

Articles of Association of the Joint Chamber of Commerce Switzerland-Russia/CIS

I. Name, Principal Office and Duration

- (1) Under the name **Joint Chambers of Commerce Switzerland-Russia/CIS** (hereafter JCC or the chamber) an association having legal status with its seat in Zurich is formed pursuant to Art. 60 et seq. of the Swiss Civil Code.
- (2) The seat and the place of jurisdiction are located at the place of the management office.
- (3) The duration of the association is unlimited.
- (4) To the extent that these articles do not provide otherwise, the Swiss Civil Code shall apply to the legal situation of the association.

II. Purpose

- (1) The purpose of the Chamber is to promote trade and commercial relations between Switzerland and the Commonwealth of Independent States (hereinafter CIS), according to the principles of reciprocity (according to the list in appendix 1).
- (2) To achieve this goal, the Chamber maintains contact with the Swiss and corresponding foreign governmental authorities, industrial associations, enterprises and business persons of various branches.
- (3) In the event of disputes, it may act as a mediator. It may provide information on all aspects of Swiss and corresponding business relations and opinions on the subject of commercial and economic policy. The Chamber may publish a bulletin and other publications that appear regularly.
- (4) The chamber may establish regional offices.
- (5) The chamber may refuse services to non-members. As far as the Chamber offers its services to non-members these will be charged fees; the fee levels are determined and authorised by the board.
- (6) The chamber avoids all commercial transactions. It does not deal with political issues.

III. Funds, Assets, Liabilities and Business Year

- (1) The chamber's revenues consist of:
 - a. Membership fees;
 - b. Income from publications and meetings;
 - c. Remunerations for special services for members;
 - d. Fees for services to n-members;
 - e. Other contributions and revenues.
- (2) The assets of the association belong to the association as such and are managed by the board. No member has any claim to a part thereof.
- (3) In case of dissolution of the association, the assets existing after the payment of obligations and not subject to attribution to a specific purpose will go to a charitable or cultural institution situated in Switzerland to be determined by the general assembly.
- (4) The association is liable for the association's debts only with its own assets. Any personal liability of a particular member is excluded.
- (5) The chamber's business year shall be the calendar year.

IV. Membership

- (1) Members of the chamber can be individuals and legal entities, including organizations according to private and public law, involved or interested in bilateral economic relations.
- (2) Persons who have provided exceptional contributions to trade relations between Switzerland and the CIS or to the chamber may be appointed honorary members by the General Assembly.
- (3) Membership begins with the admission process. Whoever intends to become a member of the chamber has to submit a written request. The presidential committee of the board decides on such requests. No one is entitled to admission. A request may be rejected without substantiation.
- (4) Membership ends with death, dissolution of a company, bankruptcy, resignation or exclusion.
- (5) A resignation is valid only if it is made at the latest three months before the end of a business year. Nevertheless, the resignation does not release a member from the obligation to pay membership fees that have already come due, and those for the current business year.

- (6) In the event that a member seriously violates his or her obligations pursuant to Article V. Para. (4) or Article VI, the Board may decide to exclude such a member from the organization. The decision must be made by at least two thirds of the board members. The Board's decision is final without being substantiated.

V. Rights and Obligations of the Members

- (1) Each member has one vote in the General assembly. Legal entities cast their votes through a representative.
- (2) The members are entitled to avail themselves of the chamber's consulting services and support in any field of bilateral economic relations.
- (3) If a member requires very detailed or time-consuming services (expert opinions or support in negotiations etc.) the chamber may charge fees and expenses.
- (4) The members shall support the chamber to achieve its goals and execute its tasks. They are obligated to adhere to the articles of associations and to respect the decisions of the Chamber's organs.

VI. Membership Fees

- (1) An annual membership fee shall be paid by members. This shall be proposed by the board to the general assembly and approved by the latter.
- (2) Membership fees fall due on demand for payment and shall be paid within one month.

VII. General Assembly

- (1) The general assembly of members is the supreme body of the JCC.
- (2) The regular general assembly shall take place no later than six months before the end of the business year. Its powers are in particular:
 - a) Approval of the annual report, annual financial statements and the budget;
 - b) Discharge of the board;
 - c) Election of board members;
 - d) Election of 2 auditors or 1 audit company;
 - e) Nomination of honorary members;

- f) Making decisions on all topics referred to the general assembly by rights, reserved by the articles of association or transferred by the board;
 - g) Discussion of written motions submitted by members to the president at least three weeks before the assembly. Motions on topics that are not included in the agenda that is presented during the assembly can only be addressed with the approval of all present board members.
- (3) An extraordinary general assembly may be convened at any time if necessary. It must be convened if one-fifth of all members submit a written and substantiated request. Extraordinary General Assemblies must take place within two months after receipt of the request.
 - (4) General assemblies are convened by the board. The date shall be published four weeks prior to the assembly. The invitation to general assemblies is in the form of a letter or email. The invitation must include the general assembly agenda.
 - (5) The president or a deputy assumes the chair of the general assembly.
 - (6) Every general assembly should have a quorum to make decisions that are on the agenda.
 - (7) Decisions are approved by a majority of votes unless the articles of association determine different quora. In the event of a tied vote, the chairperson has the casting vote.
 - (8) The general assembly may decide to take a secret vote.
 - (9) Every member has the right to be represented by another member on the basis of a written proxy. No member may represent more than one other member.

VIII. Board: Election, Personnel, Representation

- (1) The board manages and oversees the chamber and acts on its behalf.
- (2) The board consists of at least three members elected by the general assembly. They act on an honorary basis. Any chamber member, representative or honorary member can be elected as a board member.
- (3) The term of office is three years; board members may be re-elected. The board members make their position available when they resign.
- (4) In the event that a member gives up his function during his term of office, the board may co-opt another person to the board, but must submit such co-optation for approval at the next general assembly.

- (5) Every board member may represent no more than one other absent member.

IX. Board: Organisation and Functions

- (1) The board appoints a president and no less than one vice-president from among its members.
- (2) The board has the following functions and competences:
- a) Making of decisions on all chamber matters that are not explicitly transferred to the general assembly, presidential committee, management, or another organ;
 - b) Execution of the chamber's decisions;
 - c) Representation of the chamber on its behalf;
 - d) Convocation and preparation of the general assembly;
 - e) Organisation of chamber operations as provided by the articles of associations unless these functions are delegated to the presidential committee or the management;
 - f) Nomination of management;
 - g) Elaboration and approval of all regulations required for the chamber's operation;
 - h) Regulation of fees and honoraria;
 - i) Exclusion of members according to Art. IV. Para. (6) of the articles of association;
 - j) Appointment of the necessary committees and determination of their functions.
- (3) The meetings of the board are called by the president. He must call a meeting if requested by one-third of all board members. The board does not require a particular quorum in order to make a decision.
- (4) The board meeting is chaired by the president or a vice-president or another member of the board. The chairperson has the right to vote and, in the event of a tied vote, to make the casting vote.
- (5) The board can also make valid decisions by written correspondence. Each member is entitled to convene a discussion of that issue at a board meeting.
- (6) The board may decide to compensate certain members for their services.

X. Presidential Committee

- (1) The board elects an executive committee to manage ongoing and urgent matters that consists of the same number of members as CIS states.
- (2) The presidential committee is headed by the board president and has the following functions:

- a) Decision about the admission of chamber members;
- b) Execution of ongoing and urgent matters that are not delegated to another organ or that are explicitly delegated by the board to the presidential committee;
- c) Convocation and preparation of board meetings;
- d) Instructing management and supervising its operations;
- e) Coordination of chamber's operations with institutions that promote trade and business relation with the CIS;
- f) Approval of contracts;
- g) Implementation of other operations delegated to the presidential committee;
- h) Determining signatory power of management;
- i) Creation of sections in the French or Italian-speaking part of Switzerland.

XI. Special Advisors

- (1) If required the presidential committee may appoint special advisors to represent the chamber's interests in Switzerland and the CIS.

XIII. Revision of the Articles of Association and Liquidation

- (1) A decision to change the articles of association or liquidate the association requires a vote by two thirds of the total number of chamber members at the general assembly.

Zurich, Switzerland, April 14, 2015

President



M. Pawlicek

Minutes



D. Sallis

Appendix 1

List of countries in the JCC:

- Russia
- Ukraine
- Belarus
- Moldova
- Kazakhstan
- Kyrgyzstan
- Tadjikistan
- Turkmenistan
- Uzbekistan
- Armenia
- Azerbaijan
- Georgia