

RULES OF WORK OF BOARD OF DIRECTORS

Prishtinë,

2020

Pursuant to the provisions of Article 14 of the Statute of BPrAL College "Globus" (hereinafter referred to as the College), the Board of Directors of the College, in the meeting held on 26.06.2020 at the headquarters of the College in Prishtina, has approved this:

**RULES OF PROCEDURE OF THE BOARD OF DIRECTORS**

**Article 1**

**General provisions**

1. The Board of Directors of the College is the highest governing body of the College, composed of six members elected by the Assembly of Shareholders of the College, in accordance with applicable laws, the Statute of the College and other normative acts. For its work, the Board of Directors is accountable to the Assembly of Shareholders of the College.
2. The Board of Directors is responsible for managing the activity of the College between the two Shareholders' Assemblies and acts in accordance with the Statute and normative acts of the College and this Rules of Procedure of its work.
3. The Board of Directors bears all responsibilities for the management of the College, which are not expressly given to the Shareholders Assembly by the Statute. Similarly, the Board of Directors will adopt all normative acts for which it bears statutory and legal responsibilities, as well as all decisions and regulations necessary to ensure the legal functioning of the College.
4. The members of the Board of Directors have a three-year term, with the possibility of re-election and re-election, while their term will expire only after taking office by the new Board of Directors, except in cases where the term is lost due to death, dismissal or resignation, with in which case the Board of Directors by unanimous vote may decide to replace the member in question with another member who will hold this term until the first regular meeting of the Assembly of Shareholders of the College.
5. The Steering Board may establish its own bodies and commissions to assist them in carrying out their duties and competencies. In case of establishment of such bodies and commissions, the Steering Board will also determine their mandate, duration and duties. Such bodies will have an advisory and / or functional character, but may not exercise normative activities.
6. The Board of Directors has the right to invite for reporting all employees of the College and / or third parties, if it considers their reporting to the Board of Directors as useful or necessary for its activity.

**Article 2**

**Delegation of competencies of the Board of Directors**

1. The Steering Board of the College may establish ad hoc councils and commissions, if they are considered necessary for its functioning. In such a case, the Board of Directors will determine their duties, duration, competencies and functional scope. Work on such working bodies shall be conducted in analogy with the procedures set out in this Regulation.
2. The Governing Board of the College may delegate the performance of a certain task to a single person.
3. The Board of Directors of the College may authorize one of the professional employees of the College to perform any work that is under the competence of the Board of Directors.

**Article 3**

**Quorum, meetings and decision making in the Board of Directors**

1. The Secretary of the College, at the request of the Chairman or three members of the Board of Directors, who submit the request in writing to the Chairman and Secretary of the College convene meetings of the Board of Directors.
2. The Chairman of the College leads the work of the Board of Directors.. In the absence of the Chairman, another member authorized by the Chairman in writing, or the oldest member of the Board of Directors present at the meeting may lead the work of the Board of Directors. Meetings of the Board of Directors are convened by sending the invitation to all members, no later than two days before its holding. Regular meetings of the Board of Directors will be held not less than once in each calendar month.
3. The Governing Board shall take its decisions by a majority of votes at all meetings of the Governing Board attended by at least four members, which shall be convened regularly and in accordance with the applicable laws, the Statute of the College and this Rules of Procedure of the Board of Directors. The Steering Board may take decisions both electronically and pursuant to Section 5 of the present regulation.
4. Decisions of the Board of Directors are taken by a majority of open votes of all members present at the meeting in which there is a quorum. In case a proposal receives equal votes for and against, the vote of the Chairman of the Board of Directors will be considered decisive. As an exception to this provision, applicable laws, the Statute of the College, or the Rules of Procedure of the Governing Board may provide that matters a majority of the votes of all members of the Governing Board or any other qualified majority be required.

**Article 4**

**Works of the Board of Directors**

1. The members of the Board of Directors of the College are notified of the meetings of the Board through electronic invitations, which are sent at least two days before the meeting. Board members must confirm receipt of the invitation and attend the meeting orally or in writing.
2. The agenda for the meetings of the Board of Directors and the extract of the minutes from the previous meeting of the Board of Directors, along with all documents that will be reviewed at the convened meeting, must be sent to all members of the Board of Directors at least one day before the Board meeting.
3. All members of the Board of Directors have the right to request the inclusion of any relevant item in the agenda for the next meeting, up to six hours before the scheduled time for holding the meeting of the Board. This request must be submitted in writing to the President or Secretary of the College, in physical or electronic form.
4. Its Chairman chairs meetings of the Steering Board. In his absence, with the prior written authorization, one of the members of the Board of Directors may chair the meetings of the Board. In the absence of the Chairman or such authorization, its oldest member shall chair meetings of the Governing Board.
5. In the meetings of the Board of Directors, for each item of the agenda each member has the right to discuss only once and for no longer than 5 (five) minutes. Replica is only allowed if the member's name is apostrophized and may take no more than 2 (two) minutes. The chairperson of the meeting may allow an exception to this provision, if he / she deems it useful for the smooth running of the work of the Board of Directors.
6. The members of the Board of Directors must adhere to the code of ethics and professional conduct throughout their activity, in accordance with the provisions of the applicable laws and the Statute of the College.
7. In case of non-compliance and disregard of paragraphs 5 and 6 of this article, the President of the College, or the Chairman of the meeting has the right to speak to the member and / or request his temporary removal from the work of the Board.
8. Minutes of all meetings of the Board of Directors are kept by the Secretary of the College, or in his absence by any employee or any of the members of the Board of Directors, based on authorization by the Chairman of the College. The minutes must contain all the decisions issued by the Board of Directors as well as all the substantive discussions in favor or against the relevant decisions.
9. The minutes of the meetings of the Board of Directors are kept in full in the archives of the College, while the extract of the same is sent to all members of the Board of Directors, in accordance with paragraph 2 of this article. The approval of the minutes from the previous meeting of the Board is done in its first consecutive meeting, as the first item on the agenda.
10. In the agenda for the meetings of the Steering Board, the reporting before the Steering Board of the Rector of the College, as well as of the heads of other functional units of the College, will precede the decisions taken by the Steering Board and the approval of normative acts of issued by the Board of Directors.

**Article 6**

**Decisions of the Board of Directors of the College**

1. Decisions of the Governing Board of the College may be taken by a majority of votes in one of the following two ways:
   1. At a meeting of the Board of the College, in which at least the majority of the members of the Board of Directors are present. The decisions of the Board of Directors of the College will be valid in case the majority of the members of the Board of Directors present at the meeting in question vote for them.
   2. Through the electronic declaration of the members of the Board of Directors, in which case the decisions are valid only if the majority of all members of the Board of Directors of the College declare their approval. The accompanying materials and the form of the draft decision that is intended to be issued through the form defined in this sub-paragraph must be sent at least one day before the deadline set for electronic declaration.
2. Proposals for issuing decisions according to the form defined in the sub-paragraph b) of paragraph 1 of this article is prepared by the President of the College, while administered by the Secretary of the College. Proposals approved electronically are sent to all members of the Board of Directors, along with the notification of voting for them by each of its members.
3. All decisions issued in accordance with these Rules of Procedure by the Board of Directors of the College are binding on all employees of the College.

**Article 7**

**Entry into force**

This Rules of Procedure of the Governing Board of the College shall enter into force on the date of its approval by the Governing Board and signature by the Chairman of the Governing Board of the College.

Chairman of the Board of Directors Pristina

Dt: 26.06.2020

Prof.ass.dr.Betim SPAHIU