

In accordance with Article 11 of Associations Act (official gazette of Narodne Novine, no. 70/97 and 106/97), the Assembly of the Croatian Healthy Cities Network, held on 7 November 1997 and 14 February 2007, passed the following

ARTICLES OF ASSOCIATION

OF THE CROATIAN HEALTHY CITIES NETWORK -final version

I GENERAL PROVISIONS

Article 1

The present Articles of Association establish the following: name, seat and area of activity of the Croatian Healthy Cities Network (hereinafter: Association); representation; goals; activities to meet the goals; modes of providing public access to Association's work; membership and membership fee; membership rights, duties and disciplinary accountability; internal organisation; Association bodies, their organisation, authority, decision-making, conditions and modes of election and impeachment, tenure, and responsibilities of their members; property and possible profit management; means of property acquisition; termination and property management in case of termination.

Article 2

Full name of Association in Croatian reads: HRVATSKA MREŽA ZDRAVIH GRADOVA.

Abbreviated name reads: HMZG.

Along with its name in Croatian, Association can use its name in a foreign language: CROATIAN HEALTHY CITIES NETWORK.

Association seat is in Zagreb, Rockefellerova no.4.

Association is active in the Republic of Croatia.

Association has the capacity of a legal entity.

Association is represented by its President, Vice-President - National Coordinator and Secretary.

Persons referred to in above paragraph represent Association individually, in accordance with authorities provided by the present Articles of Association.

Article 3

The Association has a round seal, 35 mm in diameter, with full name and seat of Association written in Croatian on its top margins, and full name and seat of Association written in English on its bottom margins. In the centre of the seal, there is Association logo, and the logo of the 'Healthy Cities', which is project of World Health Organisation Regional Office for Europe, encompassing stylised rising sun and skyline.

Article 4

Association is entitled to cooperation with and membership in other similar associations in Croatia and abroad.

Article 5

The work of Association is public.

Publicity of operation shall be ensured through timely and true information provided to Association members and through the media.

Members shall be informed on Association operations through submitted written materials and sessions of Association bodies.

Media representatives are entitled to attend sessions held by Association's governing bodies and report on their work.

In order to ensure full publicity of its work, Association is entitled to publish its newsletter, in accordance with media regulations. The resolution on newsletter issue is passed by the Assembly.

Association is entitled to publish other media publications as required (periodicals, bulletins, bills, etc.), pursuant to publishing regulations.

II

GOALS AND ACTIVITIES TO MEET GOALS

Article 6

Association goals are to bring together and join all natural persons and legal entities interested in working on improvement of quality of life in cities and/or counties.

The goals referred to shall be met in the following ways:

- by coming together in social and professional meetings, sharing information, participating in organisation of joint scientific, professional, educational, developmental, economic, and publishing projects, and other activities of common interest to the members,
- by engaging in international cooperation.

III ASSOCIATION MEMBERS, RIGHTS, DUTIES, AND DISCIPLINARY ACCOUNTABILITY OF THE MEMBERS

Article 7

Association brings together all natural persons and legal entities interested in working on 'Healthy City' and/or 'Healthy County' projects, disseminating health improvement idea, and accepting basic documents of the Croatian Healthy Cities Network, as follows:

- Universal Human Rights Declaration
- Health for all in the 21st Century, adopted by World Health Organisation Regional Office for Europe
- Social Charter, adopted by European Parliament
- Declaration on Human Environment, adopted by World Health Organisation Regional Office for Europe

Article 8

Association membership can be ordinary and honorary.

Citizens of the Republic of Croatia who have adopted the present Articles of Association and Association by-laws can become ordinary members.

Furthermore, legal entities with the seat in the Republic of Croatia that support Association activities can also become ordinary members.

Citizens of the Republic of Croatia and foreigners who have made extraordinary contributions to the development of Association are eligible for honorary members.

Article 9

Resolution on ordinary membership is passed by Association Presiding Committee, after having received candidate's membership application.

Resolution on honorary membership is passed by the Assembly, following proposal made by Association Presiding Committee.

Association shall keep membership register. Register contents and ways of its keeping are resolved on by Presiding Committee.

Article 10

Members' rights and duties are as follows:

- to elect and be elected in Association bodies;
- to be informed of activities taken by Association and its bodies, and material-financial operations;
- to engage actively in meeting Association goals and contribute to carrying out its activities;
- to provide proposals, opinions, and complaints to the work of Association and its bodies;
- to comply with provisions provided by the present Articles and other Association by-laws;
- to pay membership fee regularly;
- to keep and enhance reputation of Association.

Article 11

Association membership shall cease in case the following events should take place:

- termination of Association;
- written notice on withdrawal from membership and
- exclusion from membership.
- member's death (natural person) or termination (legal entities).

Article 12

A member of Association can be excluded from membership in case he/she should breach provisions of the present Articles of Association, endanger Association interests, or incur serious damages to Association and its members.

Association Committee resolves upon exclusion.

Excluded member is entitled to file a complaint to the Assembly, whose resolution thereon shall be final.

IV ASSOCIATION BODIES

Article 13

Association bodies are as follows:

- 1 Assembly;
- 2 Presiding Committee;
- 3 Association President, and
- 4 Supervisory Committee

Article 14

Assembly is the highest body of Association, encompassing all natural persons members of Association, and a representative of legal entity which is Association member, nominated by the person authorised for representing legal entities.

Ordinary Association Assembly is held at least once a year.

Association President is entitled to call extraordinary Assembly on his/her own initiative, or upon request of at least one third of total number of Association members, provided the agenda is immediately proposed.

In case Association President should fail to call Assembly upon request of proposer referred to in Paragraph 3 herein, within 30 days from request, it shall be called by proposer.

At Extraordinary Assembly, only the matter it was called for shall be addressed.

Article 15

Assembly is called by Association President by submitting written invitation to the members, at least 15 days before the session should take place.

The invitation shall comprise information on the venue and time of the session, along with proposal of the agenda. Materials relating to matters on the agenda shall be enclosed with the invitation.

Article 16

Assembly can pass valid resolution in case at least one half of Assembly members is present.

Should fewer than one half of the members attend, the caller shall call the Assembly within not less than 8 days; in that case, Assembly can pass valid resolutions if at least one quarter of Assembly members is present.

Valid resolutions are passed by majority vote of the present, unless provided otherwise by the present Articles of Association.

Resolutions on amendments of Articles and termination of Association are passed by two-thirds majority of present Assembly members.

Article 17

Association Assembly:

- passes Articles of Association and amendments thereof;
- passes other by-laws required for Association operations;
- elects and acquits Association President ,
- elects and acquits members of Presiding Committee and Supervisory Committee;
- passes work plan and budget,
- adopts annual financial statement and Association activity report,
- passes resolutions relating to Association's participation in work of national and international organisations,
- passes resolutions on association with other organisations, membership in other organisations, or withdrawal therefrom;
- passes secondary resolutions on complaints filed by Association members;
- resolves on termination of Association, and
- resolves on other matters important for the work of Association provided herein that are not in the authority of other body.

Article 18

Presiding Committee comprises nine members, elected by Assembly for four-year term.

Presiding Committee:

- establishes proposal for Articles of Association and amendments thereof;
- establishes proposals for budgets and annual financial statement;
- reports to Assembly on annual financial statement and work plan;
- resolves on the amount of membership fee;
- resolves on acceptance and exclusion from membership;
- keeps members and the public informed;
- resolves on the use of Association property;
- sets up committees, commissions and other bodies to facilitate meeting Association goals;
- carries out other activities the authority for which is provided by Assembly.

Sessions of the Presiding Committee are held when needed. Session can be held provided majority of members of the Presiding Committee are present, whereas valid resolutions are passed by majority of present members.

Article 19

Presiding Committee elects Association Vice-President among its members, at its founding session. Vice-President's functions are those of Association National Coordinator, Secretary and Treasurer, for four-year term.

Association President shall automatically act as Chairperson of Presiding Committee.

Article 20

Assembly can revoke the whole Presiding Committee or a member thereof before the expiry of the term they were elected for in case they should exceed their authorities or should fail to carry out their duties with due diligence.

In case the whole Presiding Committee should be revoked, the Assembly elects a new Presiding Committee with full tenure, whereas in case a member of the Presiding Committee is revoked, the Assembly elects new members for the period until the tenure of the Committee they are elected in should expire.

Presiding Committee and all its members shall account for their work to the Assembly.

All members of the Presiding Committee are entitled to ask for their acquittal before their tenure expires; however, in that case, they shall continue to carry out their duties until resolution on their acquittal is passed. Assembly shall pass the resolution on requested acquittal at its first session.

Article 21

Association President shall ensure valid and lawful work of Association, and is elected by Association Assembly for four-year term, and can be elected several times in a row.

Assembly can acquit Association President before the expiry of the term he/she was elected for in case he/she should exceed his/her authorities or should fail to carry out his/her duties with due diligence.

Association President shall also act as Assembly President and Chairperson of Presiding Committee.

Association President:

- calls sessions of Assembly and Presiding Committee, and proposes the agenda;
- carries out resolutions passed by Assembly and Presiding Committee,
- represents Association to third persons.

Article 21a

Supervisory Committee numbers three members nominated by Assembly for four-year term.

Supervisory Committee supervises lawfulness of work of Presiding Committee and Association President, and reports thereof to Assembly after having submitted annual financial statement and work report. Resolutions of Supervisory Committee are passed by majority vote of its members.

Article 22

Association National Coordinator:

- organises and carries out cooperation with World Health Organisation, project cities, and national 'Healthy Cities' networks;
- fosters expansion of Association and its activities and increase in membership;
- represents Association, organises work and manages work of Assembly and Presiding Committee, in case Association President is unable to.

Article 23

Association Secretary:

- prepares preliminary draft of by-laws passed by Assembly;
- ensures accurate keeping of membership register;
- takes minutes of Assembly and Presiding Committee sessions;
- takes and keeps Association records and
- carries out professional and other activities related to Presiding Committee needs in accordance with Association by-laws.

Article 24

Presiding Committee is entitled to establish committees and other temporary working bodies.

Presiding Committee nominates president and members of committees and working bodies among Association members, for four-year term.

Committees and other temporary working bodies shall carry out operations and tasks they were established to perform and shall report thereof to Presiding Committee.

Article 25

Association Support Centre is advisory and coordinative body providing assistance in organising and carrying out Association activities.

Support Centre is seated at Association headquarters, and has the following functions:

- to coordinate activities of Association branches and members and expand projects throughout Croatia;
- to represent interests of Association members in relation to World Health Organisation, other national networks and project cities;
- to provide professional help to 'Healthy Cities' project start-up and work at local level, 'Healthy Counties' project at regional level, and to project management and evaluation;
- to collect professional information and establish data base needed for work, providing distribution thereof to the members, and
- to provide other forms of professional, scientific, administrative, and technical support to Association members.

Support Centre consists of National Coordinator and Association Secretary, acting as Support Centre Secretary at the same time. However, when needed, other Association members can engage in work of Support Centre.

Article 26

Association property consists of income from:

- membership fee;
- donations and grants;
- funds received from international organisations supporting Association work and activities;
- funds raised from organising seminars and lectures, and from publishing activity pursuant to Law, and
- other income in accordance with legislation.

Article 27

Association shall manage its property in accordance with regulations governing material and financial operations of non-profit organisations.

All income and expenditure shall be established by financial plan made for one calendar year and valid for the year it was made.

At the end of the year for which financial plan was made, annual financial statement shall be prepared.

Resolution on power to sign and give orders relating to Association property management is passed by Presiding Committee.

V ARTICLES OF ASSOCIATION AND OTHER BY-LAWS

Article 28

Articles of Association constitute basic by-law of Association, and all other by-laws shall conform to provisions thereof.

Preliminary amendments to Articles of Associations are prepared and established by Supervisory Committee, and submitted to Association members for discussion.

Executive Committee takes into consideration proposals and points raised in the discussion, takes position thereof, and establishes proposal of Articles of Association.

Article 29

Interpretation of provisions contained in Articles of Association is provided by Assembly.

Article 30

All internal issues of Association, along with other issues that have not been provided by the present Articles, which require detailed processing, shall be regulated by by-laws passed by Assembly.

VI TRANSITIONAL AND FINAL PROVISIONS

Article 31

Association is terminated by resolution passed by Assembly and in cases provided by legislation.

In the event of termination, Association property shall belong to Andrija Štampar School of Public Health of Zagreb University Medical School.

Article 32

The present Articles of Association become effective on the day of their passage, and shall be implemented on the day of their registration in register of associations kept by competent state administration authority.

ASSOCIATION PRESIDENT
Prof. Slobodan Lang D.Sc.

