

Pursuant to Article 13 of the Associations Act (Narodne novine, Nos. 74/14 and 70/17), the Assembly of ADRIATIC AERO-SWISS ASSOCIATION, at its session held on 18 December 2017,

## **STATUTE**

### **JADRANSKA AERO-SVEMIRSKA ASOCIJACIJA**

#### **I. BASIC PROVISIONS**

##### **Article 1.**

This Statute regulates the terms of the name, seat, representation; appearance of seals; the area of activity, objectives and activities pursued by the goals; on economic activities, on the achievement of the work of the Association; about Membership and Membership; rights and obligations of members; about internal organization; about the bodies of the Association, their composition, powers, decision making, conditions and manner of election and recall, duration of mandate and responsibilities of members; assets and disposable income, the way of acquiring property; cessation of existence, liquidation process in the event of termination of the Association, manner of resolving disputes and conflicts of interest within the Association, selection and revocation of the liquidator.

##### **Article 2**

The name of the Association is: JADRANSKA AERO-SVEMIRSKA ASOCIJACIJA

The name in English is ADRIATIC AEROSPACE ASSOCIATION

The abbreviated name of the Association is: A3

The headquarters of the Association is in Zagreb.

The decision on changing the seat address is made by the Steering Board.

##### **Article 3**

JADRANSKA AERO-SVEMIRSKA ASOCIJACIJA is an association registered at the City Office for General Administration of the City of Zagreb.

The association is a non-profit legal entity.

##### **Article 4**

The association has its own trademark and stamp.

The Protective Mark shall be established by the Management Board.

The stamp of the Association is: a round shape of 30 millimeters in diameter, and the text consists of the word " JADRANSKA AERO-SVEMIRSKA ASOCIJACIJA " with the upper edge of the seal, seat of the Association "ZAGREB" with the lower edge of the seal and the mark in the middle of the seal.

## **Article 5**

The association is represented by the President.

The Steering Committee may also authorize other persons to represent the Association.

## **Article 6**

Person authorized to represent:

- is responsible for the legality of the work of the Association,
- conducts the affairs of the Association in accordance with the decisions of the Assembly,
- is responsible for submitting to the Assembly the proposal of the annual financial report,
- submits a minutes from the ordinary session of the assembly to the competent office which is kept by the Association Register,
- concludes contracts and undertakes other legal actions on behalf of and for the account of the Association,
- perform other tasks in accordance with the law, statute and acts of the Association.

## **II. OBJECTIVES, FIELD OF ACTIVITY AND ACTIVITY OF THE ASSOCIATION**

### **Article 7**

The association was established with the aim of:

- gathering, associating and coordinating more scientific and research institutions and higher education institutions, business entities and professional individuals engaged in the development of aviation and space programs in the Republic of Croatia,
- promotion of research and development of technologies, products and services in the aerospace-space sector,
- Providing flow of information and transfer of knowledge, technology, products and services in the aerospace sector,
- implementation of educational activities and activities of popularization of science related to the aeronautical and space sector,
- developing synergies and networking among all stakeholders that can contribute to the development of the aerospace sector,
- the efforts to form the Croatian Aeronautics and Space Program and to increase investment in the Aeronautical-Space Research in the Republic of Croatia
- to become the central contact point in the Republic of Croatia for all entities involved in aeronautical and space sector activities.

### **Article 8**

Areas of activity of the Association are:

1. Education, Science and Research
2. Economy
3. International Cooperation.

## **Article 9**

The activities of the Association are:

- informing and encouraging the public's interest in aeronautical-space issues;
- preparation, preparation and implementation of projects and programs;
- conducting research and participating in drafting strategic documents;
- Interconnection and cooperation between the parties to the agreement with regard to the development of the aeronautical and space sector;
- interconnection to form interest groups and to facilitate joint participation with third parties;
- organizing professional consultations, lectures, seminars, forums and other professional meetings, and providing expert opinions regarding the aeronautical and space sector;
- cooperation with other national, European and international organizations and bodies, and business entities operating in the aeronautical and space sector.

## **Article 10**

The work of the Association is public.

Publicity is achieved through the media.

### **III. MEMBERSHIP IN THE ASSOCIATION**

## **Article 11**

A member of the Association may become any natural or legal person, which is decided by the Steering Board.

Membership in the association is regular, affiliated, donor and honorable.

Regular members can become scientific and professional institutions, associations and other legal persons (teaching legal persons) who want to actively participate in the work of the Association and who accept the Statute of the Association.

Associate members can become all physical and legal persons who are not directly active in the association but with their activity they help her work by promoting her fundamental values.

Members of donors can become all natural and legal persons who assist their work with financial or technical donations. Their status is specifically determined by the act of the Assembly.

Honorable members of the Association may become legal and natural persons especially responsible for the work and development of the Association or for a special contribution to the development of the aerospace sector.

## **Article 12**

Membership in the association is voluntary.

The decision on receiving a regular membership is made by the Steering Committee on the basis of an application, application or written request of a person who wishes to become a member of the Association.

The decision on admission to membership is made by the Steering Committee on the basis of an application, application or written request of a person who wishes to become a member of the Association.

The decision on the designation of a donor member is made by the Steering Board.

The decision of the Steering Committee must be made no later than three months after the receipt of the application, application or written request of a person who wishes to become a member of the Association.

The decision on the proclamation of the honorary member is passed by the Assembly of the Association at the proposal of the Management Board.

The Association maintains a register of its members, which is the secretary of the Association.

The member list is kept electronically and contains information about the name or personal name, personal identification number (OIB), date of birth or birth, date of association membership, membership category, and date of membership in the association.

The list of members must always be available to all members and competent bodies at their request.

### **Article 13**

An objection to the decision of the Management Board on receiving or not receiving membership shall be submitted to the Assembly of the Association within 8 days from the date on which the applicant or proposal was notified of the decision of the Steering Board. The Assembly on the objection will decide on its first next session. The decision of the Assembly is final.

### **Article 14**

Regular members of the Association pay the annual membership fee no matter which part of the year they join.

The Steering Committee shall decide on the amount of the annual membership fee.

Regular members who regularly pay membership fees have the right to make decisions in the bodies of the Association.

The associated member who regularly paid the membership fee has the rights and obligations of a regular member, except for the right to elect and to be elected in the bodies of the Association and the right to vote.

A Honorary Member has the rights and obligations of a regular member, with the exception of the right to elect and be elected to the bodies of the Association and the right of vote, and there is no obligation to pay the membership fee.

### **Article 15**

The rights of regular members of the Association are that:

- participate in the establishment of a common policy and program of the Association,
- Decide on the assets and assets of the Association and other matters as set forth herein

By the Statute and other acts of the Association,

- agree and co-operate in order to achieve common goals,

- participate in activities of common interest,
- conduct jointly agreed activities,
- elect and be elected into the bodies of the Association, and the right to vote,
- be regularly and timely informed about the work of the Association and its bodies and the financial operations of the Association,

Obligations of the members of the Adriatic Aero-Space Association are:

- regularly paying the annual membership fee, within the deadlines established by the Steering Board,
- preserve and promote the reputation of the Association,
- comply with the provisions of the Statute and other acts of the Association.

### **Article 16**

Membership in the association ceases:

- by decision of the Assembly on the termination of the Association,
- by deleting from a court or other appropriate register in which a member is entered as a legal person,
- proclaiming a bankruptcy of a legal person,
- the death of a member of a natural person,
- by leaving the membership, on the basis of written and certified statements on the membership of the Association,
- exclusion from membership, in accordance with the provisions of this Statute.

### **Article 17**

Each member may withdraw from membership in the association at any time, freely and in his / her own discretion, by submitting to the address of the Association the written and certified statement of his departure from the membership of the Association.

It is considered that the member has withdrawn from the membership at the time when his written and certified statement from paragraph 1 of this Article is received in the office of the Association.

### **Article 18**

A member can be excluded:

- if he or she does not pay the membership fee in the manner and within the deadlines set by the Steering Board,
- if it violates the provisions of this Statute, Work Program and other general acts of the Association,
- if by its actions it distorts its reputation and / or reputation of the Association, its bodies or other members of the Association.

The Steering Committee decides on exclusion from membership.

A dissatisfied member may appeal to the Assembly of the Association against the exclusion

decision within 30 days of delivery of the written decision on exclusion.  
During the duration of the appeal proceedings, all rights and obligations of a member against whom a decision to opt-out of membership has been issued are maintained.  
The Assembly's decision on the exclusion from membership is final.

#### **Article 19**

The Association can give acknowledgments and commendations to its members, individuals and legal entities for special activity and a special contribution to the work of the Association. At the suggestion of the Management Board, the Assembly may award grants to individual legal or natural persons for a remarkable contribution to the achievement of the objectives and activities of the Association.

#### **Article 20**

The association can join the associations of associations and international associations, networks, coordination and other forms of association.  
The decision on association is made by the Assembly at the proposal of the Management Board.

### **IV. MANAGEMENT OF THE ASSOCIATION**

#### **Article 21**

The Association is managed by regular members directly or through their elected representatives in the bodies of the Association, in accordance with the provisions of this Statute.

### **V. THE BODY OF THE ASSOCIATION**

#### **Article 22**

The bodies of the Association are:

- Assembly,
- Steering Committee ,
- President,
- Supervisory Board,
- Secretary.
- Assembly of the Association

#### **Article 23**

The Assembly is the highest governing body of the Association.  
The Assembly is made up of all regular members of a natural person, and one representative of each legal entity is a regular member of the Association.

## **Article 24**

The Assembly may be regular, elective and extraordinary.

Regular assemblies are held at least once a year, extraordinary as needed, and the election is held every four years.

The Assembly of the Association is convened by the President of the Association who is acting as President of the Assembly.

Members of the Assembly shall be convened in writing, at least ten days before the scheduled session with the agenda and other materials necessary for the work of the Assembly.

The session of the Assembly may also be held by electronic mail or by teleconferencing the record, except in the cases referred to in Article 27, paragraph 1, subparagraphs 1, 2, 11, 14 and 15 of this Statute.

In the decision to convene the Assembly, the President shall determine the agenda for the session and the date and venue of the session.

The President is obliged to convene a session of the Assembly when requested by the Supervisory Board and / or at least 1/3 of the members of the Assembly.

In its request to convene the Assembly, the proposers are obliged to propose the agenda of the session.

If the President fails to convene a session of the Assembly within 15 days from the date of submission of the request referred to in paragraph 6 of this Article, he shall summon the proponent in the invitation to state the agenda and the venue and date of the session.

In case of expiration of the mandate to the bodies of the Association, the Assembly may convene any regular member of the Association.

## **Article 25**

The Assembly is chaired by the President of the Association.

In the absence of the President of the Association, the Assembly shall, at the beginning of the session by public vote, determine the person who will chair the session.

At the beginning of the session are selected: recorder, two verifiers and a verification committee.

A record is kept of the work of the session, which is permanently kept in the Association's archives.

## **Article 26**

The Assembly decides by a majority of the number of regular members present.

Decisions on the Amendments and / or Amendments to the Statute, the adoption of the Work Program, the Work Plan and the Financial Plan, and the election and dismissal of the body of the Association, the Assembly shall adopt by a two-thirds majority of the number of regular members present.

The decisions of the Assembly are generally made by public vote, unless the Assembly decides to make secret decisions on individual issues.

The Assembly's decisions oblige the bodies and all members to implement them.

## **Article 27**

The Assembly performs the following tasks:

- adopt the Statute and other general acts and their amendments,
- elect and dismiss the President and members of the Management Board and the Supervisory Board,
- adopt an annual work program, work plan and financial plan, at the proposal of the Steering Board,
- Adopts the Final Account and Annual Financial Report of the Association,
- adopt the strategy of development of the Association, at the proposal of the Steering Board,
- decides on appeals against the decision of the Steering Board,
- decides on the proposals, requests and submissions of members of the Association,
- discuss and decide on the reports on the work of the Steering Committee and other bodies of the Association,
- accepts the annual report on the work of the Association,
- decide on the award of awards to natural and legal persons and members of the Association,
- decides on the termination of the Association,
- adopt a rules of procedure for its work,
- Appoints Honorary Members of the Association,
- decides on change of objectives and activities, termination of work and distribution of remaining assets,
- makes a decision on status changes (merger, merger, division of the Association),
- perform other tasks as defined by this Statute and other regulations.

## **Steering Committee**

### **Article 28**

The Steering Committee is the body of the Association which organizes and carries out the ongoing work between the two sessions of the Assembly.

The members of the Steering Committee are elected by the Assembly for a term of four years, and may be re-elected for the same office.

When selecting members of the Steering Board, the Assembly is required to take into account the equal representation of regular members.

The Steering Committee has five members, one of which is the President of the Association.

The President of the Association convenes and chairs the Steering Committee sessions.

The Steering Committee issues its rules of procedure.

### **Article 29**

The Management Board is responsible for its work to the Assembly of the Association.

The Steering Committee and each of its members may resign or be recalled before the expiration of the time at which they are elected.

The decision of the Steering Committee to cancel the Board is made by the Assembly of the Association.



### **Article 30**

Steering Committee :

- proposes to the Assembly to adopt the annual work program, work plan and financial plan,
- submits to the Assembly the final account and the annual financial report of the Association,
- ensures the implementation of the acts and policies established by the Assembly,
- execute the annual work program, work plan and financial plan of the Association,
- decides on the conclusion of legal affairs in the name and account of the Association,
- coordinates the work of the members of the Association and organizes the activities of the Association as a whole,
- decides on the receipt of new regular members of the Association,
- establishes the termination of the fact of deciding to cease membership of the association and decides to exclude members of the Association, in accordance with the provisions of this Statute,
- makes a decision on the amount of membership fees and deadlines for its payment,
- decides on the founding of the working bodies of the Association and appoints and dismisses their members,
- adopt acts that are closer to regulating the award of public recognition of the Association established by the Assembly decision,
- makes a proposal to the Assembly of Associations in other organizations and appoints and dismisses representatives of the Association in the bodies of other organizations,
- appoints and dismisses the Secretary of the Association,
- decides on the authorization to represent the Association,
- appoint a liquidator,
- perform other duties if this requires the regular functioning of the Association, if these activities are not in accordance with this Statute or other acts of the Association, are placed under the authority of other bodies.

### **Article 31**

The Steering Committee works and decides on the sessions.

The Steering Committee shall sit as appropriate and at least once in three months.

The session of the Steering Committee is convened by the President of the Association and may be proposed to convene three members of the Steering Committee or the Supervisory Board.

A session of the Steering Committee may be held if the sessions are attended by at least three members of the Steering Board.

The Steering Committee at its session decides by a majority of the votes of all members of the Steering Board.

## **President of the Association**

### **Article 32**

The President of the Association is elected by the Assembly for a term of four years with the possibility of re-election to the same office.

President of the Association:

- represents and represents the Association,
- is responsible for the legality of the work of the Association,
- manages the affairs of the Association in accordance with the decisions of the Assembly of the Association, unless the Statute stipulates otherwise,
- is responsible for the proposal of the financial report by the Assembly of the Association,
- Delivers a minutes from the regular session of the Assembly to the competent office that keeps the Registry of the Association,
- concludes contracts and undertakes other legal actions in the name and account of the Association,
- perform other duties in accordance with the law, the Statute and the acts of the Association.

The President of the Association, in co-operation with the Steering Committee of the Association, makes decisions on the funds available to the Association according to the adopted financial plan at the session of the Assembly, in order to further advance and improve the operations of the Association.

The President of the Association may, for the performance of certain legal matters related to the legality of the Association's activities and the achievement of certain aims of the Association, provide occasional expert assistance to external associates.

The President of the Association at the Assembly session submits a report on his work as well as on the work of the Management Board for the past period.

### **Article 33**

The President of the Association is responsible to the Assembly for its work.

The President of the Association submits to the Assembly at least once a year its work and the work of the Steering Board.

## **Supervisory Board**

### **Article 34**

The Supervisory Board shall comprise the President and four members elected by the Regular Members Assembly for a term of four years.

The Assembly of the Association is elected by the Supervisory Board, as a body that oversees the legality of the Association's work and operations and compliance with the laws and general acts of the Association.

Members of the Supervisory Board nominate and elect each other by the Chairman of the Supervisory Board, and report to the President of the Assembly of the Association.

The President of the Association, the members of the Management Board and the Secretary may not be members of the Supervisory Board.

Members of the Supervisory Board make decisions by a majority of their members.

The Supervisory Board meets as necessary on its own, but at least once a year before the Assembly for which it has prepared its report on the work of the Association over the past period.

The Supervisory Board meets at least three members of the Management Board upon request.

Meetings of the Supervisory Board are mandatory for the Chairman of the Association and the Secretary of the Association, in order to make all the necessary clarifications.

Other members may also be invited to the Supervisory Board session, given the issues that are dealt with at the session.

The Supervisory Board is responsible for its work to the Assembly of the Association.

### **Article 35**

Supervisory Board:

- supervise the legality of the work and operations of the Association and compliance with the laws, statute and other general acts of the Association,
- perform other duties assigned to him by the Assembly,
- submits to the Assembly a report on its work.

The Supervisory Board has the right and obligation to report any irregularities reported to the Assembly and the Steering Board.

The body to which the report is sent is required to consider the report of the Supervisory Board, to determine its position and to take the measures it has authorized for the purpose of removing the deficiencies and irregularities noted.

### **Secretary**

#### **Article 36**

The Secretary, in agreement with the President, carries out the following tasks:

- Operationally executes the decisions of the Steering Committee and the Assembly,
- directly manages the professional services and employees of the Association,
- prepare draft documents issued and / or adopted by the Steering Committee and the Assembly,
- takes care of the timely compilation of financial and other reports, in accordance with the law,
- takes care of the fulfillment of the business and other obligations of the Association,
- perform other duties assigned to him by the Assembly, the Steering Committee and the President of the Association.

The Registrar shall be replaced by a member of the Steering Committee appointed by the UO in the event of a disqualification.

The secretary for his work is responsible to the Steering Board.

### **Article 37**

The Secretary is elected by the Steering Committee for a term of four years with the possibility of re-election to the same duty.

The Secretary may resign or be relieved before the expiration of the time for which he has been elected.

The Registrar may perform his or her duties professionally by establishing an employment relationship with the Association, if so decided by the Steering Board. The Steering Committee shall decide on the professionalization of the secretary's affairs.

### **Selection and recall of a liquidator**

### **Article 38**

The Liquidator is elected and recalled by the Steering Board.

Liquidator is authorized to represent the Association during the liquidation procedure.

Liquidator can be a natural or legal person who complies with the legal requirements for representing the Association during the liquidation process.

## **VI. ASSETS AND METHODS OF ACQUIRING ASSETS**

### **Article 39**

The property of the Association consists of:

- funds received by the Association by paying membership fees, voluntary contributions and gifts
- funds obtained by the Association through the pursuit of activities pursuing the objectives, financing of programs and projects of the Association from the state budget and the budget of local and regional self-government units and funds and / or from foreign sources,
- real estate and movable property of the Association,
- other property rights.

### **Article 40**

When in the performance of its activities the Association earns profit, it shall be used solely for the performance and improvement of the activities of the Association which achieve its objectives set forth in this Statute.

### **Article 41**

Assets of the Association are available to the Steering Board, in accordance with the annual work program and financial plan and the decisions of the Assembly.

The financial and material business of the Association is performed through a giro account, in accordance with the legal regulations.

At the end of the year for which the financial plan was adopted, a final account shall be drawn up.

The association is responsible for conducting business books and compiling financial reports in accordance with the regulations regulating the way of financial management and accounting of non-profit organizations.

The President of the Association submits to the Assembly for consideration and acceptance of the Report on the material and financial business.

## **Responsibility for Obligations**

### **Article 42**

For its obligations, the Association is responsible for all its property.

Members of the Association and its members are not responsible for the obligations of the Association.

Bankruptcy may be carried out in accordance with the law.

Responsibility for damage

### **Article 43**

The association and persons authorized to represent the Association for the damage done to the association or Association to third parties shall be in accordance with the general rules on liability for damages.

## **VII. CESSATION OF THE ASSOCIATION**

### **Article 44**

The association ceases to exist:

- Based on the decision of the Assembly, which shall be adopted by a two-thirds majority vote of all members of the Assembly,
- in other cases prescribed by the Law.

In the event of the existence of the Association, the property shall, upon settlement of the creditor and the costs of liquidation, court and other proceedings, be submitted to associations, institutions or foundations which have the same or similar statutory goals and on the basis of the Assembly's decision.

The Association is not entitled to share its property with its founders, members of the Association, persons authorized to represent, employees or their affiliates.

If, for any reason, the Association can not proceed with the transfer of Assets of the Association in accordance with paragraph 2 of this Article, the Association's assets shall be acquired by the local self-government units in whose area the Association is headquartered. The way of resolving disputes and conflicts of interest within the Association

### **Article 45**

All mutual disputes arising out of membership in the association and / or activities within the activities of the Association shall be binding on the members by the arbitral board of the Steering Board.

A conflict / conflict of interest in the Association exists if it is about the rights and interests of members of the Association that members can freely dispose of, affecting the work of the Association as a whole, or if it relates to questions of mutual interest to all members.

In case of doubt about a possible conflict of interest, any member of the Association may seek an opinion from the Management Board of the Association.

## **VIII. FINAL PROVISIONS**

### **Article 46**

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

The proposal to amend the Statute may be given to members of the Management Board or at least 1/3 of the regular members of the Association.

Draft Statute Proposal is submitted to all members of the Association who submit their written comments to the Management Board.

The Steering Committee shall consider the remarks, determine the final draft of the proposal of the Statute and propose it to the Assembly for adoption.

The association may dispose of its assets solely for the attainment of the objectives and conduct of the activities determined by the Statute, in accordance with the law.

### **Article 47**

Interpretation of the provisions of this Statute is provided by the Assembly of the Association. Interpretation of other general acts is provided by the Steering Committee of the Association.

### **Article 48**

This Statute shall enter into force on the date of its adoption.

JADRANSKA AERO-SVEMIRSKA ASOCIJACIJA

PRESIDENT:

Slobodan Bosanac