

Pursuant to Article 13 paragraph 4 point 2) of the Articles of Association of the Arbitration Association, at the session of the General Meeting held on 12 July 2017, in Belgrade, the General Meeting has adopted the following consolidated text of the:

## **ARTICLES OF ASSOCIATION of the Arbitration Association**

### **Section I General provisions**

#### **Article 1 Scope**

- (1) The Arbitration Association (the "Association") is a voluntary, nongovernmental, nonpartisan, nonpolitical and nonprofit association of individuals, incorporated for an indefinite period of time for the purpose of achieving goals relating to arbitration law, arbitration practice and legal education.
- (2) The Association is a legal entity and takes part in legal transactions in its own name and on its own behalf.
- (3) Membership in the Association is voluntary.

#### **Article 2 Goals of the Association**

The goal of the Association is to promote arbitration as a dispute resolution mechanism, support the development of arbitration law and practice in Serbia, educate and raise public awareness of the importance of arbitration and amicable resolution of disputes.

#### **Article 3 Activities of the Association**

In order to achieve its goals, the Association shall in particular:

- 1) Organize trainings, forums, courses, seminars and workshops;
- 2) Publish bulletins, manuals and other publications;
- 3) Take part in the education and professional development of its members;
- 4) Establish a permanent arbitration institution (Belgrade Arbitration Center);
- 5) Establish an Alternative Dispute Resolution Foundation;
- 6) Provide consultancy services.

**Article 4**  
**Name and seat**

- (1) The registered name of the Association in Serbian shall be: Udruženje za arbitražno pravo.
- (2) The name of the Association in English shall be: Arbitration Association.
- (3) The seat of the Association shall be in Belgrade, at Kneza Mihaila no. 30.
- (4) The Association shall carry out its business activity in the territory of the Republic of Serbia.
- (5) The Board of the Association can adopt a decision on the change of the seat of the Association and shall notify members of any such decision in an appropriate manner and at the first following General Meeting of the Association.

**Article 5**  
**Coat of arms**

The Association shall have a round coat of arms, of regular size, on which the name of the Association (Udruženje za arbitražno pravo) and the word "Beograd" shall be written seat of the Association, in Serbian Cyrillic script.

**Article 6**  
**Legal personality**

The Association shall be a legal entity, with the rights, obligations and responsibilities arising from the Constitution and the laws of the Republic of Serbia, as well as those arising from these Articles of Association.

**Section II**  
**Membership**

**Article 7**  
**Becoming a member of the Association**

- (1) Any lawyer or arbitration practitioner who accepts the goals of the Association and its Articles of Association may submit an application for membership to the Board of the Association.
- (2) Based on the application for membership and a recommendation from at least two active members of the Association, the Board of the Association shall decide on admission of the candidate as an associate member.
- (3) Exceptionally, the Board may decide to directly admit a candidate as a full member.
- (4) The Board shall notify each applicant of his/her admission without delay.
- (5) The admission procedure shall be standardized, regardless of the type of membership.

- (6) Membership shall be demonstrated by a membership card.
- (7) A member may withdraw from membership by giving a written declaration of withdrawal.

### **Article 8** **Full members**

- (1) An individual may become a full member at admission or upon expiry of three years as an associate member.
- (2) A full member of the Association is entitled to:
  - 1) Take equal part in achieving the goals of the Association along with other members;
  - 2) Take direct part in the decision-making at the General Meeting as well as through the Association bodies;
  - 3) Elect and be elected to Association bodies;
  - 4) Be informed in an exhaustive and timely manner of the work and activities of the Association ;
  - 5) Give suggestions, comments and opinions relating to the work of the Association bodies.
- (3) The membership fee for full members shall be the RSD equivalent of EUR 100 per year. The fee shall be due for payment on January 1<sup>st</sup> for the coming year.

### **Article 9** **Associate members**

- (1) An associate member of the Association is entitled to:
  - 1) Take equal part in achieving the goals of the Association along with other members;
  - 2) Be present and take part in the work of the General Meeting, without voting rights;
  - 3) Be informed in an exhaustive and timely manner of the work and activities of the Association;
  - 4) Give suggestions, comments and opinions relating to the work of the Association bodies.
- (2) The membership fee for associate members shall be the RSD equivalent of EUR 50 per year. The fee shall be due for payment on January 1<sup>st</sup> for the coming year.

**Article 10**  
**Obligations of the members**

Each member shall:

- 1) Actively contribute to achieving the goals of the Association;
- 2) Take part in the activities of the Association;
- 3) Pay membership fees;
- 4) Conscientiously perform the tasks entrusted to him/her by the Association, and responsibly carry out the duties of his/her office in Association bodies, if elected;
- 5) Observe and adhere to the Association's Articles of Association and other decisions and acts enacted on the basis of the Articles of Association;
- 6) Avoid all conflict of his/her own activities and interests with the activities and interests of the Association.

**Article 11**  
**Termination of membership**

- (1) Membership in the Association shall cease by:
  - 1) Death of the member;
  - 2) Voluntary withdrawal, as of the date when the Association receives a written declaration of withdrawal;
  - 3) Expulsion from membership, in the following cases:
    - If the member violates the provisions hereof;
    - If the conduct and/or the actions of the member are such as to harm the reputation or the interests of the Association, or if the member acts contrary to the goals of the Association;
    - If the member fails to pay the membership fee for over a year;
    - Due to prolonged inactivity of the member.
- (2) A motion for expulsion may be submitted by any member of the Association.
- (3) Before the issue of his/her expulsion is decided, the member must be allowed to give a statement regarding the reasons set forth in the motion for his/her expulsion from the Association.
- (4) The Board of the Association shall decide upon the motions for expulsion of members. Upon rendering the decision on the expulsion of a member, a written copy of the decision shall be delivered to the expelled member, and all rights and obligations of that member shall be suspended until the decision becomes final.
- (5) The member is entitled to file an objection to the decision on his/her expulsion from the membership in the Association within 8 days following the day of the delivery of the Board's decision on expulsion, in which case the final decision on the objection shall be rendered by the General Meeting.

**Section III**  
**Internal organization**

**Article 12**  
**Bodies of the Association**

- (1) The bodies of the Association shall be the General Meeting and the Board.
- (2) The Association may have one or more Honorary Presidents.

**Article 13**  
**General Meeting**

- (1) The General Meeting shall comprise all full members of the Association.
- (2) The General Meeting shall meet regularly once a year. Extraordinary sessions of the General Meeting may be scheduled following a justified motion of the Board, or at the initiative of at least one third of all full members of the Association. Such an initiative shall be submitted to the Board in writing, and shall list the issues proposed for deliberation.
- (3) Sessions of the General Meeting shall be convened by the Board, by written notification of the place and time of the session and the proposed agenda. Notifications sent by e-mail to the address listed by each recipient as his/her e-mail address shall also be considered written notifications. Notifications shall be sent to both full and associate members. The sessions of the General Meeting shall be chaired by the Chairperson of the Board, or if the Chairperson is prevented from chairing, by the Board member authorized by the Chairperson of the Board.
- (4) The General Meeting shall:
  - 1) Adopt the work plan and program;
  - 2) Adopt the Articles of Association, as well as amendments and supplements to the Articles of Association;
  - 3) Adopt other general acts of the Association;
  - 4) Render final decisions on admission into membership and decide on members' objections to decisions on expulsion from membership delivered by the Board;
  - 5) Elect and remove members of the Board;
  - 6) Elect and remove Honorary Presidents;
  - 7) Decide on incorporating sub-divisions of the Association;
  - 8) Decide on associating into unions;
  - 9) Deliberate on and approve the annual financial statements and reports on the work of the Board;
  - 10) Decide on changes of status and termination of the Association.

- (5) In order for the General Meeting to be able to render decisions, a quorum of at least one half of all full members must be present at the session; If no such quorum is present, a new session of the General Meeting shall be scheduled to take place no fewer than 10 but no more than 20 days following the date for which the session at which the quorum was not present was scheduled. If the said quorum is not present at two consecutive sessions of the General Meeting, decisions shall be rendered at the following session of the General Meeting by the majority of votes of the members present at that session.
- (6) The General Meeting shall decide by the majority of votes of the members present.
- (7) Only members who have settled their membership fee obligations shall be entitled to vote at the sessions of the General Meeting.
- (8) Decisions on amendments and supplements to the Articles of Association, removal of a Board member before expiry of his/her term of office, changes of status and termination of the Association shall be reached by a two-thirds majority of votes of the members present.

#### **Article 14**

##### **Board of the Association**

- (1) The Board of the Association shall be the executive body of the Association in charge of implementing the goals of the Association as defined herein.
- (2) The Board shall have five members, elected and removed by the General Meeting from the ranks of the members of the Association, no fewer than two of which, as a rule, shall be legal practitioners, and no fewer than two shall be professors at law schools.
- (3) The term of office of Board members shall be four years, i.e. until the third annual session of the General Meeting following the session at which the respective Board member was elected. Board members may be reelected to the same position without restriction.
- (4) At the first elections for members of the Board, two members shall be elected for a term of two years, whereas the other three shall be elected for the full four-year term. The members with shorter terms of office shall be chosen at random among the elected Board members.
- (5) Before expiry of their term of office, membership on the Board can cease by death; by written letter of resignation, in which case membership shall cease at the moment when the Association receives the resignation; by expulsion from membership in the Association; and by removal from office.
- (6) The General Meeting may remove a Board member at the initiative of a Board member or of any full member of the Association, in case of a lasting inability to perform the duties of a Board member, or if the initiator believes that the Board member is in conflict of interest with the Association, or for other justified reasons; a special decision on removal shall be rendered by the General Meeting, against which the removed Board member may exercise legal remedies in compliance with the law.
- (7) Members of the Board shall elect the Chairperson of the Board among themselves; the Chairperson's term of office shall be one year, i.e. until the first Board meeting after the

following annual session of the General Meeting, with the possibility of reelection without restriction.

(8) The Chairperson of the Board shall also be the Representative of the Association.

(9) The Board of the Association shall:

- 1) Manage the operation of the Association between two sessions of the General Meeting and render decisions for the purpose of achieving the goals of the Association;
  - 2) Organize the regular conducting of Association activities;
  - 3) Render decisions on admission into associate and full membership;
  - 4) Propose to the General Meeting the candidates for Honorary President;
  - 5) Entrust special duties to individual members;
  - 6) Make financial decisions;
  - 7) Decide on initiating procedures for amendments and supplements to the Articles of Association, at its own initiative or at the initiative of at least one third of all full members of the Association, and prepare draft amendments and supplements to the Articles of Association, which it shall submit to the General Meeting for adoption;
  - 8) Decide on initiating procedures for compensation of damages in cases under Article 25 paragraph 2 of the Law on Associations and, if needed, appoint a special representative of the Association for such procedures;
  - 9) Enact the Association's Program and Plan of Operation;
  - 10) Elect the President and members of the Board of the Belgrade Arbitration Center;
  - 11) Elect members of the Board of the Alternative Dispute Resolution Foundation;
  - 12) Decide on incorporating separate legal entities and exercise founders' rights in such legal entities, in compliance with the law;
  - 13) Submit reports on its operation to the General Meeting at least once a year, or more frequently if a report on its operation is requested by at least one quarter of all full members of the General Meeting;
  - 14) Decide on other issues for which other bodies of the Association are not competent under the law or the provisions contained herein.
- (10) In order for the Board to be able to render decisions, a quorum of at least three members must be present at the session; decisions shall be rendered by majority of votes of all the members. The Board may also hold sessions and vote by teleconference, electronic means of communication or in some other suitable way, on which it shall prepare minutes which shall be signed by the Chairperson of the Board and delivered to the other members of the Board.

**Article 15**  
**Representative of the Association**

- (1) The Association shall be represented by the Chairperson of the Board.
- (2) The powers under paragraph 1 hereof may be assigned by the Chairperson of the Board, in part or in full, in case of temporary absence or incapacity, to a member of the Board by power of attorney certified before a public notary.

**Article 16**  
**Honorary Presidents**

- (1) Honorary Presidents shall be proposed by the Board, and elected by the General Meeting from among lawyers whose years of work have contributed to the affirmation of arbitration law and practice in Serbia and abroad, as well as to Serbia's reputation as a country with a developed tradition of resolving disputes by arbitration.
- (2) By election, an Honorary President shall become a member of the Association even if he/she previously was not one, and as of the moment of election shall not be obliged to pay membership fees. An Honorary President shall be authorized to appear in public on behalf of the Association, but shall not have the capacity of Representative of the Association.

**Article 17**  
**Transparency**

- (1) The work of the Association and its bodies shall be public and governed by the provisions of these Articles of Association.
- (2) The Board shall regularly inform the members and the public of the work and activities of the Association, directly or by way of internal publications or press releases, or in some other appropriate manner.
- (3) Annual statements and reports on the Association's activities shall be presented to the members at the sessions of the General Meeting of the Association.

**Section IV**  
**Belgrade Arbitration Center**

**Article 18**  
**Status and organization of the Belgrade Arbitration Center**

- (1) The Association has established the Belgrade Arbitration Center (hereinafter: the BAC ).
- (2) The BAC is a permanent arbitral institution that administers domestic and foreign disputes, assists in technical and administrative aspects of *ad hoc* disputes, organizes mediation services and provides other services related to dispute settlement.
- (3) The BAC is seated in Belgrade, at Kneza Mihaila no. 30.

- (4) The BAC shall have a President, a Board and a Secretariat. The BAC may also have an Honorary President.
- (5) Disputes shall be resolved by a sole arbitrator or by an arbitral tribunal consisting of three arbitrators, according to the Rules of the BAC.
- (6) The Rules of the BAC ("Belgrade Rules") shall be adopted by the BAC Board, upon obtaining the consent of the Board of the Association.
- (7) The President, members of the Board, the Honorary President and arbitrators resolving disputes according to the Rules of the BAC do not need to be members of the Association.

#### **Article 19** **The BAC Board**

- (1) The BAC Board shall comprise the President, the Vice-President and three members without special functions.
- (2) All members of the BAC Board shall be elected by the Board of the Association, for a four-year term of office, and may be reelected.
- (3) As exception from the previous paragraph hereof, members of the BAC Board may be elected for a shorter term than four years when they are being elected to fill a vacancy in the BAC Board caused by a BAC Board member's office terminating before expiry of the term of office for which the respective member was elected.
- (4) As a rule, at least one member of the BAC Board shall be a foreign citizen.
- (5) In order for the BAC Board to be able to render decisions, the quorum of at least three BAC Board members must be present.
- (6) Meetings of the BAC Board shall be chaired by the President, or by the Vice-President in the President's absence. Should both the President and the Vice-President be absent, the meeting shall be chaired by the most senior member of the BAC Board.
- (7) The BAC Board may hold meetings and render decisions by electronic and/or other appropriate means of communication.
- (8) The BAC Board shall monitor the implementation of the Rules of the BAC and monitor and review the dispute resolution practice. The BAC Board shall prepare annual reports relating to the BAC, as well as the plan of operation of the BAC for the following year, and present them to the Board of the Association. The BAC Board shall also perform other duties within its competence according to the BAC Rules.

#### **Article 20** **President of the BAC**

- (1) The President of the BAC shall represent the BAC and organize its operation, convene and chair the BAC Board meetings and perform other duties according to the BAC Rules.
- (2) Should the President be prevented from acting as per the previous paragraph hereof, or when the President so determines, the President's powers shall be exercised by the Vice-President.

**Article 21**  
**Honorary President**

- (1) An Honorary President shall be elected for life.
- (2) An Honorary President shall be elected by the BAC Board.
- (3) The Honorary President shall be entitled to attend meetings of the BAC Board, without voting rights.

**Article 22**  
**Expert and administrative duties**

- (1) Expert and administrative duties relating to the BAC shall be carried out by the Secretariat of the BAC.
- (2) The Secretariat shall be managed by the Secretary, who shall sign the current correspondence of the BAC.
- (3) The Secretary shall be appointed by the President.
- (4) Expert and administrative duties relating to the BAC may also be entrusted to a separate legal entity incorporated by the Association.

**Section V**  
**Alternative Dispute Resolution Foundation**

**Article 23**  
**The Foundation**

- (1) The Association has established an Alternative Dispute Resolution Foundation.
- (2) The Foundation's mission is to promote arbitration and other alternative dispute resolution methods, to support the development of arbitration law and practice in Serbia, to educate legal entities and citizens and raise public awareness of the importance of arbitration and amicable resolution of disputes.
- (3) The Board of the Association shall act as founder of the Foundation with regard to election of the bodies of the Foundation, amendments and supplements to the acts of the Foundation, as well as in giving consent to the Foundation's most important decisions.

**Section VI**  
**Final provisions**

**Article 24**

**Relationship and cooperation between the Association and other organizations**

- (1) In order to achieve its goals, the Association shall establish contacts and cooperate with other professional, scientific and similar associations and organizations in the country and abroad.
- (2) The Board of the Association may propose that the Association join international associations with similar goals and activities, which shall be finally decided by the General Meeting.
- (3) The Association's joining of any international organization shall be registered with the competent governmental authorities within 30 days thereof.

**Article 25**

**Financing the Association**

The Association may be financed through:

- (1) Membership fees;
- (2) Voluntary contributions;
- (3) Donations, gifts and bequests;
- (4) Registration fees for seminars and other educational forums;
- (5) Providing consultancy services;
- (6) Other sources in compliance with the law.

**Article 26**

**Termination**

- (1) The Association shall terminate by decision of the General Meeting, when conditions for achieving its goals no longer exist, or in other cases as provided for by the law.
- (2) In case of termination of the Association, the Association's property shall be transferred to a domestic nonprofit legal entity incorporated for the purpose of achieving the same or similar goals, which shall be decided in a timely manner by the General Meeting of the Association, in compliance with the law.

**Article 27**

**Entering into force**

These Articles of Association shall enter into force on the day of their adoption by the General Meeting of the Association and they shall apply following the date of their registration in the competent registry.

This clean-version text of the Articles of Association contains amendments and supplements of the Articles of Associations as adopted at the sessions of the General Meeting held on 12 July 2017 and 21 February 2019.

**Article 28**  
**Application of the law**

The provisions of the Law on Associations shall be directly applied to all issues not governed by the provisions hereof.

In Belgrade, on 21 February 2019

President of the Board

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Prof. Dr. Dragor Hiber