



Statute of the Chamber of Commerce and Industry of Tirana Region - ALBANIA

The Chamber of Commerce and Industry-Tirana Region, hereinafter "The Chamber", is a juridical person that exercises its activity based on the Law No. 9640, dated 09.11.2006, "On Chambers of Commerce and Industry" and the Albanian legislation in power. The Chamber of Commerce and Industry-Tirana is created and performs within the Region of Tirana.

The Chamber's status defines the principals on which the Chamber bases its activity and competences, its functions and composition of its organs.

CHAPTER I GENERAL PROVISIONS

Article 1 Object of the Statute

This Statute defines the basic principals that regulate the function of the Chamber, its juridical personality, the objectives and competences, which are regulated by the Law No. 9640 "On Chambers of Commerce and Industry".

Article 2 Juridical Status, Headquarter Office and Seal

The Chamber of Commerce and Industry-Tirana is a legal entity that carries out non-profitable activity. The Headquarter office of the Chamber is located in Tirana, Kavaja Road No 6. The Chamber's Headquarter Office could change by its leading structures decision. The Chamber carries out its activity in Tirana Region and its competences are exerted within the territory of this region based on the terms contemplated in Law No. 8653 "On the Administrative-Territorial Division" with the respective changes.

The Official Emblem of the Chamber depicts in a stylized way the Watch Tower in the center of Tirana.

The Official Seal of the Chamber is of a round shape, 35 mm in diameter with the Emblem of the Chamber located in the center and the inscription " Republic of Albania, Chamber of Commerce and Industry, Tirana Albania" around it.

Article 3 Chamber's Scope of Activity

The Chamber of Commerce and Industry - Tirana Region, within its competences defined in the Law "On Chambers of Commerce", is independent in carrying out its main scope of activity and its nominative duties.

The Chamber carries out, within the territory in its jurisdiction, functions that satisfy the overall economical interests of its members, with the exception of the competencies that the law recognizes to the public and local administration. During its activity, the Chamber encourages the industrial and commercial activity



within its regional territory, as well as the economic and commercial collaboration with other countries. The Chamber continuously exchanges information with the public administration in central and local level, aiming at promotion and development of businesses in the territory it operates.

Another focus of the Chamber activity is the promotion and supply of services of overall interest to the benefit of its members.

The Chamber also exercises functions delegated to it by the central and local government, as well as others deriving from the international agreements.

Article 4 The Chamber's Competences

Chamber of Commerce and Industry has these competences:

- Undertakes every activity, which contributes to the encouragement and protection of commerce and industry, in harmony with the goal of its activity and the legislation in power.
- Provides opinions, proposals and evaluations regarding legal initiatives or public policies undertaken by central, local administration and other public entities, the content of which affects the interests of its members.
- Informs the respective government authorities about different issues, aiming to prevent the unfair competition.
- Monitors the implementation of rules for participation of trade entities representing our country in international fairs overseas.
- Organizes and/or takes part in fairs and exhibitions organized in the local, national and international level.
- Establishes advising commissions for resolution of disagreements between its members.
- Urges and helps the members of the Chamber for resolution of disputes, both commercial & civic, through mediation and arbitration.
- Maintains the membership register and performs other administrative functions to the members' service.

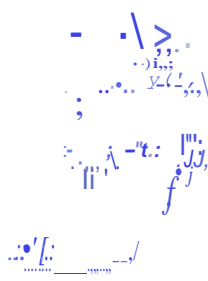
Article 5 Types of Collaboration and Integration

To be able to accomplish its objectives, the Chamber collaborates with the government administration, central and local, with international institutions, as well as business associations and organizations, domestic and foreign.

The Chamber could participate in and sign collaboration agreements or protocols, could be a participant in different national and international projects and programs, aiming at the European and/or even further development and integration of the Albanian entrepreneurship.

As a member of the Union of Chambers of Commerce, the Chamber participates in all the initiatives that aim at the development and promotion of Albanian business. The Chamber of Commerce and Industry-Tirana can become a member of the international institutions of chambers, such as ICC (International Chamber of Commerce), Eurochambres, etc.

The Chamber can also create partnership relationships with other foreign chambers, in the framework of joint programs.



CHAPTER II

LEADING ORGANS

Article 6

The Assembly

The Assembly is the highest decision-making organ. It is elected for a 4-year period by the Chamber's members. The Assembly of the Chamber of Commerce and Industry of Tirana Region is made up of 101 members. The Assembly of the Chamber is elected from the Chamber's members, by insuring the representation of business groups of the following main activities:

1. Commerce.
2. Construction.
3. Production/industry.
4. Services.
5. Transport-telecommunication.

The elections are organized separately for each business group.

The representation of the above-mentioned activities is based on the percentage comprised by each group, out of the general number of the Chamber's membership.

The Assembly members are persons that have full capacity to act, enjoy reputation in the region business community that they represent, and have clean criminal records.

The Assembly members must be authorized by the trading entity they represent, to represent and exercise the voting right in the Chamber's Assembly. Each trade entity has the right to be represented in the Chamber's assembly by only one member.

The Assembly's member loses the mandate right when he/she is:

1. Violating the provisions of this law and other laws in power, and the Chamber's statute;
2. Within March 31st of the following year he has not paid the annual membership fee;
3. The entity he/she represents, is no longer existing due to bankruptcy, or closure of the activity by court decision;
4. Does not participate, with no good enough reason, in two consecutive usual meetings of the Assembly;
5. Resigns;
6. Cannot exercise his/her mandate (health, personal reasons, etc);
7. Is convicted by the court with a final decision for committing a penal act.

In case a member the Assembly quits, he will be replaced by the person ranked with the highest points in the final voting list of the respective business group (in addition to the members of the Assembly of this group). When the list of the potential candidates is over, then the Assembly decides on partial elections to take place for that specific business group, with the purpose of filling up the seats in the Assembly.

The mandate of the new member continues up to the end of the Assembly's 4-year mandate.

The next Assembly elections must take place 45 days before the mandate of the current Assembly ends.



The Assembly, in its last meeting, approves the rules and procedures for the election of the new Assembly, which are drafted and proposed by the Presidency.

Article 7
The Assembly's Competences

The Assembly defines the main directions of the Chamber's activity and also controls and issues the respective acts, provided for in the law and this Statute.

The Assembly, in particular, has these competences:

1. Reviews and defines the main directions of the Chamber's activity.
2. Approves the statute with its amendments and forwards them for approval by the responsible trade minister.
3. Elects from the members, through special secret polls, the presidency, the Chamber's president, the Chamber's representatives in the Union of Chambers' Assembly, as well as the members of the auditing commission.
4. Defines the remuneration policies and procedures for the Chamber's president and the auditing commission.
5. Approves the Chamber's annual budget program.
6. Inspects and approves the annual report of the Chamber's general and financial activities.
7. Approves the annual membership fee size.
8. Approves different acts for proper functioning and organization of the Chamber.

Article 8
Assembly's Functioning

The Assembly's meetings can be usual and unusual.

The Assembly is gathered to a usual meeting at least once a year, during March, for the approval of the draft budget and the coming year program.

The meeting is summoned by the president, with the request of the Chamber's presidency, which defines also the agenda of the meeting of the assembly. If the president, within 15 days from the reception of request, fails to convene the assembly, then the Chamber's presidency has the right to summon the assembly itself, by announcing the date, time, place and the agenda of the meeting. The delivery of the materials and the notification for the meeting date is done at least one week before the scheduled date. This notification, including the meeting information materials, could also be done in an electronic way through internet, at the Chamber's official website. The meeting of the representative assembly is chaired by the President of the Chamber.

The assembly is gathered to an unusual meeting with the president's and/or presidency's request, or that of 1/3 of its members. The unusual meeting agenda is developed by the request party.

If the president, within 15 days from the reception of the request of the above defined entities, fails to gather the assembly, then the requesting party has the right to summon the assembly itself, by announcing the date, time, place and the meeting agenda.



The meeting of the assembly is valid when **m** than half of its members are participating. The decisions are valid when more than half of the participant members vote in favor.

The statute and its changes are approved by the majority of the assembly members' votes (minimally 52 votes)

Voting could be open or secret. When voting is open, the Assembly's members vote verbally or by raising their hand.

In the Assembly's meetings, delegation of the voting participation is not allowed.

The Assembly's decisions are recorded in the minutes book, which is signed by the Chamber's President and the Meeting Secretary, which is a Chamber's administrative employee and is appointed by the President.

The Assembly creates the Mandate Committee which keeps track of the mandate deadline, inspects all the issues related to the member's mandate and also delivers the respective report to the Assembly.

The Assembly could set up other specific committees, composed of the assembly's members, with the purpose of treating important issues for the Chamber 's activity. These Commissions have a recommendation and proposing role, and can be permanent (during the entire mandate of the Assembly) or temporary.

Article 9 The Chamber's Presidency

The Chamber's Presidency is made of the President of the Chamber and 14 members, which are elected by secret voting from the Assembly. The President is elected for a 4-year period, which coincides with the Assembly's mandate duration.

In the Presidency, the representation of the five business groups (trade, industry, service, transport-telecommunication and construction) is guaranteed.

The Presidency members (apart of the President) cannot be executive officials of the Chamber's administration.

Revocation of mandate as a member of the Assembly automatically leads to revocation of the mandate as a member of the Presidency.

Article 10 Presidency's Competences

The Presidency is the executive organ of the Chamber. It has the following competences:

- a) Approves the working programs, which are related to the Chamber's duties and targets.
- b) Approves the organizational structure of the Chamber's administration, its functions and the employee remunerations for this structure.
- c) Approves the internal regulation of the Chamber's administrative structure.
- y) Inspects the annual financial and budget program before presenting it for approval to the assembly.
- d) Defines remuneration policies and procedures for services offered by guest experts.
- dh) Establishes the rules for fund usage and administration.
- e) Proposes amendments in the Chamber's statute.



- e) Defines the agenda for the Chamber's assembly meeting.
- t) Takes decisions for all the issues that are being considered in the Presidency by the President and/or the Chamber's Secretary.

The Presidency is responsible for:

- execution of the Chamber's decisions;
- proper flow of the Chamber's activity.

Article 11 **Presidency's Functions**

The Presidency, as a rule, is gathered no less than once a month by the President of the Chamber or by request of 1/3 of the members. The notification and the delivery of the information materials is done at least 7 days before the meeting scheduled date.

The Presidency's meeting is valid when more than half its members are participating. The Presidency meeting is chaired by the president. The Presidency chooses out of its members, a representative that will chair its meetings in case the President is absent. Presidency's decisions are valid when voted in favor by more than half the members attending the meeting. In no case, vote delegation is accepted.

Presidency's decisions are signed by the President or, in his absence, by the member designated to chair the meeting.

The Presidency issues any other acts, that support the execution of its function and activity, provided for in the law or statute, when the issuing of the act is not part of the Assembly's or President's competences.

The member of the Presidency, who misses four out of the total meetings during the calendar year, loses the right to be a member of the Presidency during its mandate. The substitute member is elected by the Assembly.

The Secretary and the members of the Auditing Commission (the latter participating only when issues related to Chamber's finances are being discussed) could take part in the Presidency's meetings, with no voting right. Officials of the Chamber's Administration, whose presence is deemed necessary with regard to issues being discussed, could be also invited to participate in the meeting.

Article 12 **Chamber's President**

The Chamber's President is elected through secret voting of the Assembly, for a four year period. The President is selected out of the Assembly's members, within 10 days from the election of the Assembly. Any Albanian citizen could be elected as a Chamber's President, provided he/she is fully capable to act, has completed higher education, and has shown clear business, academic or administration skills.

Once his/her mandate terminates, the Chamber's President has the right to become member of the next Assembly, without under going the election procedures. The President leads the Chamber's activity and its Presidency. He is the legal representative of the Chamber in relationships with third parties, and also the main responsible person for the activity, administration and functioning of the Chamber. He is a full-time official employee and is paid by the Chamber.



Article 13
Functions and Competences of the President

The President has these functions:

- Represents the Chamber of Commerce and Industry of Tirana Region in all the activities undertaken from the latter, and also in the official meetings of high rank, governmental delegations, etc. The President also represents the Chamber in the Advisory Council of Business.
- Summons and chairs the meetings of Assembly and Presidency.
- Presents every year in front of the Assembly the annual report of the Chamber's activity and also the draft-program for the following year;
- Organizes chairs and directly supervises the administration activity of the Chamber, and also assigns the duties for every department or other administrative unit of this administration in harmony with the Chamber's Regulation.
- Organizes the work for the implementation of Assembly's and Presidency's decisions;
- Assigns and delegates the Chamber's representatives to organisms, boards of commissions, etc., in which the Chamber of Commerce and Industry-Tirana is a member.
- Represents the Chamber in the employment agreements.

Article 14
The Chamber's Secretary and his/her Competences

The Secretary of the Chamber is appointed and dismissed by order of the responsible minister of commerce.

The Chamber's Secretary must be an Albanian citizen, holding an university degree and clean criminal records.

The Chamber's Secretary is a full time official employee and is paid from the Chamber's budget.

The Chamber's Secretary has these competences:

1. Periodically informs the oversight organ about the Chamber's activity.
2. Tracks down the abidance of the Chamber by the provisions of this law and other laws in power.
3. Tracks down the execution of the Chamber's presidency and assembly decisions.
4. Tracks down the Chamber member registration procedures for trade entities.
5. Exerts every competence, provided for by the law.

In case of decision legacy override on part of the Chamber's organs, notifies the oversight organ, which within 30 days of notification, demands from these organs to review the decisions taken.

Article 15
The Auditing Commission

The Auditing Commission is elected for a 4-year period and is made up of 3 members, out of which, one is an authorized accounting expert appointed by the Minister of Economy. The other two, one a lawyer and the other an economist, are elected by the Chamber's Assembly. In its very first meeting the Commission elects its own Chairman. In case one of the elected members of the commission cannot



exercise his function, the President of the Chamber initiates the procedure for the election of the new substitute member from the Assembly.

Invited by the Chamber's President the members of the Auditing Commission attend the meetings of the Presidency.

To carry out its activity, the Commission cooperates with the administration of the Chamber.

For this purpose, every act, as well as administrative and financial document of the Chamber, are made available to the Commission.

The Auditing Commission has the responsibility to continuously control the economic and financial activity of the Chamber and report in the annual meeting of the Assembly about the administration of the Chamber's financial means and resources. The reports of the Commission are approved and signed by at least two of its members. Once approved by the Assembly, the report of the Auditing Commission is forwarded for information to the oversight organ.

Upon request of the President, Assembly and the Chamber's Secretary, the Commission may perform a specific item oriented control.

The members of the Auditing Commission are responsible for the controlling acts and the tasks they perform during their mandate.

CHAPTER III CHAMBER'S MEMBERSHIP

Article 16 The Chamber's Membership

The Chamber's membership is obligatory for the state-owned enterprises as well as the legal entities, entered in the trade register. Membership is voluntary for the fiscal entities in the quality of the trader who are carrying out trading and industrial activity. Membership is renewed annually, beginning on the 1st of January and ending on the 31st of December. To the members of the Chamber are issued the membership card. The Tax Organs, during their controlling activity force the tax entities to become members of the Chamber of Commerce and Industry according to the Law "On Chambers of Commerce".

Article 17 Membership Register

The Chamber maintains a membership register. The data entered in the register should be maintained both in the electronic version and as a hard copy. The unified type of register and procedures on its maintenance are defined by the Assembly of the Union of Chambers.



Article 18 **Annual Membership Fee**

The members of the Chamber have to pay the annual membership fee. The amount of the annual membership fee that should be contributed to the Chamber is determined by the Assembly by a special decision. The Assembly, each year, may reconsider the size amount of the fee.

The criteria for determining the size amount of the fee is through classification of trading entities into business categories: small business, big business and VIP tax payers.

Within the category of big business, based on the annual turnover and the total number of employees, two levels of the fee size amounts are determined.

Even in the category of the small business, there are two levels of fee size amount, one applied for the physical entities who do not have to become members of the chamber, and the other level is applied for the other small business entities.

CHAPTER III **THE ORGANIZATION OF THE CHAMBER OF COMMERCE AND** **INDUSTRY OF TIRANA REGION**

Article 19 **Representative Office**

The Chamber of Commerce and Industry-Tirana Region has a representative office in the town of Kavaja. The representative office- Kavaja registers the trade entities that carry out their activity in the territory within the jurisdiction of Kavaja and Rrogozhina municipality. This office also issues the non-preferential certificate of origin and any other tasks assigned by the President of the Chamber.

The personnel staff of the Representative Office - Kavaja, is part of the organizational structure of the Chamber and for its personnel are applied criteria similar with the Chamber's personnel criteria.

Article 20 **Chamber's Administrative Structure**

The organizational structure and the services offered by the Chamber are regulated by this statute, as well as by the Chamber's administrative internal regulation, which is approved by the Presidency upon proposal of the President.

The organization of the structure and services is done in harmony with the objectives of the Chamber's activity. The chamber's executive activity is managed and supervised by the President.

Article 21 **Services Accomplished by the Administration**

To follow up with the objectives and functions of the Chamber, the administration carries out these activities and services:



1. Issues opinions, proposals and evaluates the legal or public policies initiatives, undertaken by the central, local administration, and other public entities, that interact with its members interests.
2. Establishes, maintains and develops contact with homologue chambers, with economical institutions, associations, organizations and companies abroad with the purpose of enhancing trade and economic collaboration with them.
3. Informs its members about the opportunities and demand coming up in the domestic and international market, over the market development trend, the competition, the organization of different auctions and tenders etc.
4. The Chamber organizes and administers the business missions, fairs and exhibitions, professional training courses, as well as any other activity that serves to promote commerce and industry, in harmony with the law in power.
5. Maintains the members' register of Chamber of Commerce and Industry-Tirana Region, with the respective data for every member, and provides them with the membership card.
6. Generates template contracts, general models and terms of contracts for different type of economic activities.
7. Informs the traders over the Republic of Albania and international legislation, as well as over the trade agreements that our country has signed with the other countries.
8. Urges and helps the Chamber's members to resolve the commercial and civil disputes, through negotiation and arbitration;
9. Releases the non-preferential origin certificate of items as well as other testimonials that are required in economic exchange relationships, in harmony with the law in power.
10. Carries out the functions of the authorized agent in the framework of industrial property protection.

As well as carries out any activity or other services provided for in the law or by-laws.

Article 22 **Organizational Structure and Executive Leaders**

The organizational structure of the administration of the Chamber of Commerce and Industry Tirana is made of:

Cabinet of the President.

- Departments.
- Offices.

The departments and offices are organizational units of the Chamber's structure with administrative and executive competences. The departments and offices organize, administer and lead the work towards assigned objective, in harmony with the role and function defined in the Chamber's internal regulation. Heads of the Departments and Offices are responsible for the organization and leading of work performance in the organizational unit assigned to be led by them. The practical description of departments, offices and duties is defined by the Chamber's structure and regulation.

Nomination of the Chamber's administration employees is done by the President, in harmony with the organizational structure and the salary level approved by the Presidency. The administrative employment relations of the Chamber are regulated by the Labor Code of the Republic of Albania.



Article 23

Guest Expert Consultancy

The Chamber could ask for the guest expert consultancy on specific issues that need professional treatment. Contracts and collaboration agreements could be signed for this purpose with these experts. The Chamber's President may have guest experts with economic or juridical profile in his staff.

The remuneration for guest expert and consultancy is determined by the Presidency.

CHAPTER V FINANCIAL ADMINISTRATION

Article 24 General Principles

The financial administration of the Chamber is based on Law "On Financial Statements and Accounting", on a number of other legal acts and sub-acts and also on the national accounting standards. The financial year starts on the 1st of January and ends on the 31st December.

The financial activity of the Chamber is based on the programming of expenditures and revenues that will be reflected in the Chamber's draft budget.

Article 25 The Chamber's Financial Resources

The Chamber's revenues are realized through:

1. Annual membership fee contributions of the Chamber's members;
2. Services offered through Chamber's activities;
3. Donor sponsorships, domestic and foreign;
4. Other sources, such as revenues from projects, etc, that do not contradict the Albanian legislation.

The service contributions offered by the Chamber (issuing of non-preferential certificates of origin, fees for passport service, verbal notes, marks and patents registration fees, etc) are approved by the Presidency.

Article 26 Intangible Property Ownership Right

The Chamber of Commerce and Industry-Tirana can attain the right of ownership or use of administrative intangible property, in harmony with the Civil Code and the Albanian legislation in power.



CHAPTER VI FINAL PROVISION

Article 27 Amendment of the Statute

The provisions of this statute could be amended by the majority of the general number of members to the Assembly. Any amendment in the Statute is announced to the supervisory organ, in order for its legitimacy to be acknowledged.

Article 28 Coming into Power of the Statute

This Statute is approved by the Chamber of Commerce and Industry-Tirana Region Assembly, dated 22nd of February, 2007.

This Statute comes into power immediately after approval of the Minister of Economy Trade and Energy.