

On the basis of the Article 11 of the Law on associations (NN88/2001) the Assembly of the Croatian Quality Managers Society, held on the 21st of December 2010. has brought the following:

## STATUTE

### Of the Croatian Quality Managers Society

#### I General provision

##### Article 1

This Statute determines the title, the headquarters and region of activities of the Croatian Quality Managers Society (Society in the further text), representation, aim, mission (activities by which the aim is achieved), the publicity of the Society, membership and membership fees, duties, commitments and responsibilities of the members, inside organization of the Society and organizational parts, bodies of the Society and their constitution, their competence, system of bringing up the decisions, conditions and procedure of the election and the recall, mandate duration, equities of the Society and management of equities, termination of the Society and management of equities in the case of the Society termination.

##### Article 2

The title of the Society is: HRVATSKO DRUŠTVO MENAĐERA KVALITETE

Abbreviated title of the Society: HDMK

The title of the Society in English language: Croatian Quality Managers Society

Abbreviated title of the Society in English language: CQMS

Headquarters of the Society is in Zagreb. The Society performs its activities on the territory of the Republic of Croatia.

The Society is the legal entity and is registered at Ministry of Public Administration.

The society is represented by the President of the Society.

### Article 3

In order to obtain the good interconnection of its members and better activity performance the Society is entitled to found its branch offices being active on the region of one or more communities, town or district.

### Article 4

The Society has an official stamp of the rounded form with diameter 35 mm. On the margin of the stamp the full title of the society is imprinted with a society headquarters mark imprinted in the middle.

### Article 5

The Society is entitled to cooperate and join to the societies of the similar type within its parent country and abroad.

### Article 6

All the activities of the Society are public.

The publicity of the work of the Society is ensured and performed, among other things, through the timely and truthful informing the members and public about the activities of the Society by the means of the public information.

The members of the Society are informed by delivery of the written materials and regular sessions of the bodies of the Society.

The representatives of the media can be present during sessions of the Society management committee and in this way inform the public about the activities of the bodies of society and Society itself.

In order to perform an excellent transparency of the work of the Society, the Society itself is entitled to publish its Newspapers, in accordance with the regulation on public information. The resolution to start the Newspaper of the Society is brought up by the Assembly of Society.

Society is also entitled to publish periodically: different kinds of publications, bulletins, posters etc., in accordance with the regulations on the publishing.

## II Aim and function

### Article 7

The aim of the Society is assembling the specialist from the field of quality in order to develop, promote and spread the policy and development of quality management in accordance with the system of norms ISO 9000, ISO 14000, ISO 17024, ISO 22000, ISO 27000, OHSAS 18001 and others.

The duty of the Society is improving of the theoretical, praxis and culture of quality, supporting and performing the professional work in the field of management, ensuring and controlling the quality and advocating the full implementation of the scientific and professional work results in the improving of the quality system in the Republic of Croatia.

### Article 8

The Society assembles scientific and professional workers: quality managers, quality auditors, quality counselors and all others who are directly or indirectly connected to the problems of quality with the aim:

- to create possibilities to have the mutual approach to quality improvement
- to organize the activities on the promotion and popularization of the quality system of business procedures management, quality of the products and services
- to spread the culture of quality
- to protect the professional interests of its members
- to improve the scientific and professional staff in the field of managing, ensuring and control of the quality of the products and services

## III The members of the Society, duties, commitments and responsibilities of the members

### Article 9

The membership in the society can be regular and honorary.

The regular members of the Society can be scientific and professional workers: quality managers, quality auditors, quality counselors and all others who are directly or indirectly connected to the problems of quality of products and services, and all the legal entities in the Republic of Croatia who support the activities of this Society.

The honorary member of the Society can become the citizens of the Republic of Croatia and citizens of other countries who have especially contributed to the development of the field of quality with their work.

#### Article 10

The Act of the acceptance to the membership of the society is brought up by the Board of directors of the Society, after having received the membership application form of the candidate.

The candidate that was not successfully accepted to the membership of the Society can submit a plea to the Assembly of the Society. The act brought up by the Assembly of the Society is final.

The Act of acceptance for the honorary membership is brought up by the Assembly of the Society on the recommendation given by the Board of Directors.

The Membership Register is held in the Society. The Board of the Directors is to decide about the form, content and manner of leading of the Register of the Society.

#### Article 11

The candidate accepted to be a member of the Society is enlisted into the Register of the membership of the Society.

Each of the members receives his membership card.

The decision on the content and the visual identity of the membership card is brought up by the Board of Directors of the Society.

#### Article 12

The member of the Society is obliged to pay the membership fee.

The decision on the amount of the membership fee is brought up by the Assembly of the Society.

#### Article 13

The member of the Society has the right and duty to:

- elect and be elected into the bodies of the Society

- be informed on the work of the Society and its bodies as well as the financial activities
- take part in the management of the Society
- actively take part in reaching the aims of the Society and take part in organizing and performing the activities of the Society
- give proposals, opinions and remarks on the work of the Society and its bodies
- keep to the regulations of this Statute and other acts of the Society
- pay regularly the membership fee
- protects and upgrades the reputation of the Society

#### Article 14

The membership in the Society terminates:

- at the moment of the termination of existence of the Society
- arbitrary decision of the member himself
- death of the member
- expulsion

#### Article 15

The member can be excluded from the Society in the case of irreverence of the rules of this Statute, in the case if he by his behavior damages the reputation of the Society and in case that he does not fulfill his commitment to pay the membership fee till the end of actual year

### IV The bodies of the Society

#### Article 16

The bodies of the Society are:

- The Assembly
- The Board of Directors
- The President of the Society
- The Supervisory Board of the Society

#### Article 17

The highest body in the hierarchy of the Society is the Assembly. The Assembly consists of all the physical entities members of the Society and representatives of the legal entities being members of the Society.

The regular session of the Assembly is to be held at least once a year, and the irregular sessions are called in case of need.

The Assembly is called for session by the President of the Society.

The session of the Assembly is lead by the Working Board, elected at the beginning of the session by the present members. The President of the Society is the obligatory member of this Board.

The irregular session can be called by the President of the Society or on the call of at least one third of the Society membership. The callers for the irregular session should include the agenda of the session into their call.

If the President of the Society does not call the session demanded by the membership in the period of 30 days since the call was placed, the caller is entitled to call the session himself, with no permit given by the President.

During the irregular session only the agenda for which the session was called can be discussed. The invitation to the session should contain the data on the place and time where the session will be held and proposed agenda. The invitation is accompanied also with the material on the matters to be discussed according to agenda.

#### Article 18

The Assembly is entitled to bring up legally valid decisions only if at least 15 (fifteen) members are present at the session.

If at least 15 members do not appear at the session the Assembly is to be called again in the period not longer than 8 days.

The Assembly is entitled to bring up legally valid decisions only if the majority (two thirds) of present members has voted for the decision.

The decision to change the Statute of the Society and termination of the existence of the Society the Assembly is to bring up only if majority 2/3 (two-thirds) have voted for the decision.

#### Article 19

The Assembly of the Society:

- Defines the policy of the Society
- Manages the Society
- Defines the plan and program of the work and development of the Society
- Defines the financial plan and balance sheet of the Society
- Elects and releases the members of the Board of Directors and Supervisory Board by secret voting
- Brings up the Statute and decides on the changes and annexes to the Statute
- Brings up the Rules of procedure for the Assembly and other necessary acts
- Review the report on the work of the President of the Society
- Decides on the participation of the Society in the work of national and international organizations
- Brings up the decisions independently or in cooperation with other founders of the organizations dealing professionally with the consolatory and professional work in

the field of ensuring the quality, control of quality, quality management, certification of conformity with the norms and regulations and publishing activities

- Decides on the termination of existence of the Society
- Decides on the complaints by members in the second stage
- Decides on the foundation of the branch – offices
- Decides on the merger of the Society with other organizations, membership of the Society into other organizations and withdrawal from such organizations
- Grants the rewards and acknowledgements for the contribution to the development of quality
- Decides on the other matters described by this Statute which are not under authority of some other body of the Society

## Article 20

The executive body of the Assembly is the Board of Directors.

The Board of Directors consists of the President, four (4) vice-presidents, secretary and treasurer, totally seven (7) members.

The members of the Board of Directors are elected by the Assembly and the President, vice – president, secretary and treasurer are elected by the Board of Directors within the members of the Board of Directors.

The President of the Board of Directors is at the same time also a President of the Society.

For the fully valid decisions and legally approved sessions of the Board of Directors at least four (4) members must be present during the session.

The decisions are brought up by the majority of votes of the present members of the Board of Directors.

The mandate of the members of the Board of Directors is four (4) years with the legal right of re-election.

The Assembly can by its decision release the Board of Directors or some of its members before of the expiration of the mandate in case they have misused the authorities appointed or non - exercising the duties given or on their personal demand.

If the claim for the release of some member of the Board of Directors is submitted the Assembly should solve this claim on their first session.

The Board of Directors and each of its members are responsible to the Assembly.

## Article 21

The recall of the members of the Board of Directors and other bodies of the Society in case when the reputation of the Society is damaged takes the same procedure as the procedure of appointing the members. The procedure is starting on the demand of the Board of Directors or at least 10% (ten percent) of the members of the Society.

## Article 22

The Board of directors manages the work of the Society between the two Assembly sessions and especially:

- Implements the policy of the Assembly
- Takes care of the putting into effect the plan and program of the activities of the Society and decisions brought up by the Assembly
- Submits the yearly report on the activities to the Assembly
- Brings up the decision on the organizational, material and other matters connected to the realization of the plan and program of the Society
- Decides on the proposal of the Statute, its changes and annexes
- Proposes the financial plan and balance sheet for the Society
- Brings up decisions on the international cooperation of the Society
- Brings up the decisions independently or in cooperation with other founders of the organizations dealing professionally with the consulatory and professional work in the field of ensuring the quality, control of quality, quality management, certification of conformity with the norms and regulations and publishing activities
- Brings up decisions on the acceptance and release of the members of the Society
- Decides on the change of the address of the Society headquarters
- Takes care that public and members are well informed
- Decides on the use of the property of the Society
- Forms the committees, boards and other bodies which help in reaching the aims of the Society
- Proposes its members that should receive rewards and acknowledgement
- Decides on the contracts connected to the work and development of the Society
- Initiates and organizes the activities of the members of the Society
- Implements the special authorities delegated by the Assembly

The sessions of the Board of the Directors are organized according to the needs. The session can be held if the majority of the members of the Board of Directors is present, and the legitimate decisions are brought up only with the majority of present members.



## Article 23

The President of the Society is at the same time the President of the Board of Directors.

The President of the Society is also responsible for the legitimacy of the work of the Society.

The President of the Society also has rights and commitments:

- To call the sessions of the Assembly, propose the agenda and preside the sessions
- To call the sessions of the Board of Directors, propose the agenda and preside the sessions
- To take care that the conclusions of the Assembly and Board of Directors sessions are brought into life
- To represent and lead the Society
- To sign the documents in the function of decree officer
- To coordinate the work of the Board of Directors and other bodies
- To perform all other duties that are delegated to him by the Assembly

The vice-presidents help the President in his work and perform other duties delegated to them by the President and the Board of Directors. In case of need one of the vice – presidents can deputy the President.

The Secretary takes care of the general acts, administrative and operative duties in the Society and the treasurer takes care about the treasury of the Society.

## Article 24

The Board of Directors can form the committees, editorials of the bulletins and other editions like magazine and books, organization committees and all other bodies formed on temporary basis.

The committees and other temporary bodies of the Society perform the duties and commitments for which they were formed. They are obliged to report to the Board of Directors.

## Article 25

The Assembly elects the Supervisory Board which consists of 3 (three) members.

The mandate of the members of the Supervisory Board is 4 (four) years.

The Member of the Supervisory Board cannot at the same time be a member of the Board of Directors.

The Supervisory Board brings up the legitimate decisions if the majority of the board is present at the session, and the decisions are made by the majority votes.

The President of the Supervisory board is elected by members among themselves, call for the sessions of the Board, manages the work of the Board and performs other duties delegated by the Board of Directors or Assembly.

The members of the Supervisory Board are responsible to the Assembly.

The recall of the members of the Supervisory Board is done according to the Article 21. of this Statute.

#### Article 26

The Supervisory Board considers and controls:

- The implementation of the rules from this Statute and other general acts of the Society
- Material and financial business and the use of the property of the Society
- Performance of the decisions, conclusions and other legal acts of the Society
- Performs all other duties delegated to this Board by the Assembly

#### Article 27

The Supervisory Board has the legal right to ask for insight into the documentation and all the data on the work and business activities of the Society. The Board of the Directors and every member of the Society is obliged with no postponed action to enable the insight into the demanded documentation and data and give all the demanded data.

The members of the Supervisory Board can be present at the sessions of the Board of Directors, but with no power to decide.

The Supervisory board can demand the call of the session of the Board of Directors as well as the session of the Assembly, if it identifies some irregularities in the financial or any other business activities of the Society, as well as negligence in performing the duties or violation of the Statute or any other legal act of the society.

#### Article 28

The Assembly elects the Chancery consisting of 3 (three) members.

Mandate of the Chancery members is four years, with the possibility of reelection.

The Chancery solves the disputes among the members of the Society connected to the work and relationship in Society.

The claim against the decision made by the Chancery can be held over to the Assembly.

The decision of the Assembly is final.

#### Article 29

- The Society can in accordance to the law and international norms found institutions for professional counseling and specialization in the field of insuring quality, quality control, quality management, certification of conformity with the norms and regulations and publishing activities.
- The Act from the Paragraph 1 of this article is brought up by the Assembly after the proposal given by Board of Directors.

#### V The equity and financing of the Society

#### Article 30

The equity of the Society consists of the income which Society receives from:

- Membership fees
- Voluntary contributions
- Income realized by the realization of the programs of work: organizing seminars, symposia, lectures and publishing activities
- Funds received from the international organizations who support the activities of the Society
- Donations
- Subventions
- Other income in accordance to the law

#### Act 31

The Society manages the equity in accordance with the regulations on material and financial business of non-profit organizations.

All income and costs are determined by the financial plan which is prepared for one year time and is valid only for the year when it was presented.

After the year is finished the balance sheet is prepared for this year.

The President of the Society has the legal right to manage the equity of the Society.

#### VI Statute and general acts of the Society

#### Article 32

Statute is the basic act of the Society and all other general acts should be made in accordance with the regulations of the Statute.

The draft to change and annex the Statute should be prepared and edited by the Board of Directors and is then submitted for the discussion to the members of the Society.

The Board of Directors examines the comments and proposals which were given in the discussion, takes his attitude towards the above mentioned and determines the draft of the Statute.

#### Article 33

The interpretation of the rules of the Statute is given by the Assembly.

#### Article 34

The Society and its members act in the spirit of affirmation of the quality system management policy according to the principles of the quality management, policy of improvement of the market oriented economy of Republic of Croatia, sustainable development, general democracy and overall prosperity of the human community and maintaining, improving and protection of the ecosystem.

#### Article 35

For the contribution to the realization of the program of the Society, professional work in the field of quality, the members of the community can be awarded prizes and acknowledgement or proposed for the public acknowledgement.

The decision on this matter is brought up by the Assembly.

The Assembly can by special decree form the prizes and acknowledgements which will be awarded for the extraordinary contribution to the profession of quality management.

#### Article 36

The Society can stop working by the decision made by the Assembly and in the cases prescribed by the law.

In the case of termination of the Society the equity of the Society belongs to the Foundation of the Croatian Prize for Quality, Radoslava Cimermana 36a, 10000 Zagreb.

#### Article 37

This Statute becomes legally valid with the date of bringing it up, and can be implemented with the day when it is entered into the Register of the Ministry of the Public Administration.

Zagreb, 21<sup>st</sup> of December 2010



President of the Society  
PhD Miroslav Drljača