



UNION
THE GEORGIAN NATIONAL COMMITTEE OF THE INTERNATIONAL CHAMBER OF
COMMERCE (ICC)

The Charter

Tbilisi
2014

Union, The Georgian National Committee of the International Chamber of Commerce (ICC)

The Charter

1. GENERAL PROVISIONS

Preamble

Considering the importance to Georgia of promoting the open market system, fostering international trade and investment and encouraging self-regulation by international business;

Considering that these objectives are those espoused by the International Chamber of Commerce, the world business organization ("ICC");

Considering the wish of Georgia's business community to play an active role in the formulation of policies affecting the transaction of international business;

Considering that ICC, through its expert commissions and through its World Council, is the only organization to speak on behalf of all sectors of international business, throughout the world;

Considering that the founders of this Union include most of the active private business entities in Georgia;

Considering that participation of Georgia's business community in ICC will contribute substantially to the expansion, modernization and enhancement of Georgia's business environment;

The parties therefore agree as Founding Members to hereby establish, pursuant to the Civil Code of Georgia, the Georgian National Committee of the International Chamber of Commerce.

- 1.1 Union "The Georgian National Committee of the International Chamber of Commerce (ICC Georgia)" (hereafter referred to as "**the Union**") is a voluntary association of persons united by common business interests.
- 1.2 The Union operates based on the rules set by the Constitution of Georgia, international agreements, Georgian legislation, international legal norms and its own Charter.
- 1.3 The Union is a non-entrepreneurial legal entity that has separate property, a bank account, a stamp and symbols.
- 1.4 As the goals of the Union require, it operates in the territory of Georgia, as well as abroad.
- 1.5 The Union is only responsible for its obligations. The State and its institutions are not responsible for the obligations of the Union, nor is the Union responsible for the obligations of the State.
- 1.6 Members of the Union are not responsible for the obligations of the Union and the Union is not responsible for the obligations of its Members.
- 1.7 The name of the Union is:
In Georgian: კავშირი "საერთაშორისო სავაჭრო პალატის ეროვნული კომიტეტი საქართველოში", შემოკლებით "აი-სი-სი საქართველო".
In English: "The Georgian National Committee of the International Chamber of Commerce (ICC Georgia)", abbreviation "ICC Georgia"
- 1.8 The working languages of the Union are Georgian and English.
- 1.9 The legal address of the Union is: **13 Rustaveli Ave., Tbilisi, Georgia.**
- 1.10 ***The email address of the Union is info@icc.ge***

2. GOALS, OBJECTIVES AND COMMITMENTS OF THE UNION

The goals and objectives of the Union are to:

- 2.1 protect and foster the interests of its members ("**Members**"), protect business interests in Georgia, promote international trade, services and investment and eliminate obstacles and distortions to international commerce;
- 2.2 promote the market economy system based on principles of free and fair competition among business enterprises;
- 2.3 foster the economic growth of both developed and emerging economies;
- 2.4 represent Georgia's commercial, professional service and industrial enterprises in the international community;
- 2.5 co-ordinate the activities of Georgia's business community and represent its interests in dealing with both national and international organizations in matters concerning international trade;
- 2.6 foster self-regulation by business;
- 2.7 provide to the international headquarters of ICC (IHQ) a list of Members with their legal description, address and contact numbers. An updated, current list of Members will be provided to IHQ continuously;
- 2.8 designate one delegate (and if so desired, one deputy delegate) to the ICC World Council;
- 2.9 delegate representatives to the commissions and working bodies of ICC which are important to the business community in Georgia;
- 2.10 keep informed of the activities of ICC and maintain close contact and cooperation with IHQ;
- 2.11 disseminate promptly to Members information received from IHQ, including reports on commission work, correspondence, surveys and questionnaires, regular documents and ICC activity reports;
- 2.12 organize Members to formulate views on relevant issues regarding international business, and convey those views to ICC;
- 2.13 introduce to the Georgian Government and its agencies the policies advocated by ICC;
- 2.14 use all reasonable means to enhance awareness of ICC and its work in Georgia's business community, including prominently displaying the blue ICC logo and letterhead (as per the official logo which will be made available to the Union) in, and only in, all of its dealings on behalf of ICC;
- 2.15 actively promote ICC dispute resolution services in consultation with the Secretariat of the ICC International Court of Arbitration;
- 2.16 use all reasonable means to strengthen communication and connections with other national committees and Members of ICC;
- 2.17 furnish promptly IHQ with its audited annual balance sheet and financial reports;
- 2.18 nominate a candidate for election by the ICC World Council a Georgian representative to the ICC International Court of Arbitration;
- 2.19 propose qualified and available arbitrators and neutral experts when requested by the ICC International Court of Arbitration, the ICC ADR Secretariat and the ICC International Center for Expertise;
- 2.20 provide business services to Members;
- 2.21 use its best efforts to market ICC publications in Georgia, in accordance with terms set out by ICC Publishing SA;
- 2.22 remit to IHQ its annual fees; and
- 2.23 support, manage and oversee the activities of ICC Georgia Youth in order to involve youth in the activities of the Union, to mentor and educate the next generation of entrepreneurs, professionals and business leaders, and to provide youth with a platform to engage in advocacy on issues affecting them.
- 2.24 The Union and its Members will at all times adhere to the Constitution of the International Chamber of Commerce.

3. MEMBERS OF THE UNION, THEIR RIGHTS AND OBLIGATIONS

3.1 The Founders of the Union are:

- 3.1.1. The Union "**Georgian Business Confederation**" (registered by Mtatsminda-Krtsanisi district court on 25.01.2002, register #06/9-335. The extract is issued by Mtatsminda-Krtsanisi district court on 03.04.2003)

- 3.1.2. The Union “**American Chamber of Commerce in Georgia**”(registered by Mtatsminda-Krtsanisi district court on 18.01.1998, register #4/9-26. The extract is issued by Mtatsminda-Krtsanisi district court on 03.04.2003, register #4/9-26)
 - 3.1.3. The Union “**European Chamber of Commerce in Georgia**” (registered by Vake-Saburtalo district court on 01.12.1998, register #5/9-68. The extract is issued by Vake-Saburtalo district court on 31.03.2003, register #5/9-68)
 - 3.1.4. The Union “**Georgian Union of Taxpayers Rights Protection**” (registered by Mtatsminda-Krtsanisi district court on 21.08.1998, register #4/9-20. The extract is issued by Mtatsminda-Krtsanisi district court on 03.04.2003, register #4/9-20)
 - 3.1.5. The Union “**Employers Association of Georgia**” (registered by Mtatsminda-Krtsanisi district court on 01.12.2000, register #06/9-205. The extract is issued by Mtatsminda-Krtsanisi district court on 03.04.2003, register #06/9-205)
 - 3.1.6. The legal entity of the public law the “**Georgian Chamber of Commerce and Industry**” (the charter approved at the general meeting of the Georgian Chamber of Commerce on 12.11.2002)
- 3.2 A Member of the Union may be any entity including legal entities of private or public law, physical persons, state bodies, Georgian and foreign companies, corporations or any kind of non-entrepreneurial entities, which are involved in international business or relevant activities and carry out all or part of their operations in Georgia. A Member of the Youth may be any individual age 20 to 26.
 - 3.3 An entity wishing to join the Union must apply in writing to the Union’s board (the “**Board**”) using a form set and revised, from time to time, by the Board. The Board must decide on the applicant’s membership within no more than one year upon receipt of the application.
 - 3.4 Membership may be suspended by the decision of the Union’s Board for:
 - a) failure to pay Membership fees for two consecutive years; or
 - b) serious failure to fulfill the Members' obligations as set out in the Union’s Charter.
 - c) a Youth member does not pay their Membership fees for 6 months.
 - 3.5 The rights and obligations set out in the present Charter do not apply to those Members whose Membership in the Union has been suspended.
 - 3.6 Authority of a Member is suspended until the nearest General Assembly, where the decision on exclusion or restoration of membership must be taken by two thirds of present Members.
 - 3.7 The financial settlement between the excluded Member and the Union shall be carried out within thirty days after the date of the decision of exclusion.
 - 3.8 A Member must announce in writing to the Chairman its/his/her intention to resign from the Union, at least two months before the end of the calendar year. The membership then ends on the last day of the year.
 - 3.9 A Member of the Union has the following rights:
 - a) to take part in the work of the Union’s General Assembly;
 - b) to elect or be elected to the management or to the other bodies of the Union;
 - c) to take part in the activities of the commissions and special groups of ICC and the Union, as well as in the establishment of the annual work program of the Union;
 - d) to become acquainted with the business policy represented by ICC and the Union, to follow this policy continuously and to influence it creatively;
 - e) to receive any kind of information about the activities of the Union;
 - f) to make use of the information and services of the Secretariat of the Union;
 - g) to take advantage of the Union’s assistance in relations with third parties, including government bodies; and
 - h) to leave the Union at any time.

3.10 A Member of the Union has the following obligations:

- a) to observe the regulations defined by the present Charter of the Union and the internal rules, and to support the activities of both the Union and of ICC; and
- b) to pay the annual Membership fee before January 31 of each calendar year.

4. THE MANAGEMENT AND LEADERSHIP OF THE UNION

4.1 The Union has the following managing bodies:

- General Assembly
- Board
- Chairman of the Union
- First Vice-Chairman
- Second Vice-Chairman/Treasurer
- Third Vice-Chairman (Representing ICC Youth)
- Secretary General

5. GENERAL ASSEMBLY

5.1 The supreme body of the Union is the General Assembly, which shall be assembled at least once a year or as is appropriate for the interests of the Union.

5.2 Any Member of the Union has a right to participate in the work of the General Assembly.

5.3 The General Assembly can proceed with over half of Members attending.

5.4 Decisions at the General Assembly are taken by simple majority vote. In case of a tie vote, the decision of the Chairman will determine the outcome of the vote. A decision on Charter amendments, reorganization or self-liquidation of the Union is taken with the approval of two thirds majority of present votes. A decision to change the Union's goal, as defined by the Charter, is taken with the approval of four fifths of all Members of the Union.

5.5 Each Member of the Union has one vote.

5.6 The General Assembly is entitled to:

- a) elect and dismiss Members of the Union's Board; elect and dismiss the Chairman, the First Vice-Chairman and the Second Vice-Chairman of the Union; appoint and dismiss the Secretary General of the Union;
- b) approve the annual budget of the Union;
- c) receive regular reports from the Board;
- d) make decisions on termination or restoration of the Union's membership; and
- e) resolve all issues that according to the Charter do not fall within the competence of the Chairman, or the Board.

5.7 An extraordinary General Assembly shall be assembled:

- a) upon a decision of the Chairman;
- b) at the initiative of the Board; or
- c) upon a request from one tenth of the Union's Members, no later than in two months after presenting such request.

5.8 A written notice (*by post, fax or e-mail*) shall be sent to all Members at least two weeks before the General Assembly meeting.

6. THE BOARD

6.1 Between General Assemblies, the activities of the Union are supervised by the Board of the Union. Board meetings are headed by the Chairman of the Union or, in case of his/her absence, by, the First Vice-Chairman.

- 6.2 The Board shall consist of nine voting members (the “**Board Members**”) who shall be elected by the General Assembly for a two year term, with exception to the third vice chairman. The Youth Board of the Union will consist of nine voting members (Youth Board Members) who shall be elected by the Youth members beginning the fourth quarter of 2014, prior to fourth quarter 2014 the Youth Board Members shall be appointed by the Board of the Union. Youth board members will be elected on an annual basis.
- 6.3 The Board shall also consist of ex-officio members (an “**Ex-Officio Member**”) who shall be appointed to sit on the Board as the official representative of a partner organization and to participate in the activities and deliberations of the Board. Ex-officio Members of the Board are non-voting members.
- 6.4 If, for any reason, a Board Member is unable to complete his/her two year term, the Board shall appoint an individual to replace him/her for the remaining term, until the next General Assembly is held to elect a new Board Member.
- 6.5 A person not attending the General Assembly may be elected as a Board Member if he/she agrees in writing to become a Board Member.
- 6.6 Board meetings are called at least once per month.
- 6.7 An extraordinary Board meeting shall be assembled upon a request of the Chairman or one third of the Board Members, no later than in two weeks after presenting such request.
- 6.8 A Board meeting can proceed if over half of the Board Members are in attendance and decisions are taken unanimously.
- 6.9 The written notification and agenda of the Board meeting must be sent out to Members at least five days before the Board meeting.
- 6.10 The Board of the Union shall:
 - a) prepare for and convene the General Assembly;
 - b) decide to accept new Members or suspend a Members’ authority by open casting lots;
 - c) amend or elaborate on the Union’s internal rules;
 - d) take decisions in the form of acts, which the Members of the Union are obliged to comply with;
 - e) call extraordinary General Assembly meetings as required;
 - f) set the annual budget and working program of the Union and present them to the General Assembly for approval;
 - g) take decisions to establish branches of the Union;
 - h) report to the General Assembly on conducted activities;
 - i) create internal units within the Union and identify their functions, elect their chairs and Members, and approve staffing of these units; and
 - j) act as the Supervisory Board of ICC Georgia Youth.
- 6.11 The decisions of the Board are stated in the minutes to be signed by the Chairman and the Secretary General.

7. THE CHAIRMAN OF THE UNION

- 7.1 The Chairman of the Union is elected for a two year term by the General Assembly. At the time of his/her election the Chairman should have been actively involved in the management of a commercial company for at least two years in Georgia. Authority of the newly elected Chairman is in force right after election and continues until the election of a new Chairman. The new Chairman must be elected within three months after the resignation of the previous Chairman.
- 7.2 The Chairman of the Union individually represents the Union in relations with third persons and acts in the name of the Union.
- 7.3 The Chairman of the Union:
 - a) leads the activities of the Union in order to reach its goals and objectives as defined by the Charter;
 - b) represents the Union and speaks on its behalf;
 - c) calls the General Assembly no later than two weeks prior to the end of the year and leads the General Assembly meetings;
 - d) calls extraordinary meetings of the General Assembly as required and leads the extraordinary meetings;
 - e) signs official documents, agreements and contracts on behalf of the Union;
 - f) calls and leads Board meetings;

- g) reports to the General Assembly on activities of the Union;
- h) manages the funds and property of the Union, with the approval of the Board;
- i) opens currency and current accounts in banks in Georgia and abroad in the name of the Union; leads the activities of the Union; and
- j) fulfils decisions of the General Assembly.

8. VICE-CHAIRMEN OF THE UNION

- 8.1 The First and Second Vice-Chairmen of the Union are elected by the General Assembly. At the time of his/her election a Vice-Chairman should have been actively involved in the management of a commercial company for at least two years in Georgia.
- 8.2 The First Vice-Chairman fulfills the duties of the Chairman in case of absence of the latter. The Second Vice-Chairman fulfils the duty of the Chairman in case of absence of the First Vice-Chairman.
- 8.3 The Third Vice-Chairman is elected by ICC Georgia Youth and sits on the Union's Board as a voting Member.
- 8.4 The Vice-Chairmen co-ordinate and if necessary, supervise programs, projects and commissions set by the Board.

9. SECRETARY GENERAL

- 9.1 The Secretary General is appointed by the General Assembly.
- 9.2 The Secretary General administers the affairs of ICC Georgia and implements its policy within the framework defined by the General Assembly and the Board. The Secretary General is, in particular, responsible for the implementation of the program of action and the budget of ICC Georgia.
- 9.3 The Secretary General has authority, within the budget, to recruit and to manage the staff of ICC Georgia and its specialized divisions.
- 9.4 The Chairman of the Union may delegate such powers, as it deems necessary, to the Secretary General to perform his/her duties.
- 9.5 The Secretary General is an ex-officio Member and Secretary of the General Assembly and of the Board.
- 9.6 The Secretary General maintains close contact with other National Committees, ICC HQ and ICC Georgia Members. The Secretary General keeps a record of the admissions and deletions of the Members of ICC Georgia.
- 9.7 The Secretary General submits to the Chairman and the Board the documents necessary to enable him/her to carry out his/her tasks and the goals and objectives of the Union.
- 9.8 If, for any reason, the Secretary General can no longer fulfill his/her functions, the Chairman is authorized to take all necessary interim measures in consultation with the bodies concerned, in view to finding an urgent solution, until the next General Assembly is held to appoint a new Secretary General.

10. CONSULTATIVE BOARD

- 10.1 The Consultative Board of the Union is a consultative body comprised of high ranking diplomats, heads of international financial institutions, or any high profile individual who can bring added value to the Union.
- 10.2 The Consultative Board shall meet three to four times per year to discuss the current economic and political situation in Georgia.
- 10.3 The composition of the Consultative Board may be changed from time to time to accommodate for rotational requirements.

11. SECRETARIAT OF THE UNION

- 11.1 The Secretariat deals with organizational issues and serves the Members of the Union.
- 11.2 Detailed functions of the Secretariat are defined by the internal rules of the Union.

12. PROPERTY OF THE UNION AND RESPONSIBILITY

- 12.1 The Union may own any movable property or real estate.

12.2 The property and funds of the Union come from:

- a) membership fees;
- b) grants, donations and other purposeful contributions;
- c) revenues from entrepreneurial activities; and
- d) other revenues not prohibited by Georgian legislation.

12.3 The amount of the annual membership fee is defined by the Board.

12.4 The Union's profits obtained as a result of entrepreneurial activities are not to be distributed among Members and are to be utilized only for the achievement of the Union's goals and objectives.

12.5 If a Member leaves or is expelled from the Union, his paid membership fee shall not be subject to reimbursement. No such claims of Members shall be satisfied.

13. TERMINATION OF ACTIVITIES OF THE UNION

13.1 Termination of the activities of the Union is possible according to:

- a) a decision of the General Assembly; and
- b) rules stipulated by Georgian law and in accordance with a court decision.

13.2 The Board shall liquidate the Union, unless the court appoints another entity for this purpose.

13.3 Any of the Union's property remaining after liquidation shall be distributed according to Georgian law.