

Pursuant to Article 11, and in relation to Article 37 of the Law on Associations (official Gazette Nos. 70/97 and 106/97), the Croatian Association of Engineers approved, during its session held on December 18, 1997, the following

BY – LAWS

OF THE CROATIAN ASSOCIATION OF ENGINEERS

I GENERAL PROVISIONS

Article 1

These Bylaws themselves, the name, the headquarters and the seal of the Croatian Association of Engineers, its objectives, tasks and activities, the rights and obligations of its members, the bodies of the Croatian Association of Engineers, its international cooperation, publishing activities and technical library, expert services, public nature of its operation, procedure for enactment of general acts, cessation of its activities, and other issues relating to the Croatian Association of Engineers.

II STATUS, NAME, HEADQUARTERS AND SEAL

Article 2

The Croatian Association of Engineers is an association of societies formed by free and voluntary association of single-trade and multiple-trades engineering societies operating in the territory of the Republic of Croatia. The main axis of such association are the engineering societies of graduate engineers from the field of technical and biotechnical sciences that are the legal and historical successors of the engineering association „Klub inženjera i arhitekata Zagreb“ that was founded on March 2, 1878. Single-trade engineering societies and multiple-trades engineering societies are grouped together in order to promote and protect the rights of engineers, to improve the engineering profession, to promote the ethics of the engineering profession, to spur technical development and research, and to promote education and scientific and professional improvement of engineers, with an objective of encouraging and reaching an optimum level of technological and economic development, wellbeing, safety, health, environmental protection and quality of society.

Article 3

The Croatian Association of Engineers is a legal person founded without intention to gain profit.

Article 4

The Croatian Association of Engineers performs its activity and participates in legal interactions under the name of „Hrvatski inženjerski savez“ (hereinafter referred to as the HIS), and its abbreviated name is HIS.

The English name of the HIS is „Croatian Association of Engineers“ and is used in addition to its Croatian name.

The name of the HIS is written in Croatian language on the nameplate placed on the HIS building.

Article 5

The HIS headquarters are located at Berislavićeva 6, Zagreb.

The HIS has its Home at Berislavićeva 6 and 8, Zagreb.

Article 6

The HIS is registered with the Ministry of Administration of the Republic of Croatia.

Article 7

The HIS is liable with all its possessions for the fulfilment of its obligations, in accordance with the law.

Article 8

The HIS has a round seal, 30 mm in diameter. The following inscription is made along its edge: HRVATSKI INŽENJERSKI SAVEZ, while the following inscription is made in two rows in the centre: HIS, ZAGREB.

The HIS also has a rectangular seal with the inscription HRVATSKI INŽENJERSKI SAVEZ and with the address of the HIS headquarters.

III AIMS, OBJECTIVES AND ACTIVITY

Article 9

The principal aims and objectives of the HIS are:

- bring together single-trade and multiple-trades engineering societies, and thus unite technical wisdom and expertise with the purpose of improving the engineering profession and promoting the ethics in the field of engineering,
- promote technical research and development activities,

- nurture and upkeep education and further training in the field of engineering,
- make analyses and put forward proposals during drafting of regulations relating to the field of engineering,
- look after and safeguard interests of its members, and represent them in national administration bodies,
- make assessments and put forward proposals relating to individual engineering certification/auditing activities and chambers of engineering,
- uphold and safeguard good reputation of engineers,
- formulate opinions and proposals relating to public works and the way such works are awarded to contractors,
- encourage all forms of engineering activity in order to achieve an optimum level of technical and economic development, wellbeing, safety, health, environmental protection and quality of society.
- cooperate and team up with similar associations and organisations in the country and abroad,
- work in concert with economic subjects, national authorities, academies, universities, research organisations and other relevant subjects,
- encourage and nurture liaison and relations with other fields of human endeavour,
- take part in other activities that are compliant with and complementary to the HIS goals and objectives

Article 10

The HIS activities are:

- coordinate activities of its members,
- encourage multidisciplinary approach in the activities and work of its members,
- form and formulate public, scientific and professional opinions about all significant matters related to the field of engineering,
- promote and advocate interdisciplinary education and improvement in keeping with the advancement in science and practical work,
- prepare and take part in preparation and promotion of technical regulations,
- organize engineering gatherings, exhibitions, and study tours, including also lectures, seminars, conferences, congresses, film presentations, and other forms of professional and scientific improvement,
- encourage publication and publish scientific and professional publications such as journals, newsletters, conference proceedings, preliminary information for conferences and seminars, etc.,
- organize scientific, professional and popular-science publishing activities as permitted by law,
- define and implement programmes for continuous advancement of its members,
- bestow awards for significant achievements in the field of engineering,

- perform other activities in accordance with relevant regulations.

IV MEMBERS

Article 11

The HIS members may be:

- single-trade engineering societies,
- multiple-trades engineering societies.

The societies mentioned in Paragraph 1 of this Article perform their activity in the territory of the Republic of Croatia.

Article 12

At the moment of adhering to the HIS each new member accepts the HIS Bylaws by signing an appropriate written statement.

Article 13

Individual interests of single-trade and multiple-trades engineering societies, as related to their membership in the HIS, are exclusively realized through such societies.

The HIS cooperates with other societies and engineering societies in the country and abroad.

Only the HIS members are entitled to refer to the Croatian Association of Engineers in relation to their name.

Article 14

A society wishing to become a HIS member must submit a written application for membership.

Membership decisions are made by the HIS Assembly following proposal submitted by the Managing Board. The Assembly decision is final.

Article 15

The association shall keep a membership register.

The HIS Managing Board decides on the way in which this register is kept, while the actual register keeping is entrusted to the HIS Secretary.

Article 16

Every HIS member shall pay a membership fee.

The amount of this membership fee shall be set by the HIS Assembly upon proposal of the Managing Board.

Article 17

The HIS membership shall be terminated if:

- if a member's society ceases its operations,
- if a member is erased from the membership register,
- if the membership is ended based on the decision made by the member's assembly,
- if required by law or is based on a court verdict,
- if a member does not pay its membership fee at the end of a calendar year within 30 days following a written reminder,
- if a member is expelled from the HIS because it failed to respect these Bylaws and other general acts of the HIS, because it disrupted the unity and harmony within the HIS, because it acted contrary to the basic goals and objectives of the HIS, and because of a flagrant violation of ethical standards, or due to an activity detrimental to the HIS reputation.

Article 18

The decision on the cessation of membership due to reasons presented in Article 17 shall be made by the HIS Assembly upon proposal of the Managing Board. The Assembly decision shall be final.

The Managing Board is entitled to temporarily take away membership rights from a member in the period between two Assembly meetings.

Article 19

The cessation of membership in the HIS for reasons given in Article 18 of these Bylaws shall be entered in the register with the date on which the corresponding HIS Assembly decision is made.

Article 20

The members have the right to:

- participate in the HIS activities,
- nominate members to the HIS assembly,
- benefit from the assistance of other HIS members, as based on the principles of loyalty and solidarity,
- use the HIS Home and library,
- enjoy other rights arising from the membership in the HIS.

The HIS members independently implement their professional, administrative and financial policies and conduct international cooperation in the field of their activity.

Article 21

The members are entitled to lodge complain against decisions made by a HIS body. Such complaints shall be submitted to the HIS Assembly within 15 days following the receipt of the act against which the complaint is lodged.

The HIS Assembly decision shall be final.

Article 22

In the scope of their duties, the HIS members have to:

- respect provisions contained in these Bylaws and general acts of the HIS, as well as the decisions made by the HIS bodies,
- perform tasks assigned to them and realize objectives set by the HIS,
- safeguard the HIS reputation and respect the HIS organizational structure,
- respect normal communication standards in mutual relationships,
- assist other HIS members,
- pay subscription fees in a timely manner
- fulfil all other obligations relating to the HIS membership.

V HIS BODIES

The HIS bodies are:

- Assembly,
- President,
- Managing Board.

The HIS Assembly and the HIS Managing Board are entitled to establish commissions, boards, and other working bodies for the purpose of resolving issues from their specific field of competence.

The number of members in such commissions, boards or other working bodies, the time for which they are appointed, and their scope of action, shall be defined through decision by which such a body is established.

ASSEMBLY

Article 24

The Assembly is the highest-ranking body of the HIS.

Each member may appoint one Assembly member. However, each engineering society may add another member for every thousand of its own members up to the total of maximum four representatives in the Assembly.

An engineering society is defined as the society formed with respect to the branch for which studies are structured and implemented on the institutions of higher learning in the Republic of Croatia.

Assembly members are appointed for a four (4) year term.

Each member independently decides about the way in which it will appoint its representatives for the HIS Assembly.

Regular Assembly meetings of the HIS are held once a year. The elective Assembly meeting is held once every four years.

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Each regular Assembly meeting is convened by the HIS President.

Issues relating to the preparations for the HIS Assembly, and to the convening, conduct, voting and implementation of its decisions, are defined in the rules of Procedure which are set by the Assembly.

Article 25

The HIS President is required to convene an extraordinary HIS Assembly meeting if this is requested by one third of members or by one third of the HIS Assembly members, or by the Management Board. The extraordinary meeting shall be held within one month following such request. If the President does not convene the HIS Assembly meeting within the specified time, the meeting shall be convened by the party that requested the meeting.

Only those agenda items for which the meeting was called shall be discussed at the extraordinary HIS meeting.

Article 26

A HIS Assembly member can be relieved of its duties even before expiry of the time for which it was appointed. This decision can be made if such member:

- asks to be relieved of its duties,
- does not fulfil its duties,
- ceases to be able to fulfil its duties,
- behaves in a way detrimental to the Assembly member office/duties.

The HIS Assembly member recall decision is made by the HIS member according to the same procedure that was applied for the appointment of the Assembly member.

The term of office of the new HIS Assembly member shall last until expiry of the term of office of the recalled HIS Assembly member.

Article 27

Delegates of local societies, and invited representatives of various chambers, research and higher learning institutions, may also participate in the work of the HIS Assembly, but they shall not have the right to vote.

Article 28

The HIS Assembly meeting may be held if more than one half of the HIS Assembly members are present. The Assembly decisions are legitimate if they are made by the majority vote of attending members, unless otherwise stated in these Statutes. The decision on the cessation of HIS activities is however made by the two-third majority vote of the Assembly members.

If the majority of the HIS Assembly members are not present, then the start of the Assembly meeting shall be delayed by one hour. However, the decisions relating to Bylaws, cessation of HIS activities, or President appointment, shall not be made at a meeting held under such circumstances.

The assembly meeting can be held, in the manner specified in Paragraph 2 above, if at least one-fifth of the Assembly members are present.

The voting at the Assembly meeting is public, unless secret voting is allowed by these Bylaws. Persons present at the meeting can decide by simple-majority voting that the voting shall be secret even in relation to other issues. In case the number of votes is even, then the President's vote shall prevail.

Article 29

In the scope of its activities, the HIS Assembly:

- approves the Bylaws and any modifications of and additions to the Bylaws, and authentically interprets provisions of the Bylaws,
- approves Rules of Procedure relating to its work,

- approves general acts of the HIS, with the exception of those approved by the Managing Board,
- makes decision on the cessation of HIS activities,
- determines the HIS general acts of the HIS, with the exception of those approved by the Managing Board,
- makes decision on the cessation of HIS activities,
- determines the HIS general policy and the way in which it is to be implemented,
- decides on the level of the annual subscription fee,
- decides on the amount of contribution to be paid by HIS members using the Home, as a recompense for the use and maintenance of the HIS Home,
- approves work plans and work program,
- approves the financial plan,
- approves the final account,
- assumes responsibility for the rational, economical and proper use of its funds,
- decides on the purchase and use of fixed assets and real estate,
- appoints and recalls members of the Managing Board,
- appoints the HIS President, who is also the Managing Board President, for a four (4) year term,
- decides on the acceptance of new HIS members and rules on the expulsion of HIS members,
- bestows awards on its members and on other legal persons or individuals for their extraordinary contribution to the realization of the HIS goals and objectives,
- establishes its working bodies,
- resolves complaints,
- decides on other matters in accordance with the law, these Bylaws and other general acts enacted by the HIS.

THE HIS PRESIDENT

Article 30

The HIS President is appointed by the Assembly from among its members, by secret voting.

The HIS President is also the President of the Managing Board.

The HIS President acts for and represents HIS and, in his absence, he is replaced by the Managing Board member appointed by the President.

The HIS President presides over regular and extraordinary HIS Assembly meetings.

Article 31

The HIS President is responsible for implementation of all decisions made by the Assembly and the Managing Board. For his work, he is accountable to the Assembly and the Managing Board, and he is also required to submit to the Assembly an annual reports about his work.

The HIS President is accountable for the legality of work performed within the HIS.

If the HIS President determines that a HIS body has made a decision contrary to regulations, these Bylaws and other general acts of the HIS, then the President will cancel implementation of such decision until the time it has been brought into harmony with regulations, these Bylaws and other general acts of the HIS.

The proposal to recall the HIS President may be submitted to the HIS Assembly by no less than two-thirds of the Managing Board members, under conditions and in keeping with the procedure set for the recall of Managing Board members.

MANAGING BOARD

Article 32

The Managing Board is the executive body of the HIS Assembly.

The HIS Managing Board is composed of 11 members appointed by the HIS Assembly from among its members upon proposal of the HIS President. The President of the Croatian Academy of Technical Sciences and Arts, also take part in the Managing Board meetings but do not have the right to vote.

The HIS President is also the Managing Board President by right of position (ex officio).

The HIS Secretary also participates in the work of the Managing Board, but does not have the right to vote.

The Managing Board members are appointed for a four (4) year term of office, and can be appointed no more than two times in succession.

A Managing Board member can be relieved of its duties even before expiry of the time for which it was appointed. This decision can be made if such member:

- asks to be relieved of its duties,
- does not fulfil its duties,
- ceases to be able to fulfil its duties,

- behaves in a way detrimental to the Managing Board member office/duties.

The procedure aimed at determining whether reasons exist for relieving the member of its duties can be started either by the Managing Board President or by at least 5 Managing Board members.

If the number of members is reduced, the Managing Board may appoint three (3) new members from among the Assembly members. Their appointment must however be confirmed at the next Assembly meeting.

Article 33

The Managing Board meetings are held at least once every three months.

The time period mentioned in Paragraph 1 of this Article does not run from the 1st of July to the 1st of September.

The HIS President is required to convene an extraordinary Managing Board meeting if requested to do so by one-third of the Managing Board members or one-third of the HIS members.

Article 34

A Managing Board meeting may be held if more than one half of the Managing Board members are present. The Managing Board decisions are legitimate if they are made by the majority vote of attending members, unless otherwise stated in these Statutes.

Issues relating to the way in which the Managing Board meetings are prepared, convened and conducted, including the voting procedure and the implementation of decisions reached by the Managing Board, are defined in the Rules of Procedure which are approved by the Managing Board.

The Rules of Procedure also define the number of Managing Board Vice-Presidents, conditions for their appointment, and issues relating to the appointment of commissions, boards and other working bodies of the Managing Board.

Article 35

The HIS Managing Board

- elaborates draft proposals for the HIS Bylaws, including its modifications and additions, and authentically interprets provisions contained in the Bylaws in the period between two consecutive HIS Assembly meetings,
- elaborates draft proposals for general acts of the HIS,

- approves acts relating to the HIS organisational structure, and the acts on the structure of work positions,
- proposes new members to the HIS Assembly,
- proposes the HIS general policy and measures for its implementation,
- implements decisions and conclusions made by the Assembly,
- proposes the annual plan and programme to the HIS Assembly,
- proposes the financial plan and prepares the final account in the period between two consecutive Assembly meetings,
- prepares periodic financial accounts,
- harmonizes work of HIS members,
- drafts and publishes invitations to tender and appoints the HIS Secretary,
- prepares Rules for the use of the HIS Home, in which rights and obligations of members using office space in the Home are defined,
- establishes its working bodies,
- considers proposals and materials for the Assembly meetings,
- decides on entering into legally-binding business relations,
- approves conclusion/signature of agreements for cooperation with other domestic and foreign organisations,
- decides on other matters relating to current regulations, these Bylaws, the general acts approved by the HIS, and tasks attributed to it by the HIS Assembly

Article 36

The Managing Board is accountable for its work to the Assembly, while Managing Board members are personally accountable for their work to the Managing Board and the HIS Assembly, and also to the member they represent in the Assembly.

The Managing Board submits reports about its work to the HIS Assembly.

SECRETARY

Article 37

The HIS Secretary has the following rights and obligations:

- manages the HIS expert services,
- oversees work of persons employed with the HIS and is accountable for the work of such persons,
- gives orders for implementation of the HIS financial plan,
- prepares business contracts for the HIS, as based on decisions made by relevant HIS bodies,

- organizes implementation of decisions made by relevant HIS bodies,
- prepares materials and documents for meetings and sessions of the HIS bodies,
- proposes to HIS bodies establishment of working bodies,
- coordinates and oversees all activities relating to the HIS gatherings and publications,
- harmonizes activities of the HIS working bodies,
- regularly provides information to the HIS members (circular letters, newsletters, journals, etc.)
- keeps the HIS archives
- enters into legal transactions up to the amount specified by the Managing Board,
- perform other tasks assigned to him.

The HIS Secretary is accountable for his work to the HIS President and Managing Board.

Article 38

The HIS Secretary is appointed by the Managing Board for a four year term of office. The structuring and organization of business activities.

VII INTERNATIONAL COOPERATION

Article 39

For the purpose of developing its international activities and initiating cooperation of common interest to all HIS members, the HIS may cooperate with various international organisations and associations that have similar goals and objectives, and may become a representation in all bodies of such organisations.

Article 40

The HIS Assembly decides about the status of membership in international organisations. The decision to start cooperation with an international organization or association is made either by the HIS Assembly or by the Managing Board in the period between two Assembly meetings.

As a rule, prominent experts are selected as representatives or members in various bodies of international organisations and associations.

The Managing Board selects representatives or members that are to represent the HIS in international bodies.

VII PUBLISHING ACTIVITY AND TECHNICAL LIBRARY

Article 41

The HIS publishes journals and other scientific, professional and popular-science publications and editions. In this respect, its main objective is to foster implementation of the HIS aims and objectives and to harmoniously link the entire scientific, professional and educational engineering community of the Republic of Croatia.

The publication of journals and other scientific, professional and popular-science editions is regulated by the „Regulation on the publishing of journals and other scientific professional and popular-science editions.“

The HIS Managing Board appoints the HIS Publications Editor-in-Chief in full accordance with the procedure defined in an appropriate general act of the HIS.

The HIS Managing Board appoints editors-in-chief of individual publications who are accountable for their work to the Managing Board.

Article 42

The HIS technical library is located in the HIS House and the services of this library can be used by all members of the HIS.

The HIS bodies are required to take good care of the library, to continuously obtain and purchase new editions, and to encourage the HIS members to publish their works.

The HIS Librarian is in charge of the HIS library and the HIS archives. He is appointed in accordance with the HIS acts by the Managing Board to which he is accountable for his work.

The HIS members are required to donate one copy of each of their publications to the HIS library.

VIII PROPERTY AND MANAGEMENT OF PROPERTY

Article 43

The HIS property is made of:

- liquid assets,
- moveable property,
- real property, and
- rights and obligations.

Article 44

The HIS is funded from:

- subscription fees paid by the HIS members,
- contributions for the occupation and maintenance of office space used by HIS members that have their head office in the Home,
- revenues gained from HIS activities,
- revenues gained through temporary and long-term lease of office space,
- voluntary contributions and gifts,
- revenues gained from its property and rights,
- subsidies from national budget,
- various funds,
- other sources of revenue as permitted by law.

The funds gained through temporary and long-term lease of space are exclusively destined for the maintenance and construction of the HIS Home.

Article 45

The HIS expenditures are:

- expenditures incurred for the HIS Home maintenance and construction,
- cost of operation of the Expert Service,
- expenditures relating to the HIS activities,
- other expenditures.

Article 46

The HIS is required to keep business books and to make financial reports in keeping with regulations stipulating the bookkeeping procedures to be used by non-profit organisations.

The HIS Secretary is responsible for the realization of tasks mentioned in Paragraph 1 of this Article.

IX EXPERT SERVICE OF THE HIS

Article 47

The HIS has its Expert Service for the financial, publishing, administrative, technical, library archiving and accessory activities.

The funding needed for the persons employed with the Expert Service (salaries, material costs), and other costs prescribed by law and general acts of the HIS, shall be secured by the HIS and HIS members according to proportions set by the Managing Board.

The rights, obligations and responsibilities of the employees are defined by contract always based on law, collective agreements and HIS general acts.

X PUBLIC NATURE OF THE HIS ACTIVITIES

Article 48

The public nature of the HIS activities is maintained by:

- submittal of regular reports to the HIS members,
- submittal of reports on the implementation of the HIS programs, and on the work realized by its bodies,
- allowing public to attend meetings of the HIS bodies,
- publication of its general acts,
- informing the public about the HIS achievements.

The HIS bodies may also adopt other methods for maintaining the public nature of their activities.

The HIS bodies and the HIS Secretary are responsible for ensuring the public nature of the HIS activities.

XI PROCEDURE FOR ENACTING, MODIFYING AND EXPANDING BYLAWS AND OTHER GENERAL ACTS OF THE HIS

Article 49

The proposal/initiative for the enactment, modification and addition, and for an authentic interpretation of Bylaws and other general acts, shall be given by at least five (5) HIS members, or by the HIS bodies or the HIS Secretary.

Once the Assembly accepts such initiative, it will form a working body which will prepare within 90 days, a preliminary draft of the modifications to or additions of the Bylaws or general acts enacted by the Assembly.

This preliminary draft shall be sent to all HIS members who in turn are required to formulate their comments thereto within the ensuing 30 days.

After examination of all objections and proposals, the HIS Assembly makes its decisions about the Bylaws, their modifications/additions and authentic interpretation, and about other general HIS acts enacted by the Assembly.

The Managing Board decides on the enactment, modification and addition, or an authentic interpretation, of general acts enacted by the Managing Board, and this in the way and according to the procedure defined in this Article.

Article 50

These Bylaws, as well as any modifications/additions of the Bylaws and the HIS general acts, shall enter into force on the eight days as of the day of their posting on the HIS notice board, and can not have a retroactive effect.

XII CESSATION OF ACTIVITIES

Article 51

The activities of the HIS shall cease:

- if the decision to cease the activities was made by the Assembly,
- if it becomes evident that the HIS has stopped being active, or if it did not hold its Assembly meetings for two years in a row,
- in other cases specified in the Law on Societies.

Article 52

In case the HIS ceases its activities, its property shall be transferred to the legal successors of the HIS and, if there are no legal successors, to the HIS membrs in proportion to the number of members.

XIII TRANSITIONAL AND FINAL PROVISIONS

Article 53

The HIS organizational structure and the HIS general acts shall be harmonized with these Bylaws, or the new ones shall be approved, within 6 months as of day on wich these Bylaws came into force.

Article 54

The HIS President, the HIS Vice-President and the Managing Board members, elected in accordance with the Bylaws approved in 1992., shall continue with their work until the new bodies are elected in compliance with the present Bylaws.

Article 55

These Bylaws shall supersede, as of the day of their entry into force, the HIS Bylaws adopted on June 4, 1992.

Article 56

These Bylaws shall enter into force on the day on which they are posted on the HIS Notice Board.

No.: _____

Zagreb, _____

THE HIS PRESIDENT:

Jure Radić /signed/

These Bylaws were made public on January 13, 1998, and are implemented as of the day of their registry with the Ministry of Administration:

THE HIS SECRETARY:

/signature illegible/