

Pursuant to Article 13 of the Act on Associations (Official Gazette No. NN 74/14, 70/17, 98/19) the Assembly of the INTERNATIONAL WOMEN'S CLUB ZAGREB at its session held on March 8, 2022 in Zagreb adopted:

STATUTE of the ASSOCIATION

INTERNATIONAL WOMEN'S CLUB ZAGREB

I. GENERAL STIPULATIONS

Article 1

This Statute defines the following:

- Name and seat of the Association – INTERNATIONAL WOMEN'S CLUB ZAGREB (hereinafter referred to in the text as: the Association);
- Representation;
- Existence of stamp;
- Fields of the Association's activities in accordance with its objectives;
- Objectives;
- Rights;
- Activities targeted at the fulfillment of objectives;
- Realisation of publicity for activities of the Association;
- Conditions and terms of membership, termination of membership, rights, obligations, responsibility, disciplinary accountability of members, organisation of membership list;
- Governing bodies of the Association, their composition, convocation of meetings, elections, revocation, powers, decision-making process, term of office duration, Assembly session in case of term of office expiration;
- Keeping of Membership database and use thereof i.e. Membership lists, all relevant and appropriate online social media, communities Groups and messaging service, etc. (For Members only);
- Use of images/photos on Social Media (Public);
- Election and revocation of a liquidator;
- Acquisition and disposal of assets;
- Management of possible profits;
- Termination of the Association and the procedure related to assets in case of termination of the Association; and
- Dispute resolution and conflict of interest within the Association.

Article 2

The name of the Association is: MEDUNARODNI KLUB ŽENA ZAGREB. Its acronym is: MKŽŽ.

Beside its name in Croatian (MEDUNARODNI KLUB ŽENA ZAGREB), the Association can also use the English title: INTERNATIONAL WOMEN'S CLUB ZAGREB. The English acronym is: IWCZ.

The Seat of the Association is in Zagreb.

The Association shall act on the territory of the Republic of Croatia.

The Association is a non-profit legal entity and is registered at the City Office for General Administration of the City of Zagreb.

The Association is represented by the President of the Association.

Article 3

In order to achieve the best possible coordination of members and to better perform its assignments, the Association may establish branches and other organisational units that shall be active on the territory of more than one municipality, town or county.

The branches shall have no legal nature.

Article 4

The Association has a stamp details of which are provided in the Association's General Acts.

The stamp is kept by the President who is authorised to use it along with other members of the Association, authorised by the President.

Article 5

The Association can cooperate and become a member of similar organisations in the country and abroad.

Article 6

The work of the Association is public. The work of the Association is shared with its Members. This is done through the Newsletter, Social Media, Private Members Only Groups, General Meetings and the Annual Report presented by the Board in the month of June during its Annual Electoral Assembly. The representatives of media can be present at the meetings of the Association's bodies and inform the public about the work of these bodies and the Association, only if their presence was approved by the majority votes of the Executive Board members, and if their activities were coordinated by the Public Relations Coordinator or Board Member.

Article 7

The official language of the Association is English. All communication with the authorities of the Republic of Croatia shall be held in the Croatian language. All meetings and activities of the Association, as well as the meetings of the Executive Board, shall be held in the English language.

II. OBJECTIVES AND ACTIVITIES OF THE ASSOCIATION

Article 8

Mission

IWCZ is an Association of women of all ages and nationalities, who come to live in the Republic of Croatia. It is made up professionals, diplomats, expats, foreign women spouses, with a quarter of the Membership being Croatian.

IWCZ brings women of all backgrounds together to share a common goal of friendship, philanthropic contributions and learn about and appreciate the culture of the host country through its regular social and philanthropic activities. It is a place where each person can find like-minded people and feel welcomed.

Objectives

The objectives of the Association are to organise gatherings, philanthropic fundraising activities and to act as a support network to women from the international community residing in the Republic of Croatia. Additionally, the Association aims to promote the culture and history of its host country through presentations and educational activities, including teaching the Croatian language.

To accomplish the objectives set forth in paragraph 1 of this Article, the Association shall perform the following activities:

- Hold regular monthly General Meetings during the Club Year, for the purpose of social gathering of members and reporting on the work of the Association;
- Organise regular social and educational activities for the promotion of Croatian culture amongst its members;
- Organise philanthropic activities;
- Maintain online education on current issues of interest to the members of the Associations;
- Inform the public about the work of the Association;
- Cooperate with other similar associations and organisations in the country and abroad, and with all organisations which support the work of the Association; and
- Take part in other activities which shall help to accomplish objectives necessary for the establishment of the Association as defined by this Statute.

III. FIELDS OF THE ASSOCIATION'S ACTIVITIES IN ACCORDANCE WITH ITS OBJECTIVES:

Article 9

Promotion of:

- 1) Democratic political culture
- 2) Human rights
- 3) International cooperation
- 4) Social activities

IV. RIGHTS, OBLIGATIONS, LIMITATIONS AND LIABILITIES OF MEMBERS

Article 10

Membership of the Association is open to women only, specifically foreign women residing in the Republic of Croatia and a minority percentage of Croatian women who share an interest in promoting the specific objectives of the Association. It is necessary that Croatian Members speak English well enough to be able to follow and understand meetings and activities of the Association.

A new list of members of the Association including the membership waiting list is made each September of the current year and is not transferable to the next year.

The annual Association Membership runs from the 1st September of the current year to 30th June of the following year. Members who join the Association in the period between 1st September of the

current year and 28th / 29th February of the following year shall pay a full annual fee, whilst members who join the Association in the period between 1st March and 30th June shall pay half of the required annual membership fee. Whatever the reason, the abovementioned reduced membership fee may not be applied before 1st March.

Members of the Association who were nominated into the Association Executive Board shall not be exempt from paying the membership fee.

The process of becoming a member for foreign women is immediate and consists of signing up on the 'sign up page' of the Association's website and payment of the Membership fee.

Croatian Members can comprise a maximum of twenty-five percent (25%) of the number of the Association International Members, as established by the International Women's Club. Members with dual citizenship, one of which is Croatian, can be considered as foreigners for the purpose of the Membership waiting period.

The process of becoming a member for Croatians consists of signing up on the 'sign up page' of the Association's website. The Membership Coordinator(s) are responsible for creating a list of Croatian applicants. Acceptance to the Association is dependant on the twenty-five percent (25%) Croatian Membership quota. Membership Coordinator(s) are obliged to confirm Croatian Membership by the 31st of October each year, once having quantified international membership. New membership applications for Croatian Membership are to be accompanied by a recommendation letter/referral from an existing Member. The Board decides whether to admit them or not. Board is not required to give reasons of denial.

New Croatian Members must be interviewed by at least 2 Board members to ensure who they are, why they want to join the Association and if they speak English. Membership is considered complete once request for payment is made by the Membership coordinators and Membership is fully paid up.

Croatian Members on the Association membership waiting list, notified of their acceptance, should complete and submit the Membership form and pay the applicable membership fee within fourteen (14) calendar days from the day of the notification about acceptance into the Association, failing which they shall be erased from the Association current Membership list.

Croatian Members who wish to renew their membership in the Association have priority in the Membership quota, taking into consideration the duration of their Membership in the Association and their contributions to the Association. Newly elected and former Members of the Executive Board have the right to automatically renew Membership based on the usual process of becoming a new Member for two (2) years following their year of Executive Board service, regardless of their citizenship.

New members need to be in the Association for at least one (1) year before serving on the Executive Board.

Honourable Membership in the Association shall be discussed and decided by the Executive Board and awarded depending on circumstances for each separate case, within each membership year, and cannot therefore be carried over into the next year. Honorary Membership is free of charge. The procedure for nomination of the honourable member of the Association is for the President of The Association to invite the Honoured Guest by means of a letter. A maximum of three Honorary Memberships may be awarded each Club year.

Honorary Membership may be awarded to: The First Lady of Croatia and other female public figures who share the Mission and Objectives of The Association and can serve to enhance the activities of the Association to achieve its goals, specifically in its fundraising events.

The members of the Association can invite other non-members to the Association Assembly or to other gatherings organised by the Association within limitations.

A non-member residing in Croatia can be invited only once after which she has to become a member if she wants to partake in other gatherings organised by the Association, unless the gathering was previously deemed an open event by the Executive Board. Members can invite their spouse/ partner to gatherings organized by the Association, that are previously deemed appropriate by the Executive Board.

A non-member who attends the Association Assembly has to pay the same entrance fee as the other members of the Association.

Since in the course of September and October each year the basic membership of the Association is formed, Croatians who have submitted the application for membership and who are on the membership waiting list can attend the Association Assemblies held in September and October, if they pay the required fee. Persons on the Association membership waiting list can, prior to notification of their rightful membership, attend gatherings organised by the Association.

Article 11

The membership list is kept in electronic format and must contain information on: name and surname, OIB, date of birth, citizenship, membership category, date of admission to the Association and date of termination of membership in the Association.

The membership list shall always be available to the members and competent authorities, at their request. Members details are not to be shared with non members and are to be stored on the Club's electronic drive. Members only whatsapp and social media private groups which are created during the Club year are to be deleted and recreated at the beginning of each year.

Members are asked to consent to the use of their photos on social media during the membership application.

Article 12

Rights and obligations of members are to:

- Elect and to be elected into the Association bodies;
- Be included in social media private groups and communities;
- Be informed about the work of the Association and about material and financial management of the Executive Board;
- Actively participate in achievement of objectives set forth in the Association and to contribute to its activities;
- Give proposals, suggestions, opinions and comments on the work of the Association and the Executive Board;
- Adhere to stipulations of this Statute and other general Association's acts;
- Pay yearly membership;
- Uphold and improve the reputation of the Association;
- Promote the Association's mission and objectives;
- Actively participate in the Association's functioning; and

- Assist and support the Executive Board.

Article 13

Membership in the Association shall cease:

- Upon termination of the Association;
- With the declaration of withdrawal from membership; or
- By exclusion (Article 14).

Membership fees shall not be reimbursed.

Article 14

A member of the Association can be excluded from membership if:

- She is violating the stipulation of the Statute;
- She endangers the good reputation and interests of the Association; or
- She causes damage to the Association and its members, with intention or gross negligence.

Decision on exclusion is taken by the Executive Board of the Association. The excluded member has the right to appeal to the Assembly, which takes the final decision by voting. Thirty percent (30 %) of the members have to be present at the Assembly during the adoption of the final decision, as defined by the Article 23 of this Statute.

V. DISCIPLINARY ACCOUNTABILITY OF MEMBERS

Article 15

Members of the Association have disciplinary responsibility for breaching membership obligations and responsibilities, as set out in the Association's General Acts.

Article 16

Disciplinary responsibility of a member is determined in disciplinary proceedings, as set out in the Association's General Acts.

Article 17

Breach of membership obligations and responsibilities, if established, can lead to the following disciplinary measures:

- Written warning; and/or
- Exclusion from the Association with decision to be noted in official minutes.

Article 18

A Member against whom the disciplinary measure of exclusion from the Association is imposed has the right to appeal to the Assembly against this measure within fifteen (15) days, commencing from the date of delivery of the Decision.

The Assembly of the Association shall determine the appeal within thirty (30) days, commencing from the date of delivery of the appeal.

The Assembly's decision on exclusion is final.

Article 19

Every member of the Association has a right to warn the Executive Board in writing of a breach of provisions of the Statute or irregularity in the implementation of decisions rendered by the governing bodies of the Association.

Every member has the right to make a written complaint on the activities of other members or governing bodies.

The Executive Board must respond in writing to the warnings and complaints of members within fifteen (15) days of receipt.

In case the Executive Board does not respond within the due time as set out in previous paragraph, the dissatisfied member can suggest convening an extraordinary session of the Assembly to the President, if supported by the ten percent (10 %) of members or if the President would not convene such session, the ten percent (10 %) of members can do so by themselves, all in accordance with the rules and due times set out in Articles 22 and 23 of this Statute.

VI. BODIES OF THE ASSOCIATION

Article 20

The Bodies of the Associations are:

- Assembly
- The Executive Board of the Association
- President of the Association

ASSEMBLY

Article 21

The Assembly is the highest body of the Association and is comprised of all members of the Association.

The Association Assembly:

- Adopts the Statute and its amendments;
- Elects and dismisses the President and Members of the Executive Board.
- Decides on joining other alliances, organisations, networks and other connections;
- Approves a work plan and financial plan for the next calendar year as well as a report on activities for the previous calendar year;
- Approves the annual financial report;
- Decides on changing the objectives and activities, cessation of work, allocation of the Association's assets;
- Decides on the Membership fee, proposed by Executive Board;
- Approves statutes changes; and
- Decides on other questions which are outside the jurisdiction of other governing bodies.

A New Executive Board with a full term of office shall be elected in May each year at the Association's Electoral Assembly, and shall take over duties from July 1st.

A Nomination Committee shall be established by the Executive Board and comprises of five (5) members. The Nomination Committee shall be announced at a regular Association session. The Nomination Committee recommends candidates for member of the new Executive Board and shall organise the elections which are done electronically.

Nomination Committee shall be elected two months prior to elections in May. Nominations can be received from the day the Nomination Committee is elected and the receipt will cease fifteen (15) days prior to the May elections. Each nomination must be treated equally and in an unbiased manner. If there are two or more members nominated for the same role – they will all be on the ballot, if they choose so. All nominations submitted must be accepted and placed on ballot.

Article 22

Assembly is convened by the President of the Association and Members are notified by email, Newsletter and Social Media. Invitation shall contain information about place and time of the meeting and proposal of the agenda. Assembly is convened at least fifteen (15) days prior to the meeting and all the members must be invited.

In the case of the expiration of the mandate to the bodies of the Association the meeting of the assembly shall be convened by ten percent (10 %) of members.

President of the Association, adhering to the existing agenda of the Assembly, can convene an extraordinary meeting on her initiative or on request of at least ten percent (10 %) of total number of members of the Association.

Extraordinary meeting shall be convened to address issues of such an importance for the members of the Association that delaying discussing, and taking a decision on this issue, cannot be postponed until the next Assembly.

If the President of the Association does not convene the Assembly at the request of at least ten percent (10 %) of the total number of the members of the Association within thirty (30) days of the request being submitted, submitting members shall convene the Assembly within the next thirty (30) day period.

Only the issues which the extraordinary assembly was convened for shall be discussed.

Article 23

Assembly may take decisions if at least thirty percent (30 %) of the members are present and the decisions shall be valid if they are taken by a majority vote of the member present, unless stated otherwise by this Statute.

Decision on the amendments of the Statute of the Association shall be taken by the Assembly by two-thirds (2/3) majority of the members present on the Assembly.

Attending Assembly and voting may also be done remotely, via electronic means of communication.

EXECUTIVE BOARD

Article 24

The Executive Board shall be comprised of at least nine (9) members, except in such circumstances as laid out in Article 25, elected by the Assembly for a period of one (1) year, and each member may remain in the same function for an additional year.

Criteria for Executive Board members:

- Must speak and write English to be able to fulfill board duties; and
- Must be an active and fully paid up participant in Association activities.

The Executive Board of the Association:

- Prepares the draft of the Statute and its changes and amendments;
- Submits yearly report on activities to the Assembly;
- Proposes the amount of the membership fee;
- Decides on member admittance and dismissal;
- Decides on the change of address of seat of the Association;
- Decides on the utilisation of the assets of the Association;
- Takes care of informing the members and public of activities of the Association;
- Founds committees, commissions and other bodies that support the realisation of the goals of the Association;
- Awards Honorary Membership; and
- Controls social media private groups and communities.

Meetings of the Executive Board shall be held at least twice a month. Meeting can be held if majority of the members of the Executive Board are present, and decisions shall be taken by the majority vote of present members of the Executive Board.

Attending the meetings of the Executive Board and voting thereon may also be done remotely, via electronic means of communication.

Executive Board and each member will be responsible for its work to the Assembly.

The member of the Executive Board can be acquitted prior to the expiration of the term of office if the Executive Board decides by the majority of votes that she is not performing her duties and/ or that she has overstepped her authorities as determined by this Statute.

The Executive Board has no representation allowances during the term served. All transport, parking, meals and personal expenses shall be borne by the member of the Executive Board. It is prohibited to use Association's funds to cover such expenses under any circumstances.

With the acquittal of her duties in the Executive Board, the Board member shall remain liable for her actions undertaken in performance of her duties and fulfillment of obligations that arise from the membership in the Board.

It is prohibited for Executive Board to use Association's Social Media for personal use. Social Media must be an independent account not associated with anyone in the Association.

Article 25

The Executive Board consists of:

- President of the Association;
- Vice-president;
- Secretary;
- Treasurer;

- Activities Coordinator(s);
- Philanthropy Coordinator;
- Membership Coordinator(s);
- Newsletter Coordinator; and
- Social Media Coordinator.

More than one person can be voted on a certain function, depending on the needs of the Association.

If there is a vacancy in the Executive Board, the Board shall inform the Assembly, and must try to fill in the vacancy, or decide, through a quorum pursuant to Article 24 of this Statute, to leave the position open (except in the case of President) and reassign responsibilities accordingly.

When it is necessary to hold early elections for an Executive Board vacancy, the Executive Board shall announce vacancy at the Assembly and the deadline for the proposal of the candidates. After a vacancy in the Executive Board had been announced, the Executive Board shall ask its members for the proposals of the candidates without establishing an extraordinary Nomination Committee. The Assembly's votes about the candidates are final.

Article 26

The Executive Board may establish committees and other ad-hoc working bodies of the Association; all the committees and other provisional working bodies shall perform activities and tasks for which they have been established and shall report directly to the Executive Board.

Members of the Philanthropy committee and Christmas Bazaar Coordinator and committee are traditionally volunteers from the Assembly and must be approved by the Executive Board.

Only the Executive Board shall be responsible for the assets and activities of the Association to the Assembly. All the committees and their coordinators, their members and representatives, shall be directly responsible to the Executive Board and the Assembly. The Executive Board shall adopt final decisions about the recommendations and performance of any committee, if taken by a quorum pursuant to Article 24 of this Statute.

Executive Board may at any time raise issues related to the work of committees at the Assembly to discuss and to decide upon. Such decisions shall be valid if taken by a quorum pursuant to Article 23 of this Statute.

Committees, coordinators and members of a committee may not:

- Act as a decision-making body independently or with the same authorities as the Executive Board or Assembly;
- Have authority to cancel decisions which have been voted by the majority of the Executive Board or the Assembly;
- Inform or indicate to potential beneficiaries that they shall be given or might be given help from the Assembly without prior approval of the majority of members of the Executive Board;
- Increase or decrease the financial figures or reallocate finances from one project to another without prior approval of the majority of members of the Executive Board;
- Give or express any kind of approval or permission without prior approval by a majority of members of the Executive Board.

Philanthropy Committee and Christmas Bazaar Committee must work closely with the Executive Board, and all related decisions must be brought to the Board for approval.

Assembly and the Executive Board have the right to full legal protection against a member or representative of a committee who, unauthorised, by spoken or written agreement, proposal, declaration or contract, manages the assets of the Association.

PRESIDENT OF THE ASSOCIATION

Article 27

The President of the Association shall be a foreign person or a person who has Croatian citizenship and that of another country. The President of the Association is also President of the Assembly and President of the Executive Board.

The President of the Association:

- Presents and represents the Association;
- Chairs the meetings of the Assembly, Board and General Meetings;
- Ensures current activities of the Association;
- Presents to the Assembly the Annual Financial Report at the end of term 30th June for distribution to members via email;
- Submits to the Assembly an Annual Report compiled by all members of the Executive Board of their annual activities and work.

The President of the Association as the representative of the Association:

- Manages the activities of the Association in accordance with decisions of the Assembly unless otherwise prescribed by this Statute;
- Submits to the Assembly the proposed Annual Financial Report;
- Delivers to the competent registration office managing the Register of Associations the minutes of the regular session of the Assembly;
- Shall conclude contracts and undertake other legal actions on behalf and for the account of the Association;
- Performs other activities in accordance with the law, Statute and other regulations of the Association;
- Needs to be kept informed of all current activities of the Association;
- Needs to be informed of all committees of the Association (other than the Nomination Committee);
- Prepares an annual report at the end of the mandate 30th June to be sent to members electronically; and
- Performs other duties as listed in the General Acts of the Association.

If the President of the Association steps down prior to the expiry of the term of office, the Executive Board shall convene, to nominate the Vice President of the Association to the office of the President of the Association, until the term of office expires.

Vice President of the Association

- Supports the President;
- Is responsible for organizing and coordinating the monthly General Meetings;
- Shall inform the Executive Board of the program for the General Meetings;
- Shall announce the program in the Newsletter and report it thereafter;
- Shall ensure that the program is circulated to members by the club Secretary;
- Shall ensure that the GM program is announced on social media before and reported after the event;
- Shall ensure that all records and programs are duly filed electronically;
- Acts in the absence of the President; and
- Performs other duties as listed in the General Acts of the Association.

Secretary of the Association:

- Prepares the proposals and drafts of the general acts adopted by the Assembly;
- Takes minutes of meetings of the Executive Board and Assembly;
- Controls and safe-keeps archives of the Association;
- Carries out expert and other administrative work necessary for the Executive Board; and
- Sends out weekly bulletin information to the Association members.

Treasurer of the Association:

- Receives and executes payments from all Association funds;
- Keeps financial records and makes them available for viewing by the Executive Board and auditor;
- Submits quarterly balance sheets to the auditor of the Association, who is responsible for final auditing;
- Publishes annual balance sheet;
- Keeps a record of Membership payments in electronic form (excel sheets);
- Keeps a record of payments for Activities in electronic form (excel sheets);
- Keeps a record of financial receivables in electronic form (excel sheets); and
- Liaises with The Association's auditors for payments/receivables and any other matters.

Activities Coordinator(s):

- Is responsible for coordinating all groups with group leaders and activities organized for members and which are in accordance with the objectives of the Association.

Philanthropy Coordinator:

- Is responsible for the welfare and fundraising activities of the Association not related to the Christmas Bazaar;
- Chairs the Philanthropy Committee; and
- Coordinates selection of philanthropy tables at the Christmas Bazaar with Christmas Bazaar committee.

Philanthropic events should not be organized in alliance with another philanthropic organization that the Philanthropy coordinator is also a member of in order to avoid conflict of interest.

Membership Coordinator(s):

- Answers all membership enquiries timely;
- Informs prospective Members about the Association;
- Ensures that each applicant meets the pre-set requirements of membership;
- Maintains Membership records in accordance with GDPR and this Statute;
- Keeps record of quota up to date; and
- Obtains Executive Board approval for all new Croatian applications.

Newsletter Coordinator:

- Is responsible for the overall management, production and distribution of the monthly Newsletter.

Social Media Coordinator:

- Maintains the Association's web page and appropriate social media platforms as approved by the Executive Board;
- Develops and keeps the Association up to date with future developing social media platforms and messaging services;

- Works closely with Executive Board Members to timely announce the Association's scheduled activities; and
- Works together with PR Coordinator (when applicable) to ensure continuity across all platforms.

Special duties and responsibilities of all the above-mentioned functions are set out in the General Acts.

VII. FINANCES AND ASSESTS

Article 28

Assets of the Association consist of incomes from:

- Membership fees;
- Donations and gifts;
- Funds acquired while undertaking activities to achieve objectives;
- Programs and projects financed through state, local and regional government budget and funds and/or foreign sources;
- Organisation of philanthropy events;
- Funds from organisations that support the work and activities of the Association;
- Its movable and immovable property;
- Other property rights; and
- Other incomes acquired in accordance with the law.

The financial year starts on the 1st July of the current year and ends on 30th June of the following year.

Two (2) signatures shall be necessary to manage the assets of the Association. Those signatures can be from the following members: President, Vice President or Treasurer. Payments are authorised by the President or Vice President and executed by the Treasurer via electronic transfer.

Funds for philanthropy shall be allocated after the Executive Board considers proposals of beneficiaries and makes the decision with the majority of the Board. Detailed provisions on this matter are set out in the Association's General Acts.

The Association's financial records shall be accessible to any member of the Association or relevant representative of the Croatian government. Financial records are kept electronically and in hard copy (when applicable) and shall not be copied or carried out and should remain under the control of the Executive Board, except by a request of the competent and authorised bodies of the Republic of Croatia.

Financial reports must be sent out monthly to the Executive Board and annually to all members for transparency purpose.

Article 29

The Association shall dispose of its assets solely for achieving the objectives and performing the activities determined by this Statute, in accordance with law.

The Association shall manage its assets as set out in Article 28 of this Statute and regulations about material and financial management of non-profit organizations.

The Association shall keep financial records and compile financial reports in accordance with the regulations governing the manner of financial operations and accounting of non-profit organizations.

VIII. MEETINGS

Article 30

The Association's Assembly shall convene at least seven (7) times a year except in cases of force majeure. The Executive Board shall decide on the place and time of sessions. Discussions about management of the Association shall be held as needed.

Assembly and extraordinary assembly of the Association (Article 22) shall not be held during the months of July and August.

IX. STATUTE AND OTHER GENERAL ACTS

Article 31

This Statute shall be the basic general act of the Association and all the general acts must be in accordance with the stipulations of this Statute.

Drafts of changes and amendments to this Statute shall be prepared by the Executive Board of the Association and shall be submitted for discussion during the Association's Assembly, which shall adopt the changes and amendments by a quorum as set out in Article 23 of this Statute.

The Secretary of the Association shall prepare the consolidated text of the Statute. The proposed consolidated text of the Statute shall be submitted to the Association's lawyer for revision and final approval.

Article 32

All internal issues of the Association, as well as other issues not covered by the Statute and which require detailed elaboration, shall be determined by the General Acts adopted by the Association's Assembly.

X. TERMINATION OF THE ASSOCIATION

Article 33

The Association shall be terminated by the decision of the Assembly or for reasons determined by law.

The decision on termination of the Association shall be adopted by the Assembly through three quarters (3/4) of Assembly votes under the condition that the notification of the session and the reasons for termination of the Association have been delivered in writing to all the members at least two (2) months prior to the session.

The remaining assets, determined in accordance with Article 28 of this Statute, shall be given to one (1) or more philanthropic organisations, foundations or associations by the majority of votes of

present members of the Assembly, in accordance with the recommendation of the Executive Board and after liquidation process and other legal processes have been concluded as set out in Article 53 of the current Act on Associations.

The Association has no right to assign the asset to its founders, members, representatives, employees or related persons.

XI. LIQUIDATOR OF THE ASSOCIATION

Article 34

The Liquidator represents the Association in a liquidation process and is registered in the Register of Associations as a person authorised to represent the Association until the liquidation process is finalised and the Association is deleted from said Register.

The Liquidator shall be elected and revoked by the Assembly without a specific term of office, i.e. until the revocation or election of a new liquidator.

The Liquidator does not have to be a member of the Association.

The Liquidator shall have the right to reimbursement of expenses for his/her work from the funds of the Association in the amount determined by the Assembly.

In the event of termination of the Association, the Liquidator appointed in accordance with this Article, in order to conduct the process of liquidation and disposal of documents of the Association, will act as set out in the Association's General Acts.

XII. DISPUTE RESOLUTION AND CONFLICT OF INTEREST WITHIN THE ASSOCIATION

Article 35.

If there is a dispute between members of the Association that makes the work of the Association difficult or impossible and can not be resolved through the procedures stipulated in this Statute, the members of the Association are obliged to try to resolve such dispute amicably by mediation.

If mediation fails, the members of the Association shall resolve the dispute before the territorially competent municipal court.

Members of the Association in all matters of interest and importance for the Association must act honorably, honestly, conscientiously, responsibly and impartially, protecting their own integrity and the integrity of the Association.

In performing the activities of the Association, members shall not put their private interest above the interests of the Association.

In the event that the private interests of a member of the Association are in contradiction with the interests of the Association, or when private interests affect or may affect the impartiality of the Association members in the performance of the activities of the Association, or if a member of the Association is found to be in a conflict of interest, members of the Association shall immediately

notify the Executive Board and the membership of such member in conflict will lead to the exclusion from Membership as stipulated by Article 14.

In case of doubt on possible conflicts of interest, any member of the Association may seek the opinion of the Executive Board.

In case of a possible conflict of interest, the Executive Board is required to resolve it in order to protect the interest of the Association.

XIII. FINAL STIPULATION

Article 36

This Statute shall come into force on the day of adoption.

PRESIDENT OF INTERNATIONAL WOMEN'S CLUB
ZAGREB:
