



APPROVED BY

Decision of General meeting of
Noncommercial partnership
“Sakhalin regional association of constructors”
Protocol No.8 of 24 April, 2009

**ARTICLES OF ASSOCIATION
OF NONPROFIT PARTNERSHIP “SAKHALINSTROY”
Version 3**

Yuzhno-Sakhalinsk

2009

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I GENERAL PROVISIONS

Article 1. Name and Location

- 1.1. Long name in Russian shall be: Некоммерческое партнерство «Сахалинское региональное объединение строителей».
- 1.2. Short name in Russian shall be: НП «Сахалинстрой».
- 1.3. Name in English shall be: Nonprofit Partnership "Sakhalinstroy"
- 1.4. Registered office is at: 20, Karl Marx Str., office 201, Yuzhno-Sakhalinsk, Sakhalin oblast Russian Federation 693000

Article 2. Legal Status

- 2.1. Nonprofit Partnership "Sakhalinstroy", hereinafter referred to as "the Partnership", is non-profit organization established in accordance with Russian Federation Legislation and based on membership of legal persons and individual entrepreneurs dealing with construction, to assist its members in activities aiming at reaching of goals specified by these Articles.
- 2.2. The Partnership shall perform its activities in accordance with Russian Federation Constitution, Russian Federation Civil Code, Federal Act "On Nonprofit Organizations" No.7-FZ from January, 12th 1996, Federal Act "On Self-regulating Organizations" No.315-ФЗ from December, 01st 2007, Russian Federation Urban Planning Code, other regulatory and legislative acts of Russian Federation, these Articles and other internal normative documents of the Partnership.
- 2.3. The Partnership shall deem to be established and accrue legal person rights from the moment of its registration in manner prescribed by Russian Federation legislation.
- 2.4. The Partnership shall be established for unlimited period of activities.
- 2.5. From the moment of accruing of self-regulating organization status in accordance with Russian Federation legislation, the Partnership shall become a self-regulating nonprofit organization based on membership of persons dealing with construction and shall have the right to use words "self-regulating", "self-regulation" and other derivatives thereof and foreign language equivalents thereof in its name and in performance of its activities. Reasons for the Partnership's entering to the Uniform State Register of Self-regulating Organizations shall be determined by acting legislation.
- 2.6. The Partnership shall accrue status of self-regulating organization based on membership of persons dealing with construction from the moment of entry of record on the Partnership into the State Register of Self-regulating Organizations made by competent authority and shall cease to be so from the moment of exclusion of such record from abovementioned Register.
- 2.7. Provisions of these Articles on self-regulation norms for self-regulating organizations based on membership of persons dealing with construction shall become valid and applicable from the moment of accruing of such self-regulating organization status by the Partnership.
- 2.8. The Partnership shall have civil rights corresponding to its activities goals specified by these Articles and shall bear any liabilities related to such activities.
- 2.9. The Partnership shall have its independent accounting balance.
- 2.10. The Partnership may, in manner prescribed, open accounts, including foreign currency ones, in banks and other credit institutions in Russian Federation and abroad.
- 2.11. The Partnership shall have its seal with its long name in Russian, stamps, letterheads and duly registered emblem (logo) and other means of visual identification.

2.12. The Partnership may establish and enter any other nonprofit organizations (associations, unions) with the aim of reaching of goals presupposed by these Articles and in accordance with restrictions defined by Federal legislation.

2.13. The Partnership shall not perform entrepreneurial activities, establish business partnerships and companies performing entrepreneurial activities being the subject-matter of self-regulation of the Partnership and become a member thereof.

2.14. The Partnership may establish branches and representative offices win Russian Federation in accordance with Russian Federation legislation and these Articles.

2.15. Branches and representative offices of the Partnership shall not be legal persons, shall be given property on account of the Partnership and act on the basis of approved by them provisions. Property of branches and representative offices shall be accounted on separate balance and on the Partnership's balance.

2.16. Branches and representative offices act on behalf of the Partnership/ Liability for activities thereof shall be borne by the Partnership.

2.17. As of the moment of approving of these Articles, the Partnership has not got any branches and representative offices.

II ACTIVITIES OF THE PARTNERSHIP

Article 3. Main Goals of Activities

3.1. The main goal of the Partnership's activities shall be assistance to the members thereof in performance of construction activities (for the purpose hereof, hereinafter also referred to as "entrepreneurial activities") aiming at:

- 1) avoidance of causing of harm to living and health of individuals/ property of individuals and legal persons, state or municipal property, environment, cultural heritage objects (historical and cultural monuments) of Russian Federation peoples (hereinafter referred to as "harm"), caused by defects of works affecting safety of capital construction objects and executed by members of the Partnership;
- 2) improvement of quality of construction, reconstruction, capital repair of capital construction objects and other types of activities related to construction and executed by members of the Partnership.

3.2. The goals of the Partnership's activities shall further include:

- 1) assistance in protection of rights and legitimate interests of members of the Partnership;
- 2) social improvement of renown, prestige and public value of activities of members of the Partnership;
- 3) introduction of system of quality certification of products, works and services of members of the Partnership, system of professional training and attestation of workers of members of the Partnership;
- 4) formation of favorable for living and activities of man and community, environmentally friendly and safe urban-planning environment;

3.3. The abovementioned list of the Partnership's goals shall not be limiting.

Article 4. Subject and Content of Activities

4.1. The main subject of the Partnership's activities shall be:

- 1) self-regulation of entrepreneurial activities of members of the Partnership in the sphere of construction;

- 2) organization of cooperation and coordination of construction industry organizations activities aiming at improving of investment climate, implementation of new technologies and efficient use of existing construction potential for industrial development and social welfare of citizens.

4.2. The main content of activities shall be:

4.2.1 Formulation and approving of following documents:

- 1) requirements as to issue of competency certificate for works influencing safety of capital construction objects (hereinafter referred to as "competency certificate") being documents stipulating the Partnership's issue of competency certificates;
- 2) rules of self-regulation control being documents stipulating rules of control over compliance of members of the Partnership with requirements to competency certificate issue, standards and rules of self-regulation of the Partnership;
- 3) standards of the Partnership being documents stipulating, in accordance with Russian Federation technical regulation legislation, rules of execution of works influencing safety of capital construction objects, requirements to such works results, system of control over execution of mentioned works;
- 4) document stipulating system and procedure of use of disciplinary measures for non-compliance of members of the Partnership with requirements to competency certificate issue, self-regulation control rules, technical rules requirements, standards of the Partnership and self-regulation rules
- 5) self-regulation rules being documents stipulating requirements to entrepreneurial activities of members of the Partnership, excluding requirements stipulated by Russian Federation technical regulation legislation;

4.2.2 Control over compliance of members of the Partnership with requirements of documents mentioned in Clause 4.2.1 of these Articles.

4.3. The Partnership shall not formulate and approve documents stipulating mandatory requirements to its members and activities thereof excluding formulation and approving of documents mentioned in Clause 4.2.1. of these Articles.

4.4. The Partnership's documents shall not:

- 1) Conflict with Russian Federation legislation requirements, including those of technical rules;
- 2) Conflict with goals stipulated by these Articles;
- 3) Create privileges for individual entrepreneurs and legal persons being the founders of the Partnership;
- 4) Result in exclusion, limitation or elimination of competition, including division of commodity market by territorial, sale and purchase volume, realized product assortment or composition of sellers and purchasers (customers) principles, in hindering access of business objects to commodity market

4.5. The Partnership's documents shall:

- 1) comply with federal acts and related to them other regulatory acts/ The Partnership's standards and rules may stipulate additional requirements to entrepreneurial activities of its members in the sphere of construction;
- 2) comply with business ethics rules, eliminate or minimize conflict of interests of its members, employees thereof and members of the Partnership's board;

- 3) prohibit to members of the Partnership to perform activities to the detriment of objects of entrepreneurial or professional activities;
- 4) define requirements preventing unfair competition, acts inflicting moral damage or harm onto consumers of goods (works, services) and other persons, acts harmful to business standing of any member thereof or of the Partnership itself.

Article 5. Rules, Obligations and Main Functions

5.1. The Partnership shall perform the following main functions to reach its goals in accordance with subject and content of its activities:

- 1) To develop and establish requirements to membership in the Partnership and procedure of admittance to and exclusion from members of the Partnership;
- 2) To perform actions aiming at accruing of self-regulating organization based on membership of persons dealing with construction;
- 3) To organize professional improvement, professional training, attestation of employees of members of the Partnership and/or certification of performed by such members (works, services), unless otherwise presupposed by federal laws, and to control compliance with requirements to regular professional improvement of employees of members of the Partnership;
- 4) To create special bodies, control compliance of its members with requirements to competency certificates issue for works influencing capital construction objects safety, technical rules requirements, internal standards and rules of the Partnership;
- 5) To establish arbitration tribunal to settle any disputes among members of the Partnership, as well as among those and consumers of made by members of the Partnership products (works, services), other persons, in accordance with arbitration tribunals legislation. The Partnership may pass resolution on usage of Arbitration tribunals of other organizations;
- 6) To control its members' activities as to compliance with requirements to competency certificates issue, requirements of self-regulation standards and rules in manner presupposed by self-regulation control rules;
- 7) To administer complaints to acts of its members and cases of breach by those of requirements of technical rules, requirements to competency certificates issue, self-regulation control rules, requirements of self-regulation standards and rules. To inspect reasonability of received letters, claims and applications as to quality of works (services) executed (performed) by members of the Partnership;
- 8) To take – based on results of such inspections – measures presupposed by legislation and internal normative documents of the Partnership in relation to breaching members of the Partnership;
- 9) To assist in settlement of disputes arising among members of the Partnership and among those and third parties;
- 10) To assist in protection of rights and legitimate interests of members of the Partnership in relations thereof with third parties, federal authorities, Russian Federation subjects state authorities, local, law enforcement and judicial authorities;
- 11) To perform analysis of its members' activities on the basis of information provided by those in form of reports in the manner prescribed by internal normative documents of the Partnership;
- 12) To assist in information exchange, establishing of communication and development of cooperation between members of the Partnership and organization and persons working within related areas;

- 13) To duly provide for civil and property liability of each member of the Partnership in accordance with Russian Federation legislation requirements and by formation of compensation fund and establishment of requirements of civil liability insurance by members of the Partnership;
- 14) To provide for informative openness of its members' activities, publish information thereon in manner prescribed by acting legislation, these Articles and internal normative documents of the Partnership;
- 15) To keep register of members of the Partnership in manner prescribed by legislation and internal normative documents of the Partnership and to provide for open use information kept in such register.

5.2. Apart from main functions mentioned in Clause 5.1 of these Articles, the Partnership may perform other functions presupposed by federal laws and these Articles.

5.3. The Partnership may:

- 1) In its own name and on behalf of its members, contest in manner prescribed by Russian Federation legislation decisions and/or acts (failure to act) of Russian Federation state authorities and local authorities breaching rights and legitimate interests of the Partnership, its member or members or pending by such breach.
- 2) Participate in consideration of drafts of federal laws and other regulatory acts of Russian Federation, laws and other regulatory acts of Russian Federation subjects, state programs on issues related to self-regulation issue, as well as send to Russian Federation state authorities, Russian Federation subjects state authorities, Russian Federation subjects local authorities and local authorities reports on results of performed by it independent examinations of drafts of regulatory acts.
- 3) Introduce to Russian Federation state authorities, Russian Federation subjects state authorities and local authorities proposals on issues of formation and realization in accordance with state policies and realized by local authorities policies in relation to self-regulation subject.
- 4) Request information from Russian Federation state authorities, Russian Federation subjects state authorities and local authorities and receive from such authorities information necessary for the Partnership to perform entrusted by federal laws functions in manner prescribed by federal laws.
- 5) Promote members and employees of members of the Partnership to compete for state and other prizes, introduce those to state and other awards, honorary degrees and to other forms of moral and material reward;
- 6) Establish and give awards, premiums and scholarships of the Partnership in the sphere of urban planning. apply other forms of moral and material reward and support;
- 7) Organize festivals, reviews, competitions, congresses, exhibitions, conferences, seminars, other creative, scientific, instructional, educating and other events corresponding to goals of the Partnership's activities and related to development of activities and improvement of quality of works and services performed by members of the Partnership;
- 8) Perform charitable activity and establish property funds to be used in accordance with goals of activities of the Partnership;
- 9) Exploit and develop material and technical and social base of the Partnership to secure activities of the Partnership and its members;

- 10) Perform methodical, informational and consulting activities assisting in development and improvement of entrepreneurial activities of members of the Partnership. Form informational data bases in issues corresponding to goals of the Partnership's activities;
- 11) Examine, generalize and share domestic and foreign experience with the aim of development and regulating of entrepreneurial activities of members of the Partnership, assist in establishing of relations of members of the Partnership with foreign colleagues, partners, state, professional and scientific organizations working within related areas;
- 12) Organize probation of employees of members of the Partnership and individual entrepreneurs being members of the Partnership in Russian Federation and abroad.

5.4. Apart from rights mentioned in Clause 5.3 of these Articles, the Partnership shall have other rights necessary to reach its goals, unless restriction of its rights presupposed by federal law and/or these Articles.

5.5. The Partnership may not perform following acts and transactions, unless other presupposed by federal laws:

- 1) Pledge belonging to it property for security of other persons' obligations;
- 2) Grant sureties for other persons, excluding its employees;
- 3) Acquire shares, bonds and other securities issued by its members, excluding cases when such securities are traded by stock exchanges and/or other organizers of bidding at security market;
- 4) Secure performance of its obligations by pledge of property of its members or issued by those guarantees and sureties;
- 5) Act as intermediary (commissioner, agent) in realization of products (works, services) made by its members;
- 6) Perform activities and acts resulting in conflict of interests of the Partnership and interests of its members or pending by such conflict.
- 7) Perform other transactions in cases presupposed by federal laws.

III PROPERTY OF THE PARTNERSHIP

Article 6. Property of the Partnership and Sources of Formation thereof

6.1. The Partnership shall possess solitary property, bear liability for its obligations by such property, may on its own behalf acquire and exercise property and non-property rights and incur obligations, bring or defend any court action.

6.2. The Partnership shall be liable for its obligations by such its property which may be subject to seizure under Russian Federation legislation.

6.3. Property transferred to the Partnership from its members shall be possessed by the Partnership. Members of the Partnership shall not be liable for its obligations and the Partnership shall not be liable for obligations of its members, unless other presupposed by federal law.

6.4. The Partnership shall possess title to money and other assets transferred by individuals and legal persons in form of contribution, gift and donation or under will thereof.

6.5. The Partnership may involve in manner prescribed by Russian Federation legislation additional financial including currency resources, donations and purposeful contributions from by individuals and legal persons, including foreign ones.

6.6. The Partnership may possess buildings, constructions, housing facilities, equipment, inventory, monetary assets in rubles and foreign exchange, securities and other property value of which shall be reflected by independent balance of the Partnership.

6.7. The Partnership may have title or other rights to land plots in accordance with Russian Federation legislation..

6.8. The Partnership shall use any transferred from its member property and rent property for organization and performance of authorized activities thereof.

6.9. The sources of forming of monetary and other assets of the Partnership shall be:

- 1) regular and non-recurrent receipts from members of the Partnership (admission, membership and purpose fees);
- 2) voluntary property contributions and donations from members of the Partnership and other persons;
- 3) profits from the Partnership's property;
- 4) profits (dividends, interests) from shares, bonds and other securities and deposits;
- 5) profits from bank deposit money placement;
- 6) other credits not prohibited by Russian Federation legislation.

6.10. The Partnership established the following types of fees which shall be paid by members of the Partnership:

- 1) admission fee – non-recurrent fee paid at admission of any individual entrepreneur or legal person to members of the Partnership;
- 2) membership fees – regular and periodic fees of members of the Partnership;
- 3) purpose fees – payments from members of the Partnership aiming at reaching of goals and performance of tasks presupposed by acting legislation, these Articles, internal documents and resolutions of Partnership's managing bodies (purpose fees for financing of events carried out by the Partnership, charitable contribution etc.);

6.11. Admission and membership fees shall be used to secure activities as to performance of functions presupposed by these Articles and internal documents of the Partnership.

6.12. Admission fee shall be paid by any candidate to members of the Partnership on admission thereof, within 3 (three) working days after submission of application and set of documents for admission defined by Clause 8.4.

6.13. Initial membership fee shall be paid by each member of the Partnership simultaneously with compensation fund contribution as stated by Clause 7.2. Each following membership fee shall be paid before the 10th day of each current month.

6.14. On acceptance of admission application and payment of admission fee, each candidate to members of the Partnership shall be included to the Register of candidates to members of the Partnership published on the Partnership's web-site.

6.15. General meeting of members of the Partnership may pass resolution on defining of graduated rates of admission and membership fees.

6.16. Admission and membership fees shall be paid by monetary assets or, in exclusive cases and if agreed with the Board, by securities, other property and non-property rights or other rights having have monetary value. Value of property transferred from any member and contributed to pay such fee shall be determined as agreed by such member and the Board of the Partnership.

6.17. Return of fees to members of the Partnership shall not be allowed, excluding membership fees advanced for future periods or transfer mistakenly.

6.18. Members of the Partnership forfeit right of disposal over property transferred for fees.

6.19. Procedure, amount, form and terms of payment of admission and membership fees and other purpose fees shall be determined by resolutions of General meeting of the Partnership, as well as by Provision on membership terms approved by General meeting of members of the Partnership.

Article 7. Methods of Securing of Property Liability

7.1. The Partnership shall use the following methods of securing of property liability of its members to consumers of products (works, services) made by those and other persons;

- 1) Forming of compensation fund;
- 2) Creation of personal and/or collective insurance system.

7.2. Compensation fund of the Partnership shall be initially formed on account of contributions of members of the Partnership. Such contribution shall be paid by each member within 3 (three) working days after receiving of notice on admission thereof to members of the Partnership. Amount of compensation fund shall be 300000 (three hundred thousands) rubles for each member of the Partnership.

7.3. Minimal amount of civil liability insurance of each member shall be determined due to "Requirement to Civil Liability Insurance of All Members of the Partnership", approved by General meeting of members of the Partnership, in accordance with acting RF legislation.

7.4. Release of any member from its obligation to make compensation fund contribution shall not be allowed, including by the way of claims thereof to the Partnership.

7.5. Making of payments from compensation fund shall not be allowed, excluding the following cases:

- 1) Return of mistakenly transferred funds;
- 2) Placement of compensation fund assets for preservation and enlargement thereof;
- 3) Making payments resulting from subsidiary liability of the Partnership for obligations of its members (payments for securing of its members' property liability to consumers of products (works, services) made by them and other persons).

7.6. In case of withdrawal of any member from the Partnership before the moment of accruing of self-regulating organization status, such member shall be paid back its compensation fund contribution in full. No contribution shall be returned after self-regulating organization status accruing.

7.7. Compensation fund assets shall not be placed on bank accounts of members of the Partnership or in securities thereof.

7.8. In case of passing of resolution of General meeting of members of the Partnership on placement of compensation funds into assets with the aim of enlargement thereof, such placement thereof with the aim of preservation and enlargement and investment shall be made through managing companies. In case of necessity of making payments from compensation fund, term of return of mentioned assets shall not exceed ten working days.

7.9. Control over managing companies' compliance with requirements to placement and investment of compensation fund assets, rules of such assets placement and requirements to investment, as well as over investment of compensation fund assets, stipulated by acting regulation and approved by the Partnership rules, shall be provided by specialized depository on the basis of agreement on specialized depository services.

7.10. Revenue from placement and investment of compensation fund assets shall be used for completion of compensation fund and coverage of expenses related to provision of duly terms of investment of compensation fund assets.

7.11. The Partnership may conclude agreements only with managing companies and specialized depositaries selected by competition carried out in manner prescribed by internal documents of the Partnership.

7.12. Additional requirements to composition and structure of compensation fund assets shall be determined by Investment declaration approved by the Partnership.

7.13. Procedure of forming and methods of placement of compensation fund and reasons and procedure of payments from compensation fund shall be defined by RF legislation, these Articles and Provisions "On Property Liability" and "On Compensation Fund" approved by General Meeting.

7.14. Levy on obligations of the Partnership, including obligation on compensation of harm inflicted onto any member thereof, may not be imposed onto compensation fund property of the Partnership.

IV MEMBERS OF THE PARTNERSHIP

Article 8. Terms and Procedure of Admission to Members of the Partnership

8.1. Membership in the Partnership shall be voluntary. The Partnership shall be open for admittance of new members.

8.2. Members of the Partnership may be Russian and foreign legal persons and individual entrepreneurs entrepreneurial activities of which relates to construction, reconstruction and capital repair of capital construction objects, complying with requirements to issue of competency certificate for works influencing safety of capital construction objects and solution of questions of issue of competency certificate for which was referred by General meeting of members of the Partnership to the Partnership's scope of activities, as well as accepting rules and standards of internal documents of the Partnership.

8.3. Members of the Partnership shall retain independence and legal person rights thereof.

8.4. Admission of any new member shall be made in accordance with Provision on terms of membership and procedure of admission to members, on the basis of a set of documents submitted by any candidate to members to the General Director of the Partnership. This set shall include the following documents:

- 1) Application for admission to members of the Partnership with indication of certain type or types of works influencing safety of capital construction objects and competency certificate to which such individual entrepreneur or legal person desire to receive;
- 2) Copy of document certifying the fact of entry to correspondent state register of a record on state registration of individual entrepreneur or legal person, copies of instruments of incorporation (for legal person), duly certified translation into Russian of documents on state registration of legal person in accordance with legislation of appropriate state (for foreign legal body);
- 3) Documents confirming compliance of individual entrepreneur or legal person with requirements on issue of competency certificate for certain type or types of works influencing safety of capital construction objects;
- 4) Copy of competency certificate for certain type or types of works influencing safety of capital construction objects issued by other similar self-regulating organization, in

case of such individual entrepreneur or legal person is a member of other similar self-regulating organization.

8.5. Within thirty days from acceptance of such set of documents defined by Clause 8.4, the Partnership shall inspect those and shall be obliged to pass resolution on admittance of such legal body (individual entrepreneur) to members of the Partnership and on issuing of competency certificate thereto or on refusal to admit with reasons for such refusal, as well as to send or deliver such resolution to this legal body (individual entrepreneur).

8.6. On case of passing of resolution on refusal to admit, the Partnership shall send to such candidate reasonable refusal to admittance to the Partnership.

8.7. Reasons for refusal to admit any individual entrepreneur or legal person to members of the Partnership shall be the following ones:

- 1) Non-compliance of individual entrepreneur or legal person with requirements on issue of competency certificate for certain type or types of works influencing safety of capital construction objects, listed in the set of documents of Clause 8.4 thereof;
- 2) Non-submitting by individual entrepreneur or legal person in full of all documents presupposed by Clause 8.4 thereof;
- 3) Existence of competency certificate for certain type or types of works influencing safety of capital construction objects issued by other similar self-regulating organization and specified by set of documents (application) of Clause 8.4 thereof.

8.8. On payment of admittance and compensation fund fees, each admitted member shall be given competency certificate for certain type or types of works influencing safety of capital construction objects, within three working days after passing of correspondent resolution and payment of admittance and compensation fund fees.

8.9. On accruing by the Partnership of self-regulating organization status, any legal persons (individual entrepreneurs) being members of the Partnership as of the date of such accruing shall not receive competency certificates for works influencing safety of capital construction objects. Mentioned persons shall be obliged to obtain such competency certificates within one month from the moment of the Partnership's accruing of self-regulating organization status in manner prescribed by these Articles and internal documents of the Partnership.

8.10. Requirements to and procedure of issue of competency certificates for works influencing safety of capital construction objects shall be determined by internal documents of the Partnership.

8.11. Resolutions of the Partnership on admission to members, refusal to admit to members and failure to act to admit to members of the Partnership may be appeal to arbitration.

Article 9. Rights and Obligations of Members of the Partnership

9.1. Members of the Partnership shall have equal rights non-dependending on time of admission thereto and term of such admission to members thereof.

9.2. Members of the Partnership shall have the right:

- 1) to participate in the Partnership management, including to appoint and be appointed to managing and special bodies of the Partnership;
- 2) in own discretion, to withdraw from the Partnership on the basis of written application and in manner prescribed by these Articles and internal documents of the Partnership;

- 3) to apply for and receive the Partnership's support in issues within the Partnership's competence;
- 4) to use organization and consulting support of the Partnership during law-enforcement and judicial authorities' consideration of issues of legitimate professional interests of members of the Partnership;
- 5) to apply with comments and proposals as to each issue of activities of managing bodies of the Partnership, improvement of Russian Federation legislation and regulatory environment in the sphere of entrepreneurial activities and other issues related to activities of the Partnership;
- 6) to participate in development of drafts of documents defining main directions of activities of the Partnership;
- 7) to participate in carried out by the Partnership competitions, seminars, conferences and other events on a preferential basis if compared with non-members thereof;
- 8) to use organization-methodic support of the Partnership for organization of preparation and professional improvement;
- 9) on accruing by the Partnership of status of self-regulating organization based on membership of persons dealing with construction, to accrue shall not receive competency certificates for certain type or types of works influencing safety of capital construction objects, and to apply to the Partnership to alter such mentioned competency certificate;
- 10) to perform works influencing safety of capital construction objects in case of existence of issued by the Partnership competency certificate for such works. Any member of the Partnership may have issued by one self-regulating organization competency certificate for such certain type of works;
- 11) to use systematic informational support through informational system of the Partnership;
- 12) to have other rights presupposed by Russian Federation legislation, these Articles and resolutions of managing bodies of the Partnership.

9.3. Rights of any member of the Partnership may not be transferred to any third persons, excluding cases presupposed by Russian Federation legislation.

9.4. Members of the Partnership shall be obliged:

- 1) to comply with requirements of Russian Federation legislation, federal rules (technical rules, standards), internal rules and standards of the Partnership and these Articles in entrepreneurial activities performance;
- 2) to assist in reaching of authorized goals of the Partnership, including the way of realization of priority development trends of the Partnership;
- 3) to execute resolutions of managing bodies of the Partnership;
- 4) to timely and fully make contributions presupposed by these Articles, resolutions of General meetings and internal documents of the Partnership;
- 5) to pass in prescribed by the Board of the partnership manner external inspection of quality of performed works, performance procedure of entrepreneurial activities, and to participate in controlling events carried out by the Partnership during consideration of letters, claims and applications as to the act of members thereof;
- 6) to take any necessary measures for avoidance of harm resulting from defects of works influencing safety of capital construction objects;

- 7) to assist to the Partnership and its representatives in provision of external control over qualitative compliance with requirements of legislation governing entrepreneurial activities of members of the Partnership, federal rules (technical rules, standards), requirements of internal standards and rules, requirements to professional improvement, and to immediately take measures for eliminating of breaches detected by external inspections of their works quality;
- 8) to provide the Partnership with authoritative information on activities thereof subject to disclosure under Russian Federation legislation, in composition and manner prescribed by internal documents of the Partnership;
- 9) to notice the Partnership on any change in data to be included into the register of members of the Partnership and other prescribed by it data in terms set by internal documents of the Partnership;
- 10) to perform in full all undertaken obligations to the Partnership;
- 11) to provide for employees professional training, obligation and periodicity of which shall be stipulated by Russian Federation legislation and (or) internal documents of the Partnership;
- 12) to pass attestation and certification organized by the Partnership obligation of which shall be stipulated by internal documents of the Partnership for members thereof;
- 13) to undertake other obligations presupposed by acting Russian Federation legislation, resolutions of managing bodies and internal documents of the Partnership.

Article 10. Termination of Membership in the Partnership

10.1. Membership in the Partnership shall be terminated in following cases:

- 1) Voluntarily withdrawal of any member from the Partnership;
- 2) Excluding from members of the Partnership;
- 3) Decease of individual entrepreneur or liquidation of legal body being members of the Partnership.

10.2. To exercise its right of voluntary withdrawal the member of the Partnership shall submit correspondent application in the name of the General Director.

10.3. On the basis of application of a member of the Partnership on withdrawal thereof, the General Director performs acts related to termination of membership in the Partnership specified by legislation and internal documents of the Partnership.

10.4. Any member of the Partnership may be excluded from it in cases of:

- 1) non-compliance by such member of the Partnership with requirements of technical rules resulting in inflicting of harm;
- 2) repeated within one year of material breach by such member of the Partnership of these Articles, internal normative documents of the Partnership, including requirements to issue of competency certificates and those of technical rules, rules of self-regulation and standards of the Partnership, rules of self-regulation control;
- 3) repeated non-payment, untimely and/or partial payment by such member of the Partnership of membership fees;
- 4) non-payment of Partnership compensation fund contribution within set time limits;

- 5) absence of individual entrepreneur's or legal person's competency certificate for at least one type of works influencing safety of capital construction objects, excluding cases presupposed by legislation.

10.5. Any person having terminated its membership in the Partnership may receive an extract from correspondent minutes of body passing resolution on its exclusion within two weeks from the moment of passing thereof. Any person withdrawn from the Partnership shall have no right to refer thereto from the moment of termination of its membership.

10.6. The Partnership shall place at its web-site and in other mass-media, on the date of passing of correspondent resolution, notice on ceasing of membership of such person.

10.7. Resolution on exclusion from members of the Partnership may be appealed to in arbitration.

V BODIES OF THE PARTNERSHIP

Article 11. Managing Bodies of the Partnership

11.1. Managing bodies of the Partnership shall be:

- 1) General meeting of members of the Partnership (hereinafter referred to as "General meeting") being its supreme management body;
- 2) Board of the Partnership (hereinafter referred to as "the Board") being constantly acting collegial managing body headed by the Chairman of the Board;
- 3) General Director being its sole executive body.

11.2. Managing bodies shall manage activities of the Partnership in accordance with their competence determined by these Articles and other internal documents of the Partnership.

Article 12. General Meeting of Members of the Partnership

12.1. The supreme managing body of the Partnership shall be its General meeting authorized to manage issues of activities of the Partnership referred to its competence by acting legislation, these Articles and Provision on General meeting.

12.2. Main function of General meeting shall be provision of compliance by the Partnership of authorized goals for achievement of which it was established.

12.3. Procedure of preparation, convening, holding, execution of minutes and other activities of General meeting of members shall be determined by these Articles and Provision on General meeting of Members of the Partnership, approved by General meeting.

12.4. Exclusive competence of General meeting shall include the following issues:

- 12.4.1. Approving and alteration of the Articles of Association of the Partnership;
- 12.4.2. Determination of priority directions of activities of the Partnership, principles of formation and use of property thereof;
- 12.4.3. Election by secret ballot of members of the Board, early termination of authorities of the Board or certain members thereof;
- 12.4.4. Election by secret ballot of the Chairman of the Board and early termination of his authorities;
- 12.4.5. Appointment of General Director, determination of competence thereof and procedure of managing of current activities of the Partnership and dismissal thereof;
- 12.4.6. Determination of amount of admission and regular membership fees and procedure of payment thereof;
- 12.4.7. Determination of amount of contributions to compensation fund, procedure of forming thereof, determination of possible methods of placement of assets thereof;

- 12.4.8. Approving and alteration of financial plan (budget) of the Partnership;
 - 12.4.9. Approving of reports of the Board and General Director;
 - 12.4.10. Approving of annual accounting reports;
 - 12.4.11. Passing of resolution on accruing by the Partnership of self-regulating organization status and entering of records on the Partnership into the state register of self-regulating organizations and on voluntary exclusion of such records from the state register of self-regulating organizations;
 - 12.4.12. Passing of resolution on participating of the Partnership in nonprofit organizations, including its entering association (union) of self-regulating organizations, chamber of commerce and industry and on withdrawal thereof from members of such nonprofit organizations;
 - 12.4.13. Approving (validation) of internal documents of the Partnership presupposed by Clause 4.2 of these Articles;
 - 12.4.14. Approving (validation) of terms of membership of construction activities subjects in the Partnership, including provisions on terms of such membership.
 - 12.4.15. Approving of disciplinary measures, procedure and basis for implementation thereof, procedure of consideration of cases of breaching or requirements of standards and rules of the Partnership and terms of membership in the Partnership by members of the Partnership;
 - 12.4.16. Approving of list of types of works influencing safety of capital construction objects, questions of issue of competency certificates within the Partnership's scope of activities;
 - 12.4.17. Passing of resolution on termination of competency certificates for works in relation to certain type or types of works in case of implementation of disciplinary measures to any member of the Partnership and in cases presupposed by legislation and internal documents of the Partnership;
 - 12.4.18. Passing of resolution on excluding of individual entrepreneur or legal person from members of the Partnership in cases presupposed by legislation and internal documents of the Partnership;
 - 12.4.19. Processing of complaint of any person excluded from members of the Partnership as to inconsistency of resolution of the Board on excluding thereof from members of the Partnership and passing resolution on such complaint;
 - 12.4.20. Reorganization and liquidation of the Partnership, appointment of liquidation commission, determination of procedure and term of liquidation of the Partnership, approving of interim liquidation and liquidation balances thereof;
- 12.5.** Issues referred to exclusive competence of General meeting may not be referred to other managing bodies of the Partnership.
- 12.6.** General meeting of members of the Partnership shall be valid if more than half of its members are present at it. Each member of the Partnership shall have one vote in voting of General meeting.
- 12.7.** Resolutions of General meeting shall be passed by majority of votes of present at it members of the Partnership, unless other prescribed by these Articles.
- 12.8.** Resolutions of General meeting shall be passed by open ballot, unless other presupposed by law. Voting of General meeting may be held by voting bulletins.

12.9. Resolutions of General meeting on issues of Clauses 12.4.1 – 12.4.12, 12.4.14 - 12.4.20 of these Articles shall be passed by special majority of 2/3 votes of members present at such General meeting.

12.10. Resolutions on issues of Clause 12.4.13 of these Articles shall be passed by more than fifty percent of total number of members of the Partnership.

12.11. In case if, in accordance with Clause 12.4.20 of these Articles, there to be passed a resolution of reorganization of the Partnership, such resolution shall be passed by special majority of 2/3 votes of members present at such General meeting, provided it was unanimously passed by founders of the Partnership.

12.12. Ordinary General meeting shall be held at least once a year in terms set by the Board of the Partnership, however after two months and within four months after each fiscal year end.

12.13. Annual general meeting shall pass resolutions on issues of approving of reports of the Board and General director, annual report and accounting reporting, financial plan (budget) of the Partnership, as well as any other issues within competence of General meeting, including appointing of members and the Chairman of the Board of the Partnership.

12.14. Proposals on introduction of issues into the agenda of General meeting (hereinafter referred to as "proposals to agenda") may be made by: the Board, General Director and a group of members of the Partnership exceeding 15% (fifteen percent) of total number of members of the Partnership, with affiliates included. Such proposals to the Partnership shall be made in 30 (thirty) days after each fiscal year end.

12.15. General meetings held between regular ones in cases presupposed by this Articles shall be extraordinary ones.

12.16. Extraordinary General meeting shall be held on resolution of the Board of the Partnership, demand by its General Director or Auditor, as well as members of the Partnership exceeding 15% (fifteen percent) of total number of members of the Partnership, with affiliates included. As of the date when such demand was raised.

12.17. The Board of the Partnership shall pass resolutions on convening of ordinary and extraordinary General meetings and approve agenda thereof. Preparation to General meeting shall be organized by General Director of the Partnership in accordance with Provision of General Meeting and other internal documents of the Partnership.

12.18. The Partnership shall be obliged to notify its members on date and place of General meeting, agenda thereof, provide consideration by members of the Partnership of documents and materials regarded to General meeting and perform other necessary acts.

12.19. General meeting may not include additional issues or alter formulations of agenda issues as well as pass resolutions on issues not included into its agenda.

12.20. Meeting shall be held by the Chairman of the Board or, in case of absence thereof, by any other person appointed by the Board. In case of absence of such appointed person, chairmen of meeting shall be appointed by General meeting from among the Board members.

12.21. Meetings of members of the Partnership may be held in following forms: on-site, off-site and combined.

- 1) on-site form – joint presence of members of the Partnership for consideration of issues of agenda and passing of resolutions on issues put to vote.
- 2) off-site form – without joint presence of members of the Partnership, by the way of filling by participants of such meeting sent to them voting bulletin on agenda issues and further sending thereof to the Partnership. Each voting bulletin shall be sent to the Partnership in such manner that the Partnership shall receive it not later than in two days to set date of such meeting (date of ballot results calculation).

3) combined form – meeting shall be held in form of joint presence and resolutions shall be passed with usage of on-site and off-site forms.

12.22. Ordinary General meeting may be passed in on-site form only.

12.23. Resolutions on issued mentioned by Clauses 12.4.1, 12.4.3-12.4.5, 12.4.8-12.4.11, 12.4.14, 12.4.17, 12.4.18 may be passed by General meeting held in on-site form only.

12.24. Form of extraordinary General meeting of members of the Partnership shall be determined by resolution of the Board of the Partnership due to provisions of Clause 12.23.

12.25. Resolution of the Board on refusal to convene an extraordinary General meeting may be appealed to in arbitration.

Article 13. Collegial Managing Body of the Partnership

13.1. A continuously acting collegial managing body of the Partnership shall be its Board.

13.2. The Board shall be formed by representatives of legal persons and of individual entrepreneurs being members of the Partnership.

13.3. The Board shall manage current activities of the Partnership and shall be subordinated to General meeting. Competence of the Board shall include resolution of issues which are not referred to the competence of General meeting of members and of General Director.

13.4. Competence of the Board shall include the following issues:

- 13.4.1. preparation of proposals on priority directions of activities of the Partnership;
- 13.4.2. approving of internal documents of the Partnership not referred to the competence of General meeting and of General Director;
- 13.4.3. establishment of temporarily or continuously acting special bodies of the Partnership, approving of provisions thereon and rules of their activities performance;
- 13.4.4. convening of ordinary (annual) and extraordinary General meetings, approving of agenda and rules of holding of General meetings, determination of date of enlisting of persons which may participate in General meeting and other issues related to preparation and holding of General meetings;
- 13.4.5. approving of reports of heads of special bodies of the Partnership;
- 13.4.6. passing of resolution on admission to members of the Partnership;
- 13.4.7. passing of resolution on competency as to certain type or types of works influencing safety of capital construction objects and on issue of certificates thereon;
- 13.4.8. passing of resolution on excluding from members of the Partnership of any individual entrepreneur or legal person in case of absence of competency certificate at least for one type of works influencing safety of capital construction objects;
- 13.4.9. passing of resolution on termination of competency certificate for works influencing safety of capital construction objects for certain type or types of works, in cases presupposed by legislation and internal documents of the Partnership;
- 13.4.10. accreditation of educational-methodic centers for professional improvement and attestation of members of the Partnership;
- 13.4.11. approving of branch heads from among candidate proposed by General Director of the Partnership;
- 13.4.12. proposal of candidate or candidates to be appointed as General Director of the Partnership to General meeting;
- 13.4.13. appointment of vice-General Director of the Partnership on receiving of General Director's notification on termination or lack of possibility (refusal) to perform

obligations thereof to the moment of election (appointment) of new General Director by General meeting;

13.4.14. appointment of audit organization (auditor) for inspection of accounting and financial reporting of the partnership, passing resolution on performance of audit of the Partnership's activities;

13.4.15. approving of provision on arbitration and list of persons which may be proposed for arbitrators to be chosen by parties to any dispute considered by applications thereof in arbitration tribunal formed or used by the Partnership;

13.4.16. passing of resolution on establishment of branches and representative offices of the Partnership;

13.4.17. transfer to any association (union) of right of development of unified standards and rules of self-regulating organizations, terms of membership of entrepreneurial activities subjects in self-regulating organizations being members of any association (union), of arbitration dispute settlement, of professional training and attestation of employees of self-regulating organizations, of certification of made by those goods (works, services), of disclose of information and other rights of self-regulating organizations in case of the Partnership's admission to such association (union) of self-regulating organizations;

13.4.18. consideration of other issues referred to competence of the Board by Provision of the Board.

13.5. Issued referred to competence of the Board may not be referred to General Director of the Partnership.

13.6. Members of the Board shall be elected by General meeting in manner prescribed by law, these Articles, Provisions on General Meeting and on the Board for two (2) years period.

13.7. In case if ordinary (annual) General meeting which was to reappoint the Board was not held within terms set by Clause 12.12 of these Articles, authorities of the Board shall be terminated, excluding those of preparation, convening and holding of General meeting.

13.8. Number of members of the Board shall be determined by resolution of General meeting but shall be not less of 11 (eleven) members. Persons appointed to the Board may be unlimitedly reappointed.

13.9. Apart from participation in meetings of the board, each member thereof shall act as a head of special body (commission, committee or group), established by the Partnership and/or be a member of such special body. Each member of the Board may head just one commission (committee) and one group.

13.10. Members of the Board of the Partnership shall receive no remuneration.

13.11. Authorities of any member of the Board may be early terminated by personal application of such member.

13.12. Resolution of General meeting may terminate authorities of all or certain members of the Board on basis presupposed by Provision "On the Board".

13.13. Chairman of the Board shall be appointed by General meeting from among members of the board. Term of authorities thereof shall be 2 (two) years from the moment of appointment. Chairman of the Board may not be reappointed for second consecutive term.

13.14. Chairman of the Board shall:

- 1) without power of attorney act on behalf of the Partnership and represent it to all state and other authorities, establishments, organizations, within his competence;
- 2) convene General meetings, meetings of the Board and act as Chairman thereof;

- 3) sign documents approved by General meeting or Board and any other documents on behalf of the Partnership, in accordance with resolutions of the Board and (of) General meeting;
- 4) sign on behalf of the Partnership labor contract with General Director for the term of authorities specified by the Articles of Association of the Partnership;
- 5) consider other issues within competence determined by General meeting.

13.15. Meetings of the Board shall be held in accordance with approved annual plan, but at least once in each three months. Meetings of the Board shall be convened by its Chairman on initiative thereof, on demand of General Director or auditor of the Partnership or not less 1/3 (one third) of total number of members of the Board.

13.16. Meeting of the Board shall be valid in case of presence of more than half of all members of the Board of the Partnership.

13.17. Any transfer of voting right from any member of the Board to third person, including other member of the Board, shall not be allowed.

13.18. Chairman of the Board shall organize activities of the Board, convene meetings thereof and act as Chairman at those.

13.19. Resolutions of the Board of the Partnership shall be executed in form of minutes.

13.20. Resolutions of the board of the partnership shall be passed by majority of votes of present at it members. Each member of the board shall have one vote. In case of equality of votes, the Chairmen shall have casting vote.

13.21. Resolutions of the Board of the Partnership on referring to the General meeting the issues of early termination of authorities of any member of the Board and/or early termination of authorities of General Director, shall be passed by special majority of 2/3 (two thirds) votes of present members of the Board.

13.22. Procedure of formation, convening, activities and authorities of the Board of the Partnership shall be determined by legislation, these Articles and Provision on the Board of the Partnership approved by General meeting.

Article 14. Executive Body of the Partnership

14.1. The sole executive body of the Partnership shall be its General Director.

14.2. General Director shall be elected (appointed) by General meeting for 3 (three) years, with unlimited further reappointment.

14.3. Competence of General Director shall include any issues of current activities of the Partnership not referred to the competence of General meeting and Board of the Partnership, specified by these Articles and Provision "On General Director" approved by General meeting of members of the Partnership.

14.4. General Director shall:

14.4.1. act without power of attorney and make transactions on behalf of the Partnership, represent it to all state and other authorities, establishments, organizations as to issues of current activities of the Partnership;

14.4.2. organize work on securing of performance by the Partnership of functions presupposed by legislation, these Articles and other internal documents of the Partnership, provide for work of special bodies and meetings of managing bodies of the Partnership;

14.4.3. provide for keeping of accounting, tax, statistical and financial reporting of the Partnership, bear liability for accuracy thereof;

14.4.4. open accounts in banks and other credit institutions, including foreign currency accounts and those for compensation fund transactions;

14.4.5. conclude contracts and labor agreements with employees of the Partnership, including heads of branches and representative offices, approve Provisions on subdivisions, branches and representative offices of the Partnership, staffing table, job descriptions, other local legal acts, form personnel of the Partnership;

14.4.6. provide control over compliance with labor legislation and discipline, be liable for measures necessary for employees to comply with accident prevention and sanitary code;

14.4.7. issue powers of attorney within competence thereof;

14.4.8. issue orders, regulations and instructions within competence thereof;

14.4.9. manage monetary assets and property of the Partnership within budget approved by General meeting of members of the Partnership;

14.4.10. make transactions on behalf of the Partnership within budget of the Partnership and (or) to execute resolutions of the Board;

14.4.11. secure execution of resolutions and instructions of General meeting, Board and Chairmen of the Board;

14.4.12. conclude business and other agreements and contracts;

14.4.13. present to General meeting draft budgets of administration costs of the Partnership;

14.4.14. Performs any other functions presupposed by Provision "On General Director", approved by General meeting.

14.5. In case of temporary absence and/or inability of General Director to perform obligations thereof, the functions thereof shall be temporarily referred to vice-General Director appointed by the latter.

14.6. Authorities of General Director of the Partnership may be terminated by resolution of General meeting or by personal application of such General Director.

14.7. General Director shall not have the right to:

- 1) Acquire securities, issued or owed by members of the Partnership, with subsidiaries and affiliates included;
- 2) Conclude any agreements of property insurance, credit and warranting agreements with members of the Partnership, subsidiaries and affiliates thereof;
- 3) Perform as individual entrepreneur any entrepreneurial activities being subject of self-regulation of the Partnership;
- 4) Establish business partnerships and companies performing entrepreneurial activities being subject of self-regulation of the Partnership or participate in such business partnerships and companies;
- 5) Be a member of managing bodies of members of the Partnership, subsidiaries and affiliates thereof, be an employee in personnel of said organizations, receive profits from those, and not to have interests or shares in organizations being members of the Partnership.

14.8. Procedure of General Director's managing of current activities of the Partnership shall be determined by RF legislation, these Articles, Provision "On General Director" and labor agreement.

Article 15. Special Bodies of the Partnership

15.1. Special bodies of the Partnership obligatory created by its Board shall include:

- 1) Control committee – a body providing control over activities of its members as to compliance with issue of competency certificates, requirements of self-regulation standards and rules, terms of membership in self-regulating organization
- 2) Disciplinary committee – a body considering cases if implementation of disciplinary measures to members of the Partnership.

15.2. The Board may establish other special bodies, e.g. commissions, committees and working groups to perform undertaken by the Partnership functions.

15.3. Each special body shall act on basis of correspondent Provision, approved by the Board of the Partnership, and be governed by Russian Federation legislation, these Articles, internal normative documents of the Partnership, including standards and rules thereof.

15.4. Special bodies of the Partnership shall perform their functions independently.

VI INFORMATIVE OPENNESS AND INFORMATION PROTECTION

Article 16. Provision of Access to Information on Activities of the Partnership

16.1. To improve the quality of self-regulating and informative openness, with the aim of access to information on its activities and activities of members thereof, the Partnership shall place on its Internet-site all information prescribed by legislation, these Articles and internal documents of the Partnership (including managing bodies' resolutions, internal normative documents, register of members thereof).

16.2. Unless otherwise prescribed by federal law, the Partnership, in accordance with provisions of Clause 16.1 of these Articles, shall independently determine methods of disclosure of information, taking into consideration the necessity to provide access to it to the largest number of consumers of made by members of the Partnership goods (works, services), as well as to shareholders, investors and creditors of members of the Partnership.

16.3. Procedure of keeping of register of members, methods of disclosure and protection of information shall be governed by Provision of Keeping of Register of Members and by other correspondent internal documents of the Partnership.

16.4. The Partnership shall provide information to federal executive authorities, including state register of self-regulating organizations based on membership of persons dealing with construction, in manner prescribed by Russian Federation legislation.

Article 17. Liability for Protection of Information

17.1. Methods of receiving, use, processing, storage and protection of information, unauthorized use of which by employees of the Partnership may inflict moral harm and/or material damage to members thereof, or create conditions for infliction of such harm/damage, shall be determined by internal documents of the Partnership, including Provision on Keeping of Register of Members, Provision on Protection of Information, Provision on Procedure of Access of Members of the Partnership to Reporting and other internal documents approved by the Board.

17.2. The Partnership, its employees and officers participating in verification inspections, shall be liable for non-disclosure and non-distribution of data received during such inspections, as well as for unauthorized act during provision of control in accordance with acting legislation.

17.3. The Partnership shall be liable to its members for actions of its employees related to unauthorized use of information received by them by virtue of employment status.

17.4. With the aim of compliance with technical, social, economical and tax policies, the Partnership shall be liable for protection of documents (personal records of members of the Partnership, managing, financial, personnel records etc.); shall keep and use personnel documents in manner prescribed; shall provide transfer of scientific and historical meaning documents into state storage.

VII MISCELLANEOUS

Article 18. Measures of Avoiding or Settlement of Conflict of Interests

18.1. Measures of avoiding or settlement of conflict of interests shall be determined by these Articles, standards and rules of the Partnership.

18.2. Conflict of interests shall be a situation when personal interest of persons mentioned by Clause 18.4 of these Articles which influences or may influence performance by their professional duties and/or results in contradiction between such personal interest and legitimate interests of the Partnership or is pending by contradiction which may result in harm to legitimate interests of the Partnership.

18.3. Personal interest shall be any material or other interest of persons mentioned by Clause 18.4 of these Articles which influences or may influence securing of rights and legitimate interests of the Partnership and/or members thereof.

18.4. Interested in the Partnership's performance of certain acts, including transactions with other organizations or citizens (hereinafter referred to as "interested persons") shall be members of the Partnership, persons included into managing bodies of the Partnership, its employees acting on the basis of labor agreement or civil law contract.

18.5. Interested persons shall adhere to interests of the Partnership, first of all, to goals of activities thereof, and shall not use opportunities related to performance of their professional duties or allow use of such opportunities in aims contradicting with authorized goals of the Partnership.

18.6. Should any person mentioned by Clause 18.4 of these Articles be interested in transaction, a party to which the Partnership is going to become, and in case of other contradictions between interests of such person and the Partnership as to existing or

assumed transaction, such person shall be obliged to notify interests thereof to the Board of the Partnership to the moment of passing resolution on making such transaction.

18.7. Transaction (action) with interest shall be approved by majority of votes of members of the Board of the Partnership having no interest therein. In case if number of such non-interested members is less than quorum specified by these Articles for holding of meeting of the Board, resolution on this issue shall be passed by General meeting.

18.8. Any transaction with interest made with breach of requirements of legislation and/or these Articles may be declared invalid by court.

18.9. Interest person shall be liable to the Partnership within amount of incurred damages. In case if such damages were inflicted onto the Partnership by several interested persons, the latter shall be jointly liable to the Partnership.

18.10. Measures of avoiding or settlement of conflict of interests shall also be determined by internal documents of the Partnership.

Article 19. Control over Activities of the Partnership

19.1. The Partnership shall keep accounting, tax and statistic reporting in manner prescribed by acting Russian Federation legislation.

19.2. The Partnership shall provide information on activities thereof to state statistics and tax authorities, its members, other persons and bodies in accordance with Russian Federation legislation and these Articles.

19.3. The Partnership shall be liable to provide competent authority with documents including report on activities thereof, on personnel of managing bodies, as well as documents on spending of monetary assets and use of other property. Forms and terms of such documents shall be determined by Government of Russian Federation.

19.4. Keeping of accountancy and financial (accountant) reporting of the Partnership shall be subject to obligatory audit.

19.5. The Partnership may establish internal audit commission for inspection of activities thereof. Internal audit commission shall act on the basis of provision approved by General meeting. Members of internal audit commission shall be appointed by General meeting.

19.6. State control (supervision) over activities of the Partnership being self-regulating organization shall be performed by self-regulating organizations supervision competent authority by the way of scheduled and unscheduled inspections.

Article 20. Reorganization and Liquidation of the Partnership

20.1. Resolution on reorganization and liquidation of the Partnership shall be passed by General meeting. Resolution on liquidation may be passed on the basis of determination of judicial or other competent authorities and in cases specified by Russian Federation legislation.

20.2. Reorganization of the Partnership shall be made in manner prescribed by acting Russian federation legislation. Reorganization may be made in form of amalgamation, merger, demerger, separation and transformation.

20.3. The Partnership may be reorganized into fund or autonomous nonprofit organization as well as into business company, in cases and in manner prescribed by federal law.

20.4. The Partnership may be liquidated on basis and in manner prescribed by Russian Federation Civil Code, Federal Act "On Nonprofit Organizations" and other federal laws.

20.5. General meeting of members of the Partnership shall appoint liquidation commission (liquidator) and establish, in accordance with acting legislation, procedure and terms on nonprofit organization liquidation. From the moment of appointment of liquidation commission, the latter shall undertake management authorities. Liquidation commission shall act on behalf of the Partnership in court.

20.6. Liquidation commission shall publish in press media publishing data on state registration of legal bodies notice on liquidation of the Partnership, procedure and terms of assertion of claims by creditors thereof. Such term of assertion of claims by creditors may not be less two months from the moment of publishing of notice on liquidation of the Partnership.

20.7. Liquidation commission shall take measures to disclosure of creditors and receiving of accounts receivable and notify its creditors on liquidation of the Partnership in written form.

20.8. Upon completion of term of assertion of claims by creditors, liquidation commission shall execute interim liquidation balance indicating data on composition of property of the Partnership, list of demands of its creditors and on results of consideration of such demands.

20.9. In case of insufficiency of the Partnership's monetary assets to fulfill demands of its creditors, liquidation commission shall perform public sale of property of the Partnership in manner prescribed for execution of judgments.

20.10. Payment of monetary amounts to creditors shall be made by liquidation commission in order of precedence specified by Russian Federation Civil Code and in accordance with interim liquidation balance.

20.11. Upon completion of settlement with creditors, liquidation commission shall execute liquidation balance subject to approval by members of the Partnership.

20.12. In case of liquidation of the Partnership, all property remaining after fulfillment of demands of the creditors, unless otherwise presupposed by acting legislation, shall be directed onto goals in which the Partnership was established and (or) onto charitable goals. In case of impossibility of use of such property, the latter shall be turned into public revenue.

20.13. Liquidation of the Partnership shall be deemed completed and the Partnership shall be deemed wound-up on entering of correspondent record to uniform state register of legal entities.

20.14. In case of reorganization or winding up of the Partnership all its documents (managing, financial and business, personnel etc.) shall be transferred in manner prescribed to its legal successor or to archival depository. Transfer and ordering of such document shall be made by and on account of the Partnership in accordance with archive authorities.

Article 21. Alteration of the Articles of Association

21.1. Any alterations to these Articles shall be approved by resolution of General meeting of members of the Partnership in manner prescribed by these Articles and RF legislation, and shall be subject to state registration.

21.2. State registration of any alterations and supplements to the Articles of Association of the Partnership shall be made in manner prescribed by acting Russian Federation legislation.

21.3. Alterations and supplements to the Articles of Association of the Partnership shall come into force from the moment of state registration thereof.

Article 22. Final provisions

22.1. Requirements of these Articles shall be binding for the Partnership, its members, branches and representative offices. In case of breach of these Articles by members of the Partnership, disciplinary measures may be implemented thereto in manner prescribed by correspondent internal documents of the Partnership.

22.2. Interference of state, public and other authorities, apart from authorized thereto by legislation, shall not be allowed.