

In accordance with Article 13 of Associations Act (official gazette of Narodne Novine, no. 74/14), the Assembly of the Croatian Healthy Cities Network, held on 24 February 2015, passed the following

ARTICLES OF ASSOCIATION

OF THE CROATIAN HEALTHY CITIES NETWORK

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, as well as 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 paragraph 7 herein 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.

Pursuant to the goals referred to in previous paragraph, Association is active in the following areas: prevention, improvement of health and health care, sustainable development, local community development, promotion of good management, promotion of participative democracy, public advocacy, science, professional work and research, networking and international scientific and professional cooperation, scientific and professional publication.

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

- by coming together in social and professional meetings, and seminars
- by collecting and sharing information
- by participating in organisation of joint scientific, professional, educational, developmental, and economic projects, and other activities of common interest to the members,
- by carrying out publishing activities in accordance with legislation

- 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 (H 2020), 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

Natural persons who are Croatian citizens, foreign nationals, and legal entities seated in Croatia are eligible for Association members, providing they accept the Articles of Association and other by-laws adopted by the Association, and providing they support Association activities.

Representative of a legal entity is delegated by the person authorised therefor.

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

Regular members are persons actively involved in meeting Association goals and in all activities undertaken by Association.

Association members having the status of legal entities have the right to regular membership and the right to vote at Association Assembly, providing they:

- have obtained the resolution on accession to the Association passed by county/city authorities in charge
- pay annual membership fee regularly
- already have or are in the process of devising city/county health profile and health plan.

In case ordinary members are facing extraordinary illiquidity, they can be granted membership grace period, during which time they are not entitled to vote at the Association Assembly. After two-year grace period expires, the Presiding Committee shall decide on their status.

Associate members are not entitled to participate in decision making; however, they are entitled to attend sessions of Association Assembly.

Association can have honorary members.

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

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

Membership register shall be kept by the Secretary. The register shall be kept in electronic form, and shall contain information relating to personal name (denomination), personal identification number (OIB), date of birth, date of accession, membership category, date of membership termination, telephone number, and e-mail address. Membership register shall be available to all members and competent bodies of Association upon request.

Article 9

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 10

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

- termination of Association;
- written notice on voluntary withdrawal from membership for natural persons
- resolution on withdrawal from membership passed by a competent county or city authority
- exclusion from membership.
- member's death (natural person) or termination (legal entities).

Article 11

A member of Association shall 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 member shall be excluded from membership in case they have not paid membership fee for at least two consecutive years.

Association Committee resolves upon exclusion.

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

Article 12

Dispute/conflict of interest in Association arises should there be rights and interests that members can freely use, but which in their turn have impact on the Association on the

whole, or in case the rights and interests referred to above prove to be of common interest to all members.

In case of disputes/conflicts of interest, the Assembly shall appoint an Arbitrary Committee made up of Association members. Members of the Committee, their tenure and decision making shall be regulated by by-laws passed by the Assembly.

Arbitrary Committee shall act in accordance with Arbitration Act.

The resolution passed by the Arbitrary Committee shall be final.

In case a dispute/conflict of interest refers to decisions made by Association's governing bodies which lead to amendment notice to the Register of Associations, a dissatisfied member shall contact the Association first, asking for resolution of the dispute/conflict of interest. Following finality of the resolution passed by the Arbitrary Committee, Association shall file a notice amendment to the Register of Association, together with the resolution by the Arbitrary Committee referred to above.

IV ASSOCIATION BODIES

Article 13

Association bodies are as follows:

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

1 ASSEMBLY

Article 14

Assembly is the highest body of Association, encompassing all regular members, natural persons, and one representative per legal entity which is Association member.

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 the proposer.

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

In case Association bodies' tenure has expired, Assembly shall be called by the last person authorised to act as Association representative with the Register of Associations, or by five Association members on the minimum, who have been listed as Association members before Association bodies' tenure has expired.

Article 15

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

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.

At the Assembly meetings, minutes shall be kept, and signed by the minutes keeper and the President of the Assembly.

Minutes of regular Assembly meetings shall be submitted to the office in charge of the Register of Associations.

Article 16

Assembly can pass valid resolutions 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 fewer 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;
- nominates Association liquidator
- 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 amendment of goals and activities;
- 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 bodies.

2 PRESIDING COMMITTEE

Article 18

Presiding Committee comprises eleven 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 all 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

At its founding session, Presiding Committee elects Association Vice-President, Secretary and Treasurer among its members.

Vice-President acts as Association National Coordinator.

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.

3 ASSOCIATION PRESIDENT

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.

4 SUPERVISORY COMMITTEE

Article 22

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.

ASSOCIATION NATIONAL COORDINATOR

Article 23

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
- organises activities and manages Assembly and Presiding Committee

ASSOCIATION SECRETARY

Article 24

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 requirements in accordance with Association by-laws.

Article 25

Presiding Committee is entitled to establish other temporary working bodies.

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

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

ASSOCIATION SUPPORT CENTRE

Article 26

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

Support centre operates within 'Andrija Štampar' School of Public Health.

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-ups 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.

When needed, other Association members can engage in work of Support Centre.

5 ASSOCIATION PROPERTY

Article 27

Association property consists of income from:

- membership fee;
- donations and grants;
- funds received from national and international organisations supporting Association work and activities;
- other income in accordance with legislation.

Article 28

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 for.

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.

6 ARTICLES OF ASSOCIATION AND OTHER BY-LAWS

Article 29

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

Draft of by-laws and amendments thereof shall be prepared and set out by the Presiding Committee, and submitted for discussion and adoption to Assembly.

Article 30

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

Article 31

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.

7 SUPERVISION

Article 32

Supervision of the Association activities shall be carried out in accordance with Associations Act.

8 ASSOCIATION LIQUIDATION

Article 33

Liquidation process is carried out in cases and in ways provided by Associations Act.

Liquidator is nominated and acquitted by the Assembly.

Liquidator represents Association in liquidation process and is listed at the onset of the liquidation process in the Register of Associations as the person authorised to represent the Association until the liquidation process is brought to an end and the Association is cancelled from the Register of Associations.

Any member or non-member of the Association can act as liquidator.

9 TRANSITIONAL AND FINAL PROVISIONS

Article 34

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 the Register of Associations kept by competent state administration authority.

After the present Articles of Association become effective, former Articles of Association adopted on 7 November 1997, and Amendments thereof dated 14 February 2007 and 6 July 2010 shall be considered invalid.

ASSOCIATION PRESIDENT
Prof. Slobodan Lang D.Sc.
/signed – illegible/

/round seal: CROATIAN HEALTHY CITIES NETWORK/

THE REPUBLIC OF CROATIA
THE CITY OF ZAGREB
CITY OFFICE FOR GENERAL ADMINISTRATION

This is to certify that the present Articles of Association comply with the Associations Act.
Resolution thereon passed by the City Office, CLASS: UP/I-230-02/2015-02/484,
REG.NO: 251-07-11-15-2, dated 13 May 2015.

HEAD OF DEPARTMENT FOR ASSOCIATION REGISTRATION
Nataša Bramberger, B.Sc Law
/signed – illegible/

*Round seal: THE CITY OF ZAGREB
THE REPUBLIC OF CROATIA
CITY OFFICE FOR GENERAL ADMINISTRATION*