

Pursuant to Article 13 of the Associations Act (Official Gazette no. 74/14, 70/17, hereinafter: the Act), the Assembly of the BIOM Association, on 20<sup>th</sup> December 2018 in Zagreb, adopts

**the STATUTE  
of the BIOM Association**

**GENERAL PROVISIONS**

**Content**

Article 1

By this Statute the name of the association, seat, persons authorized to represent, emblem and seal of the association, goals and areas of activity, internal organization of the association, conditions and manner of membership and termination of membership, rights, obligations and responsibilities of members, acquisition and disposal of association property, resolution of conflict of interest and disputes within the association, publicity of work and other issues of importance for the BIOM Association (hereinafter: BIOM).

Article 2

The terms used in this Statute and the acts adopted on the basis thereof, which have a gender meaning, refer equally to the both female and male sex.

Article 3

The BIOM is a non-governmental, non-partisan, secular and non-profit organization. BIOM is a partner of BirdLife International in Croatia, a global network of national organizations for the protection of birds and nature.

The BIOM operates on the principles of nonviolence

**Name and Seat**

Article 4

The full name of the association is the BIOM Association.

The abbreviation BIOM is also used.

In addition to the name in Croatian language, the name in English language is also used, which reads the BIOM Association.

The seat of the BIOM is in Zagreb. The decision to change the address of the registered seat is made by the Board of Directors.

**Representation**

Article 5

BIOM is represented by the President of the Board of Directors of BIOM, the Vice-President of the Board of Directors of BIOM and the Executive Director of BIOM.

**The Emblem**

Article 6

The association has an emblem.

The emblem of the association are stylized printed letters **BIOM** with bilingual signature UDRUGA/ASSOCIATION.

Letter description: Capital letters are "B", "O" and "M" while lowercase letter is "i". The letters are divided in half by the height of the bird's silhouette.

### **The Seal**

#### Article 7

The seal is round in shape, 36 mm in diameter. Along the edge of the seal, the name of the Association is written in Croatian and English language, alternately twice in a row, with the inscription BIOM placed at the center.

#### Article 8

The BIOM may establish:

- branches that do not have the status of a legal entity.
- BIOM may, if necessary, establish companies.

## **OBJECTIVES OF THE ASSOCIATION, FIELD OF ACTIVITY IN ACCORDANCE WITH THE OBJECTIVES, TARGET GROUPS, ACTIVITIES OF THE ASSOCIATION TO ATTAIN THE OBJECTIVES AND ECONOMIC ACTIVITIES**

### **The goals of the Association**

#### Article 9

The goal of BIOM is the preservation of nature, species and habitats with special emphasis on the conservation of wild birds, as well as environmental protection and sustainable use of natural resources.

### **Action area in line with objectives**

#### Article 10

BIOM operates in the areas of:

- nature and environmental protection,
- education, science and research
- sustainable development
- democratic political culture,
- international cooperation and
- in other areas in accordance with the objectives.

### **Target groups**

#### Article 11

The target groups of BIOM are:

- children - general population,
- citizens - general population,
- young people - general population,
- academic community,
- educational institutions,

- students,
- pupils,
- volunteers,
- associations and civic initiatives,
- educational staff,
- state administration bodies,
- local and regional self-government,
- legal persons with public authorities,
- police officers,
- judicial staff,
- small and medium entrepreneurs and craftsmen,
- business organizations,
- farmers and fishermen,
- hunters,
- rural population,
- tourists,
- tourist workers.

### **Activities of the Association which serve to achieve the goals**

#### Article 12

The activities of the BIOM are:

- Encouraging the protection, conservation and sustainable use of all components of nature and the environment and the conservation of species and habitats and overall biodiversity, the preservation of natural heritage and especially valuable natural areas and other areas and climate change mitigation by proposing various measures and programs
- Preparation of professional papers and implementation of research, especially in natural, social, humanistic and technical sciences and interdisciplinary fields of science
- Scientific and professional research, inventarisation, collection of spatial data on taxa and habitats, biomonitoring and monitoring of the state of biodiversity
- Preparation of professional parts of studies as a part of Environmental Impact Studies, Main Assessments of Project Acceptability and Strategic Environmental Impact Studies
- Research for the purpose of preparing expert bases for the designation of protected areas and for the development of action plans for the endangered species
  
- Research for the purpose of developing management plans for protected areas and Natura 2000 ecological network areas
- Development of management plans for protected areas and ecological network areas
- Completion of biodiversity databases of the Republic of Croatia
- Promoting and organizing activities for sustainable branches of tourism such as bird watching, interpretation of natural heritage, etc.
- Management and/or care of protected areas, ecological network areas or other areas of interest for nature protection
- Management of a wildlife sanatorium
- Keeping animals in captivity for scientific or educational purposes in alignment with the applicable ordinances and laws

- Collection of samples of wild taxa and their parts and derivatives in accordance with the applicable laws and ordinances
  - Professional counseling
  - Environmental protection, including protection and sustainable use of forests and soil, water and sea protection and other environmental protection activities
  - upbringing and education of citizens, children and youth for the protection of nature and the environment, sustainable development and healthy lifestyles
  - Organization of domestic and international scientific and professional scientific conferences, schools, congresses and seminars in accordance with special regulations
  - Informing citizens on topics in the field of nature and environmental protection
  - Carrying out informational and educational activities by organizing public lectures, forums, round tables, public actions, exhibitions, conferences, courses, seminars, workshops, camps, campaigns, promoting and popularizing biology, biotechnical and other natural sciences
  - Production and publishing of educational-interpretive materials (brochures, books, posters, calendars, leaflets, manuals and educational boards)
  - Publishing of scientific and professional publications, printed and audiovisual materials, computer programs and educational and informative materials
  - Networking and cooperation with related organizations and institutions at the national and international level
  - Organizing scientific and professional training and education of the BIOM members
  - Encouraging and implementing lifelong-learning and education programs for children, youth and adults related to the goals of the BIOM
  - Organizing free activities, especially for children and youth
  - Science, professional work and research, which includes natural sciences and interdisciplinary fields of science and scientific research work
  - Education for democratic citizenship, encouraging participatory democracy / citizen participation in decision-making
  - Development and encouragement of volunteering and conducting volunteer programs and youth activism
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- Monitoring of public policies and public advocacy,
  - Participation in the drafting of proposals, i.e. by giving opinions on draft laws, regulations, ordinances, plans, programs, guidelines, recommendations, standards and other acts related to the field of activity of the BIOM
  - Development of civil society and local community with emphasis on nature and environmental protection
  - Development of rural and urban areas including education for sustainable development of these areas, planning of their development and protection of public goods in these areas
  - Sustainable economic development including social capital development, sustainable tourism, fisheries, hunting and other sustainable economic development activities
  - Photography and aerial photography, aerial photography and filming, and developing and duplicating images

## **Economic activities**

### Article 13

The BIOM also performs the following economic activities:

- Preparation of studies, plans and professional studies, analyzes, opinions and reports in the field of environmental and nature protection
- Development of management plans and action plans for species, habitats, protected areas, Natura 2000 ecological network areas and other areas of interest for nature protection
- Development and implementation of monitoring programs for species and habitats
- Collection of samples of wild taxa and their parts and derivatives in alignment with the applicable law and ordinances
- Collection of information on nature and the environment, development and maintenance of databases, data management
- Professional counseling in the field of nature and environmental protection
- Organization and implementation of trainings, workshops, courses and seminars in the field of nature protection and management of natural values
- Design, organization and implementation of public events (forums, round tables, expert consultations, etc.)
- Providing education services within the scope of the work of the BIOM
- Organization of domestic and international scientific and professional scientific conferences, schools, congresses and seminars in accordance with the applicable regulations
- Creation, publishing, sale and distribution of own publications (popular, professional and scientific) and audiovisual educational, informative and promotional materials, publications and computer programs related to nature protection and popularization in accordance with the applicable regulations
- Manufacture and sale of its own products at retail outside the stores
- Photography and aerial photography, aerial photography and filming, and developing and duplicating images

The BIOM does not perform economic activities for the purpose of profit-gaining for its members or third parties. When in the performance of economic activity, BIOM realizes a surplus of revenues over expenditures, it will exclusively use them to achieve the goals set forth by the Statute.

## **CONDITIONS AND MANNER OF MEMBERSHIP AND TERMINATION OF MEMBERSHIP, RIGHTS, OBLIGATIONS AND RESPONSIBILITIES OF MEMBERS**

### Article 14

The BIOM maintains a list of its members (hereinafter: The Book of Members).

The Book of Members is kept in electronic form and contains information about members:

- personal name or title
- personal identification number (PIN, *OIB in Croatian language*)
- date of birth or establishment,
- date of joining the BIOM,
- membership category,
- date of termination of membership in the Association.

The Book of Members is available for inspection to all members and competent bodies, at their request.

BIOM also keeps records of the volunteers.

#### Article 15

Any natural and legal person who accepts the provisions of this Statute is eligible to become a member of the BIOM.

For a person under the age of 14, a written statement of membership in the Association is given by his/hers legal representative or guardian.

For a minor over the age of 14, the legal representative or guardian gives a written consent for membership.

A legal entity may join on the basis of the invitation of the Board of Directors of BIOM. A legal entity becomes a member of BIOM through its authorized representative.

#### Article 16

A natural and legal person becomes a member of the BIOM by entering in the Book of Members.

#### Article 17

BIOM membership for individuals can be:

- a) active,
- b) full,
- c) honorary.

Legal entities can only be full members of the BIOM.

### **Active membership**

#### Article 18

Any adult with legal capacity who meets the following conditions is eligible to become an active member of BIOM:

- a) that by volunteering at BIOM or in any other way has he/she significantly contributed to its work,
- b) that in his/hers professional and public work he/she does not act contrary to the goals and values of BIOM,
- c) that he/she is not an official of any political party,
- d) that he/she is not an official at local, national or European level of the institutions.

The Board of Directors makes a decision on admission to active membership.

The Board of Directors shall issue an invitation for membership to a person who meets the conditions referred to in paragraph 1 of this Article.

A person wishing to become an active member may send as well an argued application for membership to the BIOM Board of Directors.

The Board of Directors must explain in writing the reasons for rejecting the application for active membership within 45 days.

A person wishing to become an active member may appeal the decision within 15 days of receiving the decision in such a way that his application for membership is considered by the Assembly.

### **Full membership**

#### Article 19

Any natural and legal person who accepts the provisions of this Statute may become a full member of BIOM.

The Executive Director makes the decision on admission to the regular membership.

The Executive Director must explain in writing the reasons for rejecting the application for full membership within 45 days.

A person wishing to become a full member may appeal the decision of rejection to the Board of Directors.

The deadline for appeal is 15 days from the day of informing about the refusal.

### **Honorary membership**

#### Article 20

An honorary member of BIOM can be a natural person who is extremely deserving for the work and development of BIOM and/or achieving the goals of BIOM.

The Board of Directors proposes a person as an honorary member of the Assembly, and the Assembly decides on the election of a person as an honorary member of BIOM.

The provisions of this Statute on the rights, obligations and responsibilities of BIOM members do not apply to the honorary member.

### **Rights and obligations of members**

#### Article 21

The rights of all members are:

- to be regularly informed about the work of the BIOM,
- to participate in the sessions of the Assembly,
- to Participate in BIOM activities for members and volunteers.

Obligations and responsibilities of all members are:

- compliance with the provisions of the Statute and other acts of the BIOM,
- compliance with the decisions of the BIOM bodies,
- protect the interests, reputation, honor and property of the BIOM by its actions,
- payment of annual membership fee.

#### Article 22

Active members, in addition to the rights and obligations pertaining to all members of BIOM, have the following rights, obligations and responsibilities:

- to decide upon all issues related to the operation of BIOM through the Assembly,
- to elect and be elected to BIOM bodies,
- to participate in the work of BIOM bodies of which they are members.

### **Termination of membership**

#### Article 23

Membership in BIOM terminates:

- by submitting a written statement of the member on withdrawal from membership
- by deletion from membership,
- by exclusion from membership.

A person who has not paid the annual membership fee for the last two years at the time of the regular Assembly is to be deleted from the membership.

A person who damages the reputation or action-goals by his/her actions by violating the Statute and other acts of the BIOM shall be excluded from the membership.

Any member of BIOM may submit a proposal to initiate the exclusion procedure in writing. The Ethics Committee makes a decision to expel a member.

A member has the right to appeal the decision of the Ethics Committee on expulsion from membership to the Assembly within 15 days from the day of delivery of the decision on expulsion.

An appeal against the decision of the Ethics Committee on expulsion must be reviewed at the very next Assembly.

The decision of the Assembly on expulsion is final.

### **Amount of membership fee**

Article 24

The decision on the membership fee is made by the Board of Directors.

The Assembly confirms the amount of the membership fee.

Employed persons pay the full amount, and the unemployed, pensioners, minors and students pay half (50%) of the full membership fee. Families pay 150% of the full membership fee and platinum members pay 300% of the full membership fee.

## **MANAGEMENT OF THE ASSOCIATION AND BODIES OF THE ASSOCIATION**

Article 25

The BIOM is managed by active members directly at the Assembly and via the elected representatives in the bodies of the Association.

Article 26

The BIOM's bodies are:

- the Assembly,
- the Board of Directors,
- the Executive Director,
- the Ethics Committee.

### **The Assembly**

Article 27

The Assembly is the highest governing body of the BIOM.

The Assembly consists of all active members of the BIOM.

The Assembly can be regular or emergency.

The regular Assembly is held once a year.

An Emergency Assembly is held as a rule when required by the urgent needs and interests of the BIOM.

An election session is held every four years.

Regular and extraordinary sessions of the Assembly, in addition to physical presence, can be held electronically (online conference, application for cooperation and decision-making or an e-mail).

### **Convening the Assembly**

Article 28



The Board of Directors convenes the Assembly on its own initiative or at the proposal of at least one third of the active members of the BIOM.

The Assembly is convened no later than 15 days before the meeting by invitation to all the members. The invitation is sent electronically to the e-mail address of the member, and in the alternative, if the person does not have an e-mail address, the invitation is sent by mail to the residential address.

The invitation contains information on the place and time of the session. The venue is not specified if the Assembly is held electronically, but the technical data necessary to conduct the session are specified.

The proposed agenda and working materials on the topics on the agenda are sent no later than 8 days before the session.

If the Board of Directors does not convene the Assembly within 30 days from the date of receipt of the proposal referred to in paragraph 1 of this Article of the Statute, the proposer has the right to independently prepare and convene the Assembly.

In case of expiration of the mandate of the BIOM bodies, the Assembly is convened by the last person authorized to represent, registered in the Register of Associations, or at least one third of active members of the Association, who are registered in the Book of Members before the expiration of mandate of the BIOM bodies.

### **Chairing of the Assembly**

#### Article 29

Sessions of the Assembly are chaired by the President of the Board of Directors of the BIOM, who, in the case of his absence, is replaced by the Vice President of the Board of Directors of the BIOM.

In case of their absence, at the opening of the session of the Assembly, the present members shall determine by public vote the person who shall chair the session of the Assembly.

Minutes shall be kept on the work of the Assembly session.

The Assembly shall elect a recorder and two record verifiers among the members present. The minutes is kept in the BIOM's archive.

### **Quorum**

#### Article 30

The Assembly may make valid decisions if at least one third of the members of the Assembly are present at the session of the Assembly.

The Assembly makes decisions by a simple majority of the members present, unless otherwise provided by the Statute.

In the event that the Assembly is held electronically, the Assembly shall decide by a simple majority of all members who have voted. The deadlines for members to declare themselves electronically cannot be shorter than two days.

Voting is public, and the Assembly may decide to hold a secret ballot on certain issues.

### **Competence of the Assembly**

#### Article 31

The Assembly by a simple majority (50% +1) of the total number of active members present at the Assembly:

- adopts the BIOM's Statute and its amendments,
- adopts the BIOM's Code of Ethics and its amendments,

- elects and dismisses members of the Board of Directors and members of the Ethics Committee,
- considers and adopts the work program and financial plan for the next year,
- considers and adopts amendments to the financial plan for the current year,
- considers and adopts the program and financial report for the previous year,
- decides on the amount of membership fee,
- decides on the election of an honorary member of the BIOM,
- decides on the awarding of appropriate certificates of appreciation and recognition to natural and legal persons who have particularly contributed to the achievement of the goals of the BIOM,
- decides on status changes of the BIOM,
- decides on joining alliances, communities, networks and other forms of connecting the BIOM,
- decides on appeals in the second instance,
- also decides on other issues determined by the Act and the Statute and on the issues for which the Statute does not determine the competence of other bodies of the Association.

The Assembly by a two-thirds majority (2/3) of the total number of active members present at the Assembly:

- decides upon the termination of the BIOM,
- decides on the distribution of assets after the termination of the BIOM.

## **The Board of Directors**

### **Composition**

#### Article 32

Between the two sessions of the Assembly, the Board of Directors is the highest management body of the BIOM.

The Board of Directors may have from five up to nine members, and among them is BIOM's Executive Director, who is a member of the Board by position.

In addition to the BIOM's Executive Director, members of the Board of Directors are elected and dismissed by the Assembly for a term of four years, at the proposal of any active member of the BIOM.

The Board of Directors' members who are elected and dismissed by the Assembly must be active members of the BIOM and may not be BIOM's employees.

#### Article 33

The members of the Board of Directors elect the Presidents and Vice-Presidents of the Board of Directors amongst themselves.

Only a person who has been member of the Board of Directors for at least two consecutive years may be elected President and Vice President of the Board of Directors.

BIOM's Executive Director can not be elected President or Vice President of the BIOM's Board of Directors.

The same person may be elected President and Vice-Chairman of the Board of Directors no more than twice in a row.

For their work, the members of the Board of Directors do not receive financial compensation other than the travel costs incurred.

### **Convening and decision making**

#### Article 34

The Board of Directors convenes in sessions as needed, and at least in two sessions a year. Sessions of the Board of Directors shall be convened by an invitation made by an e-mail or other appropriate means. Sessions of the Board of Directors are convened and chaired by the President of the BIOM's Board of Directors. In case of absence, the President is replaced by the Vice-President of the Board of Directors of the BIOM. In the absence of both, a session of the Board of Directors may be convened by any member of the Board of Directors.

The Board of Directors may make valid decisions if the meetings are attended by more than half of the total number of the members.

The Board of Directors make decisions by a majority vote of the members present.

The Board of Directors decide upon the election of the President and the Vice-President of the Board of Directors by a majority vote of all members.

The Executive Director has no voting rights

## **Competence**

### Article 35

The Board of Directors:

- manages the BIOM in accordance with the Act, the Statute, the acts of the Association and the decisions of the Assembly,
- decides on the strategic development of the BIOM in accordance with the Act and the Statute of the Association,
- supervises and monitors the work of all executive bodies of the BIOM,
- elects, supervises, evaluates its work once a year and dismisses the executive director of his/hers duties,
- supervises the financial and material operations of the BIOM,
- decides on conclusion of contracts when mutual relations with other legal entities in the country and the world in the field of program implementation are regulated on a more permanent and long-term basis,
- decides upon the selection and recall of the liquidator of the BIOM,
- decides on the establishment of branches, other organizational forms and companies founded by the BIOM,
- decides on changing the address of the seat of the BIOM,
- decides on the amount of membership fee,
- proposes to the Assembly the adoption of a new Statute and amendments to the Statute,
- proposes to the Assembly the annual financial and program plan and report,
- proposes to the Assembly amendments to the financial plan for the current year,
- proposes to the Assembly decisions on the awarding of appropriate letters of thanks and recognitions to natural and legal persons who have particularly contributed to the achievement of the goals of the BIOM,
- adopts general acts of the Association that are not within the competence of the Assembly.

## **Termination of the mandate and recall of a member of the Board of Directors**

### Article 36

Members of the Board of Directors may terminate their term of office:

- a) at his/her own request,
- b) in case of permanent inability to perform duties,

c) upon the expiration of the term for which he/she was elected.

The recall of a member of the Board of Directors may be due to:

- a) serious violations of the provisions of the Statute,
- b) abuse of position and damage to the reputation of the BIOM,
- c) negligent and irresponsible performance of his/her duties.

The member of the Board of Directors is recalled by the Assembly at the proposal of any member of the Board of Directors or one third of the active members of the BIOM.

### **Executive Director of the BIOM**

#### Article 37

The Executive Director is the BIOM's employee, who manages the operational management of the BIOM with the authority given by the Board of Directors .

The Executive Director shall, at least twice a year, compile a short report on his/her work and the work of the Association for the Board of Directors.

The recall of the Executive Director may occur due to:

- a) serious violations of the provisions of the Statute,
- b) abuse of position and damage to the reputation of the BIOM,
- c) for negligent and irresponsible performance of his/her duties.

Within 30 days from the date of recall of the Executive Director, the Board of Directors is obliged to commence the selection procedure of the new Executive Director.

#### Article 38

The Executive Director:

- is operationally leading the BIOM and the BIOM's employees,
- is responsible for the legality of the operation and operations of the BIOM,
- reports to the Board of Directors on the work of the BIOM,
- implements the program of the BIOM,
- proposes the strategic development of the BIOM for the Board of Directors,
- prepares the proposals for general acts adopted by the Board of Directors,
- proposes the conclusion of contracts when the mutual relations with other legal entities in the country and abroad in the field of program implementation are regulated more permanently and in the long run,
- decides on the employment and dismissal of the employees and the engagement of the external associates,
- performs other tasks as well for which he is authorized by the Board of Directors.

### **The Ethics Committee**

#### Article 39

The Ethics Committee monitors compliance with the Code of Ethics and decides on the merits of the violation report of the Code of Ethics,

The Ethics Committee consists of three active members of the BIOM elected by the Assembly for a term of four years.

### **Convening and decision making**

#### Article 40

Proceedings for non-compliance with the Code of Ethics are initiated on the basis of a written application.

The Ethics Committee makes decisions by a majority vote of the total number of members. One has the right to appeal the decision of the Ethics Committee to the Assembly within 15 days from the day of delivery of the decision.

## **THE PUBLICITY OF THE WORK OF THE BIOM**

### Article 41

The work of the BIOM is public.

Publicity of work is realized:

- by publishing information on the official website and other communication channels of the BIOM,
- by internal notification of the members,
- by its own publishing activity,
- by informing via media,
- at the BIOM Assembly.

The BIOM publishes its annual financial and program report on its official website.

## **THE MANNER OF ACQUISITION AND DISPOSAL OF THE ASSOCIATION PROPERTY**

### Article 42

The BIOM raises funds by implementing projects financed from the budget of the European Union, state budget and regional and local government budget, foreign and domestic funds, foundations and other private and legal entities, collecting membership fees, donations, sponsorships and gifts, as well as by performing economic activities prescribed by the Statute and uses them to achieve its goals.

BIOM keeps business books and compiles financial reports in accordance with the regulations governing the manner of financial operations and accounting of non-profit organizations.

### Article 43

When the BIOM implements programs and projects of interest to the common good financed from public sources, it regularly informs the donors of the funds about its work, scope, method of acquisition and use of funds, and also informs the general public via the website or in another appropriate manner.

Funds collected in accordance with paragraph 1 of this Article may be used by the BIOM solely for the implementation of approved programs or projects.

## **TERMINATION OF THE ASSOCIATION AND PROPERTY PROCEDURE**

### Article 44

The BIOM ceases to operate on the basis of a decision of the Assembly or on the basis of the law.

The Assembly makes a decision on the termination of the BIOM if it concludes that there is no need or condition for further work.

In case of termination of the BIOM, its assets are handed over to the association, institution or foundation, which have the same or similar goals and activities, after the fulfillment of legal obligations, and the decision on that shall be made by the Assembly.

#### Article 45

Upon termination of the BIOM's operation, the liquidation procedure is carried out by the liquidator in accordance with the Act.

The liquidator of the Association is appointed and recalled by the Board of Directors.

The liquidator represents the Association in the liquidation procedure and by opening the liquidation procedure is entered in the register of Associations as a person authorized to represent the Association until the end of the liquidation procedure and deletion of the association from the Register of Associations.

### **INTEREST CONFLICT-RESOLUTION AND DISPUTES-RESOLUTION MODALITY WITHIN THE BIOM**

#### Article 46

Body members and BIOM employees are obliged to take into account possible conflicts of interest. In case of a possible conflict of interest, they are obliged to report the same and exempt themselves from decision-making.

#### Article 47

All mutual disputes arising from the BIOM membership and/or activities within the activities of the BIOM, members and employees undertake to resolve amicably with the arbitration of the Ethics Committee.

### **TRANSITIONAL AND FINAL PROVISIONS**

#### Article 48

This Statute enters into force on the day of its adoption at the Assembly of the Association.

In Zagreb, December 21st, 2021

Chairman of the Board of Directors  
Vedran Lucić

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*End of Translation*