

Created on 10.05.2010
Translated to English on 16.06.2010
By Grigor Minasyan
Containing 8 pages

Printed Copies – 5
Sample _

Ratified

“A B Business Chamber”
Union of legal Entities
May the 10th 2010
In the Assembly of Founders
Protocol N. 2010/1

General Director – Armineh Israyelyan

10th May 2010

Registered by

The regional department of
The National Registrar of Legal Entities
Of Norq-Marash of the Republic of Armenia

Registration N.

Certificate N.

Chief of Norq-Marash regional department

**“A B Business Chamber”
Union of Legal Entities**

Yerevan, 2010

Charter of “A B Business Chamber” Union of Legal Entities

Prologue

The following document represents the charter of “A B Business Chamber” union of legal Entities and is recognized in accordance with the Civil Code of the Republic of Armenia.

Chapter A: General Principles

Article 1: The Status of the Chamber

- 1.1. “A B Business Chamber” union of legal Entities (henceforth – the Chamber) is a non-trade organization that is created in accordance with the requirements of the Civil Code of the Republic of Armenia. The Chamber is created in the frame of the Article 2 of the following charter, for representing the interests and for realizing the objectives of the members of the Chamber.
- 1.2. The members of the Chamber maintain their independence and the rights of a legal person. The Chamber represents a non-trade, non-political organization that is not pursuing any profit and not dividing the received profit between the members, which has independent balance and accounts in banks. The Chamber has a circular seal with its title (in Armenian and in English) and its logo. The Union also has a stamp and a paper form with its logo.
- 1.3. The capital handed over/given to the Chamber by the members is the property of the Chamber. The Chamber utilizes that capital in accordance with the objectives defined by the charter.
- 1.4. The Chamber is not responsible for the obligations of its members.
- 1.5. The full title of the Chamber is:
«A B Business Chamber» Union of Legal Entities,
«Էյ Բի Գործարարությա Պալատ» իրավաբանական անձանց միություն,
The short title of the Chamber is:
«ԷԲԳՊ» իրավաբանական անձանց միություն,
“ABBC” Union of Legal Entities
- 1.6. The company is located in flat 5, Nalbandyan str. 49, Yerevan, Republic of Armenia.
- 1.7. The members of the Chamber have the right to use the services of the latter without compensation, if nothing else is provisioned.

Chapter B: The Objectives, Tasks and Functions of the Chamber

Article 2: The Objectives and Tasks of the Chamber

2.1 The main objectives of the creation and the activity of the Chamber is the protection of the interests and rights of the members and their representation in the interrelations with the national governmental and local authorities of the Republic of Armenia and of the United Kingdom within the framework of competencies defined by the Code and the following charter.

2.2 The Tasks of the Chamber are:

- a) The economic development of Armenia, and to stimulate/promote its integration with the international economic system,
- b) To support the unilateral and harmonious development of all forms of enterprise,
- c) To assist the consolidation of business-economic/trade-economic and scientific-technical connections with entrepreneurs of the United Kingdom and other foreign countries,
- d) To stimulate the formation of favorable environment for entrepreneurial activity,
- e) To stimulate the regional development of entrepreneurial activity in accordance with authorities/laws established/ratified by the government,
- f) To establish cooperation between the members of the Chamber as well as between the government bodies and the latter,
- g) To assist the success and development of the system of creation, retraining and the increase in qualifications of professionals in the entrepreneurial area in the Republic of Armenia,
- h) To provide information and advice to individual entrepreneurs, trade organizations, unions and associations, to assist the formation of the infrastructure of business information service,
- i) To stimulate/promote the creation and the development of infrastructure assisting business.

Charter of “A B Business Chamber” Union of Legal Entities

Article 3: The Functions of the Chamber

3.1 The functions of the Chamber are:

- a) Representing and defending the legal rights of the members in governmental and non-governmental bodies, institutions and organizations,
- b) Organizing and carrying out necessary measures for the establishment of links between Armenian and British organizations/companies,
- c) Spreading information concerning the Chamber and its members,
- d) Organizing and conducting measures directed at realization of its tasks,
- e) Founding and publishing newspapers, journals and other printed materials in accordance with regulations defined by the constitution,
- f) Assists the export of the products and services provided by its members, the formation and consolidation of trade-economic and scientific-technical cooperation with foreign legal and physical entities.

Chapter C: The Members of the Chamber

Article 4: The Types of Membership

4.1. “A”, “B” and “C” types of membership are formed in the Chamber/ The Chamber has membership of types “A”, “B” and “C”.

4.2. Membership may be granted to any legal or physical entity, which, by the Membership Committee of the Chamber:

- a) Shares the objectives defined by the charter of the following Chamber and by the internal documents of the Chamber,
- b) Can correspond to the criteria defined by the charter of the following Chamber and by the internal legal acts of the Chamber (including the discipline rules).

Non-trade organizations and physical entities joining the Chamber are granted a status of an observing member. The rules and regulations regarding the participation of observing members in management of the Chamber are defined by the charter and by internal legal acts.

4.3. Organizations corresponding to the requirements of the point 4.2 of the following Charter must provide the membership package that includes:

- a) A properly filled application for membership,
- b) The copy of the charter of the organization,
- c) The information form of the authorized representative(s) of the organization,
- d) The decision of the appropriate managing body of the organization to join the Chamber.

4.4. The decision regarding the confirmation of the membership candidate is made by the Membership Committee of the Chamber. The membership is confirmed on annual basis.

4.5. The joining organization must sign the membership contract during 5 (five) working days from the moment of the decision of the Membership Committee.

4.6. When switching from one type of membership to another one during the membership year the rules and regulations of the following article are applied.

Article 5: Membership Termination

5.1. The membership of a member of the Chamber can be terminated on the basis of an application of the member or with the initiative of the Chamber.

5.2. In order to terminate the membership with the initiative of a member of the Chamber, the latter must present the chairman of the Chamber an application for termination of the membership, granted in accordance with the requirements of the internal legal acts of the Chamber.

5.3. Termination of the membership of a member of the Chamber with the initiative of the Chamber is carried out by the chairman of the Chamber or by the chairman of the Board of Directors of the Chamber, on the basis of an application presented to the Membership Committee.

Charter of “A B Business Chamber” Union of Legal Entities

5.4. Termination of the membership of members of the Chamber with the initiative of the Chamber is carried out in cases, terms and order provided by the Membership rules and regulations.

5.5. During 10 (ten) working days after receiving the application for termination of membership, the Chairman of the Chamber summons a meeting of the Membership Committee.

5.6. The decision about the termination of membership of a member is made by the Membership Committee in accordance with the order and terms provided by the Code of Membership.

Article 6: the Rights and Obligations of the members of the Chamber

6.1. The members of the Chamber have the right to:

- a) Vote and to be elected in managing bodies of the Chamber,
- b) Present proposals to the discussion of the appropriate bodies of management of the Chamber about the activities of the Chamber,
- c) To use the services provided by the Chamber in a privileged or free manner,
- d) To use their rights provided by the internal legal acts and by the Membership agreement.

6.2. The obligations of the members are:

- a) To comply with the decisions made by the managing bodies of the Chamber regarding the statutory tasks of the Chamber,
- b) To pay the membership fee,
- c) To foster the realization of the statutory tasks of the Chamber,
- d) To comply with other obligations defined by the charter of the Chamber,
- e) To comply with the internal legal acts of the Chamber.

Article 7: The Membership Fee

7.1. The membership fee for each type of membership is ratified by the Board of Directors of the Chamber in 45 (forty-five) days' time after the end of the financial year.

7.2. The fee for joining the Chamber for the first year is paid in 5 (five) days' time after signing the membership contract.

Chapter D: The Managing Bodies of the Chamber

Article 8: The Managing Bodies of the Chamber

8.1. The managing bodies of the Chamber are:

- a) The general council of the Chamber,
- b) The Board of Directors of the Chamber,
- c) The chairman of the Chamber,
- d) The committees of the Chamber.

8.2. The supreme managing body of the Chamber is the general council that is summoned annually.

8.3. The Chairman of the Chamber informs the members of the Chamber about the date and time of summoning the general council and to opening of the congress of the general council about the agenda at least one month prior to it. The general council defines the order of summoning and conducting the general council.

8.4. The congress of the general council:

- a) Ratifies the charter of the Chamber, makes changes in it,
- b) Ratifies the composition of the Board of Directors,
- c) Prematurely terminates the authorization of the Board of Directors,
- d) Ratifies the plans and the directions of activity of the Chamber,
- e) Listens to and evaluates the report of the Chairman of the Chamber,

Charter of “A B Business Chamber” Union of Legal Entities

- f) Ratifies the internal legal acts, regulating the activity of the Board of Directors,
- g) Ratifies the annual plan of the activity of the Board of Directors,
- h) Ratifies the order of summoning and conducting the general council of the Chamber.

8.5. A special general council can be summoned with the initiative of at least half of the number of members of the Chamber and of the members of the Board of Directors.

8.6. The questions discussed at the general council are solved with simple majority open voting of the representatives of members present, the questions of ratification and changes in the charter of the Chamber – with at least the two thirds.

8.7. The quorum of the general council is the two thirds of its representatives.

Article 9: The Board of Directors and the Chairman of the Chamber

9.1. The Board of Directors (henceforth – the Board) executes the general management of the Chamber, with the exception of the questions that are preserved to the competency of the general council by the law and by the charter.

9.2. The members of the Board of the Chamber are elected annually in the general council for a term of one year.

9.3. The Board of the Chamber consists of 7 (seven) members. The composition of the Board includes 2 (two) members from the group “A”, 1 (one) member from the group “B”, 1 (one) member from the group “C”, the Chairman, the independent member of the Board and one non-governmental organization member of the Chamber. When there are no members in a specific group (A, B or C) during the formation of the Board, the member from a specific group (A, B or C) is replaced in the Board with a member from the next group (by the alphabet).

9.4. The general duration of authorization of the members of the Board is not limited. In the case of premature termination of the authorization of the members of the Board, the new election of members is conducted by summoning special councils. The procedures of these elections are the same as in the annual general council election of the members of the Board, in accordance with the summoning and conducting order ratified by the general council.

9.5. The members of the Board are not remunerated.

9.6. The exclusive competencies of the Board are:

- a) Deciding the main directions of activity of the Chamber, including the ratification of the long-term plan of the development of the Chamber,
- b) Summoning the general and special council meetings, ratification of the agenda, as well as ensuring the preparation and conducting works related to the organization of those meetings.
- c) Appointing the Chairman of the Chamber, the Finance Director and the Chief Accountant, the premature termination of their authorizations and the ratification of the remuneration conditions,
- d) Determining the internal standards of supervision in the Chamber,
- e) Ratification of annual spending budget and of the executive sheet,
- f) Ratification of the internal hierarchical structure and jobs,
- g) Preliminary ratification of the annual financial reports and presenting these to the general council,
- h) Presenting the entity conducting the external audit of the Chamber to the ratification of the general council,
- i) Determining the remuneration of the entity conducting the external audit of the Chamber,
- j) Organizing and supervising measures undertaken to eliminate the imperfections discovered during audit or other inspections conducted in the Chamber,
- k) (i) Approving the conducting order of functions of the Chamber defined by the law,
(ii) Determining the principles, basis, procedures, rules and regulations practiced for the accounting policy of the Chamber, i.e. - Accounting operations and for forming financial reports.
(iii) Utilizing the reserve and other funds of the Chamber,
(iv) Ratifying internal documents regulating managing bodies of the Chamber,
(v) Founding and involvement in trade organizations,
(vi) Conducting other competencies defined by the law.

9.7. The meetings of the Board of the Chamber are summoned by the chairman or the vice-chairman of the Board at least once every 2 (two) months.

9.8. The meetings of the Board are summoned by the chairman of the Board, with a written request of himself, a member of the Board, the chairman of the Chamber or of the entity conducting the external audit of the Chamber.

Charter of “A B Business Chamber” Union of Legal Entities

9.9. The meeting of the Board is competent (has quorum) if more than half of the members of the Board are present in the meeting. The decisions of the Board of the Chamber are made by the simple majority of an open vote of the present members of the Board. In case of equal votes the vote of the chairman of the Board is decisive. The presence of non-Board members on the Board meeting is regulated by the charter and decisions of the Board, ratified by the general council.

9.10. The chairman of the Board:

- a) Is elected by the members of the Board, from the staff of the Board, with the simple majority of the votes,
- b) Organizes the works of the Board of the Chamber, such as summoning meetings, gives assignments within his competence,
- c) Summons and chairs the meetings of the Board of the Chamber,
- d) Organizes protocol of the meetings of the Board,
- e) Chairs the general councils of the Chamber,
- f) Signs contracts with the chairman of the Chamber.

At times of absence of the chairman of the Board his responsibilities are carried out by the vice-chairman of the Board. The activity of the Board of the Chamber is conducted in accordance with the charter of the Board, ratified by the general council.

9.11. The chairman of the Chamber, as his exclusive competency, represents the Chamber in the Republic of Armenia and in foreign countries, signs contracts on behalf of the Chamber, acts on behalf of the Chamber without credentials, gives credentials.

9.12. The chairman of the Chamber:

- a) Manages the capital of the Chamber, including the financial means, releases orders and directives within boundaries of his competency, gives necessary instructions necessary and supervises their completion,
- b) Employs and fires employees of the Chamber,
- c) Exercises encouraging and disciplinary measures of responsibility towards the employees of the Chamber,
- d) Solves other questions reserved to him by the charter, carries out other functions in the boundaries of his competence,
- e) Presents the internal legal acts, the hierarchical structure of the Chamber to the ratification of the Board of the Chamber,
- f) Ensures the execution of the decisions of the general council and of the Board,
- g) Conducts the current management of activity of the Chamber,
- h) Organises the execution of the decisions made by the general council, the Board and by himself,
- i) Determines the tariffs, the accounting and the reports of the functions of the Chamber within the boundaries of his competence and conducts their supervision,
- j) Supervises the preservation/maintenance of the legislation in the Chamber,
 - (i) Discusses the results of inspections and re-inspections,
 - (ii) Ratifies the orders concerning the rights and responsibilities of the employees of the Chamber,
 - (iii) Assigns officials of the Chamber within the boundaries of his competence

Article 10: The Committees of the Chamber

10.1. Committees can be formed in the Chamber that are going to be responsible for the directions determined by the Board.

10.2. Permanent and temporary committees are formed in the Chamber. A permanent Membership committee is formed in the Chamber. The composition, authorizations, the order of activity and conditions of the Membership committee are ratified by the Board of the Chamber.

Article 11: The supervision of the activity of the Chamber

11.1. The inspection of the financial-economic activity of the Chamber is carried out annually by an external audit. The entity conducting the external audit of the Chamber is elected by a competition, in accordance with the existing order and is ratified by the general council.

11.2. The inspection of the financial-economic activity of the Chamber by the external audit can also be conducted by the request of the 25 (twenty-five) percent of the members of the type “A” of the Chamber that choose the entity

Charter of “A B Business Chamber” Union of Legal Entities

conducting the external audit, remunerating for its services. They can also require compensation of their expenses if the inspection was justified by the general council for the Chamber. An external audit of the Chamber can also be invited by the Board, on the expenses of the Chamber.

11.3. The Board of the Chamber is formed within 45 days commencing from the legal registration of the Chamber.

Chapter E: Other Principles

Article 12: Liquidation of the Chamber

12.1. In case of liquidation of the Chamber its capital is directed at the objectives provided by the following charter, and in case of the following not being possible the capital of the Chamber passed to the national budget of the Republic of Armenia.

Appendix 1 Charter of “A B Business Chamber” Union of Legal Entities

The Founders of the Union

The name and the address of the founder	The name, surname and the position of the founder	The signature and the seal (if present)
“Ernst & Young” PLC, RA Yerevan 0001, North Lane. 1, office n. 27	General manager – Masis Alexandryan	
“EmmaAroma” LLC, RA, Yeravan, Chekhov str. 18/58	Chief executive – Mary Badalyan	
“Asikuratsioni e Immobiliari” PLC, RA, Yerevan, Acharyan str. 46	Director – Shoushanik Goroyan	
“Global Brigde” LLC, RA, Yerevan, Eznik Koghbatsi stri. 30, flat 3	Director – Anna Harutyunyan	
“Grigoryan & Partners” PLC, 0061, RA, Yerevan, Arshakunyats str. 54/1, flat 23	Partner Manager – Grigoryan Sargis	

Charter of “A B Business Chamber” Union of Legal Entities

<p>“Britania Coating & Chemical” PLC, RA, Yerevan, Futchiki str. 27/11</p>	<p>Director – Arabion Der-Haroutyunyan</p>	
<p>“Top Table” LLC, RA, Norq-marash, 5th str., house n. 27</p>	<p>Director – Charles Mathew Marsaff</p>	
<p>“Resolution” Insurance Broker LLC, RA, Yerevan, Norqi Ayginer, 274</p>	<p>Chief Executive – Ani Matevosyan</p>	
<p>“Ingo Armenia” Insurance LLC, RA, Yerevan, Tpagritchneri str. 8, 0010</p>	<p>Chief Executive – Levon Altounyan</p>	
<p>“Tower International Consultant” LLC, Yerevan, Norq-Marash, 9th str., house n.108</p>	<p>Director – Alan-Vahe Qouttchukyan</p>	