

Minsk City Executive Committee

New version

Central Department of Justice

STATE REGISTRATION

Registration number 191200468

Date: May 04, 2015

Signature: (signed) E.A.Kuznetsova

Approved by the General meeting of  
members of the Association of European  
Business

Minutes No. 1 dated April 14, 2015

## ARTICLES OF ASSOCIATION

OF

## ASSOCIATION OF EUROPEAN BUSINESS

Minsk, 2015



## **1. General Provisions**

### **1.1. Name**

Full name in the Russian language: *Ассоциация Европейского Бизнеса*

Abbreviated name in the Russian language: *Ассоциация Европейского Бизнеса*

Full name in the Belarusian language: *Асацыяцыя Еўрапейскага Бізнесу*

Abbreviated name in the Belarusian language: *Асацыяцыя Еўрапейскага Бізнесу*

Full name in the English language: *Association of European Business*

### **1.2. Control of activities of the Association**

When carrying out its activities the Association shall comply with the law in effect of the Republic of Belarus and these Articles of Association (hereinafter referred to as "the Articles of Association").

### **1.3. Legal Form and Legal Status of the Association**

1.3.1. The Association is a legal entity established as an association of Belarusian and foreign legal entities which activities related to the Republic of Belarus, European Union, European Free Trade Association or Eurasian Economic Union in order to coordinate their activity, represent and protect common interests.

1.3.2. The Association is established for an indefinite period of time.

1.3.3. The Association owns solitary property, is solely liable for its obligations. The Association may purchase and exercise proprietary and personal non-proprietary rights in its own name, fulfill obligations, be a plaintiff and defendant in court.

1.3.4. The Association is entitled to open bank accounts in BYN and other currencies. The Association has seals, own letterhead and emblem.

1.3.5. The Association is entitled to open branches and representative offices.

1.3.6. The members of the Association possess their autonomy and the rights of a legal entity.

1.3.7. The Association is not liable for the obligations of its members. The members of the Association are subsidiary liable for the obligations of the Association in amount of the first membership fee paid by them.

1.3.8. If the Association is charged with carrying out business activity by decision of the members, the Association shall be transformed to economic entity or partnership in the procedure prescribed by the legislation of the Republic of Belarus or may be engaged in business activity only by establishing commercial companies and (or) participating in them.

### **1.4. Location of the Association**

7, Kozlov Lane, suite 536, 220037, Minsk

### **1.5. Management Bodies of the Association**

The management bodies of the Association are:

(a) General Meeting of Common and Honorary Members (hereinafter referred to as "the General Meeting") - a supreme management body of the Association;

(b) Supervisory Board of the Association (hereinafter referred to as "the Supervisory Board") - a permanent supervisory management body of the Association;



(c) Chairman of the Association (hereinafter referred to as "the Chairman") - sole executive body of the Association.

## **1.6. Working Language**

Working languages of the Association shall be the Russian, Belarusian and English languages.

## **1.7. Financial year**

Financial year of the Association starts on January 1 and ends on December 31.

## **1.8. Code of conduct**

The Association and its members shall be obliged to maintain generally accepted business principles and those of corporate conduct. The Association shall not take up a position or take any actions conflicting with business interests of the Republic of Belarus, countries of the European Union, European Free Trade Association and Eurasian Economic Union.

Association is a politically neutral institution.

## **2. Mission, objectives and subject of the Association**

### **2.1. Mission of the Association**

To enhance competitiveness of Belarus in the international market by development of cooperation of the European and national business.

### **2.2 Objectives of the Association:**

- a) To create an integrated platform for mutually profitable partnership of the European and Belarusian industry leaders with the view of sustainable economic development of Belarus;
- b) To improve business climate in Belarus by establishing a dialogue between the European, Belarusian companies and governmental authorities;
- c) To promote sustainable growth of Belarus at the national and regional levels;
- d) To provide informational and analytical and expert support to the European companies in Belarus and Belarusian companies in Europe with the view of mutually beneficial development;
- e) To familiarize the European business in Belarus with national traditions, culture and values;
- f) To introduce corporate social responsibility in business community in Belarus;
- g) To promote creation and establishment of communities of the recent graduates and businessmen aimed at development of cooperation between Europe and Belarus;
- h) To act as a "single point of contact" for the representatives of the European companies while entering to the Belarusian market and for the representatives of the national companies while entering to the European market

### **2.3. Activity of the Association**

The subject of the Association shall be cooperation and integration of the Belarusian and European Business in Belarus and promotion of development and improvement of relations between the members of the Association aimed at strengthening and expansion of business considering the principles of legality, equality, good faith and reasonableness, openness and transparency.

## **3. Membership in the Association**

### **3.1. Membership categories**



The Association provides for the following types of membership:

- a) Common members of the Association (hereinafter referred to as «the Common members»);
- b) Honorary members of the Association (hereinafter referred to as «the Honorary members»)

The Common and Honorary Members shall be collectively referred to as «the Members».

The Supervisory Board of the Association may introduce additional categories of membership and set the amount of membership fees relevant to such categories

### 3.1.1. Common Members

The common members may be:

(a) Legal entities of any legal form, as well as associations of legal entities (hereinafter referred to as «the Legal entities») registered in the countries of the European Union, European Free Trade Association or Eurasian Economic Union, the business activity of which is related to the Republic of Belarus or scheduled;

(b) The legal entities not registered in the countries of the European Union, European Free Trade Association or Eurasian Economic Union, including those registered in the Republic of Belarus:

- be managed by the legal entity registered in the country of the European Union, European Free Trade Association or Eurasian Economic Union or by a natural person – a citizen of the country of the European Union, European Free Trade Association or Eurasian Economic Union; or

- one of the founders and (or) participants of which is a legal entity registered in a country of the European Union, European Free Trade Association or Eurasian Economic Union or a natural person – a citizen of the country of the European Union, European Free Trade Association or Eurasian Economic Union; or

- having any other relation with the countries of the European Union, European Free Trade Association or Eurasian Economic Union.

The branches and (or) representative offices registered in the territory of the Republic of Belarus (hereinafter referred to as «the Representative office») shall be entitled to act on behalf of the member of the Association being the legal entities.

### 3.1.2. Honorary members.

Any legal entities and representative offices corresponding to the characteristics of the Common members and willing to give additional support to the Association and which have paid a honorary membership fee in amount fixed by the Supervisory Board may be nominated to be the Honorary members.

## 3.2. Conditions of Admission to the Association's Members

3.2.1. The General meeting shall make a decision on admission to membership against a written application of the nominee.

3.2.2. The Association shall not be obliged to provide the membership.

3.2.3. The membership shall commence upon receiving a notice by the nominee stating the admission to the membership and paying a membership fee by it.

3.2.4. The admission of a new member may be conditioned by its subsidiary liability for obligations of the Association arisen prior to its admission by decision of the General meeting.

## 3.3. Rights and Responsibilities the Association's members



### 3.3.1. Rights of the members of the Association

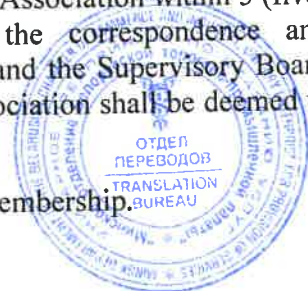
Each member of the Association shall have the rights pursuant to the Law of the Republic of Belarus and the present Articles of Association, namely to:

- a) employ services of the Association without charge;
- b) participate and vote at the General Meeting. However, members of the Association shall be incapacitated from voting for a period of membership fees in arrears;
- c) put nominees to the members of the Supervisory Board. The Honorary members possess the preemptive rights to put nominees to the Supervisory Board pursuant to the terms and procedures stipulated for by the present Articles of Association;
- d) be elected as a Auditor;
- e) obtain information of the Association's business and that of its management bodies pursuant to the procedure stipulated for by the present Articles of Association and (or) in-house regulations of the Association;
- f) submit to the Association proposals on the issues related to its business;
- e) withdraw membership in the Association after the end of the financial year at its own discretion.

### 3.3.2. Responsibilities of the members of the Association

The members of the Association shall be obliged to:

- a) comply with the provisions of the Articles of Association, local regulations of the Association;
- b) timely pay membership fees pursuant to the terms and in amount stipulated for by the present Articles of Association or by the decision of the authorized management bodies of the Association;
- c) fulfill the decisions of the management bodies of the Association made in accordance with the Articles of Association;
- d) take active part in the activity of the Association, promote in achieving the goals of the Association and enhancement of authority;
- e) avoid actions discrediting business reputation of the Association, contribute to rise of the authority of the Association in every way;
- f) keep confidentiality of information obtained in the course of activity of the Association, at the Association's events, while interacting with the members of the Association and (or) in relation to participation in the Association, which is confidential in accordance with the legislation of the Republic of Belarus or directly mentioned as confidential by any member of the Association or management body of the Association (member of the management body of the Association) by any means;
- g) render assistance to other members of the Association in every way;
- h) comply with the principle of corporate solidarity with the members of the Association;
- i) notify the Association of changing its legal and business address, bank details, telephones and other contact information stated in application on admission to the members of the Association within 5 (five) business days from changing such information. Failure to notify, the correspondence and communication, including notices of the meetings of the General meeting and the Supervisory Board sent or delivered using the last known data stated by the member of the Association shall be deemed to be duly sent or delivered.
- j) repay arrears of the membership fees in full prior to the withdrawal from membership.



Each member shall discharge the responsibilities set force by the Law of the Republic of Belarus and set out herein.

Besides membership fees provided for hereby, members are not obliged to pay any other fees or contribute any property to the Association.

### **3.4 Termination of Membership in the Association**

#### **3.4.1. Voluntary termination of membership**

The member of the Association shall be entitled to withdraw from the Association at the end of the financial year by written application sent to the Association. The withdrawal of the member from the Association shall be possible only after the end of the financial year in which such notice is received by the Association. The notice shall be deemed to be delivered by the Association if it is served against signature or delivered by registered mail in the name of the Chairman of the Association and (or) Chairman of the general meeting of Association and (or) chairman of the Supervisory Board of the Association. If necessary such member of the Association shall be obliged to render assistance to the Association in legal arrangements of its withdrawal from the Association.

#### **3.4.2. Exclusion from the Association**

Any member of the Association may be excluded from the Association by decision of the General meeting of Association made by a simple majority of votes under the following grounds:

- a) liquidation of the legal entity – member of the Association;
- b) non-payment of the membership fee in the fixed terms;
- c) non-fulfillment of liabilities against the Association;
- d) non-compliance with the provisions of the present Articles of Association or Association's regulations binding for the members of the Association.

#### **3.4.3. Consequences of membership termination**

Any member of the Association who voluntary ceases its membership or excluded from the Association shall not be entitled to obtain any share in the Association's assets, reimbursement of membership fees paid or any other compensation. Such member of the Association shall be subsidiary liable under obligations of the Association in amount of the first membership fee paid within 2 (two) days from the termination of their membership in Association if such liabilities are arisen during the membership in the Association.

## **4. General Meeting**

The General Meeting is a supreme management body of the Association.

The General Meeting shall be convoked at least once (1) a year.

### **4.1 The terms of reference of the General Meeting**

4.1.1 The exclusive terms of reference of the General Meeting shall cover the following issues:

- (a) approval of the development strategy of the Association;
- (b) making amendments and alterations to the Articles of Association of Association as well as adoption of new version of the Articles of Association of Association;
- (c) admission to the membership of the Association and exclusion from the membership of the Association;



(d) election of the Chairman and early termination of his/her duties, specifying of the contract terms with the Chairman, when the Supervisory Board is not set or do not perform its duties;

e) formation of the Supervisory Board, election of the members of the Supervisory Board and appointment of the Auditor as well as early termination of their authorities;

f) approval of the annual report of the Association;

g) approval of the annual plan and budget of the Association;

h) reorganization and liquidation of the Association.

4.1.2. Apart from issues listed in par. 4.1.1 of the present Articles of Association, if necessary, the General meeting as a supreme management body of the Association, shall be entitled to consider any issues, including those attributed to exclusive terms of reference of other management bodies.

4.1.3. Except for issued stated in the second paragraph of the present item, decisions shall be taken by a simple majority of members presented at the general meeting, unless otherwise provided for by law of the Republic of Belarus. The decision shall be deemed rejected in case of an equality of votes.

Decision on issues specified in Clauses (b) and h) par. 4.1.1 of the present Articles of Association shall be taken by qualified majority of the  $\frac{3}{4}$  votes of all members of the Association.

#### **4.2 Making decisions by the General Meeting**

4.2.1. The General Meeting shall be convoked by the Chairman of the Association at his own discretion or by request of the persons stated in item 4.3.2 of the present Articles of Association by notifying the members by fax, phone or E-mail according to item 3.3.2. i) of the present Articles of Association. Such notice specifying the place of holding the meeting, time and agenda should be communicated within at least 5 (five) business days prior to the date of the meeting.

4.2.2 A regular General Meeting shall be convoked within the first six (6) months of each financial year. The General meeting shall elect the chairman and the secretary of the General meeting at the regular meeting. They shall act in their capacity within the year up to the next regular meeting of the General meeting. If the chairman and (or) secretary of the General meeting elected at the regular General meeting are not able to present at any General meeting, the General meeting shall elect the chairman and (or) secretary from its members presented at such General meeting for holding such meeting.

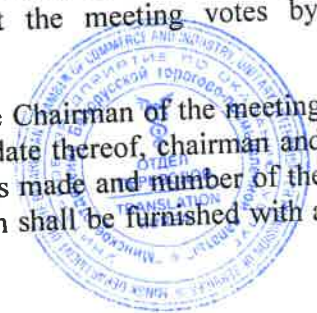
4.2.3. The Extraordinary General Meeting shall be convoked by written request of at least 20 (twenty) members or by decision of the Supervisory Board or upon demand of the Auditor not later than 10 (ten) business days from receipt of such request (decision) by the Chairman of the Association.

4.2.4. The Common and Honorary members of the Association shall participate in the General meetings with voting power. Each member of the Association has 1 (one) vote.

4.2.5. The General Meeting shall be entitled to make decisions provided that the members possessing not less than 50 (fifty) percents of votes participate in person or under a power of attorney. The members of the Association (their proxies) shall be able to participate in the General meeting by telecommunication means enabling to identify the person presented at the meeting.

4.2.6. If necessary, the General meeting shall be convened in absentee form (when opinion of persons having the right to participate in this General meeting on issues of agenda put to a vote are taken by a written poll) or in the mixed form (when the members presented at the meeting votes by telecommunication means and some of them – by a written poll).

4.2.7 A minutes of the General Meeting shall be drawn up and signed by the Chairman of the meeting and the secretary of the meeting. Such minutes should specify a place and date thereof, chairman and secretary of the meeting, number of votes of the members, agenda, decisions made and number of the votes (the pros and cons) for each decision. Each member of the Association shall be furnished with a copy of the minutes within 1 (one) months following the meeting.



## 5. Supervisory Board

The Supervisory Board is a permanent supervisory body of the Association.

The General meeting shall be entitled to take decisions on all issues attributed to terms of reference of the Supervisory Board and exercise all functions of the Supervisory Board stipulated for by the present Articles of Association up to the formation of the Supervisory Board.

### 5.1. Composition and Procedure of Election of the Supervisory Board

5.1.1. The Supervisory Board should consist of at least 3 (three), but not more than 5 (five) representatives of the Common members and (or) Honorary members of the Association. The Honorary members of the Association have preemptive right to put up its nominees to the Supervisory Board of the Association: first of all a vote is holding in relation to the nominees put up by the Honorary members of the Association at election of the members of the Supervisory Board.

5.1.2. The Supervisory Board shall be elected for a period fixed by the General meeting.

5.1.3. The number of members of the Supervisory Board for each period of activity of the Supervisory Board shall be fixed by the General meeting.

5.1.4. Election of the representatives of members to the Supervisory Board shall be made at the General meeting of Association by voting hold in person, absentee or mixed form in the manner specified by the present Articles of Association or the General meeting of Association.

5.1.5. The member of the Supervisory Board representing the member of the Association which terminates its membership in the Association ceases the fulfillment of its duties in the Supervisory Board from termination of membership of the member represented by it in the Association.

5.1.6. If a position of a member of the Supervisory Board becomes vacant, the Chairman of the Association or the Chairman of the Supervisory Board shall convene the extraordinary general meeting to elect the member of the Supervisory Board in the manner stipulated for by the present Articles of the Association.

5.1.7. The representative of the delegation of the European Commission in Belarus shall be a member of the Supervisory Board without vote.

5.1.8. The Chairman of the Association shall not be a member of the Supervisory Board.

### 5.2. Terms of reference of the Supervisory Board

5.2.1. The terms of reference of the Supervisory Board shall cover:

- a) submission of recommendations and proposals to the General meeting on all issues of the Association's activity;
- b) election of the Chairman of the Association and the Auditor;
- c) determination of additional categories of membership in Association;
- d) determination of the amount of the membership fees and order of payment;
- e) terms, conditions and order of payment of membership in increased and reduced amount;
- f) adoption of in-house regulations of the Supervisory Board, including those on adoption of all or several decisions of the Supervisory Board;
- g) solving of other issued attributed to the consideration of the Supervisory Board by the General Meeting or Chairman of the Association.





5.2.2. The decisions of the Supervisory Board shall be taken by a simple majority presented at the meeting. Each member of the Supervisory Board, except for a member of the Supervisory Board representing the Honorary member of the Association, has 1 (one) vote. The member of the Supervisory Board representing the Honorary member of the Association has 2 (two) votes. The decision shall be deemed rejected in case of an equality of votes.

5.2.3 The members of the Supervisory Board shall not receive any reimbursement. However, they shall be paid for expenses incurred by performance of work in the interests of the Association in the manner, in terms and amount fixed by the Chairman of the Association.

### **5.3. Meetings of the Supervisory Board**

5.3.1. The Supervisory Board shall elect the chairman from its members by a simple majority. The Chairman shall perform his/her duties within the term of the authorities of the members of the Supervisory Board elected it.

5.3.2. The Chairman of the Supervisory Board shall arrange the work of the Supervisory Board, convene the meetings of the Supervisory Board and preside over them, as well as provide minutes keeping of the meetings of the Supervisory Board.

5.3.3. The meetings of the Supervisory Board shall be held at least once a year or often by written request at least 20 (twenty) percents of the members of the Association or by decision of the Chairman of the Association or Auditor.

5.3.4. The meetings of the Supervisory Board shall be entitled to take decisions if the members of the Supervisory Board possessing at least 50 (fifty) percents of votes present in person or in proxy. The members of the Supervisory Board shall be entitled to participate at the meeting of the Supervisory Board by telecommunication means enabling identifying a person participating in the meeting. Such participation shall be deemed to be participation at the meeting in person.

5.3.5. The meeting of the Supervisory Board shall be held in absentee or mixed forms if necessary.

5.3.6. The minutes of the meetings of the Supervisory Board shall be drawn up and signed by the Chairman of the Supervisory Board. Such minutes should specify a place and date thereof, chairman of the Supervisory Board, membership of the Supervisory Board presented at the meeting, number of their votes, agenda, decisions made and number of the votes (the pros and cons) for each decision. Each member of the Supervisory Board and each member of the Association shall be furnished with a copy of the minutes within 1 (one) months following the meeting.

5.3.7. The Supervisory Board shall be entitled to determine the procedure of its meetings.

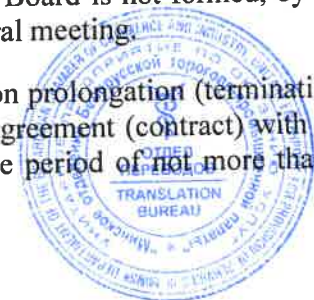
### **6. Chairman of the Association**

6.1. The Chairman shall manage the Association's activity with due account of the decisions made by the General Meeting and Supervisory Board of the Association. The Chairman shall act on behalf of the Association under the power of attorney.

6.2. The Chairman shall be elected by the Supervisory Board or, if the Supervisory Board is not formed, by the General meeting for the period fixed by the competent management body of the Association and shall be reelected for a new term for unlimited times.

6.3. The Chairman shall act on the ground of a labour agreement (contract) signed by the Chairman of the Supervisory Board on behalf of the Association or, if the Supervisory Board is not formed, by the representative of the Association's member authorized thereof by the General meeting.

6.4. If the terms of powers of the Chairman has expired and the decision on prolongation (termination) of the authorities of the Chairman has not been timely made, the labour agreement (contract) with the Chairman which authorities have been expired, shall be prolonged for the period of not more than 6 months with his/her consent.



6.5. The Chairman shall be entitled to make decisions on all issues not attributed to the exclusive terms of reference of the General meeting and the Supervisory Board.

Terms of reference of the Chairman shall include in particular as follows:

- (a) development and implementation of the Association's strategy based on the approval of the General Meeting;
- (b) supervision of the activity of the committees and working groups of the Association;
- (c) preparation of annual report of the Association;
- (d) preparation of annual plan and budget of the Association;
- (e) submission of proposals to the General Meeting concerning membership fees and a procedure of payment thereof;
- (f) hiring of employees of the Association and determination of their job responsibilities, appointment of a Deputy (Deputies) of the Chairman, signing of labour contracts with them;
- (g) participation in the General Meeting and in the meeting of the Supervisory Board without a vote;
- h) making decision on membership of the Association in other organizations;
- i) conclusion of civil contracts;
- j) issue of power of attorneys;
- k) opening of settlement, currency and other accounts in the banks;
- l) representation of Association in any governmental and local authorities, any legal and natural persons, in any organizations, institutions and public associations;
- m) issue of orders and instructions;
- n) determination of principles of formation and use of property and assets of the Association to the extent not stipulated for by the present Articles of Association;
- o) establishment of representative offices and branches of the Association.

6.6. The Deputy of the Chairman shall take up rights and obligations of the Chairman, if the latter is not able to act in the position stated for one reason or another.

## **7. Auditor**

7.1. The Auditor shall be elected by the Supervisory Board or, if the Supervisory Board is not formed, by the General meeting for the period fixed by the competent management body of the Association. The Chairman of the Association and the members of the Supervisory Board shall not be allowed to perform the duties of the Auditor. The Auditor shall not be the member of the Supervisory Board.

7.2. The Auditor shall control over the financial activity of the Association and be annually accountable to the General meeting. The Auditor shall present a report to the General meeting not later than 1 (one) month prior to convening the annual regular General meeting.

## **8. Order of property formation of the Association**

### **8.1. Sources of property formation**

The sources of property formation of the Association shall be:

- a) registration and membership fees



b) special-purpose contribution

c) charitable contribution, donation and sponsor support of legal entities and individual entrepreneurs, including foreign ones;

d) earnings from use of the Association's property to the extent not prohibited by the legislation of the Republic of Belarus and the present Articles of Association;

e) income from lectures, seminars and other events to the extent not prohibited by the legislation of the Republic of Belarus;

f) other sources not prohibited by the legislation of the Republic of Belarus.

The members of the Association shall have no proprietary rights for the Association's property.

## **8.2. Fees**

### **8.2.1 Registration fees**

The registration fee shall be fixed for all and several categories of members by decision of the Supervisory Board or, if the Supervisory Board is not formed, by the General meeting. The amount of such fee and its payment as well as the categories of members for which the registration fee is fixed, shall be specified in the appropriate decision of the Supervisory Board and General meeting.

The registration fees paid shall not be taken back in case of withdrawal (exclusion) from the Association.

### **8.2.2 Membership fees**

All members of the Association shall pay membership fees annually in amount based on their category of membership. The amount of membership fee for each category of members shall be set by the decision of the Supervisory Board or, if the Supervisory Board is not formed, by the General meeting.

The membership fees paid shall not be taken back in case of withdrawal (exclusion) from the Association.

### **8.2.3. Special-purpose contribution**

Apart from the obligatory contributions each member of the Association shall have the right to make special-purpose contribution to the Association on its own discretion, including for the Association's infrastructure support, provision of events held or carrying out other types of activity in accordance with the statutory objectives of the Association.

## **9. Dissolution of the Association**

9.1. The Association may be dissolved on the following grounds:

a) by a decision made by the General Meeting;

b) by a court judgment in cases set forth by the legislation of the Republic of Belarus;

c) in other cases set forth by the legislation of the Republic of Belarus

9.2. Any property remained after satisfaction of the creditors' claims during the dissolution shall be used for the purposes for which the Association has been established, and/or for charity purposes by decision of the General meeting or a body made decision on dissolution.

## **10. Notices**

Except as otherwise provided in the present Articles of Association in relation to certain notices, a notice shall be duly delivered if it is received within the terms fixed by the present Articles of Association, legislation, local regulations of the Association or decision of the competent management



