



**Approved by the Minute #2 of the
Board Meeting of January 28, 2008**

**REGISTERED UNION “The Georgian National Committee of the
International Chamber of Commerce” (ICC Georgia)**

1.1 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. The Candidate, business association to any legal entity operation in Georgia must be registered in Georgia for not less than 12 months before applying for membership. Candidates must accept ICC GEORGIA Charter, requirements, goals and internal rules. New candidate business associations must have not less than 20 members representing legal entities operating in the business field and paying the membership fees of this association.

1.2 Candidates for membership should present to the board an application form to which the following documents should be attached:

- a. Original or notarized copy of his charter
- b. Extract of the candidate’s court register
- c. In case of a business association, complete list of members

1.3 Documents submitted to the Board by a candidate will be transferred to the legal service of ICC GEORGIA, for checking, for a maximum period of 30 days.

1.4 After receiving a report from the legal service, the Board has authority to discuss acceptance of a candidate for membership during the terms fixed by the charter and make one of the following decisions:

- a. Acceptance of a candidate as a member with a probation period of not more than six months•
- b. Justifiable rejection

- During the probation period, a new member will attend the Board meetings as an observer.

1.5 A member of ICC GEORGIA may leave ICC GEORGIA freely. A member must apply to the Board with the request to leave ICC GEORGIA not less than one-month prior.

1.6 No exemptions are allowed to these rules.

1.7 After expiration of the probation period, a person becomes member of ICC Georgia.

2. Management and organization of ICC GEORGIA

2.1 Between General Assemblies, activities of ICC GEORGIA are managed by the Board. Every member has the right to nominate a representative on the Board. Each member has only one vote. Board members' suggestions and comments at the Board meeting must represent the position of their company or association or person spoken for and not their personal opinion.

2.2 Members present candidates for Board membership to the General Assembly for a two-year term; their authority lasts till approval of new Board members. Any member of the General Assembly and/or the Board has a right to veto approval of a candidate for a board membership providing presentation of convincing arguments. An ICC GEORGIA member may, at any time, call back his representatives.

2.3 Activities of the Board are managed by the Chairman. In case of his/her absence, they are managed by a Vice-Chairman.

2.4 The Board meetings • are held once a month. All Board members should be sent an agenda and relevant materials no later than 5 days prior to the board meeting. Any member may make amendments no later than 3 days prior. Amendments must be sent to the ICC GEORGIA secretariat in writing. The secretariat will in turn inform all Board members of said amendments within a one-day period.

2.5 Organization of the Board meetings is the secretary general's responsibility under the supervision of the Chairman.

2.6 Additional meetings can be organized by decision of the Chairman or of one third of the Board members.

2.7 Attendance of the board meetings is compulsory for the members. If a member does not attend for 3 consecutive meetings or 6 meetings during a full year, his membership will be automatically suspended, and shall be discussed during the first coming General Assembly.

2.8 The board registers all decisions in the form of minutes of the meeting or resolution, which are obligatory for members. Minutes shall be signed by each member of the board. Decisions that are of high importance (except those that are defined by topic 2.10 of the internal rules) are taken by the board in the form of resolution.

2.9 The Board is able to make a decision if it is attended by a simple majority of its members.

2.10 The Chairman of any business organization whose goals meet ICC goals is entitled to an ex-officio seat on the Board of ICC with no voting power however, upon final approval by the Board.

- Those willing to invite a guest must inform the Board members about the purpose of such invitation and get their approval in advance.

3. Membership Fee and the ICC GEORGIA Treasurer

3.1 Members of ICC GEORGIA are required to pay a membership fee by check directly to ICC's bank account. The fee is payable by June 1st of a calendar year. New members must pay the membership fee within one month after their acceptance to the Board.

3.2 In case a member does not pay his fee, the Chairman will give him a one-month notice. If after one month, the reneging member still has not paid the membership fee, the Board suspends all his activities until a general assembly meeting takes place.

3.3 By Board's decision, the Second Vice-Chairman acts also as Treasurer.

3.4 The Treasurer is expected to implement his/her activities with a high sense of responsibility and submit financial reports to the Board every three months.

3.5 In case a financial discrepancy is discovered, the treasurer must inform the Board immediately. The Board will take the necessary measures to correct such discrepancy and prevent other discrepancies to take place in the future.

4. Responsibilities and Compensation of Damages

4.1 The Chairman, vice-chairman, Secretary General, Chairmen of Commissions, Treasurer and heads of project and programs should implement their duties properly. In case of violation of the Charter or Regulations, they are held responsible for their actions and will be asked to leave ICC GEORGIA.

5 Union's Commissions

5.1 Commissions The commission is a working group within the union whose mission is to specialize in a subject of interest and report its findings to the union and its members. The number of commissions and their mission objectives are defined by decision of the Board.

6. Representation of ICC GEORGIA

A The Chairman of the Board grants ICC GEORGIA board members and/or other ICC GEORGIA members or secretary general a right to represent ICC GEORGIA when needed. All actions and/or remarks made on behalf of ICC GEORGIA must be approved by the Chairman of the Board in advance