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

**The Charter**

**Tbilisi  
2008**

# 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, of fostering international trade and investment and encouraging self-regulation by international business;

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

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

and 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;

and considering that the founders of this union incorporate most of the active private business entities in Georgia;

and considering that adhesion by the Georgia's business community to ICC would contribute substantially to the expansion, modernization and enhancement of Georgia's international trade and investment;

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)" (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 on 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, nor is the Union 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)", 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.**

## 2. GOALS, OBJECTIVES AND COMMITMENTS OF THE UNION

The Union is to:

- 2.1 Protect and foster the interests of ICC Georgia members. Protect business interests in Georgia, promote international trade, services and investment and to 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 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 activities of Georgia's business community and to represent its interests in dealing with both national and international organizations in matters concerned with international trade,
- 2.6 foster self-regulation by business.
- 2.7 provide to the International Headquarters of ICC (IHQ) a list of its founding members and members with their legal description, address and contact numbers. An updated, current list of all 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 that are important to its business community.
- 2.10 keep itself informed of the activities of ICC and maintain close contact and cooperation with IHQ.
- 2.11 disseminate promptly to its members information received from IHQ, including reports on commission work, correspondence, surveys and questionnaires, regular documents and ICC activity reports.
- 2.12 organize its 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 prominent display of the blue ICC logo and letterhead (as per the official logo which will be made available to the national committee) in, and only in, all 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 of a Georgia's representative to the ICC International Court of Arbitration.
- 2.19 propose qualified and available arbitrators, 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 its 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 dues.
- 2.23 The national committee 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 Founders of the Union are:

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)
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. 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)
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)
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)
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 the international business or relevant activities and carry out all or part of their operations in Georgia.

3.3 An entity wishing to join the Union must apply to the Union’s Board in a written form with application having defined form. The Union’s Board must decide on the applicant’s membership within no more than one year upon receipt of the application.

3.4 All ICC direct members in Georgia will automatically become members of the Union once it is established.

3.5 Membership may be suspended by the decision of the Union’s Board for:

- a) failure to pay membership dues for two consecutive years
- b) serious failure to fulfill the members' obligations set out in the Union’s Charter.

3.6 The rights and obligations set in the present Charter do not apply to those members whose membership in the Union has been suspended.

3.7 Authority of a member is suspended till the nearest General Assembly, where decision on exclusion or restoration of membership authority must be taken by 2/3 of present members.

3.8 The financial settlement between the excluded member and the national committee shall be carried out within thirty days after the date of the decision of exclusion.

3.9 A member has to announce in writing to the Chairman its/his/her intention to resign, at least two months before the end of the calendar year; the membership then ends on the last day of the year.

#### 3.10 A Union’s member has a right:

- a) to take part in the work of the Union’s General Assembly;
- b) to elect or be elected in the managing and other bodies of the Union
- c) to take part in the activity 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 activities of the Union
- f) to make use of the information and services of the Secretariat of the Union
- g) take advantage of the Union’s assistance in relations with third parties, including government bodies;
- h) Leave the Union at free will.

3.11 A Union's member is Obligated:

- a) to observe the regulations defined by the present Charter of the Union and internal rules, and support the activity of both the Union and ICC.
- b) to pay the membership fee before June 1 of the 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
- Secretary General
- Revision Commission

#### **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 with simple majority of votes. 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 2/3 majority of present votes. A decision to change the Union's goal defined by the Charter is taken with approval of 4/5 of all members of the Union.

5.5 Any 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 and vice-chairmen of the Union; appoint and dismiss Secretary General of the Union;
- b) define the number of members of Board and Revision Commission;
- c) approve the annual budget of the Union;
- d) receive reporting from the Board;
- e) elect and dismiss members of the Revision Commission of the Union and receive reporting from the Commission;
- f) make decisions on termination or restoration of the Union's membership;
- g) solve 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;
- c) upon a request from 1/10 of the Union's members, no later than in two months after presenting such request;
- d) upon a decision of the Revision Commission according to the cases defined by the Charter

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

## **6. THE BOARD**

- 6.1 Between the 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 Vice-Chairmen.
- 6.2 Number of Board members is approved and members are elected by the General Assembly for a 2 (two) year term.
- 6.3 A person not attending the General Assembly may be elected as a Board member if he/she agrees in written form to become a Board member
- 6.4 Board meetings are called at least once a month
- 6.5 An extraordinary Board meeting shall be assembled upon a request of the Chairman or 1/3 of the Board members, no later than in two weeks after presenting such request;
- 6.6 Board meeting can proceed with over half of members attending and decisions are taken unanimously.
- 6.7 The written notification and agenda of the meeting must be sent out to members at least 5 days before the Board meeting.
- 6.8 The Board of the Union shall:
- organize preparation and convene the General Assembly;
  - decide to accept new members or suspend members authority by open casting lots;
  - elaborate the Union's internal rules
  - take decisions in the form of acts, which the members of the Union are obliged to comply with;
  - take decision on calling extraordinary General Assembly meeting;
  - elaborate the annual budget and working program of the Union and present them to the General Assembly for approval;
  - take decisions to establish branches of the Union;
  - report the General Assembly on conducted activities;
  - create internal units within the Union and identify their functions; elects their chairs and members, approves staffing of these units;
- 6.9 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 2 (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 since at least 2 years in Georgia. Authority of the newly elected Chairman is in force right after election and continues till election of new Chairman..New Chairman must be elected maximum 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 activities of the Union in order to reach goals defined by the Charter;
  - b) Represents the Union and speaks on its behalf
  - c) not later than 2 weeks before the end of an year calls the General Assembly and leads it.
  - d) signs official documents of the Union, agreements and contracts set in the name of the Union;
  - e) calls and leads Board and General Assembly meetings;
  - f) reports to the General Assembly on activities of the Union;
  - g) with approval of the Board manages funds and property of the Union;
  - h) in the name of the Union opens currency and current accounts in banks in Georgia and abroad;
  - i) creates a service to provide activities of the Union;
  - j) fulfils decisions of the General Assembly;
  - k) calls extraordinary General Assembly meetings when needed and leads it.

## **8. VICE-CHAIRMEN OF THE UNION**

- 8.1 Vice-Chairmen of the Union are elected for 2 (two) years term and for two consecutive terms only. At the time of his/her election the vice-chairman should have been actively involved in the management of a commercial company since at least 2 years in Georgia.
- 8.2 Vice-Chairmen fulfil the duty of the Chairman in case of absence of the latter. Second Vice-Chairman fulfils the duty of the chairman in case of absence of the First Vice-Chairman.
- 8.3 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 of 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 of 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 duties.

9.5 The Secretary General is 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 task and task of the Union.

9.8 If by reason of death, long-term disability, or resignation, the Secretary General can no longer fulfill his function, the Chairman takes all necessary interim measures in consultation with the bodies concerned, in view also of finding an urgent solution.

## **10. REVISION COMMISSION OF THE UNION**

10.1 control on fulfillment of the Charter and usage of funds and property according to the goals of the Charter is conducted by the Revision Commission, which is elected by the General Assembly for 2 (two) years term;

10.2 member of the Revision Commission can not be at the same time a member of the Board, the Chairman, the Vice-Chairman, coordinator of programs, sectors and groups;

10.3 Revision Commission, during two weeks after election elects a chairman of the commission. Commission works according to the plan defined by the Commission;

10.4 Revision Commission checks financial and accounting documents and makes inventory list for material assets. Results of the revision are reported to the General assembly. Revision Commission takes decisions by simple majority of its members' votes;

10.5 in case of finding of violation Revision Commission is eligible to call extraordinary General Assembly and lead its work.

## **11 SECRETARIAT OF THE UNION**

11.1 Secretariat deals with organizational issues and serves members of the Union;

11.2 detailed functions of the Secretariat are defined by internal rules of the Union

## **12. PROPERTY OF THE UNION AND RESPONSIBILITY**

12.1 The Union may own any movable property and real estate.

12.2 The property and funds of the Union come from:

- membership fees;
- grants, donations and other purposeful contributions;
- revenues from the entrepreneurial activities;
- other revenues not prohibited by the Georgian legislation.

12.3 Amount of 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.

12.5 If a Member leaves or is expelled from the Union, his membership fee paid is not subject to reimbursement; no such claims of such members are to be satisfied.

## **13 Termination of Activities of the Union**

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

- a) decision of the General Assembly;
- b) rules stipulated by the law and according to the court decision.

13.2 The Board shall liquidate the Union, unless the court appoints others.

13.3 The Union's property left after the liquidation shall be distributed according to the current legislation



#### 14. Members of Board

Board of ICC Georgia shall consist of 9 (nine) members. Members of the Board are as follows:

1. **Fady Asly**, born: 28.03.1958 in Lebanon, residing at 17 Kazbegi Street, Tbilisi, Georgia, 3305 Personal ID#A1089232, Private #01017042152, issued by Mtatsminda-Krtsanisi Service of Civil Register Agency on 24.08.2007, valid until 24.08.2017;
2. **Gilbert Andre Paskal Hie**, born: 26.07.1953 in France, residing at 7 Sairme Street, Tbilisi, Georgia 0194 , Temporary Residence Certificate #A0000660, Private #01092001206, issued by Vake Service of Agency of Civil Register on 06.03.2007, valid until 06.03.2008;
3. **Nikoloz Gvinadze**, born: 08.04.1974 in Tbilisi, residing at 34A Kobuleti Street, Tbilisi, Georgia 0179 Personal ID#D0754034, Private #01008002431, issued by Vake Service of Passport and Citizen Register on 26.07.2005, valid until 26.07.2025;
4. **Halim Daou**, born: 12.11.1958 in Lebanon, residing at Debbas Street, Daou Bldg, 3<sup>rd</sup> Floor, Achrafieh, Beirut, Lebanon Passport #RL 0567987, date of issue 05.10.05
5. **George Bazgadze**, born: 26.12.1949, residing at Tbilisi, Belinski/Khoshtaria #49/2, Tbilisi Georgia 0108 Passport #1686594, Private #01024002833, issued by the Ministry of Justice on 10.11.2005, valid until 10.11.2015;
6. **Steve Johnson**, born: 15.12.1964, residing at Chonkadze #10, Tbilisi, Georgia 0105, Private Number: 0013302 issued by Mtatsminda-Krtsanisi Interior Affairs Department on 21.02.07 valid until 21.02.12
7. **Giorgi Isakadze**, born: 03.08.1975, residing at Nikoladze Str. 5, Tbilisi, Georgia, 0108; Personal ID #D 0479927, Private #01017004946 issued by Mtatsminda-Krtsanisi Interior Affairs Department on 25.12.2003, valid until 03.08.2020
8. **Giorgi Kakabadze**, born: 21.09.1958, residing at Paliashvili Street #53, apartment #22, Tbilisi, Georgia, 0107, Personal ID# D 0002035, Private #01008021304, issued on 08.02.2005, by Vake Service of Passport and Population Registration Service, valid until 08.07.2010.
9. **Burak Birhekimoglu**, born 15.06. 1974, residing at Gogebashvili III turn, #3, Tbilisi, Georgia, 0179 Personal ID# d 0000870, Private # 01092001806, issued on 19.07.2007, by issued by Vake Service of Passport and Citizen Register on 19. 07.2007, valid trough 02.05.2008

**Dimitri Japaridze**  
Chairman of ICC Georgia

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