Pursuant the provision of Art 13 of the Law on Associations (Official Gazette "Narodne novine" No. 74/14) and Art 19 of the Statutes of the Association, the General Meeting of the Association of Corporate Lawyers held on 28th April, 2015 adopted the

STATUTES
Of the Association of Corporate Lawyers

I. BASIC PROVISIONS

Article 1

These Statues regulate the provisions referring to the title, headquarters and the scope of activities of the Association, representation, objectives and activities foreseen for achieving these objectives, membership, members' rights and obligations, organisation, internal organisation, committees and working bodies of the Association, their structure, authorisations, manner of decision making, conditions and manner of election and impeachment of officials, terms of office and responsibilities of the members, assets and management of possible profits, manners of acquiring of assets, termination and winding up as well as the procedure with assets in case of termination of the Association, as well as other issues important for the Association.

Article 2

The Association title is: Udruga korporativnih pravnika
The title in English language is: Association of Corporate Lawyers
The Association headquarters address is: Zagreb, Rooseveltov trg 2.
The Association is active in the territory of the Republic of Croatia.

Article 3

The Association is filed into the Register of Associations of the Republic of Croatia. The Association is a non-profit legal person.

Article 4

The Association has a stamp.
The Association stamp is of the rectangular form with dimensions 50x15 mm expressing the following wording: Association of Corporate Lawyers – Zagreb.

Article 5

The Association is represented by the President and the Secretary of the Association.
The Association General Meeting can authorise other persons to represent the Association as well.

II. OBJECTIVES, SCOPE OF ACTIVITIES AND ACTIVITIES OF THE ASSOCIATION AIMED AT ACHIEVING OBJECTIVES

Article 6

The Association is founded with the aim to:

- Promote and develop the reputation of corporate lawyers;
- Promote and develop the ethics of corporate lawyers;
- Make the role of corporate lawyers recognised and make conditions for regulating the profession of corporate lawyers legally establishing the Corporate Lawyer Bar;
- Develop and improve the legal profession in the economy and protection of professional interests of corporate lawyers;
- Train and skill corporate lawyers expertly and work on upgrading of the legal system;
- Create and develop links and bounds among corporate lawyers in the Republic of Croatia and abroad and with their associations as well as similar associations in the Republic of Croatia and abroad;
- Cooperate with courts, the state attorney's office, governmental bodies and institutions, faculties of law and other faculties in the Republic of Croatia and various other associations and organisations with the aim to promote interests of the Association.

The Association achieves its aims and objectives in the first line with activities in the field of legislature, economy and judiciary and in all the other fields in which aims and objectives of the Association could be promoted and achieved not only in the Republic of Croatia, but also abroad.

Article 7

Activities of the Association are the following:

- Initiatives for enactment of the law with the aim of harmonisation of the existing legal regulations with the EU law, especially with the aim to promote interests of corporate lawyers and their employers;
- Organising of professional lectures, seminars, conferences to assist and advance the continuing professional education of its members;
- Publication of professional newsletters and other publications from the scope of its activities;
- Gathering of its members with the aim to interchange information from the scope of the profession and occupation;
- Encouraging of young corporate lawyers to continue their professional education and to join the Association;
- Providing for legal aid pursuant stipulations of the Law on provision for free of charge legal aid in force.

Article 8

The operation of the Association is public. The publicity of its activities shall be achieved by the Association in the ways determined by these Statues informing its members on the activities of the Association as well as on all significant events in due time, issuing written reports and informing the members on special gatherings as well as in any other suitable way.

III. MEMBERSHIP IN THE ASSOCIATION

Article 9

Members of the Association shall be divided into regular, supporting and honorary members.

Regular members are:

a) Lawyers working in economy, institutions and similar who have passed the bar exam;
b) All the other lawyers who have taken a degree at a Law Faculty employed by a trading company and who work on legal issues in the function of a member of the managing board, executive director, director, director assistant, or some other managing officer in a trading company;
c) Lawyers who have taken a degree at a Law Faculty admitted to the membership by a special decision passed by the Association Presidency.

Supporting members are lawyers who have taken a degree at a Law Faculty and who do not fulfil conditions for membership in the Association or for whom those conditions have ceased, but who still accept the aims and objectives of the Association and who have expressed their wish to be members, as well as those lawyers who have taken a degree at a Law Faculty and who contribute to achievements of goals of the Association with their engagement, material contributions or in some other ways. Their membership in the Association shall be approved by the decision of the Presidency of the Association.

Members of the Initiative Committee for establishment of the Corporate Lawyer Bar shall have right to be honorary members in case the conditions for their regular membership cease.

Honorary members are the members from among respected lawyers admitted to the membership by a decision passed by the Association Presidency.

Article 10

The Association keeps and maintains a Membership Register.

The Membership Register is an electronic document comprising obligatory data consisting of the personal name, personal identification number, date of birth, date of becoming a member of the Association, membership category and the date of ceasing of the membership in the Association.

A list of members shall be published at the Association web site.

A person shall become a Member of the Association by his/her registration into the Membership Register kept and maintained by the Secretary of the Association. When a member is registered into the Membership Register he/she shall have rights and obligations determined by these Statutes.

Article 11

Rights, obligations and responsibilities of members are:

- Continuous professional education and expert training;
- Performing of all tasks and duties in a professional manner;
- Respecting of the Ethics Code of the Association;
- Assistance to younger lawyers in performing their tasks and duties and encouraging them in their professional progress and promotion,

- Active participation in activities of the Association and in their own professional progress and promotion;
- Promotion of the objectives and interests of the Association when performing their professional tasks and duties;
- Active participation in realisation of aims and objects as well as Activity Plans of the Association;
- Participation in General Meetings of the Association in which each Member of the Association has one vote;
- Participation in General Meeting Decision Reaching Procedure by declaring themselves;
- Performing of decisions reached by the Association bodies;
- Paying the membership fee determined by the General Meeting;
- Other rights and duties determined by special decisions reached by the Association and these Statutes.

Article 12

The Membership of a Member in the Association shall terminate if:

- The member resigns voluntarily,
- The member does not pay the membership fee,
- The member passes away,
- If the member of the Association leaves the economic sector – he/she can keep his/her membership as a supporting member of the Association if the Presidency of the Association decides so.

A Member shall be deleted from the Association Membership Register without reaching any special decision if he/she does not pay the membership fee for the current year by the end of the year.

If a Member acts against interests and objectives of the Association, i.e. against these Statutes, a disciplinary measure can be announced in the form of a caution or expulsion from the Association. A decision on giving of a caution or expulsion of a Member from the Association shall be reached by the Presidency. The Presidency shall issue its decision on expulsion of a Member in writing, it shall have an explanation and it shall be submitted to the Member together with an instruction on his/her right to appeal.

Any expulsed Member shall have right to appeal to the Association General Meeting within 15 days from the date of receipt of the Decision on the Expulsion issued by the Presidency. The Association General Meeting shall resolve the appeal within 30 days from the date of receipt of the appeal. The Association General Meeting decisions on the expulsion shall be decisive and final.

Article 13

Every Member of the Association can apply for resolution of a conflict of interest and disputes between members to the Presidency.

When the Presidency receives the application for resolution of a conflict of interest, it shall nominate a Committee for Resolution of the Conflict of Interest *ad hoc*.

The Committee for Resolution of the Conflict of Interest shall decide whether there is a case of conflict of interest for each individual case applying positive rules and regulations of the Republic of Croatia to each individual case in an

appropriate manner following corresponding positive procedural rules and regulations of the Republic of Croatia.
The decision of the Committee for Resolution of the Conflict of Interest shall be decisive and final.
The Committee for Resolution of the Conflict of Interest shall make decisions and resolve disputes arising between Association Members.

IV. ASSOCIATION BODIES

Article 14

Association Bodies are:
- General Meeting,
- Presidency,
- Association President,
- Supervisory Board,
- Secretary.

General Meeting

Article 15

The General Meeting is the highest managing body of the Association.
The General Meeting consists of all regular Members of the Association.

Article 16

The General Meeting may be annual or extraordinary.
The Annual General Meeting meets at least once a year.
General Meetings shall be convened by the Association Presidency.
In case of expiry of the office of Association Presidency Members, the Association General Meeting shall be convened by the oldest regular Member of the Association who has been also a Member of the Association at least 5 years.
The Association Presidency shall determine the Agenda for the General Meeting in the decision on convening the General Meeting and determines the time, day and place of the Meeting.
The Association Presidency shall convene a General Meeting whenever asked to do so by at least 1/3 of the Membership of the General Meeting. The applicants shall propose the Agenda in their request for convening a General Meeting.
Unless the Presidency convenes a General Meeting within the term of 15 days from the date of submission of the request from Para 5 of this Article, the General Meeting shall be convened by the applicants (the decision shall comprise the proposal of the Agenda as well as the time, date and place of the meeting).
Each Meeting shall be convened and the convening published at the web site of the Association at least 15 days prior to the date it will be held.

Article 17

The President of the Association shall chair every General Meeting. If the President is absent, the General Meeting shall be chaired by a member of the Presidency. In case the President and all the members of the Association

Presidency are absent, the oldest member of the Association present at the Meeting shall chair the General Meeting up to the moment of election of an operating chairman. In such a case the election of the operating chairman shall be the 1st Item on the Agenda of the General Meeting.
Minutes of Meeting shall be kept and maintained permanently in the Archives of the Association.

Article 18

The General Meeting reaches decisions by a majority of the present votes if one third of the total General Meeting Membership is present at the Meeting. If one third of the total General Meeting Membership is not present at the Meeting, the Meeting will be postponed by 30 minutes and held with the present members, unless less than 15 regular members are present.
Each Member of the Association shall identify himself/herself with an Association Registry Certificate.
Any other person who is a member of the Association can participate in the General Meeting instead of an absent member if the absent member has given him/her a written power of attorney.
The above stated power of attorney does not have to be authenticated by a public notary and it shall comprise:

- Identification of the member of the Association who has issued the power of attorney;
- Power of attorney for the attorney to perform activities and to vote in the name of the member of the Association at the General Meeting;
- Date on which the Power of attorney has been issued.

The person from Para 3 of this Article is authorised to participate and to vote in respect of General Meeting decisions only at that General Meeting of the Association for which he/she has the power attorney.

Article 19

The General Meeting of the Association shall:

- Adopt and amend the Statutes of the Association;
- Adopt and amend Activity Plans;
- Adopt annual financial reports;
- Adopt the Activity Plan and the Financial Plan for the next calendar year;
- Adopt other by-laws and decisions important for operation of the Association;
- Appoint the members of the Supervisory Board and relieve them of duty,
- Appoint the President and members of the Presidency of the Association and relieve them of duty;
- Revise and adopt the Annual Activity Reports of the Association for the previous calendar year;
- Issue guidelines for operation of the Association;
- Reach decisions on association into alliances, associations, networks and other associating forms of associations;
- Reach decisions on changes of objectives and activities of the Association;
- Reach decisions on statutory changes of the Association;
- Reach decisions on termination of the Association and division of the rest of the property;

- Select and cancel a liquidator;
- Reach decisions on appeals;
- Perform other activities determined and required by the law and/or Statutes.

Presidency

Article 20

The Presidency of the Association shall perform executive offices and other issues determined by these Statutes.

Article 21

The Presidency shall consist of five (5) members as follows: the President, two Vice-Presidents and two Members of the Presidency.
The Presidency is an executive and operative team body. The President of the Association shall convene the Presidency Meetings and chair the operation of the Presidency.

Article 22

The Presidency shall:
- Elect and appoint the Secretary of the Association;
- Convene the General Meeting of the Association;
- Determine the draft of the Statutes and the Activity Plan that is to be submitted to the General Meeting for consideration and adoption;
- Determine proposals and plans;
- Take care on performance of the adopted Activity Plan and implementation of the decisions reached and adopted by the General Meeting of the Association;
- Decides on cooperation with other similar organisations as well as international cooperation;
- Appoints representatives of the Association to participate in operation of other similar organisations in the country and abroad;
- Submit Activity Reports to the General Meeting of the Association;
- Reach decisions on the amount of the membership fee;
- Make decisions on allocation of possible profits;
- Manage assets of the Association;
- Take care on informing the public on operations of the General Meeting of the Association;
- Supervise material and financial operations of the Association;
- Make decision on expulsion of any member from the Association;
- Appoint various operating bodies;
- Make any other activity foreseen by the Statutes and other general by-laws of the Association.

Article 23

The President of the Association shall convene Presidency Meetings.
Decisions of the Presidency shall be reached by the majority vote of all the members of the Presidency.
Presidency Meetings shall be held as necessary and as decided by the President. A Presidency Meeting shall be held at lest once in a quarter.

Absent members of the Presidency can participate in reaching of decisions with a letter, by telephone, fax or using other technical means if they assure authenticity of their identity and the content.
When Presidency Members do not have an opportunity to meet, the Presidency Meeting can be held electronically.

Article 24

The Presidency shall be responsible to the General Meeting for its operations.
The Presidency shall submit the Annual Report on its operations to the General Meeting.
The term of office for the President, Vice-Presidents and the Members of the Presidency shall last for two (2) years.

The Association President

Article 25

The Association President shall be elected by the General Meeting with the term of office of two (2) years. The Association President is at the same time the President of the Presidency.
The President shall:

- Represent the Association;
- Initiate discussion on certain issues from the scope of activities of the General Meeting and the Presidency of the Association;
- Take care on informing the membership on the operations of the General Meeting and its bodies;
- Chair operations of the General Meeting and the Presidency;
- Be responsible for the legality of the operation of the Association
- Mange operations of the Associations pursuant decisions reached by the General Meeting;
- Be responsible for presentation of the Annual Financial Report Draft to the General Meeting;
- Submit the Annual General Meeting Minutes to the Office in charge of the Register of Associations;
- Perform other duties determined by these Statutes.

The President of the Association shall submit the Report of his/her own activities to the Presidency and the General Meeting of the Association.
In case of absence of the President, one of the Vice-Presidents shall replace him/her in all of his/her activities.
Vice-Presidents shall be elected by the Association Presidency with the term of office of one (1) year.
The President and Vice-Presidents can be re-elected.

Supervisory Board

Article 26

The Supervisory Board of the Association shall monitor and supervise activities of the bodies determined by these Statutes. The Supervisory Board shall inform the General Meeting of the Association and the Bodies that has monitored on its findings and opinions.

The Supervisory Board shall determine compliance of activities of the Association with laws, the Statutes and other by-laws passed and adopted by the Association.
The Supervisory Board shall monitor material and financial operations of the Association.

Article 27

The Supervisory Board shall consist of three (3) members.
The term of office of the Supervisory Board Members shall be two years.
The Supervisory Board Meetings shall be held as necessary but not less then once a year.
The Supervisory Board shall reach decisions by a majority vote of the Supervisory Board Members.

Association Secretary

Article 28

The Presidency shall elect and appoint the Secretary of the Association with the term of office of two years to perform professional and administrative issues of the Association.
The Association Secretary shall keep and maintain the Membership Registry.

Committees and Working Bodies

Article 29

The Presidency shall have right to establish permanent and temporary committees and/or other working bodies to perform activities within certain areas of the scope of activities of the Association.
In a decision on establishment of a committee or a working body its membership, objectives, time of existence and responsibilities shall be determined.

V. ASSOCIATION ASSETS AND MANNER OF ACQUIRING OF ASSETS

Article 30

The Association assets shall consist of: financial assets, movable property, rights and receivables of the Association.
The Association shall acquire assets through:

- Collection of membership fee,
- Publication of professional magazines and organisation of seminars and workshops,
- Sponsorship,
- Other sources pursuant the Law.

VI. TERMINATION OF THE ASSOCIATION

Article 31

The Association shall terminate its activities when:

- Two thirds of all General Meeting members reach the decision on termination of the Association;
- The Association is annexed to some other association, merged with some other association, divided by a separation;
- A double length of time passes from the term foreseen for holding of an Annual General Meeting, and it has not been held;
- An enforceable decision on termination of the Association is passed by a court;
- A bankruptcy procedure is initiated;
- A member requires so, when the number of members of the Association is lower than the number of founders necessary for establishment of an association and the Association competent body has not reached a decision on the receipt of new members within the term of one year from the appearance of the above stated fact.

In case of termination and/or winding up of the Association, the rest of its property after settlement of debts towards creditors and costs and expenses of winding up, court or some other procedure, shall be given to an association, institution or a foundation that has the same or similar statutory objectives on the basis of a decision reached by the General Meeting.
If case of termination and/or winding up of the Association the procedure regarding the Association property defined in its Statutes cannot be performed due to any reasons, the rest of the property shall belong to the local self-government in whose territory the Association has the headquarters.

VII. TRANSITORY AND FINAL PROVISIONS

Article 32

A Member of the Association may be a member of other similar associations.

Article 33

The Statutes of the Association shall be adopted by the General Meeting by the majority vote of the total number of the present Members of the General Meeting upon the performed discussion.

Article 34

Interpretation of the provisions of these Statues shall be performed by the General Meeting of the Association.
Interpretation of other acts and by-laws shall be performed by the Presidency of the Association.

PRESIDENT OF THE ASSOCIATION
Vinko Berković, LLB