

## SKUPŠTINA DRUŠTVA

Broj: SKD-3/2019

Sarajevo, 2. decembar, 2019.

Na osnovu člana 234. i 337. u vezi sa članom 310. stav 1. Zakona o privrednim društvima Federacije Bosne i Hercegovine („Službene novine F/BiH“ br. 81/15), člana 11. Zakona o mikrokreditnim organizacijama („Službene novine F BiH“ br. 59/06) i odredaba članova 28. i 62. Statuta Mikrokreditnog društva "IuteCredit BH" d.o.o. Sarajevo br. OPU-IP-116/2019 od 04.03.2019. godine, na 3. sjednici održanoj dana 2. decembra 2019. godine, Skupština Društva d o n o s i:

### **O D L U K U** o izmjenama i dopunama Statuta MKD "IuteCredit BH" d.o.o. Sarajevo

#### **Član 1.**

U Statutu Mikrokreditnog društva „IuteCredit BH“ d.o.o. Sarajevo broj: OPU-IP-116/2019 od 04.03.2019. godine vrše se izmjene sljedećih odredbi:-----  
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#### **Član 2.**

U Odjeljku „II NAZIV I SJEDIŠTE DRUŠTVA“  
Član 2. stav 2. mijenja se tako da glasi:

...“Sjedište je: Sarajevo, Ulica Hamdije Kreševljakovića br. 8, Općina Centar“...

#### **Član 3.**

U Odjeljku „IX ORGANI MKD, 1. Skupština“  
član 22. mijenja se tako da glasi:

## GENERAL ASSEMBLY

No: SKD-3/2019

Sarajevo, December 2, 2019.

Pursuant to Article 234 and 337 in connection to Article 310 Item 1 of the Law on Companies in Federation of Bosnia and Herzegovina (“Official Gazette of FB&H” No. 81/15), Article 11 of the Law on Microcredit organizations (“Official Gazette of FB&H” No. 59/06) and Article 28 and 62 of the Articles of Association of Microcredit company “IuteCredit BH” d.o.o. Sarajevo No. OPU-IP-116/2019 dated 4<sup>th</sup> of March 2019, at the 3<sup>rd</sup> session held on December 2<sup>nd</sup>, 2019 the Assembly adopted the following:

### **D E C I S I O N** on amendments to the Articles of Association of MCC "IuteCredit BH" d.o.o. Sarajevo

#### **Article 1**

Articles of Association of Microcredit company “IuteCredit BH” d.o.o. Sarajevo (Hereinafter: MCC) no: OPU-IP-116/2019 dated 4<sup>th</sup> of March 2019 is amended as follows: -----  
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#### **Article 2**

Part “II COMPANY NAME AND SEAT” Article 2 Item 2 is amended as follows:

...“Seat of the Company is: Sarajevo, Hamdije Kreševljakovića str. No. 8, Municipality Centar“...

#### **Article 3**

Part “IX CORPORATE GOVERNING BODIES OF MCC, 1. General Assembly” Article 22 is amended and now states:

...“ Društvo ima jednog osnivača, koji u Društvu vrši funkciju Skupštine.

Ukupan iznos temeljnog kapitala predstavljen je u Skupštini sa 100 (stotinu) glasova, a član MKD ima broj glasova razmjern njegovom udjelu u temeljnom kapitalu MKD.

Skupštini prisustvuje Nadzorni odbor i Uprava“...

#### Član 4.

U članu 24. mjenja se stav 1. tako da glasi:

...“Nadzorni odbor utvrđuje prijedlog dnevnog red za sjednicu Skupštine“...

#### Član 5.

Član 27. mjenja se tako da glasi:

...“ Predsjednika Skupštine bira Skupština većinom glasova prisutnih članova MKD.

Glasanje na Skupštini vrši se aklamacijom.

O radu i svim odlukama Skupštine vodi se

zapisnik, koji potpisuju Predsjednik Skupštine i zapisničar.“...

#### Član 6.

Član 36. mjenja se tako da glasi:

...“ Nadzorni odbor obavlja sljedeće poslove:

1. nadzire poslovanje Društva, usvaja poslovne strategije Društva i planove poslovanja,
2. nadzire rad Uprave, te odobrava odluke strateškog karaktera,
3. donosi Poslovnik o radu Nadzornog odbora,
4. usvaja izvještaj Uprave o poslovanju Društva po kvartalnom, polugodišnjem i godišnjem obračunu, s bilansom stanja i bilansom uspjeha i izvještajem revizije,
5. podnosi Skupštini godišnji izvještaj o poslovanju Društva, s izvještajima revizora, Nadzornog odbora i Odbora za reviziju, i prijedlogom plana poslovanja za narednu poslovnu godinu,
6. priprema prijedloge za Skupštinu i

...” The Company has one founder, who performs the General Assembly function of the Company.

The total amount of the share Capital is presented at the Assembly with 100 (one hundred) votes, and the MCC Shareholder has the number of votes that is equal to his participation in MCC Founding Capital.

The Assembly is attended by the Supervisory Board and Management Board” ...

#### Article 4

Article 24 is amended only in Paragraph 1 and now it states:

...“Supervisory Board defines the proposal of the General Assembly session Agenda” ...

#### Article 5

Article 27 is amended as follows:

...“Chairman of the Assembly would be elected by the Assembly with majority votes of present MCC shareholders.

Voting at the Assembly is done by “acclamation”.

All Assembly decisions are recorded in Meeting Minutes which are signed by the Chairman of the Assembly and Minutes Keeper. “ ...

#### Article 6

Article 36 is amended as follows:

...“The Supervisory Board carries out the following tasks:

1. supervises the operations of the Company, adopts the Company's business strategies and business plans;
2. supervises the work of the Management Board and approves strategic decisions;
3. Adopts the Rules of Procedure of the Supervisory Board;
4. adopts the report of the Management Board on quarterly, semi-annual and annual accounts with the balance sheet and profit and loss statement and audit report;
5. Submits to the Assembly the Annual Business Report of the Company with the reports of the External Auditor, the Supervisory Board and the Audit

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| <p>izvršava njene naloge,</p> <p>7. imenuje i razrješava Upravu,</p> <p>8. imenuje predsjednika Nadzornog odbora,</p> <p>9. imenuje i razrješava Odbor za reviziju,</p> <p>10. predlaže raspodjelu i način upotrebe dobiti i načinu pokrića gubitka,</p> <p>11. odobrava kupovinu, prodaju, zamjenu, uzimanje ili davanje u lizing, uzimanje ili davanje kredita i druge transakcije imovinom, direktno ili posredstvom supsidijarnih društava u toku poslovne godine u obimu od 15% do 33% knjigovodstvene vrijednosti ukupne imovine Društva po bilansu stanja na kraju prethodne godine,</p> <p>12. predlaže Skupštini kupovinu, prodaju, zamjenu, uzimanje ili davanje u lizing, uzimanje ili davanje kredita i druge transakcije imovinom, direktno ili posredstvom supsidijarnih društava u toku poslovne godine u obimu većem od 33% knjigovodstvene vrijednosti ukupne imovine Društva po bilansu stanja na kraju prethodne godine,</p> <p>13. saziva Skupštinu Društva,</p> <p>14. daje upute i smjernice za rad Uprave,</p> <p>15. zaključuje ugovor o pravima, obvezama i plaći s Upravom,</p> <p>16. obavlja i druge poslove koji nisu u nadležnosti Skupštine ili Uprave Društva.“....</p> | <p>Committee, and a proposal of the Business plan for the following business year;</p> <p>6. prepares the proposals for the Assembly and executes its orders;</p> <p>7. appoints and dismisses the Management Board;</p> <p>8. appoints the Chairman of the Supervisory Board;</p> <p>9. appoints and dismisses the Audit Committee;</p> <p>10. proposes the distribution and the method of using profit and covering losses;</p> <p>11. approves the purchase, sale, exchange, taking or issuing leases, taking or issuing loans, and other property transactions during a business year, directly or through subsidiary companies, in the range of 15% to 33% of the total carrying value of the Company's Balance Sheet at the end of the previous year;</p> <p>12. propose to the Assembly the purchase, sale, exchange, taking or issuing leases, taking or issuing loans, and other property transactions during a business year, directly or through subsidiary companies, in the amount exceeding 33% of the total carrying value of the Company's Balance Sheet at the end of the previous year;</p> <p>13. convenes the General Assembly of the Company;</p> <p>14. Provides guidelines and instructions for the work of the Management Board;</p> <p>15. concludes the Contract on rights, obligations and wages of the Management Board;</p> <p>16. Performs other activities that are not within the competence of the Assembly or the Management Board of the Company.“....</p> |
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## Član 7.

## Article 7

**Član 37.** mjenja se tako da glasi:

**Article 37** is amended and now states: :

.... „Svaki član Nadzornog odbora ima 1 (jedan) glas.

.... “Each Supervisory Board Member has 1 (one) vote.

Supervisory Board Decisions are valid if voted for by the majority of the members of the

Odluke Nadzornog odbora su valjane ako za njih glasa većina članova Nadzornog odbora, koji su prisutni ili su glasali pismenim putem.

Bliže odredbe o radu Nadzornog odbora utvrđit će se Poslovníkom o radu Nadzornog odbora.

Članovi Nadzornog odbora o obavljanju funkcije člana Nadzornog odbora zaključuju ugovor sa Društvom, koji odobrava Skupština društva, a isti u ime Društva nakon odobrenja Skupštine potpisuje Direktor Društva.

Članovi Nadzornog odbora imaju pravo na naknadu za rad u Nadzornom odboru, koju odlukom utvrđuje Skupština.“....

### Član 8.

U Odjeljku „3. Uprava“ u članu 43. u stavu 1. iza tačke 11. dodaje se nove tačke koje glase:

- ...,12. donosi Odluke o osnivanju podružnica, predstavništva i drugih organizacijskih oblika Društva,
- 13. obrazuje povremene komisije i utvrđuje njihov sastav i zadatke,
- 14. imenuje predsjednike i članove pododбора zavisno o procijenjenim potrebama,
- 15. imenuje kreditni ili kreditne odbore,
- 16. donosi Pravilnika o unutarnjoj organizaciji Društva,
- 17. usvaja Pravilnik o radu, i druge pravilnike i procedure koji su vezano za obavljanje redovne djelatnosti MKD, a u skladu sa zakonom nisu u nadležnosti Skupštine i Nadzornog odbora“...

Dosadašnje tačke od 12. do 15. postaju tačke 18. do 20.“...

### Član 9.

Iza člana 47. dodaje se novi Odjeljak 5. „Sekretar Društva“ član 48. koji glasi:

...“

### Član 48.

MKD ima Sekretara, koga imenuje Nadzorni odbor MKD, na prijedlog Uprave za isti period

Supervisory Board who are present, or have voted in writing.

The Rules of Procedure regulate the conduct of the Supervisory Board more closely.

Members of the Supervisory Board shall conclude the contract with the Company on performing a Supervisory Board function, which is approved by the Assembly and following the approval by the Assembly the Contract would be signed by the Director on behalf of the Company.

Supervisory Board members are entitled to a compensation for work in the Supervisory Board which is decided by the Assembly.”....

### Article 8

Part “3 Management Board” Article 43 Paragraph 1 after Item 11 the following new items are added as follows:

- ...,12. passes Decisions on the establishment of branch offices, representative offices and other organizational forms of the Company;
- 13. forms periodic committees and defines their composition and tasks;
- 14. appoints the chairmen and members of sub-committees depending on the assessed needs;
- 15. appoints credit committee or committees;
- 16. passes Rulebook on internal organization of the Company;
- 17. adopts Employment Rule Book and other rules and procedures in connection with performance of regular activities of MCC, which under the Law are not covered by the competence of the Assembly or the Supervisory Board”...

Current points 12 to 15 are now points 18 to 20.”...

### Article 9

After Article 47, new Part 5 is added “Secretary of the Board” Article 48 as follows:

...“

### Article 48

MCC has a Secretary of the Board who is appointed by the MCC Supervisory Board upon

za koji je imenovan Uprava MKD, s tim da broj mandata nije ograničen.

Sekretar Društva je odgovoran i ovlašten za:

- \* pripremu sjednica i vođenje zapisnika Skupštine, Nadzornog odbora i Uprave MKD;
- \* vođenje registara zapisnika Skupštine, Nadzornog odbora Društva i Uprave MKD;
- \* čuvanje dokumenata Skupštine, Nadzornog odbora i Uprave MKD, osim finansijskih izvještaja;
- \* provođenje odluka Skupštine, Nadzornog odbora i Uprave MKD.

Sekretar Društva može obavljati i druge pravne poslove u MKD u skladu sa zaključenim ugovorom o radu i opisom poslova koji čini prilog i sastavni dio Ugovora o radu.“...

proposal by the Management Board for the same period as Management Board of the Company, however there is no limit to the number of mandates.

The Secretary of the Board is responsible and authorized for:

- \* preparing the session and taking Minutes of the Assembly, Supervisory Board and Management Board of the Company;
- \* keeping a register of the Minutes of the Assembly, Supervisory Board and Management Board of of the Company;
- \* keeping of documents of the Assembly, Supervisory Board and Management Board of the Company - except Financial Statements;
- \* implementation of the decisions of the Assembly and Supervisory Board of the Company and Management Board of the Company.

The Secretary of the Company may perform other legal work according to the signed contract and to the job description, which is a supplement and a part of the Employment contract.

#### **Član 10.**

Dosadašnji članovi Statuta MKD od 48. do 66. postaju članovi od 49. do 67.

#### **Član 11.**

Ova Odluke stupa na snagu danom idavanja prethodne saglasnosti Agencije za Bankarstvo FBiH, a primjenjuje se nakon stupanja na snagu i čine sastavni dio Statuta Mikrokreditnog društva "IuteCredit BH" d.o.o. Sarajevo potvrđen pod brojem br. OPU-IP-116/2019 od 04.03.2019. godine

#### **Article 10**

Current Articles 48 to 66 of MCC Articles of Association now become Articles 49 to 67.

#### **Article 11**

This Decision shall come into force on the day of issue with prior approval by the Banking Agency of FB&H, and shall apply after coming into force together with stipulations of Articles of Association of Microcredit Company "IuteCredit BH" d.o.o. Sarajevo No. OPU-IP-116/2019 dated 4<sup>th</sup> March 2019.

**Član 12.**

Ova odluka se usvaja i potpisuje u 3 (tri) istovjetna primjerka.

**MKD IuteCredit BH d.o.o. Sarajevo  
Predsjednik Skupštine**



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**Tarmo Sild**

**Article 12**

This Decision is adopted and executed in 3 (three) identical copies.

**MCC IuteCredit BH d.o.o. Sarajevo  
Chairman of the General Assembly**



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**Tarmo Sild**