Pursuant to Article 13 and Article 55 of the Association Law (Official Gazette, 74/14) the Assembly of the Association Inter-University Centre Dubrovnik at its session held in Zagreb on February 13 2015 has enacted the following

CHARTER

of the

Association Inter-University Centre Dubrovnik

**!. GENERAL PROVISIONS**

Article 1

This Charter of the Association Inter-University Centre Dubrovnik (hereinafter referred to as the IUC-Association) contains provisions on:

* The name and the head office of the IUC-Association
* Representation of the IUC-Association
* The seal of the IUC-Association
* Scopes of activities according to goals
* Goals of the IUC-Association
* Activities for the realisation of goals
* Openness to the public of the IUC-Association
* Conditions and means of joining and termination of membership, rights, obligations, responsibilities and disciplinary measures of members and ways to keep the list of members
* The IUC-Association bodies, its structure and ways to convene a meeting, elections, revocation, authorities, means of decision making and the duration of the term, as well as the ways to convene a meeting in case of termination of the mandate
* Election and the recall of the liquidator of the IUC-Association
* Termination of the IUC-Association
* The assets, the ways of acquiring and disposition of assets
* Procedure with assets in case of termination of IUC-Association
* Resolving disputes and conflicts of interest within the IUC-Association
* Recognitions and awards of the IUC-Association and
* Transitional and final provisions.

Article 2

The Association is the form of free and voluntary joining of more natural or legal persons, who for the protection and promotion of joint interests and goals which are not contrary to the Constitution and the law and without the attempt to gain profit or other economically assessable benefits, submit themselves to rules that are regulated by this Charter, which regulates the structures and activity of the IUC-Association

**II. NAME AND HEAD OFFICE**

Article 3

The IUC-Association is participating in the legal transactions under the name, which is set by this Charter and under which is inscribed in the register of associations.

Article 4

The name of the IUC-Association is UDRUGA INTER-UNIVERZITETSKI CENTAR U DUBROVNIKU.

Along with the name in Croatian, the IUC-Association can also use its name in English, which reads: ASSOCIATION INTER-UNIVERSITY CENTRE DUBROVNIK.

The abbreviated name of the IUC-Association reads: IUC-udruga

The abbreviated name of the IUC-Association in English reads: IUC-Association.

Article 5

The Head Office of the IUC-Association is in Dubrovnik, Don Frana Bulića 4, Republic of Croatia.

**III. REPRESENTATION OF THE IUC-ASSOCIATION**

Article 6

The President of the IUC-Association is representing the IUC-Association.

Along with the President, Executive Secretary can represent the IUC-Association as well.

**IV. THE APPEARENCE OF THE SEAL**

Article 7

The seal of the IUC-Association is round, 30 mm in diameter, with the full name of the IUC-Association along the rim.

**V. SCOPES OF ACTIVITIES ACCORDING TO GOALS**

Article 8

According to the goals, the IUC-Association is operating in the territory of the Republic of Croatia.

**VI. GOALS OF THE IUC-ASSOCIATION**

Article 9

The goal of the IUC-Association is to secure conditions and implement the programmes of Inter-University Centre Dubrovnik (IUC), as laid down in the Charter of Foundation of 1971, in order to promote educational and research cooperation among national and foreign universities, scientific and cultural institutions, primarily through the organization of graduate and post-graduate study programmes, courses, workshops, conferences and research projects. For that purpose, the IUC-Association provides staff, premises, equipment and funding required for the achievements of the goals of the IUC.

**VII. ACTIVITIES FOR THE REALISATION OF GOALS**

Article 10

In order to attain the goals of this Charter, the IUC-Association will:

* Design, identify and implement activities in accordance with the goals laid down under Article 9 hereof
* Engage in appropriate actions such as the provision of funding, equipment, staff, premises for the implementation of the specific programmes of the Inter-University Dubrovnik in the Republic of Croatia and internationally
* Develop and promote Inter-University Centre Dubrovnik as an institution of international significance and scope.

**VIII. OPENESS TO THE PUBLIC OF THE IUC-ASSOCIATION**

Article 11

The activity of the IUC-Association is public.

The IUC-Association shall provide information about its activities to the public on web pages of Inter-University Centre Dubrovnik, by written way, through electronic mail and through other means of communication. Its documents are available to the public.

**IX. CONDITIONS AND MEANS OF JOINING AND TERMINATION OF MEMBERSHIP, RIGHTS, OBLIGATIONS, RESPONSABILITIES AND DISCIPLINARY MEASURES OF MEMBERS AND WAYS TO KEEP THE LIST OF MEMBERS**

Article 12

A member of the IUC-Association can be any legally competent Croatian or foreign citizen as well as the legal entity who will, based upon the result of its action, contribute to the achievements of the goals of the IUC-Association, or which has with is past actions significantly contributed to the achievements of those goals.

The decision on the membership application rests with the Board of the IUC-Association with the approval of the applicant himself/herself.

The legal representative of the legal entity delegates the representative to the IUC-Association, unless the legal entity itself decides differently.

Exceptionally, the Assembly of the IUC-Association may grant honorary membership in the IUC-Association to meritorious individuals who have provided a particular contribution to the activity and renown of the IUC-Association.

Article 13

Membership in the IUC-Association will cease:

* With the death of the member
* By resignation at the personal request of the member
* By expulsion in cases involving major violations of the provisions of the Charter and other enactments of the IUC-Association
* By erasing from the specific register the member who is the legal entity

The decision on expulsion rests with the Board. The expelled member may appeal to the Assembly within 30 days of the delivery of the decision on expulsion. The decision of the Assembly is final.

The Board may provisionally suspend the membership rights of the expelled member until the final decision of the Assembly.

The suspended member may not take part in the work of the bodies of the IUC-Association or exercise other membership rights until the decision of the Assembly.

Article 14

Members of the IUC-Association have the following rights and obligations:

* To take part in the activities of the IUC-Association
* To comply with the provisions of this Charter and other enactments of the IUC-Association
* To elect and be elected in the IUC-Association bodies
* To participate in the activities of the bodies of the IUC-Association
* To protect the reputation of the IUC-Association
* To use the benefits from the membership in the IUC-Association
* To be informed about the activities of the IUC-Association

Article 15

The IUC-Association keeps the records of its members. On behalf of the IUC-Association, the membership records are kept by the Executive Secretary.

The membership records are kept electronically, in the written form and on other appropriate way.

The membership records must contain data on:

* Name of the physical person
* Name of the legal entity
* Personal identification number (OIB)
* Date of birth
* Date of beginning of membership in the IUC-Association
* Date of termination of membership in the IUC-Association

Article 16

The list of members must always be available to all the members of the IUC-Association as well as to the appropriate authority upon their request.

Article 17

Members of the IUC-Association pay the annual dues. The Board of the IUC-Association determines the amount of the annual due.

**XII. IUC-ASSOCIATION BODIES, ITS STRUCTURE AND WAYS TO CONVENE A MEETING, ELECTIONS, REVOCATION, AUTHORITIES, MEANS OF DECISION MAKING AND THE DURATION OF THE TERM AS WELL AS THE WAYS TO CONVENE A MEETING IN CASE OF TERMINATION OF THE MANDATE**

Article 18

The bodies of the IUC-Association are:

* The Assembly
* The Board
* The Supervisory Board
* The President
* The Executive Secretary

1. **The Assembly**

Article 19

The Assembly of the IUC-Association is the highest body of the IUC-Association made of all of its regular and honorary members.

Article 20

The Assembly considers the matters, which are of the joint interest for all of its members as well as on matters that are suggested by the Board or other bodies of the IUC-Association.

On these matters the Assembly takes positions, brings conclusions, guidelines and decisions.

The Assembly meetings may be regular or extra-ordinary.

Article 21

The Assembly is convened as required and at least once a year.

The Assembly may be convened through internet or video stream.

The President of the IUC-Association will convene the Assembly whenever so requested by the Board or by the Supervisory Board or by one-third of the members of the IUC-Association.

The decision of the President of the IUC-Association to convene the Assembly shall list the reasons therefore and propose the agenda of the session.

Pursuant to the decision of the President of the IUC-Association to convene the Assembly, the Executive Secretary of the IUC-Association shall notify the members at least 15 days prior to its date.

Article 22

The President of the IUC-Association shall chair the sessions of the Assembly.

The decision(s) of the Assembly shall be valid if the majority of its members are present at the session. If the session is held through internet or video stream, the decision(s) of the Assembly are valid if majority of its members participate.

The decision(s) of the Assembly shall be valid if voted for by the majority of present or participating members.

The Assembly of the IUC-Association shall enact the Charter of the IUC-Association and any decisions concerning amendments thereof, by a two-thirds majority vote of members present or participating at the session.

Article 23

The Assembly of the IUC-Association:

* Enacts the Charter, the amendments thereof and other enactments
* Defines the programmes of activity
* Elects and relieves the members of the Board, the Supervisory Board, the President and the Executive Secretary
* Adopts the budget and the annual financial statement for the following calendar year as well as the report on operation for the previous calendar year
* Adopts the yearly financial report
* Decides on status changes, changes of goals and activities, on the termination of the IUC-Association and distribution of remaining assets
* Decides in the second instance on expulsion from membership
* Attends to other matters pursuant to the law, this Charter and other enactments of the IUC-Association

The Assembly is entitled to enact all and any decisions in the competence of other bodies of the IUC-Association.

Article 24

All bodies elected by the Assembly shall have the term of office of 4 years. Persons may be re-elected to the same bodies after the termination of previous term.

The Assembly may relieve the member of any body, which it has elected even before the end of the term for which he/she has been elected if he/she should discharge his/her function(s) negligently or if he/she has grossly violated the provisions of this Charter.

1. **The Board**

Article 25

The Board is responsible to the Assembly.

Article 26

The Board has five members, three being elected by the Assembly from among the members of the IUC-Association and/or from among individuals whose past involvement in the programmes of the IUC-Association has significantly contributed to its renown; the fourth member is the President of the IUC-Association and the fifth the Executive Secretary.

The members of the Board elect from among themselves the Vice-President of the IUC-Association who acts on behalf of the President if the latter is prevented from the discharge of his duties.

Article 27

The Board:

* Organizes the activities of the IUC-Association between two sessions of the Assembly
* Prepares the draft of the Charter, and the amendments thereof, as well as drafts of other enactments to be adopted by the Assembly
* Prepares the draft programmes of activity
* Prepares all the papers for the session of the Assembly convened at its request
* Implements the decisions of the Assembly which are not within the competence of the other bodies
* Prepares the draft annual programme of activity and the proposal of the steps to be taken for its implementation
* Manages the assets of the IUC-Association on the proposal of the President
* Defines the amount of annual dues
* Approves the admission of new members
* Decides on the change of address of the head office of the IUC-Association
* Decides to form working groups for the implementation of specific programme projects or comprehensive programmes
* Deals with other matters, which are not specifically, pursuant to this Charter or other enactments, within the competence of other bodies.

Article 28

The Board meets as required, at least twice a year.

The decision(s) of the Board shall be valid if its session is attended or participated by the majority of its members.

The decision(s) of the Board shall be valid if carried by the majority of the Board members present or participating at its session.

1. **The Supervisory Board**

Article 29

The Assembly of the IUC-Association shall elect the members of the Supervisory Board.

The Supervisory Board shall have three members. Members of the Board may not be members of the Supervisory Board.

The members of the Supervisory Board from among themselves shall elect the Chairman of the Supervisory Board.

The Supervisory Board supervises the lawfulness of the operation of the IUC-Association, the enforcement of the provisions of this Charter and controls material transactions.

The Supervisory Board draws the attention of the board and/or Assembly to the observed irregularities and submits a status report to the Assembly.

The Supervisory Board decides by a majority vote.

1. **The President of the IUC-Association**

Article 30

The Assembly of the IUC-Association shall elect the President of the IUC-Association, who is also a member of the Board.

The President of the IUC-Association:

* Represents the IUC-Association
* Is responsible for the lawfulness of its operation
* Carries out the activities of the IUC-Association according to the decisions of the Assembly
* Convenes the sessions of the Board, proposes their agenda and provides for the implementation of the decisions of the Board
* Coordinates the activities of the IUC-Association and its bodies

1. **The Executive Secretary**

Article 31

The Executive Secretary of the IUC-Association, who is also a member of the Board, may not be elected for the President or a Vice-president of the IUC-Association.

The Executive Secretary of the IUC-Association:

* Attends to the lawful activity and operation of the IUC-Association
* Organizes financial and material operation in accordance with valid regulations and deals with other operational and professional administrative matters, in accordance with decisions of the Assembly, the Board and the Supervisory Board and in accordance with the instructions of the president of the Board
* Keeps the membership register and is responsible for its proper record keeping
* Looks after the assets of the IUC-Association
* Represents the IUC-Association along with the President.

**XI. THE ELECTION AND THE RECALL OF THE LIQUIDATOR OF THE IUC-ASSOCIATION**

**Article 32**

A liquidator is a physical or legal person delegated by the IUC-Association’s Board, which is inscribed in the register of associations as a liquidator.

A liquidator is not necessarily a member of the IUC-Association.

A liquidator represents the IUC-Association in a liquidation process. In case of a liquidation process, a liquidator is inscribed in the register of associations as a person authorised to represent the IUC-Association until the closing of the liquidation process and deleting the IUC-Association from the register of associations.

The Board is authorised to recall a delegated liquidator for a justified reason and delegate another person instead.

**Article 33**

Liquidator carries out the liquidation of the IUC-Association in accordance with stipulations of the Association Law.

**XII. TERMINATION OF THE IUC-ASSOCIATION**

**Article 34**

Reasons for termination of the IUC-Association are as follows:

* A decision by the Assembly on termination of the IUC-Association
* Merging or affiliation with another association, dissolution of the IUC-Association through division
* If the regular meeting of the Assembly is not held within twice the time anticipated for its realization
* A final judgement of the court on termination of the IUC-Association
* Starting insolvency proceedings
* At a request of a member, in case of decrease in the number of members of the IUC-Association below the number of founders necessary to establish the IUC-Association, and if the Board does not bring the decision on accepting new members within a year of ascertaining this fact.

**Article 35**

In exceptional cases referred to in the previous Article, Items 1,3 and 6, the liquidation procedure will not be implemented if the majority of the Board of the IUC-Association make a statement before a notary public that the IUC-Association ceased operations, that all of its obligations were fulfilled and that its remaining assets were distributed in accordance with law.

**XIII. THE ASSETS, THE WAYS OF ACQUIRING AND DISPOSITION OF ASSETS**

**Article 36**

The assets of the IUC-Association consist of funds obtained through membership fees, voluntary contributions and gifts, funds obtained through activities of the IUC-Association aimedat specific goals*,* financing programs and projects of the IUC-Association through the state budget, local and regional self-governing units, funds and/or foreign sources of funding*,* as well as other funds obtained in accordance with law, its real estate and movable property and other proprietary rights. The IUC-Association may manage its property solely for purposes of realizing goals and activities, in accordance with law.

**Article 37**

The IUC-Association keeps the accounts and prepares financial reports in accordance with regulations, which specify the financial operations and financial management of non-profit organizations.

**Article 38**

The IUC-Association is responsiblefor its liabilitiesonall its assets.

The members of the IUC-Association and its bodies do not answer for the liabilities of the IUC-Association. The IUC-Association may be made bankrupt in accordance with law.

**Article 39**

The IUC-Association and the President of the IUC-Association are held responsible for any damage done within the IUC-Association or inflicted by the IUC-Association on third party, according to general regulations on liability for damages.

**XIV. PROCEDURE OF ASSETS IN CASE OF TERMINATION OF IUC-ASSOCIATION**

**Article 40**

In the event of termination of the IUC-Association, after paying off to creditors and expenses of liquidation and court and other procedure, the assets shall be transferred or used to establish a foundation for the advancement and promotion of the goals of the Inter university centre Dubrovnik.

The bodies of the IUC-Association may decide that the assignment of its assets to the foundation under par. 1 hereof be effected even before the termination of the IUC-Association as soon as the foundation is established.

The IUC-Association is not allowed to give away its property to its founders, members, persons authorised to represent it, employees or related persons.

Related persons cover married couples or common-law spouses, same-sex partners, blood relatives, siblings, legal guardian, adopted parents, adopted child and other physical and legal persons who in various circumstances can be considered linked according to their interest to founders, members and persons authorized for representation and employees.

In the event of termination, if the IUC-Association had received public funding (financing of programs and project for the common good from the public resources), the remaining funds shall be returned to the budget.

If, in the event of termination of the IUC-Association for any reason, the assets procedure determined by the IUC-Association cannot be carried out, the remaining assets shall be passed on to a local self-governing unit in the area where the IUC-Association’s headquarters was situated.

**XV. RESOLVING DISPUTES AND CONFLICTS OF INTEREST WITHIN THE IUC-ASSOCIATION**

Article 41

The Board is responsible for resolving disputes and conflicts of interest within the IUC-Association.

The Board can assign a special three-member committee to resolve a single dispute or a conflict of interest.

The Board referred in the above Item carries out the procedure and preliminary procedure, and after establishing the facts, they put forward an appropriate decision.

Within 30 days of the decision being delivered a complaint may be lodged to the Assembly of the IUC-Association. The decision of the Assembly is final.

**XVI. ACKNOWLEDGEMENTS AND AWARDS OF THE IUC-ASSOCIATION**

Article 42

The IUC-Association can grant acknowledgements and awards to its members, other organizations and citizens credited with contributions to the development of the IUC-Association.

The IUC-Association’s Assembly is deciding on acknowledgments and awards, following the proposal of the Board.

**XVII. TRANSITIONAL AND FINAL PROVISIONS**

Article 43

Interpretation of this Charter’s stipulations is within the purview of the Board.

Article 44

This Charter takes effect and enters into force on the date of writing in of the changes into the register of associations.

Article 45

Following the entering into force of this Charter, the Charter of the IUC-Association of 12th January 1998 shall cease to have effect.

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President of the Assembly

Krunoslav Pisk