

By virtue of Article 11 of the Associations Act „Official Gazette“ No. 88/ 01, the Assembly, at the regular meeting of the association: PARTNERSHIP FOR SOCIAL DEVELOPMENT, held on 18 October 2005, rendered the following:

ARTICLES OF ASSOCIATION

OF THE ASSOCIATION: PARTNERSHIP FOR SOCIAL DEVELOPMENT

I. GENERAL PROVISIONS

Article 1

The Articles will regulate the domain of activities, representation, goals, activities for achievement of the Association's goals, methods for achievement of public operation, membership, rights, undertakings and responsibilities of the members of the Association, internal organization, Association bodies, their members, powers, decision making mechanisms, conditions and methods of election and recall, term of office and responsibilities of the members, assets and management thereof and of the potential profit, methods of acquiring such assets, termination of the Association and the assets in the event of termination, the Association in federations or unions of associations and membership in international associations.

Article 2

The Partnership for Social Development is a non-governmental, non-profit and non-party civil society organization, which in its activities participates in the processes of the creation and development of democratic society, thereby protecting and promoting the principles of equality, ethics, non-violence, transparency and socially responsible action and attitude of all parties involved in the social processes.

Article 3

The name of the Association is: Partnerstvo za društveni razvoj (hereinafter: the Association). The name of the Association in English is: Partnership for Social Development.

Article 4

The registered office of the Association is in Zagreb. The decision on the change of the address of the registered office is rendered by the Association's Executive Board.

The Association has a square-shaped seal containing the name and address of the Association.

Article 5

The Association operates on the entire territory of the Republic of Croatia.

Article 6

The President of the Association and Chairman of the Association's Executive Board will represent the Association and sign all the documents of the Association, each independently and solely. In their absence they will be replaced by a person they have authorized in writing.

II. GOALS AND ACTIVITIES OF THE ASSOCIATION

Article 7

The goals of the Association are:

- Improving the human resources in the area of social development
- Developing the model of non-violent social development
- Alleviating the consequences of social transition and transition into the new economic system
- The fight against corruption with an emphasis on the development of transparent and socially responsible mechanisms of public authority and mechanisms of civil control of the administrative processes and civil participation in the decision making processes
- The direct protection of human rights with a particular emphasis on the rights of vulnerable and damaged persons (victims of violation of civil and universal human rights according to international conventions) or the rights of vulnerable groups of citizens
- The development of interpersonal cooperation mechanisms and joined civil activities at a local, national and international level
- Assistance and mediation in resolving social conflicts by non-violent means
- Proposing peaceful solutions to conflicts within communities, satisfactory to all parties involved in such conflicts
- Raising public awareness relating to the issues of the community and proposing and advocating positive solutions of the developed problems.
- Participating in the development of democratic institutions and mechanisms at a local, national and international level, with particular attention focused on the development of anti-corruption mechanisms
- The development of socially responsible institutions of civil society
- Participating in processes of the development of the rule of law at a local, national and international level.

Article 8

With the aim of accomplishing the goals indicated in the previous Article herein, the Association will perform the following activities:

- Assessments and analyses of social needs.
- Analyses and monitoring social and administrative processes, laws and social issues.
- Direct protection of human rights with particular attention to the protection of corruption and human-trafficking victims, by way of monitoring the actions of the competent state bodies, reporting on the actions, sending queries, suggestions and applications in the human rights violation matters and through cooperation with the competent state bodies and institutions, according to national and international laws and positive practice.
- Education, advice and engaging experts at a national and international level in the field of development of social structures, organizations and institutions.

- Participation in the operating bodies at a local, national and international level, for the purpose of resolving social issues.
- Education by way of training, seminars, workshops relating to the development of institutions, organizational development, protection of human rights, monitoring social and administrative processes and social issues, transparent and socially responsible business operating, good practice in public administration, justice, police, public institutions, civil society, media and other important social segments.
- Encouraging training for communication skills, non-violent resolving of conflicts and mediation, team building, planning, evaluation, monitoring and other segments of training, important for personal, organizational and institutional development.
- Facilitating group processes, media appearance and public dialogue.
- Professional advice, work with the media and media projects relating to the above mentioned goals and activities of the Association.
- Publishing activities relating to the goals and activities of the Association.
- Participating at local and international conferences, seminars etc. relating to the goals and activities of the Association.

III. PUBLIC EXISTENCE AND OPERATION OF THE ASSOCIATION

Article 9

The Association operates publicly.

The Association achieves public operation through its own bulletins and publications, holding conferences and presentations, through mass media, verbal and written communication to members and citizens.

The Association will inform its members of its operation at the meetings of the Assembly, and between the meetings through the Association bulletins, by holding informative meetings, workshops etc.

The meetings of the Association bodies are open to the public. Exceptionally, the general public may be excluded if important interests of the Association are discussed at the meetings which is decided upon by the Executive Board of the Association in agreement with the Association's President, in the event that the issue concerns the personal interests of the Association members and if such public presentation would damage the reputation of the Association or its interests.

IV. MEMBERSHIP

Article 10

The Association members may be only business capable natural persons, citizens of the Republic of Croatia and legal entities interested to work in the Association.

The Association members may be foreign natural persons and legal entities under the conditions anticipated in the Law and herein.

Article 11

The rights and undertakings of the members are: participating in the operations of the Association or providing assistance to the Association, right to elect and be elected in the Association bodies. The membership in the Association is attained based on voluntary joining, i.e., signing the admission application form and the membership ceases upon death, withdrawal or suspension based on the decision of the Association's Assembly.

Article 12

The member of the Association who has not acted in line with these Articles of Association, i.e., who has disrupted the operations of the Association or has disrupted its reputation, may be given the warning notice by the Ethical Committee of the Association or it may propose to the Assembly the suspension of the membership and repair of the incurred damage, depending on the severity of the incurred violation.

V. JOINING OTHER ASSOCIATIONS AND ORGANIZATION OF THE ASSOCIATION

Article 13

The Association may join federations or unions of associations. In such an event, the federation or union of associations has the capacity of a legal entity. The Association may join international associations. The decision on association, i.e., membership of the Association is made by consensus between the Executive Board of the Association and Association's President. The Association may have the organizational forms of branch offices. The decision on founding the branch office with a specific registered office will be made by consensus between the Executive Board of the Association and Association President. The Executive Board of the Association has a person for representation of the branch office of the Association.

VI. MANAGEMENT OF THE ASSOCIATION AND ASSOCIATION BODIES

Article 14

The Association members will manage the Association directly at the Assembly and indirectly through the elected bodies of the Association.

The Association bodies are: Assembly, Association President, Executive Board of the Association, Chairman of the Executive Board of the Association and Ethics Committee of the Association.

The Association President, Executive Board Chairman and Executive Board of the Association report to the Assembly on their work.

I. ASSEMBLY

Article 15

The Assembly is the supreme body of the Association.

The Assembly consists of all members of the Association.

The Assembly will work at meetings. The meetings may be regular and emergency.

The regular meetings of the Assembly are held minimally once every two years.

The regular meetings of the Assembly are convoked by the President of the Association, minimally eight days prior to the meeting date.

The emergency meeting of the Assembly may be convoked, as required, as decided by the President of the Association or Executive Board of the Association upon the proposal of a minimum of five members. If the Association President or Executive Board of the Association do not convoke the emergency meeting of the Assembly, upon the proposal of a minimum of five members, within the period of thirty days, the meeting of the Assembly may be convoked by the party(parties) that has(have) proposed the holding of such a meeting.

The meetings are conducted by the President of the Executive Board of the Association.

Article 16

The Assembly may render decisions if the majority of over a half of the members attend the meeting.

The Assembly will reach its decisions by a 2/3 majority of the attending members.

At regular and emergency meetings the Assembly:

- will render the Articles of Association and modifications and amendments of the Articles of Association and other by-laws
- will adopt the financial statement
- will adopt the report on operation
- will adopt the strategic scheme of the Association
- will elect and relieve of duty the President of the Association and members of the Executive Board and Executive Board Chairman
- will review the reports on work of the Association President, Association Executive Board and Executive Board Chairman
- will decide on the termination of the Association
- will decide on the proposals of the Association's Ethics Committee
- will perform other works also as required

2. PRESIDENT OF THE ASSOCIATION AND CHAIRMAN OF THE ASSOCIATION'S EXECUTIVE BOARD

Article 17

The Association President will be elected by the Assembly for a term of six years with the option of re-election.

The President of the Association represents the Association in public, performs the decisions of the Executive Board of the Association and of the Assembly.

The President of the Association may not be in charge, simultaneously, of managing the finances of the Association in the Association's Executive Board.

The Chairman of the Executive Board of the Association will be proposed by the Executive Board of the Association and elected by the Assembly for the term of three years with the option of two consecutive re-elections, as a maximum.

The President of the Executive Board of the Association will inform the members of the activities of the Association in the manner as prescribed herein.

The President of the Association and President of the Association's Executive Board will manage and agree on the Association's operations according to the Law, Articles of Association and other by-laws of the Association and will supervise the work of all bodies of the Association.

The President of the Association and Associations' Executive Board Chairman will represent the Association and will be responsible for its lawful operation.

The President of the Association and Chairman of the Executive Board of the Association are responsible and report on their work to the Assembly and Executive Board of the Association.

3. EXECUTIVE BOARD OF THE ASSOCIATION

Article 18

The Executive Board consists of a minimum 3 and a maximum 6 members of the Association.

The members of the Executive Board of the Association may be elected among the employees of the Association managing the implementation of the Association schemes, Association projects, parts of the schemes and projects of the Association or in charge of finance management of the Association.

The Association President proposes to the Assembly of the Association the members of the Association's Executive Board.

The members of the Executive Board of the Association are elected by the Assembly for the three year term with the option of re-election.

The President of the Association is also a member of the Executive Board of the Association.

The President of the Association may not be the Chairman of the Association's Executive Board at the same time.

The Chairman of the Executive Board of the Association will be proposed by the members of the Executive Board of the Association, according to the general criteria of qualification, diligence, contribution to the Association and special experience in the field of work of the Association and he/she will be elected by the Association's Assembly.

The meetings of the Executive Board are held a minimum once every two months and the members of the Executive Board of the Association, at such meetings, will make decisions by agreement (consensus), or if that is not possible then by a 2/3 majority vote.

The Executive Board of the Association may, by its decision in writing, transfer its powers onto the Chairman of the Executive Board of the Association but only in exceptional situations.

The member of the Executive Board of the Association may also be a foreigner, a natural person who is member of the Association.

The Executive Board of the Association manages the schemes and projects of the Association, deals with the implementation of the goals and activities of the Association, makes decisions on the Association schemes and projects carrying through methods, manages the Association assets, gathers pecuniary resources, decides on investments of profit for improvement of the Association's activities, decides on employment in implementation of the Association projects and performs other works anticipated in the Articles of Association and other by laws of the Association.

The Executive Board of the Association will propose rendering of the Articles of Association to the Assembly of the Association, modification and amendments of the Articles of Association and other by laws, scheme and financial forecasts and will submit to the Assembly and President of the Association the reports on its work.

The Executive Board of the Association, along with the President of the Association, will implement the Assembly's resolutions and will be responsible for the implementation of all the schemes and projects of the Association, and for the implementation of the goals and tasks of the Association.

The Executive Board of the Association, along with the Association President will make decisions relating to cooperation with other associations and membership in domestic and international official and unofficial federations of the associations.

The Executive Board of the Association will act according to these Articles of Association, the Law and the Executive Board Operating Regulations adopted by the Assembly upon the proposal of the Association's Executive Board.

The Executive Board of the Association will act according to high ethical standards, corroborated by the Assembly of the Association or as in the prescribed contracts and binding protocols relating to the membership of the Association in nationally and internationally joined associations.

Article 19

The member of the Executive Board of the Association who has not performed the undertakings determined in the Articles of Association, the Law and other by-laws, or has incurred damage through his/her work or has acted detrimentally to the reputation of the Association, may be revoked.

The decision on revocation will be reached by the Assembly upon the proposal of any member of the Executive Board of the Association or Association President.

Until reaching the decision on revocation of the member of the Executive Board whose revocation has been requested, he/she may not perform his/her duties as member of the Association's Executive Board.

The Assembly must hold the meeting within ninety days from the revocation request submittal date.

At the meeting held to decide on the revocation, the Assembly will elect the new member of the Executive Board of the Association, if it is necessary for implementation of the schemes, projects, goals and tasks of the Association.

The term of office of the new member of the Executive Board of the Association will be until the expiry of the previous member's term of office.

If, by decision of the Assembly, the entire Executive Board of the Association and President of the Association are revoked, the new members of the Executive Board of the Association, Association President and President of the Association's Executive Board will be elected; the term of office of the elected persons will be as if they have been elected at the regular elective meeting of the Assembly, according to these Articles of Association.

4. ETHICS COMMITTEE

Article 20

The Ethics Committee consists of three members elected by the Assembly for the three year term with the option of re-election.

The Ethics Committee of the Association, upon the proposal of the Association members, Executive Board of the Association and /or President of the Association:

- will decide on the disciplinary responsibility of the Association members in the cases of violation of the Articles of Association and other by-laws of the Association and
- will state recommendations to the Assembly as to the sanctions: warning in the case of milder violation or suspension in the case of gross violation
- will give recommendations for the incurred damage remedial actions.

The Ethics Committee will make decisions by consensus and if this is not possible then by voting with the option for a separate statement of a member of the Ethics Committee that does not agree with the majority's decision, before the Assembly of the Association.

VII. OPERATING BODIES

Article 21

Within its rights and duties the Assembly of the Association and Executive Board of the Association may found its operating bodies and render their operating regulations according to the actual requirements.

The operating body will draft a report within its domain of work for the Assembly of the Association, Executive Board of the Association and President of the Association and will

propose the solutions to the given problems, instigate, alleviate and step up the implementation of the goals and tasks of the Association.

As one of the operating bodies, the Executive Board of the Association may appoint also the Advisory Board; its members will be elected among distinguished persons and experts at an international and/or national level.

VIII. ASSOCIATION ASSETS

Article 22

The Association assets are the pecuniary resources, real property, movables and other property rights. The Association will acquire the assets: through donations of local and foreign natural persons and legal entities, performance of permitted (registered) activities, income from the Association assets and property rights according to the Law.

Article 23

The Association will be liable for its undertakings with its entire assets.

The profit earned by the Association through performance of the permitted activities or from its assets, the Association will use for performance and improvement of its activities performed to achieve its goals.

Article 24

In the event of termination of the Association's operations, the assets of the Association will become assets of the Association or Associations with similar goals and activities and the resolution on this will be rendered by the Assembly at the final meeting.

IX. FINAL PROVISIONS

Article 25

These Articles of Association will become effective on the date of entry in the Register of Associations at the government authority's body, competent for registration.

Article 26

The Association will cease operating based on the resolution of the Assembly or in other cases, as anticipated in the Law.

Article 27

The authentic interpretation of the provisions of these Articles of Association and other by laws will be provided by the Assembly at its meetings and between such meetings, for particular cases, the interpretation will be provided by the Executive Board of the Association.

President of the Association:
Munir Podumljak

Chairman of the Executive Board:
Ana Profeta