

Approved by
Protocol of the participants
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УСТАВ
Общественная организация
«Международная ассоциация предпринимателей и руководителей»

STATUTE
Public Organization
"International Association of Entrepreneurs and Executives"



Minsk, Belarus 2023

Ver. 1.2

SECTION 1. GENERAL PROVISIONS

Article 1. public organization "International Association of Entrepreneurs and Executives".

Public organization "International Association of Entrepreneurs and Executives" (hereinafter referred to as the Organization), which was established at the initiative of the local foundation "Upravlenie Biznesom", united members on the basis of common interests for the implementation of common goals, defined by this Charter.

2. Full name of the Organization - Public Organization "International Association of Entrepreneurs and Executives".

3. Abbreviated name of the Organization - NGO "International Association of Entrepreneurs and Executives".

Article 2: Legal basis and principles of activity of the Organization.

The organization carries out its activities in accordance with the Constitution of the Republic of Belarus, other applicable laws of the Republic of Belarus, generally recognized principles and norms of international law, and these Statutes.

The organization is based on the principles of equality of its members, legality, transparency, voluntariness, and self-governance.

Article 3: Territorial scope of the Organization.

The territorial scope of the Organization - the city of Minsk and other regions of the Republic of Belarus, where the structural units of the Organization have been and will be created.

2. Location of the permanent governing body of the Organization (the Council) - the city of Minsk, Republic of Belarus.

SECTION 2. GOALS AND OBJECTIVES OF THE ORGANIZATION

Article 4: Objectives of the Organization.

The purpose of the Organization is to create favorable conditions for the development of entrepreneurial activity.

Article 5: Objectives of the Organization.

Guided by the goal, the Organization, in accordance with applicable law, solves the following tasks:

- cooperation with foreign Chambers of Commerce, international economic and financial organizations (CIPE, USAID, SIDE);
- assists in the design of entrepreneurial development programs and participates in their practical implementation;
- popularization of entrepreneurship;
- represents the interests of members of the Organization in all bodies of state and local government, and public organizations;
- interacts with state and local authorities, public associations, religious, scientific, educational, and media organizations in order to consolidate efforts aimed at the formation of Russian business and development
- domestic production;
- promotes the legal protection of the interests of entrepreneurs;
- assists in the creation of a system of training and retraining of citizens in specialties corresponding to public needs (*in the manner determined by applicable law*);
- creates advisory centers (technical, economic, legal and other) and organizes their work;
- attracts voluntary donations from citizens, foreign citizens and stateless persons, domestic and foreign legal entities and directs them to the realization of statutory goals;
- establishes the mass media and carries out publishing activities (*in the manner prescribed by applicable law*);
- carries out information activities in the electronic media and information networks (*in the manner prescribed by applicable law*);
- takes initiatives on various issues of public life and makes proposals to public authorities;
- carries out other activities not prohibited by applicable law, these Articles of Association and aimed at achieving the statutory goals and objectives.

SECTION 3. LEGAL POSITION OF THE ORGANIZATION

Article 6: The rights of the Organization as a public association.

The organization for the implementation of its goals and objectives in the manner prescribed by the legislation of the Republic of Belarus has the right:

- (1) freely disseminate information about its activities;
- (2) participate in the development of decisions of public authorities and local government in the manner and to the extent provided for by the legislation in force of the Republic of Belarus;
- (3) hold meetings, rallies, demonstrations, marches and pickets;
- (4) establish mass media and engage in publishing activities;
- (5) represent and protect their rights, legitimate interests of their members, as well as other citizens in the bodies of state and local self-government and public associations;
- (6) take initiatives on various issues of public life and make proposals to public authorities;
- (7) to exercise in full the powers stipulated by the current legislation for public associations.

Article 8: Entrepreneurial activity of the Organization.

The Organization shall, in the manner prescribed by applicable law, engage in entrepreneurial activities, including foreign economic activities necessary to achieve the socially beneficial goals for which the Organization was created and consistent with those goals.

2. The Organization engages in entrepreneurial activity only insofar as it serves to achieve its statutory objectives.
3. the Organization may establish business partnerships and companies with the status of a legal entity.
4. Income from the business activities of the Organization cannot be redistributed among the members of the Organization and must be used to achieve the statutory goals.

Article 9: Duties of the Organization as a public association.

1. the Organization is required to:
 - (1) to comply with the legislation of the Republic of Belarus, generally recognized principles and norms of international law relating to the sphere of its activity, as well as the norms stipulated by this Statute;
 - (2) publish annually a report on the use of its property or make the said report available for inspection;
 - (3) to inform annually the body that registers the corresponding public associations about the continuation of their activities, indicating the actual location of the permanent governing

body, its name and data on the leaders of the Organization to the extent of the information to be included in the unified state register of legal entities;

(4) provide, at the request of the body that registers the relevant public associations, the decisions of the governing bodies and officials of the Organization, as well as annual and quarterly reports on their activities to the extent of the information submitted to the tax authorities;

(5) admit representatives of the body that registers the relevant public associations to events held by the Organization;

(6) assist the representatives of the registering authority

relevant public associations, to familiarize themselves with the activities of the Organization in connection with the achievement of statutory objectives and compliance with the laws of the Republic of Belarus.

SECTION 4. MEMBERS, THEIR RIGHTS AND OBLIGATIONS

Article 10. Membership in the Organization.

1. Members of the Organization may be:

1. citizens of the Republic of Belarus, foreign citizens, stateless persons over 18 years of age;
2. Public associations - legal entities that share the purpose and objectives of the Organization, comply with the requirements of this Charter, taking a direct part in the work of the Organization.

2. Admission to membership in the association is carried out:

1. Membership in the association is fixed. Membership is on a voluntary basis only.

2. Issues of admittance of new members to the association, withdrawal and exclusion of members from the association shall be considered by the association's expert council.

3. the Expert Council consists only of internationally and nationally recognized experts.

4. Membership in the association is by submitting an application to the Director.

5. An application to join an association shall be reviewed by a board of experts. A person who joins the association shall be recognized as a member from the moment the relevant decision is made by the expert council and the entrance fee is paid.

The Board of Experts reviews and approves members for the association on the basis of:

- (a) The applicant's achievements in business;

b) the applicant's contribution to the innovation and entrepreneurial infrastructure;

c) professional knowledge and skills.

7. A member may, at his or her discretion, resign from the association at the end of the fiscal year by filing with the Director of the association.

8. An application to withdraw from the association must be considered by the association's expert council.

Members who resign or are expelled from the association will not receive a refund of any dues or other material contributions paid.

9. Admission of individuals to membership in the Organization is carried out on the basis of a written application of the applicant and is formalized by a decision of the Council of the Organization or the Council of the relevant branch, adopted by a simple majority vote.

10. Admission to membership in the Organization of public associations - legal entities shall be carried out in the manner prescribed in paragraph 3 of this article, subject to the decision of the authorized body of the relevant public association to join the Organization.

11. Membership withdrawal is free.

Withdrawal from the membership of individuals is carried out on the basis of a written application submitted to the Board of the Organization or to the Board of the relevant branch.

Withdrawal from the Organization of a member of a public association - legal entity is carried out on the basis of the decision of the authorized body of the relevant public association, submitted to the Board of the Organization. The decision of the Board of the Organization on this issue is not required.

A member may be expelled from the Organization by decision of the Council of the Organization for:

- (1) noncompliance with the statute;
- (2) failure to comply with the decisions of the governing bodies adopted within the limits of the competence established by this Charter;
- (3) actions that defame the Organization.

Article 11. Rights and obligations of members of the Organization.

1. Members of the Organization have equal rights and duties. Members - public associations exercise rights and duties through their representatives.

2. A member of the Organization has the right:

- (1) participate in the activities of the Organization;
- (2) participate in the Conference (General Meeting) of the Chapter;
- (3) to be an elected delegate to the Congress;
- (4) to elect and be elected to the elected bodies of the Organization and the branch concerned;
- (5) make suggestions for improving the activities of the Organization to all its bodies;

- (6) apply to any elected body of the Organization and receive an answer on the merits of their application;
- (7) participate in meetings of the Council of the Organization on the issue of his/her expulsion from the Organization;
- (8) make use of the Organization's facilities in accordance with the established procedure;
- (9) to withdraw from the Organization.

3. the Member is obligated to:

- (1) comply with the requirements of this Charter, decisions of the governing bodies of the Organization, taken within the limits of the competence established by this Charter;
- (2) to participate directly in the work of realizing the goals and objectives of the Organization;
- (3) to pay membership dues in such manner and amount as the Board shall determine

Organizations;

- (4) to prevent actions that defame the Organization.

SECTION 5. GOVERNING AND AUDITING BODIES

Article 12. The Congress is the supreme governing body of the Organization.

1. The supreme governing body of the Organization is the Congress, which is convened by the Council of the Organization at least once every five years.

2. An Extraordinary Congress shall be convened by the Council of the Organization in case of necessity of adopting any decisions falling within the exclusive competence of the Congress:

- by decision of the Council of the Organization;
- by decision of the President of the Organization;
- by decision of the Revision Commission;
- at the request of at least 2/3 of the members of the Organization.

An Extraordinary Congress must be convened not later than two months from the date of the decision of the relevant body of the Organization (receipt by the Council) to convene an Extraordinary Congress.

3. The competence of the Congress shall include:

- (1) approval of the Charter of the Organization and making amendments and additions to it (the decision is taken by 2/3 of those present);
- (2) taking a decision on the reorganization and liquidation of the Organization (the decision is taken by 2/3 of those present);
- (3) the election of the President of the Organization and the members of the Council of the Organization;

- (4) election of the Chairman and members of the Audit Commission of the Organization;
- (5) decision-making on the establishment of branches and opening of representative offices, approval of the regulations thereof;
- (6) deciding on the admission and removal of chapters

Organizations;

- (7) approval of the general activities of the Organization;
- (8) determination of the current and long-term programs of the Organization;
- (9) approval of the Regulations governing the procedure for rewarding members

Organizations;

- (10) To approve the reports of the Council of the Organization, the President of the Organization, and

The Audit Commission of the Organization;

- (11) making decisions on any other matters of activity of the Organization.

4. The Congress has the right to decide on other issues of activity of the Organization.

5. The Congress is competent if more than half of the elected delegates from the regional branches of the Organization are present at the Congress. The norms of representation are determined by the Council of the Organization.

6. 6. Decisions shall be taken by open or secret (by permission of the Congress) voting by a simple majority of votes (except as provided for in these Bylaws).

Article 13. Council of the organization.

1. In the period between the Congresses, the permanent governing body of the Organization shall be the Council of the Organization, elected from among the members of the Organization for a term of five years in the number to be determined by the Congress.
2. Meetings of the Council of the Organization shall be held as necessary.
3. The Council of the Organization is competent to make decisions, if more than half of its members are present at the meeting.
4. Council of the Organization:

- (1) decides on the admission and expulsion of members;

- (2) decides on the entry of the Organization into other public associations, as well as on the establishment of business partnerships and societies, non-profit organizations;

- (3) review and approve the programs and work plans of the Organization;

- (4) manages the financial and economic activities of the Organization;

- (5) disposes of the funds and property of the Organization;

- (6) organize the execution and supervise the implementation of the decisions of the Congress;

(7) decides to convene an ordinary and extraordinary Congress; (8) approves the structure, staffing and salary fund of the employees of the Organization;

(9) establish commissions and committees for various activities

Organizations, develops and approves the Regulations on them;

(10) approves the budget and balance sheet of the Organization;

(11) establishes the amount and procedure for the payment of membership fees;

(12) reports on its activities to the Congress;

(13) make decisions on other issues of the activities of the Organization, except those that fall within the exclusive competence of the Congress and the Auditing Committee.

Article 14. Director of the Organization.

1. The Director of the Organization shall be elected at the Congress from among the members of the Organization for a period of five years.

2. Director of the Organization:

(1) Carries out the day-to-day management of the activities of the Organization;

(2) preside at the Congress and meetings of the Council of the Organization;

(3) decides to convene an Extraordinary Congress;

(4) on behalf of the Organization, without a power of attorney, represents its interests in state and non-governmental bodies and organizations;

(5) sign on behalf of the Organization any documents, make commitments on the basis of decisions taken by the Council of the Organization;

(6) sign all financial documents, issue powers of attorney, and open the Organization's accounts with banks;

(7) appoint the Director General and the members of the Executive Board of the Organization;

(8) issue orders, decrees, instructions related to the activities of the Organization;

(9) hire employees of the Organization, apply incentives and penalties to them in accordance with the labor legislation of the Republic of Belarus;

(10) decide on bonuses for the employees of the Organization within the salary fund approved by the Council of the Organization;

(11) performs other functions in order to achieve the goals set forth in these Bylaws.

Article 15. Executive Directorate.

The Executive Board is the executive body of the Organization. The Executive Board acts on the basis of the Regulations approved by the Council of the Organization, and is accountable for its activities to the Council. The Director General shall be in charge of the work of the Executive Board.

Article 17. Audit Commission of the Organization.

1. The Auditing Committee shall be elected by the Congress from among the members of the Organization for a period of five years in the number determined by the Congress of the Organization.
2. The Chairman of the Auditing Committee shall be elected by the Congress from among the members of the Organization for a period of five years.
3. The Audit Commission is competent to make decisions if more than half of its members are present at the meeting. Decisions shall be taken by open voting by a simple majority of votes of those present.
4. The Audit Commission monitors the financial and economic activities of the Organization, the condition and accounting of tangible assets.
5. The Auditing Committee is entitled to make a decision on convening an extraordinary Congress.
6. The Audit Commission shall involve specialists in its activities as necessary.
7. The Auditing Committee shall report on its activities to the Congress.
8. The audit of the activities of the Organization shall be conducted at least once a year. 9. A member of the Audit Commission may not be a member of the Board of the Organization.

SECTION 6. ORGANIZATION CHART

Article 18. Structure of the Organization.

The structure of the Organization consists of its branches, subsidiaries and representative offices.

Article 19. Offices of the Organization.

1. Regional branches of the Organization are created in the subjects of the Republic of Belarus (regions). Only one regional branch of the Organization can be established in one subject of the Republic of Belarus.
2. Local branches of the Organization shall be established within the territory of the local self-government bodies. Local branches of the Organization can be created only in those subjects of the Republic of Belarus, where there are regional branches of the Organization.
3. In case of state registration of the branch as a legal entity, it acts on the basis of its Charter and has full economic independence.
4. In case of establishment of the branch of the Organization without its state registration, it does not acquire the rights of a legal entity. The branch shall be endowed with the property of the Organization and shall be guided in its activities by this Charter.
5. In the case of exclusion of the branch by the decision of the Congress from the membership of the Organization, it must be liquidated. After liquidation, the property

remaining as a result of the branch liquidation, after satisfaction of creditors' claims, shall be transferred to the ownership of the Organization.

6. Branches and representative offices are separate subdivisions of the Organization and are not legal entities. They are endowed with the property of the Organization and carry out their activities on the basis of the regulations of the branch, representative office, approved by the Congress of the Organization.

SECTION 7. BODIES OF REGIONAL BRANCHES OF THE ORGANIZATION

Article 20. The General Meeting (Conference) is the supreme governing body of the Chapter.

1. The supreme governing body of a regional branch, which does not have local branches of the Organization, is the General Meeting. The supreme governing body of the regional branch, which has local branches of the Organization, is the Conference.

The General Meeting of a regional branch, which does not have local branches of the Organization, is attended by all members of the Organization, united in this regional branch.

The Conference of the regional branch, which has local branches of the Organization, is attended by delegates of local branches of the Organization in accordance with the norms of representation approved by the Council of the regional branch.

The General Meeting (Conference) of the regional branch shall be convened by the Board of the regional branch at least once every three years.

3. An Extraordinary General Meeting (Conference) of the Chapter may be convened:

- by decision of the Regional Branch Council;
- by decision of the Audit Commission of the regional branch;
- at the request of not less than 1/3 of the members of the Organization, united in a regional branch.

4. the General Meeting (Conference) of the regional branch has the right to make a decision, if it is attended by more than half of the members of the Organization, united in the regional branch (more than half of the elected delegates of the local branches of the Organization, included in the regional branch). Voting form and decision-making procedure shall be determined by the General Meeting (Conference) of the regional branch.

5. 5. The competence of the General Meeting (Conference) of the regional branch includes:

- (1) determines the main activities of the regional office;
- (2) elect for a term of five years the Chairperson and members of the Regional Branch Council;
- (3) elect for a term of five years the members of the Audit Commission of the regional branch;
- (4) hear reports from the elected bodies of the regional branch;
- (5) decides on the state registration of the regional branch, approves the Charter;
- (6) elect delegates to the Congress of the Organization;

(7) make decisions on other issues of the regional office.

Article 21. Council of the Chapter.

1. Regional Branch Council is a permanent governing body of the regional branch, elected at the General Meeting (Conference) for a period of five years, in the number determined by the General Meeting (Conference) of the regional branch.
2. Meetings of the Board shall be held as necessary, but at least once every six months. Decisions of the Board shall be taken by a simple majority vote by open ballot, provided that at least half of its members attend the meeting.
3. Regional Branch Council:
 - (1) call a General Meeting (Conference) of the regional branch and determine its agenda;
 - (2) organize and supervise the execution of decisions of the General Meeting

(Conference) of the regional branch;

- (3) exercise other powers within the management of the regional branch, not referred to the competence of the General Meeting (Conference) of the regional branch.

Article 22. Chapter Chairman.

1. The Chairman of the regional branch is the head of the regional branch. Chairman of the branch is elected at the General Meeting (Conference) of the regional branch for a period of five years.
2. Chairman of the regional branch:
 - (1) on behalf of the branch, represents its interests in state bodies and public associations;
 - (2) call meetings of the Regional Branch Council;
 - (3) determines the list of issues submitted for discussion by the Board of the regional branch;
 - (4) represents, without a power of attorney, the regional branch in relations with public authorities, local self-government bodies, public associations and other non-profit and commercial organizations;
 - (5) exercise other powers in the management of the current activities of the branch, not referred to the competence of the General Meeting (Conference) and the Council of the regional branch.

Article 23. The Audit Commission of the regional branch.

1. The Auditing committee is the control and auditing body of the regional branch. Members of the Audit Commission of the regional branch shall be elected by the General Meeting (Conference) of the regional branch for a period of five years.
2. Meetings of the Audit Commission shall be legally competent if attended by more than half of its members. Decisions shall be taken by open voting by a simple majority of votes of those present.

Meetings are held as needed, but at least once every six months.

3. The Chairman of the Auditing Committee shall be elected at meetings of the Auditing Committee by open voting by a simple majority of votes.

4. The competence of the Audit Commission of the regional branch includes: (1) control over financial and economic and business activities of the regional branch.

SECTION 9. CORPORATE PROPERTY

Article 27. Property of the Organization.

The organization in accordance with the current legislation may own land, buildings, structures, housing, transportation, equipment, inventory, property for cultural, educational, sports and recreational purposes, money, shares, other securities and other property necessary for material support of the activities provided by this Charter.

2. The subject of the right of ownership is the Organization as a legal entity. Members of the Organization have no rights of property or obligation against the Organization.

Article 28: Sources of formation of the property of the Organization.

The sources of formation of the property and funds of the Organization are:

- (1) voluntary contributions and donations;
- (2) membership dues;
- (3) income from civil transactions;
- (4) income from entrepreneurial activity, including foreign economic activity;
- (5) proceeds from lectures, seminars, conferences, competitions, tournaments, exhibitions, lotteries, auctions and other events held in accordance with the Charter;
- (6) other income not prohibited by law.

SECTION 10. REORGANIZATION ORDER AND LIQUIDATION OF THE ORGANIZATION

Article 29. Reorganization of the Organization.

1 The organization can be reorganized in the form of a merger, consolidation, division, separation, or transformation by a resolution of the Congress adopted by 2/3 of those present.

2. Upon reorganization, all property and non-property rights of the Organization shall be transferred to a newly established legal entity (legal successor) in the manner prescribed by the applicable laws of the Republic of Belarus.

Article 30. Liquidation of the Organization.

The organization can be liquidated by the decision of the Congress, adopted by 2/3 of votes of those present.

The organization can be liquidated by a court decision in the manner prescribed by applicable law.

3. After the liquidation of the Organization, the property and remaining funds of the Organization after settlements with the budget and creditors shall be used for the purposes provided for in this Charter.

4. In the event of liquidation of the Organization, the documents on the personnel shall be transferred for state archival storage in accordance with the procedure established by law.

5. The decision on the liquidation of the Organization shall be sent to the state body that registered it in order to exclude the Organization from the unified state register of legal entities.

SECTION 11. FINAL CLAUSES

Article 31. Amendments and additions to this Charter.

Amendments and additions to these Bylaws shall be approved by the Congress, by a simple majority vote of those present.

Amendments and additions to this Charter must be registered in the manner prescribed by law.

Amendments and additions to these Bylaws shall become legally effective upon such registration.

