

**ARTICLES OF ASSOCIATION**  
**OF**  
**NATIONAL COMMITTEE FOR ALBANIA**  
**OF**  
**INTERNATIONAL CHAMBER OF COMMERCE**

**THE PREAMBLE**

Considering the importance of promoting the Open Market System, 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 Albanian 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 the sectors of international business, throughout the world;

**AND** considering that adhesion by the Albanian business community to ICC would contribute substantially to the expansion, modernization and enhancement of Albanian international trade and investment.

The undersigned agree to establish the National Committee for Albania of the International Chamber of Commerce.

## CHAPTER I – GENERAL PROVISIONS

**1.1** The “**National Committee for Albania of International Chamber of Commerce**”, hereinafter referred to as “**ICC Albania**”, is a non governmental and not for profit organization, with legal personality, constituted under the legal form of association by its founders (“**Founders**”) with the aim to attain the scope of ICC Albania in the territory of the Republic of Albania as described herein.

**1.2** The registered seat of ICC Albania shall be at the address: Banka Kombëtare Tregtare, Blvd. Zhan D’Ark, Tiranë, Albania.

**1.3** The duration of ICC Albania shall be unlimited.

**1.4** ICC Albania shall have its letterhead, logo, stamp and other materials necessary for its activity. The logo is as attached.

**1.5** ICC Albania shall notify and file with the Register of Non for Profit Organizations, within the legal terms, any amendment of these Articles of Association (AoA), including but not limited to change in name, object and field of activity, registered seat, suspension of its activity, decision of the voluntary liquidation, merger and division, as well as any changes to the members of the managing bodies and to their powers, appointment, change and powers of the liquidator and the change of the logo.

**1.6** ICC Albania shall use all income resulting from its activities, only for purposes of attaining the object of its activity, as set forth in these AoA. ICC Albania shall not use any part of its properties or income for the interests of its members.

**1.7** ICC Albania shall not support any political party, electoral group or candidate in relation to whatsoever function with the public authorities and shall not use any of its property or income for their financing.

**1.8** ICC Albania has a distinct property from its members, necessary to perform and conduct its activity, set forth in these AoA, and undertakes any obligation that relates to this property.

**1.9** ICC Albania shall perform its activity in the entire territory of the Republic of Albania.

## CHAPTER II – SCOPE OF ACTIVITY AND OBJECTIVES OF ICC ALBANIA

**2.1** The scope of activity and objectives of ICC Albania are to:

- I. promote international trade, services and investment and to eliminate obstacles and distortions to international commerce;
- II. promote the market economy system based on principles of free and fair competition among business enterprises;
- III. represent Albanian commercial, professional service and industrial enterprises in the international community;
- IV. co-ordinate activities of Albanian business community and represent its interests in dealing with both domestic and international actors in matters concerned with international trade;
- V. foster self-regulation of the business sector.

## CHAPTER III – RIGHTS AND COMMITMENTS OF ICC ALBANIA

**3.1 Regulatory Framework:** During its activity ICC Albania is subject to the provisions of these AoA and to the legislation in force in the Republic of Albania.

**3.2 Rights of ICC Albania:** In order to attain the scope of its activity as specified in these AoA, ICC Albania will have the following rights:

- I. To represent and protect the interest of its members, at a national and international level.
- II. To perform in Albania all of the activities provided for in these AoA, and other activities authorized by the Albanian legislation and ICC.
- III. To represent the interests of its members before public authorities and other organisations, as well as before any legal or physical person and to perform any legal action and other necessary actions for the attainment of the scope of ICC Albania.
- IV. To cooperate with state bodies in Albania and to obtain all information, documents and other official acts beneficial to its activity.
- V. To establish with legal and physical persons bilateral and multilateral agreements of technical and scientific, economic, financial, industrial and commercial cooperation, for implementing works and offering services for the attainment of the scope and objectives specified in these AoA.
- VI. To open and close bank accounts necessary for its activity, in banks licensed in Albania and abroad and to perform bank transactions in accordance with the contractual conditions that it considers appropriate.
- VII. To purchase, use, administer and dispose its assets in such way that enables the performance of the activity of ICC Albania and the benefiting of all financial and material, movable or immovable sources.
- VIII. To accept as well as dispose of donations, subsidies and items.
- IX. To collect the membership fees from its members.
- X. To employ the necessary staff for the activity of ICC Albania – being citizens of either the Republic of Albania or other countries – and to specify the level and the payment conditions as well as the contractual conditions, in compliance with the legislation of the Republic of Albania.
- XI. To fully exercise attributes which are not in conflict with the Albanian legislation.
- XII. To freely disseminate information in relation to its activity.
- XIII. To associate with international organisations, establish cooperation with these organisations, in different fields.
- XIV. Other rights as permitted by the law of the Republic of Albania.

### 3.3 Commitments of ICC Albania

3.3.1 In order to perform its activity in accordance with the provisions of these AoA, ICC Albania has the following obligations:

- I. To ensure the implementation of the decisions, provisions and instructions of the General Assembly, Executive Board and of the Chairman of ICC Albania.

- II. To act in good faith and in the interest of the members of ICC Albania and ICC.
- III. To respect the Constitution and the Albanian legislation, the applicable norms of international law in relation to the activity of associations as well as the rules set out by these AoA.

3.3.2 Further, ICC Albania will:

- I. Provide to the International Headquarters of ICC (“IHQ”) a list of its members, including association members, corporate members and individuals with their identification data, address and contact numbers.
- II. Designate one delegate and if so desired, one deputy/delegate to the ICC World Council.
- III. Designate representatives to the commissions and working bodies of ICC that are important to its business community.
- IV. Keep itself informed of the activities of ICC and maintain close contact and cooperation with IHQ.
- V. Disseminate promptly to its members information received from IHQ, including reports on commission work, promotional documents and rules presenting the various ICC dispute resolution services, correspondence, surveys and questionnaires, regular documents and ICC activity report.
- VI. Organize its members to formulate views on relevant issues regarding international business, and convey those views to ICC.
- VII. Introduce to the Albanian Government and its agencies the policies advocated by ICC and the services provided by ICC.
- VIII. Use all reasonable means to enhance awareness of ICC and its work in the Albanian business community, including prominent display of the ICC logo and letterhead (as per the official logo which will be made available to ICC Albania) in, and only in, all its dealings on behalf of ICC Albania. ICC Albania will use the ICC logo in accordance with the guidelines issued by ICC for this purpose and also take all necessary measures to protect the name and logo of ICC against unauthorized use by third parties. ICC Albania will not authorize use of the ICC logo or ICC name by third parties or by its members for any purposes which could be prejudicial to the ICC name or be contrary to the aims or policies of ICC.
- IX. Use all reasonable means to strengthen communication and connections with other ICC groups and members of ICC.
- X. Nominate a candidate for election by the ICC World Council as the Albanian representative to the International Court of Arbitration of the ICC.
- XI. Propose qualified and suitable arbitrators, neutrals and experts, when so requested by the ICC International Court of Arbitration, the ICC ADR Secretariat, the ICC International Centre for Expertise, the ICC Dispute Board Centre and any other body related to the ICC Dispute Resolution Services.
- XII. Actively promote ICC Dispute Resolution Services in consultation with the Secretariat of the International Court of Arbitration.
- XIII. Provide business services to its members.

- XIV. Use its best efforts to market ICC Publications in Albania in accordance with terms set out by ICC Services.
- XV. Pay a yearly fee to ICC (if any), which will be determined by ICC and duly notified to ICC Albania.
- XVI. ICC Albania and its members will at all times adhere to the Constitution of ICC, including its charter.

## CHAPTER IV – THE PROPERTY

**4.1 The principles:** With the purpose of performing the activity of ICC Albania, the Founders and the members of ICC Albania may contribute in cash or in kind aid. All of the property of ICC Albania, which includes material items and financial sources registered in the financial statements, constitutes the property of ICC Albania. The members of ICC Albania do not have property rights over the property of ICC Albania.

**4.2 Other sources of property:** Additional sources of property of ICC Albania shall be:

- I. Membership fees;
- II. Donations and subsidies;
- III. Other cash inflow that results from the organization of public manifestations, exhibitions, bids and public activities organized by ICC Albania, in the framework of the scope of activity and objectives provided for in these AoA;
- IV. Income resulting from the activities performed by ICC Albania or with the participation of the latter, in accordance with the Albanian law;
- V. Publications;
- VI. Other sources permitted by Albanian law.

**4.3 Limitations on the use of income:** The income collected by ICC Albania as a result of its activity cannot be distributed between the members of ICC Albania. This income will be used exclusively for the attainment of the scope and tasks provided for in these AoA as well as for philanthropic objectives.

**4.4 Criteria on the administration of the property of ICC Albania:** The criteria of use of ICC Albania income shall be decided by the Executive Board in its proposal on the annual budget.

## CHAPTER V – MEMBERSHIP

**5.1 Eligibility and Termination.** All companies, corporations, entrepreneurs and partnerships involved in business activities, and commercial or industrial associations, as well as all funds or agencies promoting business in Albania, sharing the objectives and commitments of ICC Albania as set forth in these AoA and contributing to its purposes are eligible to become members of ICC Albania. The number of members of ICC Albania is unlimited. The admission as member is subject to approval by the Executive Board of ICC Albania. The membership right is not transferable.

**5.2 Obligations and Annual Membership Fee:** Members must observe the regulations of the present

AoA, and support the activity of ICC Albania and ICC. The amount of the annual membership fee shall be proposed by the Executive Board and approved by the Assembly of the members. The initial membership fee shall be EUR 1,000 per each member.

**5.3 Rights:** Membership in ICC Albania implies membership in ICC and entitles the members' participation at conferences and activities of the ICC in accordance with the statutory provisions thereof. All members are entitled to become acquainted with, to follow continuously and to influence creatively the business policy represented by ICC and ICC Albania. They may take part in the activity of the commissions and special groups of ICC and ICC Albania, as well as in the establishment of the annual work program of ICC Albania. Members can make use of the information and services of the Secretariat of ICC.

**5.4 Termination of membership.** The membership relation is terminated as result of withdrawal, revocation or exclusion of a member.

- I. **Withdrawal:** The withdrawal should be notified to the Secretary General of ICC Albania, in writing, through registered mail sent at least 3 (three) months prior the end of the year and the withdrawal will be effective from 1<sup>st</sup> of January of the following year. For sake of clarity, the withdrawal does not release the former member from its obligation to pay the outstanding amounts toward ICC Albania related to the period of its membership, neither gives right to reimbursement of the membership fee paid for the respective year.
- II. **Revocation:** The membership should be considered automatically revoked for the member that is a physical person (i) in case of death or (ii) if sentenced upon a final decision of the court as guilty for commitment of a criminal offence; while for juridical persons in case of (i) certified bankruptcy or (ii) liquidation. The revocation does not release the former member from its obligation to pay the outstanding amounts toward ICC Albania related to the period of its membership, neither gives right to reimbursement of the membership fee paid for the respective year.
- III. **Exclusion:** The exclusion may be approved from the General Assembly of ICC Albania for serious breaches. The exclusion process shall be initiated from the Executive Board upon notifying the complaint to the General Assembly and to the interested person and giving him/her a term to present in writing its opinion/arguments. Should the Board accept the arguments of the interested person it may resolve to withdraw the proposal for exclusion and notify the same to the General Assembly.

## **CHAPTER VI – ORGANIZATION AND OPERATION OF ICC ALBANIA**

**6.1** The governing bodies of ICC Albania are as follows:

- I) The General Assembly;
- II) The Executive Board;
- III) The Chairman;
- IV) The Secretary General.

With the exception of the Secretary General, the governing bodies of ICC Albania shall not be remunerated for their activities, exception made for any reimbursement of operative expenses incurred in connection with these activities in the interest and within the scope of activity of ICC Albania.

## 6.2 Assembly

### 6.2.1 General rules

- I. The highest governing body of ICC Albania is the General Assembly of the members, who meet in ordinary or extraordinary meetings.
- II. Besides the functions and powers mentioned in other provisions of these AoA, the General Assembly has the following functions:
  - (i) Specifies the main directions, programs and fields of the activity of ICC Albania and regularly monitors and controls their implementation;
  - (ii) Examines the economic, financial and administration issues;
  - (iii) Decides on the approval and amendment of these AoA;
  - (iv) Approves the most important acts related to the budget of ICC Albania and the expenses for the following year;
  - (v) Elects and dismisses the members of the Executive Board;
  - (vi) Elects and dismisses the Chairman;
  - (vii) Approves the management report of the Executive Board;
  - (viii) Decides on the reorganization, merger or division or liquidation of ICC Albania, appoints the liquidator and approves the balance sheet of the liquidation;
  - (ix) Adopts rules for the organization and structure of ICC Albania, as well as create committees;
  - (x) Decides on other issues that relate to the activity of ICC Albania provided by law.
- III. The Assembly shall meet at least once a year, where the physical presence of its members is required in the meeting (i.e. so called annual meeting).

### 6.2.2 Convocation and Meeting of the General Assembly

- I. The General Assembly is convened by the Executive Board or the Chairman or when requested from at least 1/5 of the members. The request for convocation of the General Assembly from the members should be duly accompanied by the agenda for discussion. The convocation shall be notified to the members through registered mail, courier, fax, or e-mail at least 15 days before the date of the meeting, or in urgent cases, 1 week before the date fixed for the meeting. It shall contain the agenda and indicate the date, time and place of the meeting and, in case of proposed amendments to the AoA, the text of such proposals.
- II. The General Assembly takes decisions in general meeting or through written consultation/consent or through electronic means.
- III. The General Assembly meeting is held in the place determined by the notice of meeting, which might be in the legal seat of ICC Albania or elsewhere.
- IV. The meeting of the Assembly may be organized through teleconference or video-conference, through video-writing communication, provided that the collegial and equal treatment of all members is complied with. Especially, it is necessary:

- that the Chairman has the possibility to verify the identity of the members of the Assembly who are present, to control the normal course of the meeting, to conclude and proclaim the results of the votes;
- that the secretary of the meeting has the possibility to acknowledge the facts and events happening during the meeting, object of the minutes;
- to enable the participation of all presents to the discussions on the agenda, the examination, the receipt and delivery of all the documents used during the meeting as well as the participation to the voting process on the agenda;
- to determine in the meeting notices, the places where ICC Albania will install the necessary equipments for audio-video transmissions.

The meeting of the General Assembly under the above circumstances is considered duly held in the place where the Chairman or the secretary of the meeting is present.

- V. The meeting of the General Assembly is chaired by the Chairman of ICC Albania or in his absence by a member appointed from the General Assembly.
- VI. Decisions shall be considered valid if at least  $2/3$  of all members are present or represented in the meeting and if approved by the majority of members participating or represented in the meeting, save where the decisions pertain to the amendments of the AoA and reorganization and liquidation of ICC Albania, where they must be approved by  $2/3$  of members. The decisions are taken by public vote or secret ballots depending on the nature of the decision (in this case it will be either the body convening the General Assembly that will specify if the nature of the decision is such that a secret ballot is necessary or if the majority of the members present or represented request it).
- VII. In case the decisions of the General Assembly cannot be approved, the respective body convenes again, within one month, the meeting of the General Assembly with the same agenda. This meeting will take decisions regardless of the number of the members present or represented, according to the majority set forth in paragraph VI above.
- VIII. The General Assembly can take decisions only for issues specified on the agenda. Regarding issues that are not specified in the agenda, the General Assembly can take decisions only if all members of ICC Albania are present or represented.
- IX. The meeting of the General Assembly is reflected in minutes signed by the Chairman or in his absence by the member elected to chair the meeting and the secretary of the meeting, who will be appointed by the Chairman or in his absence by the member elected to chair the meeting.

### **6.3 The Executive Board**

#### **6.3.1 Appointment and term**

- I. The Executive Board is a permanent executive body of ICC Albania, and is subordinated to the General Assembly, which elects and dismisses the members of the Executive Board.
- II. The Executive Board is composed from 5 members. The members of the Executive Board are elected for a 3 (three) years' term, renewable. While electing the members of the Executive Board, the General Assembly should consider meeting the principles of a fair representation of all the economical sectors that adhere in ICC Albania.

- III. In case of one or more vacant office in the Executive Board, it/they is/are temporarily substituted upon decision of the Executive Board. The members appointed under these circumstances remain in their duty until the following decision of the Assembly. However, if more than half of the offices are vacant the Assembly will be convened for taking a decision on election of the new members of the Board.

#### 6.3.2 Functioning of the Executive Board

- I. The Executive Board shall be convened as a minimum twice a year and extraordinarily by the Chairman when it deems it necessary or upon request of  $\frac{1}{4}$  of members of the Executive Board, indicating the agenda of the discussions. The notice for the meeting should be sent at least 15 (fifteen) days prior to the date fixed for the meeting. The request for convocation of the Board from the members should be duly accompanied by the agenda for discussion. The convocation shall be notified to the members through registered mail, courier, fax, or e-mail at least 15 (fifteen) days before the date of the meeting, or in urgent cases, 1 (one) week before the date fixed for the meeting. It shall contain the agenda and indicate the date, time and place of the meeting as well as any text of proposals.
- II. The Executive Board takes decisions in a meeting requiring the physical presence of the members or through conference or video calls or through written consultation/consent procedures.
- III. The Executive Board meeting is held in the place determined by the notice of meeting, which might be in the legal seat of ICC Albania or elsewhere.
- IV. The meeting of the Executive Board may be organized through teleconference or video-conference, through video-writing communication, provided that the collegial and equal treatment of all members is complied with. Especially, it is necessary that:
- the Chairman has the possibility to verify the identity of the members of the Board who are present, to control the normal course of the meeting, to conclude and proclaim the results of the votes;
  - the secretary of the meeting has the possibility to acknowledge the facts and events happening during the meeting, object of the minutes;
  - to enable the participation of all presents to the discussions on the agenda, the examination, the receipt and delivery of all the documents used during the meeting as well as the participation to the voting process on the agenda;
  - to determine in the meeting notices, the places where ICC Albania will install any necessary equipments for audio-video transmissions.

The meeting of the Board under the above circumstances is considered duly held in the place where the Chairman or the secretary of the meeting is present.

- V. The meeting of the Executive Board is chaired by the Chairman of ICC Albania or in his absence by a member appointed from the Board.
- VI. The decisions of the Executive Board are valid when the majority of the members are present either in person or via conference or video call or when the majority of the members have given a positive vote to the written resolutions (consultation in writing procedure). The decisions are taken upon approval of a majority of the present members or members consulted in writing. In case of equal votes, the vote of the Chairman prevails. If no decision can be passed, the meeting shall be postponed and re-convened within one month, where no

quorum is required; in this case, the decisions will be adopted upon majority of the members participating to this second meeting/consultation procedure.

- VII. The Executive Board can take decisions only for issues specified on the agenda. Regarding issues that are not specified in the agenda, the Executive Board can take decisions only if all members of the Executive Board are present.
- VIII. Discussions and decisions of the Executive Board shall be indicated in minutes of the meeting to be signed by the Chairman and the secretary of the meeting.

#### 6.3.3 Powers and duties of the Executive Board

- I. The Executive Board appoints the actual delegate and the alternate delegate in the International Council of the ICC.
- II. The Executive Board is fully empowered for the administration of ICC Albania in order to pursue its objectives and scope of activity, carrying out all necessary activities that are not specifically reserved to the General Assembly by these AoA.
- III. The Executive Board may address recommendations with regard to the activities of ICC Committees and other international bodies of ICC.
- IV. Further, besides the powers and duties set forth in other provisions of these AoA, the Executive Board:
- (i) Compiles the development strategy and specifies the main directions of the activity of ICC Albania, presenting them for approval to the General Assembly;
  - (ii) Ensures the implementation of the decisions of the General Assembly and reports to the General Assembly in relation to the activity of ICC Albania;
  - (iii) Drafts the budget of ICC Albania, the annual financial report and the report related to its own activity, presenting them to the General Assembly for approval;
  - (iv) Approves the internal regulations of ICC Albania and drafts the rules of its organizational structure, presenting them to the General Assembly for approval;
  - (v) Approves the list of the staff, the proposals for the employment of the staff, the reward methods and the work conditions of the employees of ICC Albania;
  - (vi) Approves the seal, logo and forms of ICC Albania;
  - (vii) Accepts and proposes expulsions of members of ICC Albania;
  - (viii) Decides on the procurement and disposal of the property of ICC Albania;
  - (ix) Decides on the participation of ICC Albania, as founder of non for profit organizations and of commercial companies;
  - (x) Decides for all issues that do not fall under the exclusive competence of other bodies of ICC Albania.

#### **6.4 The Chairman**

- I. The Chairman should be an outstanding business leader capable of bringing together all the different elements involved in the founding process of ICC Albania.
- II. The Chairman is recommended by the Executive Board to the General Assembly, which elects and dismisses the Chairman. The Chairman remains in this office for a term of three years, non renewable. He must have access to the chief executives of non-member companies to help open doors for membership promotion.
- III. Besides the powers and duties foreseen in other provisions of these AoA, the Chairman has the following duties and powers:
  - (i) represents ICC Albania toward third parties;
  - (ii) represents ICC Albania at key ICC meetings/functions;
  - (iii) convenes and chairs the General Assembly and the meetings of the Executive Board, supervises the implementation of the relevant resolutions and activities of the Secretariat General of ICC Albania.

#### **6.5 Secretary General**

- I. The Secretary General is appointed and dismissed by the Executive Board and carries his duties as directed from the Executive Board and the Chairman and is responsible for the office of ICC Albania and for the administration of the staff.
- II. The Secretary General has the right to sign any documents necessary for the day-to-day management of ICC Albania.
- III. Further, the Secretary General shall:
  - (i) organize the technical works related to the purpose of ICC Albania, as well as organize seminars, publication sales, managing expenditure and ensuring quota payment;
  - (ii) communicate with the media;
  - (iii) propose to relevant bodies, measures to improve economic relations and bring key ICC policy statements and products to the attention of relevant government officials;
  - (iv) make available for the member reports and the positions taken from ICC and provide information on the activities performed from ICC Albania and ICC in general;
  - (v) act as a coordinating body and liaison between ICC and members of ICC Albania;
  - (vi) act as a liaison with ICC, ICC Albania and other National Committees of the ICC;
  - (vii) ensure corporate awareness of, and participation in policy and advocacy work of ICC, and nominate members to ICC Albania working bodies;
  - (viii) bring key ICC policy statements and products to the attention of relevant government officials;
  - (ix) organize national policy commissions;

- (x) mobilize members and other business leaders to participate in special ICC activities and events, such as meetings with heads of international organizations, World Congresses, etc.

## **6.6 First Executive Board and Chairman**

6.6.1 The first Executive Board shall be composed by the following persons, who shall exercise these functions for a period of 3 (three) years:

- Mr Seyhan Pencabligil, holder of Identification Card no. 029038492, resident in Tirana, Albania;
- Mr Genc Boga, holder of Identification Card no. 024456912, resident in Tirana, Albania;
- Mr Orhan Coskun, holder of passport no. TR\_C 199895, resident in Tirana, Albania;
- Ms Endrita Xhaferaj, holder of Identification Card no.029975076, resident in Tirana, Albania;
- Ms Edita Katroshi Kagjini, holder of Identification Card no. 029933803, resident in Tirana, Albania.

6.6.2 The first Chairman shall be Mr. Seyhan Pencabligil, who will exercise this function for a period of 3 (three) years.

## **CHAPTER VII – FINANCIAL YEAR**

**7.1** The financial year starts on 1<sup>st</sup> of January and ends on the 31<sup>st</sup> of December of every year.

**7.2** As an exception, the first financial year starts on the date of the establishment of ICC Albania and ends on the 31<sup>st</sup> of December of the same year.

## **CHAPTER VIII – ENTRY INTO FORCE, CHANGES AND AMENDMENTS**

**8.1 Entry into force:** These AoA shall enter into force upon execution by all the Founders and registration with the Albanian Register of Non for Profit Organizations, subject to approval by the ICC World Council.

**8.2 Modifications and Amendments:** Any change or amendment of the present AoA shall be approved by the members of the General Assembly with the vote of at least 2/3 of the members of ICC Albania and it shall enter into force immediately upon registration with the Register of Non for Profit Organizations.

## **CHAPTER IX – END OF THE ACTIVITY**

**9.1** ICC Albania ends its activity by reorganization or dissolution, with a decision of the General Assembly, according to the conditions specified by these AoA.

**9.2** The reorganization is accomplished conform to the law, through a merger, acquisition or division. The reorganization produces effects only after its registration in the Register of Non for Profit Organizations. The reorganization is performed upon decision of the General Assembly.

**9.3** Dissolution with the initiative ICC Albania can occur when the scope of activity as indicated in these AoA cannot be realized due to absence of means or when the objectives for which ICC Albania was created have been entirely fulfilled. The dissolution is followed by the liquidation procedures. During the liquidation process, ICC Albania will use its name followed by the words “under liquidation”. The liquidation is performed by one or more liquidators appointed by the General Assembly.

**9.4** Assets of ICC Albania remaining after the creditors are duly paid in the course of the liquidation process cannot be distributed to the members of ICC Albania nor to the members of its bodies; they are transferred to another organization with scope of activity same or similar to the one of ICC Albania.

## **CHAPTER X – THE FIRST MEMBERS/FOUNDERS**

The first members of ICC Albania are the following persons:

**Banka Kombetare Tregtare Sh.A.**, registered with the Albanian Commercial Register as of 01.07.1992, with business identification number J62001011Q, represented by Mr Seyhan Pencabligil;

**Mr. Genc Boga**, Managing Partner of Boga & Associates (Legal, Tax and Accounting Services Firm), registered with the Commercial Register with business identification number K01419003F;

**Albtelecom Sh.A.**, registered with the Albanian Commercial Register as of 16.01.1992, with business identification number J61824053N, represented by Mr Ilir Zela;

**Albanian Association of Banks**, registered with the Albanian Register of Not for Profit Organizations held by Tirana District Court with decision no. 1153, as of 14.04.1999, with business identification number K51626015F, represented by Ms Endrita Xhaferaj;

These AoA are signed by the first members, this day of 25 July 2012.

### **FIRST MEMBERS**

#### **BANKA KOMBETARE TREGTARE SH.A.**

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#### **GENC BOGA**

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#### **ALBTELECOM SH.A.**

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#### **ALBANIAN ASSOCIATION OF BANKS**

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