

ASSOCIATION OF SERBIAN BANKS b.a.
Belgrade, 86/II Kralja Aleksandra Boulevard
0701 no. 8/8-2022

STATUTE

OF THE ASSOCIATION OF SERBIAN BANKS b.a.

BELGRADE
15.06.2022

Pursuant to Article 25, Paragraph 1, Item 2 of the Statute of the Association of Serbian Banks, the Assembly of the Association of Serbian Banks b.a. at its Extraordinary Session held on 15.06.2022 hereby adopts the following

STATUTE OF THE ASSOCIATION OF SERBIAN BANKS b.a.

I GENERAL PROVISIONS

Article 1

This Statute defines the basic matters of importance for the organisation and operation of the Association of Serbian Banks (hereafter to be referred to as: the Association).

The Association is registered with the Business Registry Agency under the number BD 21782-2005, as of 24.05.2005.

The Association has an identification number 07447779 and TIN 100157126.

Article 2

This Statute defines the following: official name and location of the Association; field of activities; objective of establishment; branch of industry; internal organisation; bodies and their authority, composition, procedure of election and release from duty, duration of term of office and decision-making process; representation of the Association; procedure of amending the Statute and procedure of adopting and amending other general bylaws of the Association; achieving transparency of operations; conditions for and procedure of gaining or terminating membership; rights, responsibilities and obligations of members; ways of acquiring resources for achieving goals and deployment of these resources, including provisions about commercial or other profit-earning activities conducted by the Association; decision-making concerning status changes and termination of operations; deployment of the Association's assets in case of termination of operations, along with other issues prescribed by the law.

II FIELD OF ACTIVITIES, OBJECTIVE OF ESTABLISHMENT

Article 3

The Association is a voluntary business association in the field of banking, established by the banks for an unspecified period of time, with a view to accomplishing common interests.

The Association was established to develop and promote banks' operations and harmonise their activities with regulations and good practice, to represent their common interests in front of the competent bodies and organisations in Serbia and abroad, to develop bilateral business cooperation with peer organisations, both locally and internationally, and to conduct other operations referred to in Article 4 of this Statute.

III ACTIVITIES AND MANNER OF FUNCTIONING OF THE ASSOCIATION

Article 4

Objectives and common interests referred to in Article 3 of this Statute, the Association is to accomplish by conducting the following operations in particular:

Activities of business associations - code 94.11

- Providing and organising professional assistance to their members with the purpose of improving and advancing their operations;
- Representing common interests of the Association's members in front of the competent government and other bodies and organisations; harmonising the members' opinions and proposals;
- Preparing and organising research projects and proposals concerning the development of the banking system, promotion of organisation and technology of work, advancement of standards and their harmonisation with international solutions and practice;
- Launching the initiatives for adopting laws and other regulations, providing opinions on drafts and proposals of laws and other regulations; participating in the preparation of laws and other regulations;
- Harmonising the banking practice by means of rules and standards;
- Organising professional gatherings, conferences, seminars, courses and other forms of education, with a view to facilitating professional education and training in the field of banking and finance, and issuing relevant certificates;
- Adopting international rules which promote tools and technology in banking and finance, and introducing standardized financial instruments;
- Representing their members locally and in the international, professional and other organisations which imply collective membership of banks or bank employees;
- Organising and establishing cooperation between foreign banks and the Association's members, cooperation with foreign banks, banking associations and banking institutes;

- Fostering sound business practice and business ethics, and defining the rules of sound business conduct of their members;
- Conducting operations as the payment system operator, pursuant to the Law and other positive regulations concerning payment services, as the:
 - a) Payment system operator for cheque clearing, and
 - b) Payment system operator for direct debit clearing;
- Collecting information from their members and third parties pursuant to the law, relating to the indebtedness of their retail and corporate clients, along with the processing of these data, their holding and transferring to the authorized users, based on which they gain insight into the indebtedness of the clients, potential debtors and their regularity of settling liabilities, with a view to facilitating risk assessment in banks' operations;
- Publishing books, magazines, brochures, manuals and other expert publications, along with periodical issues of a similar kind.

The Association may conduct other business of interest for the Association's members, including foreign trade transactions, pursuant to the law.

Article 5

With a view to achieving the interests of its members, the Association shall cooperate with the National Bank of Serbia, competent government and other bodies and organisations, along with other institutions, in the process of preparing laws and regulations, and in the activities of inter-departmental groups concerning the definition of solutions and measures related to the field of banking and finance.

The Association shall notify the National Bank of Serbia and other competent bodies about the issues and problems in banking and about the effects of laws and other regulations and measures to the banking sector or economy as a whole.

The Association shall submit to the National Bank of Serbia its main general bylaws, and all other bylaws and agreements concluded with the banks.

Article 6

The Association shall cooperate with business associations and similar associations in Serbia and abroad, and with international organisations.

Article 7

Positions, proposals, recommendations, guidelines, conclusions, and opinions of the Association shall be defined by its bodies within their respective jurisdictions.

Article 8

Agreements, or conventions, concluded by the Association's members with a view to determining the forms of mutual cooperation, along with the codification of general rules of procedure and business conduct (code of conduct) in certain segments of operation, including the decisions passed by the Association's bodies, shall be binding for all Association's members.

IV RESPONSIBILITY IN THE LEGAL SYSTEM

Article 9

The Association is a legal entity with rights, responsibilities and obligations defined according to the Law on Business Companies, Law on Associations and this Statute.

Article 10

The Association shall act within the legal system on its own behalf and for the benefit of its members, on behalf of and for the benefit of its members, and on its own behalf and for its own benefit.

Article 11

For the obligations undertaken within the legal system, the Association shall be held liable with its entire assets. The Association's members shall not be held liable for the Association's obligations.

V OFFICIAL NAME AND LOCATION, DAY OF THE ASSOCIATION, LOGO AND OFFICIAL STAMP

Article 12

The official name of the Association is: *Udruženje banaka Srbije p.u.*

Abbreviated name of the Association is: *UBS p.u.*

The translation of the official name into English is: Association of Serbian Banks b.a., and the abbreviated official name in English is: ASB b.a.

The registered office of the Association is in Belgrade, at the following address: 86/II Kralja Aleksandra Boulevard.

The registered office of the Association may be changed if the Board of Directors should so decide.

Article 13

The Day of the Association is December 4th - the day when, back in 1921, the founding Assembly Session of the Association of Banks was held.

The Association shall have its official stamp, to be used in business letters and other documents. The stamp shall be round in form and shall bear the name and registered office of the Association inscribed in concentric circles. The Association may have a rubber stamp and dry stamps.

Secretary General shall issue instructions regulating the content, form, manner of use and safekeeping of the official stamp, rubber stamp and dry stamp, and other relevant matters to that effect.

The Association shall have the following logo:



Article 14

Business letters and other documents of the Association, including those in electronic form, addressed to third parties, shall contain the full or abbreviated name, registered office, logo, identification number and tax identification number of the Association.

VI ACQUISITION AND EXPIRY OF THE STATUS OF AN ASSOCIATION'S MEMBER

Article 15

The Association shall keep a record about its members.

Article 16

Membership in the Association shall be terminated in the following cases:

- Termination of operations of the member, with their removal from the business register;
- Submission of a written statement about withdrawal; and
- Expulsion.

Membership in the Association shall be terminated on the day of the member's removal from the business registry, or the day of submitting the written statement about withdrawal.

Article 17

Membership in the Association may be terminated by expulsion in the following cases:

- If the concerned member fails to pay the contribution for financing the Association's activities for at least six months;
- If the concerned member fails to follow the provisions of this Statute and other general bylaws of the Association, the decisions of the Association's bodies, as well as the contracts, agreements and conventions concluded between the Association and the member;
- In case of a serious jeopardy of sound business practices and business ethics, or a serious jeopardy of the Association's reputation, and following the Assembly's decision on the statement of the member in question.

The decision on expulsion from the Association shall be passed by the Assembly.

VII RIGHTS AND OBLIGATIONS OF THE ASSOCIATION MEMBERS

Article 18

The Association's members shall have equal rights and obligations.

Article 19

The Association's members shall have the following rights:

1. To participate in achieving the objectives of the Association on an equitable level with other members;
2. To take direct part in the decision-making process via their representatives in the Assembly, and other bodies of the Association;
3. To elect and be elected into the bodies of the Association;
4. To request intervention on the part of the Association with the competent bodies, concerning certain current issues related to the operations of the Association's members;
5. To be timely and fully informed about the work and activities of the Association;
6. To withdraw from membership at the Association;

7. Other rights prescribed according to the Statute.

Article 20

The Association's members shall have the following obligations:

1. To actively contribute to the achievement of the Association's objectives;
2. To respect this Statute and other general bylaws and decisions passed by the Association's bodies;
3. To provide participation of professionals, selected from their employees, in the activities undertaken by the competent bodies of the Association;
4. To make available and submit to the professional department of the Association the information and documentation necessary to conduct operations and tasks of the Association;
5. To consistently implement deals among the Association's members, agreements, contracts, and conventions made by the Association ;
6. To timely effect financial obligations towards the Association;
7. Other obligations prescribed by this Statute and other general bylaws of the Association.

Article 21

A bank, member of the Association, cannot conclude an agreement with another bank or the Association which might jeopardize the rules of competition.

VIII MANAGEMENT AND THE ASSOCIATION BODIES

Article 22

The Association shall be managed by its members through their authorized representatives elected to the Association bodies, vested with the equitable voting right.

Article 23

The Association bodies are the following:

- Assembly of the Association;
- Board of Directors;
- Supervisory Board;
- Secretary General.

1. The Assembly

Article 24

The Assembly of the Association shall comprise all Association members via their authorized representatives.

Article 25

The Assembly of the Association shall:

1. Discuss issues significant for the banking and financial system, and set general policies for the functioning of the Association within the objectives and purposes of its operations;
2. Adopt the Statute and its amendments;
3. Adopt the Association's development strategies;
4. Prepare the program of activities and the development plan of the Association;
5. Adopt the annual business reports, including the report on the realisation of the plan of operation, and the financial reports of the Association (including the Balance Sheet, Income Statement and the Cash Flow Report);
6. Adopt the reports of the Board of Directors and the Supervisory Board;
7. Decide on the allocation of the surplus of revenues and coverage of losses;
8. Elect and release from office members of the Board of Directors and the Supervisory Board;
9. Appoint an independent auditor;
10. Decide on status changes, and potential termination of the Association's operations;
11. Decide on acquisition, sale, rental, mortgage, or some other form of deployment of high value assets, pursuant to the law.

Article 26

The Assembly may convene regular or extraordinary sessions.

A regular Assembly Session shall be held once a year, not later than six months after the end of a business year.

In case a regular Assembly session is not held, this does not affect the legal validity of legal operations, actions, and decisions on the part of the Association.

Assembly sessions convened between regular annual Assembly sessions shall be deemed extraordinary.

Extraordinary Assembly Sessions are convened when the need arises, and when prescribed by the law.

Article 27

The Assembly sessions shall be convened by the Association's Board of Directors.

Article 28

President of the Board of Directors of the Association may convene the Assembly if the Board of Directors should fail to do so, when pertinent issues are at hand within the Assembly competencies that may not suffer any delay.

An initiative for convening an Assembly Session may be launched at least by one tenth of the Association members.

An Assembly Session must be convened when this is requested in writing by at least one fifth of the Association members.

Article 29

An Assembly Session is convened by means of written invitations to be submitted to each member, i.e., their representative, not less than 8 days prior to the date of the Session.

The invitation for the Assembly Session shall, in particular, contain the following:

- 1) Date of sending the invitation;
- 2) Date and venue of the Session;
- 3) Proposal of the Agenda for the Session, clearly indicating which items on the agenda require a decision passed by the Assembly;
- 4) Materials for the Session.

The materials to be submitted for the Session include reports, proposals of each decision whose adoption is being proposed with the relevant explanation; a detailed description of each item proposed for discussion, with the relevant comment or statement by the Board of Directors; other documents and information significant for the activities and decision-making of the Assembly.

The Assembly Session is opened by the President of the Board of Directors, who acts as chairperson until the Assembly Session Chairperson is elected.

Article 30

The discussion and decision-making at the Session may concern only the items on the Agenda, whereas other issues might be discussed only if all member representatives are present at the Session and if none of the members are against it.

Article 31

The Assembly may legitimately proceed and make decisions if the session is attended by not less than the majority of representatives of the Association members.

If at the time set for the commencement of a session the requirement prescribed in Paragraph 1 of this Article, the President of the Board of Directors shall postpone the Session, defining the exact time and location where the postponed Session shall be held.

The quorum shall be verified by the President of the Board of Directors when inaugurating the Assembly Session.

Article 32

The Assembly shall decide on matters from its competencies by a majority vote of the representatives of the members present at the session.

An absent representative may vote in writing. Voting in writing shall be deemed valid if the written vote has been submitted to the Association by the time the Assembly Session is held. A member that votes in writing shall be considered present at the Session.

The Assembly shall decide by a two-thirds majority vote of the members on the following:

- 1) Status changes and termination of the Association's operations;
- 2) Passing of the decision on liquidation of the Association or a proposal for announcing bankruptcy;
- 3) Amendments to the Statute;
- 4) Other issues pursuant to the law and this Statute.

Article 33

Assembly sessions may also be held by means of conference lines or other audio and visual communication equipment, so that all persons taking part in the session are enabled to mutually communicate at the same time.

Persons taking part in the session in this way are deemed to be present in person.

Article 34

Voting at the Assembly Session is public.

Article 35

Members of the Assembly may also decide in writing, without convening an Assembly Session, if no member of the Assembly objects. A decision shall be deemed adopted if voted in favour by the majority of the Association members.

Article 36

The Assembly may adopt a Book of Procedure, defining more closely the functioning and decision-making pursuant to the law and this Statute.

The Assembly Session is chaired by the Chairperson of the Assembly, to be appointed at each Session.

Article 37

Each decision of the Assembly is entered into the minutes, held by the minutes-keeper, to be appointed by the Assembly Chairperson.

2. Board of Directors

Article 38

The Association has its Board of Directors, as the governing body.

The Board of Directors shall:

1. Discuss pertinent issues regarding the banking, financial and accounting systems, take a stand thereon and provide opinions to competent authorities, taking into account the best interests of the banking system in general;

2. Monitor and analyse economic, credit-monetary and tax policy measures, from the aspect of their impact on the conditions in which banks operate;
3. Convene sessions of the Assembly, prepare draft bylaws tabled for adoption at the Assembly and implement its decisions;
4. Adopt general bylaws otherwise not adopted by the Assembly;
5. Discuss and adopt reports during the year;
6. Set the level of founders' contribution for financing of operations of the common interest for all members, the manner and terms of payment;
7. Appoint and release from office Secretary General;
8. Appoint the members of expert committees;
9. Decide on the procurement of basic means for the Association's functioning, in accordance with its general act and plan documentation;
10. Appoint the internal auditor;
11. Decide on all other matters which are outside the jurisdiction of the Association Assembly and/or explicit jurisdiction of some other Association bodies, but are by their nature relevant for the scope of work of the management bodies.

Article 39

The Board of Directors shall have 9 members elected by the Assembly for a four-year period amongst the representatives of the Association members.

The Assembly appoints the members of the Board of Directors, from Paragraph 1 of this Article, by rule, from the banks with the highest amount of balance sheet assets, as determined by the National Bank of Serbia, and published on their webpage, for the business year prior to the appointment, i.e., for the last quarter of the given year in case that the annual data have not been published.

The Board of Directors shall elect President and Deputy President from amongst its members.

If the term of office of the Board of Directors members expires, the term of office of the existing members shall be extended automatically until the election of the new members.

Article 40

The appointment of the President of the Board of Directors from Article 39, Paragraph 1 of the Statute shall be conducted by direct proposals and election at the constitutive session of the newly elected Board of Directors, that is, based on the submitted written candidacies, which the competent proposal makers are to send to the Secretary General 10 days prior to the announced constitutive session, at the latest.

Candidacies can also be submitted directly following the appointment of the Board of Directors members, at the Assembly Session, and prior to the announcement of the date of the constitutive session of the Board of Directors.

The competent proposal maker, in terms of Paragraph 1 of this Article, is every member of the newly appointed Board of Directors.

Article 41

Expert services of the Association shall prepare the submitter candidacies as material for the constitutive session, and they shall be considered at that session of the Board

of Directors.

Article 42

The election of the President of the Board of Directors shall be conducted at the session, via public vote.

In the case of multiple candidates, the candidate who receives more than half of the total number of votes from the members of the Board of Directors shall be appointed President.

If there are more than two candidates, none of which receive the necessary majority of votes from the previous Paragraph in the first voting round, the voting shall be repeated for the two candidates who had received the most votes in the first voting round.

At the repeated voting, the candidate with the most votes shall be appointed.

Article 43

The Deputy President is proposed by the elected President of the Board of Directors, or a third of the total number of members of the Board of Directors at the same constitutive session.

The rules on the election of the President of the Board of Directors from this Statute shall also apply to the election of the Deputy President.

Article 44

President of the Board of Directors, together with the Secretary General, shall convene sessions of the Board of Directors, chair the sessions, sign decisions adopted by the Board of Directors, represent the Board of Directors and perform other duties.

In case the President of the Board of Directors is not available, his authorities shall be assigned to his deputy.

Article 45

The Board of Directors shall decide in sessions held when so required, but at least once every three months.

Invitations to the session of the Board of Directors, together with the draft agenda and the relevant documents, shall be sent to the members not later than seven days prior to the date of the session.

Article 46

The Board of Directors may adopt valid decisions when the session is attended by the majority of the total number of members.

Decision of the Board of Directors shall be deemed adopted when voted in favour by the majority of vote of the members.

An absent member may vote in writing.

A member of the Board of Directors who votes in writing can be considered present.

A member of the Board of Directors is, as a rule, represented by the president of the Executive Board of the bank, who may authorise another person to represent them at the session if they are prevented from attending, and vote in their stead.

Article 47

Exceptionally, in urgent cases, the Board of Directors may pass a decision without holding a session (in writing, by wire, or in some other similar manner), if no member of the Board of Directors objects.

The decision shall be deemed adopted if voted in favour by the majority of the total number of members of the Board of Directors.

Paragraphs 1 and 2 of this Article do not apply to the constitutive session of the Board of Directors where the President and Deputy President of the Board of Directors are elected.

Article 48

The Assembly shall relieve from office a member of the Board of Directors prior to the expiry of the term to which the member was appointed, in the following cases:

1. At the member's own written request;
2. When the Association's member that they represent loses the status of the Association's member;
3. In other justified cases.

If between the two Assembly Sessions the position of the Board of Directors member remains vacant, the Board of Directors may resort to co-optation, but not more than one-third of its members may be co-opted.

The term of office of the co-opted members shall extend until the expiry of the term of office of the Board of Directors members in whose stead they were co-opted.

3. Supervisory Board

Article 49

The Association has its Supervisory Board, as the supervising body.

The Supervisory Board shall:

1. Supervise the legality of work of the Association;
2. Examine annual accounting reports and establish whether they have been drawn up in conformity with regulations;
3. Provide opinion on the proposals for the allocation of the surplus of revenues over expenditures;
4. Establish whether the business books and other documents of the Association are kept properly and in accordance with regulations;

5. Perform other activities set forth by the law and bylaws of the Association.

A member of the Supervisory Board is represented, as a rule, by the president of the Executive Board of the bank, who may authorise another person to attend and act in their stead if they are unable to attend the session of the Supervisory Board.

Article 50

The Supervisory Board shall have 3 members elected by the Assembly for a period of four years, from amongst the representatives of the Association members.

Supervisory Board shall elect the President and Deputy President from amongst its members.

Members of the Board of Directors may not be elected members of the Supervisory Board.

Article 51

The Supervisory Board shall work in sessions and may pass valid decisions if its session is attended by the majority of its members.

The Supervisory Board shall decide by the majority vote of the members.

An absent member may vote in writing.

A member of the Supervisory Board who votes in writing can be considered present.

Exceptionally, in urgent cases, the Supervisory Board may decide without holding a session (in writing, by wire, or in some other similar manner).

Article 52

The Assembly shall relieve from office a member of the Supervisory Board prior to the expiry of the term for which they had been elected, in the following cases:

1. At the member's own written request;
2. When a member of the Association that they represents loses the status of the Association member;
3. In other justified cases.

Article 53

The Supervisory Board shall submit a report to the Assembly on the supervision results.

4. Secretary General

Article 54

The Association has its Secretary General, who is the legal representative of the Association. The Secretary General is registered pursuant to the Law.

Article 55

Secretary General represents the Association in its relations with the third parties, pursuant to this Statute, decisions passed by the Association Assembly and instructions of the Board of Directors.

The Board of Directors shall select one or more persons from the employees of the Association to act as deputies to the Secretary General, in the case of the Secretary General's temporary inability to perform duties, and will delegate the jurisdictions of the Secretary General to them via their decision, in accordance with the law and this Statute.

Article 56

The Secretary General shall:

1. Organise and manage the operations of the Association;
2. Represent, act as agent, and sign on behalf of the Association in relations with the third parties;
3. Ensure the legality of work of the Association, and shall be held accountable for the legality of its operation;
4. Harmonise the work of the Association's bodies, and implement their decisions;
5. Prepare drafts of the general bylaws to be adopted by the Board of Directors of the Association;
6. Take part in the work of the Assembly, Board of Directors, and Supervisory Board of the Association, without the voting right;
7. Order the execution of the financial plan of the Association and the deployment of the Association's assets;
8. Make individual decisions on acquisition, i.e. purchase of fixed assets, up to the amount set up by the Board of Directors;
9. Decide on labour-related legal matters concerning the staff employed, in accordance with the law, and other provisions regulating labour relations;
10. Perform other activities prescribed by the law, this Statute, and other general bylaws of the Association, which are not under the jurisdiction of the Assembly and the Board of Directors.

The Secretary General shall be held liable for the proper book-keeping of the Association's business books and for the accuracy of financial reports.

Article 57

The Secretary General shall be appointed by the Board of Directors for a period of four years.

After the expiry of the term-of-office for which the Secretary General was appointed, the same person may be re-appointed as Secretary General.

Employment contract with the Secretary General shall be concluded by the President of the Board of Directors, and its length cannot exceed the length of the term-of-office for which the Secretary General was appointed.

Article 58

Secretary General may be appointed a person who, in addition to legally prescribed requirements, also meets the following specific conditions:

1. Holder of a University degree of the Faculty of Economics, or a Faculty of Law;
2. Reputable banking and financial expert, with not less than ten years of work

experience;
3. Active command of at least one world language.

Article 59

The procedure of appointing the Secretary General of the Association is more closely defined by the Board of Directors in their legal acts.

Article 60

The Secretary General may be relieved of office prior to the end of their term-of-office.

5. Expert Committees

Article 61

Expert committees for certain segments of banking operations shall be set up as a form of the Association's organisation and functioning.

Expert committees are technical, advisory bodies of the Association which initiate the settlement of certain issues, determine expert solutions, and give proposals to the Association's bodies, taking into account the best interests of the banking system in general.

Expert committees may set up their own commissions or work groups.

Article 62

Expert committees of the Association shall be set up for the development of the banking functions, promotion of organisation and technology of work in the following segments:

1. Bank risk and capital management;
2. Financial markets development;
3. Foreign economic relations;
4. Control of the banking operations harmonisation (compliance function);
5. Retail banking;
6. Legal operations;
7. Accounting and financial reporting;
8. Taxation system;
9. Information technologies and standardization;
10. Payment system;
11. Digital banking;
12. Education and human resources;
13. Marketing and public relations;
14. Security.

Based on the manifested needs and requirements of the members, the Board of Directors may set up expert committees in other fields as well.

Article 63

The Board of Directors shall nominate at least seven members of the expert committees for a period of four years.

Expert committees' members shall be member employees, experts for certain segments of banking operations.

The Board of Directors defines the criteria for appointing expert committees in a separate Book of Procedures.

IX INTERNAL ORGANISATION OF THE ASSOCIATION

Article 64

Pursuant to the provisions of this Statute, the internal organisation of the Association, as well as the systematisation of operations, shall be regulated by a bylaw passed by the Secretary General.

Article 65

For the purpose of conducting operations of the Association, activities shall be organised within the groups of specialists for certain areas within the scope of functions of the Association, and within special organisational parts.

Operations of the Association shall be organised within the groups of experts according to the bylaw passed by the Secretary General as referred to in Article 60 of this Statute.

Article 66

Within the Association special organisational parts shall be established, as follows:

- a. Bank Training Centre
- b. Credit Bureau
- c. Payment System Operator for Cheque Clearing and;
- d. Payment System Operator for Direct Debit Clearing.

The internal audit function in the Association shall be performed by the internal auditor of the Association, appointed by the decision of the Board of Directors, who can also contract third certain party experts for different professional aspects of their auditing work.

The Board of Directors more closely defines the work of the internal audit function through its bylaw.

Article 67

In special organisational parts referred to in Article 62 of this Statute, the following activities shall be conducted:

I Bank Training Centre

- Designing programs for professional upgrading, innovation of knowledge and training of bank professionals for application of modern methods and new forms of banking business, raising of a general level of expertise, professionalism and ethics;
- Implementation of programs of professional upgrading and organisation of education independently, or in cooperation with the faculties, scientific institutes and other national and international specialized institutions by means of training courses, workshops, seminars, lectures, study tours, etc.

II Credit Bureau

- Taking over of data from banks and other users of Credit Bureau services, in accordance with individually contracted agreements, on indebtedness of physical persons and legal entities, and their diligence in debt servicing, formation of the relevant databases and their updating, holding and transferring data to the authorized users;
- Preparation of reports on financial indebtedness of clients, settlement of complaints raised by the users of the Credit Bureau services, or bank clients.

III Operations of the Payment System Operator

1. Conducting the operations as the payment system operator for ASB Cheque Clearing:

- Receiving individual orders from payment transactions for the collection of receivables;
- Exchange and processing of payment orders for calculation of bilateral and multilateral net positions for settlement;
- Realisation of payment orders.

2. Conducting the operations as the payment system operator for ASB Direct Debit Clearing:

- Formation and management of a uniform register of mandates;
- Definition of payment scheme rules for direct debit;
- Conducting direct debit clearing and settlement transactions;
- Direct debit operations are conducted in the same way as the calculation of multilateral net positions, via transaction account for banks in real time according to the gross principle;
- Calculation, i.e., debiting of the accounts of the clearing participants in the RTGS system, for the calculated net positions by means of orders delivery.
- Notification of all clearing participants upon the conducted clearing and settlement.

Business Council of the Credit Bureau

Article 68

The Board of Directors shall form a Business Council of the Credit Bureau composed of 9 members, users of the Credit Bureau services.

Persons appointed to the Business Council shall be experts of the economic, legal and IT profile who are engaged in activities from the scope of the Credit Bureau operations.

Term-of-office of the Business Council members shall be four years with the right to re-election.

Article 69

The Business Council shall set up professional and technical solutions relevant to the Credit Bureau operations, and shall submit proposals to the competent bodies of the Association for the decision-making within the scope of their respective competences.

X FINANCING OF THE ASSOCIATION

Article 70

Resources for the Association's activities shall be collected from its members' contributions and fees on provided services, donations and gifts, interest on investments and in other ways permitted by the law.

Article 71

The Association's income comprises the following:

1. Contributions from its members for the financing of operations of common interest;
2. Fees for the services conducted for the benefit of its members and other services users, where it is possible to differentiate between the costs and formation of service prices, as follows:
 - Fees for the services of the Credit Bureau, Payment System Operator for Cheque Clearing and Payment System Operator for Direct Debit Clearing;
 - Fees for publications, registration fees for seminars, symposia, etc.;
3. Other income yielded by the Association by conducting its activities.

The amount of contributions, calculation basis, manner and deadlines for payment of contributions referred to in Item 1, Paragraph 1 of this Article, shall be defined by the Board of Directors.

The amount of other fees shall be defined by the Secretary General in the form of the unique tariff to be published on the Association's website.

Article 72

The Association shall procure funds by conducting commercial activities, as follows:

82.91 - activities of credit bureaus, as its predominant commercial activity;

66.19 - other supplementary activities in the process of providing financial services - except insurance and pension funds - including the operations of a processor in payment transactions, in accordance with the law and bylaws, and with the permission of the National Bank of Serbia;

58.11 - publishing activities - publishing books, magazines and other publications.

Article 73

Profit yielded from conducting commercial and other activities shall be used exclusively for the purpose of achieving the Association's objective, including the costs of regular operations of the Association and its own participation in financing certain projects.

Article 74

The Association shall form permanent sources of finance from its business results and from other sources pursuant to the law and general bylaws of the Association.

With a view to financing specific activities, the Association's members may join their funds with a special purpose.

XI ASSETS OF THE ASSOCIATION, BUSINESS BOOKS AND FINANCIAL REPORTS

Article 75

The assets of the Association shall include the right of ownership over movable and immovable property, funds generated by its business operations, and other material rights. The assets of the Association shall be used exclusively for the purpose of achieving its statutory objectives.

Article 76

The Association shall keep business books, prepare financial reports (including the Balance Sheet, the Income Statement, and the Cash Flow Report) and be subjected to financial reports audit, pursuant to the accounting and auditing rules and regulations.

When drafting the regular annual financial report, the Association shall list an inventory of assets and obligations as of the balance sheet date.

Annual accounts and reports on the Association's activities shall be sent to the Association's members in the manner prescribed by the Statute.

XII TERMINATION OF THE ASSOCIATION

Article 77

The Association shall terminate its activities when there is no further interest in conducting the Association's operations, and in other cases prescribed by the law.

In cases referred to in the previous Item of this Article, a liquidation or bankruptcy procedure shall be launched, pursuant to the law.

Article 78

The decision about a status change of the Association (division, merger and acquisition), and about the termination of activities, shall be passed by the Association's Assembly by the two-thirds majority vote of all members.

Article 79

In case of termination of the Association's activities, its assets shall be allocated to the legally non-profitable entity, which was established with the purpose of achieving the same or similar goals.

XIII PUBLIC RELATIONS AND TRANSPARENCY OF OPERATIONS

Article 80

The Association shall keep its members informed on regular grounds, and the general public, if necessary, of all the significant decisions, stances and proposals adopted at the sessions of the Association organs and bodies.

Disclosure of information shall be done through the most appropriate mass media, depending on the character of particular information, specifically by providing oral and written information, by issuing statements in the mass media, organising press conferencing and issuing publications as well as by posting information on the Association's website.

Public statements are given by the Secretary General, in line with his competencies.

The Association's employees may give public statements with the previous consent of the Secretary General.

Article 81

Information disclosed on the work of the Association shall be provided, as a rule, by sending to the Association members the documents prepared for the organs and bodies of the Association, including the conclusions, stands and recommendations made by the organs and bodies of the Association.

Article 82

Management and staff employed at the Association providing data and information about the work of the Association, shall be responsible for their truthfulness and accuracy.

Article 83

Articles and original professional texts written by banking and financial experts, information on business activities of the Association's members, information on significant national and international activities, along with other information, shall be published in the regular issue of the Association's scientific journal *Bankarstvo*.

Information and evaluation of the banking sector operations shall be published in the annual reports of the Association.

Article 84

The Association has its Internet presentation at the following website: www.ubs-asb.com.

With a view to keeping its employees informed, the Association also has its Intranet presentation.

XIV ENTITIES WITH SPECIAL OBLIGATIONS TOWARDS THE ASSOCIATION, NON-COMPETE CLAUSE

Article 85

The following entities shall have special obligations towards the Association:

- 1) Members of the Board of Directors and Supervisory Board, Secretary General, internal auditor, heads of separate organisational units of the Association;
- 2) Other entities prescribed by the law regulating the operations of business companies.

Article 86

A person having special obligations towards the Association shall inform the Board of Directors of the existence of personal interest or the interest of a person prescribed by the law regulating the operations of business companies to be a connected person in a legal transaction concluded by the Association, i.e., a legal action undertaken by the Association.

Article 87

In case of the existence of personal interest, the conclusion of the legal transaction, i.e., the undertaking of the legal action, is typically approved by the majority vote of all Board of Directors members who have no personal interest in the matter.

In case the Board of Directors approves a legal transaction in which there is personal interest involved, it notifies the Assembly thereof in the manner prescribed by the law regulating the operations of business companies.

Article 88

Persons having special obligations towards the Association and the Association's employees, without the procured permission to conduct a legal transaction or undertake an action in which there is personal interest involved, shall be unable to do the following:

- 1) Have the status of a person with special obligations towards another company with the same or similar scope of activities (competitor company);
- 2) Be an entrepreneur with the same or similar scope of activities;

- 3) Be employed in a competitor company;
- 4) Be in any other manner engaged in a competitor company;
- 5) Be a member or a founder of another legal entity with the same or similar scope of activities.

The prohibition expressed in Item 1 of this Article shall apply even after the termination of the status of the person with special obligations towards the Association or the termination of that person's employment, but no longer than for two subsequent years.

A general bylaw of the Association may define the operations, manner or place of their conducting which shall not represent the breach of obligation to respect the non-compete clause.

XV ADOPTION OF GENERAL AND SPECIFIC BYLAWS OF THE ASSOCIATION

Article 89

The Statute is the main general bylaw of the Association.

Other general bylaws of the Association are: rules, operating procedures and decisions, adopted by the Association bodies in the exercise of their competencies, regulating particular issues in a general manner.

Other general bylaws shall be harmonised with the Statute.

Provisions of another general bylaw contradicting the Statute shall be null and void.

Specific bylaws adopted by the Association bodies shall be harmonised with the general bylaws of the Association.

Article 90

Other general bylaws shall be enacted by the Board of Directors.

The Secretary General shall adopt general and specific bylaws prescribed by the law and this Statute.

Article 91

Initiative for amendments to the Statute of the Association may be launched by the following:

- At least one tenth of the Association members;
- Board of Directors, and the Secretary General of the Association.

The Board of Directors shall pass the decision on the launched initiative.

Amendments to the Statute of the Association and other general bylaws shall be carried out in the manner prescribed for their enactment.

XVI BUSINESS SECRET, PROTECTION OF DATA

Article 92

Members of the Association's organs and the Association's employees shall keep business secrets of the Association.

Business secrets shall be deemed to be all data designated as such by the law, other regulations or bylaws of the Association, the disclosure of which to unauthorized persons could cause harmful effects to the Association or its members; also the data that have or might have economic value because they are not generally known, or easily available to third parties that could, by using them or sharing them, yield economic benefits, and the data protected by the Association by means of appropriate measures in order to preserve their secrecy.

Members of the Association bodies and employees of the Association shall undertake to keep professional secret even after the term of office of a member has expired, or employment with the Association had been terminated, in the period of five subsequent years.

General bylaws of the Association, in line with the law, may regulate in more detail the documents and data designated as business secrets.

Article 93

The Secretary General shall be deemed accountable for establishing, maintaining and implementing an efficient and reliable system for information safety management within the Association.

For the implementation of the efficient and reliable system referred to in Item 1 of this Article all employees shall be held accountable.

XVII TRANSITIONAL AND FINAL PROVISIONS

Article 94

General bylaws of the Association shall be harmonised with the provisions of this Statute within six months from the date of its coming into effect.

Article 95

The Secretary General shall continue to hold their position, until the expiry of the term of office for which they were appointed.

Article 96

Members of expert committees and the Business Council shall continue to hold their positions, until the expiry of the term of office for which they were appointed.

Article 97

This Statute shall come into force on the eighth day after its adoption at the Association's Assembly, excluding Articles 39 and 50, which shall enter into force and be applied from the day the Statute is adopted.

With the entering into force of this Statute, the existing Statute 0701 no. 8/7-2017 as of 18.09.2017 shall cease to be valid.

Belgrade, 15.06.2022

CHAIRMAN OF THE ASSEMBLY

Borislav Strugarević