

STATUTE OF THE SILA - INTERNATIONAL WOMEN'S CLUB LJUBLJANA

In accordance with the provisions of the Societies Act (Official Gazette of the Republic of Slovenia No.64/11) the General Assembly of the SILA - International Women's Club Ljubljana adopted at its meeting, held on March 8th 2016 the following

STATUTE GOVERNING SILA - INTERNATIONAL WOMEN'S CLUB LJUBLJANA

Article 1

STATUS OF THE ASSOCIATION

SILA - International Women's Club Ljubljana is an international, voluntary, non-profit and non-governmental association of expatriate women and women with international experience, established in accordance with the provisions of the Societies Act.

The name of the Association shall be SILA - Mednarodno združenje žensk Ljubljana of which the English translation shall be: SILA – International Women's Club Ljubljana. The abbreviated name of the Association shall be SILA - IWCL.

The seat of the Association shall be Ljubljana.

The name and logo (and all derivations) of the Association are protected by the laws and regulations of the Republic of Slovenia.

The Association shall primarily operate on the territory of the Republic of Slovenia, however it may collaborate independently with or become a member of related international and foreign organisations, which have similar goals and objectives.

The operating language of the Association shall be English.

Article 2

AIMS AND TASKS OF THE ASSOCIATION

The primary aim of the Association is to facilitate the social interaction of its members and to promote cultural understanding through social exchange. The Association also aims to address social issues in its territory and to raise funds for various deserving charities.

The association shall achieve its purposes by:

1. organising cultural events and activities;
2. facilitating and promoting social exchange between members;
3. organising social activities and charitable events aimed at raising funds for charitable purposes;
4. organising activities to raise funds to cover operating expenses of the Association;
5. conducting activities which are beneficial to members.

Article 3

TRANSPARENCY OF WORK

The work of the Association shall be public. The members will be informed of the Association's work via its monthly newsletter, weekly electronic updates and announcement made via the official website of the Association. All members are allowed access to minutes of meetings upon request.

The general public shall be informed of the activities of the Association via the media and the official website of the Association.

Article 4

MEMBERSHIP

Members of the Association may be women over the age of 18, who are based in the Republic of Slovenia and fulfil one of the following conditions:

- Is of foreign nationality or holds a foreign citizenship;
- Member of a diplomatic or economic representative offices of a foreign country or international organisation;
- Possesses broad international experience.

In order to maintain the cultural diversity of the Association, nationals of one nationality may constitute up to 25 percent of the entire membership.

The Board of Management is authorised to review and decide upon all membership applications and payments of membership fees of all SILA members. Membership begins with the payment of the membership fee, subsequent to receipt of approval of application issued by the Board of Management.

Article 5

Membership in the Association may cease by:

- resignation; or
- exclusion.

A member shall resign from the Association by informing the Board of Management in writing.

A member may be excluded from membership by the Board of Management due to:

- violation of rules and regulations binding all Association members and failure to rectify such violation within 15 days upon notice thereof; or
- use of the Association's name or emblem for reasons other than those, which are in the exclusive interest of the Association, without prior written permission of the Board of Management;
- actions of the member, which give reason to conclude that the member's membership will adversely affect the reputation of the Association;
- no paying the membership fee for the current membership year.

Membership fees are determined annually by the Board of Management.

Article 6

The Association may extend honorary membership to a member of the Association who has made an outstanding contribution to the Association. Any member of the Association may submit a candidate for honorary membership to the Board of Management. The decision on the Association honourable member shall be adopted by the Association General Assembly. Honorary member are not required to pay membership fees, yet are obligated to act in accordance with all rules and regulations of the Association.

Article 7

RIGHTS AND DUTIES OF THE MEMBERS

The rights of the members shall be in particular:

- to participate in and utilise the activities of the Association;
- to participate in the Association's General Assembly and to submit proposals for adoption;
- to elect and to be elected in the bodies of the Association;
- Association members may occasionally invite guests to monthly meetings.
- to be informed of the activity of the Association and with resolutions and other decisions of its official bodies.

The duties of the members of the Association are as follows:

- to act in accordance with this Statute and fulfil the resolutions of the resolutions of the bodies of the Association;
- to actively participate in activities of the Association and act in accordance with its scope and duties, thus safeguard the reputation of the Association;
- to pay the annual membership fee.

Article 8 BODIES OF THE ASSOCIATION

The bodies of the Association shall be the:

- General Assembly,
- Board of Management,
- President of the Association,
- Supervisory Board.

Members of the bodies of the Association and other functionaries of the Association shall be elected and appointed for a term of one year.

Discharge from duties is possible during the mandate in the same manner as appointment. Members of the bodies may be elected for a further mandate.

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

The President is authorised to create or dissolve any Standing or Ad-Hoc Committees, for the fulfilment of individual tasks, provided that it obtained the approval of the Board of Management. The President has the right to appoint, change or dismiss the chairpersons of the standing and ad-hoc committees with the prior approval of the Board of Management. Chairpersons of the committees shall report directly to the President.

Article 9 GENERAL ASSEMBLY

The highest body of the Association shall be the General Assembly, which shall consist of all members of the Association. The General Assembly shall adopt decisions on fundamental questions of association and in particular it shall:

- adopt the Statute of the Association and amendments thereof;
- review and adopt resolutions on reports submitted by the bodies of the Association;
- adopt the Board of Management's financial plan, confirm financial statements and approve the final financial yearly report;
- elect and dismiss the president of the Association, members of the Board of Management and the Supervisory board;
- decide on the dissolution of the Association;
- adopt a decision on other matters proposed by the bodies and members of the Association;
- adopt a decision regarding appeals against decisions adopted by bodies of the Association;
- adopt a decision regarding participation in and collaboration of the Association with other related organisations;
- adopt amendments to articles of the Statute, which are subject paragraph 1, article 9 of the Societies Act.

Article 10

The Board of Management shall call a regular General Assembly once a year at least 14 days before the scheduled meeting. A regular General Assembly shall be convened for the purpose of accepting the annual financial report by the outgoing Board of Management and the election of the New Board of Management and the Supervisory Board members.

The Board of Management shall call an Extraordinary Assembly upon its own initiative, or at the request of the Supervisory Board, or 1/3 of valid membership. The Board of Management is obliged to call an Extraordinary Assembly within 14 days from the original request. If the Extraordinary Assembly is not called within the prescribed time, then it shall be called by the applicant who must also submit the agenda with relevant documentation. The Extraordinary Assembly shall decide on the matter for which it has been convened.

A General Assembly shall be quorate if at the time for which it was called, at least 30% of the Association's members are present, and after a 30 minute postponement at least 15% of Association's members are present.

A General Assembly shall pass decisions with a simple majority of members present. In the event of amendments to the Statute of the Association or its dissolution, a two-thirds majority shall be required.

By majority vote the General Assembly may determine that a decision shall be adopted by secret ballot. As a rule all members of the bodies of the Association are elected by way of secret ballot.

The General Assembly shall be opened and presided over by the President of the General Assembly. The minutes of the General Assembly shall be recorded and signed by the President of the General Assembly and upon request made available to the members for review.

Article 11 BOARD OF MANAGEMENT

The Board of Management shall be the highest executive body and shall consist of the President of the Association and at least six members who shall be elected by the Assembly, for a period of one year with the possibility of re-election for another year.

The elected officers of the Board of Management are:

- President of the Association;
- Vice President;
- Coordinator for the activities;
- Coordinator for communication;
- Coordinator for membership;
- Treasurer;
- Secretary;
- Additional members according to needs.

The Board of Management shall be convened by the President of the Association as often as necessary, but at least on a monthly basis. The obligation to convene does not apply for the months of July and August. In the absence of the President, the Board of Management shall be convened by the Vice-president. The Board of Management shall pass decisions on the basis of a simple majority of members present, under the condition that a quorum of more than half the body's members is identified.

Article 12

The Board of Management shall conduct the business of the Association, whereby it shall in particular perform the following tasks:

- prepare proposals for the Association's general acts;
- convene regular and extraordinary assemblies, and prepare the agenda and material for such assemblies;
- adopt the annual financial plan and financial statements and prepare the final financial annual report;

- draft Rules and regulations governing the work of the Association's bodies;
- report to the General Assembly on all activities of the Association;
- decide on the level of membership fee;
- regularly update members on news and activities of the Association;
- decides on any disciplinary proceedings against any member of the Association.

The Board of Management is authorised to create or dissolve any Standing or Ad-Hoc Committees, for the fulfilment of individual tasks. The Board of Management has the right to appoint, change or dismiss the chairpersons of the standing and ad-hoc committees. Chairpersons of the committees shall report directly to the Board of Management.

Article 13 PRESIDENT OF THE ASSOCIATION

The President shall appear on behalf and represent the Association.

The President shall preside at general meetings and meetings of the Board of Management, of which it is president, and shall be the ex-officio member of all committees. The President shall ensure that the work of the bodies of the Association is carried out in accordance with the Rules and other internal acts adopted by the Association.

In the event that the President is unable to carry out its duties, it shall be replaced by the Vice president.

Article 14 SUPERVISORY BOARD

The Supervisory Board shall consist of three members who shall be elected by the Assembly for a period of one year with the possibility of re-election. The members choose a President among themselves.

The members of the Board of Management cannot be members of the Supervisory Board, and vice versa, although members may attend the meetings of the bodies. The Supervisory Board is quorate when all three members are present. Valid decisions are adopted by majority vote.

The Supervisory Board reports once a year to the Assembly to whom they are responsible for their work.

The duties of the Supervisory Board shall be:

- to supervise the work of the bodies within SILA.
- at their own discretion to attend Board of Management meetings at any given time.
- to supervise all financial operations.
- to approve the annual financial report prepared by Treasurer and approved by the Board of Management.
- to prepare a proposal to dismiss a member of a body of the Association, if circumstances establish the necessity for such a proposal.

Article 15 RESOURCES OF THE ASSOCIATION

The sources and financial and material resources of the Association shall be:

- membership fees,
- gifts,
- income from activities of the Association,
- sponsorship contributions and,
- public funds.

The above sources are used to cover all operating expenses of the Association.

Article 16

All funds acquired by the Association within the scope of charitable fund-raising activities shall be accumulated on a separate bank account established for such purposes. Accumulated charitable funds shall be used exclusively for the charity.

Article 17

The Board of Management shall compose a financial plan, which shall be approved by the General Assembly. After the expiry of the calendar year, the Board of Management shall submit final accounts to the General Assembly.

Payments, which are not included in the financial plan shall be carried out upon approval of the Supervisory Board or President.

The financial and material business of association shall be public. Any member shall have the right to inspect the financial and material documentation.

Article 18

DISSOLUTION OF THE ASSOCIATION

The Association may be dissolved, on the basis of either of the following events:

- adoption of a resolution of the General Assembly passed by a majority of its members,
- on the basis of the law,
- if membership falls to below 10 members.

In the event of the Association being dissolved, its assets shall be transferred to a charitable organisation determined on by a resolution adopted by the General Assembly.

Article 19

TRANSITIONAL PROVISIONS

This Statute shall become applicable on the day they are adopted by the general assembly.

The bodies of the Association shall complete their terms under the present Statute of the Association.

Ljubljana, June 15th 2016