

Pursuant to Articles 12, 18 & 34, Paragraph 1 of the Law on Associations and Foundations of Bosnia and Herzegovina ("Official Gazette of BiH" No. 32/01, No. 42/03, No. 63/08, the founding meeting of the Association of Neurosurgeons in Bosnia and Herzegovina, in its session held on 07/07/2008 in Tuzla, passes

ARTICLES OF ASSOCIATION OF NEUROSURGEONS IN BOSNIA AND HERZEGOVINA

Article 1

These Articles regulate: the name of the Association, abbreviated name if any, and address of the Association; goals of the Association; procedure for admission and expulsion of members; bodies of the Association, the way they are elected, authorisation they have, quorum and rules of voting, term of office, the person authorised to convene a meeting, conditions and manner of dissolution, i.e. termination of work; rules of raising, use and disposal of the Association's funds, as well as the body authorised to supervise the use of such funds; openness to the public; a procedure for amendment(s) to the Articles of Association, authorisation and manner of passing other by-laws; description of the seal/stamp - its form and content; representation of the Association; conditions and procedures for merger, dissociation, transformation or dissolution of the Association, i.e. termination of work including any special quorum or rules for attaining the qualified majority in voting procedure; and the procedure for disposing of the remaining property or other assets if the Association is dissolved or its work terminated.

Article 2

The ASSOCIATION OF NEUROSURGEONS IN BiH (hereinafter referred to as the Association) is a voluntary organisation of professionals engaged in neurosurgery. The Association is established for the purpose of organised activity to advance and promote medical sciences by advancing the work of neurosurgeons.

Article 3

The Association has a status of a legal person and is registered with the Register at the competent Ministry in accordance with Law.

1. NAME, SEAT AND SCOPE OF ACTIVITY OF THE ASSOCIATION

Article 4

Name of the Association:

THE ASSOCIATION OF NEUROSURGEONS IN BOSNIA AND HERZEGOVINA.

Article 5

The seat of the Association is at the address where its President is employed, ul. Bolnička 25
71000 Sarajevo.

Article 6

The Association operates on the whole territory of Bosnia and Herzegovina and may open its offices outside its seat on the whole territory of BiH in accordance with Law.

2. GOALS AND ACTIVITIES OF THE ASSOCIATION

Article 7

Goals and activities of the Association are:

- keeping a register of its members;
- assisting with protection of rights and reputation of its members;
- monitoring and supervising application of rules - code of medical ethics and deontology - and suggesting adequate measures if they are broken;
- organising professional development in the field of neurosurgery;
- organising professional meetings, symposia, congresses in the field of neurosurgery;
- establishing exchange of experience and information with other neurosurgical associations and societies at home and abroad;
- participating in the drawing up of medical specialisation/residency programmes and postgraduate neurosurgical studies;
- planning, monitoring, supervising sub-specialisation and other forms of neurosurgical development;
- monitoring and recommending requirements for professional development in terms of extending the activity;
- initiating and proposing members of commissions for specialist examinations to the relevant Ministries, medical associations and medical institutions;
- monitoring and recommending content and target dates/terms of checking neurosurgeons' competence;
- taking care and keeping a record of doctors professionally exposed to risks of health damage;
- encouraging friendly cooperation among the Association members;
- initiating, monitoring and participating in the drawing up of standards and normative provisions for neurosurgical services;
- initiating and suggesting organisation of a network of neurosurgical activity;
- ensuring lasting material and financial independence of the Association by way of marketing and publishing activities, and organising professional lectures and seminars, etc. for the needs of its members provided by Law;
- initiating and supporting exchange of experience and information with university medical centres and associations, other associations and legal persons at home and abroad;
- carrying out other activities and tasks provided by the Association's Programme and Work Plans.

3. PROCEDURE FOR ADMISSION TO AND EXPULSION FROM THE ASSOCIATION

Article 8

Membership in the Association is voluntary.

A member of the Association, as a rule, can be any citizen of Bosnia and Herzegovina engaged in neurosurgical activity.

Article 9

Membership status is acquired by enrolment as of the day of registration with the Register of Members of the Association and declaration of accession.

Article 10

Every member of the Association shall pay a membership subscription in the amount determined by the Association's competent body.

Article 11

The Association passes Decision on the amount of membership subscription at the beginning of each calendar year.

Article 12

Rights and duties of the Association members are to:

- elect and be elected to the Association bodies;
- participate in the work of the Association;
- discuss and evaluate the work of the Association bodies;
- raise questions of responsibility and revocation of the Association members;
- be timely informed about the Association's work;
- attend all meetings, give proposals, ask questions and require answers;
- enjoy certain rights and convenience in accordance with both Decisions and other by-laws of the Association,
- ask for assistance and support from the Association in solving social, health, educational and other issues;
- enjoy benefits provided by the Association, or realised through other bodies and institutions
- adhere to the provisions of these Articles;
- participate actively in achieving goals and carrying out tasks set by the Association;
- guard reputation of the Association.

Article 13

The Association members are equal in exercising their rights.

Article 14

Membership in the Association ceases:

- with a member's death;
- at a written notice;
- by failing to pay membership subscription within the fixed time, six (6) months at the latest;
- if the Association's reputation is compromised, based on Decision of the Managing Board;
- if a member serves a prison sentence longer than six (6) months; if preliminary investigation proceedings have been launched; if pre-trial detention for committing a criminal offence has been ordered.

Article 15

Decision on expulsion from the Association is passed by the Managing Board. Appeal against the Decision is filed to the Association's General Meeting within 15 days upon its passing. The General Meeting considers the appeal in the first coming session of the General Meeting. Decision of the General meeting is final.

4. BODIES OF THE ASSOCIATION

Article 16

Bodies of the Association are:

- General Meeting;
- Managing Board;
- President;
- Supervisory Board.

The highest body of the Association is the General Meeting.

Article 17

The General Meeting is composed of delegates from neurosurgical units in BiH. For each two members of the Association from neurosurgical units, one delegate is elected to the General Meeting. If the number of the Association's members is odd in a neurosurgical unit, then it elects an additional member to the General Meeting.

Delegates to the General Meeting are elected by neurosurgical units in BiH from among their own active members of neurosurgical units.

The General Meeting is held as required, but once a year at least. It is convened by President of the Association 15 days prior to its session. The General Meeting is chaired by the General Meeting Chairman. Term of office of the General Meeting Chairman is four (4) years, with a right to re-election. The Association's President shall convene the General Meeting at the request of not less than one third of the General Meeting members, or at the request of the Managing Board, or delegates of University Clinical Centres no less than 15 days prior to its session.

Notice of the General Meeting session shall be served in writing or by electronic mail.

The General Meeting is chaired by the Association's President. President's term of office is four (4) years with a possibility of re-election. In case of the Association President's justified absence or illness, he/she shall be substituted by the Managing Board Chairman.

The General Meeting works and passes decisions on the basis of its Rules of Procedure. The Rules of Procedure are adopted in the General Meeting first session. The General Meeting agenda is proposed by the Association's Managing Board. Agenda cannot be changed at the Association's General Meeting. Declaration in the General Meeting session is public. The General Meeting may hold a session if attended by a majority of total number of the General Meeting members. Decisions of the General Meeting are valid if the majority of total number of the General Meeting members vote for.

Article 18

The Association's General Meeting

- passes Articles of Association, amendments to the Articles and other by-laws of the Association stipulated by the Articles;
- decides on merger, dissociation, transformation, dissolution, and termination, as well as other status changes in the Association;
- elects President of the Association;
- appoints and relieves the Managing Board members of their duty;
- appoints the Supervisory Board members;
- appoints the Association's commissions;
- adopts reports prepared by the Managing Board;
- adopts annual Programme and Work Plan of the Association;
- draws up financial plan of the Association;

- adopts annual financial statement of the Association;
- does other jobs and tasks in accordance with Law, these Articles and other by-laws of the Association.

Article 19

For the purpose of doing specific jobs, the General Meeting may also establish other bodies, boards, groups, etc.

Article 20

The Managing Board is the executive body of the Association's General Meeting.

The Managing Board is comprised of four (4) members elected from among the members of the Association's General Meeting from University Clinical Centres in BiH.

Members of the Managing Board are elected by the General Meeting on the proposal of delegates from their respective University Clinical Centres in BiH. The Managing Board members elect from among themselves Chairman of the Managing Board in their first, constituent session. Work of the Managing Board is regulated by the Rules of Procedure of the Managing Board

The Managing Board sessions may be called by any Managing Board member. The Managing Board members' term of office is four (4) years with a possibility of re-election. A member of the Managing Board may be revoked by the University Neurosurgical Unit which proposed him for the Managing Board membership. In case of illness or justified absence, a member of the Managing Board can be substituted until the next first Association's General Meeting by a delegate from the University Clinical Centre of the absent Managing Board member at the proposal from that University Clinical Centre.

The Managing Board:

- prepares the General Meeting sessions;
- gives consent to the General Meeting agenda;
- prepares drafts of Articles of Association and other by-laws to be passed by the General Meeting;
- implements the policy, conclusions and other decisions passed by the General Meeting;
- disposes of the Association's property;
- submits annual or periodical reports on his/her work to the General Meeting for adoption;
- sets up the Association's boards;
- elects the secretary of the Association, carries out other jobs defined by the Articles of Association for the purpose of carrying out specific tasks within the activity.

Article 21

President of the Association does the following jobs:

- acts for and on behalf of /represents/ the Association with its performance of activities in accordance with the General Meeting Decisions;
- participates in the work of the Association's bodies;
- is responsible for lawfulness and operations of the Association; and
- carries out other tasks entrusted upon him by the Managing Board as stipulated by these Articles and Association's General Meeting Decisions.

Article 22

President's term of office is four (4) years with a right to re-election.

Article 23

President of the Association may be relieved of his/her duty before expiry of the term for which he/she is appointed:

- at his/her own request;
- if he/she does not properly fulfil his/her jobs and tasks as the Association's President;
- in case of termination of the active neurosurgical activity;
- in other cases stipulated by Law and these Articles of Association.

Article 24

The Managing Board works in sessions in the manner provided by the Rules of Procedure. The Managing Board passes valid decisions if a session is attended by all members of the Managing Board. Sessions of the Managing Board are chaired by the Managing Board's Chairman.

Decisions are passed by unanimous consensus of all members.

In his/her absence, the Association's President is substituted by the Managing Board Chairman in all of his/her rights and duties.

Term of office of a member of Managing Board may terminate before his/her term of appointment expires in the following cases:

- by resignation;
- by revocation;
- with termination of work engagement in the neurosurgical centre which delegated him/her.

Article 25

The Supervisory Board members are elected by the Association's General Meeting.

Members of the Supervisory Board are elected from the Neurosurgical Units other than the Units from which the Managing Board members come. Chairman and members of the Supervisory Board are elected for a four-year term with a right to re-election. Members of the Supervisory Board may be revoked before expiry of the term for which they are elected in the following cases:

- at their own request;
- if they do not attend the Supervisory Board's sessions three times in a row (without justified reasons);
- if with their actions related to the Supervisory Board's work, they compromise the reputation of the Association;
- with termination of work engagement in the active neurosurgical activity.

The Association's General Meeting decides on revocation of the Supervisory Board members by majority votes of all members of the General Meeting. Decisions in the Supervisory Board are passed by unanimous consensus.

The Supervisory Board exerts control over:

- application of the Articles of Association and other by-laws of the Association;
- implementation of Decisions passed by the General Meeting and Executive Board of the Association;
- implementation of the Association's Programme and Work Plan;
- lawfulness of financial and material operations of the Association;
- implementation of Decisions, conclusions and other by-laws of the Association.

The Supervisory Board's sessions are chaired by the eldest member of the Supervisory Board. The Supervisory Board's decisions are passed unanimously. The Supervisory Board sits as full board

Article 26

Secretary of the Association carries out the jobs and has authorisation regulated by the Rules of Procedure and other by-laws of the Association. Secretary is elected by the Managing Board at the proposal of the Association's President. Secretary's term of office is four years with a possibility of re-election.

Secretary of the Association carries out administrative and technical activities in the Association.

5. ASSETS OF THE ASSOCIATION, MANNER OF THEIR USE AND CONTROL

Article 27

The Association raises assets from membership subscriptions, contributions, gifts, donations and other sources in accordance with Law.

Article 28

The Association shall keep business books and prepare financial statements in accordance with regulations of Bosnia and Herzegovina.

Article 29

Responsibility for financial and material operations of the Association lies with the Managing Board of the Association, President of the Association, and the General Meeting of the Association.

Article 30

The Managing Board passes decisions on disposal of fixed assets, loss coverage, and write-off of unrecoverable debts.

6. OPENNESS TO THE PUBLIC

Article 31

The Association's work is open to the public.
Openness to the public is provided by direct informing and through mass media.

Article 32

Members of the Association shall be informed regularly and truthfully about the Association's work.

Responsibility for openness to the public lies with President of the Association.

7. AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Article 33

The General Meeting of the Association has exclusive competence regarding amendments to the Articles of Association. The General Meeting of the Association is the authentic interpreter of provisions of the Articles of Association.

Article 34

Procedure for amending the Articles of Association may be initiated by any member of the Association by giving a proposal to the Managing Board. Proposal to amend the Articles of Association is presented by the Managing Board. Decision to amend the Articles is passed by a two-thirds majority of all members of the Association.

8. DESCRIPTION, SHAPE AND CONTENT OF THE SEAL/STAMP

Article 35

The Association has its seal/stamp with the following details:

The seal/stamp of the Association is round, 50 x15 mm in diameter, with the text of registered name of the Association written in concentric circles in Bosnian, Serbian, Croatian, and English.

9. REPRESENTATION OF THE ASSOCIATION

Article 36

In legal transactions, President of the Association acts for and on behalf of /represents/ the Association.

10. STATUS CHANGES OF THE ASSOCIATION

(merger, dissociation, transformation or dissolution, or termination of the Association's work)

Article 37

The Association can merge with or transform only in another association or foundation, or pass a decision to terminate its work.

Article 38

Decision to merge or transform, or terminate work of the Association is passed by the General Meeting of the Association on the proposal of the Managing Board.

Article 39

Decisions regarding status changes of the Association, its merger, transformation, or termination of work can be passed by the General Meeting if voted by a two-thirds majority of all members.

Article 40

Decision to dissolve the Association can be passed only by the General Meeting if voted by a two-thirds majority of all members.

The Association can terminate its activities on a voluntary basis, or by force of law under conditions stipulated by the Law on Associations and Foundations of Bosnia and Herzegovina.

11. DISPOSAL OF PROPERTY AND REMAINING ASSETS OF THE ASSOCIATION

Article 41

By a two-thirds majority of all members, the General Meeting of the Association passes a Decision on the manner of disposing of property and remaining assets of the Association; assets and property can be assigned only to a registered non-governmental entity.

In passing a Decision on dissolution, the Association shall by a special Decision appoint Receiver /Liquidator/ in the process of liquidation of the Association, and regulate the way of distribution of the remaining property.

12. SPECIFIC PROVISIONS

Article 42

The Association may carry out unrelated economic activities (economic activities which are not directly related to the attaining of basic statutory goals of the Association) only through a specifically founded legal person.

Decision under the preceding paragraph is passed by the Association's Managing Board.

Article 43

The Association has a status of a legal person acquired by its registration with the Register of Associations kept at the competent Ministry of BiH.

Article 44

The Association is liable for its obligations with its entire property.

Article 45

The Association will strive to exchange information with the European Network of similar societies, in particular in activities such as:

- evaluation of existing organisations;
- co-decision making in joint projects and performing programme tasks.

Article 46

The Association grants acknowledgements and awards for work of many years, special merits, or on the occasion of significant events. Acknowledgments and awards may be granted to activists, associates, and workers of the Association, to organisations and other meritorious citizens.

The Association grants:

- scrolls of honour;
- acknowledgments;
- awards.

For exceptional contribution to work and operation of the Association, the Association can appoint its honorary president and honorary members.

13. *TRANSITIONAL AND FINAL PROVISIONS*

Article 47

These Articles of Association enter into force as of the date they are adopted, and will be applied upon registration with the Register at the competent Ministry.

CHAIRMAN OF THE GENERAL MEETING

Number: 01/08
Tuzla, 07/07/2008

Naim Kadić, signed