



APPROVED by
Decision of General meeting of
Noncommercial partnership
“Sakhalin regional association of constructors”

Protocol No. 8 of 24 April 2009

REGULATION ON GOVERNING BOARD
Of noncommercial partnership
“Sakhalin regional association of constructors”

ПО-02-09.1

Yuzhno-Sakhalinsk

2009



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1. PURPOSE AND AREA OF APPLICATION OF THE REGULATION

- 1.1. This Regulation determines powers and order of operation of Governing Board of noncommercial partnership "Sakhalin regional association of constructors" and establishes liability of the Governing Board members, order of formation, calling and conducting of Governing Board meetings and preparation of its decisions.
- 1.2. The Regulation is developed in compliance with legislation of the Russian Federation, Charter and other internal documents of the Partnership.

2. TERMS, DEFINITIONS AND ABBREVIATIONS

Partnership – noncommercial partnership "Sakhalin regional association of constructors" (NP "Sakhalinstroy")

General meeting – general meeting of Partnership members, superior authority of Partnership

Governing board – permanently acting collegial authority of Partnership

General Director – sole executive authority of Partnership

Administration – administrative and managerial apparatus of Partnership, consisting of structural subdivisions (departments, services), forming and leading by General Director

3. NORMATIVE DOCUMENTS

- Town-planning Code of the Russian Federation No.190-Ф3 of 29.12.2004
- Federal Law "On self-regulating organizations" No. 315-Ф3 of 01.12.2007
- Federal Law "On noncommercial organization" No. 7-Ф3 of 12.01.1996
- Charter of NP "Sakhalinstroy"
- ПП-01 "Regulation on general meeting of members of Noncommercial partnership "Sakhalin regional association of constructors"

4. GENERAL PROVISIONS

- 4.1. Governing Board of Partnership is permanently acting collegial authority of the Partnership. The Governing Board executes general management of current activity of the Partnership and is subordinate to General meeting.
- 4.2. Governing board executes its activities in compliance with applicable legislation of the Russian Federation, Charter, this Regulation, and other inner normative documents of the Partnership.
- 4.3. A member of Governing Board besides participation in Governing Board meetings should be a manager of specialized body (commission, committee, group) created by Governing Board and (or) a member of such specialized body. Each member of Governing Board may be a manager of no more than one commission (committee) and one group.
- 4.4. Members of Governing Board of Partnership execute their obligations in Governing Board for free.

5. FORMATION OF GOVERNING BOARD

- 5.1. Members of Governing Board are selected by General meeting in order, provided by legislation of the Russian Federation, Charter, "Regulation on General meeting", and this Regulation for 2 (two) years period.
- 5.2. Representatives of legal entities and (or) individual entrepreneurs which are the members of the Partnership are selected by secret vote to composition of members of Governing Board. Persons, selected as members of Governing Board, may be re-selected for many times.
- 5.3. Chairman of Governing Board is selected by General meeting among members of Governing Board for 2 (two) years period. The Chairman of Governing Board can not be selected for two terms in a row.
- 5.4. Number of members of Governing Board is approved by decision of General meeting, however this number can not be less than 11 (eleven) members.
- 5.5. For the first time Governing Board is selected during establishment of the Partnership, in amount and content approved by constituent assembly. Election of members of Governing Board before number of these members is established by decision of General meeting, is carried out in extraordinary General meeting after no less than 100 (a hundred) members have entered into the Partnership.
- 5.6. Manager or other representative of organization – member of Partnership may be selected as a member of Governing Board:
 - If manager of organization – member of Partnership is selected as a member of Governing Board, he is entitled to act on behalf of the organization without power of attorney, to represent its interests, and to execute all rights of Governing Board member;
 - If representative of organization – member of Partnership is selected as a member of Governing Board, and this representative is not a manager of such organization, his powers should be confirmed by power of attorney prepared in compliance with form attached in Appendix 1 of this Regulation.
- 5.7. Candidates to members of Governing Board are nominated in compliance with order of application of proposals into agenda of General meeting according to Charter and "Provision on General meeting". Proposal on nomination of candidates that is submitted to Governing Board should contain: name and details of identification document (series and number of the document, date and place of its issue, name of issuing authority), name of Partnership member nominating the candidate, name of specialized body (commission, group) to the content of which the candidate will be referred, and power of attorney specified in item 5.6, if nominated candidate is not a manager of Partnership member, and work program specified in item 5.10. Proposal concerning candidate may also contain other information about him.
- 5.8. Members of Partnership that want to nominate their candidate for the Governing Board are entitled to notify members of Governing Board about planned nominee, to carry out preliminary discussion of the nomination, to organize respective changes of opinions regarding this question and other necessary measurements before conducting of respective General meeting.
- 5.9. Candidatures nominated to posts of Governing Board members which have not declared rejection are subject to inclusion into papers for secret vote concerning

election into Governing Board. A candidate to Governing Board members may not be included into the paper for secret vote because of the following reasons:

- Term of submittance of proposal concerning candidatures for Governing Board members has not been observed;
- Lack of information specified in item 5.7;

5.10. Candidatures nominated to posts of Governing Board members should present to General meeting their programs concerning work in Governing Board and specialized bodies.

5.11. Candidate for Governing Board members is considered to be elected if no less than 2/3 of Partnership members present in the General meeting have voted for him.

5.12. The procedure of voting for personal content of Governing Board members is the following:

- If in result of voting number of candidates for Governing Board members which obtained required 2/3 of votes is less than required number for election of Governing Board, the second voting is carried out. Candidates for Governing Board members which obtained more than 50 % (fifty percents) of votes remained in the list are included into the bulletin.
- If several candidates for Governing Board members have obtained equal amount of votes and total number of selected members of Governing Board exceeds established number, General meeting should take a decision on increase of number of Governing Board members or on conducting of the next voting for candidates with equal amounts of votes;
- If number of elected members of Governing Board is less than 2/3 of established number, General meeting should take a decision on decrease of number of Governing Board members, but no less than number established by Charter, or on conducting of voting for Governing Board members up to required number in the next General meeting.

5.13. Governing Board executes its powers after election of at least 2/3 of its content by General meeting and up to the date of powers expiration and election of new content of Governing Board.

5.14. Powers of Governing Board member may be terminated before the appointed time in the following cases:

- Physical impossibility of powers execution (death, recognition of the member as untraceable, declaration of death);
- In case of Governing Board member's application for termination of powers; after this Governing Board takes a decision on his retirement;
- Termination of labour relations with organization – member of Partnership represented by the member in Governing Board;
- Termination of existence or disaffiliation with Partnership of Partnership member represented by Governing Board member;
- General meeting takes decision on termination of member's powers before the appointed time.

5.15. Besides than General meeting may take decision on on termination of member's powers before the appointed time in the following cases:

- Perpetration of intended criminal offence;
- Concealment of own interest in execution of deal with participation of Partnership;
- Unfair execution of obligations (including obligations provided by item 7.9 of this Regulation), violation of provisions of Charter and internal normative documents of Partnership, norms of legislation, failure to fulfil decisions of General meeting and Governing Board;
- Action (inaction) caused negative consequences for Partnership and (or) its members.

5.16. Decisions of Governing Board of Partnership about discussion of question of termination of member's powers before the appointed time in General meeting are accepted by qualified majority of votes in amount of 2/3 of total number of Governing Board members.

5.17. Termination of Governing Board powers before the appointed time is realized by General meeting.

5.18. Termination of powers of single member or members of Governing Board does not lead to termination of powers of Governing Board in whole.

5.19. In case of termination of powers of the whole Governing Board or of individual members of the Governing Board before the appointed time? The General meeting should elect new content of Governing Board or new members of Governing Board instead of those, who terminated their powers before the appointed time in the same General meeting.

6. COMPETENCY OF GOVERNING BOARD

6.1. Governing Board executes management of current activity of Partnership and is subordinate to General meeting.

6.2. Governing Board takes decisions on questions that are not referred to exclusive competency of General meeting and competency of General Director. Competency of Governing Board, established by Charter, includes settlement of the following matters:

- 6.2.1. preparation of proposals on priority directions of Partnership activity;
- 6.2.2. approval of internal documents of Partnership that are not referred to exclusive competency of General meeting and competency of General Director;
- 6.2.3. creation on temporary or permanent base of specialized bodies of Partnership, approval of regulations about such bodies and rules about execution of their activities;
- 6.2.4. calling of ordinary (annual) and extraordinary General meetings, approval of agenda and rules of conducting of General meeting, determination of date of preparation of list of persons entitled to participate in General meeting, and other questions connected with preparation and conducting of General meeting;
- 6.2.5. approval of reports of managers of specialized bodies of Partnership;
- 6.2.6. taking decision about acceptance to members of Partnership;

- 6.2.7. taking decision about admittance to the specified type or types of work that influence on security of objects of capital construction, and issuing of certificate;
- 6.2.8. taking decision about exclusion from Partnership members of individual entrepreneur or legal entity in case of lack of certificate for at least one type of works that influence on security of objects of capital construction, in cases provided by legislation and inner documents of Partnership;
- 6.2.9. taking decision about termination of permit to works that influence on security of objects of capital construction, in relation to the specified type or types of work, in cases provided by legislation and inner documents of Partnership;
- 6.2.10. accreditation of teaching and methodical centers of professional development and attestation of Partnership members;
- 6.2.11. approval, by proposal of General Director, of branch managers candidatures;
- 6.2.12. representation to General meeting of a candidate or candidates for appointment to post of General Director of Partnership;
- 6.2.13. appointment of alternate General Director of Partnership in case of obtaining of General Director's application about termination of powers and impossibility (refusal) to fulfill his obligations until appointment of new General Director;
- 6.2.14. appointment of auditing organization (auditor) for checking of accounting and financial statements of Partnership;
- 6.2.15. approval of Regulation on court of arbitration and list of persons whose candidatures can be proposed as arbitrators that will be selected for settlement of disputes considered in arbitrary created by Partnership;
- 6.2.16. taking decision about creation of branches and opening of representative offices of Partnership;
- 6.2.17. transfer to association (union) of right to develop uniform standards and rules for self-regulating organizations, conditions of membership of business entities in self-regulating organizations – members of the association (union), to settle disputes in court of arbitrary, to carry out professional training and attestation of employees of members of self-regulating organizations, to carry out certification of goods (services) produced by them, to disclose information, and other rights of self-regulating organizations;
- 6.2.18. approval of conditions of competition concerning selection of managing company and specialized depository for depositing and managing of compensation fund.
- 6.3. Chairman of the Governing Body:
- 1) Acts on behalf of Partnership without power of attorney and represents it in all governmental and other authorities, institutions, organizations within his competency;
 - 2) Calls meetings of Governing Board and presides at the meetings;
 - 3) Presides at General meetings;

- 4) Signs documents approved by General meeting or Governing Board, other documents on behalf of Partnership;
- 5) Within own competency gives instructions to members of Governing Board, General Director, and controls their execution;
- 6) On behalf of Partnership submits proposals to public authorities and local authorities, including projects of normative documents, managerial solutions in the sphere of self-regulation in construction;
- 7) On behalf of Partnership signs with General Director labour contract for period of his powers determined by applicable legislation, Charter, and "Regulation on General Director of Partnership";
- 8) Executes representative functions;
- 9) Solves other questions in compliance with powers approved by Charter and General meeting.

7. RIGHTS, OBLIGATIONS AND RESPONSIBILITY OF GOVERNING BOARD MEMBERS

7.1. A member of the Governing Board has the following rights:

- A right to participate in meetings of Governing Board, to submit proposals on formation of agenda of Governing Board meeting, including proposals on inclusion of additional questions to the agenda;
- A right to participate in discussion of questions submitted to a meeting of Governing Board;
- A right to get familiar with agenda and materials of Governing Board meeting before its conducting;
- A right to participate in voting for questions stated in agenda of Governing Board meeting;
- A right to request for and to obtain any information about Partnership bodies activity.

7.2. If members of Governing Board can not be present at Governing Board meeting, he has a right to express his decision on question submitted to voting in written form;

7.3. A member of Governing Board that has not agreed with opinion of major part of Governing Board members is entitled to submit his special opinion for it to be attached to the protocol of Governing Board meeting; such special opinion should be submitted within one day after finishing of Governing Board meeting.

7.4. A member of the Governing Board is obliged to:

- Participate in Governing Board meetings;
- Participate in at least one specialized body or to be a manager of such body;
- Execute decisions of Governing Board and General meeting.

7.5. Governing Board members are responsible against General meeting for activities carried out by them as a member of Governing Board and a member of specialized body;

7.6. Governing Board members are responsible for consequences of taken decisions that exceed their powers or for violation of established order, except cases when at the

moment of making decision the specified persons can neither assume, nor prevent occurrence of such consequences.

- 7.7. Members of Governing Board that expressed special opinion are released from responsibility for accepted decision of Governing Board.
- 7.8. If actions taken by individual members of Governing Board have exceeded their powers or violated an established order, but further have been approved by Governing Board, than responsibility for the specified actions is transferred to the whole Governing Board.
- 7.9. If a member of Governing Board missed three meetings of Governing Board during one year or two meetings of Governing Board in a row without good reason, Governing Board takes decision about termination of powers of this member until final settlement of this question in the next General meeting. Good reasons for absence of Governing member at the meetings may be considered the following: illness, accident, business travel, vacations. Besides that other cases, approved by Governing Board or General meeting, also may be referred to the good reasons.

8. ORDER OF PREPARATION AND CONDUCTING OF MEETINGS

- 8.1. Governing Board executes its activities by conducting of periodical meetings and taking decisions on questions within its competency.
- 8.2. Governing Board is called by Chairman of Governing Board for the next meeting in compliance with approved annual plan, at least once per three months.
- 8.3. Extraordinary meetings of Governing Board may be called by initiative of Chairman of Governing Board, General Director, auditor, and also by initiative of group of Governing Board members that is no less than 1/3 of total number of Governing Board member.
- 8.4. Notification about planned conduction of Governing Board meeting is sent to each Governing Board member no later that 5 (five) days prior to the date of conduction. Form of notification is specified in Appendix 2 to this Regulation. In this notification the following should be specified:
 - Time and place of Governing Board meeting conducting;
 - Questions submitted to discussion of Governing Board and form of voting;
 - To notification about conducting of Governing Board meeting all necessary materials connected with questions of agenda of Governing Board meeting are attached.
- 8.5. To agenda of Governing Board meeting may be included questions submitted to consideration by Chairman of Governing Board, General Director, Governing Board members.
- 8.6. Proposals concerning formation of agenda of the future Governing Board meeting should be submitted to Governing Board at least 15 (fifteen) calendar days prior to the planned date of Governing Board meeting conducting.
- 8.7. By method of meeting conduction the voting may be open and secret.
- 8.8. By initiative of Chairman of Governing Board in case of questions that need to be urgently solved the meeting may be conducted in absentia (decision of Governing Board are taken by method of interviewing of Governing Board members with use of

faximile and other types of communications providing individualization of person which takes decision).

- 8.9. In case of voting by method of interviewing of Governing Board members the project of decision or questions for voting are sent by Chairman of Governing Board or by his instructions by General Director to all Governing Board members which have to notify about their decisions in written no later than one day prior to the date of planned conducting of meeting in absetia that is determined by Chairman. Each Governing Board member should be given at least 5 (five) days for taking decision. Within 3 (three) days after finishing of voting all Governing Board members should be informed by hairman of Governing Board or by his instructions by General Director about taken decision.
- 8.10. According to the results of conducted interview a decision of Governing Board is prepared. The decision of Governing Board is signed by Chairman of Governing Board or in case of his absence by a member of Governing Board presided at the meeting.
- 8.11. A decision of Governing Board taken by method of interviewing of Governing Board members by its legal force is equivalent to a decision taken by voting at the meetings of Governing Board.
- 8.12. Meeting of Governing Board in absentia does not cancel obligations of Chairman concerning calling of ordinary meetings of Governing Board in the form of conjunct presence at least one time per three months.
- 8.13. Meeting of Governing Board is authorized if more than a half of Governing Board members are present at the meeting.
- 8.14. Chairman of Governing Board presides at Governing Board meeting. In case of his abcnce Governing Board selects a chairman among present Governing Board members.
- 8.15. Transfer of the vote by one member of Governing Board to another person, including another member of Governing Board is not accepted.
- 8.16. It is necessary to keep minutes at meeting of Governing Board.
- 8.17. Decision of Governing Board of Partnership are taken by voting of present Governing Board members by a mojority. Each Goerning Board member has one vote during votinh. In case of equal votes, the vote of Chairman of Governing Board is a deciding vote.
- 8.18. A decision of Governing Board Partnership may be canceled byGeneral meeting in case if the accpeded decision has a negative influence on its prestige, does not comply with goals and priority directions of its activity, is taken in defiance of legislation, Charter, and (or) other internal normative documents of Partnership.

9. PROTOCOL OF GOVERNING BOARD MEETINGS

- 9.1. Minites of meeting are kept by secretary of meeting appointed by chairman of Governing Board.
- 9.2. In minutes of Governing Board meeting it is necessary to specify the following: place, date of conducting of the meeting of Governing Board, final agenda of the meeting, surnames of Governing Board members present at the meeting, surnames of Governing Board members participating in discussions, short description of

questions discussion, results of voting, and taken decisions. Form of the minutes is specified in Appendix 4 to this Regulation.

- 9.3. Minutes of Governing Board meeting is signed by a person presiding at the meeting and by secretary of Governing Board meeting.
- 9.4. Organizational, technical, methodical, and other provision of Governing Board meetings is realized by General Director in compliance with this Regulation and "Regulation on General Director".

10. DOCUMENT MANAGEMENT

- 10.1. This Regulation and decisions on making changes and amendments in the regulation are accepted (approved) by General meeting of Partnership members by qualified majority of votes that constitute 2/3 of participants of General meeting.
- 10.2. This Regulation is effective since moment of its acceptance (approval) by General meeting.
- 10.3. Maintenance of control copy of the Regulation is carried out by General Director.
- 10.4. After acceptance (approval) of the Regulation and made amendments the document may be published on the web-site of Partnership within 3 days after its acceptance.

11. LIST FOR REGISTRATION OF CHANGES

Edition No.	Date of edition approval	Changes
0	20.02.2009	Initial edition
1	24.04.2009	Making changes according to Charter

Chairman of Governing Board of NP "Sakhalinstroy" _____ Zalpin A.P.

L.S.

Form of power of attorney for representation of interests of member of NP "Sakhalinstroy"**POWER OF ATTORNEY No.**

For representation of interests of member of NP "Sakhalinstaroy"

city _____

"__" _____ 200__

Member of Partnership _____,
(name of member of Partnership)_____
(location of member of Partnership)in the person of _____,
(post, first and last name of manager)

Acting on the basis of _____, issues this power of attorney

(last name, first name, patronymic of candidate to Governing Board members)

Passport data: No. _____ issued on "__" _____ 200__ by _____

For representation of interests of the specified member of Partnership in Governing Board of NP "Sakhalinstaroy" and commits execution of all actions connected with fulfillment of this order.

The power of attorney is valid since "__" _____ 200__ till "__" _____ 200__

Signature of trustee _____ is certified

Post of manager

signature

decoding

L.S.

*Is executed on headed notepaper of organization

<i>NP "Sakhalinstroy"</i>	
<i>"Regulation on governing board of noncommercial partnership "Sakhalin regional association of constructors"</i>	<i>Date of document: 20.02.2009</i>
	<i>Date of edition: 24.04.2009</i>
<i>Code: IO-02-09.1</i>	

Appendix 2

Form of notification about conducting of Governing Board meeting

Noncommercial partnership "Sakhalin regional association of constructors"

Address: 693000, Yuzhno-Sakhalinsk, K.Marksa Str., b.20, room 201

Telephone (fax): +7 (4242) 724024

e-mail: sakhalinstroy@ya.ru

web: <http://sakhalinstroy.er-limited.ru>

Notification

About conducting of Governing Board meeting

Dear member of Governing Board of NP "Sakhalinstroy",

We would like to inform you about that fact that on «___» ___ 200_ at ___ hours ___ minutes

At address: city_____, street _____, building_, room__

A meeting of Governing Board will be conducted on an intramural/extramural basis

delete as applicable

filled bulletins for voting may be submitted to the following addresses:

postal address: city _____, street _____, building_, room__

electronic address:_____

deadline of bulletins acceptance «___» ___ 200_ ___hours ___ minutes

During determination of quorum and vote counting will be considered votes represented by voting bulletins received no later than one day prior date of conducting of Governing Board meeting of NP "SAKHALINSTROY"

Agenda of the meeting:

The following materials concerning agenda are attached to this notification:

Chairman of Governing Board of NP "Sakhalinstroy" _____ (_____)

Form of bulletin for voting at Governing Board meeting

Noncommercial partnership "Sakhalin regional association of constructors"

Address: 693000, Yuzhno-Sakhalinsk, K.Marksa Str., b.20, room 201

Telephone (fax): +7 (4242) 724024

e-mail: sakhalinstroy@ya.ruweb: <http://sakhalinstroy.er-limited.ru>**Bulletin No. __***For voting at NP "Sakhalinstroy" Governing Board meeting*

Date of meeting: _____ Form of meeting _____

Place of meeting: city _____, street _____, building_, room__

Time of meeting: __ hours.

Addresses where the filled bulletins may be sent:

Postal address: city _____, street _____, building_, room__

Electronic address: _____

Voting on agenda items:

No.	Formulation of decision on item that is voted for	FOR	AGAINST	ABSTAINED
1.				
2.				

MEMBER OF GOVERNING BOARD _____ (_____)

signature

signature decoding

Rules of bulletin filling:

- Choice of voting variant is executed by placing of any sign in a cage opposite to the selected variant of voting.
- Bulletin for voting should be signed by a member of Governing Board with specification of signature decoding (first and last name) in respective row of the bulletin.

Deadline for bulletins receipt _____ 200_ at ____ hours.

NP "Sakhalinstroy"	
"Regulation on governing board of noncommercial partnership "Sakhalin regional association of constructors"	Date of document: 20.02.2009
	Date of edition: 24.04.2009
	Code: ПО-02-09.1

Appendix 4

Form of minutes of Governing Board

MINUTES

Of Governing Board of noncommercial partnership "Sakhalin regional association of constructors" (NP "Sakhalinstroy")

Details about the meeting:

Form of conducting	
Initiator	
Chairman of meeting	
Secretary of meeting	
Time of opening and closing of meeting	
Number of Governing Board members	
Present members of Governing Board	
Quorum	
Deadlone for receipt of bulletins	
Time of the beginning of vote counting	If decisions and results of voting have been declared at the meeting of Governing Board

Agenda:

No.	Item	Rules	Reporter	Quorum
1.				
2.				
3.				

Decisions:

Item No. __:

Main provisions of reports and full names of reporters:

Formulation of decision for voting:

Voting for decision on item No. __ of the meeting agenda:

Is regognized to be unvalid for this item by ___bulletins.

"FOR" - _ votes (__%), "AGAINST" - ___votes (__%), "ABSTAINED" - ___votes (__%).

Conclusion: Decision on item No. 1 is _____

(not accepted; accepted by common consent; accepted by majority of ___%; accepted by majority of ___%, that constitutes 2/3 required for acceptance of the decision).

Chairman of the meeting: _____ (_____)
Signature Full name

Secretary of the meeting: _____ (_____)
Signature Full name

Date of the minutes preparation: _____ 200__