

In accordance with articles 11 and 12 of the Law on Associations (“Official Gazette Republic of Serbia”, No. 51/09, 99/2011 - other laws and 44/2018 – other laws; further referred to as: Law), Assembly held on 06.12.2024. in Belgrade adopted

REFINED STATUTE OF THE ASSOCIATION

„Српско друштво за ИТС“
(further referred as “Statute”)

Introduction

Intelligent transport systems are applications aiming to provide advanced services related to various types of transport and traffic management, provide more information to various users and safer, coordinated and „smarter“ use of transport networks. Intelligent transport systems are combining information and communication technologies with transport engineering for the purpose of planning, design, operation, maintenance and control of traffic and transport systems.

Application of information and communication technologies in traffic in all modes of transport contributes significantly in improvement of ecological, energy and overall efficiency, as well as well as in traffic safety and protection, which includes transport of dangerous goods, public safety, passenger and freight mobility, ensuring at same time operations of the internal market and increase of competence and employment.

Area of the Association’s activities

Article 1.

Association „Српско друштво за ИТС“ (further referred to as: Association) is non-governmental and non-profit association, founded for undetermined time to achieve goals in the area of traffic, transport, information and communication technologies and other areas related to intelligent transport systems (further referred to as: ITS).

Association’s goals

Article 2.

Association goals are:

- promotion, development, implementation, improvement and maintenance of ITS in all transport modes in Serbia, region, Europe and worldwide;
- support on expert and operational level in the process of harmonization with EU directives, strategies, initiatives and other relevant EU public policies;
- development and/or cooperation in development in national strategy, action plans, expert opinions, legal issues and standards in the area of traffic, transport information and communication technologies and other areas related with ITS;
- promotion and improvement of cooperations among members in development,

implementation, improvement and maintenance of ITS;

- education and specialization of the members in all areas relevant for ITS;
- improvement of efficiency and safety in all segments of traffic, transport, information and communication technologies and other areas related with ITS;
- harmonization of standards, norms and regulations in development, implementation, improvement and maintenance of ITS, particularly related with relevant international norms, strategies and directives;
- development and improvement of expert opinions and public awareness on positive effects of ITS;
- promotion and support for improvement of environment, energy efficiency and sustainable mobility with ITS applications;
- promotion and support of systems and technologies which are using ITS application to address public needs directly;
- cooperation with similar associations and organizations in Serbia, region, Europe and worldwide.

Association's activities

Article 3.

In order to achieve goals, Association particularly:

- 1) collects and studies scientific and professional literature in the areas of traffic, transport, information and communication technologies and other areas related with ITS;
- 2) organize (individually or in cooperation with other organizations) experts meetings, conferences, seminars and other ways of education in the areas of traffic, transport, information and communication technologies and other areas related with ITS;
- 3) publish books and other publications with topics related to traffic, transport, information and communication technologies and other areas related with ITS;
- 4) organize and train instructors and other experts for education of children and youth in the areas of traffic, transport, information and communication technologies and other areas related with ITS;
- 5) cooperates with universities, schools, expert associations and other organizations, institutions and companies in country and abroad which are dealing with traffic, transport, information and communication technologies and other areas related with ITS;
- 6) designs and conducts development goals of the Association in the areas of traffic, transport, information and communication technologies and other areas related with ITS;
- 7) applies for grants for projects at national and international institutions and organizations in order to achieve goals of the Association;
- 8) analyses and provides expert opinions and support on all relevant issues in the area of development, implementation, improvement and maintenance in traffic, transport,

information and communication technologies and other areas related with ITS.

Name and headquarters

Article 4.

Association name is: „Српско друштво за ИТС“.

Abbreviated association name is: „ИТС Србија“.

Association name in English language is: "Serbian ITS Association".

Association headquarters is located in Belgrade, Kneza Miloša 90a, floor 23, apartment 132.

Stamp look and content

Article 5.

Association's stamp is circular shaped with text in the upper half: Српско друштво за ИТС, in lower half: Serbian ITS Association, and in the middle: ИТС Србија and below that: Београд.

Association also has rectangular stamp containing the same text as above with placeholders for id number and date.

Visual identity

Article 6.

It is up to the Board to decide on Association's and other elements of visual identity.

Association's visual identity symbols can not be identical to the symbols of the other registered associations or create confusion regarding Association, its goals or its legal entity type.

Membership

Article 7.

Any business capable individual or legal entity which accepts goals and Statute of the Association can become member after submitting membership application to the Board. Board separately analyse each membership application and decides on acceptance/rejection.

Member of the Association must have professional reputation in accordance with the goals of the Association defined in this Statute.

The Assembly of the Association decides on the membership conditions and criteria, membership categories, documentation and evidence, membership fee and other relevant issues, based on the proposal submitted by the Board.

Special type of Membership (Strategic Membership)

Article 8.

Special type of membership is strategic one.

A strategic member is a legal entity, a holder of original or entrusted public powers, which, due to its special importance for the achievement of the goals of the Association defined by this statute, deserves a special position and status of membership in the Association.

The list of legal entities that meet the conditions for acquiring the status of a strategic member is adopted by the Board of the Association, which may be periodically revised, at the proposal of the majority of the members of the Board.

The status of a strategic member of the Association is decided by the Board in each individual and specific case, upon the submitted application for membership (applicants).

Each strategic member, upon membership, appoints one representative of the strategic member, through which representative that strategic member and persons associated with that strategic member exercise their right to vote in the Assembly.

Strategic members may elect one representative of all strategic members and persons associated with strategic members as a member of the Board of Directors.

In the sense of the previous paragraph of this Article of the Statute, strategic members and persons associated with strategic members may propose all members, not only members from the category of strategic members and persons associated with strategic members, as a representative of strategic members and persons associated with strategic members.

Strategic members whose contributions to the achievement of the goals of the Association defined by this Statute are of exceptional importance may be exempted from the obligation to pay membership fees, which the Board shall decide on in each specific case.

Connection with strategic membership

Article 9.

Persons connected to a strategic member, within the meaning of the previous article of the Statute, are considered to be:

1) an employee of a strategic member, as well as a natural person engaged by a strategic member on another legal basis, who may call into question his ability to act independently and make decisions regarding issues concerning the goals and activities of the Association, or who may in any way create a relationship of subordination with the strategic member;

2) a person who owns a significant share in the capital of a strategic member, or the right to acquire such a share from convertible bonds, warrants, options, etc.;

3) a person who is a controlling member of a strategic member;

4) a person who is a director, or a member of the management or supervisory body of a strategic member.

A person related to a strategic member shall also be considered a natural person who has the following bases of connection with the persons referred to in the previous paragraph of this Article, i.e. if they are:

1) his blood relative in the direct line, without limitation, as well as the extramarital partner of this person,

2) his blood relative in the collateral line up to the fourth degree of kinship, spouse, as well as the extramarital partner of this person,

3) his spouse and extramarital partner and their blood relatives up to the third degree of kinship;

4) his adoptive parent or adoptee, as well as the descendants of the adoptee, and

5) other persons living in a common household with that person.

A significant shareholding in the share capital exists if one person, independently or with other persons acting together with him, owns more than 25% of the voting rights in the strategic member.

A majority shareholding in the share capital exists if one person, either alone or with other persons acting jointly with him, holds more than 50% of the voting rights in a strategic member.

Control within the meaning of this Article means the right or ability of one person, either alone or with other persons acting jointly with him, to exercise a controlling influence over the operations of another person through a shareholding in the share capital, a contract or the right to appoint a majority of the directors or members of the supervisory board.

A person is considered to be a controlling member of a strategic member whenever that person, either alone or with related persons, holds a majority shareholding in the share capital of that strategic member.

Joint action exists when two or more persons, based on a mutual express or tacit agreement, exercise voting rights in a particular person or take other actions with the aim of exercising a joint influence over the management or operations of that person.

Membership termination

Article 10.

Membership may be terminated by withdrawal, termination of a legal entity, death of a natural person, termination of the Association, non-payment of membership fees, as well as termination of membership status by decision of the Board of Directors in another manner.

Membership by withdrawal shall be terminated by submitting a written statement of withdrawal.

Membership by non-payment of membership fees shall be terminated within the period specified in the Statute.

Membership in the Association may be terminated in another manner due to prolonged inactivity of the member, non-compliance with the provisions of this Statute, damage to the reputation of the Association, as well as in the event that the member had or has the status of a person related to a strategic member, about which he did not timely notify the Association.

The decision to terminate membership in another manner shall be made by the Board.

Before the decision referred to in the previous paragraph of this Article is made, the member must be given the opportunity to state his/her position on the grounds against him/her, within a period determined by the Board, which must be reasonable.

Membership rights, duties and responsibilities

Article 11.

A member of the Association has the right to:

- 1) participate equally with other members in achieving the goals of the Association, in accordance with the Statute;
- 2) participate directly or through an authorized representative in decision-making at the Assembly, as well as through the bodies of the Association;
- 3) elect and be elected to the bodies of the Association, in accordance with the Statute;
- 4) be timely and fully informed about the work and activities of the Association.

A member is obliged to:

- 1) actively contribute to achieving the goals of the Association;
- 2) participate, in accordance with his/her interest, in the activities of the Association;
- 3) pay the membership fee in accordance with the membership category to which he/she belongs, in accordance with the Statute and general acts of the Association;
- 4) perform other tasks entrusted to him/her by the Board.

If a member does not pay the membership fee by March 1 of the current year for the entire current year, the member's rights are suspended until the membership fee is paid in full.

If a member does not pay the membership fee in full by July 1 of the current year for the entire current year, the member's membership status shall cease, by noting the termination of membership at a session of the Association's Assembly.

Voting

Article 12.

Voting is public.

Each member has one vote in the Assembly, unless otherwise provided by the Statute.

Persons associated with strategic members within the meaning of this Statute exercise their voting rights through one representative of the strategic member with whom they are associated (the authorized representative of the strategic member in the Assembly).

Regardless of the number of persons associated with strategic members who have the right to vote on a particular issue and who vote on that issue, for the purposes of counting votes, it shall be considered that persons associated with strategic members and the strategic member have one vote, provided that they vote through the authorized representative of the strategic member.

Internal organization

Article 13.

The bodies of the Association are the Assembly and the Board.

The Association may also have a Secretary, who represents the administrative body of the Association, whose powers and responsibilities are determined by a decision of the Board.

The function of the representative of the Association is performed by the Chairman of the Board, and in his absence, by the Deputy Chairman of the Board.

Assembly Article 14.

The Assembly of the Association consists of all its members.

The Assembly meets regularly once a year.

An extraordinary session of the Assembly may be scheduled upon a reasoned proposal of the Board of Directors, as well as upon the initiative of at least one third of the members. The initiative shall be submitted to the Board of Directors in writing and shall state the issues proposed for consideration.

An extraordinary session of the Assembly must be held no later than 30 days from the date of submission of the request for its convening.

The meeting of the Assembly is convened by the Chairman of the Board of Directors, with a written notice of the place and time of the meeting and a proposed agenda.

The meeting is chaired by a person who was elected to that effect by public vote at the beginning of the meeting.

Powers of the Assembly Article 15.

The Assembly:

- 1) adopts the work plan and program;
- 2) adopts the Statute, as well as amendments and supplements to the Statute;
- 3) adopts other general acts of the Association;
- 4) elects and dismisses members of the Board of Directors;
- 5) considers and adopts, at least once a year, the report of the Board of Directors;
- 6) considers and adopts the financial plan and report;
- 7) decides on status changes and termination of the association;
- 8) decides on joining alliances and other associations in the country and abroad.

The Assembly decides if at least half of the members who have the right to vote on a specific item on the agenda are present.

In the event that the majority from the previous paragraph is not achieved, the session is repeated no later than within 30 days.

The Assembly decides by a majority of votes of the members present who have the right to vote on a specific agenda item.

A decision on amendments and supplements to the Statute, status changes and the termination of the Association's work requires a two-thirds majority of votes of all members who have the right to vote on a specific agenda item.

Board Article 16.

The Board is the executive body of the Association, which is responsible for implementing the goals of the Association as set out in this Statute.

The Board has three members, who are elected and dismissed by the Assembly, in accordance with the Statute.

The members of the Board are elected from among the members of the Association.

The Board may not have more than one member from the category of strategic members or persons who are to be considered related to strategic members.

The term of office of the members of the Board lasts four years and they may be re-elected to the same position.

The Board shall elect a President and Deputy President from among its members, who must be legally capable individuals with a place of residence or stay in the territory of the Republic of Serbia.

The President and Deputy President of the Association may not be strategic members or persons related to strategic members.

Chairman of the Board

Article 17.

The Chairman of the Board represents the Association in legal transactions and has the rights and duties of a financial principal.

The Deputy Chairman is authorized, in the absence of the Chairman of the Board, to represent the Association and sign all documents on behalf of the Association.

The representative of the Association is obliged to comply with the powers specified in the statute and the decision of the competent body of the Association.

Competences of the Board

Article 18.

The Board:

- 1) manages the work of the Association between two sessions of the Assembly and makes decisions in order to achieve the goals of the Association;
- 2) organizes the regular performance of the activities of the Association;
- 3) entrusts special tasks to individual members;
- 4) makes financial decisions;
- 5) decides on initiating a procedure for amendments to the Statute, on its own initiative or at the proposal of at least five members of the Association and prepares a proposal for amendments, which it submits to the Assembly for adoption;
- 6) decides on initiating a procedure for compensation for damage in cases referred to in Article 25, paragraph 2 of the Law on Associations and, if necessary, appoints a special representative of the association for this procedure;
- 7) decides on the establishment and organization of the work of the working or expert bodies of the Association, including but not limited to the relevant committees, as well as the engagement of third parties and the joint work of these bodies and third parties, in accordance with the Statute and general acts of the Association.
- 8) decides on the admission and termination of membership in the Association, in accordance with the Statute;

- 9) adopts general acts of the Association that are not provided for by the Assembly;
- 10) decides on other issues provided for by this Statute, as well as on issues for which, by law or this Statute, other bodies of the Association are not authorized.

The Board may decide if at least two members are present.

Decisions are made by a majority of the votes of the members present.

If the votes of the members of the Board are equally divided during the decision-making process due to abstention from voting, absence of one of the members of the Board or for any other reason, the vote of the Chairman of the Board shall be decisive, unless otherwise provided for by the Statute or other general act.

Publicity

Article 19.

Association activities are open to the public.

The Board must take care to inform membership and public in general about activities using appropriate way (directly, using emails, web presentation, public announcements, etc).

Article 20.

The Association is entitled to establish communication and cooperation with other associations and organizations in the country and abroad in order to achieve its goals.

The Association can apply to the international association based on the decision of the Assembly.

Ways of funding

Article 21.

Funding of the Association is through membership fee, donations, gifts (money and goods), financial subventions, inheritance, interests on deposits, rents, dividends, projects financed by state entities, local and/or international funds and/or foundations and through other sources in accordance with relevant laws and regulations.

Economic Activity Classification

Article 22.

Primary economic activity classification of the Association is: Support activities in road transport (Serbian NACE code 5221).

Apart from primary economic activity, the Association can, based on decision of the Board, perform other economic activities which are in accordance with the Association's goals.

These activities can be done only after this information is registered in Serbian Business Register (APR).

Income obtained in this way can be used only for achieving goals of the Association, including operating costs of the Association and participation costs in particular projects.

Termination of the operations

Article 23.

The Association terminates operations based on the decision of the Assembly, in cases when the conditions for reaching goals defined by Statute does not exist anymore and in all other cases defined by the Law.

Status of the assets when the Association terminates operations

Article 24.

In case that the Association terminates operations its assets will be transferred, in accordance with Law, to local non-profit legal entity, which will be defined in the decision of the Assembly which terminates the Association existence.

Final provisions

Article 25.

Law on Associations will be applied for all issues which are not defined in this Statute.

Article 26.

This Statute enters into force on the date of the adoption on the Association's founding Assembly. It will be applied from the date of registration in the relevant national Register.

INDEPENDENT ARTICLES OF DECISION NO. 1/24

Article 2.

Term of office of the members of the Board of Directors

2.1 The election of new members of the Board of Directors of the Association shall be carried out upon the expiration of the term of office of the current members of the Board of Directors.

2.2 Until the election of new members, the current members of the Board of Directors shall continue to perform their duties.

Article 3.

Final provisions

3.1 This Decision shall enter into force on the date of its adoption, and shall apply from the date of entry of the revised text of the Statute in the competent register.

3.2 In all parts that have not been amended, the Statute of the Association "Српско друштво за ИТС" of 10.10.2022. shall remain in force.