

*[administrative stamp affixed, reading:
Civil Association HERA
Health Education and Research Association
No. 0101-01/18
21.05.2018
Skopje]*

Pursuant to the Law on Associations and Foundations (The Official Gazette of the Republic of Macedonia Nos. 52/2010 of 16.04.2010, 135/2011 of 03.10.2011 and 55/2016 of 22.03.2016), the Assembly of the Association HERA – Health Education and Research Association – Skopje, at its session held on 19.05.2018 adopted the consolidated text of the

STATUTE

of the Association HERA – Health Education and Research Association – Skopje.

Chapter 1 GENERAL PROVISIONS

Article 1

The Association shall be a legal entity.

The name of the Association shall be ХЕРА – Асоцијација за здравствена едукација и истражување [HERA – Asocijacija za zdravstvena edukacija i istraživanje] (hereinafter: the Association).

The name in English shall be HERA – Health Education and Research Association.

Article 2

The registered office of the Association shall be at:

ulica “Franklin Ruzvelt” broj 51A, vlez 1, stan 26

[No. 51A Franklin Roosevelt St., entrance 1, apartment 26]

1000 Skopje

Macedonia.

The Association shall operate within the entire territory of the Republic of Macedonia.

Article 3

The Association shall have its official stamp, administrative stamp and a symbol.

The official stamp shall be of circular shape and shall contain the name of the Association: Civil Association HERA – Health Education and Research Association – Skopje.

The administrative stamp of the Association shall be of rectangular shape and shall have the following text inscribed:

Civil Association HERA – Health Education and Research Association – Skopje.

No. _____

Article 4

The Association shall be independent, non-partisan and non-profit.

The Association has not been formed for profit-making purposes.

The Association may implement activities that yield profits, which shall be used for the accomplishment of the Association's objectives, and cannot be distributed among its founders, members, members in the bodies, directors, employed staff or any other person related to them.

The Association's revenue and assets shall be used solely for the accomplishment of the objectives stipulated in this Statute.

Article 5

Citizens of the Republic of Macedonia and foreign nationals may become Association's members, employed staff and service providers or users, regardless of their race, colour of skin, national or ethnic origin, gender, sexual orientation, gender identity, language, nationality, social origin, education, religion and religious beliefs, political affiliation, other convictions, disability, age, family or marital status, property status, health status or any other grounds.

In all aspects of its operation, the Association shall promote the principles of equality, non-discrimination and inclusion.

Article 6

The Association shall provide its services and information with due respect of the principles of voluntarism, confidentiality and informed and pressure-free decision making.

Article 7 Objectives

HERA shall strive for all people to enjoy their sexuality freely and to live in social wellbeing by mobilising civil action and encouraging social change for the achieving of sexual rights and the ensuring of better sexual and reproductive health education and services, especially for the marginalised communities, through:

- improvement of laws, policies and practices pertaining to HIV, sexual and reproductive health, access to safe and legal abortion and gender equality,
- building and maintaining partnerships with civil society organisations on local, national and international level,
- strengthening the capacities and cooperation with institutions on local and national level,
- empowerment of women from marginalised communities, and Roma women in particular, for the achievement of their sexual, reproductive and social rights,
- ensuring comprehensive sexuality education for youth,
- raising the public awareness about sexual and reproductive health and rights,
- provision of services for sexual and reproductive health and gender-based violence, in particular for young people and marginalised communities,
- development of service providers' professional skills and knowledge for sexual and reproductive health and gender aspects,

- strengthening the volunteering activities in the organisation,
- building and ensuring of continuous and current expertise, professionalism and accountability, and
- ensuring financial sustainability and stability.

Article 8 Activities

The Association shall accomplish its objectives in line with the following activities:

- development of democracy, civil society and human rights,
- promotion of gender equality and economic empowerment of women,
- protection of marginalised groups and their social inclusion,
- science, education, and training in the education process,
- prevention and protection against sexually transmitted infections,
- health, health promotion and medical care,
- protection of patients,
- protection of children and youth,
- assistance and protection of persons with disabilities,
- humanitarian and social assistance, poverty reduction,
- art, culture and protection of cultural heritage,
- promotion of charity and volunteering,
- social protection activities excluding accommodation for the elderly and bedridden persons, and
- publishing.

Article 9 Representation before law

The Association's legal representatives shall be its President and its Executive Director.

The method of appointment or election and dismissal of the Association's representatives shall be regulated with this Statute.

Chapter 2 MEMBERSHIP

Article 10

Any individual who shall approach the Association voluntarily by submitting a written declaration – a Membership Application Form and a Conflict of Interest Statement – to the Governing Board may become a member of the Association. The Governing Board shall introduce and recommend the member wishing to join the Association to the Assembly. The Assembly shall decide on admission of the member with a majority vote of the attending members.

The Association shall also allow for collective membership, whereby other associations, foundations, federations and the organisational forms of foreign organisations in the Republic of Macedonia shall be represented by one member.

A minor person aged 14 or more may become a member of the Association by submitting their legal

representative's signed declaration of consent for joining the Association, in accordance with the law.

The Association shall guarantee confidentiality of its members' personal data in accordance with the personal data protection regulations.

Article 11

The Membership Register shall be updated at least once a year, and this shall be the responsibility of the Secretary of the Association.

Article 12

Membership in the Association shall be terminated:

- by way of a written declaration,
- due to death,
- through dismissal,
- with the termination of the legal entity,
- in case the member has failed to attend or appoint a proxy for three consecutive sessions of the Assembly or has failed to pay the membership fee for three consecutive years.

A member wishing to resign their membership from the Association by way of a written declaration shall have to turn in all assets they may have used for implementation of activities. Any declaration submitted to the Secretary of the Association, by post or electronically, shall be considered a written declaration.

A member of the Association shall be dismissed in the cases when they:

- fail to abide by the provisions of this Statute, act contrary to Association's values, mission, vision and policies, or damage the reputation of the Association,
- create conflict situations with other members of the Association, thus hindering the work of the Association, and
- act contrary to the conflict of interest clause.

The Governing Board shall decide on proposing the dismissal of a member by a majority vote of the attending members and shall propose the dismissal of the member to the Assembly.

The dismissed member shall have the right to be readmitted three years upon dismissal and when the reasons for dismissal have ceased to exist.

The member who has been proposed for dismissal shall have the right to address the Assembly before the vote is carried at the session.

The Assembly shall decide on the dismissal of the member by a majority vote of the attending members.

Article 13

There shall be three categories of members: full members, supporting members and collective members.

- A full member shall have the right to a single vote at the sessions of the Assembly, and shall have the right to be elected in Association's bodies and to take part in the work of the Association.
- A supporting member shall have the right to attend the sessions of the Assembly, but shall have no voting rights. Association's supporters and guests shall become supporting members.
- A collective member shall be appointed upon conclusion of an agreement between the Association and another association, foundation, federation or organisational forms of foreign organisations in the Republic of Macedonia. The collective member shall have the right to a single vote.

Article 14

A member who is objectively and legitimately prevented from attending a session of the Assembly shall be obliged to notify the Secretary of the Association about the reasons of absence at least seven days before the session is held. This member may appoint another member to vote as their proxy. In order to appoint a proxy, this member shall have to submit an authenticated document no later than 5 days before the session of the Assembly is held.

A proxy may be appointed only from members who carry voting rights at the time when the session is held.

A proxy may carry only one additional vote.

Article 15 Membership fee

The Governing Board shall propose the amount of the membership fee to the Assembly. Full members and collective members shall be obliged to pay their membership fee regularly. Supporting members and members employed with the Association shall pay their membership fee on voluntary basis.

Article 16

Following members shall have no voting rights and shall have no right to be elected in Association's bodies:

- employed staff of the Association,
- members of the Association who, at the moment when the vote is carried, hold ongoing professional service provision contracts with the Association,
- members who have failed to pay their membership fee between the two sessions of the Assembly, and
- members who have conflict of interest regarding a particular decision under consideration at the session of the Assembly shall not be allowed to vote for that particular decision.

Article 17 Conflict of interest

The Conflict of Interest Statement shall be enclosed with the completed Membership Application Form. If upon signing of this statement such changes occur that may be considered to constitute a conflict of interest, the member shall be obliged to submit the Conflict of Interest Statement to the Secretary of the Association at the moment they learn about this change, and no later than 7 days before the session of the Assembly is held.

The Executive Director, the employed staff and the members of the Governing Board shall submit Conflict of Interest Statement once every year.

Members and employed staff shall not acquire direct or indirect financial or material gains through the use of their position or through sales, distribution and promotion of materials and services.

Members and employed staff shall not accept gifts, material goods or otherwise acquire benefits from the Association's service providers, suppliers or other subcontractors.

Members and the employed staff shall not be a part of the decision-making concerning the employment, selection of consultants, conclusion of purchase agreements or service agreements where the other contracting party is the spouse, lineal blood relative or up to the fourth-degree collateral blood relative, adopter or adoptee or persons who are otherwise in close personal relations with the member or the employed staff.

The Association shall not employ persons who are lineal blood relatives, up to the second-degree collateral blood relatives, adopters or adoptees of the employed staff.

Apart from compensation of costs arising from the implementation of Association's activities, members shall not be otherwise reimbursed nor shall be granted loans from the Association's budget.

Under exceptional circumstances, members of the Association may become occasionally professionally hired by the Association, in which case they shall be entitled to an adequate reimbursement pursuant to the concluded contracts.

Members of the Association who, at the moment when the vote is carried, hold ongoing professional service provision contracts with the Association shall not have any voting rights nor shall have the right to be elected in Association's bodies.

Chapter 3 ASSEMBLY

Article 18

The Assembly shall constitute the highest body of the Association and shall comprise all members.

The Assembly shall be convened at least once every year.

Article 19

The Assembly shall be chaired by the President of the Association.

In case the President is unable to attend due to objective and legitimate reasons and has duly announced their absence, or if the President fails to show up within the first 30 minutes of the session, the Assembly shall be chaired by another member of the Governing Board.

Article 20

The Assembly shall have the powers to:

- adopt the Statute, strategy, annual operational plans and other acts,
- adopt policies, protocols, strategies, action plans and other documents related to the work of the Association,
- adopt annual financial, programme and audit reports,
- decide on the internal organisation and organisational forms of Association's bodies,
- select and dismiss members in the bodies,
- select external auditors,
- decide on the status-related changes of the Association, and
- decide on the termination of the Association.

The Assembly shall decide on the adoption, amendments and additions to the Statute of the Association by a two-thirds majority vote of the attending members.

Article 21

The President of the Association shall convene the Assembly once every year.

An extraordinary session of the Assembly may be convened upon written request by one third of members holding voting rights at the moment when such request is submitted, or with a decision of the Governing Board. The members' request or the Governing Board's decision shall include the reasons for holding an extraordinary session of the Assembly. The extraordinary session of the Assembly, when convened upon

request from members of the Association, shall be convened no later than 30 days from the day of submission of the convening request.

Article 22

The Executive Director shall submit a list of members who hold ongoing professional service provision contracts with the Association to the Secretary of the Association. The Secretary of the Association shall submit an updated list of members and a list of voting members to the Governing Board no later than 30 days before the session of the Assembly is held.

The Secretary of the Association, assisted by the Executive Office, shall send out the invitations to all members of the Association no later than 14 days before the session of the Assembly is held. The invitation to the Assembly shall include the place, date and time of the session of the Assembly as well as the agenda for the day.

The Secretary of the Association, assisted by the Executive Office, shall keep the list of attending members and shall technically ensure the implementation of the voting rights.

The Secretary of the Association shall be responsible to determine the quorum for holding the session of the Assembly.

- The Assembly shall hold its session if the majority of members of the Association are attending.
- The Assembly shall take decisions by a majority vote of the attending voting members, unless otherwise stipulated in this Statute.

The minutes taken from the Assembly shall be signed by the President and the Secretary and shall be circulated among all members.

Chapter 4 GOVERNING BOARD

Article 23

The Governing Board shall be the highest executive body of the Association.

The Governing Board shall be elected at a session of the Assembly by a majority vote of the attending members.

The Governing Board shall have five members, including one President and one Secretary.

The President of the Governing Board shall be elected by the Assembly by a majority vote of the attending members. The Secretary shall be elected by the Governing Board, from amongst its members, by a majority vote of its members.

Article 24

At least one half of the members of the Governing Board shall be women.

At least one member of the Governing Board shall be under 24 years of age.

The Executive Director shall be an ex-officio member of the Governing Board without voting rights. The Association shall encourage the nomination and active participation in the Governing Board of people living with HIV, LGBTI people, Roma women, and people with disabilities.

In case a representative of these groups is nominated, the Assembly shall give them preference in the election process.

Article 25

Members of the Governing Board shall hold a three-year mandate, upon which they shall continue working until the Assembly elect new members to the Governing Board.

Members of the Governing Board may receive up to two consecutive mandates. Once a member completes two consecutive mandates, they may be nominated again after a break of three years.

It shall not be allowed for a member to avoid or shorten their mandate by serving one year less, so as to be able to become nominated again.

One person may serve on the Governing Board for no longer than 12 years, upon which they shall have no right to be nominated again as members of the Governing Board.

It shall not be allowed for a single person to perform two functions within the Governing Board or on another board set up by the Assembly.

Article 26 Powers of the Governing Board

The Governing Board shall have the following powers:

- to prepare and propose to the Assembly the adoption of Association's strategy, annual work programme and annual budget,
- to prepare and propose to the Assembly the adoption of rulebooks, policies, protocols and other documents related to the work of the Association,
- to prepare and propose the adoption of annual reports on programme operations, annual reports on financial operations, annual statement of accounts and annual external audit reports,
- to prepare and propose the amendments to the Statute of the Association,
- to decide on the amount of membership fee,
- if so needed and if so required by the Executive Director, to get involved in the selection of employed staff,
- to propose the setting up of working bodies and to participate in their operation,
- to monitor the implementation of the Association's Statute, strategy, policies, rulebooks, programme, and other organisational documents,
- to take care for the Association's operation and property,
- to monitor the expenditure of the annual budget through consideration of quarterly financial reports,
- to monitor the work of the Executive Director through consideration of quarterly reports on their work; Executive Director's work reports shall be delivered orally, and if so required by the Governing Board, the Executive Director shall draw up written reports,
- to participate in the raising and allocation of new funds,
- to report to the Assembly on the implementation of decisions adopted by the Assembly,
- to propose the admission of new members to the Association,
- to propose the dismissal of members pursuant to Article 12 of this Statute,
- to represent the Association in public, before donors, partner organisations and associates,
- to inform the members of the Association about the Association's ongoing activities between two Assemblies, and
- to perform other activities pursuant to this Statute and to other organisational documents.

The Governing Board, in executing its powers, shall cooperate with the Executive Director and the Association's employed staff.

Article 27

Any voting member shall have the right to nominate themselves for a member in the Governing Board.

The person shall submit their nomination for a member in the Governing Board in a written form to the Governing Board no later than 21 days before the session of the Assembly is held.

Article 28 Termination of membership in the Governing Board

The membership in the Governing Board shall terminate:

- by way of a written declaration,
- due to death, and
- through dismissal.

A member wishing to resign their membership from the Governing Board shall have to turn in all assets they may have used for implementation of activities.

Any declaration sent to Secretary of the Association by post or electronically shall be considered a written declaration.

A member of the Governing Board shall be dismissed in the cases when they:

- fail to abide by the provisions of this Statute, act contrary to Association's values, mission, vision and policies, or damage the reputation of the Association,
- create conflict situations with other members of the Association or of the Governing Board, thus hindering the work of the Association,
- become employed with the Association,
- fail to attend two consecutive meetings without justifying their absence, and
- act contrary to the conflict of interest clause.

The Governing Board shall decide on proposing the dismissal of a member by a majority vote of the Governing Board members and shall propose the dismissal of the member to the Assembly. The member whose dismissal is under consideration shall not participate at the session of the Governing Board where a decision is taken regarding their dismissal. The Governing Board shall be obliged to inform the member that a draft decision for their dismissal has been taken. The member shall have the right to comment the draft decision before the Governing Board and before the Assembly.

The dismissed member shall have the right to be readmitted five years upon dismissal and when the reasons for dismissal have ceased to exist.

The Assembly shall decide on the dismissal of the member by a majority vote of the attending members.

In case of termination of membership, the Governing Board shall elect a temporary member. The temporary member shall be elected by a majority vote of the Governing Board members. The temporary member shall have to meet the membership criteria for the Governing Board. Their mandate shall extend until the next session of the Assembly.

Article 29

The Governing Board shall meet at least four times every year.

The meetings shall be chaired by the President or a person nominated by them. If the President of the Association is absent without prior notice, the members shall select a chairperson from amongst

themselves.

The Governing Board may operate if at least three members are attending. The Governing Board shall decide by a majority vote of the attending members, unless otherwise stipulated in this Statute.

In case of a tied vote, the President shall have the right to an additional, decisive vote.

The President shall convene the Governing Board meetings no later than 14 days before the meeting is held.

Each meeting of the Governing Board shall be minuted and the minutes shall be adopted by the Governing Board.

Article 30 President of the Association

The President of the Governing Board shall be the President of the Association.

The President shall have the capacity of a legal representative of the Association.

In case of termination of the President's mandate before the expiry of the regular period for which they have been elected, the Governing Board shall elect by a majority vote a President from amongst its members for a mandate extending until the next session of the Assembly.

The President shall have the following powers:

- to chair the Governing Board meetings and the Assembly sessions,
- to ensure the regular schedule of the Governing Board meetings and the attendance of its members, and to monitor the work of the Governing Board and of other working groups,
- together with the Executive Director and with the Secretary, to develop the agendas for the work meetings of the Governing Board,
- to carry out an annual evaluation of the Executive Director,
- to participate in the raising and allocation of new funds, and
- to represent and promote the Association in public, before donors, partner organisations and associates.

Article 31 Secretary of the Association

The Secretary shall have the following responsibilities:

- to update the Membership Register of the Association,
- to organise the convening of the Assembly in cooperation with the Executive Director and the employed staff,
- to monitor the expenditure of Association's budget and raising of new funds, in cooperation with the Executive Director and the employed staff,
- to send out the invitations and other notifications concerning the convening of Governing Board meetings and Assembly sessions,
- to preparation the agenda for the meetings together with the Executive Director and the President,
- to keep records of attendance at the Assembly sessions and Governing Board meetings,
- to draw up the minutes from the Governing Board meetings and Assembly sessions and to circulate the minutes to the members and to the President for their adoption, and
- to monitor the application of procedures during Governing Board meetings and Assembly sessions.

Article 32 Working bodies

The Assembly or the Governing Board may set up dedicated working bodies in accordance with the needs arising from the regular operation of the Association. Members of the working bodies shall be elected by a majority vote of the attending members of the Governing Board or of the Assembly.

Chapter 5 EMPLOYED STAFF

Article 33

The employed staff shall be selected in a recruitment procedure and both labour relations regulations and internal acts of the Association shall apply to them.

The conflict of interest provisions laid down in Article 16 of this Statute shall apply to the employed staff.

The employed staff shall be obliged to act in accordance with the internal acts of the Association, to perform their work assignments timely and diligently, and to take care for the reputation and the property of the Association.

Article 34 Executive Director

The Executive Director shall have the capacity of a legal representative of the Association.

The Executive Director shall be selected in a recruitment procedure and both labour relations regulations and internal acts of the Association shall apply to them. The Governing Board of the Association shall have the capacity of the Selection Commission for the Executive Director's post.

The Executive Director shall report on their work to the Governing Board and to the Assembly.

The Executive Director shall have the following powers:

- to represent the Association in public, before partners and before donors,
- to manage the Association's activities in accordance with the strategy, annual programme, budget and other decisions of the Assembly,
- to ensure the proper implementation of all acts of the Association,
- to monitor and control the administrative and financial operation of the Association,
- to ensure the timely enforcement of decisions adopted by the Assembly and the Governing Board,
- to monitor and control the administrative and financial operation of the Association and submit a quarterly report to the Governing Board,
- to represent the Association in public, before partner and donors,
- to ensure the sustainability of the Association,
- to decide on the selection of employed staff and on the termination of labour relations, to monitor and coordinate their work,
- regularly and at least once every three months to report to the Governing Board on the current situation regarding the implementation of the operational plans and budgets, and
- to ensure the accountable and transparent operation of the Association.

Article 35 Administrative & Financial Director

The Administrative & Financial Director shall be selected in a recruitment procedure and both labour relations regulations and internal acts of the Association shall apply to them. The Administrative & Financial

Director shall report on their work to the Executive Director.

The Administrative & Financial Director shall have the following powers:

- they are responsible for the proper and timely expenditure of the budget and for planning of the annual operational budgets,
- they are responsible for the preparation and proper implementation of the internal acts of the Association relating to the administrative and financial operation and labour relations,
- they are responsible for the proper and timely arrangement of payments within the Association and towards third parties,
- they are responsible for the preparation of financial reports for competent authorities and for donors, and for the timely preparation of independent financial audits,
- they are responsible for the administrative and financial operation of the Association and for submission of quarterly reports to the Executive Director, and
- they are responsible to ensure the financial sustainability of the Association.

Article 36 Programme Director

The Programme Director shall be selected in a recruitment procedure and both labour relations regulations and internal acts of the Association shall apply to them. The Programme Director shall report on their work to the Executive Director.

The Programme Director shall have the following powers:

- to represent the Association in public, before partners and before donors,
- they are responsible for the preparation and additions to the annual operational plan,
- they are responsible for the monitoring and evaluation of the entire employed staff's activities and projects that derive from the annual operational plan,
- they are responsible for the organisation of the recruitment of new employed staff in accordance with the labour relations regulations and the internal acts of the Association,
- to ensure the sustainability of the Association by preparing and designing activities,
- to participate in the preparation of strategic documents and internal acts of the Association,
- they are responsible for the implementation of communication activities of the Association, and
- in the absence of the Executive Director, the Programme Director shall coordinate the work of the employed staff.

Chapter 6 FUNDING AND FINANCIAL OPERATION

Article 37 Funding options

In order to accomplish its objectives, the Association shall raise its funds through the following options:

- membership fee,
- Initial capital,
- voluntary contributions,
- donations,
- gifts (in money, in kind, in titles),

- will of testaments and legacies,
- profit-generating activities,
- rents, and
- revenue from investments, dividends, interests and loans and other revenue pursuant to the law.

Article 38 Sources of funding

In order to achieve its objectives, the Association shall raise its funds through the following sources:

- national, international and bilateral, private or public donors,
- funds from the budget of the Republic of Macedonia, budgets of municipalities and the budget of the City of Skopje, and
- domestic and international physical and legal entities.

The income generated by the Association through its activities shall be used solely for the purposes of the Association.

Article 39 Transparency and accountability

The Association shall operate transparently, and to this end it shall constantly improve its internal acts and procedures and ensure their proper implementation.

The annual and financial report shall be published on the website of the Association, no later than 30th of May for the previous year. The Association shall regularly inform the public through its website and through the media about its ongoing activities and the results achieved from its work.

The Association shall arrange for an external and independent financial audit, which shall be presented to the Assembly and shall allow for an opportunity of the external auditor to address the Assembly.

TRANSITIONAL AND FINAL PROVISIONS

Article 40 Termination of the Association

The Association shall cease to exist if:

- a termination decision is reached, which shall be adopted by the Assembly by a two-thirds majority vote of all members,
- more than two years go by since the last convened session of the Assembly,
- the annual statement of accounts has not been submitted in accordance with the law for two consecutive years,
- such changes occur in the status of the Association that require its termination in accordance with the law,
- the court makes such a decision,
- the Association goes into bankruptcy, and
- the Association goes into liquidation.

In cases of termination pursuant to a members' decision, the Association shall first have to settle all outstanding dues and return all funds received from donors, if related activities have not been implemented.

In case of termination pursuant to a members' decision, the Association shall give away its property, other

titles and the income remaining after the settling of liabilities to another association with the same or similar objective or to charity.

Article 41

All amendments and additions to this Statute shall be carried out in the same procedure as with its adoption.

Article 42

This Statute shall enter into force on the day of its adoption.

PRESIDENT
of the Governing Board
of the Civil Association HERA
Health Education and Research Association

Skopje, 19.05.2018

Iva Mihajlovska
[handwritten signature affixed, illegible]
[official stamp affixed, reading:
Civil Association HERA
Health Education and Research Association
Skopje]