Pursuant to provisions of Articles 12 and 22 of the Law on Associations (Official Gazette of the Republic of Serbia no. 51/09, and 99/2011 - as amended, and 44/2018), the General Assembly of the Association of Consulting Engineers of Serbia - ACES, with registered seat in Belgrade at 26 Zahumska Street, apartment number 36, registry no. 17749692, in session held on 24 December 2020 adopted the following:

## INTEGRAL TEXT OF THE STATUTE OF THE ASSOCIATION OF CONSULTING ENGINEERS OF SERBIA - ACES

## 1. NAME AND DOMICILE

1.1 The Association of Consulting Engineers of Serbia - ACES ("Association") was established by the resolution of its founders adopted at the Assembly meeting held on 27 February 2009 in Belgrade, as a non-partisan, non-governmental and non-profit association of citizens with the aim to achieve the goals set forth by this Statute (hereinafter: "Association").
1.2 The name of the Association (in Cyrillic alphabet): Удружење инжењера консултаната Србије - АЦЕС. Abbreviated name of the Association is (in Cyrillic alphabet): АЦЕС.
1.3 The name of the Association in English is: The Association of Consulting Engineers of Serbia ACES. Abbreviated name of the Association in English language is: ACES.
1.4 The Association is a legal entity. It has been established for an indefinite period of time. The Association shall perform its respective activities on the territory of the Republic of Serbia.
1.5 The seat of the Association is in Belgrade, and the Association performs its activities on the territory of the Republic of Serbia.
1.6 The Association has a round-shaped seal of standard size, with the logo and the following text inscribed in Serbian language, Cyrillic alphabet: Удружење инжењера консултаната Србије, Београд, and in English language: Association of Consulting Engineers of Serbia, Belgrade.
1.7 The Association has a rectangular-shaped stamp of standard size, with the logo and the text referred to in the previous paragraph of this Article, horizontally inscribed in capital letters in both English and Serbian Cyrillic.
1.8 The Association has a logo showing a cube in red, blue, white and gray colors and below is the acronym of the Association's name in English language: ACES, and the full name both in Serbian and English language: Удружење инжењера консултаната Србије, Association of Consulting Engineers of Serbia.
1.9 In correspondence, the Association shall, use the memorandum, which includes logo, and states in Serbian language the name and domicile, telephone and fax numbers, e-mail address, account number, number of registration with the state authority and the identification number.
1.10 The Association is an independent body in relation to its members. The Association shall be liable for its obligations to the extent of its assets.
1.11 The Association members are not liable for the financial and other obligations of the Association.

## 2. ASSOCIATION'S SCOPE OF ACTIVITY

2.1 The scope of activity of the Association is to gather consulting engineers in order to exchange experiences, enhance knowledge, contribute to fight against corruption, advocate improvement and realization of the environmental protection as the subject of of the engineers consultants' activities, exchange of knowledge and experience with engineers from abroad, publishing and sale of books and professional publications from the field of Association's activity, as well as promotion of alternative ways of resolving disputes in the field of construction, education and raising public awareness of the importance of alternative dispute resolution in the field of construction, which ultimately aims to improve the level of knowledge of consulting engineers in accordance with international standards.

## 3. ACTIVITIES OF THE ASSOCIATION

3.1 Within its scope of activity, the Association shall:
3.1.1 Promote the role and the significance consulting engineers in Serbia,
3.1.2 Promote consulting engineers' vocation, their values and their role,
3.1.3 Contribute to promotion of procedures aimed to secure transparency,
3.1.4 Monitor and provide information to its Members regarding legislation, policy and programs of competent authorities in Serbia in areas of the Association's interest,
3.1.5 Actively participates in the preparation of proposals for amendments to legislation and professional standards and norms in the field of construction, and in the formation of proposals for harmonization of Serbian regulations with European regulations in the field of operation
3.1.6 Collect information of interest for consulting engineers' work and develop a relevant database to support members' needs,
3.1.7 Promote the highest ethical standards applied in consulting engineers' work and ensure that all members comply with these standards and thus actively participate in fighting corruption in the construction industry,
3.1.8 Constantly ensure development of technical knowledge of its members,
3.1.9 Organize, individually or jointly with other organizations, professional meetings, counselling events, seminars, training courses, round tables and other forms of educational programs aiming for innovation of knowledge of Association's members and interested parties,
3.1.10 Collect and process professional scientific publications from the field of Association's activity,
3.1.11 Establish a permanent institution for alternative dispute resolution in the field of construction (Center for Dispute Resolution in the Field of Construction).
3.1.12 Publish and sell books and other professional publications in the field of Association's activity.

## 4. RELATION AND COOPERATION WITH OTHER ASSOCIATIONS

4.1 The Association may join federations and other types of associations, including international organizations.
4.2 The Association's Assembly shall render a decision with regards to 4.1. and the relevant state authority shall be informed within the deadline stipulated by the Law.

## SECTION 2 <br> MEMBERSHIP

## 5. MEMBERSHIP CATEGORIES

5.1 A company that performs engineering consulting activities in the territory of Serbia can become a regular member.
5.2 Status of an associate member may be acquired by a legal entity registered in the territory of the Republic of Serbia, or another association or organization interested in the profession of consulting engineering and improvement of standards in this industry.
5.3 Status of an honorary member may be acquired by a person elected by the Association Assembly upon recommendation of the Management Board.

## 6. GENERAL AND SPECIAL CONDITIONS FOR MEMBERSHIP

6.1 General conditions to be met by a regular member of the Association shall be the following:
6.1.1 Compliance with provisions of the Association's Statute and Code of Ethics, and willingness to contribute to achievement of Association's objectives.
6.2 The Management Board, in accordance with the Statute, shall specify admission procedure, the rights and obligations of Association's Members, as well as withdrawal of Members from the Association.

## 7. ADMISSION

7.1 All interested companies shall submit application for membership to the Association's Management Board together with two recommendations of Association's members.
7.2 Decision of the Management Board on admission shall be deliberated at its next session.
7.3 Decision on admission of a new member to the Association shall be considered adopted if twothirds (2/3) of all members of the Management Board vote in favor.
7.4 Admission to the Association shall automatically imply that the new member has accepted the Statute and the Code of Ethics of the Association.
7.5 The Association Assembly shall define criteria as to how many representatives in the Assembly can a company have.

## 8. MEMBERS' OBLIGATIONS

8.1 All members of the Association must regularly fulfil their obligations towards the Association.
8.2 All Members of the Association shall comply with the Association's Statute, Code of Ethics, and the resolutions of the Association's Assembly and the Management Board.
9. WITHDRAWALS, SUSPENSION AND EXPULSION OF MEMBERS FROM THE ASSOCIATION
9.1 Member must send the Notice of Withdrawal from the Association by registered post to the address of the Association.
9.2 Notice of Withdrawal shall not imply the right to reimbursement of the membership fee.
9.3 Any member who fails to comply with the Statute and by-laws of the Association, i.e. Association Assembly resolutions, or who fails to pay the obligatory membership fee, shall receive a warning.
9.4 Any member who violates the Association's Statute and Code of Ethics may be suspended by decision of the Association's Management Board. The decision on suspension shall give full reasons and shall be without prejudice to reduction or termination of the obligation to pay membership fee. The suspended member of the Association may request that the Association's Management Board annuls the decision on suspension only if the grounds on which such a resolution had been adopted, is no longer valid.
9.5 Any Member who seriously prejudices the interests of the Association, fails to heed the warning, or does not meet its financial obligations towards the Association, may be expelled from the Association by decision of the Management Board.
9.6 Decision on expulsion of a Member shall be deemed adopted if the majority of present Management Board Members vote in favor thereof. The decision on expulsion of the Member must be substantiated by appropriate argumentation.
9.7 The Management Board may decide to expel a Member even when the subject Member has already submitted a notice of withdrawal from the Association.

## SECTION 3

ORGANIZATIONAL STRUCTURE

## 10. ASSOCIATION'S BODIES

10.1 Associations' bodies are General Assembly and the Management Board/

## 11. GENERAL ASSEMBLY

11.1 The Assembly is the highest body of the Association consisting of representatives of all members of the Association, with equal voting rights.
11.2 Ordinary meetings of the Assembly shall be held at least once a year. The time and place of the ordinary meetings of the General Assembly shall be decided in advance by the decision of the General Assembly, at the end of each session, whereas they can be determined subsequently by the decision of the Association's Management Board.
11.3 Extraordinary meetings may be convened upon a written proposal of the President of the Association's Management Board or upon a written request signed by at least one-third (1/3) of the members. Such a request must include reasons for convening the extraordinary meeting and the proposed agenda and be submitted thirty (30) days prior to the proposed date of the meeting.
11.4 General Assembly has the following competences:
11.4.1 review and adoption of the Association's annual report,
11.4.2 review and adoption of the Association's budget and membership fee amount,
11.4.3 review and adoption of the Association activity plan for the next year,
11.4.4 election and dismissal of the Management Board members,
11.4.5 deciding on proposed amendments to the Association's Statute,
11.4.6 deciding on procedure for determining liability of a Management Board member,
11.4.7 deciding on Members' complaints and appeals to operation and decisions of the Management Board,
11.4.8 adopting the Rules of Procedure of the General Assembly,
11.4.9 deciding on criteria regarding the number of company representatives in the Association,
11.4.10 deciding on termination of a membership status,
11.4.11 electing Honorary Association Members upon recommendation of the Management Board,
11.4.12 deciding on the dissolution of the Association,
11.4.13 deciding on the status changes,
11.4.14 adopting other decisions required for achieving Association operating objectives upon joint proposal of at least five (5) members or the Management Board.
11.5 At the beginning of its meeting, the Assembly shall elect the General Assembly President upon the proposal of the Management Board or another Assembly member. The General Assembly's decisions shall be valid if more than half of all Association's voting members are present at the meeting. The President's term of office shall be three (3) years, i.e. until the new President is elected; the President of the Assembly shall be elected from both regular and associated Association Members.
11.6 When deciding on organization or dissolution of the Association, the Assembly shall decide by qualified majority (half of the total number of voting Members plus one vote)., The Assembly decision shall be valid if passed by majority of votes of the Assembly Members present at the meeting. Decisions of the Association made in the prescribed manner shall be binding on all members, including those who were not present or did not have the right to vote.
11.7 Association Members in arrears with the payment of their annual membership shall not be entitled to vote on any matter at any Assembly Meeting, nor shall be counted when establishing a quorum for the Assembly decision-making.
11.8 Any Member of the General Assembly shall be entitled to inspect the business books and documentation of the Association created in its operations.
11.9 Members with voting rights may vote by mail or e-mail with prior notice to the President of the Assembly of this voting method, at least seven (7) days before the scheduled meeting of the Assembly. It shall be deemed that the member who uses this method of voting is present in person at the meeting at which the issue for which he/she voted in writing is voted on, and for the needs of the specific item to be decided, he/she shall be counted in the quorum.
11.10 Work of the Assembly (preparation and convening of meetings, drafting agenda proposals, preparation of materials, rights and duties of the Assembly President, rights and duties of member representatives at the Assembly meeting, operating procedures at the meeting, manner of participation in discussion, manner of voting, duration and maintenance of order at meetings, Minutes from the Assembly meetings, authorization for other persons to attend the meeting and vote at the meeting in case of absence) shall be regulated by Rules of Procedure of the General Assembly.

## 12. THE MANAGEMENT BOARD

12.1 Management Board is the executive body of the Association, consisting of seven (7) Members. One (1) member of shall be elected from associated Members, five (5) members of the Management Board shall be elected from regular Association Members. The seventh
member of the Management Board shall be the President of Assembly.
12.2 The Founding Assembly shall elect the first President, the Vice President and Members of the Management Board by majority vote of the founders present. Each subsequent Management Board shall elect the President and the Vice-President at the first meeting, by a majority vote of all members of the Management Board. The President of the Management Board shall be elected from the regular members of the Association. The Vice President of the Management Board is elected from the category of regular and associate members of the Association. The President of the Assembly may not be elected to the position of the President or Vice President of the Management Board.
12.3 Term of office of the Management Board members shall be three (3) years with eligibility for re-election. Term of office of the members of the Management Board shall begin and end at the end of each regular election meeting of the Assembly, regardless of whether exactly three calendar years have elapsed.
12.4 Management Board candidates shall be proposed by the Association's Members.
12.5 When selecting candidates for the Management Board members, the expert profile required for effective operation of the Management Board shall be taken into account. As a minimum requirement, members of the Management Board should be employees with permanent placement in companies that are members of the Association.
12.6 Competencies of the Management Board are:
12.6.1 executing the decisions of the Assembly, and submitting to the Assembly the annual operating reports of the Management Board and the Center for Dispute Resolution in the Field of Construction,
12.6.2 management the Association in accordance with the defined operating policy and objectives of the Association, including activity plans development,
12.6.3 disposal and ensuring the proper use of financial assets and property of the Association,
12.6.4 submitting annual financial statements and proposed budget for the coming year to the Assembly,
12.6.5 review and adoption of interim reports of the Association,
12.6.6 submitting proposals to the Assembly on cooperation and affiliation with other organizations,
12.6.7 preparing draft agenda and decisions for the Assembly meeting,
12.6.8 appointing supporting working bodies, (in case of forming of a supporting working body, the amended Statute shall be submitted to the relevant state authority within the prescribed legal period),
12.6.9 admission, suspension and exclusion of the Association's Members,
12.6.10 election of President and Vice President of the Management Board, adopting Rules of Procedure and other by-laws and regulations regarding the Management Board operations,
12.6.11 employment with the Association,
12.6.12 decide on the Association's change of domicile.
12.6.13 give consent to the regulations of the Center for Dispute Resolution in the Field of Construction,
12.6.14 appoint the President and other members of the Center for Dispute Resolution in the Field of Construction,
12.6.15 review operating reports and plans of the Center for Dispute Resolution in the Field of Construction,
12.7 In the event that an issue arises that does not fall within the explicit competencies of the bodies of the Association provided by the Statute, general acts of the Association or the decision of the Assembly, the Management Board shall be deemed competent to decide.
12.8 The Management Board decisions shall be binding on all members of the Association who, in case of disagreement, shall have the right to file an objection to the Management Board, giving full reasons. The objection shall not delay the execution of the Management Board decision. Should the Management Board reject such objection, dissatisfied members shall have the right to appeal to the Association's Assembly.
12.9 The Management Board shall submit its opinion regarding any disputes arising among the Association's Members to the General Assembly.
12.10 The Management Board Members shall not receive any compensation for their work, but the Management Board shall be entitled to pass a decision on reimbursement of reasonable costs incurred by the Management Board Members on account of their attendance to the meetings, provided that such services are considered absolutely necessary for achievement of the Association's operating objectives.
12.11 Any Management Board Member shall be entitled to inspect the business books and documentation of the Association.
12.12 The Management Board decisions shall be valid if more than half of all Management Board members are present at the meeting.
12.13 The Management Board shall decide by majority of votes of the present Management Board Members.
12.14 Save in cases when the need shall arise to convene the meeting, the President of the Management Board shall convene the Management Board meeting upon request of at least three Members of the Management Board. Should he/she fail to do so within seven (7) days from receiving the request, the Management Board Members who have filed the request shall be entitled to convene the meeting on their own.
12.15 Should the Management Board fail to convene during the period exceeding 6 (six) months, each of the Management Board Members shall be entitled to convene the meeting of the General Assembly.
12.16 Any other matters concerning operation of the Management Board which have not been explicitly regulated in this Statute (preparation and convening of meetings, drafting of agenda proposals, preparation of materials, rights and duties of the Management Board President, rights and duties of President, Vice President and Members at the Management Board, procedures at the meeting, manner of participation in discussion, manner of voting and decision making, urgent procedures, duration and maintenance of order at meetings, appointment and liabilities of the Management Board Secretary in case this function is not performed by the Association Executive Director, Minutes from the Management Board meetings, authorizing other persons to attend the meeting and voting at the meeting in case of absence) shall be regulated by separate Rules of Procedure of the Management Board.

## 13. REPRESENTATIVE

13.1 The Association shall be represented by the President of the Management Board, and in his/her absence by the Vice President of the Management Board. The President of the Management Board and the Vice President of the Management Board shall also be the President and the Vice President of the Association. As regards the disposal of the property of the Association, President and Vice President shall have the right to delegate their powers in writing only to other Members of the Management Board.
13.2 For conclusion of contracts whose value exceeds RSD 1,000,000 (one million), the President or the Vice President of the Association shall seek a prior decision of the Association's Management Board. The value stated in this Article may be modified by the Assembly resolution.
13.3 In addition to the President and the Vice President of the Association, one or more persons may be elected or appointed by the Management Board as persons authorized to represent the Association. The representative appointed in such manner shall act in accordance with his/her powers specified by the Statute and decision of the Association's bodies.

## SECTION 4

ASSOCIATION'S ASSETS
14. ASSETS
14.1 Assets of the Association shall comprise money, property and entitlements.
14.2 To achieve its operating objectives, the Association shall obtain funds from the following sources: membership fees, gifts and endowments of physical persons and legal entities, by submitting project proposals to relevant authorities, sponsorship and other sources in conformity with the law.
14.3 Association may acquire funds from participation fees for seminars and other forms of education from the field of the Association's activity, as well as from publishing and sale of books and other professional publications in the field of Association's activity.
14.4 For any liabilities undertaken in legal transactions, the Association shall be liable to the full extent of its property.
14.5 Assets and funds of the Association shall be used exclusively for achieving and promoting the Association's objectives and performing the activities set forth by the Statute and decisions of the Association bodies. Any payment or disposing of the Association's assets in favor of any of the Association Members or bodies shall not be possible without prior decision of the Management Board.
14.6 Every financial contribution to the Association shall be paid to the Association's account to be opened with the bank selected by the Management Board.
14.7 Annual membership fee determined by the decision of the Assembly for the respective financial year, shall be invoiced to members and payable to the Association one (1) month after the receipt of the invoice. In case of default, the Member shall receive a Notice, and if the membership fee has not been paid in the next period of fifteen (15) days from the receipt of the notice, such Member shall be deleted from the Association Member Registry and shall not be contacted for the purpose of execution of the Association activities, except in case of justifiable circumstances for delay in payment of the membership fee, as determined by the Management Board. The excluded Member may be re-entered in the Association Member

Registry by the Management Board decision, following the payment of outstanding membership fee amounts.
14.8 The Association's Members shall promptly notify the Association regarding any changes of data stated in the application for admission to the Association's membership.
14.9 New Members shall pay the full amount of the membership fee for the current year. The membership shall become effective only following the payment of the membership fee, and shall last one year from the date of payment.
14.10 The financial year shall correspond to the calendar year. The annual financial statement shall include a detailed overview of all revenues and expenditures of the Association.
14.11 In case the Association lacks funds for realization of its activities, the Management Board shall determine the reasons for such situation and inform all Association's Members thereof, followed by the proposal for resolution of the respective problems.

## 15. PROFITABLE COMMERCIAL ACTIVITY

15.1 Association acquires funds by performing commercial activity of book publishing under code 58.11 of the Decree on Classification of Business Activities encompassing publishing of books in printed and electronic form, audio recording or on internet, publishing of brochures, prospects, leaflets and other professional publications from the field of Association's activity.
15.2 Association may commence with direct performing of this activity only after registration in the Companies Register.
15.3 In addition to performing the commercial activity from clause 15.1, the Association shall preform the following commercial activities:
15.3.1 82.30 Organization of conventions and trade shows - in scope of which it shall organize professional congresses, conferences and meetings;
15.3.2 85.59 Other education N.E.C. - in scope of which it shall organize professional trainings, seminars and other professional educational activities;
15.3.3 74.90 Other professional, scientific and technical activities N.E.C.- in scope of which it shall maintain and organize the National PRO list of the Association, operations of the Center for Dispute Resolution in the Field of Construction and provide other professional counseling.
15.4 Profit generated as described in clauses 15.1 and 15.3 of this Article may be used exclusively for achieving objectives of the Association, including expenses of regular operations of the Association and participation in financing certain projects.

## SECTION 5

CENTER FOR DISPUTE RESOLUTION IN THE FIELD OF CONSTRUCTION

## 16. STATUS AND ORGANIZATION OF THE CENTER FOR DISPUTE RESOLUTION IN THE FIELD OF CONSTRUCTION

16.1 The Association has the Center for Dispute Resolution in the Field of construction ("Center").
16.2 The Center is an institution for arbitration in the field of construction with or without a foreign element, providing technical assistance and implementation of "ad hoc" arbitration proceedings in construction matters, organizing mediation services and providing other dispute resolution services in the field of construction.
16.3 The headquarters of the Center is in the Association's domicile.
16.4 The Center shall have the Praesidium and the Secretariat.
16.5 Individual arbitrators or arbitral tribunals, mediators, members of the Dispute Adjudication Board (DAB) and experts in accordance with the Center's regulations shall participate in resolving disputes in the field of construction ("Construction Disputes").
16.6 The Center Rules ("Center Rules"), as well as all changes to the Center Rules, shall be adopted by the Praesidium of the Center, after obtaining the consent of the Management Board of the Association.
16.7 Members of the Praesidium, as well as persons referred to in clause 16.5, may be persons who are not members of the Association in accordance with the Center Rules and internal acts of the Association.

## 17. PRAESIDIUM

17.1 The Center's Praesidium consists of the President, Vice-President and three members, all with the right to vote, and two members without the right to vote.
17.2 All members of the Praesidium shall be elected by the Management Board of the Association for a period of four years, but they can be re-elected.
17.3 Notwithstanding the provisions of the preceding paragraph, members of the Praesidium may be appointed for a period of less than four years when the appointment is made in order to bring the Praesidium into full composition after the function of the Praesidium member ceased before the expiration of the term.
17.4 If the function of the Praesidium member was terminated before the expiration of the term for which he/she was elected, the Management Board of the Association shall elect a new Praesidium member at the next meeting of the Management Board, but no later than two months after the termination of the function of the Praesidium member.
17.5 The Praesidium shall render valid decisions if three members with the right to vote are present at the meeting.
17.6 The meeting shall be presided by the President, or the Vice President in his/her absence.
17.7 The Praesidium may hold sessions and make decisions by electronic and other appropriate means of communication.
17.8 The Praesidium shall supervise the application of the Center Rules and monitor and reviews the practice of resolving disputes. The Praesidium shall prepare the annual report of the Center and the operating plan of the Center for the following year, and it shall submit them to the Association's Management Board. The Praesidium shall make decisions on the internal organization and operations of the Center, including decisions on the establishment of specialized administrative bodies for the needs of conducting regular activities of the Center. The Praesidium shall also perform other tasks falling under its competency according to the regulations of the Center.

## 18. PRESIDENT

18.1 President of the Center shall represent the Center and organize its operations, convene and preside over the Praesidium meetings and perform other tasks envisaged by the Center Rules.
18.2 If the President is unable to attend, or upon his/her decision, the powers of the President shall be exercised by the Vice-President.

## 19. SECRETARIAT

19.1 Center's Secretariat shall perform expert and administrative operations of the Center
19.2 Center's Secretary shall manage the Secretariat.
19.3 Center's President shall appoint the Secretary.

## SECTION 6

DISSOLUTION OF THE ASSOCIATION

## 20. DISSOLUTION

20.1 Should conditions for realization and implementation of the Association's activities set forth by this Statute discontinue during the period exceeding one (1) year, the General Assembly shall decide on dissolution of the Association, and following the settlement of all liabilities of the Association, its property shall be allocated to another organization with same or similar objectives as of the Association, as decided by the General Assembly upon the proposal of the Management Board.

## SECTION 7 <br> FINAL PROVISIONS

21. FINAL PROVISIONS
21.1 Founders of the Association shall be the persons whose names are stated in the "Decision of Establishment" of the Association dated 27 February 2009.
21.2 Members of the Association shall be the persons admitted to Association in a manner provided for in the provisions of this Statute.
21.3 Proposals for amendments to this Statute shall be submitted to the Management Board and shall be deemed legally relevant if agreed by the majority of the total number of the Management Board Members or by at least one-fourth of the Association's Members.
21.4 This Statute shall enter into force on the day of its adoption by the Assembly, after which the provisions of the Statute adopted at the meeting held on 24 October 2019 shall no longer be valid. The provisions of the Association's acts that are non-compliant with this Statute shall not be applied. All Association's acts must be harmonized with this Statute within one hundred and twenty (120) days from the effective date.
21.5 This Statute is signed by the President of the Association's General Assembly in five (5) counterparts for the needs of registration with the government authorities, opening of bank account and for other needs of the Association.

In Belgrade, on 24 December 2020.

## PRESIDENT OF THE GENERAL ASSEMBLY



Branislav Simović

