

ABBC - Armenian British Business Chamber NGO

Charter

1. GENERAL PROVISIONS

1.1. The Armenian British Business Chamber (hereinafter referred to as the “Chamber”) is a non-governmental organisation of legal entities and citizens of the Republic of Armenia and foreign countries and (or) non-citizens.

The Chamber is the legal successor of the Union of Business Entities of the Business Chamber (registered on 273.150.05492, registered on 21.05.2010, AVC 01570886), its liabilities relating to property, rights and creditors and debtors. The Chamber was established as a result of its restructuring in accordance with the RA legislation. The rights and responsibilities of the ABBC Union of Legal Entities are transferred to the Chamber in accordance with the transfer act.

1.2. The Chamber was established in accordance with the requirements of the legislation of the Republic of Armenia and shall operate as stipulated by the legislation of the Republic of Armenia and in accordance with this Charter.

1.3. The Chamber was created to represent the business and economic interests of its members and to achieve the objectives set forth in Clause 2 of this Charter ("Goals and Objectives of the Chamber").

1.4. The Chamber is not liable for its members, and the members are not liable for the duties of the Chamber.

1.5. The name of the Chamber is:

Armenian full: «Հայ-Բրիտանական Գործարարության Պալատ» հասարակական կազմակերպություն

Armenian short: «ՅԲԳՊ» ՅԿ

English full: “Armenian British Business Chamber” non-governmental organisation

English short: "ABBC" NGO.

1.6. Registered Address of the Chamber is: 1 Amiryan Street, Armenia Marriott Hotel Yerevan, Yerevan 0010, Republic of Armenia. Phone number is: +374 (10) 599 988. The e-mail address is: info@abbc.am.

1.7. The Chamber shall operate throughout the territory of the Republic of Armenia and foreign countries in accordance with their laws.

1.8. The Chamber may establish branches and representative offices.

1.9. The Chamber shall carry on entrepreneurial activities in accordance with the Objectives set forward in this Charter.

2. GOALS AND OBJECTIVES OF THE CHAMBER

2.1. The objectives of the Chamber are:

2.1.1. Contribute to promoting mutually beneficial business and economic relations between the Republic of Armenia and the United Kingdom;

2.1.2. Represent and promote business and economic interests and rights of its members within the powers prescribed by law and this Charter in their relations with the state bodies and local self-governing bodies of the Republic of Armenia and the United Kingdom;

2.1.3. Contribute to the development of Armenia's economy by promoting favorable trade and investment climate in the country;

2.1.4. Contribute to the settlement of economic and business issues between the Republic of Armenia and the United Kingdom;

2.1.5. Provide necessary support to UK businesses operating in Armenia and Armenian businesses operating in the UK;

2.1.6. Support cooperation between the members of the Chamber, as well as between the members of the Chamber and the state and local self-governing bodies;

2.1.7. Provide information and knowledge best practice sharing platform to individual entrepreneurs and commercial entities;

2.1.8. Pursue other lawful activities in accordance with the objectives of this Charter.

3. ACTIVITIES OF THE CHAMBER

3.1. In order to implement its Objectives, the Chamber shall carry out the following activities:

3.1.1. Cooperate with Armenian and UK government bodies, officials and organisations around such issues as strengthening of trade and economic cooperation between the two countries;

3.1.2. Promote contacts between Armenian and UK businesses;

- 3.1.3. Represents and promote the legitimate business interests of its members in state and non-state bodies, institutions and organisations;
- 3.1.4. Cooperate with local and international business associations and organisations, international financial institutions, agencies and diplomatic missions towards meeting the Objectives set forth in this Charter;
- 3.1.5. Disseminate information on the activities of the Chamber and its members;
- 3.1.6. Organize and conduct events to address its Objectives;

4. ASSETS OF THE CHAMBER, THEIR FORMATION AND USE

- 4.1. In accordance with the procedure established by the RA legislation and this Charter, the Chamber shall hold assets under its possession and is liable for their formation and use.
- 4.2. The Chamber may have both movable and immovable assets under its possession, including buildings, constructions, vehicles, equipment, funds, securities and other assets not prohibited by law.
- 4.3. The source of the formation of Chamber`s assets may be:
 - 4.3.1. Membership fees and investments/contributions by Chamber`s members;
 - 4.3.2. Proceeds from the Chamber's entrepreneurial activities;
 - 4.3.3. Funds obtained by the Chamber from other commercial enterprise(s), which it established or where it holds shares;
 - 4.3.4. Donations, including grants, supporting the objectives of the Chamber;
 - 4.3.5. Funds from the state budget;
 - 4.3.6. Other funds not prohibited by the legislation of the Republic of Armenia.
- 4.4. The funds of the Chamber shall be used to implement its Objectives in accordance with this Charter.
- 4.5. The assets of the Chamber, including the revenues from entrepreneurial activities, may not be distributed among its members.
- 4.6. In the event of the dissolution of the Chamber, its property, after paying its liabilities, shall be directed to the implementation of the purposes and tasks provided for in this Charter or, in the event this is not possible, shall be transferred to the State Budget of the Republic of Armenia.

5. MEMBERSHIP IN THE CHAMBER

- 5.1. Any legal entity and adult individual may become a member of the Chamber, in case they share the mission and vision of the Chamber, the Objectives set forth by this Charter and the internal documents of the Chamber (if any).
- 5.2. In order to become a member of the Chamber, individuals or legal entities must apply to the Executive Director and/or fill out the Membership Application Form.
- 5.3. The Executive Director of the Chamber shall submit the Membership Application Form to the Chamber's Board of Directors. The decision to approve membership is made by the Board of Directors of the Chamber with a simple majority of votes. The applicant shall be deemed to be a Member of the Chamber upon the approval by the Board of Directors.
- 5.4. The Executive Director shall then notify the new member of the decision of the Board of Directors.
- 5.5. The Member shall, within 30 days after receiving the Director's notice of approval by the Board of Directors, pay the membership fee of the Chamber (if different levels of membership are defined, pay the membership fee of the relevant membership level).
- 5.6. The calendar date of the Board's decision to become a member is considered to be the member's payment date. The membership fee is paid annually no later than 30 days after the payment date of that year. In case of non-payment of membership fee within the period defined by this clause, the membership may be terminated by the Chamber in the manner prescribed by this Charter.
- 5.7. The membership levels and appropriate membership fees are approved by the Board of Directors of the Chamber.

6. TERMINATION OF THE CHAMBER'S MEMBERSHIP

- 6.1. Membership of the Chamber may be terminated on the basis of a written request from a member of the Chamber at any time by submitting a written Termination note to the Executive Director of the Chamber.
 - 6.1.1. Upon submission of the Termination note under this clause, membership shall remain valid until the next Payment Day following the member's submission of the application.
 - 6.1.2. To avoid disagreement, the membership fee paid prior to termination of membership is non-refundable.

6.1.3. In case the Member has the outstanding Membership dues as of the day of submitting the Termination note, the Executive Director shall issue the prorated invoice to the Member presenting the unpaid Membership dues amount to be paid to the Chamber.

6.2. Membership of the Chamber may be terminated by the Board of Directors or following the recommendation of the Executive Director if the Member:

6.2.1. Delayed the payment of the membership fee and after three notifications of payment, the membership fee was not paid;

6.2.2. No more shares the goals and objectives of the Chamber set forth in this Charter;

6.2.3. Has violated his statutory responsibilities and/or pursues activities/acts that are detrimental to the Chamber`s image and reputation,

6.2.4. Upon termination of membership, the membership fee or part thereof paid to the Chamber shall not be refundable.

7. RIGHTS AND RESPONSIBILITIES OF THE CHAMBER`S MEMBERS

7.1. Members of the Chamber have the right to:

7.1.1. Elect and be elected to the Chamber`s governing bodies;

7.1.2. Attend the General Assembly or any other meeting organized by the Chamber;

7.1.3. Request and receive the minutes of the Chamber`s meetings and copies of decisions of the governing bodies;

7.1.4. Appeal the decisions of the Chamber by judicial procedure;

7.1.5. Request information from the Chamber, obtain copies of documents on amendments to the Charter, protocols, decisions, funds received from property management, as well as a copy of the independent auditor's report on the auditing of the Chamber`s financial statements for the past three years, if applicable;

7.1.6. Submit recommendations to the appropriate governing bodies of the Chamber for the activities of the Chamber in the manner prescribed by this Charter;

7.1.7. Enjoy the rights provided by the RA legislation and the internal regulations of the Chamber.

7.2. Members of the Chamber shall:

- 7.2.1. Comply with the Charter requirements and follow the decisions adopted by the governing bodies of the Chamber;
 - 7.2.2. Implement the duties assigned to them by the decision of governing bodies;
 - 7.2.3. Promote the implementation of the objectives set forth in Clause 2 of this Charter ("Goals and Objectives of the Chamber").
 - 7.2.4. Oblige to the Chamber's internal rules and regulations.
 - 7.2.5. Pay membership fees;
- 7.3. In case a Member fails to fulfil the requirements of the Charter or the duties/obligations assigned to him by the decision of the Chamber's governing bodies, the Chamber's Board of Directors reserves the right to issue a warning to the non-performing Member and/or terminate their membership with the Chamber.

8. CHAMBER'S MANAGEMENT STRUCTURE

- 8.1. The governing bodies of the Chamber are:
- 8.1.1. The General Assembly (hereinafter referred to as the General Assembly);
 - 8.1.2. The Board of Directors of the Chamber (hereinafter referred to as the Board of Directors);
 - 8.1.3. The Executive body of the Chamber, represented by the Executive Director.

9. THE GENERAL ASSEMBLY

- 9.1. The General Assembly is the supreme governing body of the Chamber and shall be convened every two years by the Chamber's Executive Director.
- 9.2. The Executive Director shall inform the members of the Chamber about the date, time and venue of the General Assembly, as well as shall share the Draft Agenda of the meeting no later than 10 days prior to the meeting by registered mail or electronically or by any other means provided for by law.
- 9.3. The General Assembly shall be convened in the form of a joint meeting of the Chamber's Members or remotely by means of telecommunications.
- 9.4. The General Assembly shall be considered competent (have a quorum) if it is convened in the manner prescribed by the legislation of the Republic of Armenia and this Charter and at least

more than half of the total number of members (delegates) of the General Assembly are present.

9.5. The issues discussed at the General Assembly and the decisions taken shall be resolved by a simple majority of the members present or their representatives (delegates).

9.6. The General Assembly shall be chaired by the President of the Board of Directors or his/her authorized person.

9.7. The procedure of the election shall be determined by the Executive Director.

9.8. The minutes of the General Assembly shall be signed by the President and the Secretary and shall be kept for at least five years.

9.9. The exclusive powers of the General Assembly are:

9.9.1. Approval of the changes or amendments to the Charter or approval of a new Charter;

9.9.2. Adoption of decision on the reorganisation of the Chamber;

9.9.3. Decision on the dissolution of the Chamber;

9.9.4. Adoption of decision on establishment of another legal entity or participation of the Chamber in another organisation;

9.9.5. Adoption of decision on establishment of subdivisions or institutions of the Chamber, approval of their charters;

9.9.6. Approval of the internal organisational structure of the Chamber;

9.9.7. Election and approval of the Board of Directors of the Chamber;

9.9.8. Early termination of the powers of the member(s) of the Board of Directors, election of new member(s);

9.9.9. Approval of the external auditors of the Chamber;

9.9.10. Approval of the annual reports on the activities and use of property of the Chamber submitted by the Executive Director;

9.9.11. Suspension of decisions of the Chamber's Governing bodies, which do not comply with the requirements and statutes of the Chamber;

9.9.12. Approval of the plans and activities of the Chamber;

9.9.13. Evaluation of the reports of the Board of Directors;

9.9.14. Approval of the internal legal acts regulating the activities of the Board of Directors of the Chamber;

9.9.15 Approval of the plan of activities of the Board of Directors;

9.9.16. Approval of the procedure for convening the General Assembly of the Chamber.

9.10. The Extraordinary General Assembly shall be convened by the Executive Director at the initiative of

(1) at least 1/3 of the total number of members of the Chamber, or

(2) at least simple majority of members of the Board of Directors, or

(3) the Executive Director, or

(4) The President of the Board of Directors (hereafter also the President).

9.11. The Executive Director shall inform the members of the Chamber about the date, time and venue of the Extraordinary General Assembly, as well as shall share the Draft Agenda of the meeting no later than 5 days prior to the meeting by registered mail or electronically or by any other means provided for by law.

10. THE BOARD OF DIRECTORS

10.1. The Board of Directors of the Chamber (hereinafter referred to as the Board) shall exercise general control over the activities of the Chamber, with the exception of matters reserved exclusively to the General Assembly or the Executive Director.

10.2. The Board of Directors shall consist of 11 Members (hereinafter referred to as the Board Member), with the following positions:

10.2.1. 9 (nine) voting Members from Chamber's member companies, elected during/by the General Assembly;

10.2.1.1. The President of the Board (hereinafter referred to as President)

10.2.1.2. The First Vice President of the Board (hereinafter referred to as Vice President)

10.2.1.3. The Second Vice President/Treasurer of the Board (hereinafter referred to as 2nd Vice President)

10.2.1.4. 6 (six) Board Directors (hereinafter referred to as Board Director)

10.2.2. 2 (two) non-voting members represented by the Chamber's Executive Director and the UK Embassy representative.

10.3. Board Members are elected for the term of two years and the same person may be elected to the Board of Directors without any restrictions.

10.4. If the Board Member responsibilities are terminated before his/her term expires and the Member organisation representing this Board Member is a current Member of the Chamber, the Member organisation can appoint another representative of the Board, who acts in the position occupied by and in the period of election of the terminated Board Member.

10.5. The Board Directors are not remunerated.

10.6. The powers of a Board Member may be terminated before his/her term expires if:

10.6.1. The membership of the company/organisation to the Chamber from which the Board Member was nominated is terminated and/or another candidate is not

10.6.2. The Board Member's term of office expires and the representative organisation appropriately informs the Chamber about this expiration;

10.6.3. The Board Member misses 3 consecutive Board Meetings or 6 Board Meetings during one year;

10.7. Before the election of the Board Directors, the General Assembly shall carry out the election of the President, First Vice President and the Second Vice President/Treasurer, who can also be elected as Board Directors. The remaining 6 Board Members are elected after the President, First Vice President, and Second Vice President/Treasurer;

10.8. The meetings of the Board are held at least once every two months, by the President or the Executive Director.

10.9. The Board Members shall be notified at least one week prior to the meeting.

10.10. The Meetings of the Board are chaired by the President, or in case of the latter's absence by the First Vice President or the Executive Director.

10.11. The Board Meeting shall have a quorum if more than half of the Board Members are present. The decisions of the Board of Directors shall be adopted by a simple majority of the Board Members present at the meeting.

10.12. Participation of non-Board Members in Board meetings shall be approved prior to the meeting by the Board.

10.13. The Board of Director's powers are:

10.13.1. Approval and implementation of the main directions of the Chamber's activities, including the approval of the Chamber's prospective development plan;

10.13.2. Decision on Membership and termination of Membership;

10.13.3. Approval of annual membership fees and their charging order;

10.13.4. Convening General Assemblies and Extraordinary General Assemblies and approving the agenda;

10.13.5. Election and appointment of the Executive Director, early termination of his/her powers and approval of remuneration conditions;

10.13.6. Establishment of internal control standards in the Chamber,

10.13.7. Approval of the annual reports of the Chamber's activities;

10.13.8. Presentation of the External Auditor of the Chamber to the General Assembly for approval;

10.13.9. Decision on the amount of the External Auditor's payment;

10.13.10. Initiation of the measures to address any shortcomings identified during the audit or other inspections carried out in the Chamber and, if necessary, monitor their implementation;

10.13.11. Adoption of internal legal acts defining the procedure for carrying out the functions prescribed by the regulations of the Chamber;

10.13.12. Definition of the principles, rights, methods, rules, forms, and procedures applicable to the accounting policies of the Chamber and to the preparation of financial statements;

10.13.13. Use of reserve and other funds of the Chamber;

10.13.14. Establishing Committees of the Chamber,

10.14. The President of the Board of Directors is elected by the General Assembly and shall:

10.14.1. Coordinate the work of the Board;

10.14.2. Supervise the activities of the Chamber;

10.14.3. Represent the Chamber in external relations;

10.14.4. Represent the Chamber in the Republic of Armenia and abroad;

10.14.5. Convene and preside over the sessions of the Board;

10.14.6. Preside over the General Assembly of the Chamber;

10.14.7. Conclude the contract with the Executive Director of the Chamber;

10.15. In the absence of the President of the Board of Directors, his/her duties are performed by the First Vice President.

10.16. The Second Vice President/Treasurer shall control the financial operations of the Chamber, oversee its financial performance, with the help of the Executive Director prepare the Annual Revenue and Expenditures budget, as well as submit quarterly financial reports for the Board of Director`s approval.

10.17. The activities of the Board shall be carried out in accordance with the rules and procedures approved by the General Assembly.

11. EXECUTIVE DIRECTOR OF THE CHAMBER

11.1. The Executive Director of the Chamber represents the executive body of the Chamber, as its sole authority, represents the Chamber in the Republic of Armenia and foreign countries, concludes transactions on behalf of the Chamber, acts on behalf of the Chamber without authorisation, issues power of attorney.

11.2. The Board appoints the Executive Director of the Chamber. For the first time (at the time of the establishment of the Chamber) the General Assembly appoints the Executive Director.

11.3. The Executive Director of the Chamber shall:

11.3.1. Manage the daily activities of the Chamber;

11.3.2. Administer Chamber's assets of any type and size, including financial assets, implement transactions issue orders, directives, give instructions, and supervise their execution on behalf of the Chamber;

- 11.3.3. Hire and dismiss Chamber staff, apply incentives and disciplinary actions against employees;
- 11.3.4. Approve the reimbursement terms of the employees of the Chamber and annual budget estimate with the consent of the Board of Directors;
- 11.3.5. Ensure compliance and implementation of the decisions of the General Assembly and the Board of Directors;
- 11.3.6. Within its competence, determine the functions performed by the Chamber;
- 11.3.7. Oversee accounting, implement reporting, issue orders and commands, give binding instructions for execution and oversee their implementation;
- 11.3.8. Approve internal documents regulating the activities of the Chamber, including internal disciplinary rules of its subdivisions, institutions and other rules, upon the agreement of the Board of Directors;
- 11.3.9. Approve the reports of the Chamber and its bodies for the submission to the Board of Directors;
- 11.3.10. Submit for the approval of the Board of Directors and General Assembly the annual reports on the activities of the Chamber, the use of assets, as well as the Chamber`s activities during the preceding year(s);
- 11.3.11. Oversee the compliance of the Chamber`s activities with the legislation of the Republic of Armenia;
- 11.3.12. Discuss inspections and inspection materials;
- 11.3.13. Grant Power of Attorney;
- 11.3.14. Present to the Board of Directors the applications from the companies applying for membership with the Chamber;
- 11.3.15. Exercise other powers provided for by this Charter and the legislation of the Republic of Armenia.

12. CONTROL OF THE ACTIVITIES OF THE CHAMBER

12.1. The audit of the financial activities of the Chamber can also be carried out by the external audit at the request of 25% of the members of the Chamber, who choose the external auditor and pay for the auditing services. Moreover, they can get reimbursed by the Chamber if the General Assembly approves the mentioned auditing decision.

12.2. The external audit of the Chamber may also be convened at any time by the Board of Directors at the expense of the Chamber.

13. RESTRUCTURING, LIQUIDATION OF THE CHAMBER, USE OF ASSETS IN CASE OF LIQUIDATION

13.1. The Chamber may be restructured following the decision of the General Assembly or by a court ruling in cases and in the manner prescribed by the law.

13.2. The Chamber may be liquidated following the decision of the General Assembly or court ruling;

13.2.1. In this case, the Chamber shall form the Liquidation Committee, which shall determine the liquidation procedures and timeframe, according to the legislation of the Republic of Armenia;

13.2.2. In the event of the liquidation of the Chamber, the assets left after paying its liabilities in accordance with the legislation, shall be directed to the implementation of Objectives set forth in this Charter or, if this is not possible, shall be transferred to the State Budget.