

SKUPŠTINA DRUŠTVA

Broj: SKD-33-1/2022

Sarajevo, 21 mart, 2022.

Na osnovu člana 234. u vezi sa članom 310. stav 1. Zakona o privrednim društvima Federacije Bosne i Hercegovine („Službene novine F/BiH“ br. 81/15 i 75/21), člana 11. Zakona o mikrokreditnim organizacijama („Službene novine F BiH“ br. 59/06) i odredaba članova 28. i 62. Statuta Mikrokreditnog društva "luteCredit BH" d.o.o. Sarajevo br. OPU-IP-116/2019 od 04.03.2019. godine i izmjena i dopuna Statuta br. OPU-IP-50/2020 od 22.01.2020. godine i OPU-IP-700/2021 od 07.09.2021. godine i Rješenja Agencije za bankarstvo FBiH br. 04-1-3-4607-3/21 od 16.03.2022. godine na VII sjednici održanoj dana 21.03.2022. godine, Skupština društva usvaja:

PREČIŠĆENI TEKST

Statuta

MKD "luteCredit BH" d.o.o. Sarajevo

Donosi se prečišćeni tekst Statuta Mikrokreditnog društva „luteCredit BH“ d.o.o. Sarajevo broj: OPU-IP-116/2019 od 04.03.2019. godine, koji sadrži izmjene i dopune odredbi sadržanih u tekstu Odluke o izmjenama Statuta Društva br. OPU-IP-50/2020 od 22.01.2020. godine i br. OPU-IP-700/2021 od 27.08.2021. godine:

I OPĆE ODREDBE

Član 1.

Ovim Statutom Mikrokreditnog društva „luteCredit BH“ d.o.o. Sarajevo (u daljem tekstu: Statut) uređuju se pitanja vezano za poslovanje Mikrokreditnog društva „luteCredit BH“ d.o.o. Sarajevo (u daljem tekstu: MKD), i to:

1. naziv i sjedište,
2. djelatnost,
3. odredbe o kapitalu (vrsta, visina, struktura, način i uslovi povećanja i smanjenja), uvjeti za uplatu kapitala u stvarima i pravima,

GENERAL ASSEMBLY

No: SKD-33-1/2022

Sarajevo, 21. March 2022.

Pursuant to Article 234 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 and 75/21), Article 11 of the Law on Microcredit organizations (“Official Gazette of FB&H” No. 59/06), Article 28 and 62 of Articles of Association No: OPU-IP-50/2020 of January 22, 2020, and OPU -IP-700/2021 of September 07, 2021 and Resolution of Federal Banking Agency no. 04-1-3-4607-3/21 from March 16, 2022, General Assembly at its 7th session held on March 21, 2022. made the following:

CONSOLIDATED TEXT

of Articles of Association

MCC "luteCredit BH" d.o.o. Sarajevo

The consolidated text of the Articles of Association of the Microcredit Company "luteCredit BH" d.o.o. Sarajevo number: OPU-IP-116/2019 from March 4, 2019. year, which contains amendments to the provisions contained in the text of the Decision on amendments to the Articles of Association no. OPU-IP-50/2020 dated 22.01.2020. year and no. OPU-IP-700/2021 dated 27.08.2021. years it is adopted:

I GENERAL STIPULLATIONS

Article 1

These Articles of Association of Microcredit Company „luteCredit BH“ d.o.o. Sarajevo (hereinafter: Articles) regulate issues of importance for conducting business by Microcredit Company „luteCredit BH“ d.o.o. Sarajevo (hereinafter: MCC), namely:

1. name and address,
2. activities,
3. share capital stipulations (type, amount, structure, manner and conditions of its increase and decrease), conditions for payment of capital in goods and rights,

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| <p>4. način povećanja i smanjenja kapitala,</p> <p>5. način formiranja i korištenja fonda rezervi,</p> <p>6. način podjele dobiti i isplate dividende,</p> <p>7. način pokrića gubitaka,</p> <p>8. način sazivanja skupštine i odlučivanja, sastav i nadležnost organa koje imenuje skupština,</p> <p>9. sastav, način imenovanja i razrješenja nadležnih organa i njihova ovlaštenja, trajanje mandata, kvorum, pravila glasanja (uključujući i pravila glasanja o kojima se odlučuje kvalificiranom većinom),</p> <p>10. predstavljanje i zastupanje,</p> <p>11. način osnivanja organizacionih dijelova,</p> <p>12. odredbe o sistemu interne kontrole,</p> <p>13. odredbe o internoj i eksternoj reviziji,</p> <p>14. postupak pripajanja, spajanja i podjele,</p> <p>15. oblik i sadržaj pečata,</p> <p>16. oblik i sadržaj znaka,</p> <p>17. pravila korištenja sredstava,</p> <p>18. prestanak rada i pravila o raspodjeli imovine u slučaju prestanka rada,</p> <p>19. način donošenja općih akata,</p> <p>20. postupak izmjena i dopuna Statuta, i</p> <p>21. druga pitanja u vezi sa poslovanjem MKD, u skladu sa Zakonom o mikrokreditnim organizacijama („Službene novine F BiH”, br. 59/06) (u daljem tekstu: Zakon o MKO), Zakonom o privrednim društvima („Službene novine F BiH” br. 81/15) (u daljem tekstu: Zakon) i drugim posebnim propisima.</p> | <p>4. the manner of increasing and decreasing share capital,</p> <p>5. the manner of establishing and using the reserves,</p> <p>6. the manner of distribution of profit and payment of dividends,</p> <p>7. manner of covering losses,</p> <p>8. manner of convening the General Assembly and adopting decisions, the composition and competence of the bodies appointed by the General Assembly,</p> <p>9. composition, manner of appointing and dismissing relevant bodies and their authorizations, duration of terms, quorum, voting rules (including the rules of voting decided on by the qualified majority),</p> <p>10. representation,</p> <p>11. manner of establishing new organizational units,</p> <p>12. internal control stipulations,</p> <p>13. internal and external audit stipulations,</p> <p>14. the process of merging and dividing,</p> <p>15. the shape and contents of the company stamp,</p> <p>16. the shape and contents of the company logo,</p> <p>17. the rules on using assets,</p> <p>18. termination and rules on distribution of assets in case of termination,</p> <p>19. the manner of adopting general acts,</p> <p>20. the procedure of amending the Articles,</p> <p>21. other issues relating to MCC pursuant to the Law on Microcredit Organizations (“Official Gazette of the Federation of Bosnia and Herzegovina” No. 59/06) (hereinafter: Law on MCO), Law on Companies (“Official Gazette of the Federation of Bosnia and Herzegovina” No. 81/15) (hereinafter: Law) and other special regulations.</p> |
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II NAZIV I SJEDIŠTE DRUŠTVA

Član 2.

Sjedište je: Sarajevo, Ulica Bulevar Meše Selimovića bb, Općina Novi Grad.

II COMPANY NAME AND SEAT

Article 2

Seat of the Company is: Sarajevo, Bulevar Meše Selimovića bb, Municipality Novi Grad.

III DJELATNOST

Član 3.

Mikrokreditno društvo je nedepozitna profitna finansijska organizacija koja je osnovana sa ciljem davanja mikrokredita.
Osnovna djelatnost MKD je:
64.92 Ostalo kreditno poslovanje

Obavljanje osnovne djelatnosti MKD vrši se na osnovu prethodne saglasnosti Federalne

III ACTIVITIES

Article 3

This Microcredit Company is a non-deposit for-profit financial organization founded with the purpose of providing micro-credits.
The main activity of MCC is:
64.92 Other credit operations

The performance of the MCC's core business is performed on the basis of the prior consent of

Agencije za bankarstvo, na osnovu koje se vrši opis osnovne i drugih djelatnosti koje MKD obavlja kod nadležnog registraskog suda.

the Federal Banking Agency, on the basis of which the MCC's core and other activities performed by the MCC are registered on the competent registration Court.

MKD može obavljati u manjem obimu ili privremeno i druge djelatnosti koje služe i koje se uobičajeno obavljaju uz djelatnost mikrokreditiranja, uključujući:

1. primanje i davanje darova i donacija i pribavljanje novčanih sredstava i drugih oblika imovine iz bilo kojega zakonitog izvora;
2. davanje i uzimanje u zalog/hipoteku imovine, uključujući mikrokredite radi osiguranja pozajmica; i
3. kreditne konsultacije, poslovno savjetovanje i tehničku pomoć u cilju unaprjeđenja kreditnih aktivnosti MKD i poslovnih aktivnosti korisnika mikrokredita.

MCC may also carry out, to a lesser extent or temporarily, other activities from their services that are normally performed in addition to the microcredit business, including:

1. receiving and giving gifts and donations and obtaining funds and other forms of assets from any lawful sources;
2. lending and mortgaging of property, including micro-credits to secure loans; and
3. credit consulting, business consulting and technical assistance in order to improve credit activities of the MCC and business activities of microcredit clients.

IV KAPITAL

1. Iznos temeljnog kapitala

Član 4.

Iznos temeljnog kapitala je 500.000,00 KM (slovima: petstotinahiljada i 00/100 KM). Temeljni kapital uplaćen je u novcu u cijelosti.

2. Povećanje temeljnog kapitala

Član 5.

Temeljni kapital MKD može se povećavati povećanjem postojećeg udjela i/ili pristupom novih članova uplatama u kapital u skladu sa zakonom, ovim Statutom i odlukama Skupštine MKD (u daljem tekstu: Skupština).

Povećanje postojećeg udjela ili uplata novih uloga može se vršiti u novcu, stvarima i pravima.

Odluku o povećanju temeljnog kapitala i uvjete uplate donosi Skupština.

Odluku o pristupanju novog člana MKD donosi Skupština 2/3 (dvotrećinskom) većinom ukupnih glasova u MKD.

3. Smanjenje temeljnog kapitala

IV CAPITAL

1. The amount of share capital

Article 4

The amount of share capital is KM 500.000,00 (five hundred thousand and 00/100 KM). The share capital is paid in full.

2. Increasing the share capital

Article 5

The share capital of MCC can be increased by increasing the existing shares and/or by accession of new shareholders with capital payments in accordance with the Law, these Articles and the decisions of the MCC Assembly (hereinafter: The Assembly).

Increasing the existing share or creating new shares can be performed by contributions in money, in-kind and rights.

The decision to increase the share capital and the terms of its payment is adopted by the Assembly.

The decision on accession of a new member to MCC is adopted by the Assembly by 2/3 (two-thirds) majority vote of the total number of votes of MCC.

3. Decreasing the share capital

Član 6.

Skupština može donijeti odluku o smanjenju temeljnog kapitala radi pokrića gubitaka u skladu sa Zakonom.

Izuzetno, kada ocijeni da je to neophodno radi otklanjanja štete po MKD, Skupština može donijeti odluku o smanjenju temeljnog kapitala, ali ne ispod zakonom propisanog minimuma.

Smanjene temeljnog kapitala ne smije utjecati na izvršenje obaveza MKD prema vjerovnicima.

V UDJELI I ČLANSTVO

Član 7.

Na osnovu uplate uloga u novcu, stvarima i pravima u kapital MKD uplatilac postaje član MKD (u daljem tekstu: član MKD) i stiče udio u MKD.

Član MKD ima jedan udio.

Udjel člana MKD je razmjernan njegovom ulogu u temeljnom kapitalu MKD.

Udjel člana MKD može se povećati kada uplati novi ulog ili stekne udio ili dio udjela drugog člana MKD.

Član 8.

Udjeli se mogu prodavati.

Članovi MKD imaju pravo preče kupovine prilikom prodaje udjela.

Član 9.

O udjelima u MKD vodi se posebna knjiga udjela.

Knjiga udjela je isprava u kojoj se upisuju podaci značajni za pravni odnos članova MKD.

Pismeni prijedlog za upis u knjigu udjela podnosi član MKD u čijem interesu se sprovodi upis.

Prijedlog za upis s priložima dostavlja se Upravi.

Upis u knjigu udjela ovjerava Uprava svojim potpisom i pečatom MKD.

Article 6

The Assembly may adopt a decision on decreasing the share capital for the purpose of covering losses pursuant to the Law.

Exceptionally, when deemed necessary in order to eliminate the damage to the MCC, the Assembly may decide to decrease the share capital, but not below the statutory minimum.

The decrease in the share capital must not affect the performance of obligations that MCC has toward its creditors.

V SHARES AND MEMBERSHIP

Article 7

The payer becomes a member of MCC Based on a payment in money, goods and rights into MCC capital (hereinafter: MCC Member) and acquires a share in MCC.

MCC Member has one share.

A share of an MCC Member equals to his/her share in the share capital of MCC.

A share of an MCC Member can be increased upon payment of a new stake or acquiring a share or a part of a share of another MCC Member.

Article 8

Shares can be sold.

MCC Members have the preemptive right.

Article 9

MCC shares are registered in a special Register of Shares.

The Register of Shares is a document in which data of importance for the legal relationship of MCC Members are entered.

Written proposal for an entry into the Register of Shares is submitted by the MCC Member who has the interest of making an entry into the Register.

The proposal for entry with attachments is submitted to the Management Board.

Entry into the Register of Shares is certified by the Management Board with its signature and MCC stamp.

Član 10.

Svaki član MKD može na pismeni zahtjev dobiti ispravu o svom udjelu koji se sastoji od prijepisa posljednjeg stanja njegovog udjela u knjizi udjela.

Isprava o udjelu nije vrijednosni papir, već ima snagu dokaznog sredstva za pravni promet.

Prijenosom isprave na trećeg ne stiče se nikakvo pravo u odnosu na MKD.

Ispravu o udjelu izdaje Uprava, a kopija isprave o udjelu prilaze se zbirci isprava.

Article 10

Each MCC Member can upon a written request receive a document on his/her share, which is a copy of the last balance of his/her share in the Register of Shares.

The document on shares is not a security, rather a proof to be used for legal transactions.

No right in relation to MCC is acquired by transferring the document to a third party.

The original document on shares is issued by the Management, with the copy thereof filed in the file of original documents.

Član 11.

Uprava Društva dužna je svake godine podnijeti sudskom registru popis članova MKD sa visinom njihovih uloga.

Article 11

Management Board shall submit every year to the Court Register the list of MCC Members with the amount of their individual shares.

VI PRESTANAK STATUSA ČLANA DRUŠTVA

VI TERMINATION OF THE MEMBER STATUS

Član 12.

Članstvo u MKD prestaje istupanjem člana iz MKD, te isključenjem ili prodajom udjela u skladu sa Zakonom, Odlukom o osnivanju i ovim Statutu.

Article 12

MCC Member status is terminated by resignation, exclusion or sale of shares pursuant to the Law, Incorporation Decision and these Articles.

Član 13.

Član MKD može istupiti na temelju pismene izjave i uz saglasnost drugih članova, nakon što podmiri sve svoje obveze prema MKD.

Article 13

MCC Member can resign based on a written statement and with approval of other Members, upon settlement of all his/her obligations toward MCC.

U slučaju istupanja člana iz MKD, prijenos udjela vrši se prvenstveno na članove koji ostaju u MKD.

In case of resignation of a Member from MCC, share is transferred primarily onto Members remaining in MCC.

Član 14.

Član MKD može biti isključen iz MKD ako svojim postupcima nanosi štetu MKD, te ako duže od 6 (šest) mjeseci ne vrši svoja vlasnička prava, odnosno ako na drugi način postupi suprotno Ugovoru o osnivanju i aktima MKD.

Article 14

MCC Member may be excluded from MCC if he/she causes damage to MCC by his/her actions, and if he/she has not exercised his/her ownership rights for 6 (six) months or longer, or otherwise acts contrary to the Incorporation Agreement and acts of the MCC.

Članu MKD koji je isključen iz MKD pripada odgovarajuća novčana naknada, prema stanju vlasničkog udjela u vrijeme isključenja.

An MCC Member who has been excluded from MCC is entitled to an appropriate compensation according to the ownership status at the time of the exclusion.

Pripadajuća naknada umanjuje se za troškove isključenja i iznos štete koju je eventualno počinio član MKD koji se isključuje.

The relevant compensation is reduced by the cost of the exclusion and the amount of damage that may have been caused by the excluded MCC Member.

Član 15.

Prijedlog s obrazloženjem za isključenje člana MKD u pisanoj formi može podnijeti Nadzorni odbor MKD (u daljem tekstu: Nadzorni odbor), član ili članovi MKD čiji udjeli čine najmanje desetinu temeljnog kapitala i Uprava. Prijedlog se dostavlja Upravi Društva.

Article 15

A proposal with elaboration for the exclusion of an MCC Member may be submitted in writing by the MCC Supervisory Board (hereinafter: the Supervisory Board), MCC Member or Members whose shares comprise at least one tenth of the share capital and the Management Board. The proposal shall be submitted to the Director.

Uprava Društva u roku od 8 (osam) dana od dana prijema prijedlog dostavlja članovima MKD da se u narednih 15 (petnaest) dana u pisanoj formi izjasne o prijedlogu.

The Director shall, within eight (8) days from the day of receipt, submit the proposal to the MCC Members to make a written statement in regard to the proposal within the next 15 (fifteen) days.

Član MKD koji se ne izjasni u ovom roku smatra se da je glasao protiv prijedloga.

A member of the MCC who has not responded within this time limit is deemed to have voted against the proposal.

Prijedlog se smatra usvojenim ako su se za prijedlog izjasnili članovi MKD s 2/3 (dvoćetvrtinskom) većinom od ukupnog broja glasova u MKD.

The proposal is considered approved if the members of MCC with a 2/3 (two-thirds) majority of the total number of votes in MCC, have approved the proposal.

Odluka o isključenju stupa na snagu danom donošenja, a Uprava Društva je dostavlja isključenom članu MKD u roku od 8 (osam) dana od dana donošenja.

The decision on exclusion shall take effect on the day of its adoption and shall be delivered by the Director to the excluded Member within 8 (eight) days from the day of its adoption.

Isplata udjela isključenom članu MKD, po odbitku troškova i ostalih obaveza isključenog člana, izvršit će se u roku od 6 (šest) mjeseci računajući od dana donošenja odluke o isključenju s vrijednošću na dan isključenja.

Payment of the share to the excluded MCC member, following deduction of costs and other liabilities of the excluded Member, shall be made within 6 (six) months from the day of the Decision on exclusion in the amount valid on the day of exclusion.

VII REZERVE

VII RESERVES

Član 16.

MKD formira i održava rezerve u skladu sa zakonom i odlukama Agencije za bankarstvo FBiH.

Rezerve služe za pokriće kreditnih gubitaka, gubitaka u poslovanju i drugih nepredviđenih troškova u poslovanju MKD.

Article 16

The MCC establishes and maintains reserves in accordance with the Law and decisions of the Banking Agency of the FB&H.

Reserves are used to cover credit losses, business losses and other unforeseen expenditures of MCC operations.

Gubitak u poslovanju MKD pokriva se iz rezervi u skladu sa računovodstvenim standardima, zakonom i aktima MKD.

MCC shall cover operating loss from its reserves in accordance with Accounting Standards, the Law and MCC policies.

VIII PODJELA DOBITI I SNOŠENJE GUBITAKA MKD

VIII DISTRIBUTION OF PROFIT AND COVERING LOSSES OF MCC

Član 17.

Dobit MKD utvrđuje se za poslovnu godinu i to za period od 01.01. do 31.12. tekuće godine prema važećim računovodstvenim standardima i propisima.

Article 17

MCC calculates its profit based on one business year for the period from 1st Jan. to 31st Dec. of the current year according to applicable accounting standards and regulations.

Ostvarena dobit se može utvrđivati i u kraćim vremenskim periodima u skladu sa važećim zakonskim i podzakonskim propisima.

The profit gained can also be calculated for shorter periods of time in accordance with the above regulations.

Dobit koja ostane po podmirenju troškova poslovanja i zakonskih obaveza MKD, raspoređuje se na akumulaciju, rezerve i investicijsku potrošnju, te ostatak koji pripada članovima MKD.

The profit that remains after settling expenditures and legal obligations of MCC is allocated to accumulation, reserves and investment spending, and the remainder is to be distributed among MCC members.

Ostvarena dobit dijeli se na članove MKD razmjerno veličini njihovih udjela.

The profit generated is divided among MCC members in proportion to the size of their holdings.

Član 18.

Skupština može donijeti odluku da se dobit ili njen dio neće podijeliti, već da će se za taj iznos povećati temeljni kapital MKD.

Article 18

The Assembly may decide that the profit or part thereof will not be distributed instead the MCC share capital will be increased by this amount.

Skupština može donijeti odluku da se dobit za određenu godinu neće podijeliti, već da se unosi u rezerve MKD.

The Assembly may also decide that the profit for a particular year will not be distributed but allocated to MCC reserves.

Član 19.

Materijalni troškovi kao i ostali troškovi iz tekućeg poslovanja MKD pokrivaju se iz ostvarenog prihoda MKD.

Article 19

Material costs, as well as other expenses from MCC's current business, are covered by the realized income of MCC.

Za slučaj gubitka u poslovanju MKD odluku o pokriću gubitka donosi Skupština u skladu sa Zakonom i ovim Statutom.

In case of business losses of MCC, the decision on covering the loss is adopted by the Assembly in accordance with the Law and these Articles.

Član 20.

Eventualni gubitak u poslovanju MKD pokriva se iz rezervi najviše do iznosa temeljnog kapitala.

Article 20

Possible business loss of MCC is covered from the reserves up to the amount of share capital.

Ukoliko je gubitak veći od iznosa utvrđenog u stavu 1. ovog člana, o načinu pokrića gubitka preko tog iznosa i o daljem poslovanju MKD odlučuje Skupština MKD.

If the loss exceeds the amount stipulated in paragraph 1 of this Article, the MCC Assembly shall

Skupština može donijeti odluku da gubitak pokrivaju članovi MKD razmjerno veličini svojih udjela u MKD.

IX ORGANI MKD

Član 21.

Organi MKD su:

1. Skupština,
2. Nadzorni odbor,
3. Uprava, koju čine Direktor i Izvršni direktor,
4. Odbor za reviziju, koji se sastoji od najmanje tri člana koja imenuje Nadzorni odbor,
5. Prokuristu čija su ovlaštenja, odgovornosti i položaj određeni zakonom i ovim Statutom.

1. Skupština

Član 22.

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 razmjeran njegovom udjelu u temeljnom kapitalu MKD.

Skupštini prisustvuje Nadzorni odbor i Uprava.

Član 23.

Skupštinu mogu sazvati Nadzorni odbor, član Nadzornog odbora, Uprava, član Uprave, član ili skupina članova MKD čiji udjeli čine najmanje 1/10 (desetinu) temeljnog kapitala MKD.

Uprava, član Uprave, Nadzorni odbor ili član Nadzornog odbora je dužan sazvati Skupštinu najmanje jednom godišnje i u toku godine kada MKD ostvari gubitak veći od petine osnovnog kapitala prema posljednjem godišnjem obračunu.

Poziv za Skupštinu dostavlja se preporučenom pošiljkom, ili neposredno uz potpis, najmanje 15 dana prije dana održavanja, osim u slučaju kada Skupštinu čini jedan osnivač.

decide on the manner of covering the loss exceeding that amount and on further business of MCC.

The Assembly may decide that the loss shall be covered by MCC members in proportion to the size of their shares in MCC.

IX MCC BODIES

Article 21

Bodies of MCC are:

1. Assembly,
2. Supervisory Board,
3. Management Board, consisting of the Director and Executive director,
4. Audit Committee, consisting of at least three members elected by the Supervisory Board
5. Procurator whose powers, responsibilities and position are determined by law and this Statute.

1. Assembly

Article 22

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

The total amount of the share Capital is presented to the Assembly with 100 (one hundred) votes, and MKD Member 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 23

Assembly meeting is convened by the Supervisory Board, a member of the Supervisory Board, Management Board, member of the Management Board, Member or a group of Members of MCC with shares at least 1/10 (one-tenth) of the MCC share capital.

Management Board, member of the Management Board, Supervisory Board or a member of the Supervisory Board shall convene an Assembly meeting at least once in a year when MCC realizes a loss greater than 1/5 (one-fifth) of the share capital according to the latest annual accounts.

Invitation to the Assembly meeting is delivered by registered mail or directly confirmed by a sig-

nature, no later than 15 (fifteen) days in advance, except in the case when the Assembly consists of one founder.

U pozivu se određuje dnevni red i dostavljaju materijali za svaku tačku dnevnog reda.

The invitation details the agenda and contains materials for each point of the agenda.

Član ili članovi Skupštine MKD čiji udjeli čine 1/10 (desetinu) temeljnog kapitala imaju pravo izvršiti dopunu dnevnog reda u roku od 8 dana od dana prijema poziva za Skupštinu.

Member or a group of Members of MCC with share at least 1/10 (one-tenth) of the share capital have the right to amend the agenda within eight (8) days from the receipt of the Invitation for the Assembly meeting.

Član 24.

Nadzorni odbor utvrđuje prijedlog dnevnog reda za sjednicu Skupštine.

Article 24

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

Skupština može odlučivati ako su, lično ili putem punomoćnika, zastupljeni članovi čiji udjeli čine polovinu temeljnog kapitala MKD.

The Assembly may adopt decisions if Members whose share comprises of at least on half of MCC share capital are present personally or through an attorney.

Ukoliko nije postignut kvorum za odlučivanje iz prethodnog stava, Skupština se odgađa i saziva sa istim dnevnim redom najkasnije za 15 (petnaest) dana od prvobitno zakazanog dana održavanja.

In case there is no quorum as stated in the paragraph above, the Assembly is delayed and a new one is convened with the same agenda no later than 15 (fifteen) days after the originally scheduled meeting.

U slučaju iz stava 3. ovog člana Skupština može odlučivati ako su zastupljeni udjeli koji čine petinu osnovnog kapitala MKD.

In case of an occurrence of an event from par. 3 above, the Assembly may adopt decisions if shares are represented by 1/5 (one-fifth) total share capital of MCC.

Član MKD ima pravo pobijati odluku Skupštine protiv koje je glasao tužbom kod nadležnog suda u roku od 30 (trideset) dana od dana donošenja odluke.

An MCC Member has the right to refute the decision against which he/she voted by a complaint to the relevant court within 30 (thirty) days from the day of adoption thereof.

Član 25.

Skupština donosi Odluku većinom prisutnih glasova, ali ne manjim od polovine ukupnih glasova Skupštine.

Article 25

The Assembly adopts the decision by majority of votes present, but not less than half of the total votes of the Assembly.

Za donošenje odluka iz člana 28. tačke 1., 2., 3., 8. i 10. ovog Statuta potrebna je 2/3 (dvotrećinska) većina ukupnih glasova Skupštine.

The adoptions of decisions referred to in Article 28, items 1, 2, 3, 8 and 10 of these Articles shall require 2/3 (two-thirds) majority of the total votes of the Assembly.

Član 26.

Skupština se obavezno saziva i na njoj se donose odluke kada se odlučuje o godišnjim izvještajima, raspodjeli dobiti i pokriću gubitka.

Article 26

The Assembly meeting must be convened for adoption of decisions on the annual reports, profit distribution and covering losses.

O ostalim pitanjima iz nadležnosti Skupštine može se odlučivati bez sazivanja Skupštine, pismenim glasanjem, uz dostavljanje članovima MKD pismenog prijedloga s obrazloženjem i ostavljanje roka od 15 (petnaest) dana za odgovor. Član MKD koji ne odgovori u ovom roku smatra se da je glasao protiv dostavljenog prijedloga.

Član 27.

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 28.

Skupština odlučuje o:

1. donošenju Statuta,
2. izmjenama i dopunama Statuta,
3. povećanju i smanjenju temeljnog kapitala,
4. usvajanju godišnjeg finansijskog izvještaja o poslovanju MKD, s izvještajem revizora, Nadzornog odbora i Odbora za reviziju s planom poslovanja za narednu poslovnu godinu,
5. raspodjeli dobiti i isplati dividende,
6. načinu pokrića gubitka,
7. poslovnoj politici i programu razvoja,
8. statusnim promjenama,
9. prestanku MKD,
10. promjeni oblika MKD,
11. prestanku MKD sa provođenjem likvidacije i o odobranju početnog likvidacionog bilansa i završnog računa po okončanju postupka likvidacije,
12. kupovini, prodaji, zamjeni, uzimanju ili davanju u lizing i drugim transakcijama imovinom u toku poslovne godine, u obimu većem od 33% knjigovodstvene vrijednosti imovine MKD, po bilansu stanja na kraju prethodne godine, na prijedlog Uprave i Nadzornog odbora,
13. kupovini, prodaji, zamjeni, uzimanju ili davanju u lizing i drugim transakcijama imovinom u toku poslovne godine, u obimu čija je vrijednost između 15% i 33% knjigovodstvene vrijednosti ukupne postojeće imovine MKD, ako takva transakcija nije prethodno odobrena

Other issues within the competence of the Assembly may be decided on without convening the Assembly meeting, but by a written vote, by submitting a written proposal to the Members of the MCC with a deadline of 15 (fifteen) days for a response. An MCC Member who has not responded within this deadline shall be deemed to have voted against the submitted proposal.

Article 27

Chairman of the Assembly would be elected by the Assembly with majority votes of present MCO members.

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 28

The Assembly decides on:

1. the adoption of the Articles of Association,
2. amendments to the Articles of Association,
3. increase and decrease of the share capital,
4. adoption of the annual financial report, along with the reports by auditors, Supervisory Board and the Audit Committee with the business plan for the following business year,
5. distribution of profit and payment of dividends,
6. manner of the covering losses,
7. business policy and development program;
8. status changes,
9. termination of the MCC,
10. change of the form of MCC,
11. termination of the MCC with liquidation and approval of the initial liquidation balance and the final accounts upon completion of the liquidation process,
12. purchase, sale, exchange, leasing of and other transactions with assets in the current fiscal year exceeding 33% of the book value of MCC assets on the balance sheet at the end of the previous fiscal year, at the proposal of the Management Board and the Supervisory Board,
13. purchase, sale, exchange, leasing of and other transactions with assets in the current fiscal year, in the amount between 15% and 33% of the book value of the total current MCC assets, unless such transaction was previously approved by unanimous decision of the Supervisory Board,

jednoglasnom odlukom Nadzornog odbora,

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| <p>14. izboru i razrješenju članova Nadzornog odbora pojedinačno,</p> <p>15. izboru vanjskog revizora,</p> <p>16. osnivanju, reorganizaciji i likvidaciji supsidijarnih društava, i odobravanju njihovih statuta;</p> <p>17. naknadama članovima Nadzornog odbora i Odbora za reviziju,</p> <p>18. izuzimanju stalnih sredstava u MKD,</p> <p>19. drugim pitanjima bitnim za poslovanje MKD, u skladu sa zakonom i Statutom MKD, koja prema pozitivnim propisima i prirodi stvari spadaju u nadležnost Skupštine.</p> | <p>14. appointment and dismissal of Supervisory Board members individually,</p> <p>15. selection of an external auditor,</p> <p>16. incorporation, reorganization and liquidation of subsidiaries and approval of their Articles of Association,</p> <p>17. remuneration for the Supervisory Board and Audit Committee members,</p> <p>18. exclusion of the fixed assets of the MCC,</p> <p>19. other issues of importance for the MCC business operations in accordance with the Law and the MCC Articles of Association which, according to applicable regulations and the scope of the matter, fall under the authority of the Assembly.</p> |
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Član 29.

Član ili članovi Skupštine MKD čiji udjeli čine 1/10 (desetinu) temeljnog kapitala mogu tražiti od suda da odredi vanjskog revizora, u skladu s članom 342. Zakona, da izvrši reviziju poslovanja MKD.

1. Nadzorni odbor

Član 30.

MKD ima Nadzorni odbor i čine ga Predsjednik i 2 (dva) člana.

Predsjednika i članove Nadzornog odbora imenuje i razrješava Skupština u skladu sa Zakonom, na mandatni period od 4 (četiri) godine.

Nakon isteka mandata isti članovi mogu biti ponovo imenovani, bez ograničenja broja mandata.

Skupština može razriješiti predsjednika i članove Nadzornog odbora i prije isteka perioda na koji su imenovani:

1. kad Nadzorni odbor ili pojedini njegov član izgubi povjerenje osnivača MKD, o čemu Skupština donosi posebnu odluku,
2. kad Skupština odbije usvojiti godišnji izvještaj MKD, koji uključuje finansijski izvještaj i izvještaj revizora, Nadzornog

Article 29

A Member or group of MCC Members whose holdings make up 1/10 (one-tenth) of share capital may request from the Court to appoint an external auditor, in accordance with Article 342 of the Law, to perform an audit of MCC's operations.

1. Supervisory Board

Article 30

MCC has a Supervisory Board consisting of a chairman and 2 (two) members.

The chairman and members of the Supervisory Board are appointed and dismissed by the Assembly in accordance with the Law, for a term of 4 (four) years.

After the expiration of the term, the same members may be reappointed, without limitation to the number of terms.

The Assembly may dismiss the Chairman and members of the Supervisory Board before the expiry of the period for which they have been appointed:

1. when the Supervisory Board or its individual member loses the trust of the founder of MCC, on which the Assembly adopts a special decision;
2. when the Assembly does not approve the Annual Report for MCC, which includes the financial report and reports of the Auditor,

odbora i odbora za reviziju,

3. kad Skupština utvrdi odgovornost predsjednika i članova Nadzornog odbora za štetu koju je pretrpio MKD iz razloga propisanih u čl. 258. i 261. Zakona o privrednim društvima, o čemu Skupština donosi posebnu odluku,
4. u drugim slučajevima utvrđenim Statutom MKD.

Član 31.

Skupština ima pravo, navodeći razloge, razriješiti člana Nadzornog odbora kojeg je imenovala, a u slučaju trajne spriječenosti člana Nadzornog odbora da obavlja svoju funkciju i imenovati novog člana, kojem mandat traje do isteka mandata člana na čije je mjesto imenovan.

Član 32.

Predsjednikom i članom Nadzornog odbora ne može biti osoba:

1. osuđivana za kaznena djela i privredne prijestupe nespojive s dužnošću u Nadzornom odboru 5 (pet) godina od dana od dana pravosnažnosti presude isključujući vrijeme izdržavanja kazne,
2. koja je pravosnažno osuđena za prekršaj ili krivično djelo koje predstavlja grubo i trajno kršenje propisa iz djelatnosti Agencije ili drugog nadležnog tijela na finansijskom tržištu,
3. kojoj je presudom suda izrečena mjera zabrane obavljanja dužnosti člana Nadzornog odbora,
4. član Uprave MKD,
5. koja ne ispunjava uslove za izdavanje dozvole za rad i članstvo u Nadzornom odboru prema odredbama posebnih odluka i podzakonskih akata koje donosi Federalna Agencija za bankarstvo ili kojoj je Federalna Agencija za bankarstvo odbila u posebnom postupku izdati dozvolu za rad i/ili članstvo u Nadzornom odboru.¹

the Supervisory Board and the Audit Committee,

3. when the Assembly establishes the liability of the Chairman and members of the Supervisory Board for the damage suffered by MCC for the reasons prescribed in Art. 258 and 261 of the Law on Companies, on which the Assembly adopts a special decision,
4. in other cases stipulated by these Articles.

Article 31

The Assembly has the right, upon justified reasons, to dismiss a member of the Supervisory Board appointed by the Assembly in case of permanent inability of such member of the Supervisory Board to perform his/her function and to appoint a new member, whose term of office shall last until the expiration of the term of the member in whose place he/she was appointed.

Article 32

The Chairman and a Member of the Supervisory Board cannot be the following persons:

1. convicted of active criminal offenses and active commercial offenses incompatible with the position on the Supervisory Board for five (5) years from the day the judgment was final, not including the time of serving the sentence,
2. who has been convicted of a misdemeanor or criminal offense that constitutes a gross and permanent violation of regulations from the activities of the Agency or another competent body in the financial market,
3. who, by a court ruling, has been imposed a ban to perform the position of a member of the Supervisory Board,
4. members of the MCC Management Board,
5. who does not meet the conditions for issuing a license for work and membership in the Supervisory Board according to the provisions of special decisions and bylaws issued by the Federal Banking Agency or to whom the Federal Banking Agency refused in a special procedure to issue a license for work and/ or membership in the Supervisory Board.

¹ Član 13. stav 3. tačka e) Odluke o uslovima i postupku za izdavanje i oduzimanje dozvole za rad i drugih saglasnosti u mikrokreditnim organizacijama (Sl. Novine FBiH br. 103/18):
Article 13, paragraph 3, item e) Decisions on conditions and procedure for issuing and revoking work permits and other approvals in microcredit organizations (Official Gazette of FBiH No. 103/18)

Član 33.

Predsjednik Nadzornog odbora saziva sjednice i rukovodi radom Nadzornog odbora, koordinira rad članova Nadzornog odbora u odnosu na druge organe MKD i treće osobe.

U odsutnosti Predsjednika, njegove poslove obavlja zamjenik predsjednika Nadzornog odbora. Zamjenika predsjednika Nadzornog odbora bira Nadzorni odbor.

Sjednice Nadzornog odbora održavaju se po potrebi, a najmanje jedanput u 3 (tri) mjeseca (kvartalno).

Član 34.

Predsjednik Nadzornog odbora dužan je sazvati sjednicu na obrazloženi zahtjev s prijedlogom dnevnog reda dostavljen od 2 (dva) člana Nadzornog odbora i na prijedlog Uprave ili člana ili članova Skupštine MKD čiji udjeli čine 1/10 (desetinu) temeljnog kapitala MKD.

Poziv na sjednicu Nadzornog odbora šalje se članovima Nadzornog odbora najmanje 8 (osam) dana prije održavanja s dnevnim redom i odgovarajućom dokumentacijom.

Član 35.

Za održavanje sjednice Nadzornog odbora potreban je kvorum od 2/3 (dvijetrećine) ukupnog broja članova.

Ukoliko ne postoji kvorum iz stava 1. ovog člana, sjednica Nadzornog odbora se odgađa za 7 (sedam) dana i na ponovljenoj sjednici je potreban kvorum od većine ukupnog broja članova.

Nadzorni odbor donosi odluke većinom glasova prisutnih članova.

Član 36.

Nadzorni odbor obavlja sljedeće poslove:

Article 33

The Chairman of the Supervisory Board convenes sessions and directs the work of the Supervisory Board, coordinates the work of the members of the Supervisory Board in relation to other MCC bodies and third parties.

In the absence of the Chairman, his/her duties shall be performed by the Deputy Chairman of the Supervisory Board. The Deputy Chairman of the Supervisory Board is elected by the Supervisory Board.

Meetings of the Supervisory Board are held as needed, and at least once every three (3) months (quarterly).

Article 34

The Chairman of the Supervisory Board shall convene the meeting upon a justified request with a proposal of agenda submitted by two (2) members of the Supervisory Board or at the proposal of the Management Board or a Member or group of Members of MCC whose shares represent 1/10 (one-tenth) of the MCC share capital.

The invitation for the Supervisory Board meeting shall be sent to the members of the Supervisory Board at least eight (8) days prior to the meeting with the agenda and appropriate documentation.

Article 35

A quorum of 2/3 (two-thirds) of the total number of members is required to hold a meeting of the Supervisory Board.

If there is no quorum referred to in paragraph 1 of this Article, the Supervisory Board meeting is postponed for seven (7) days and the repeated meeting requires a quorum of the majority of the total number of members.

The Supervisory Board adopts decisions by a majority vote of the members present.

Article 36

The Supervisory Board carries out the following tasks:

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| <p>1. nadzire poslovanje Društva, usvaja poslovne strategije Društva i planove poslovanja,</p> <p>2. nadzire rad Uprave, te odobrava odluke strateškog karaktera,</p> <p>3. donosi Poslovnik o radu Nadzornog odbora,</p> <p>4. usvaja izvještaj Uprave o poslovanju Društva po kvartalnom, polugodišnjem i godišnjem obračunu, s bilansom stanja i bilansom uspjeha i izvještajem revizije,</p> <p>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 i odgovara za istinito i fer prikazivanje finansijskog položaja i uspješnosti poslovanja MKDsa dužnom pažnjom u okviru nadležnosti određenih zakonom i ovim Statutom,</p> <p>6. priprema prijedloge za Skupštinu i 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>1. supervises the operations of the Company, adopts Company's business strategies and business plans,</p> <p>2. supervises the work of the Management Board and approves strategic decisions,</p> <p>3. Adopts the Rules of Procedure of the Supervisory Board,</p> <p>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,</p> <p>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 Committee, and a proposal of the Business plan for the following business year and also is responsible for the true and fair presentation of the financial position and performance of the MCC with due care within the competences determined by law and this Article of Association,</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> |
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| <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>15. concludes the Contract on rights, obligations and wages of the Management Board,</p> <p>16. Performs other activities that are no within the competence of the Assembly or the Management Board of the Company.</p> |
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Član 37.

Svaki član Nadzornog odbora ima 1 (jedan) glas.

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

Sjednice Nadzornog odbora mogu se održavati i elektronskim putem (glasanjem putem e-maila ili održavanjem putem skype).

U slučaju održavanja sjednica putem skype, u skype komunikaciji putem koje se održava sjednica obavezno učestvuje Uprava Društva i Sekretar Društva u svojstvu zapisničara.

Član ili članovi Nadzornog odbora mogu glasati pismenim putem najkasnije do početka sjednice i glasanje mogu izvršiti preporučenom poštom, telefaksom, elektronskom poštom (e-mail) ili uručivanjem pismenog izjašnjenja Sekretaru Društva.

Pismeno glasanje članova Nadzornog odbora na jedan od opisanih načina u ovom stavu smatrat će se jednakim glasanju člana Nadzornog odbora usmenim putem „aklamacijom“ kada je član prisutan na sjednici Nadzornog odbora lično.

Bliže odredbe o radu Nadzornog odbora utvrdit će se Poslovnikom 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.

Article 37

Each Supervisory Board Member has 1 (one) vote.

Supervisory Board Decisions are valid if voted for by the majority members of the Supervisory Board who are present or have voted in writing.

Supervisory Board meetings can be held electronically as well (voting by e-mail or holding a Skype meeting).

In case a meeting is held over Skype, such Skype meeting must be attended by the Management Board and Secretary of the Board as the Minutes Keeper.

Member(s) of the Supervisory Board can vote in writing no later than the commencement of the meeting, such votes sent by registered post, fax, e-mail or handing over a written opinion to the Secretary of the Board.

Written voting by the members of the Supervisory Board using one of the above stated methods in this paragraph shall be deemed equal to voting of the Supervisory Board Member by “acclamation” when such member is attending the Supervisory Board in person.

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

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.

3. Uprava

Član 38.

Upravu čine Direktor i najmanje jedan Izvršni direktor.

Upravu imenuje i razrješava Nadzorni odbor, posebnom odlukom, kojom se, kao minimum, utvrđuje mandat i obim ovlaštenja članova Uprave.

Imenovanje članova Uprave Nadzorni odbor vrši na osnovu prethodne saglasnosti za imenovanje koju izdaje Agencija za bankarstvo F BiH u posebnom postupku i u skladu sa posebnim odlukama i podzakonskim aktima koje donosi Agencija za bankarstvo F BiH kojima su uređena pitanja davanja i oduzimanja dozvola za rad članovima Uprave mikrokreditnih finansijskih institucija.

Član Uprave ne može biti osoba koja ne ispunjava uslove za izdavanje dozvole za rad i članstvo u Upravi prema odredbama posebnih odluka i podzakonskih akata koje donosi Federalna Agencija za bankarstvo ili kojoj je Federalna Agencija za bankarstvo odbila u posebnom postupku izdati dozvolu za rad i/ili članstvo u Upravi, odnosno osoba koja je pravosnažno osuđena za prekršaj ili krivično djelo koje predstavlja grubo i trajno kršenje propisa iz djelatnosti Agencije ili drugog nadležnog tijela na finansijskom tržištu.²

Mandat članova Uprave je u pravilu 4 (četiri) godine, bez ograničenja na ponovni izbor, osim u slučaju ograničenja mandata Direktora na kraći period u skladu sa prethodnom saglasnosti Agencije za bankarstvo FBiH.

Društvo ima prokuristu kojeg imenuje Nadzorni odbor posebnom Odlukom kojom se Direktoru Društva daje ovlaštenje da posebnim aktom Direktora, kao minimum utvrde prava i odgovornosti, kao i obim ovlaštenja Prokuriste.

3. Management Board

Article 38

The Management Board consists of the Director and at least one Executive Director.

The Supervisory Board appointed and dismissed Management Board by special decision, which, as a minimum, determines the mandate and scope of authority of the members of the Management Board.

The Supervisory Board appoints members of the Management Board on the basis of prior consent for appointment issued by the Federal Banking Agency in a special procedure and in accordance with special decisions and bylaws issued by the Federal Banking Agency for the financial institutions.

A member of the Management Board may not be a person who does not meet the conditions for issuing a license to work and membership in the Management Board according to the provisions of special decisions and bylaws issued by the Federal Banking Agency of the FBiH or refused by the Banking Agency of the FBiH work and/or membership in the Management Board, or person who has been convicted of a misdemeanor or criminal offense that constitutes a gross and permanent violation of regulations from the activities of the Agency or another competent body in the financial market.

The term of office of the Director is usually 4 (four) years, without restrictions on re-election, except in the case of limiting term of office of the Director to a shorter period in accordance with the prior consent of the FBiH Banking Agency.

Company also have Procurator who will be appointment by special written decision of the Supervisory board, by which also Director of the Company authorizing based on special act of Director determine, as minimum, rights and responsibilities and scope of authority of the Procurator.

² Član 14. stav 3. tačka e) Odluke o uslovima i postupku za izdavanje i oduzimanje dozvole za rad i drugih saglasnosti u mikrokreditnim organizacijama (Sl. Novine FBiH br. 103/18)
Article 14, paragraph 3, item e) Decisions on conditions and procedure for issuing and revoking work permits and other approvals in microcredit organizations (Official Gazette of FBiH No. 103/18)

Nadzorni odbor zaključuje ugovor o obavljanju funkcije Direktora Društva s Direktorom kojim se utvrđuju materijalna prava Direktora (plaća), te položaj, prava i odgovornosti Direktora Društva.

Ugovor o obavljanju funkcije Izvršnog direktora i Prokuriste sa Izvršnim direktorom i Prokuristom zaključuje Direktor na osnovu odluke Nadzornog odbora kojom se Direktor Društva daju ovlaštenja za utvrđivanje obima ovlaštenja, prava, odgovornosti i obveza, te materijalnih prava (plaća i dr.) Izvršnog direktora i Prokuriste.

Član 39.

Uprava organizira rad i rukovodi poslovanjem MKD, zastupa i predstavlja MKD i odgovorna je za zakonitost poslovanja bez ograničenja ovlaštenja. Za postupanje po poslovima za koje je neophodno pribaviti prethodnu sagasnost Nadzornog odbora Društva, Uprava je odgovorna za zakonitost poslovanja u okviru njihove nadležnosti. Prethodna saglasnost Nadzornog odbora Društva je nepohodna za zaključenje sljedećih pravnih poslova:

- vezanim za zaduženje MKD u kreditnim ili lizing poslovima,
- raspolaganja imovinom MKD u vrijednosti većoj od 15% knjigovodstvene vrijednosti ukupne imovine MKD,
- uspostavljanja tereta na imovini MKD, za što mu je potrebna odluka Nadzornog odbora odnosno Skupštine u skladu sa ovim Statutom,
- provodi odluke Nadzornog odbora

Direktor Društva predsjedava Upravom i poduzima radnje u pravnom prometu bez ograničenja ovlaštenja, dok Izvršni direktor i Prokurista zastupaju i predstavljaju Društvo u obimu utvrđenom posebnim aktom Direktora, a koji Direktor donosi na osnovu posebne Odluke Nadzornog odbora u skladu sa odredbama člana 38. stav 6. ovog Statuta.

The Supervisory Board concludes an agreement on the performance of the function of the Director of the Company with the Director, which determines the material rights of the Director (salary), and the position, rights and responsibilities of the Director of the Company.

The agreement on performing the function of the Executive Director and Procurator with the Executive Director and Procurator is concluded by the Director of the Company based on the decision of the Supervisory Board by which Supervisory Board gives the Director of the Company the authority to determine the scope of authority, rights, responsibilities and obligations, and material rights (salary, etc.) of the Executive Director and the Procurator.

Article 39

The Director presides over the Management Board, while Management Board organizes operations and manages the business of the MCC, represents MCC and is responsible for the legality of operations without limitations. For acting on matters for which it is necessary to obtain the prior consent of the Supervisory Board of the Company, the Management Board is responsible for the legality of operations within their competence. Prior consent of the Supervisory Board of the Company in order to act in accordance with the same:

- related to MCC debt in credit or leasing business,
- disposing of MCC assets in the value exceeding 15% of the book value of the total MCC assets,
- establishing encumbrance over MCC property, for which it needs a decision of the Supervisory Board or the Assembly in accordance with these Articles
- implements the decisions of the Supervisory Board

The Director of the Company chairs the Management Board and takes actions in legal transactions without limitation of authority, while the Executive Director and the Procurator represent the Company to the extent determined by a special act of the Director, which the Director makes based on a special Decision of the Supervisory Board in accordance with the provisions of Article 38, paragraph 6 of this Article of Association.

Član 40.

Uprava Društva može u okviru svojih ovlasti dati drugoj osobi pisanu punomoć za zastupanje MKD, odnosno za zaključivanje ugovora ili obavljanje drugih pravnih poslova i radnji u vezi s poslovanjem MKD, pri čemu svoja ovlaštenja ne može prenijeti na one radnike kojima je Federalna Agencija za bankarstvo prethodnim periodima uskratila saglasnost.

U slučaju spriječenosti ili opravdanog izostanka Direktora, Direktora zamjenjuje Izvršni direktor sa ovlastima koje ima Direktor.

Član 41.

Nadležnosti Uprave:

1. vodi poslovanje MKD,
2. predlaže unutrašnju organizaciju MKD,
3. donosi Poslovnik o svom radu,
4. predlaže osnovne poslovne politike, plan i program rada, planove razvoja i investicijske programe, te mjere za njegovo provođenje,
5. priprema odluke i opće akte za čije je donošenje nadležna Skupština i Nadzorni odbor,
6. donosi akte i odluke iz područja poslovanja MKD u skladu sa važećim propisima,
7. odlučuje o raspolaganju imovinom kada je njena knjigovodstvena vrijednost do 15% vrijednosti ukupne imovine MKD, a preko tog iznosa uz prethodno pribavljenu odluku Nadzornog odbora (15%-33%), odnosno Skupštine (preko 33 %),
8. odlučuje o kratkoročnim i dugoročnim depozitima i kreditima,
9. odlučuje o kupnji i prodaji kratkoročnih vrijednosnih papira,
10. odlučuje o dodjeli plasmana i ulaganja u sredstva preventive,
11. izvršava odluke Skupštine i Nadzornog odbora,
12. donosi Odluke o osnivanju kao i zatvaranju podružnica, predstavništva i drugih organizacijskih oblika Društva,
13. obrazuje povremene komisije i utvrđuje njihov sastav i zadatke,
14. imenuje predsjednike i članove pododbora zavisno o procijenjenim potrebama,

Article 40

The Management Board may, within the scope of powers, give a third person a written authorization to represent the MCC, that is, to conclude contracts or perform other legal affairs and actions in connection with the MCC's business, whereby his authority may delegate me to those workers to whom the Banking Agency of the FB&H has in previous periods denied consent.

In case of impediment or justified absence of the Director, the Director is replaced by the Executive Director with the powers of the Director.

Article 41

The responsibility of the Management Board are:

1. manages the MCC operations,
2. proposes the internal organization of MCC,
3. adopts the Rules of Procedure of work of Management Board,
4. proposes basic business policies, business plan and program, development plan and investment programs together with implementation measures,
5. prepares decisions and policies for adoption by the Assembly and the Supervisory Board,
6. adopts the policies and decisions in the field of MCC business in accordance with the regulations,
7. decides on the disposal of assets with book value up to 15% of the total assets of MCC, but for those exceeding this value, it will decide upon previously obtained decision of the Supervisory Board (15-33%) and upon the decision of the Assembly for assets above 33%,
8. decides on short-term and long-term deposits and loans,
9. decides on sale and purchase of a short-term securities,
10. decides on granting loans and making preventive investments,
11. implements the decisions of the Assembly and the Supervisory Board,
12. i 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. imenuje kreditni ili kreditne odbore,
16. donosi Pravilnik o unutrašnjoj organizaciji Društva, usvaja Pravilnik o radu, i druge pravilnike,
17. odlučuje o prijemu, otpustu i raspoređivanju radnika i zaključuje ugovore o radu u ime MKD,
18. zaključuje poslovne ugovore,
19. podnosi izvještaj o rezultatima poslovanja MKD i odgovara za istinito i fer prikazivanje finansijskog položaja i uspješnosti poslovanja Društva sa dužnom pažnjom u okviru nadležnosti određenih zakonom i ovim Statutom,
20. obavlja i druge poslove sukladno zakonu, drugim propisima i ovom Statutu.

Uprava odluke donosi konsenzusom na sjednici Uprave.

O zasjedanju Uprave vodi se zapisnik.

Član 42.

Prokurista je ovlašten za poduzimanje pravnih radnji i poslova u ime i za račun Društva uz supotpis Direktora Društva ili Izvršnog direktora. Prokurista zastupa i predstavlja Društvo i odgovara za zakonitost rada u obimu utvrđenom posebnim aktom Direktora, a koji Direktor donosi na osnovu posebne Odluke Nadzornog odbora u skladu sa odredbama člana 38. stav 6. ovog Statuta.

Član 43.

Direktor i/ili Izvršni direktor mogu biti razriješeni dužnosti i prije isteka perioda na koji su imenovani na osobni zahtjev uz otkazni rok od 60 (šezdeset) dana.

Prokura može biti opozvana prije roka na koji je data na osobni zahtjev Prokuriste ili odlukom Nadzornog odbora na prijedlog Uprave.

15. appoints credit committee or committees,
16. 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
17. decides on hiring, termination and assigning staff and their contracts on behalf of the MCC;
18. executes business agreements;
19. provides the reports on the results of operations of the MCC and performance of the MCC with due care within the competences determined by law and this Article of Association,
20. performs other duties in accordance with the Law, other regulations and these Article of Association.

The Management Board adopts its decisions by consensus at Management Board meetings.

Each Management Board meeting is recorded in Meeting Minutes.

Article 42

The Procurator is authorized to undertake legal actions and activities in the name and on behalf of the Company with the cosignatory of the Director of the Company or the Executive Director. The Procurator represents the Company and is responsible for the legality of work to the extent determined by a special act of the Director, which the Director makes on the basis of a special Decision of the Supervisory Board in accordance with Article 38, paragraph 6 of this Article of Association.

Article 43

Director, Executive director can be dismissed from their duties before expiration of their terms upon their personal request with termination period of 60 (sixty) days.

The power of attorney of Procurator may be revoked before the deadline for which it was given at the personal request of the Procurator or by a decision of the Supervisory Board on proposal of Management Board.

Nadzorni odbor može razriješiti članove Uprave (Direktora i/ili Izvršnog direktor) prije isteka perioda na koji su imenovani:

1. kada Uprava ili pojedini njen član izgubi povjerenje osnivača MKD, o čemu Nadzorni odbor donosi posebnu odluku,

2. kada Skupština odbije usvojiti godišnji izvještaj MKD, koji uključuje finansijski izvještaj i izvještaj revizora, Nadzornog odbora i Odbora za reviziju,

3. u drugim slučajevima utvrđenim Statutom MKD.

U slučaju prestanka sa radom člana ili članova Uprave (Direktor i/ili Izvršni direktor), bilo iz razloga razrješenja, sporazumno ili na zahtjev člana Uprave, član Uprave koji je razriješen je dužan nastaviti obavljanje poslova u otkaznom roku koji utvrđuje Nadzorni odbor MKD, ali ne kraćem od 60 (šezdeset) dana.

Član 44.

Članovi Uprave i Prokurista moraju voditi poslove MKD s pažnjom dobrog i savjesnog privrednika i čuvati poslovnu tajnu MKD.

Bez saglasnosti Nadzornog odbora zabranjuje se članovima Uprave i Prokuristi:

1. izvan MKD obavljati poslove koji ulaze u predmet poslovanja MKD,
2. biti član uprave u drugom društvu,
3. biti član Nadzornog odbora u drugom društvu koje se bavi poslovima iz predmeta poslovanja MKD,
4. u svim slučajevima kada je to predviđeno drugim propisima.

4. Odbor za reviziju

Član 45.

U MKD se formira Odbor za reviziju.

Odbor za reviziju sastoji se od 3 (tri) člana, koje bira Nadzorni odbor na mandatni period od 4 (četiri) godine.

The Supervisory Board may dismiss the members of the Management Board (Director and / or Executive Director) before the expiration of the period for which they were appointed:

1. when the Management Board or an individual member loses the trust of the founder of MKD, on which the Supervisory Board makes a special decision,

2. when the Assembly refuses to adopt the annual report of the MCC, which includes the financial report and the report of the auditor, the Supervisory Board and the Audit Committee,

3. in other cases determined by the MKD A.

In the event of termination of the work of a member of the MCC Management Board (Director and / or Executive Director), either for reasons of dismissal, by agreement or at the request of a Board member, such Board Member or procurator shall continue to perform his/her tasks during the notice period set by the MCC Assembly, but not less than 60 (sixty) days.

Article 44

Management Board members and Procurator shall perform MCC activities with due care of a good businessman and keep trade secrets of MCC.

Management Board members and Procurator shall not without previous approval of the Supervisory Board:

1. perform activities outside the MCC within the scope of the MCC business,
2. be a board member in another company,
3. be a member of the Supervisory Board in another company engaged in the business of MCC;
4. in all other cases when provided for by other regulations.

4. Audit Committee

Article 45

MCC shall form an Audit Committee.

The Audit Committee consists of three (3) members, elected by the Supervisory Board for a term of four (4) years.

Članovi Odbora za reviziju ne mogu biti članovi Nadzornog odbora, Uprave ili radnici, niti imati direktni ili indirektni finansijski interes u MKD izuzev naknade na osnovu te funkcije.

The members of the Audit Committee may not be members of the Supervisory Board, Management Board or employees of MCC, nor have a direct or indirect financial interest in MCC, except for compensation based on that function.

Odbor za reviziju donosi Poslovnik o svom radu.

The Audit Committee shall adopt its Rules of Procedure.

Član 46.

Odbor za reviziju je dužan izvršiti analizu, kvartalnih i godišnjeg obračuna i istovremeno kontrolu usklađenosti poslovanja MKD i funkcionisanja organa MKD sa Zakonom, drugim relevantnim propisima i osnovnim principima korporativnog upravljanja.

Article 46

The Audit Committee is obliged to perform an analysis of quarterly and annual accounts and at the same time control the compliance of MKD operations and the functioning of MKD bodies with the Law, other relevant regulations and basic principles of corporate governance.

Odbor za reviziju dužan je izvještaj o provedenim aktivnostima Odbora za reviziju dostaviti Nadzornom odboru, pravovremeno u svrhu usvajanja seta godišnjih izvještaja od strane Skupštine Društva.

The Audit Committee is obliged to submit a report on the activities of the Audit Committee to the Supervisory Board, in a timely manner for the purpose of adopting a set of annual reports by the Assembly of the Company.

Odbor za reviziju odgovara za istinito i fer prikazivanje finansijskog položaja i uspješnosti poslovanja MKD sa dužnom pažnjom u okviru nadležnosti određenih zakonom i ovim Statutom.

The Audit Committee is responsible for the true and fair presentation of the financial position and performance of the MKD with due care within the competences determined by law and this Article of Association.

5. Sekretar Društva

5. Legal Secretary of the Board

Član 47.

MKD ima Sekretara, koga imenuje Nadzorni odbor MKD, na prijedlog Uprave za isti period za koji je imenovana Uprava MKD, s tim da broj mandata nije ograničen.

Article 47

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

Sekretar Društva je odgovoran i ovlašten za:

The Secretary of the Board is responsible and authorized for:

* 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.

* 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 the Company;

* keeping of documents of the Assembly, Supervisory Board and Management Board of the Company - except Financial Statements;

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.

* implementation of the decisions of the Assembly and Supervisory Board of the Company and Management Board of the Company.

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.

XI INTERNA KONTROLA

Član 48.

Interna kontrola u MKD organizira se kroz sistem organizacije poslova u MKD.

Uprava i Nadzomi odbor odgovorni su za uspostavu interne kontrole propisivanjem i uspostavom procedura u organizaciji poslova MKD, kroz neposredni hijerarhijski nadzor i informacijski program.

Interna kontrola odgovara za istinito i fer prikazivanje finansijskog položaja i uspješnosti poslovanja MKD sa dužnom pažnjom u okviru nadležnosti određenih zakonom i ovim Statutom.

XI INTERNAL CONTROL

Article 48

Internal control in MCC is organized through the system of organization of work in MCC.

The Management Board and the Supervisory Board are responsible for establishing internal control by prescribing and establishing procedures in the organization of MCC affairs, through direct hierarchical oversight and information program.

Internal control is responsible for the true and fair presentation of the financial position and performance of the MKD with due diligence within the competencies determined by law and this Article of Association.

XI EKSTERNA REVIZIJA

Član 49.

Poslove interne revizije u MKD obavlja Interni revizor kojeg imenuje Nadzomi odbor.

Za svoj rad Interni revizor odgovara Nadzornom odboru i Odboru za reviziju.

Odlukom o imenovanju Internog revizora utvrđuju se njegova prava, obaveze i nadležnosti.

Član 50.

Eksternu reviziju godišnjih finansijskih izvještaja MKD obavlja vanjski revizor kojeg imenuje Skupština uz prethodnu saglasnost Federalne Agencije za bankarstvo.

Član 51.

Nadzomi odbor odgovoran je da se revizorski izvještaj iz prethodnog člana sačini, dostavi nadležnim organima i objavi u roku propisanom zakonom i aktima Agencije za bankarstvo FBiH.

XI INTERNAL AND EXTERNAL AUDITS

Article 49

Internal audit activities in MCC are performed by an internal auditor appointed by the Supervisory Board.

The Internal Auditor reports for his/her work to the Supervisory Board and the Audit Committee.

The decision on the appointment of an internal auditor defines the rights, duties and responsibilities of this position.

Article 50

External audit of annual financial statements of MCC is performed by an external auditor appointed by the Assembly with the prior approval of the Banking Agency of the Federation of Bosnia and Herzegovina.

Article 51

The Supervisory Board is responsible to prepare and submit the audit report from the Article above to the competent authorities and publish them within the deadline prescribed by the Law and acts of the Banking Agency of the FB&H.

Nadzorni odbor odgovara za istinito i fer prikazivanje finansijskog položaja i uspješnosti poslovanja MKD sa dužnom pažnjom u okviru nadležnosti određenih zakonom i ovim Statutom.

Pored organa određenih Zakonom za istinito i fer prikazivanje i fer finansijskog položaja, i uspješnosti poslovanja MKD odgovorna je i kvalificirana osoba koja sačinjava i potpisuje finansijske izvještaje.

XII STATUSNE PROMJENE I PROMJENA OBLIKA MKD

Član 52.

Na obrazloženi prijedlog Nadzornog odbora, Skupština MKD sa 2/3 (dvoćetinskom) većinom ukupnog broja glasova donosi Odluku o statusnim promjenama:

1. spajanja,
2. pripajanja,
3. podjele MKD,
4. promjeni organizacijskog oblika MKD iz društva s ograničenom odgovornošću u dioničko društvo.

MKD može vršiti statusne promjene u skladu sa Zakonom o mikrokreditnim organizacijama F BiH, Zakonom o privrednim društvima F BiH i podzakonskim aktima Federalne Agencije za bankarstvo.

U cilju donošenja odluke o statusnim promjenama, inicijativa mora biti pokrenuta u formi elaborata o opravdanosti pripajanja, spajanja ili podjele, a u skladu sa Zakonom o mikrokreditnim organizacijama F BiH, o privrednim društvima i podzakonskim aktima Federalne Agencije za bankarstvo.

XIII PEČAT

Član 53.

Pečat MKD je okruglog oblika s ispisanim nazivom MKD.

MKD ima dva pečata iste veličine i oblika koji služi za ovjeru poslovne i druge dokumentacije,

The Supervisory Board is responsible for the true and fair presentation of the financial position and performance of the MCC with due diligence within the competencies determined by law and this Article of Association.

In addition to the bodies determined by the Law qualified person who prepares, and signs financial statements is also responsible for true and fair presentation and fair financial position, and the success of the MCC's operations.

XII STATUS CHANGES AND CHANGE OF THE FORM OF MCC

Article 52

Upon a reasoned proposal of the Supervisory Board, the MCC Assembly, with a 2/3 (two-thirds) majority vote, passes the Decision on Status Changes:

1. merging,
2. acquisition,
3. division of MCC, and
4. changing the organizational form of MCC from a limited liability company to a joint stock company.

MCC may make status changes in accordance with the Law on Microcredit Organizations of the FB&H, the Law on Companies of the FB&H and the by-laws of the Federal Banking Agency.

In order to pass a decision on a status change, the initiative must be initiated in the form of studies on the justification of merger, acquisition or division, and in accordance with the Law on Microcredit Organizations of the FB&H, Law on Companies and By-Laws of the Banking Agency of the FB&H.

XIII SEAL

Article 53

The MCC seal is round in shape, with the MCC name printed on it.

MCC has two seals, a large seal used for verification of business and other documentation, while each branch of the MCC has its own seal

dok svaka podružnica MKD posjeduje svoj pečat sa oznakom određene podružnice.

Štambilj je pravokutnog oblika, sadrži ispis MKD u punom obliku i tekst koji pobliže označava namjenu upotrebe štambilja.

Način upotrebe pečata i štambilja, kao i broj pečata posebnom odlukom uređuje Uprava.

XIV ZNAK

Član 54.

MKD može imati znak.

Odluku o obliku, sadržaju i upotrebi znaka donosi Nadzorni odbor.

XV PRAVILA KORIŠTENJA SREDSTAVA

Član 55.

MKD posluje preko računa.

Direktor MKD dužan je osigurati vođenje poslovnih knjiga predviđenih pozitivnim propisima.

Rezultati poslovanja utvrđuju se periodičnim i godišnjim obračunom u skladu sa pozitivnim propisima i općim aktima MKD.

XVI POSLOVNA TAJNA

Član 56.

Poslovnom tajnom u MKD smatrat će se isprave, podaci i dokumentacija vezana za poslovanje MKD ili rad radnika čije bi priopćavanje neovlaštenim osobama bilo protivno interesima MKD.

Poslovnom tajnom smatraju se isprave i podaci o kreditima, korisnicima kredita, kreditnoj tehnološkoj, komercijalnoj, finansiskoj, tehničkoj i imovinsko-pravnoj dokumentaciji, te o plaći svakog radnika.

Poslovnom tajnom smatraju se također podaci i isprave koje ovlašteno tijelo MKD proglasi poslovnom tajnom i koje neko tijelo kao povjerljive priopći MKD.

Uprava MKD uz saglasnost Nadzornog odbora donosi opći akt o poslovnoj tajni, kojim određuje osobito koji se podaci smatraju poslovnom tajnom, način zaštite poslovne tajne i druge

with the designation of a particular branch.

The company also has a stamp that is rectangular in shape, contains a full-size MCC print and a text that more closely indicates the purpose of the stamp.

The manner of using seals and stamps, as well as the number of seals, shall be defined by a decision of the Management Board.

XIV LOGO

Article 54

MCC can have a logo.

The decision on the form, content and use of the logo is made by the Supervisory Board.

XV RULES OF USING THE FUNDS

Article 55

MCC operates through a bank account.

MCC General Manager shall ensure that all business books are kept in compliance with positive regulations.

Business results are shown in periodic and annual accounts under the positive regulations and general acts of MCC.

XVI TRADE SECRET

Article 56

Trade secrets at MCC are documents, data and documentation in relation to operations and business of MCC or the work of employees, which, if communicated to unauthorized persons would be contrary to the interests of MCC.

The trade secret shall be the documents and data on loans, loan beneficiaries, credit technological, commercial, financial, technical and property documentation, as well as on the salary of each employee.

Trade secrets shall also be considered information and documents which are declared confidential by an authorized MCC body and disclosed by any authority to MCC as confidential.

MCC Management Board, with the consent of the Supervisory Board, adopts a general act on trade secrecy, which specifies in particular what information is considered a trade secret,

okolnosti bitne za zaštitu tajnosti podataka u MKD.

Član 57.

Obaveza čuvanja poslovne tajne odnosi se na sve članove MKD, članove tijela upravljanja, sve radnike u MKD, te na ostale osobe koje su na bilo koji način saznale podatke koji se smatraju poslovnom tajnom.

Ako osoba iz stava 1. ovog člana prekrši obvezu čuvanja poslovne tajne, protiv nje će se po krenuti postupak za naknadu štete. Ako je takva osoba u radnom ili ugovornom odnosu s MKD, isti će se raskinuti.

Obveza čuvanja poslovne tajne ne prestaje ni nakon što osoba iz stava 1. ovog člana izgubi svojstvo na osnovi koje je preuzela tu obvezu.

XVII PRESTANAK RADA

Član 58.

MKD prestaje s radom na način i u slučajevima utvrđenim zakonom, i to:

1. rješenjem Agencije za bankarstvo F BiH o oduzimanju dozvole,
2. odlukom Skupštine o prestanku rada,
3. statusnim promjenama spajanja, pripajanja ili podjele MKD,
4. provođenjem stečaja ili likvidacije MKD,
5. odlukom suda o prestanku MKD u skladu sa zakonom.

U postupku likvidacije ili stečaja sredstva koja preostanu nakon podmirenja svih obveza MKD podijelit će se članovima MKD razmjerno visini udjela u temeljnom kapitalu MKD.

Odluka o prestanku rada MKD dostavlja se Federalnoj Agenciji za bankarstvo FBiH.

Od dana oduzimanja dozvole za rad po rješenju Agencije za bankarstvo FBiH, MKD

a way of protecting trade secrecy and other circumstances of importance for protecting the confidentiality of data in MCC.

Article 57

The obligation of trade secrecy applies to all MCC Members, members of governing bodies, all employees, and to other persons who have in any way learned about information that is considered a business secret.

If the person referred to in paragraph 1 of this Article violates the obligation of trade secrecy, the procedure for damages shall be applied. If such person is in a working or contractual relationship with MCC, such status will be terminated.

The obligation of confidentiality shall not cease even after the person referred to in paragraph 1 of this Article loses his/her capacity on the basis of which he/she has assumed this obligation.

XVII TERMINATION OF OPERATIONS

Article 58

MCC ceases to operate in the manner and in the cases established by the Law, namely:

1. based on the decision of the Banking Agency of the FB&H on revocation of the license,
2. by the decision of the Assembly on termination of operations,
3. based on status changes by merger, acquisition or division of MCC;
4. due to bankruptcy or liquidation of MCC,
5. by a court ruling to terminate MCC under the Law.

In the process of liquidation or bankruptcy, the funds remaining after the settlement of all MCC liabilities will be distributed to MCC Members in proportion to the amount of their share in MCC share capital.

The decision on termination of operation of MCC shall be submitted to the Federal Banking Agency.

From the day of revocation of the license to operate under the decision of the Banking Agency

se ne može baviti poslovima mikrokreditiranja utvrđenim Zakonom o mikrokreditnim organizacijama F BiH.

XVIII OPĆI AKTI

Član 59.

Opće akte, kao i njihove izmjene i dopune donosi Nadzorni odbor na obrazloženi prijedlog Uprave.

XIX IZMJENE I DOPUNE STATUTA

Član 60.

Prijedlog za izmjene i dopune Statuta može dati Nadzorni odbor, Uprava i član ili Skupština članova MKD čiji udjeli čine najmanje 5% temeljnog kapitala MKD. Odluku o izmjenama i dopunama Statuta donosi Skupština.

Član MKD svoje pravo inicijative ostvaruje tako što će obrazloženi prijedlog potrebe za izmjenom, odnosno dopunom Statuta dostaviti Skupštini putem Nadzornog odbora.

Statut kao izmjene i dopune Statuta stupaju na snagu, nakon što MKD pribavi prethodnu saglasnosti Federalne Agencije za bankarstvo, te odobreni prijedlog teksta Statuta usvoji Skupština MKD.

Uz zahtjev za izdavanje prethodne saglasnosti na Statuta i/ili njegove izmjene, MKD dostavlja Federalnoj Agenciji za bankarstvo prijedlog prečišćenog teksta Statuta ili odluke o izmjenama i dopunama Statuta usvojen od strane nadležnog organa MKD.

Nakon usvajanja Statuta ili odluke o izmjenama i dopunama Statuta od strane nadležnog organa, MKD je dužna u roku od 15 (petnaest) dana od dana usvajanja, dostaviti Federalnoj Agenciji za bankarstvo usvojeni primjerak navedenih akata u istovjetnom tekstu sa prijedlogom.

XX PRIJELAZNE I ZAVRŠNE ODREDBE

Član 61.

Ovaj izvornik Statuta usvaja Skupština Društva.

of the FB&H, MCC may not engage in micro-lending operations as defined by the Law on Micro-Credit Organizations of the FB&H.

XVIII GENERAL

Article 59

General acts, as well as their amendments, are adopted by the Supervisory Board after a justified proposal by the Management Board.

XIX AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Article 60

The proposal for amendments to the Articles may be submitted by the Supervisory Board, the Management Board and a Member or group of Members of MCC whose shares represent at least 5% of the MCC share capital. The decision on amendments to the Articles is passed by the Assembly.

MCC Member exercises his/her right of initiative by submitting to the Assembly through the Supervisory Board a reasoned proposal for the need to amend or supplement the Articles.

The Articles, as amended, shall enter into force upon MCC prescribed prior approval of the Federal Banking Agency, and after the approved text adopt Assembly of the MCC.

In addition to the request for the above approval of the Articles and its amendments, MCC shall submit to the Federal Banking Agency the proposal of the clean text of Articles or a Decision on Amendments to the Articles adopted by the competent body of MCC.

After adoption of the Articles or the Decision on Amendments to the Articles by the competent authority, MCC shall, within 15 (fifteen) days from the day of its adoption, submit to the Federal Banking Agency the adopted copy of the above-mentioned acts with the identical text as the proposal.

XX TRANSITIONAL AND FINAL PROVISIONS

Article 61

The original of the Article of Association has been adopted by the Assembly.

The original of the Articles and its amendments

Izvornik Statuta i njegove izmjene i dopune čuvaju se u MKD uvezani u posebnu knjigu.

are kept in MCC in a separate registry.

Član 62.

Ovaj tekst Statuta je odobren od strane Federalne Agencije za bankarstvo u posebnom postupku koji provodi Federalna Agencija za bankarstvo, usvaja Skupština MKD, te isti danom usvajanja stupa na snagu od kada se i primjenjuje.

Article 62

This text of the Article of Association has been approved by the Federal Banking Agency in a special procedure conducted by the Federal Banking Agency, adopted by the MKD Assembly, and enters into force on the same day of its adoption.

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



Tarmo SILD

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



Tarmo SILD