

Based on paragraph 13 of the Law on Societies („Narodne novine“, No. 74/14), the General Assembly of the **International Association for Economics and Management in Wood Processing and Furniture Manufacturing „WoodEMA, i.a.“**, at its meeting held on **September 27<sup>th</sup> 2018** prepared this revised

# STATUTE

## 1. MAIN ISSUES

### Paragraph 1

This Statute regulates issues pertaining to the association name, seat and fields of interest, representation, seal appearance, goals and activities to achieve those goals, association public appearance, membership and membership fees, rights and obligations, members responsibilities, internal organisation and association bodies, their composition and responsibilities, decision making processes, conditions and methods of elections and release, mandate time, assets and use of the assets, means of gaining assets, how to dissolve the association, methods of solving issues and conflicts of interest within association, election and release of liquidator, and dealing with assets in the case of association dissolution.

### Paragraph 2

The International Association for Economics and Management in Wood Processing and Furniture Manufacturing **WoodEMA, i.a.** (Association) is an international, non-political, non-profit and open legal entity enrolled into Register of Association of the Republic of Croatia.

### Paragraph 3

The official name of the Association is **International Association for Economics and Management in Wood Processing and Furniture Manufacturing „WoodEMA, i.a.“**, in short **WoodEMA, i.a.**



The logo of the Association is , and it is registered in Zagreb. The Association has the square stamp in which is a sign under which is written WoodEMA, i.a. Zagreb.

#### Paragraph 4

The Association goals are to promote knowledge and results of scientific research and professional work of its members, as well as to support science and professional development that fall within the Association's fields of work. The Association fields of work compatible with these goals are education, science and research.

#### Paragraph 5

To achieve these goals, the Association focusses on the following:

1. Exchange of knowledge and research results among members by organizing conferences and publishing articles in journals and proceedings.
2. Support the development of scientific and professional organizations in the Association's fields of expertise.
3. Foster scientific and professional education by organizing scientific and professional symposiums
4. Collect and exchange market, technological and technical data and information.

#### Paragraph 6

The Association is officially represented by the President and the Secretary. An Executive Board also exists and can authorize other persons to represent the Association if needed.

#### Paragraph 7

Official representatives must be over 21 years of age, be capable executing their Association duties, and not have a conflict of interest as an Association representative. Specifically, persons authorized to represent the Association:

1. Are responsible for maintaining legal Association documents.
2. Do Association business according to decisions of General Assembly.
3. Are responsible to present annual financial reports to the General Assembly.
4. Send Minutes of annual General Assembly to the Office of the Register of Associations.
5. Make contracts and do other legal activities for and in the name of the Association.
6. Conduct other activities according to Law, Statute and other documents of the Association.

#### Paragraph 8

All Association work is public. Public visibility of the Association is accomplished by:

1. Timely reporting to members about Association work and activities, written reports, special meetings, etc.
2. Association activities are also publically disseminated through Association publications, proceedings, and the Association website.

## **2. MEMBERSHIP**

### Paragraph 9

Any person that satisfies the requirements of the of the Association Statute and code can become a member. Association is open to every person regardless sex, age, sexual orientation, race, nationality or religion.

### Paragraph 10

A person can become an Association member by being added to the Register of Members by the Association Secretary.

The Association maintains a registry of members that contains member name, personal identification number (OIB), date of birth, starting date of membership and ending date of membership.

### Paragraph 11

Rights, obligations and responsibilities of members are to:

- Participate in Association activities,
- Vote on Association issues as required
- Be eligible to be elected to Association committees bodies,
- Participate in Association management activities as needed,
- Contribute to maintaining the reputation of the Association,
- Fulfil accepted obligations,
- Pay annual membership fee.

Each member of the Association pays annual membership fee in the amount defined by the decision of the Executive Board of the Association.

### Paragraph 12

Membership fee is to be paid by December 31<sup>st</sup> for the same calendar year.

### Paragraph 13

One can become member by completing an application form and by paying the membership fee, after the Executive Board reviews and accepts the application, and after General Assembly confirms the application.

Membership ceases:

1. By own personal request
2. By not paying the membership fee
3. By expulsion by the Executive Board

A member is deleted from the Registry of members without special decision if does not pay the membership fee until the end of the year for the same year.

Members of Association are responsible for identifying violations of members obligations defined by Statute or other Association documents. Executive Board conducts disciplinary process. Disciplinary measures are:

- Warning
- Expelling from the Association.

The decision to expel a member from the Association is made by Executive Board. Expelled member has the right to file an appeal to Assembly within 15 days, starting from the day the decision is delivered to expelled member.

The Assembly has the obligation to resolve the complaint within 30 days, starting from the day the decision is delivered to expelled member. The Assembly decision is final.

#### Paragraph 14

Each member of the Association has equal voting rights (1 member = 1 vote) on every issue regarding Association actions.

### **3. ORGANIZATION**

#### Paragraph 15

The Association has following bodies:

1. Assembly
2. Executive Board
3. President
4. Secretary
5. Supervisory Board

Mandate of all Association bodies is two years, starting on January 1<sup>st</sup> of the subsequent calendar year after elections are conducted.

#### Paragraph 16

The Assembly is the uppermost management body of the Association, consisting of members, and representatives of legal entity members of Association that delegates

entity representatives. The Assembly meets at least once a year and makes decisions on issues regarding Association activities.

#### Paragraph 17

The Executive Board convenes the Assembly; the President leads it. In President's absence, the current Candidate for President leads the Assembly.

The Assembly meeting is held annually, and the Election Assembly of Officers is held every other year.

The Secretary takes Minutes on every Assembly; Minutes are retained permanently in the Association archives.

#### Paragraph 18

The Assembly makes legal decisions if more than half of all assembly members are present. If there are less than half of all members present, the start of the Assembly meeting is delayed for 15 minutes at which time the Assembly can be held and make legal decisions if there is at least 20% of all members present at the Assembly.

Association Assembly which:

1. Brings the Statute of Association, its changes and amendments
2. Elects and releases President, Candidate for President and Secretary
3. Elects and releases members of Executive Board
4. Elects and releases members of Supervisory Board
5. Decides on joining to federations, associations, networks and other forms of connecting associations
6. Confirms Work plan and Financial plan for next calendar year and reports on previous calendar years
7. Confirms Supervisory Board reports
8. Confirms the venue of the next Assembly
9. Decides on change of goals and activities
10. Discuss assets of Association
11. Confirms decisions on new memberships
12. Decides on changes in the Statute
13. Decides on other issues

#### Paragraph 19

The Assembly makes decision by a majority of present members. If necessary, non-present members can vote through electronic media (video call, skype, etc.). In addition, members can vote by regular mail in advance, if those votes come prior to Assembly beginning.

The General Assembly may also take its decision in form of consent given in writing to a proposal of the Executive Board. The General Assembly voting quorum is deemed to have been reached with votes of more than half of the total number of members.

### Paragraph 20

The Executive Board convenes the Assembly. The Executive Board can and must convene the Assembly if asked by the President or at least 20 % of Association members. All members have to be notified about the date, venue and agenda of the Assembly at least 30 days prior to Assembly. If Executive Board does not convene the Assembly according to members request within 15 days of the request, those members can convene the Assembly with present members.

If the Association Bodies mandate is overdue, the Assembly is to be convened by the last person enrolled for representation in Registry of associations representing 1/3 of members enrolled to Registry of members before the mandates were overdue. .

### Paragraph 21

The Association Executive Board consists of five members:

1. President
2. Candidate for president
3. Three members

The Mandate of Executive Board members is 2 years. Executive Board members may be elected several times, concurrently or otherwise.

### Paragraph 22

The Assembly elects the Executive Board by secret voting. The four candidates with most votes become members of the Executive Board.

If two or more candidates have the same number of votes, voting is to be repeated with those candidates in the second round. If there is no decision by voting, subsequent voting will be done for new candidates.

### Paragraph 23

Executive Board makes decisions on issues of actions and organization of the Association such as:

1. Decisions on membership and membership fees
2. Preparing the Assembly meeting
3. Preparing and sharing the financial plan and final account
4. Other issues relevant Association issues

### Paragraph 24

The Executive Board makes decisions by private or public voting (depending on agreement of Executive Board members) by majority of total number of Executive

Board members. Decisions are effective if at least three Executive Board members are present. The Executive Board has to inform all members on its decisions within 30 days. If the number of votes are equal, precedence is given to motions that have the deciding vote of the Executive Board president.

#### Paragraph 25

In case of Executive Board member absence from the annual meeting for two consecutive years or deliberate mismanagement of position duties and responsibilities, the Assembly has the option elect a new Executive Board member after 6 months from the dereliction of duty or malfeasance is communicated to the alleged offender. Executive Board holds its meetings at least once a year.

#### Paragraph 26

##### *Executive Board Roles and Responsibilities*

President:

1. Represents the Association at meetings, conferences, or other venues.
2. Prepares the Agenda for the Assembly and the Executive Board meetings
3. Convenes the Executive Board
4. Leads the Assembly and Executive Board meetings

In the event of the President's absence or inability to participate, the Candidate for President assumes these duties.

#### Paragraph 27

Candidate for President:

1. Replaces the President in his absence
2. Represents the Association in absence of President

#### Paragraph 28

Secretary:

1. Updates Association data bases
2. Maintains the Registry of members
3. Responsible for administrative duties and financial accounting
4. Represents the Association in legal issues and responsibilities
5. Conducts the financial business of the Association

#### Paragraph 29

The mandate of President, Candidate for President and Secretary is 2 years. However, the Secretary may be re-elected to consecutive terms with no limitation.

### Paragraph 30

The Assembly elects a Candidate for President on a motion of Executive Board members. After President's mandate expires, the Candidate for President becomes President. The Assembly elects the Secretary on a motion of Assembly members.

### Paragraph 31

The Executive Board nominates 5 nominees for Supervisory Board and the Assembly elects a Supervisory Board by secret ballot. Three candidates with most votes become members of the Supervisory Board.

If two or more candidates have the same number of votes, voting is to be repeated, again with those candidates in the second round. If there is no decision by voting, a new round of voting will take place with new candidates.

### Paragraph 32

The Supervisory Board controls the activities of Association bodies.

The Supervisory Board consists of three members:

1. President
2. Two members

The Mandate of Supervisory Board members is 2 years. Supervisory Board members may be elected several times, concurrently or otherwise.

The Supervisory Board President is elected by the Supervisory Board members and is responsible for leading activities of the Supervisory Board.

The President has the right to participate in Executive Board meetings with a Supervisory vote.

### Paragraph 33

The Supervisory Board is not a voting body within the Association organizational structure. The Supervisory Board provides results of its supervision of Association activities, guidance, recommendations and advice on how the Association can better execute its mandate.

Supervisory Board members will participate and provide a report at the annual Association meeting. Ample time will be provided for Supervisory Board recommendations and discussion points to be addressed at the General Assembly.

### Paragraph 34

Executive Board elects and releases the Liquidator.

Liquidator represents the Association during the process of liquidation. Liquidator can be physical or legal entity who matches the legal conditions for representing Association during the process of liquidation. Liquidator has the right to receive financial award for his work from Association assets in the level defined by Executive Board on the first meeting after his election.

#### **4. FINANCIAL ISSUES AND ASSETS**

##### Paragraph 35

Financial decisions are made by Executive Board, run by Secretary and controlled by Supervisory Board. The financial management system is determined by Association regulations.

##### Paragraph 36

Association assets are financial assets Association gained by membership fees, voluntary contributions and gifts, financial assets paid for Association activities which make it achieves goals, by financing Association programs and projects from State Budget and Budgets of Local Governments, and from international funds or sources, as well as other financial assets gained according to law, Association movables and non-movables, and asset rights.

Association can use its assets only for achieving the goals and conducting activities defined by this Statute and according to Law.

##### Paragraph 37

The Secretary provides the Report on Material-Financial Assets to the Supervisory Board to consider, discuss and approve. The Association maintains financial books and creates financial reports according to regulations according to accepted practices for financial business and accounting of non-profit organisations.

##### Paragraph 38

The Association Executive Board is accountable for reporting all Association assets and liabilities. Association members and members of its sub-bodies are not responsible for Association obligations. If necessary, the Association can declare bankruptc.

#### Paragraph 39

For any financial loss that may be caused to third parties, the Association and Association representatives are accountable according to general regulations on loss responsibility.

### **5. FINAL ISSUES**

#### Paragraph 40

The Assembly presents potential changes the Statute on a motion of Executive Board or of 2/3 of Association members. All willing and able Association members must vote on any proposed Statute revisions at the time that such vote be taken.

#### Paragraph 41

The Association can cease to exist by a 2/3 Assembly vote or for other reasons predicated by laws and regulations relevant to the Association.

#### Paragraph 42

In case of Association termination, after obligations to creditors, costs of liquidation, court costs, and other potential liabilities have been finalized, all remaining Association assets will be disbursed to one or more entities that have the same or similar Association goals. No more than five of these entities will be determined by the Executive Committee.

The Association may not disburse remaining assets to founders, members, representing persons, employees or persons connected to them or the Association. If, for any reason, procedures with asset dissemination cannot be adequately conducted by Statute regulations, outside counsel will be retained to provide advice on appropriate Association net asset dissemination.

#### Paragraph 43

All disputes regarding membership or Association activities, members will solve peacefully with arbitration of Executive Board, and outside mediator, if necessary.

#### Paragraph 44

- The Assembly will provided with these Statute regulations.

- Explanation of any other relevant documents or regulations are provided to the Assembly by the Executive Board.
- This Statute and all other regulatory documents are to be signed by the President.

Paragraph 45

This Statute is active by the date of confirmation and supersedes any and all previous versions of the Statute of **International Association for Economics and Management in Wood Processing and Furniture Manufacturing „WoodEMA, i.a.“**.

Belgrade, September 27<sup>th</sup> 2018

Association President



Assis. Prof. Andreja Pirc Barčič, PhD.