

Opozorilo: Neuradno prečiščeno besedilo predpisa predstavlja zgolj informativni delovni pripomoček, glede katerega organ ne jamči odškodninsko ali kako drugače.

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Neuradno prečiščeno besedilo Zakona o ustanovah obsega:

- Zakon o ustanovah (Uradni list RS, št. 60/95 z dne 20. 10. 1995),
- Zakon o spremembah in dopolnitvah Zakona o ustanovah – ZU-A (Uradni list RS, št. 53/05 z dne 31. 5. 2005),
- Zakon o ustanovah – uradno prečiščeno besedilo – ZU-UPB1 (Uradni list RS, št. 70/05 z dne 26. 7. 2005),
- Popravek Uradnega prečiščenega besedila Zakona o ustanovah – ZU-UPB1 (Uradni list RS, št. 91/05 z dne 14. 10. 2005).

The unofficial consolidated version of the Foundations Act comprises:

- Foundations Act (Official Gazette of the Republic of Slovenia [*Uradni list RS*], No. 60/95 of 20 October 1995),
- Act Amending the Foundations Act – ZU-A (Official Gazette of the Republic of Slovenia [*Uradni list RS*], No. 53/05 of 31 May 2005),
- Foundations Act – Official consolidated version – ZU-UPB1 (Official Gazette of the Republic of Slovenia [*Uradni list RS*], No. 70/05 of 26 July 2005),
- Corrigendum to the Official consolidated version of Foundations Act – ZU-UPB1 (Official Gazette of the Republic of Slovenia [*Uradni list RS*], No. 91/05 of 14 October 2005).

ZAKON O USTANOVAH

(neuradno prečiščeno besedilo št. 2)

I. SPLOŠNE DOLOČBE

1. člen (pojem)

Ustanova je na določen namen vezano premoženje.

FOUNDATIONS ACT

(Unofficial consolidated version No. 2)

I. GENERAL PROVISIONS

Article 1 (Term)

A foundation is an asset tied up for a certain purpose.

Ustanova po tem zakonu je pravna oseba zasebnega prava.

Pursuant to this Act, a foundation is a legal entity of private law.

2. člen (namen)

Namen ustanove mora biti splošnokoristen ali dobrodelen in praviloma trajen.

Namen ustanove je splošnokoristen, če je ustanova ustanovljena za namene na področjih znanosti, kulture, športa, vzgoje in izobraževanja, zdravstva, otroškega, invalidskega in socialnega varstva, varstva okolja, varstva naravnih vrednot in kulturne dediščine, za verske namene in podobno.

Namen ustanove je dobrodelen, če je ustanova ustanovljena z namenom pomagati osebam, ki so pomoči potrebne.

Pogoja iz drugega in tretjega odstavka tega člena sta izpolnjena, če je krog oseb, ki pridejo v poštev kot koristniki, omejen, vendar ni poimensko določen ali omejen le na člane družine.

Ustanova lahko opravlja dejavnost, ki je nujna za uresničitev namena, za katerega je ustanovljena, ali je namenjena njeni promociji, če z zakonom ni določeno drugače.

3. člen (organ, pristojen za ustanove)

Ministrstvo, v katerega delovno področje sodi namen, za katerega je ustanova ustanovljena (v nadaljnjem besedilu: organ, pristojen za ustanove), ima v postopku ustanavljanja, delovanja in prenehanja ustanov pristojnosti, določene s tem zakonom.

V primeru, ko je ustanova ustanovljena za več namenov, je pristojno ministrstvo, v katerega pristojnost spada pretežni namen ustanove.

Article 2 (Purpose)

The purpose of a foundation shall be generally beneficial or charitable and, as a rule, permanent.

The purpose of a foundation is generally beneficial if the foundation has been established for purposes in the fields of science, culture, sport, education and training, health care, child and disabled care, social welfare, environmental protection, conservation of natural treasures and cultural heritage, for religious purposes and similar.

The purpose of a foundation is charitable if it has been established for the purpose of helping persons who are in need of such help.

The conditions set out in paragraphs two and three of this Article shall be met if the circle of persons who are to be considered as beneficiaries is limited, but not specified by names or limited to family members only.

A foundation may engage in an activity necessary for attainment of the purpose it was founded for, or intended for promotion of the same, unless otherwise specified by law.

Article 3 (Body responsible for foundations)

In the process of establishing, operating and winding up foundations, the ministry whose operating range covers the purpose for which the foundation was established (hereinafter: the body responsible for foundations) shall have the responsibilities provided by this Act.

In the event that a foundation was established for several purposes, the ministry within whose competence lies the predominant purpose of the institution shall be responsible.

V primeru, ko ni mogoče določiti pristojnega ministrstva, je pristojno ministrstvo, pristojno za notranje zadeve.

II. USTANOVITEV

4. člen (ustanovitelji)

Ustanovo lahko ustanovi domača ali tuja fizična ali pravna oseba (v nadaljnjem besedilu: ustanovitelj).

5. člen (predpostavke za ustanovitev)

Ustanovitelj lahko ustanovi ustanovo s pravnim poslom med živimi ali za primer smrti (v nadaljnjem besedilu: akt o ustanovitvi).

Ustanova postane pravna oseba, ko organ, pristojen za ustanove, izda soglasje k aktu o ustanovitvi.

6. člen (akt o ustanovitvi)

Akt o ustanovitvi vsebuje:

1. ime in sedež oziroma prebivališče ustanovitelja,
2. ime in sedež ustanove,
3. navedbo ustanovitvenega premoženja in njegove vrednosti,
4. namen ustanove,
5. način in postopek imenovanja članov uprave,
6. poimenske člane prve uprave.

Akt o ustanovitvi lahko vsebuje tudi druge določbe, pomembne za delovanje ustanove.

Če je ustanova ustanovljena s pravnim poslom za primer smrti

In the event that it is not possible to appoint a responsible ministry, the ministry responsible for interior shall be responsible.

II. ESTABLISHMENT

Article 4 (Founders)

A foundation may be established by a domestic or foreign natural person or legal entity (hereinafter: the founder).

Article 5 (Prerequisites of establishment)

The founder may establish a foundation through a legal act *inter vivos* or in the event of death (hereinafter: deed of establishment).

A foundation shall acquire the status of a legal entity when the body responsible for foundations gives its consent to the deed of establishment.

Article 6 (Deed of establishment)

The deed of establishment shall comprise:

1. the name and the registered office or residence of the founder,
2. the name or the registered office of the foundation,
3. the statement of the founding capital and its value,
4. the purpose of the foundation,
5. the manner and procedure of appointing members of the board of trustees,
6. the members of the first board of trustees by name.

The deed of establishment may contain other provisions important for the operation of the foundation.

If the foundation was established through a legal act in the

in v njem niso določeni ime, sedež ter poimenski člani prve uprave ustanove, jih določi organ, pristojen za ustanove.

Če akt o ustanovitvi ne vsebuje določb o načinu in postopku imenovanja članov uprave, se to določi s pravili ustanove.

7. člen (pravni posel med živimi)

Akt o ustanovitvi kot pravni posel med živimi se sestavi v obliki notarskega zapisa.

Notar mora notarski zapis takoj oziroma najkasneje v 15 dneh od njegove sestave predložiti organu, pristojnemu za ustanove.

Notarskemu zapisu morajo biti priložena dokazila o dejanskem obstoju premoženja, namenjenega za ustanovitev ustanove, in soglasja članov prve uprave k svojemu imenovanju.

Z dnem sestave notarskega zapisa ustanovitelj akta o ustanovitvi ne more več preklicati in ne razpolagati z ustanovitvenim premoženjem in plodovi.

8. člen (pravni posel za primer smrti)

Akt o ustanovitvi kot pravni posel za primer smrti mora izpolnjevati pogoje obličnosti za eno izmed oporok po zakonu o dedovanju.

Sodišče, pred katerim teče zapuščinski postopek, mora akt o ustanovitvi iz prejšnjega odstavka takoj vročiti organu, pristojnemu za ustanove.

9. člen (ustanovitveno premoženje)

event of death and no name, registered office or members of the first board of trustees are specified in this act, they shall be determined by the body responsible for foundations.

If the deed of establishment contains no provisions on the manner and procedure of appointing the members of the board of trustees, they shall be laid down by the rules of the foundation.

Article 7 (Legal act *inter vivos*)

The deed of establishment as a legal act *inter vivos* shall be made up in the form of a notarial record.

The notary shall immediately or within 15 days at the latest submit the notarial record to the body responsible for foundations.

Evidence of the actual existence of the capital intended to establish the foundation and the consent of the members of the first board of trustees to their appointment shall be enclosed with the notarial record.

As of the day of making up of the notarial record, the founder may no longer revoke the deed of establishment or dispose of the founding capital or benefits.

Article 8 (Legal act in the event of death)

The deed of establishment as a legal act in the event of death must fulfil the conditions of the legal form for one of the testaments according to inheritance law.

The court with which the probate proceedings have been instituted shall submit without delay the deed of establishment as per the preceding paragraph to the body responsible for foundations.

Article 9 (Founding capital)

Ustanovitveno premoženje so lahko denar, premičnine, nepremičnine in druga premoženjska upravičenja.

Če je ustanovitveno premoženje denar, mora biti nakazan na ustrezen račun pri banki.

Če so ustanovitveno premoženje nedenarna sredstva, je treba predložiti uradno cenitev sodnega cenilca.

Ustanovitelj mora ustanovitveno premoženje izročiti tako, da lahko organ, pristojen za ustanove, skrbnik oziroma ustanova z njim prosto razpolaga v skladu z zakonom in z drugimi predpisi.

Velikost ustanovitvenega premoženja mora biti primerna za izvajanje namena ustanove.

Za ustanovitveno premoženje se v okviru splošne evidence vodi ločena evidenca.

Ustanovitveno premoženje se lahko poveča v skladu z aktom o ustanovitvi in s pravili ustanove.

10. člen (zaščita premoženja)

Če je po vročitvi akta o ustanovitvi treba kaj storiti za zaščito ustanovitvenega premoženja, organ, pristojen za ustanove, imenuje skrbnika.

11. člen (dopustnost ustanovitve ustanove)

Organ, pristojen za ustanove, izda soglasje, če:

1. akt o ustanovitvi izpolnjuje pogoje, določene s tem in z drugimi zakoni,
2. je namen ustanove splošnokoristen ali dobrodelen,
3. je zagotovljeno ustanovitveno premoženje,

The founding capital may consist of cash, movable property, immovable property and other property entitlements.

In the event that the founding capital consists of cash, it shall be remitted to an appropriate bank account.

In the event that the founding capital consists of non-monetary assets, an official appraisal by a sworn court appraiser must be submitted.

The founder shall endow the founding capital in such a way that the body responsible for foundations, trustee, executor or the foundation may freely dispose of such property in accordance with the law and other regulations.

The value of the founding capital shall be adequate for the attainment of the purpose of the foundation.

Within the framework of general records, separate records shall be kept on the founding capital.

The founding capital may be increased in accordance with the deed of establishment and the rules of the foundation.

Article 10 (Trust for property)

In the event that after service of the deed of establishment it is necessary to act in trust for the founding capital, the body responsible for foundations shall appoint a trustee.

Article 11 (Admissibility of establishment of a foundation)

The body responsible for foundations shall issue its approval, provided that:

1. The deed of establishment fulfils the conditions laid down by this and other acts,
2. The purpose of the foundation is generally beneficial or charitable,
3. The founding capital has been provided,

4. ustanovitev ni v nasprotju z javnim redom.

12. člen
(soglasje k aktu o ustanovitvi)

Soglasje k aktu o ustanovitvi izda organ, pristojen za ustanove, v 30 dneh od prejema akta o ustanovitvi.

Soglasje k aktu o ustanovitvi ustanove mora organ, pristojen za ustanove, objaviti v Uradnem listu Republike Slovenije.

Stroške objave nosi ustanova.

Z dnem izdaje soglasja k aktu o ustanovitvi preide premoženje na ustanovo, ustanova pa lahko začne izvajati namen, za katerega je ustanovljena. Soglasje iz prvega odstavka tega člena mora organ, pristojen za ustanove, takoj posredovati ministrstvu, pristojnemu za notranje zadeve.

Zoper odločitev organa, pristojnega za ustanove, je dovoljena pritožba. O pritožbi odloča Vlada Republike Slovenije.

13. člen
(vpis v evidenco)

Po prejemu soglasja k aktu o ustanovitvi ministrstvo, pristojno za notranje zadeve, po uradni dolžnosti vpiše ustanovo v evidenco ustanov.

Evidenca ustanov je javna, vključno z akti ustanove, ki so podlaga za vpis v evidenco ustanov.

14. člen
(podatki, ki se vpisujejo)

4. Establishment is not counter to public order.

Article 12
(Approval of deed of establishment)

Approval of the deed of establishment shall be issued by the body responsible for foundations within 30 days of receipt of the deed of establishment.

The approval of the deed of establishment shall be published in the Official Gazette of the Republic of Slovenia by the body responsible for foundations.

The costs of publication shall be borne by the foundation.

On the day approval of the deed of establishment is issued, assets shall be transferred to the foundation, and the foundation can thereby implement the purpose for which it has been established. The approval referred to in paragraph one of this Article shall be immediately delivered to the ministry responsible for interior affairs by the body responsible for foundations.

A complaint may be filed against the decision of the body responsible for foundations. Such complaint shall be decided upon by the Government of the Republic of Slovenia.

Article 13
(Entry in the register)

Upon receipt of approval of the deed of establishment, the ministry responsible for interior shall file the foundation, *ex-officio*, in the Register of Foundations.

The Register of Foundations is public, and include the founding acts, which serve as a basis for entry in the Register of Foundations.

Article 14
(Data to be entered)

V evidenco ustanov se vpišejo ustanovitev, statusne spremembe in prenehanje ustanove ter drugi podatki, pomembni za pravni promet ustanove, zlasti:

- ime in sedež oziroma prebivališče ustanovitelja;
- ime in sedež (izbrani kraj poslovanja) ustanove;

- naslov sedeža;
- namen ustanove;
- ustanovitveno premoženje;
- datum in številka akta o ustanovitvi;
- osebno ime, EMŠO oziroma datum rojstva in spol, državljanstvo ter naslov stalnega prebivališča pooblaščenih oseb za zastopanje oziroma naslov začasnega prebivališča, če v Republiki Sloveniji nimajo stalnega prebivališča;
- statusne spremembe in prenehanje.

Podrobnejše določbe o vodenju in vsebini evidence ustanov predpiše minister, pristojen za notranje zadeve.

15. člen (ime ustanove)

Ime ustanove mora vsebovati besedo ustanova. Dodana mora biti označba namena, ustanovitelja ali druga dodatna označba, ki omogoča jasno in nedvoumno razlikovanje od ustanov, ki so že vpisane v evidenco ustanov.

Glede možnosti uporabe imena republike, občine ali mesta, zgodovinske ali druge osebnosti ter glede varstva imena se uporabljajo določbe, ki veljajo za zavode.

16. člen (sedež ustanove)

Sedež ustanove mora biti v Republiki Sloveniji in ga določí

Data to be entered in the Register of Foundations comprise the establishment, changes in status and winding up of the foundation, as well as other data significant for the legal relations of the foundation, among them particularly:

- the name and the registered office or residence of the founder;
- the name and the registered office (selected location for operations) of the foundation;
- the address of the foundation;
- the purpose of the foundation;
- the founding capital;
- the date and the number of the deed of establishment;
- the names, identification numbers or dates of birth and sex, nationality and permanent addresses of authorized representatives, or their temporary addresses, if they have no permanent residence in the Republic of Slovenia;
- changes in status and winding up.

More detailed provisions concerning the keeping and contents of the Register of Foundations shall be prescribed by the minister responsible for interior.

Article 15 (Name of the foundation)

The name of the foundation shall contain the word foundation (ustanova). Designation of the purpose, the founder or some other additional designation allowing for clear and unambiguous distinction from foundations already filed in the Register of Foundations must be added.

Concerning the possibility of the use of the name of a republic, a municipality or a town, a historical or other personality as well as concerning protection of the name, the provisions effective for public institutes shall apply.

Article 16 (Registered office of the foundation)

The registered office of the foundation shall be in the Republic

ustanovitelj.

III. SPREMEMBA IMENA, SEDEŽA ALI NAMENA USTANOVE

17. člen (sprememba imena, sedeža ali namena)

Ime, sedež ali namen ustanove lahko spremeni uprava v skladu z aktom o ustanovitvi.

Če akt o ustanovitvi ne vsebuje določb o spremembi imena, sedeža ali namena, upošteva uprava pri spremembi voljo in namen ustanovitelja ter dolžnost ravnanja s premoženjem ustanove s skrbnostjo dobrega gospodarja.

Spremembi iz prvega in drugega odstavka tega člena sta veljavni, ko da soglasje organ, pristojen za ustanove.

17.a člen (dolžnost obveščanja o spremembah)

O spremembi imena, sedeža, namena ustanove, pravil, zmanjšanju ustanovitvenega premoženja ali o sprejemu odločitve o prenehanju ustanove je ustanova dolžna obvestiti organ, pristojen za ustanove, v 30 dneh od sprejete odločitve.

Organ, pristojen za ustanove, o izdanem soglasju k spremembi imena, sedeža ali namena ustanove, zmanjšanju ustanovitvenega premoženja ali k odločitvi o prenehanju ustanove, o imenovanju uprave ustanove v primeru iz tretjega odstavka 22. člena tega zakona ter o razrešitvi uprave takoj obvesti ministrstvo, pristojno za notranje zadeve.

of Slovenia and shall be specified by the founder.

III. CHANGE OF NAME, REGISTERED OFFICE OR PURPOSE OF THE FOUNDATION

Article 17 (Change of name, registered office or purpose)

The name, registered office or purpose of the foundation may be changed by the board of trustees, in accordance with the deed of establishment.

Unless the deed of establishment contains provisions on change of the name, registered office or purpose, the board of trustees shall, in the event of such change, consider the will and purpose of the founder, as well as the duty to manage the property with the diligence of a good manager.

The changes contained in the first and second paragraphs shall enter into force after the issuing of approval by the body responsible for foundations.

Article 17 a (Obligation to notify changes)

The foundation shall be liable to notify the body responsible for foundations of any change of name, registered office, purpose of the foundation or rules, or of any decrease in founding capital or adoption of a decision to wind up the foundation, within 30 days of the adoption of such decision.

The body responsible for foundations shall immediately inform the ministry responsible for interior of consent given for a change of name, registered office or purpose of the foundation, a decrease of founding capital or any decision to wind up the foundation, to appoint the board of trustees of the foundation in the event referred to in paragraph three of Article 22 of this Act, and to dismiss the board of trustees.

O spremembi naslova sedeža ustanove in pooblaščenih oseb za zastopanje mora ustanova obvestiti ministrstvo, pristojno za notranje zadeve, v 30 dneh od sprejete spremembe.

IV. AKTI USTANOVE

18. člen (pravila ustanove)

Ustanova ima pravila oziroma statut (v nadaljnjem besedilu: pravila), ki jih sprejme ustanovitelj v 30 dneh po izdaji soglasja k aktu o ustanovitvi.

Če ustanovitelj ne sprejme pravil v roku iz prejšnjega odstavka, jih sprejme uprava.

Pravila urejajo zlasti:

- organizacijo ustanove;
- organe ustanove;
- pravila o imenovanju (novih) članov uprave;
- pravila o sprejemanju odločitev;
- določbe o upravljanju in zastopanju ustanove;
- način razpolaganja s prihodki.

Pravila morajo biti predložena organu, pristojnemu za ustanove, v treh mesecih po izdaji soglasja k aktu o ustanovitvi.

Če uprava ne predloži pravil v roku iz prejšnjega odstavka, lahko organ, pristojen za ustanove, upravo razreši in v skladu z aktom o ustanovitvi se imenuje nova uprava.

19. člen (sprememba pravil)

The foundation shall notify the ministry responsible for interior of any change of address of the foundation's registered office and of any change of authorized representatives within 30 days of the adoption of such change.

IV. DOCUMENTS OF THE FOUNDATION

Article 18 (Rules of the foundation)

The foundation shall have its rules and articles of association (hereinafter: rules), which shall be adopted by the founder within 30 days of the issuing of approval of the deed of establishment.

Unless the founder has adopted the rules within the term specified in the preceding paragraph, they shall be adopted by the board of trustees.

The rules shall govern in particular:

- the organization of the foundation;
- the bodies of the foundation;
- the rules of appointment of (new) members of the board of trustees;
- the rules of decision-making;
- the provisions on management and representation of the foundation;
- the manner of disposing of income.

The rules shall be submitted to the body responsible for foundations within three months of the issuing of approval of the deed of establishment.

If the board of trustees fails to submit the rules within the term specified in the preceding paragraph, the body responsible for foundations may dismiss the board of trustees and appoint a new board in accordance with the deed of establishment.

Article 19 (Amendment of rules)

Pravila lahko spremeni uprava v skladu z aktom o ustanovitvi.

Uprava je dolžna spremembo pravil predložiti organu, pristojnemu za ustanove.

Če organ, pristojen za ustanove, ugotovi, da je sprememba pravil v nasprotju z aktom o ustanovitvi ali z zakonom, pozove upravo, da v 30 dneh popravi spremembo pravil.

Če uprava ne spremeni pravil v skladu s prejšnjim odstavkom, jo lahko organ, pristojen za ustanove, razreši.

20. člen (drugi akti ustanove)

Ustanova ima lahko tudi druge akte, s katerimi v skladu s pravili podrobneje ureja vprašanja, pomembna za delo ustanove.

V. ORGANI USTANOVE

21. člen (vrste organov)

Ustanovo upravlja uprava.

Ustanova ima lahko v skladu z aktom o ustanovitvi oziroma s pravili tudi druge organe.

Če je ustanoviteljev ustanove več, lahko oblikujejo skupni organ ustanoviteljev, ki ne more prevzeti nalog uprave.

22. člen

The rules may be amended in accordance with the deed of establishment.

The board of trustees shall be obliged to submit any amendment of the rules to the body responsible for foundations,

In the event that the body responsible for foundations establishes that an amendment of the rules is counter to the deed of establishment or the Act, it shall request the board of trustees to modify the amendment of the rules within 30 days.

If the board of trustees fails to modify the rules as per the preceding paragraph, the body responsible for foundations may remove it from office.

Article 20 (Other documents of the foundation)

The foundation may also be provided with other documents serving to regulate in more detail, in accordance with the rules, issues of importance for the operation of the foundation.

V. BODIES OF THE FOUNDATION

Article 21 (Types of bodies)

A foundation shall be governed by its board of trustees.

In accordance with the deed of establishment and the rules, the foundation may also have other bodies.

Provided there are several founders of the foundation, they may create a common body of founders, which, however, shall not be able to assume the obligations of the board of trustees.

Article 22

(uprava)

Upravo sestavljajo najmanj trije člani.

Člani uprave so imenovani v skladu z aktom o ustanovitvi oziroma s pravili. Če z aktom o ustanovitvi oziroma s pravili ni določeno drugače, so člani uprave imenovani za določen čas.

V primeru, ko na podlagi akta o ustanovitvi oziroma pravil ni mogoče imenovati uprave, imenuje upravo organ, pristojen za ustanove.

Člani uprave ne morejo biti:

- osebe, ki niso polnoletne ali ki niso poslovno sposobne,
- osebe, zaposlene v ustanovi,
- osebe, ki opravljajo nadzor nad ustanovo.

Kandidati za člane uprave morajo dati predhodno soglasje k članstvu v upravi.

23. člen (razrešitev uprave oziroma članov uprave)

Če uprava ne izpolnjuje nalog, določenih v zakonu, aktu o ustanovitvi ali v pravilih, lahko ustanovitelji ali donatorji predlagajo predčasno razrešitev.

O predlogu za predčasno razrešitev odloča organ, pristojen za ustanove.

Organ, pristojen za ustanove, lahko v primeru neizpolnjevanja nalog iz prvega odstavka tega člena upravo po uradni dolžnosti razreši.

V skladu s prvim, drugim in tretjim odstavkom tega člena je lahko predčasno razrešen tudi član uprave, če njegovo delovanje ni v skladu z interesi ustanove.

(Board of trustees)

The board of trustees shall consist of at least three members.

The members of the board of trustees shall be appointed in accordance with the deed of establishment and the rules. Unless otherwise provided by the deed of establishment and the rules, the members of the board of trustees shall be appointed for a specified period of time.

In the event that on the basis of the deed of establishment or the rules it is not possible to appoint the board of trustees, the board of trustees shall be appointed by the body responsible for foundations.

Members of the board of trustees cannot be:

- persons who are not of age or have no legal capacity
- persons employed in the foundation,
- persons exercising supervision of the foundation.

Candidates for the board of trustees shall give their prior consent to their membership in the board of trustees.

Article 23 (Removal from office of the board of trustees or members of the board of trustees)

If the board of trustees fails to fulfill its obligations as provided by this Act, the deed of establishment or the rules, the founders or the donors may propose their premature removal from office.

The body responsible for foundations shall make the decision concerning premature removal from office.

The body responsible for foundations may remove the board of trustees from office in the event of non-fulfilment of obligations stated in paragraph one of this Article.

In accordance with paragraphs one, two and three of this Article, a member of the board of trustees may also be removed from office if their activities fail to comply with the interests of the foundation.

Zoper odločitev organa iz drugega in tretjega odstavka tega člena je dovoljena pritožba. O pritožbi odloča Vlada Republike Slovenije.

24. člen (naloge uprave)

Uprava skrbi za izvajanje namena ustanove, zastopa ustanovo in opravlja druge naloge v skladu z zakonom, z aktom o ustanovitvi in s pravili.

Uprava ima predsednika uprave, ki ga izvolijo člani izmed sebe.

Predsednik uprave predstavlja in zastopa ustanovo v obsegu, določenem z aktom o ustanovitvi in s pravili.

Uprava je dolžna ravnati s premoženjem ustanove s skrbnostjo dobrega gospodarja.

25. člen (odločanje uprave)

Uprava sprejema odločitve z večino glasov članov, če pravila ne določajo drugače. Če je rezultat neodločen, odloči glas predsedujočega.

Član uprave ne more odločati o zadevah, v katerih so stranke oziroma so drugače udeleženi on sam, njegov zakonec ali sorodniki do vštetega tretjega kolena.

26. člen (nagrada za člane uprave in stroški poslovanja ustanove)

Člani uprave so upravičeni do povrnitve potnih stroškov,

A complaint may be filed against a decision of the body referred to in paragraphs two and three of this Article. Such complaint shall be decided upon by the Government of the Republic of Slovenia.

Article 24 (Obligations of the board of trustees)

The board of trustees shall work to ensure implementation of the purpose of the foundation, represent the foundation and perform other tasks in accordance with this Act, the deed of establishment, and the rules.

The board of trustees shall include a chairman of the board elected by the members of the board.

The chairman of the board of trustees shall represent and act on behalf of the foundation to the extent laid down by the deed of establishment and the rules.

The board of trustees shall manage the property of the foundation with the diligence of a good manager.

Article 25 (Decision-making of the board of trustees)

The board of trustees shall make decisions by a majority vote of its members, unless otherwise provided by the rules. If the vote results in a tie, the chairman shall have the casting vote.

Members of the board of trustees may not decide upon matters in which they are parties, or in which they, their spouse or relatives, including those three times removed, are involved in any other manner.

Article 26 (Remuneration for members of the board of trustees and operating costs of the foundation)

The members of the board of trustees are entitled to

dnevnice in nagrade, ki jih določi uprava ob upoštevanju meril, ki so določena v aktu o ustanovitvi ali v pravilih.

Organ, pristojen za ustanove, lahko določi zgornjo mejo zneskov iz prejšnjega odstavka.

Drugi stroški, ki se lahko namenjajo za poslovanje ustanove (plače, potni stroški ter dnevnice zaposlenih, drugi stroški poslovanja in podobno), ne smejo presežati višine, določene s predpisi za področje državne uprave, če v aktu o ustanovitvi ali v pravilih ni določeno drugače.

VI. PREMOŽENJE USTANOVE

27. člen (prihodki ustanove)

Prihodki ustanove se ustvarjajo z gospodarjenjem z ustanovitvenim premoženjem, darili, drugimi naklonitvami, prihodki od opravljanja dejavnosti in na druge načine.

Prihodki ustanove se uporabljajo le za izvajanje namena ustanove in za poslovanje ustanove.

V ustanovo lahko naklonijo premoženje domače ali tuje fizične ali pravne osebe (donatorji).

28. člen (zmanjšanje ustanovitvenega premoženja)

Ustanovitveno premoženje se lahko zmanjša, če je to predvideno v aktu o ustanovitvi ali če tako zaradi izjemnega položaja odloči uprava. Odločitev uprave je veljavna, ko da k njej soglasje organ, pristojen za ustanove.

reimbursement of traveling expenses, daily allowances and remunerations, determined by the board of trustees in consideration of rates specified in the deed of establishment or the Regulations.

The body responsible for foundations may specify the uppermost limit of the amounts referred to in the preceding paragraph.

Other costs which may be apportioned for the operation of the foundation (salaries, travel expenses and daily allowances of employees, other operating costs and similar) shall not exceed the amount laid down by the regulations in the area of public administration, unless otherwise provided in the deed of establishment and the rules.

VI. ASSETS OF THE FOUNDATION

Article 27 (Income of the foundation)

The income of the foundation shall be created through management of the founding capital, gifts, other endowments, income from performance of activities as well as by other means.

The income of the foundation shall be spent exclusively for the implementation of the purpose of the foundation and for the operation of the foundation.

Assets may be endowed to the foundation both by domestic and foreign natural persons or legal entities (donors).

Article 28 (Decrease of founding capital)

The founding capital may be decreased if such a decrease was provided for in the deed of establishment or if the board of trustees decides upon such a decrease due to exceptional circumstances. The decision of the board of trustees shall enter into force upon receipt of approval from the body responsible for foundations.

29. člen
(omejitev glede razpolaganja z nepremičninami)

Ustanova lahko razpolaga z nepremičnino, če da soglasje organ, pristojen za ustanove.

VII. NADZOR

30. člen
(nadzor nad premoženjem in poslovanjem)

Ustanova mora voditi poslovne knjige ter izdelati letna poročila v skladu s predpisi, ki določajo vodenje poslovnih knjig in izdelavo računovodskih poročil za zavode.

Uprava ustanove je dolžna organu, pristojnemu za ustanove, letno do konca marca predložiti poročilo o delu in finančnem poslovanju v preteklem koledarskem letu.

Poročilo o finančnem poslovanju je dolžna predložiti tudi drugim pristojnim organom. Nadzor nad finančnim poslovanjem opravljajo pristojni državni organi oziroma pooblaščne organizacije. Poseben nadzor je potreben nad ustanovitvenim premoženjem, ki se lahko zmanjša le ob pogojih, navedenih v 28. členu tega zakona.

Organ, pristojen za ustanove, lahko zahteva, da mora poročilo o finančnem poslovanju revidirati pooblaščen revizor.

30.a člen
(nadzorstvo nad izvrševanjem določb zakona)

Organ, pristojen za ustanove, izvaja tudi nadzorstvo nad izvrševanjem določb tega zakona, katerih kršitve so s tem zakonom določene kot prekrški.

VIII. PRENEHANJE USTANOVE

Article 29
(Limitation on disposal of immovable property)

The foundation may dispose of immovable property provided the body responsible for foundations approves such disposal.

VII. SUPERVISION

Article 30
(Supervision of assets and operations)

The foundation shall keep books of account and produce annual reports in compliance with the regulations on the keeping of books of account and production of financial reports for institutes.

By the end of March each year, the board of trustees shall submit a report on its work and financial management within the preceding calendar year to the body responsible for foundations.

The report on financial management shall also be submitted to other responsible bodies. Supervision of financial management shall be carried out by responsible public bodies or authorized organizations. Special supervision is required for founding capital, which may be decreased only under the conditions stated in Article 28 of this Act.

The body responsible for foundations may request an audit of financial management by a certified auditor.

Article 30 a
(Supervision of compliance with the provisions of the Act)

The body responsible for foundations shall supervise compliance with the provisions of this Act, violations of which are defined as offences by this Act.

VIII. WINDING UP OF THE FOUNDATION

31. člen
(razlogi za prenehanje ustanove)

Ustanova preneha:

- če premoženje ne zadošča za nadaljnja izpolnjevanja namena ustanove,
- če namen ustanove postane nemogoč,
- v drugih primerih, ko organ, pristojen za ustanove, ugotovi, da ni pogojev za nadaljnji obstoj ustanove,

- če je izpolnjen namen, zaradi katerega je bila ustanova ustanovljena.

32. člen
(posledica prenehanja)

O prenehanju ustanove odloči uprava ali organ, pristojen za ustanove, pri čemer upošteva voljo in namen ustanovitelja.

Odločitev uprave je veljavna, ko da k njej soglasje organ, pristojen za ustanove.

Zoper odločitev organa, pristojnega za ustanove, o prenehanju ustanove je dovoljena pritožba. O pritožbi odloča Vlada Republike Slovenije.

Organ, pristojen za ustanove, obvesti sodišče o prenehanju ustanove.

Sodišče izvede postopek likvidacije oziroma stečaja v skladu z zakonom o prisilni poravnavi, stečaju in likvidaciji.

Ostank premoženja likvidacijske oziroma stečajne mase se v skladu z voljo in namenom ustanovitelja dodeli drugi ustanovi, ki izvaja

Article 31
(Reasons for winding up a foundation)

A foundation shall be wound up in the event that:

- the assets fail to suffice for further implementation of the purpose of the foundation,
- the purpose of the foundation becomes impossible,
- in other cases, where the body responsible for foundations has established that there are no conditions for further existence of the foundation,
- the purpose for which the foundation had been established has been fulfilled.

Article 32
(Consequences of winding up)

The board of trustees or the body responsible for foundations shall decide upon the winding up of the foundation, and the will and the purpose of the founder shall be considered.

The decision of the board of trustees shall enter into force upon the issuing of the relevant approval by the body responsible for foundations.

A complaint may be lodged against the decision of the body responsible for foundations concerning winding up of the foundation. The complaint shall be decided upon by the Government of the Republic of Slovenia.

The body responsible for foundations shall inform the court of the winding up of the foundation.

The court shall institute liquidation and bankruptcy proceedings in accordance with the act governing sequestration, bankruptcy and liquidation.

In accordance with the will and the purpose of the founder, the remaining assets of the liquidation or bankruptcy estate shall be allocated

enak namen. Če taka ustanova ne obstaja, se premoženje dodeli ustanovi, ki izvaja podoben namen. Prenehanje ustanove se objavi v Uradnem listu Republike Slovenije in ustanova se izbriše iz evidence ustanov.

IX. POSEBNI ORGAN USTANOVE

33. člen (skrbnik)

Za izvajanje konkretnih nalog v zvezi z delovanjem ali prenehanjem ustanov lahko organ, pristojen za ustanove, imenuje skrbnika za ustanove, po potrebi pa tudi skrbnika za posamezno ustanovo.

Skrbnik mora biti strokovnjak za navedeno področje in je lahko izven sestave organa, pristojnega za ustanove.

Skrbnik skrbi za premoženje ustanove od dneva predložitve akta o ustanovitvi organu, pristojnemu za ustanove, do izdaje soglasja ter v primerih, ko še ni imenovana uprava, in opravlja druge naloge po nalogu pristojnega ministra.

X. UPORABA BESEDE FUNDACIJA

34. člen (uporaba besede fundacija)

Besedo fundacija lahko v imenu ali firmi uporabljajo pravne osebe, ki so ustanovljene za splošnokoristne ali dobrodne namene in tega ne opravljajo kot pridobitno dejavnost.

Pravne osebe iz prejšnjega odstavka so vpisane v register oziroma evidenco pravnih oseb v skladu z zakonom, po katerem so ustanovljene.

to another foundation with the same purpose. If there is no such foundation, the property shall be allocated to a foundation with a similar purpose. The winding up of the foundation shall be published in the Official Gazette of the Republic of Slovenia and the foundation shall be deleted from the Register of Foundations.

IX. SPECIAL BODY OF THE FOUNDATION

Article 33 (Official trustee)

In order to implement specific assignments in respect of the operation or winding up of foundations, the body responsible for foundations shall appoint a trustee for foundations, or, where necessary, a trustee for a particular foundation.

The trustee shall be an expert in the relevant field and may be chosen from outside the body responsible for foundations.

The trustee shall take care of the foundation's assets from the day of submission of the deed of establishment to the body responsible for foundations to the day of issue of the relevant approval, as well as in cases where the board of trustees has not yet been appointed, and shall carry out other assignments on instruction of the responsible minister.

X. USE OF TERM "FOUNDATION"

Article 34 (Use of term "fundacija")

The word "fundacija" may be used in the name or trade name by legal entities which were established for generally beneficial or charitable purposes and do not pursue such purposes as a profitable activity.

The legal entities referred to in the preceding paragraph shall be entered in the register or records of legal entities in compliance with the Act under which they were established.

XI. KAZENSKE DOLOČBE

35. člen

Z globo od 200.000 do 4.000.000 tolarjev se za prekršek kaznuje ustanova:

1. če opravlja dejavnost v nasprotju s petim odstavkom 2. člena tega zakona;
2. če ne deluje v skladu z aktom o ustanovitvi in s pravili ustanove (6. člen, prvi in tretji odstavek 18. člena);
3. če ne vodi poslovnih knjig v skladu s prvim odstavkom 30. člena tega zakona.

Z globo od 50.000 do 250.000 tolarjev se za prekršek iz prejšnjega odstavka kaznuje tudi odgovorna oseba ustanove.

35.a člen

Z globo 150.000 tolarjev se za prekršek kaznuje ustanova:

1. če ne uporablja imena v skladu s 15. členom tega zakona;
2. če o spremembi imena, sedeža, namena ustanove, pravil, zmanjšanju ustanovitvenega premoženja ali o sprejemu odločitve o prenehanju ustanove ne obvesti organa, pristojnega za ustanove, oziroma o spremembi naslova sedeža ustanove in pooblaščenih oseb za zastopanje ne obvesti ministrstva, pristojnega za notranje zadeve, v roku, določenem v 17.a členu tega zakona;
3. če organu, pristojnemu za ustanove, ne predloži pravil v roku iz 18. člena tega zakona;
4. če organu, pristojnem za ustanove, ne predloži poročila o delu in finančnem poslovanju ustanove v roku iz 30. člena tega zakona.

Z globo 50.000 tolarjev se za prekršek iz prejšnjega odstavka kaznuje tudi odgovorna oseba ustanove.

XI. PENALTY PROVISIONS

Article 35

A foundation shall be fined from SIT 200,000 to SIT 4,000,000 for the offences of:

1. engaging in an activity in contravention of paragraph five of Article 2 of this Act;
2. failing to act in accordance with the deed of establishment and the rules of the foundation (Article 6, paragraphs one and three of Article 18);
3. failing to keep books of account in accordance with paragraph one of Article 30 of this Act;

The responsible person of the foundation shall also be fined from SIT 50,000 to SIT 250,000 for an offence referred to in the preceding paragraph.

Article 35 a

A foundation shall be fined of SIT 150,000 for the offences of:

1. failing to use its name in accordance with Article 15 of this Act;
2. failing to notify the body responsible for foundations of a change of name, registered office, foundation purpose, rules, decrease of founding capital or adoption of decision to wind up the foundation, or fails to notify the ministry responsible for interior of a change of the foundation's registered office address or authorised representatives within the deadline set in Article 17a of this Act;
3. failing to submit its rules to the body responsible for foundations within the deadline set in Article 18 of this Act;
4. failing to submit its activity and financial management report to the body responsible for foundations within the deadline set in Article 30 of this Act.

The responsible person of the foundation shall also be fined of SIT 50,000 for an offence referred to in the preceding paragraph.

36. člen

Z globo 150.000 tolarjev se za prekršek kaznuje pravna oseba ali samostojni podjetnik posameznik:

- če deluje kot ustanova brez pridobitve soglasja k aktu o ustanovitvi (četrti odstavek 12. člena);
- če uporablja v imenu oziroma firmi besedo ustanova v nasprotju s 15. členom oziroma besedo fundacija v nasprotju s 34. členom.

Z globo 50.000 tolarjev se za prekršek iz prejšnjega odstavka kaznuje tudi odgovorna oseba pravne osebe.

XII. PREHODNE IN KONČNE DOLOČBE

37. člen (prilagoditev obstoječih ustanov)

Obstoječe fundacije, fundacije, fondi, skladi in ustanove, ustanovljene pred uveljavitvijo tega zakona, morajo uskladiti svoje delovanje z določbami tega zakona v roku enega leta od dneva uveljavitve tega zakona.

Druge pravne osebe, organizacijske enote ali posamezniki, ki uporabljajo besedo fundacija, fundacija, ustanova, sklad ali fond, morajo svoje akte in poslovanje uskladiti z določbami tega zakona ali pa prenehati uporabljati ime v roku enega leta od dneva uveljavitve tega zakona.

Določbi prejšnjih odstavkov ne veljata za sklade, ki so ustanovljeni s posebnim zakonom ali ki niso pravne osebe.

Po izteku roka iz prvega in drugega odstavka tega člena mora pristojni organ po opravljenem likvidacijskem postopku po uradni dolžnosti subjekte, ki aktov ne uskladijo z določbami tega zakona, izbrisati iz registrov, v katere so vpisani.

Article 36

A legal person or an individual sole trader shall be fined of SIT 150,000 SIT for the offences of:

- operating as a foundation without obtaining approval for its deed of establishment (paragraph four of Article 12);
- using the term foundation in the name or brand name in contravention of Article 15, or the term "fundacija" in contravention of Article 34.

The responsible person of the legal person shall also be fined of SIT 50,000 for an offence referred to in the preceding paragraph.

XII. TRANSITIONAL AND FINAL PROVISIONS

Article 37 (Alignment of existing foundations)

Existing foundations and funds (in Slovenian *fundacija, fundacija, fond, sklad* and *ustanova*) established prior to the entry into force of this Act, shall align their operation with the provisions of this Act within a year of the date of entry into force of this Act.

Other legal persons, organizational units or natural persons using the term foundation or fund (in Slovenian *fundacija, fundacija, fond, sklad* and *ustanova*) shall align their documents and operation with the provisions of this Act or cease to use their name within a year of the entry into force of this Act.

The provisions of the preceding paragraphs shall not apply to funds established by a separate act, or which are not legal persons.

Upon expiry of the term laid down in the first and second paragraphs of this Article, the responsible body shall, *ex officio*, after the conclusion of liquidation proceedings, delete legal entities which have failed to align their documents with the provisions of this Act from the Registers in which they are filed.

38. člen
(podzakonski akti)

Določbe o vodenju in vsebini evidence iz tretjega odstavka 14. člena tega zakona izda minister, pristojen za upravo, v roku 60 dni od dneva uveljavitve tega zakona.

39. člen
(začetek veljavnosti zakona)

Ta zakon začne veljati petnajsti dan po objavi v Uradnem listu Republike Slovenije.

Article 38
(Implementing regulations)

The provisions on the keeping and contents of the records defined in paragraph three of Article 14 of this Act shall be issued by the minister responsible for administration within 60 days of the entry into force of this Act.

Article 39
(Entry into force of the Act)

This Act shall enter into force on the fifteenth day following its publication in the Official Gazette of the Republic of Slovenia.