

**“APPROVED”**  
**by the Decision**  
**of Extraordinary General Meeting of members**  
**of the Certification Association “Russian**  
**Register”**  
**Minutes № -**  
**as of July “31” 2012**

**Chairman of the meeting**  
**Vladimirtsev A.V.**

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**Secretary of the meeting**  
**Zhantuarov B.Z.**

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**C H A R T E R**

**of the Certification Association**  
**“Russian Register”**  
**(new edition)**

**Saint-Petersburg**  
**2012**

## **1. GENERAL**

**1.1 Certification Association “Russian Register”** hereinafter referred to as Association is a non-profit organization established for coordination of activity of its members, representation and protection of interests hereof on the basis of the decision made by its members that concluded an agreement.

**Certification Association “Russian Register”** shall be a voluntary association of legal entities in accordance with this Charter.

Association shall not be a superior body in respect of members hereof.

**Certification Association “Russian Register”** was registered by the Registration Chamber of Saint-Petersburg on August 7, 2001, whereof record number 157101 was made in the Unified Municipal Register of Legal Entities and Individual Entrepreneurs and registration log, included into the Unified State Register of Legal Entities by the Inspectorate of the Ministry of the Russian Federation for Taxes and Levies in the Saint-Petersburg Central District on January 31, 2003 under the principal state registration number 1037843025990, record on non-profit organization was made in the departmental register of non-profit organizations on February 7, 2007 by the Office of the Federal Registration Service in Saint-Petersburg and Leningrads region under the account number 7814110006.

### **1.2 The objectives of the Association activities are as follows:**

- protection of rights and interests of the Association member-organizations;
- assistance to the Association members in extension of opportunities for their production and social development with relevant state and other interested organizations;
- management, arrangement and coordination of works in the scope of certification of quality management systems, environmental management systems, transport safety management systems, occupational health and safety management systems;
- management, arrangement and coordination of works in the scope of certification of products, productions, enterprises and organizations;
- management, arrangement and coordination of works in the scope of certification of personnel;
- management, arrangement and coordination of works in the scope of technical expert assessment, testing and inspections;
- management, arrangement and coordination of works in the scope of transport logistics and forwarding;
- extension of work experience in the scope of advanced methods of management and scientific and technical progress of Russian and foreign organizations and enterprises;
- performance of publishing, scientific and outreach activities on certification issues.

**1.3** Association shall be a legal entity since the date of governmental registration.

Association may possess separate estate in freehold, has independent balance, clearing and other accounts in banks of RF and other states in accordance with current legislation.

**1.4** Association shall not be liable for obligations of members hereof. The government shall not be liable for obligations of Association as well as Association shall not be liable for obligations of the government.

Association shall be liable for its obligation to the extent of all its property.

Estate transferred into ownership of Association by its founders and members shall be property of Association. Association founders and members shall not reserve ownership rights for property transferred by them into ownership to Association.

Association members shall bear equal subsidiary responsibility for Association obligations.

Order of subsidiary responsibility of Association members:

1) Any lender of Association shall have the right in compliance with the requirements of article 399 of the RF Civil Code to submit a claim to Association members.

2) Lender shall have the right to submit a claim to any Association member in any consequence or to all members simultaneously.

3) Association responsibility to its lenders shall be limited by the sum not covered by the amount of subsidiary responsibility of all Association members collectively.

4) Association members which fulfilled its subsidiary responsibility shall have the right to submit a regressive claim to Association.

1.5 Association shall have an independent balance, clearing and other accounts. Association shall have a round seal bearing its full name in Russian and location information. Association may possess stamps and letterheads with its company name, a logotype, as well as trademark registered as established and other means of identification.

### **1.6 Name of Association.**

In Russian:

- Full name: **Ассоциация по сертификации «Русский Регистр»**
- Short name: **Ассоциация Русский Регистр**

In English:

- Full name: **Certification Association “Russian Register”**.
- Short name: **Association Russian Register.**

1.7 Location of Association – Litejny prospect 45/8A, office 6H, Saint-Petersburg, Russian Federation.

1.8 Association has branches located at the addresses:

- Naumova street 9, office 309, Volgograd, Russia;
- Bajkalskaya street 239, Irkutsk, Russia;
- Selezneva street 86/1, Krasnodar, Russia;
- Krasnoselskaya N. street 35/1, office 513, Moscow, Russia;
- Portovy passage 31A, Murmansk, Russia;
- Sovetskaya street 12, office 404, Nizhniy Novgorod, Russia;
- K. Marksa street 6, Novorossiysk, Russia;
- Budennovsky prospect 80, office 810, Rostov-na-Donu, Russia;
- Truda street 84, office 46, Chelyabinsk, Russia;
- Yakovleva prospect 5, Cheboksary, Russia;
- 2<sup>nd</sup> Novaya street 22A, Yaroslavl, Russia.

1.9 The Association has branch and representative offices outside Russian Federation.

Representative offices in the following countries:

- The Federal Republic of Germany (Dusseldorf)

Branch offices in the following countries:

- The Republic of Lithuania (Klaipeda)

## **2. Object of Activity and Rights of Association.**

2.1 Object of Association activity shall be works on:

- competitive growth of producers and their products, development and capture of markets through certification of its productions, management systems, products and personnel;
- implementation of governmental policy and tasks on certification through assurance of development of suggestions on certification rules and procedures and harmonization hereof with international systems and rules;

- cooperation with decision-making bodies of voluntary and mandatory certification systems, the scope of activity of which covers certification of productions, management systems, products and personnel;
- entry into international databases on certification of productions, management systems, products and personnel;
- provision of assistance to Association members in extension of opportunities for their production and social development with relevant state and other interested organizations;
- summarization of practices, marketing research of particular organizations on certification issues;
- performance of publishing and scientific activity.

2.2 To accomplish its objectives Association has the right to perform the following activities:

- hold and participate in workshops, seminars, conferences, exhibitions, business meetings on issues of certification, held in Russia and abroad;
- render legal assistance to Association members and arrange staff training to accomplish objectives for the sake of which Association has been established;
- perform publishing and polygraph activity to accomplish objectives for the sake of which Association has been established;
- establishment of information bank on issues of certification to accomplish objectives for the sake of which Association has been established in accordance with current legislation;
- management, arrangement and coordination of works in the scope of certification of quality management systems, environmental management systems, occupational health and safety management systems, transport security management systems in organizations and enterprises of different sectors of industry and services for compliance to the requirements of international and national standards and rules (Rules of Russian Maritime Register of Shipping etc.);
- management, arrangement and coordination of works in the scope of certification of products;
- management, arrangement and coordination of works in the scope of certification of personnel;
- activity in the scope of advanced scientific and technical development on management system certification, development of rules and procedures for certification;
- development and maintenance of databases on current prospective scientific and technical developments, completed and being carried on, in the scope of certification and related scopes;
- expert assessment of developments on certification systems with attraction as established of independent experts;
- research of corresponding markets of scientific and technical products; collection, analysis, processing and distribution of information on advanced national and foreign practice of development, implementation and improvement of management systems;
- forming of target scientific and technical programs for product quality improvement, programs of productions and management systems certification;
- research and development of regulatory and procedural documents on certification;
- arrange and participate in accordance with operation rules of System of management system, personnel and product voluntary certification in accreditation of certification bodies of System of management system, personnel, product and production voluntary certification, surveillance of accredited bodies, assurance of informational relations and cooperation with quality and production system certification bodies;

- performance as established by the legislation of assessment of programs for professional training of certification experts in accordance with the Voluntary Certification System of Association Russian Register;
- assistance and arrangement as established by the legislation of activity on professional training, additional training and certification of staff;
- informational and procedural assistance to Association members in the scope of certification of products, productions and management systems;
- establishment of information bank on issues of certification of production and quality management systems to accomplish objectives for the sake of which Association has been established in accordance with current legislation;
- arrangement of visiting of national and foreign enterprises, organizations for exchange of experience in the scope of product quality management, production and management system certification;
- formation, maintenance and development of connections with national and international organizations in charter scopes of Association activity;
- activity in national and international organizations and unions including: Technical committees of international organization for standardization (ISO); European Foundation for Quality Management (EFQM), International union of management system certification bodies (IQNet), International Accreditation Forum (IAF), United Nations Organization (UN) or its institutions for the purpose of extension of advanced experience and scientific and technical potential of Russian and foreign organizations and enterprises by establishment, improvement and certification of management systems, fulfillment of international requirements for transport security;
- arrangements in the scope of protection of state secret in accordance with objectives of Association and current civil legislation;
- activity related to use of information constituting state secret with the purpose of protection of rights, common property and other interests of organizations and Association members;
- management, arrangement and coordination of works in the scope of development and expert assessment of transport documents for different types of cargo and different transport as established by the Russian Federation legislation;
- management, arrangement and coordination of works in activity on arrangement of testing of cargoes for compliance with transport specifications (including bulk and hazardous) with performance of examination and certification hereof as established by the Russian Federation legislation;
- management, arrangement and coordination of works in the scope of activity on development and execution of certificates for safe stowage and securing of different types of cargo, including hazardous and forest cargoes as established by the Russian Federation legislation;
- management, arrangement and coordination of works in the scope of activity on examination of packing and containers of all types as established by the Russian Federation legislation;
- management, arrangement and coordination of works by performing different types of inspections and expert assessments in order to arrange safe multimodal logistics as established by the Russian Federation legislation;
- assessment of unlawful interference act vulnerability of transport infrastructure facilities and means of transport;
- management, arrangement and coordination of works in the scope of transportation of different types of cargoes and transport equipment, transport means, containers, packaging, wrapping, as well as independent expert assessment of cargo quality and quantity, readiness of transport for acceptance, and transportation throughout transport process;

- participation in energy audits;
- upon request from stakeholders, management, arrangement and coordination of works in the scope occupational health and safety and certification of workplaces;
- management, arrangement and coordination of works in the scope information and economic security;
- participation in arrangement of technical expert assessments;
- management, arrangement and coordination of works in the scope of nomenclature of materials, articles, facilities, devices and equipment to be examined and certified.

2.3 Association shall have the right to establish branches and representative offices within the territory of Russian Federation and abroad.

As branches and representative offices are established corresponding amendments shall be included in this Charter.

2.4 Association activity on work with information constituting state secret shall be performed in accordance with the requirements of the RF law “On State Secret” and other RF normative documents concerning protection of information constituting state secret.

By arrangement of works with information constituting state secret Association shall deem requirements of legislation and other normative documents of Russian Federation to have absolute priority over this Charter, foundation agreement and other documents of Association.

Settlement of disputes on issues related to state secret, including in case of variance of requirements of Charter and other Association documents and current legislation on state secret, shall be performed in accordance with the requirements of the RF law “On State Secret” and other RF normative documents concerning protection of information constituting state secret.

### **3. Membership in Association**

3.1 Legal entities may be members of Association.

Legal entities shall be admitted to its membership in accordance with the decision of the General Meeting and with consent of all members of Association. Legal entities admitted to its membership shall pay entry fee and fulfill provisions of this Charter.

Membership arises at the moment of full payment of entry fee.

Admission of a new member of Association is conditional upon its subsidiary responsibility on Association obligations which arose before admission.

#### **3.2 Members of Association shall have the right to:**

- use services of Association;
- participate in management of Association;
- at own discretion withdraw from Association upon the end of financial year. In this case Association member shall be subsidiary responsible for Association obligations in proportion to its fee within the period of three years after withdrawal;
- obtain information on Association activity, plans and programs;
- use priority right of participation in events held by Association;
- use discounts, bonuses and services established by General meeting for Association members;
- have access to information with observance of legislation requirements on state secret.

#### **Members of Association shall be obliged to:**

- timely pay annual membership fees in the amount, according to the procedure and within the term established by this Charter and decisions of Association members general meeting. Entrance fee shall be paid once only by all members of

Association irrespective of annual membership fee. Annual membership fees shall be paid by all members of Association within the first quarter of a year;

- adhere to the Charter of Association;
- be subsidiary responsible for Association obligations to the extent and according to the procedure established by this Charter;
- fulfill requirements of legislation on state secret;
- assure security of information related to state secret, adherence to access mode, fulfillment of fire safety rules;
- in case of liquidation or termination of works related to use of information constituting state secret undertake measures to assure protection of these data and its carriers in accordance with current legislation.

3.3 A member of Association may be excluded from Association upon decision of the other members in the following cases:

- systematic (more than twice) violation of provisions of Association Charter;
- systematic non-fulfillment or undue fulfillment of its obligations;
- for violation of undertaken obligations to Association;
- commitment of actions assaulting business reputation of Association and inconsistent with membership in Association;
- delay in payment of entrance fee or regular membership fees of more than 60 days.

3.4 Decision on exclusion of a member from Association shall be made through secret voting at general meeting of Association members and 2/3 of votes of total number of members (vote of an entity to be excluded is not counted in the quorum and calculation of votes) or through written poll of other members. In the latter case moment of signing exclusion decision by the last of remaining Association members shall be deemed a moment of exclusion.

Decision on exclusion of Association member made in accordance with the Association Charter shall be a termination of Foundation agreement in respect to the excluded Association member which is deemed to be correspondingly changed without conclusion of special Additional agreement.

An excluded Association member shall be subsidiary responsible for obligations of Association in proportion to its fee within two years since the exclusion.

3.5 Association members shall be admitted to works related to use of information constituting state secret in accordance with current legislation. Association members admitted to works related to use of information constituting state secret shall be obliged to adhere to regulations for work with it and be responsible in accordance with current legislation.

Judicial proceedings on issues related to state secret shall be carried out by Association on the territory of Russian Federation in accordance with current legislation of Russian Federation, Association members without access to information constituting state secret as well as RF citizens, foreign citizens and individuals without citizenship have no right to obtain information on Association activity if it is related to information constituting state secret.

## **4. Management Bodies of Association.**

4.1 Superior body of Association is General Meeting of Association members. The main function of General Meeting of members is to assure adherence of Association to objectives for the sake of which it was established.

General meeting of Association members shall be constituted from representatives of member-organizations of Association appointed according to the procedure established by foundation documents of member-organizations of Association.

Competence of General meeting of members includes solution of the following issues:

- 1) changes to Association Charter;
- 2) identification of priority directions of Association activity, principles of formation and use of property;
- 3) election of revision commission;
- 4) election of Director General, termination of authorities hereof;
- 5) approval of yearly report and yearly accounting balance sheet as well as inclusion of amendments to it;
- 6) approval of Association financial plan;
- 7) establishment of branches and representative offices of Association as well as inclusion of amendments to it;
- 8) participation in other organizations;
- 9) reorganization and liquidation of Association;
- 10) other issues provided by this Charter;
- 11) approval of provision on Certification Council.

Exclusive competence of General meeting of Association members includes solution of issues provided in points 1, 2, 4, 5, 9 of para. 4.1 of this Charter.

4.2 General meeting of Association members shall be called by the Director General as needed but no less than once a year.

Extraordinary General meeting can be called by the Director General upon request of Association members.

Director General may be put in chair of Association members meeting without the right of vote.

4.3 General meeting of Association members shall be authorized to solve issues introduced for consideration hereof, if more than a half of Association members attend the meeting.

4.4 A decision of General meeting is deemed to be approved if the majority of Association members attending the meeting vote for it, except for issues solution of which pertains to the competence of General meeting of Association members and decision on which is approved by the majority of 2/3 of votes of Association members attending General meeting.

A decision on transformation of Association into a fund, autonomous non-profit organization, business entity or partnership shall be made unanimously by all Association members at General meeting of Association members. If transformation of Association takes place, rights and obligations of a reorganized Association shall be granted to a newly established organization in accordance to deed of transfer.

4.5 Association members shall be notified in writing on the call of General meeting at the latest 30 days prior to the day of General meeting. Notice shall contain issues introduced for consideration of General meeting of Association members.

4.6 Decisions of General meeting shall be mandatory for all member of Association and put into practice by appropriate Association bodies.

4.7 Association Director General shall be sole executive Association body and be elected by General meeting of Association members for the period of 10 (ten) years.

Competence of sole executive Association body includes solution of all issues which do not constitute exclusive competence of General meeting of Association members.

#### **4.8 Director General:**

- in accordance with current legislation and this Charter administers property and funds of Association, represents Association in relations with any Russian or foreign legal entities, concludes agreements and contracts if Russian Federation and abroad without letter of attorney;
- introduces for approval draft estimations of administrative costs of Association;



- makes decisions on submission of claims and suits to organizations and citizens in either Russian Federation or abroad in accordance with current legislation;
- sets up accounts in banks or other credit institutions;
- issues orders, instructions, gives directions mandatory for Association personnel;
- prepares job descriptions, staff schedule and other provisions regulating working conditions for Association personnel;
- employs and discharges Association personnel, applies incentives and sanctions hereto;
- appoints staff to positions providing work with information constituting state secret, implemented only after execution of appropriate access according to the procedure established by RF law on state secret;
- assures adherence to labor legislation and labor discipline, shall be responsible for implementation of actions needed for observation of safety rules and sanitary norms by Association personnel;
- within its competence shall be responsible for Association activity to General meeting;
- arranges accounting and reporting of Association, shall be responsible for reliability hereof;
- performs other functions under a commission of Association General meeting.

Director General shall be personally responsible for arrangement of works and provision of conditions for state secret protection in Association as well as for observation of limitations to familiarization with information constituting state secret stated by legislation.

Director General shall be accountable to General meeting of Association members.

## **5. Revision Committee (Inspector).**

5.1 Revision Committee shall be selected by General meeting of Association members among Association members for the period of 5 years and include Chairman and two members; it shall perform control of Association financial activity.

5.2 Director General shall not be a member of Revision Committee.

5.3 Revision Committee shall annually present a report on activity hereof for approval of General meeting of Association members.

5.4 Association Director General shall assure provision of Revision Committee with all materials required for revision.

5.5 Inspector shall be selected at the initial General meeting; as the number of Association members exceeds four, revision committee shall be selected at General meeting.

## **6. Accounting and Reporting.**

6.1 Accounting and reporting of Association shall be prepared and approved according to the regulations established by current legislation of Russian Federation.

6.2 Business year of Association shall be since January 1 till December 31 inclusively. By the end of a year Association balance sheet shall be prepared.

6.3 Non-recoverable arrears, deficiencies and losses of good and material asset, morally obsolete, deteriorated and (or) inadequate for further use equipment as well as expenses on terminated or unfulfilled capital works shall be removed from balance sheet by the decision of General meeting if otherwise is not provided in legislation of Russian Federation.

## **7. Assets of Association**

7.1 Association exercises rights of possession, use and administration of assets assigned hereto which include fixed assets, float assets, other tangible assets and financial resources in accordance with objectives of its activity and purpose of property.

7.2 Resources of Association assets formation in monetary or other form are as follows:

- entry, annual fees of Association members;
- other non-recurrent and (or) regular fees of Association members;
- voluntary asset contributions and benefactions;
- incomes from Association assets;
- other incomes not prohibited by law.

Association members shall have no property right in respect of Association.

7.3 In case of non-payment of entry (non-recurrent) fee by further included Association members within the term established by the decision of General meeting on admission to membership thereof, an Association member that exceeds the term shall pay penalty of 10% of fee for each month of exceeding in credit of Association. In case of exceeding of more than two months membership of a debtor is deemed to be invalid whereof corresponding decision shall be made by General meeting.

7.4 Amount, terms, procedure and way of non-recurrent (entry) fee payment for newly admitted Association members shall be identified by appropriate decision of General meeting on admission, but the amount shall not be less than 1 (one) minimum wage amount as on the date of such decision.

Entry (non-recurrent) fee shall serve for development of material and technical base and maintenance of Association activity.

7.5 Apart from (non-recurrent) entry fee all Association members shall pay regular membership fees, amount, procedure and terms for payment of which shall be identified by General meeting. Amount of regular membership fee shall not be less than 1 (one) minimum wage amount as on the date of such decision.

7.6 Regular membership fees shall be primarily used for maintenance of activity of Association management bodies, for development of material and technical base of Association as well as for cover of losses and other unforeseen expenses.

## **8. Liquidation and Reorganization of Association.**

8.1 Association shall be liquidated upon decision of General meeting of Association members made by qualified majority of votes of 2/3 Association members attending General meeting or upon decision of judicial bodies.

Procedure for liquidation shall be identified in accordance with current legislation of Russian Federation.

8.2 Association assets remaining after settlement with lenders shall be allocated for purposes provided by this Charter upon decision of liquidation committee.

8.3 Association shall be reorganized upon decision of General meeting of Association members except for reorganizations in a form of transformation, and in cases provided for by law – upon decision of authorized state agencies or under court decision.

8.4 Association shall have the right to transform into a fund, autonomous non-profit organization, business entity or partnership. Decision on transformation shall be made by all Association members.

8.5 In case of reorganization, liquidation of Association or termination of works involving information constituting state secret Association shall be obliged to assure security of such information and carriers hereof through development and implementation of system of measures for security order, information protection, technical intelligence countermeasures, security and fire safety.

## **9. Amendments to Charter.**

9.1 Charter shall be amended upon decision of General meeting of Association members made by qualified majority of votes of 2/3 Association members attending General meeting.

9.2 Amendments to Charter shall become effective for third parties on the date of state registration thereof as established by law.

## **10. Miscellaneous**

10.1 Previous Edition of Association Charter with all amendments shall become invalid on the date of state registration of this New edition of Charter.

Record on state registration of Certification Association "Russian Register" was made in the Unified State Register of Legal Entities on January 31, 2003 under the principal state registration number **1037843025990**.

Record on state registration of amendments and additions to the foundation documents was made in the Unified State Register of Legal Entities on August 22, 2012 under the state registration number **2127800064181**.

Total numbered, bound and sealed 10 (ten) pages.

Head of Russian Federation  
Ministry of Justice Head Office in  
Saint-Petersburg and Leningrad  
region

V.V. Lukyanov

№ 7814060229