

Based on Article 13 of the Law on Associations („Narodne novine“ No. 74/14), the Assembly of the Association of Foreign Investors in Croatia adopted the Statute at the session held on November 20th 2017 in Zagreb, and at the session on November 15th 2022 in Zagreb passed the Decision on Amendments and Supplements to the Statute, which together form a refined text for

STATUTE

FOREIGN INVESTORS COUNCIL IN CROATIA

I. GENERAL PROVISIONS

Article 1.

This Statute regulates the provisions on the name, abbreviated name, name in a foreign language, abbreviated name in a foreign language, seat and area of activity of the association; on the goals and activities used to achieve the goals; on publicizing the work of the association; conditions and method of joining and termination of membership, rights, obligations and responsibilities and disciplinary liability of members and the method of keeping a list of members, the association's bodies, their composition and the method of convening meetings, election, recall, powers, decision-making method and duration of mandate and the method of convening the assembly in case expiry of mandate; election and recall of the liquidator of the association; assets and disposal with possible profit; method of acquiring property; cessation of work; the procedure with property in the event of the termination of the association's work and the method of resolving disputes and conflicts of interest within the association and other issues of importance for the Association of Foreign Investors.

The association is organized as a non-governmental, non-political and non-profit organization registered in the Register of Associations at the City Office for General Administration of the City of Zagreb.

Article 2.

The name of the association reads: UDRUŽENJE STRANIH ULAGAČA U HRVATSKOJ CROATIA.
The abbreviated name is: USU.
The name in English is: FOREIGN INVESTORS COUNCIL IN CROATIA.
The abbreviated name in English is: FICC.
The seat of FICC is in Zagreb.

The decision to change the address of the headquarters is made by the Board of Directors.

Article 3.

The association has a stamp. The seal of the FICC is round in shape and contains the full name of the FICC in Croatian and English and the location of the headquarters.

II. AREA OF ACTIVITY

Article 4.

FICC operates on the territory of the Republic of Croatia.

Article 5.

FICC can become a member, associate or in another appropriate way connect with a domestic or international association or organization. The Assembly decides on joining FICC with another association or organization.

III. REPRESENTATION

Article 6.

FICC is represented by the President and two Vice-Presidents.

The president represents the FICC independently and acts in its name and on its behalf. The Vice-Presidents represent the FICC jointly. Acts are validly binding or authorized by the FICC only if they are signed by both Vice-Presidents together and if they are certified with the FICC seal.

IV. AIMS AND OBJECTIVES

Article 7.

The objectives of the FICC are:

- improve the general mood in the Republic of Croatia related to investment and business;
- to present, represent and popularize the common opinions and attitudes of its members, with the aim of advancing the common interest and encouraging foreign investments;
- improve communication, cooperation and constant dialogue between FICC and competent authorities of the Republic of Croatia;
- cooperate with competent authorities of the Republic of Croatia to overcome difficulties and obstacles that may arise in relations with foreign investors and in economic relations with other countries;
- promote the interests of the international business community in Croatia;
- to inform its members and other interested parties about the investment climate in Croatia and
- communicate with other associations of foreign investors in the region so that all parties benefit from the exchange of common common practices in order to improve the economy in the region.

The Association's areas of activity, in accordance with its goals, are the area of economy and international cooperation.

V. AREAS OF ACTIVITY

Article 8.

In order to achieve its goal from the previous article of this Statute, FICC will:

- represent, express and present common views and opinions of its members in order to promote common interests and encourage foreign investments;
- cooperate with institutions and state bodies in the Republic of Croatia in order to overcome difficulties and obstacles that could exist in relations with foreign investors and in matters of economic policy;
- submit proposals to competent authorities in relation to proposed draft laws and other regulations that are of interest to the activities of FICC members;
- organize scientific and professional seminars, forums and lectures;
- issue publications, in accordance with special laws;

- organize professional trips for its members;
- provide the necessary funds to carry out one's own activities;
- establish foundations and
- cooperate with related international and domestic associations.

FICC will perform any other activity aimed at achieving the goal, in accordance with the Law on Associations and other special laws of the Republic of Croatia.

VI. PUBLICITY OF THE ASSOCIATION'S ACTIVITIES

Article 9.

The work of the FICC is public.

Publicity of the Association's activities is ensured:

- by reporting to members on the work of the FICC at the sessions of the FICC body,
- public meetings of FICC bodies, except exceptionally, when the meetings are closed to the public,
- preparing and publishing annual and project descriptive and financial reports on FICC work,
- using information and communication technologies (websites, social networks, etc.),
- by public communication,
- organizing special events,
- in other appropriate ways.

VII. MEMBERSHIP IN THE ASSOCIATION

Article 10.

FICC membership is voluntary.

The basic membership categories are:

- 1) regular and
- 2) honorary.

The annual membership fee for members is determined by the FICC Board of Directors.

Article 11.

A regular member can be any legal entity that accepts the objectives and Statute of the FICC and acts in accordance with them. Any legal entity can fill out an application form declaring that it accepts the goals and the FICC Statute and will act in accordance with them, and becomes a member by decision of the FICC Board of Directors on admission to FICC membership, and by paying the prescribed membership fee determined by the President of the Association.

Any physical person can be an honorary member. Honorary members of the FICC are appointed by the FICC Board of Directors, based on their contribution to the better work of the FICC or the objectives of the FICC. Honorary members may be invited to participate in the work of certain FICC bodies, but they may not elect or be elected, except in the case referred to in paragraph 3 of Article 27 of the Statute.

One becomes a member (regular and honorary) of the Association by registering in the list of members kept by the General Secretary of the Association.

The list of members is kept electronically and must contain information on the name of the legal entity, address of the legal entity, OIB, personal name of the authorized representative of the legal entity, OIB of the authorized representative of the legal entity, personal name, OIB and date of birth for honorary members, date of joining the association, category of membership and date of termination of membership in the association.

The list of members is always available for inspection by all members and competent authorities upon their request.

Article 12.

The rights, obligations and responsibilities of regular members are:

- elect and be elected to FICC bodies;
- participate in FICC activities;
- comply with the provisions of this Statute and other FICC general acts;
- comply with the obligations that the FICC has undertaken abroad;
- protect and raise the reputation of FICC i
- pay the membership fee regularly.

Rights, obligations and responsibilities of honorary members:

- participate in FICC activities;
- comply with the provisions of this Statute and other FICC general acts;
- protect and raise the reputation of FICC

Article 13.

All FICC members have the right to a FICC certificate, which proves their membership in the FICC and on the basis of which they participate in the work of the FICC.

Article 14.

FICC membership ends:

- with the termination of the FICC,
- by own decision,
- bankruptcy or liquidation of the FICC member,
- by the decision of the Board of Directors due to non-payment of the membership fee within a period longer than 6 (six) months,
- exclusion due to violation of member obligations and responsibilities
- by the death of a member.

In case of termination of membership by decision of the Board of Directors, the same decision determines the obligations of the FICC member and the date of termination of membership. Termination of membership by one's own decision is achieved by submitting a written request for withdrawal from membership to the FICC Secretariat.

The Board of Directors can exclude a member if his behavior does not coincide with the goals of FICC or the FICC Statute, or if his behavior causes damage to FICC and its membership or damages the reputation of FICC, or if he operates contrary to the principles of socially responsible business, i.e. contrary to the positive legal regulations of the Republic of Croatia. An expelled member may submit a written appeal to the FICC Assembly within fifteen days from the date of receipt of the decision of the

FICC Board of Directors on expulsion, which is obliged to include the appeal in the agenda at its next meeting. An expelled member does not have the right to participate in the work of the FICC body from the date of receipt of the decision of the FICC Board of Directors on expulsion. If the member does not file an appeal within the specified period, the decision of the FICC Board of Directors is considered final.

VIII. DISCIPLINARY LIABILITY OF MEMBERS

Article 15.

FICC members assume obligations and responsibilities arising from laws and other legal regulations, this Statute and other FICC acts.

Members of the Association are disciplinary liable for violation of membership obligations and responsibilities:

- violation of legal and other obligations regarding the activities of the Association
- non-compliance with the provisions of the Statute
- non-compliance with the decisions of the management body of the Association
- non-fulfillment of assumed obligations
- negligent performance of obligations, which resulted in material damage to the Association
- negligent or illegal disposal of the Association's property
- damage to the reputation of the Association

Article 16.

The disciplinary responsibility of the members of the Association is determined in the disciplinary procedure.

Disciplinary proceedings can be initiated by any member of the Association.

The disciplinary procedure is conducted and disciplinary measures are imposed by the Management Board of the association.

In the disciplinary procedure, the circumstances that led to the violation of member's obligations and responsibilities, the severity of the violation and the damage caused to the Association are determined. The disciplinary procedure is conducted in accordance with the Rulebook on the disciplinary responsibility of association members adopted by the association's Board of Directors.

Article 17.

The following disciplinary measures may be imposed for a determined violation of member obligations and responsibilities:

1. warning, or
2. exclusion from the Association (or some other measure).

Article 18.

A member of the Association who has been issued a disciplinary measure of exclusion from the Association has the right to submit an appeal to the Assembly of the Association within fifteen days, counting from the date of delivery of the decision.

The Assembly of the Association is obliged to resolve the appeal within 30 days from the date of delivery of the appeal.

The decision of the Assembly of the Association on exclusion is final.

Article 19.

Each member of the Association has the right to warn the Assembly of the Association in writing about non-compliance with the provisions of the Statute or irregularities in the implementation of the decisions of the Association's bodies.

Every member of the Association has the right to make a written complaint about the work of individual members or bodies of the Association.

The President of the Assembly is obliged to respond in writing to member's warnings and complaints within 30 days of their receipt.

IX. BODIES

Article 20.

FICC bodies are:

- 1) Assembly;
- 2) Board of Directors
- 3) President

X. ASSEMBLY

Article 21.

The Assembly is the highest body of the FICC.

The assembly consists of authorized representatives of all FICC regular members.

Honorary members can participate in the work of the Assembly, without the right to vote.

Each regular member of the FICC Assembly has the right to one vote.

The Assembly can validly make decisions if a two-thirds majority of regular FICC members attend the session. The FICC Assembly decides by a majority of the present members of the FICC Assembly.

If the required two-thirds majority cannot be achieved at the session of the FICC Assembly, the Board of Directors is obliged to convene a new session of the FICC Assembly within 10 (ten) days, at which a valid decision can be made by a majority vote of the members of the FICC Assembly present.

Decisions on changes to the Statute and termination of the FICC are made by the Assembly with a two-thirds majority of the FICC Assembly members present. Voting at the FICC Assembly is public, except for decisions on election and dismissal, when voting is secret.

Article 22.

The Assembly, as the highest body of the FICC, is responsible for performing the following tasks:

- adopts the Statute and its amendments;
- determines the Association's work policy,
- adopts the work plan and financial plan for the next calendar year and the work report for the previous calendar year,
- adopts and changes the Work Program;
- appoints and dismisses the liquidator of the Association,
- considers and adopts reports on the work of the Association;

- provides guidelines for the work of the Association;
- makes a decision on status changes (merger and division of the Association),
- makes a decision on changes to FICC goals and activities;
- elects and dismisses the members of the FICC Board of Directors;
- elects and dismisses FICC Vice-Presidents;
- elects and dismisses the FICC President;
- decides on members' appeals against the decision on exclusion,
- decides on the termination of the FICC;
- decides on other issues for which the statute does not determine the jurisdiction of other bodies of the Association.

The Assembly, as the highest body of the FICC, has the general authority to discuss and decide on any issue related to the achievement of FICC goals.

Article 23.

The FICC Assembly meets once a year, and more often if necessary. If necessary, the FICC Board of Directors can convene an Extraordinary Assembly session. At the Extraordinary Assembly, only the issue for which it was convened is considered.

Each regular session of the Assembly has its own serial number.

The FICC Board of Directors convenes the Assembly and prepares the agenda of the Assembly. The President of the FICC proposes the composition of the working presidency of the Assembly.

At the request of at least one third of the regular members, the FICC Board of Directors is obliged to convene a session of the FICC Assembly within a maximum of 30 (thirty) days from the date of receipt of the request. If the FICC Board of Directors does not convene the Assembly, the meeting can be convened by the proposers themselves - at least one third of the regular members.

In case of expiry of the mandate of the Association's bodies, the Assembly session is convened by at least 1/3 of the Association's members.

XI. BOARD OF DIRECTORS

Article 24.

The FICC Board of Directors is the executive body of the FICC, which operates between two sessions of the FICC Assembly, and is responsible for performing the following tasks:

- convenes the FICC Assembly and proposes the agenda of the FICC Assembly;
- implements decisions of the FICC Assembly;
- supervises the work of the President;
- makes a decision on co-opting members to the Board;
- determines the proposed amendments to the FICC Statute;
- decides on the change of address of the FICC headquarters;
- decides on admission to membership of regular members;
- appoints honorary members;
- decides on the amount of the membership fee;
- on the proposal of the President, decides on the responsibilities of the Vice President;
- decides on the number of employees and the amount of salaries;
- adopts the Rules of Procedure on the rights and obligations of employees;
- appoints committees, commissions and similar bodies as necessary and assigns them tasks;

Article 25.

The FICC Board of Directors consists of a minimum of 5 (five) and a maximum of 9 (nine) members, namely the President, two Vice-Presidents and 2 (two) to 6 (six) members elected by the FICC Assembly. The mandate of the members of the FICC Board of Directors lasts 2 (two) years and can be renewed.

The decision of the Management Board is valid if more than 1/3 (one third) of all members of the Management Board voted for its adoption.

Each member of the Board of Directors can request his dismissal before the end of the mandate for which he was elected. The Board of Directors can co-opt up to 1/3 (one third) of the members of the Board of Directors with the mandatory confirmation of the Assembly at the first following session of the Assembly.

A member of the Board of Directors may be dismissed before the end of the term for which he was elected, if he fails to participate in the work of 3 (three) sessions of the Board of Directors. Failure of a member of the Board of Directors to participate in the work of the session includes unjustified absence from the session and failure to vote at the session. The decision on the motion to dismiss a member of the Board of Directors, due to failure to participate in the work of three sessions of the Board of Directors, is made by the Board of Directors.

Based on the decision of the Board of Directors, the President of the FICC will warn a member of the Board of Directors, who fails to participate in the work of two sessions of the Board of Directors, in writing, of the possibility of being dismissed if he fails to participate in the work of one more session of the Board of Directors.

Article 26.

Sessions of the FICC Board of Directors are convened by the President. The President of the FICC also leads the sessions of the Board of Directors.

The FICC Board of Directors meets regularly at least 6 (six) times a year, and more often if necessary. In case of need, extraordinary sessions of the Board of Directors can be convened.

XII. PRESIDENT

Article 27.

FICC President:

- represents FICC;
- is responsible for the work of the FICC;
- organizes and manages the work of the FICC;
- presides over the FICC Assembly and the FICC Board of Directors;
- proposes the composition of the working presidency of the Assembly;
- convenes the sessions of the Board of Directors;

- submits work reports to the FICC Assembly and the FICC Board of Directors;
- proposes to the FICC Board of Directors the internal structure and
- concludes employment contracts

At the proposal of the President, the Board of Directors decides on the responsibilities of the Vice President.

Upon the expiration of the term of office of the FICC President, he acquires the status of an honorary member of the FICC, without the need to pass a special decision of the FICC Board of Directors, and acquires the right to be elected to the FICC Board of Directors, under the same conditions that apply to regular members of the FICC, with the acquisition of all rights and obligations that associated with membership in the FICC Board of Directors.

The President of the FICC may waive this right, by a statement given to the FICC Board of Directors, at the moment of the expiration of his term of office.

Article 28.

The General Secretary of the FICC is appointed by the Board of Directors on the proposal of the President of the FICC for a term of 2 (two) years.

General Secretary of the FICC:

- is responsible for FICC work, especially for managing financial documentation;
- keeps records of FICC members and is responsible for it;
- carries out correspondence with international organizations of which FICC is a member and is responsible for fulfilling all obligations undertaken abroad.

Article 29.

Depending on the financial possibilities, some officials can also be employees of the FICC, where they can receive a salary. The FICC Board of Directors has exclusive jurisdiction over determining the number of employees and the amount of wages, in accordance with the FICC budget and special laws.

All employed persons are obliged to comply with the FICC Rules of Procedure on the rights and obligations of employees, adopted by the Board of Directors.

XIII. FUNDING, PROPERTY AND TERMINATION

Article 30.

The assets of the Association consist of:

- funds acquired by the association through the payment of membership fees, voluntary contributions and gifts
- financial resources that the association acquires by carrying out activities that achieve its goals, by financing programs and projects of the association from the state budget and the budget of local and regional self-government units, funds and/or from foreign sources
- real estate and movable property of the association,
- other property rights.

The association can dispose of its property only for the achievement of goals and activities determined by the statute of the association, in accordance with the law.

Article 31.

The activities of the Association are financed by:

- with funds from membership fees and contributions;
- voluntary contributions and gifts, donations,
- funds received from organizations that support the work and activities of the FICC,
- subsidies from the state budget or budgets of cities and counties, from funds, and

- by arranging games of chance and own activity, in accordance with the law.
- from other sources in accordance with the law.

Article 32.

The financial year begins on January 1 and ends on December 31 of the current year. The financial books of the FICC are kept in order by the General Secretary of the FICC.

Article 33.

The Board of Directors prepares the proposal for the FICC budget and final account, and it is adopted by the FICC Assembly.

Article 34.

The FICC ceases to operate by decision of the Assembly and in other cases provided for by law.

The FICC may cease to operate by a 2/3 (two-thirds) decision of the present members of the FICC Assembly.

In case of termination of FICC operation, the Assembly decides to whose ownership all financial resources and all movable and immovable assets of FICC are handed over, in accordance with the Law on Associations.

Article 35.

The liquidator of the association is appointed and dismissed by the Assembly of the Association.

The liquidator represents the association in the liquidation procedure and, upon opening the liquidation procedure, is entered in the register of associations as a person authorized to represent the association until the end of the liquidation procedure and deletion of the association from the register of associations.

XIV. RESOLUTION OF DISPUTES AND CONFLICTS OF INTERESTS

Article 36.

A dispute/conflict of interest in the association exists if it concerns the rights and interests of the members of the association which the members can freely dispose of and which affects the work of the association as a whole, i.e. if they relate to issues of common interest to all members.

To resolve disputes/conflicts of interest, the Assembly appoints an arbitration panel between the members of the association. The composition, mandate, and decision-making method of the council are governed by the regulations adopted by the Assembly. In its work, the Arbitration Council applies the provisions of the Law on Conciliation in an appropriate manner.

The decision of the arbitration panel is final.

If the dispute/conflict of interest refers to the decisions of the governing body of the association based on which a request is submitted for the entry of changes in the register of associations, which is decided by the competent office, the dissatisfied member first addresses the association to resolve the dispute/conflict of interest. Upon the finality of the decision of the arbitration panel, the association submits to the competent office a request for the entry of changes in the register of associations together with the decision of the arbitration panel.

XV. TRANSITIONAL AND FINAL PROVISIONS

Article 37.

The Statute is the basic general act of the FICC and all general acts must comply with the provisions of the Statute.

Draft amendments to the Statute are prepared and determined by the FICC Board of Directors.

FICC Assembly decides on amendments to the Statute by 2/3 (two-thirds) majority of votes of the members present.

Article 38.

The interpretation of the provisions of the Statute is provided by the FICC Assembly.

Article 39.

Each FICC body adopts its Rules of Procedure. All members are obliged to comply with the FICC Rules of Procedure.

Article 40.

This Statute enters into force on the day of its adoption, and is applied on the day of entry in the register with the competent authority.

Burak Baykan

President