to actively contribute to the achievement of the goals and tasks of the Association with their work and activities;
- k. to uphold the reputation of the members, as well as the reputation of the Association itself;
- l. not to use or misuse information about the decisions and activities of the Association in relation to third parties.

HONORARY MEMBERS

Article 9

The honorary member shall be any entity (legal or natural) that particularly distinguished itself with its work in the area of activity of the Association and thereby contributed to the achievement of the Association's goals.

The Board of Directors shall decide on the admission of an honorary member by the majority of votes of the members present.

Honorary members of the Association can be legal entities, non-governmental organizations, as well as individuals who have the goal and interest to contribute to the development of the ICT sector.

Honorary members of the Association shall participate in the work of the Association's bodies upon the invitation of the Board of Directors, without the right to make decisions in the Assembly, and in accordance with this Rulebook, the Statute, the Statement of Accession (the Accession Form) and other general acts of the Association.

Article 10

The rights and obligations of the honorary members shall be:

- a. to use the benefits provided by the status of an honorary member of the Association;
- a. to be regularly informed about all important issues related to the activities of the Association;
- b. to actively contribute to the achievement of the goals and tasks of the Association with their work and activities;
- c. to uphold the reputation of the members, as well as the reputation of the Association itself;
- d. not to use or misuse information about the decisions and activities of the Association in relation to third parties.

FRIENDS OF THE ASSOCIATION

Article 11

A friend of the Association shall be any entity (legal or natural) who greatly contributes to the development of both the ICT sector and the Association, such as media, state institutions, business entities, universities, faculties, distinguished individuals and similar.

The Board of Directors shall decide on the nomination of a friend of the Association by the majority of votes of the members present.

Friends of the Association shall participate in the work of organs and bodies of the Association following an invitation by the Board of Directors, without the right to decide in the Assembly and in accordance with this Rulebook, the Statute, the Statement of Accession (the Accession Form) and other general acts of the Association.

The rights and obligations of friends of the Association shall be as follows:

- a. to use the benefits ensured by the status of a friend of the Association;
- a. to be regularly informed about all important issues related to the Association's activities;
- b. to actively contribute to the accomplishment of goals and mission of the Association, with their work and activities;
- c. to protect the reputation of members as well as the reputation of the Association;
- d. not to use or misuse the information on decisions or activities made by the organs and bodies of the Association when interacting with third parties.

BENEFITS OF MEMBERSHIP

Article 12.

The Association, as the ICT community with a goal to strengthen the Montenegrin IT infrastructure as a whole, offers a spectrum of benefits which will be of great importance to the Montenegrin market, growth and development of companies, as well as to individuals wishing to advance under quality conditions and through a thorough education. All the benefits offered by the Association will target members but also all other interested parties, the state and the entire community.

The main categories of benefits offered to members by the Association are:

- Project's Office ;
- Research and development;
- Consulting;
- Networking and communication;
- Education and employment;
- Association, consortiums and cooperation;
- Professional Boards.

Other categories of benefits the Association offers to its members are:

- Sales outsourcing;
- Joint applications to commercial projects (services of the Project Office);
- Use of laboratories;
- Education and vocational training;
- Empowerment of unemployed persons and strengthening of staff;
- Study and organized visits to seminars, conferences and summits;
- Development of initiatives and looking for donors to fund them;
- Reporting of and elimination of business barriers;
- Strengthening of members' innovative capacities;
- Use of digital infrastructure;
- Networking within the Association;
- Promotion of IT industry;
- Support in applying for funds and to tenders and similar.
- Ensuring discount for a provision of legal assistance to members.

MEMBERSHIP FEES

Article 13

Founding members shall pay the annual membership fee in the amounts listed in the table below:

Amount of membership fee – Founding members			
Size - total annual revenues	2021	2022	2023
NGO, Start Up (to 25k €)	€1,950.00	€1,950.00	€1,950.00
Small (from 25k to 200k €)	€3,600.00	€3,600.00	€3,600.00
Medium-sized (from 200k to 500k €)	€4,860.00	€4,860.00	€4,860.00
Large (over 500k €)	€6,930.00	€6,930.00	€6,930.00

The current number of founding members is 12 (twelve) and their maximum number shall be 15 (fifteen).

In case of **new founding members** joining the Association in the coming years, the initial amount of the membership fee shall be increased as listed in the table below:

Amount of membership fee – new founding members			
Year	2021	2022	2023
Size - total annual revenues / % of increase	0.00%	10.00%	20.00%
NGO, Start Up (to 25k €)	€1,950.00	€2,145.00	€2,574.00
Small (from 25k to 200k €)	€3,600.00	€3,960.00	€4,752.00
Medium-sized (from 200k to 500k €)	€4,860.00	€5,346.00	€6,415.20

Large (over 500k €)	€6,930.00	€7,623.00	€9,147.60
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Along with the membership fee, the founding members are obliged to pay a founding stake which equals the amount of the membership fee paid in the first year of membership.

Regular members majority-owned by domestic capital shall pay an annual membership fee in the amounts listed in the table below:

Membership fee - Regular members - year	2021	2022	2023
%	60.00%	80.00%	100.00%
Size - total annual revenues			
NGO, Start Up (to 25k €)	€280.80	€374.40	€468.00
Small (from 25k to 200k €)	€468.00	€624.00	€780.00
Medium-sized (from 200k to 500k €)	€655.20	€873.60	€1,092.00
Large (over 500k €)	€842.40	€1,123.20	€1,404.00

Regular members majority owned by foreign capital shall pay an annual membership fee the amount of which shall be defined by the Board of Directors' Decision.

Membership fee - Regular foreign members - year	2023
30%	
Revenue	Regular Members (foreign capital)
NGOs, Start Ups (up to 25k)	€608.40
Small (25k-200k eur)	€1,014.00
Medium (200k-500k eur)	€1,419.60
Large (above 500k eur)	€1,825.20

The Board of Directors of the Association shall make a decision on the amendments to the amount of annual membership fees for all types of members by the majority of votes of the members present.

Honorary members and friends of the Association shall not pay the membership fee.

TERMINATION OF MEMBERSHIP

Article 14

Membership in the Association shall be terminated by:

- a. voluntary withdrawal from the Association - unilateral notice of withdrawal;
- a. exclusion from the Association due to damage of the Association's reputation;
- b. exclusion from the Association due to violation of the provisions of the Statute and the Founding Act of the Association;
- c. exclusion from the Association due to non-compliance with the Code of Ethics of the Association
- d. exclusion from the Association due to delays in paying the annual membership fee longer than 30 days after the due date
- e. termination of the status of legal entity and deletion from the Tax register (for legal entities and entrepreneurs) i.e. from the evidence of another competent authority;
- f. changed circumstances that led to the members ceasing to meet the criteria prescribed by the Statute and other general acts of the Association as mandatory for the membership status;
- g. Cessation of the Association's work.

The decision on termination of membership in the Association for all types of members by exclusion due to reasons defined under points b), c), d) and g) of this Article shall be made by the Board of Directors of the Association by a two-thirds majority vote of all members.

A member whose membership in the Association ends for any reason shall not be entitled to a refund of paid founding stake or membership fee nor of any other non-monetary assets brought in the Association to that date.

This Rulebook shall enter into force on the day of its adoption.

President of the Assembly

Nenad Novović
