

Pursuant to Article 11 of the Associations Act (Official Gazette No. 88/2001), the Assembly of the association – *the Croatian Society for Pharmacoeconomics and Outcome Research – ISPOR Croatia*, at its session held on **25 February 2008** adopted by unanimous vote under item 6 of the Agenda the following

ARTICLES OF ASSOCIATION

Of the Croatian Society for Pharmacoeconomics and Outcome Research – ISPOR Croatia

I BASIC PROVISIONS

Article 1

Articles of Association as the Society's basic by-lay includes the provisions on:

- Name and seat of the Society
- Terms of reference
- Goals of the Society
- Activities for the realization of goals
- Exercising openness to the public
- Membership and membership fee
- Rights, obligations and disciplinary accountability of members
- Internal organization
- Society bodies, their composition, authorities, method of decision-making, conditions and method of election and impeachment and duration of term
- Assets and management of assets
- Method of asset acquisition
- Cooperation with other organizations
- Termination and management of assets in case of Society termination
- Transitional and final provisions.

Article 2

Croatian Society for Pharmacoeconomics and Outcome Research – ISPOR Croatia (hereinafter: the Society) pools experts and scientists engaged in specialist and scientific work in the field of health economics, pharmacoeconomics, outcome research of health and other interventions and other related scientific fields.

Article 3

When representing its own interests, the Society acts independently with respect to government, economic and political factors.

II. NAME, SEAT AND TERMS OF REFERENCE

Article 4

The Society acts and operates under the name: HRVATSKO DRUŠTVO ZA FARMAKOEKONOMIKU I ISTRAŽIVANJE ISHODA – ISPOR-HRVATSKA. The name of the Society in English is the CROATIAN SOCIETY FOR PHARMACOECONOMICS AND OUTCOME RESEARCH – ISPOR CROATIA

Article 5

The abbreviated name of the Society is ISPOR - HRVATSKA.
The abbreviated name of the Society in English is ISPOR - CROATIA.

Article 6

The seal of the Society is round-shaped, with 3 cm diameter. The following text is written along the seal edge: Hrvatsko društvo za farmakoekonomiku i istraživanje ishoda, and in the middle it reads: ISPOR Hrvatska, Zagreb.

Article 7

The seat of the Society is in Zagreb. The decision about the address of the Society shall be made by the Society Executive Committee.

III. GOALS, ACTIVITY AND METHOD OF OPERATION

Article 8

The Society goals are:

- a) To stimulate specialist and scientific work in the field of pharmacoeconomics and outcome research
- b) To educate interested individuals in the field of pharmacoeconomics and outcome research
- c) To collect and classify materials, suggest and give recommendations for pharmacoeconomic terms in Croatian, as well as to propose pharmacoeconomic guidelines in the Republic of Croatia
- d) To develop and advance the teaching of pharmacoeconomics and outcome research at all educational levels
- e) To stimulate initiatives for the research of particular interest for the profession development
- f) To link and approximate positions of scientists, health workers, decision-makers in the field of pharmacoeconomics with the positions of academic community, health organizations and funds as well as pharmaceutical industry.

Article 9

The Society activities are:

- a) Organization of theme lectures and workshops
- b) Organization of general and specialized scientific and specialist meetings, symposiums and congresses
- c) Publication of scientific and specialist periodic and occasional publications
- d) Development and advancement of teaching of pharmacoeconomics and outcome research at all educational levels
- e) Preparation of guidelines from the scope of Society
- f) Cooperation with the International Society of Pharmacoeconomics and Outcome Research as local branch
- g) Cooperation with other related associations

Article 10

The Society promotes its goals, tasks and activities through public lectures, letters, personal contacts, various types of publications and media and other forms of promotion.

IV LEGAL STATUS, LIABILITY FOR OBLIGATIONS AND SOCIETY REPRESENTATION

Article 11

The Society has the status of a legal person.
The Society shall be liable for its obligations with all its assets.
The Society members are not liable for the Society obligations.

Article 12

The Croatian Society for Pharmacoeconomics and Outcome Research – ISPOR Croatia is registered with the Register of Associations of the competent government administration body.

Article 13

The Society is represented by the President. In case the President is prevented, the Society shall be represented by the Vice-President. The Executive Committee may determine other persons with particular authorizations to represent the Society.

V. EXERCISING OPENESS TO THE PUBLIC

Article 14

The Society operates publicly and the work in the Society is voluntary. The Society is a non-profit organization. The Society shall inform about its work in a bulletin and by means of a specialist magazine as determined by the Executive Committee.

Article 15

Each member is entitled to an oral or written response regarding any question from the scope of the Society.

VI. MEMBERSHIP, RIGHTS AND OBLIGATIONS AND DISCIPLINARY ACCOUNTABILITY OF SOCIETY MEMBERS

Article 16

The Executive Committee signs up new members of the Society following a recommendation of two Society members and the application of the new member. The candidates become the Society members when accepted at the Executive Committee session, and once a year the new members are confirmed by the Society Assembly.

Article 17

The Society membership shall be terminated, i.e. the right to membership shall be forfeited:

- a) If a member declares to the Presidency in writing his/her wish to terminate his/her membership in the Society
- b) If a member fails to pay stipulated membership fee for two preceding years by 1 May of the following year
- c) If a member fails to meet his/her membership obligations or proves himself/herself unworthy of being the Society member. The Court of Honor shall decide about the culpability of the member. The member has the right appeal at the first next regular Assembly meeting, after which the decision shall become final.

Article 18

Disciplinary proceedings shall be initiated either by the President, Executive Committee or Supervisory Board of the Society.

Article 19

The Society declares as deserving members the persons who have excelled themselves through their work in the field of pharmacoeconomics and outcome research, persons who have contributed to the advancement of both pharmacoeconomics and outcome research in the Republic of Croatia and persons who have acquired particular merits for the advancement of the Society during not less than two years of their activity in the Society.

Deserving members are elected at regular or extraordinary Assembly meetings, following the motion of the Executive Committee or the motion of not less than one third of members. Election of deserving members shall be at the Assembly agenda.

Article 20

Members have the following rights:

- a) To attend all the meetings and Assembly meetings of the Society, participate in discussions, make motions and vote
- b) To elect and be elected to the Executive Committee, other Society bodies, commissions and delegations
- c) To participate in Society lectures and to give lectures, and to participate in other Society activities
- d) To use all the privileges and rights granted to the Society for its members
- e) To receive Society publications at price for members
- f) To move amendments to the Articles of Association and other Society by-laws.

Article 21

Society members have the following obligations:

- a) To comply with the Articles of Association of the Society
- b) To carry out the Society decisions
- c) To actively participate in work regarding the realization of the Society tasks, and to ensure the development of pharmacoeconomics and outcome research in the Republic of Croatia in particular
- d) To maintain and defend the reputation and well-being of the Society and profession in general
- e) To safeguard the Society assets and consciously fulfil his/hers obligations towards the Society.

Article 22

All Society members shall pay annual membership fee in the amount determined by the Assembly.

VII. INTERNAL ORGANIZATION

Article 23

The Society is an integral body and it may have working groups/sections/commissions. The decision on establishing a working group/section/commission is made upon the motion of not less than three members of the Society by the Society Assembly with the majority of votes of the present Society members.

VIII. SOCIETY BODIES

Article 24

The managing bodies of the Society are the Assembly and the Executive Committee. The highest Society body is the Assembly; other Society bodies are elected by the Assembly.

Article 25

Regular annual Assembly takes place once a year. It is summoned by the Executive Committee by a special invitation sent to all the members not later than 14 days before the date of convening. In the invitation the Executive Committee is required to announce the agenda and enclose all the necessary materials. The members may move amendments to the agenda in writing until not later than 5 days before the date of convening the Assembly. Amendments to the agenda may be implemented at the very Assembly meeting if the motioned amendments are seconded by the majority of members present.

Article 26

In addition to the regular Assembly meeting, extraordinary Assembly meetings may be convened, when appropriate. The extraordinary Assembly is summoned by the Executive Committee on its own initiative, acting upon the request of the Society Supervisory Board or upon the written proposal of not less than one third of the Society members. The Executive Committee is required to specify in the invitation the agenda for the extraordinary Assembly meeting. The agenda may include only the topic for which the Assembly has been convoked.

Article 27

The Assembly is made up of all the Society members. The Assembly makes the decision by the majority of votes of all the members present. The voting is public unless secret vote is requested by a member present.

Article 28

The Assembly is chaired by the President of the Executive Committee or, in case of his/her absence, by the Vice-President or another member as designated by the Executive Committee or the Assembly.

Article 29

At the regular Assembly meeting the following is carried out:

- a) appointment of a recording secretary for keeping the Assembly Minutes
- b) appointment of two members for Minutes' authentication
- c) discussion and adoption of a decision regarding the submitted Executive Committee Report on activities and status of the Society in the preceding year, and regarding the Supervisory Board Report
- d) adoption of the annual financial report of the Society. Upon the motion of the Supervisory Board, the Assembly also approves the expenses that have not been provided for in the annual plan but which are absolutely consistent with the Society interests
- e) if the Assembly finds out that, after having heard the Supervisory Board Report, the financial operations of the Society have been carried out in order, and that the Society has worked in compliance with the Articles of Association, the Assembly shall relieve the Executive Committee from its duty
- f) adoption of the Society's annual plan of activities and financial plan, and determination of the membership fee and the price of Society publications for the following year
- g) election of the President and members of the Executive Committee, Supervisory Board and Court of Honor if their term has terminated, positions are vacated or if the Assembly has passed a vote of no confidence for the entire Executive Committee, Supervisory Board or Court of Honor, or their individual members, by the majority of votes of the members present
- h) selection and appointment, where applicable, of members of commissions, committees and delegations with special tasks
- i) adoption of Articles of Association, as well as amendments thereto
- j) settlement of appeals against the decisions of the Executive Committee and other Society bodies
- k) deliberation and rendering of decisions on motions made by the Executive Committee, committees, commissions and Society members. The Assembly shall decide only on motions and appeals presented to the Executive Committee not later than five days before the date for convening the Assembly
- l) rendering of decisions on other issues falling under the Articles of Association under the exclusive authority of the Assembly .

Article 30

Election of representatives in Society bodies is made at regular or extraordinary Assembly meetings. The election is made according to the proposed lists. It is also possible to propose the lists in advance, in writing. Unless no request for secret vote is made by any of the members present, the voting according to the proposed lists shall be public. The list with the majority of votes shall be considered elected. Upon the election, the Assembly chairman shall announce the names of the newly elected representatives in Society bodies and immediately transfer them their duties.

Article 31

The reports on the activities and status of the Society presented to the Assembly, as well as the conclusions made by the Assembly, shall be published in the Society

bulletin and/or posted on the Society web-site so as to become available to the Society's members and general public. Printing and/or posting of such materials on the Society's web-site shall be the responsibility of the Executive Committee.

Article 32

The Executive Committee is a collective executive body of the Society with the following tasks:

- a) satisfy all the Society needs according to the plan and programme of work adopted at the Assembly meeting
- b) manage the Society operations and assets according to the Articles of Association
- c) manage the Society income
- d) enter into agreements on behalf of the Society
- e) keep the list of all the Society members
- f) convene the Assembly and motion the agenda
- g) prepare motions and reports on Society's activities and status for the Assembly
- h) prepare draft annual financial report of the Society and submit to the Assembly for adoption
- i) prepare draft amendments to the Articles of Association of the Society
- j) coordinate cooperation with corresponding organizations at home and abroad
- k) when necessary, establish specific task commissions.

Article 33

The Executive Committee of the Society is made up of President, Vice-President, Secretary/Treasurer and four members. The President of the Society is also the Chairman of the Executive Committee.

The members of the Executive Committee are elected at the regular or extraordinary Assembly meeting for the term of two years with the right to re-election.

Term of office of the President, Vice-President and Secretary/Treasurer shall be two years. Members may be twice re-elected to the same function of the President, Vice-President and Secretary/Treasurer with a two-year term, but not consecutively.

President:

- Conducts and chairs all the ISPOR Croatia meetings
- Represents ISPOR Croatia
- President's Office is open to any ISPOR Croatia member
- Reports about the activities of the Society and Executive Committee at Assembly meetings

Vice-President:

- Succeeds the President after his term has expired
- Conducts and chairs all the ISPOR Croatia meetings in the absence of the President
- Assists the President in Society management
- Vice-President's Office is open to any ISPOR Croatia member

Secretary/Treasurer:

- Records Minutes of the Society meetings. The Minutes' original is kept with the Society documentation, while the official copy is sent by electronic mail to the address of the person in charge at ISPOR
- Maintains official Society correspondence
- Responsible for Society financial transactions
- Maintains and keeps Society documentation
- Assists the President in preparing the annual financial report
- Office of the Secretary/Treasurer is open to any ISPOR Croatia member

Article 34

Should any of the members withdraw from the Executive Committee before the expiration of the term, the place shall be vacant until the regular or extraordinary Assembly meeting takes place. The same applies to the member who is absent for more than six months. Should more than one half of member positions become vacant, the Executive Committee is required to convoke the extraordinary Assembly meeting where new Executive Committee shall be elected.

Article 35

The Executive Committee shall convene when necessary. The work of the Executive Committee is managed by the Society President, or when he is prevented or absent, by the Vice-President or other member as designated by the Executive Committee. The Executive Committee shall make decisions with the majority of votes of all the members. The conclusions shall be valid if not less than one half of the Executive Committee members are present at the session. The President and the members of the Executive Committee shall report about their work to the Society Assembly.

Article 36

All written documents and correspondence of the Society shall be signed by the President or Vice-President or by a deputy as designated by the President, and Secretary/Treasurer. President, Vice-President, Secretary/Treasurer, or authorized member of the Supervisory Board, shall be entitled to sign financial documents.

Article 37

The Court of Honor consists of three members; it settles moral and ethical issues, the issues of breach of membership duties, and disputes among the Society members. The decisions made by the Court of Honor are unanimous. The Executive Committee initiates the proceeding based on a written request by a number of members or an injured person. The Court of Honor reports to the Executive Committee on the development and course of the proceeding that is being conducted, and upon the completion of the proceeding, it also reports to the regular Assembly of the Society. The members may appeal against the decisions of the Court of Honor to the Assembly of the Society. The decision of the Assembly shall be final.

Article 38

The Society notifies its members about scientific and specialist gatherings, lectures and other activities. The Executive Committee shall appoint the Information Editor. The distribution of information through print media shall be regulated by a special document. All publishing activity shall be performed in compliance with the Publishing Industry Act.

Article 39

The functions of the Executive Committee members, as well as the functions in other committees, are voluntary. There is no fee for the work performed in the Society.

Article 40

The Supervisory Board is a consultative and supervisory body of the Society. The Supervisory Board is engaged in the development of the pharmacoeconomics as science, evaluation of the role of pharmacoeconomics in science and society in general, and it supervises the financial and material operations of the Society.

Article 41

The Supervisory Board of the Society consists of three members. The members are elected by the Assembly to a two-year term with the right to re-election. The Chairman of the Supervisory Board is elected among the Board members. The Supervisory Board presents the report about its activities to the Assembly not less than once a year. At the motion of the Supervisory Board, the Executive Committee is relieved from its duties upon the expiration of term. The Supervisory Board renders decisions with the majority of votes.

IX. SOCIETY ASSETS, METHOD OF ASSET ACQUISITION AND MANAGEMENT

Article 42

The Society assets consist of:

- a) immovables and movables
- b) cash assets
- c) ownership rights.

Article 43

The Society generates the resources for its activities by means of:

- a) membership fees

- b) aid granted by state institutions of the Republic of Croatia
- c) revenue from organization of congresses, symposiums, workshops, summer schools and similar
- d) from other Societies
- e) from other sources

Article 44

Material assets represent financial and other assets with which the Society disposes of. The documentation about the operation is maintained in according to the regulations which apply to Associations.

Article 45

The financial year of the Society begins on 1 January of every year. The Executive Committee is required to prepare a plan for each coming year and submit it to the Assembly for adoption. The financial plan of the Society shall determine the sums that it is allowed to spend on administration, printing of publications, travel expenses, guests and similar.

The Executive Committee shall approve the expenses foreseen in the plan. For expenses that have not been foreseen in the plan it is necessary to obtain the approval of the Society Supervisory Board.

Article 46

The financial report is made by the Executive Committee at the end of the year. The final report shall become valid only when reviewed and adopted by the Society Supervisory Board. The annual financial report shall be adopted at the first following regular Assembly meeting. The Executive Committee shall also keep the records of the Society movables inventory. The value of movable and immovable assets is recorded in the annual financial report of the Society.

Article 47

The entire assets of the Society shall remain an indivisible entity for as long as the Society exists. Should the Society become abolished or cease to operate for whatever reason, the cash assets as well as all movable and immovable property of the Society shall be handed over to a related academic community for safekeeping and managing. If within one year a new Society is founded with the same purpose, such assets shall be handed over to the new Society. In case no new Society is founded within one year, the related academic community shall be able to dispose of freely with such assets.

X. COOPERATION WITH OTHER ORGANIZATIONS

Article 48

The Society is a member of the International Society of Pharmacoeconomics and Outcome Research (ISPOR) and in Croatia it acts as its branch. The requirement for ISPOR Croatia to access the ISPOR is that three members of ISPOR Croatia are at the same time the members of ISPOR.

XI. SOCIETY TERMINATION

Article 49

The Society is founded, it works and operates for an indefinite period.

Article 50

The Society shall terminate:

- following the decision on dissolution of the Society rendered by a two-thirds majority vote by secret ballot. The decision shall be confirmed by the Assembly which is convoked expressly for that purpose, pursuant to and following the procedure prescribed by the Associations Act

XII. TRANSITIONAL AND FINAL PROVISIONS

Article 51

These Articles of Association (brought in line with the Associations Act) becomes effective upon being adopted by the Society Assembly.

Article 52

The amendments to the Articles of Association shall be adopted by the Assembly of the Society in the same manner as for the adoption of the Articles of Association. The amendments may be motioned by the members or Executive Committee of the Society; the motions shall be determined in a public debate in a period of not less than 15 days.

Done in Zagreb, 25 February 2008

President of ISPOR Croatia:
Pero Draganić, MD, Ph.D.