

**AMCA**

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# **CHARTER**

of the

Arbitration and Mediation  
Center of Armenia

**First Edition, 2023**

Yerevan

**C H A R T E R**  
**OF "ARBITRATION AND MEDIATION CENTER OF ARMENIA" FOUNDATION**

**I. GENERAL PROVISIONS**

1. "ARBITRATION AND MEDIATION CENTER OF ARMENIA" foundation (hereinafter referred to as "the Center") is a non-commercial organisation established on the voluntary asset contributions of founders and not having membership, which pursues publicly beneficial objectives provided for by this Charter.

2. The name of the Center shall be:

(1) full name in Armenian — «Արբիտրաժի և հաշտարարության հայաստանյան կենտրոն» հիմնադրամ;

(2) full name in Russian — Фонд «Арбитражный и медиационный центр Армении»;

(3) full name in English — "Arbitration and Mediation Center of Armenia" Foundation;

(4) short name in Armenian — «ԱՀՀԿ» հիմնադրամ;

(5) short name in Russian — фонд «АМЦА»;

(6) short name in English — "AMCA" Foundation.

3. The Center shall carry out its activities in the Republic of Armenia. The registered office of the Center shall be: 0019, 51 Arshakunyats Ave., area 47, Yerevan, Republic of Armenia.

4. The founders of the Center shall be:

(1) "Center for Legislation Development" Foundation, established in the Republic of Armenia; state registration number: 222.160.930235; address of the registered office: 3/8, V. Sargsyan Str., Yerevan, 0010, Republic of Armenia;

(2) Armenian Bar Association, a California Non-profit Public Benefit Corporation, an organization registered in the State of California of the United States of America (registration certificate number 1472207, with its principal address at 1762 Allen

Avenue, Glendale, California, United States of America 91201);

(3) Armenian General Benevolent Union (AGBU), an organization registered in the State of Delaware of the United States of America (registration certificate number 486313, verified on March 11, 2020, business address at 55 East 59th Street, New York, New York, United States of America 10022-1112).

5. The Center may have a round seal bearing its name (with Armenian, English and Russian inscriptions), stamps and blanks, as well as other means of identification.

6. The beneficiaries of the Center shall be natural and legal persons to whom services are provided or may be provided, certain payments are made or may be made, as well as a certain part of the property of the Center is transferred or may be transferred to them by the Center. In particular, the groups of beneficiaries of the Center shall be:

(1) natural and legal persons benefiting from the dispute resolution services of the Center as a permanent arbitral institution and mediation institution;

(2) persons benefiting from training and other educational services organized by the Center;

(3) persons that are participants of events organised by the Center;

(4) any organisation and natural person, that benefit from — in any manner — any service of the Center.

7. The Center shall be non-profit making. Funds generated from various sources, as well as from its economic activity shall be used only for the objectives prescribed by this Charter.

## **II. OBJECTIVES OF THE CENTER**

8. The objectives of the Center shall be:

(1) acting as a permanent arbitral institution;

(2) ensuring the conduct of international and domestic arbitration proceedings through internationally accepted, independent, impartial and effective processes and mechanisms, including through the establishment of arbitration and mediation rules

and procedures applicable to disputes heard under the auspices of the Center;

(3) ensuring the provision of services for other alternative dispute resolution mechanisms (providing of mediation services as a mediation institution, negotiations, etc.);

(4) contributing to the development, expansion and application of alternative dispute resolution mechanisms in the Republic of Armenia, including increasing confidence in and promoting use of alternative dispute resolution mechanisms in civil society and the business community, contribution to the development and improvement of legislation in that field, thereby contributing to the access and efficiency of justice and reducing the workload of the courts;

(5) organization, implementation and funding of educational programmes (conferences, discussions, moot court competitions, training programs, publications and other similar activities) related to alternative dispute resolution mechanisms directed at:

(a) the public and business communities,

(b) educational institutions, and

(c) professional associations;

(6) fostering international co-operations for the development of arbitration and other alternative dispute resolution mechanisms in the Republic of Armenia, membership in foreign and international organisations, and increasing the level of involvement of the Republic of Armenia and local specialists in these fields in the international arena;

(7) indirectly fostering the improvement of the business and investment (including foreign investment) environment in the Republic of Armenia, the increase of effectiveness of mechanisms of legal protection of investments and business relations.

### **III. ENTREPRENEURIAL ACTIVITY OF THE CENTER**

9. The Center may carry out entrepreneurial activity which complies with the objectives of the Center and serves those objectives.

10. The Center may carry out entrepreneurial activity in person or may establish economic companies for that purpose or be a participant thereof.

11. In accordance with the limitations set forth herein, the Center may on its own engage in the following types of entrepreneurial activity:

(1) legal activities (including, but not limited to, settlement of disputes through arbitration and other alternative dispute resolution mechanisms, documentation, consultation);

(2) consultations in the field of computer technologies;

(3) scientific research and experimental developments in the field of social and humanitarian sciences;

(4) other professional, scientific and technical activities not included in other groupings;

(5) publication of books, newspapers, magazines, bulletins, periodicals and other publishing activities;

(6) advertising activities;

(7) transfer of owned and leased immovable property for lease, and other operations;

(8) rental and lease of office machines and equipment, including computers;

(9) organization of assemblies;

(10) other courses for acquisition of narrow professional knowledge.

12. The Center may engage in types of activities subject to licensing only based on a licence issued as prescribed by law.

#### **IV. PROPERTY OF THE CENTER**

13. The property entrusted over by the founders to the Center shall be the ownership of the Center and used only to further objectives prescribed by this Charter.

14. The Center shall possess, use and dispose the property belonging thereto and acquired thereby, including the financial means, for the objectives prescribed by this Charter.

15. The Center may have — as ownership — movable and immovable property, monetary funds, stocks, other securities and other property not prohibited by law.

16. The following may be a source of funding for the Center:

(1) contributions from the founders;

(2) gifts and donations by natural and legal persons, including gifts and donations by foreign citizens, legal persons, and international organisations;

(3) cash inflows from the state budget;

(4) grants;

(5) funds received from entrepreneurial activities of the Center and the economic companies established thereby or with the participation thereof;

(6) donations — funds received from activities targeted at raising those funds (raising funds through cultural, sports, entertainment and other events);

(7) other funds not prohibited by law.

17. The whole property acquired during the activity of the Center, including the income, must be used for the implementation of objectives prescribed by the Charter of the Center.

18. The Director of the Center may use the financial means of the Center according to the budget approved annually by the Board of Trustees. Where necessary, the Director may apply to the Board of Trustees for making amendments or supplements to the budget.

## **V. RIGHTS AND OBLIGATIONS OF THE CENTER**

19. Subject to the limitations set forth herein, the Center shall have the right to carry out activities not prohibited by law for the achievement of the objectives prescribed by this Charter.

20. Subject to the limitations set forth herein, the Center shall have the right to establish separated sub-divisions (branches, representations) and institutions, as well as establish economic companies or participate therein.

21. The Center shall be obliged to:

- (1) act in compliance with the Constitution, laws and legal acts of the Republic of Armenia, as well as this Charter;
- (2) maintain records management and accounting as prescribed by law;
- (3) submit information and reports to state bodies or publish them in the cases and as provided for by law;
- (4) perform other obligations prescribed by law.

## **VI. BODIES OF THE CENTER AND COMPETENCES THEREOF**

22. The bodies of the Center shall be:

- (1) the Board of Trustees;
- (2) the Arbitration Council;
- (3) the Director.

23. The staff of the Center, for achieving the objectives prescribed by this Charter, as well as in cases provided by the arbitration or mediation rules of the Center, acts as the secretariat of an institution, also provides implementation of the functions of the secretariat functions for other alternative dispute resolution mechanisms.

## **VII. BOARD OF TRUSTEES**

24. The Board of Trustees shall be composed of 9 members, who shall be appointed for a term of three years. The Board of Trustees shall have a Chairperson who shall be elected by the members of the Board of Trustees from among the members of the Board by majority of votes of their total number.

25. The members of the Board of Trustees (including the Chairperson) of the Center shall not be deemed as persons holding a position within the Center and shall perform their duties without remuneration, i.e., on a voluntary basis. Reimbursement

for the expenses borne in connection with the performance of the duties of a member of the Board of Trustees may be established for members of the Board of Trustees of the Foundation. The procedure for reimbursement of expenses shall be defined by the Board of Trustees.

26. The title of a Honourable member of the Board of Trustees shall be conferred by the Board of Trustees to persons enjoying a high reputation in the field of legal activities or science. Honourable members of the Board of Trustees may participate in the activities of the Board of Trustees with a consultative vote.

27. The Board of Trustees shall be composed of one member represented by each of the following organisations:

- (1) "Center for Legislation Development" Foundation;
- (2) Armenian Bar Association, A California Nonprofit Public Benefit Corporation;
- (3) "Armenian General Benevolent Union" Foundation;
- (4) Central Bank of the Republic of Armenia;
- (5) "Public Television Company of Armenia" CJSC;
- (6) Non-commercial organisation for protection of interests of developers (association);
- (7) Non-commercial organisation for protection of interests of companies of the information technologies sector (association);
- (8) Non-commercial organisation for protection of interests of companies of the electronic communication sector (association);
- (9) Non-profit organization involved in education, reform, or professional self-regulation in the practice of alternative dispute resolution.

28. The first composition of the members of the Board of Trustees shall be determined by the founders, upon a decision adopted unanimously by the founders. Nevertheless, the founders shall consider as candidates for members of the Board of Trustees the candidates submitted by organisations stipulated by clause 27 of this Charter. In that respect, the founders may make an inquiry to those organisations for nominating a

candidate for member of the Board of Trustees. In cases provided by this clause, if any of the organisations listed in clause 27 of this Charter fails to submit a candidate, as well as if the founders fail to appoint or in case of other impossibility to appoint a submitted candidate, the founders should elect another candidate by a decision adopted unanimously.

29. In case of formation of the second and following compositions of the Board of Trustees, members of the Board of Trustees who should be submitted by organisations provided for in subclauses 1-5 of clause 27 of this Charter shall be appointed upon nomination by that organisation. In cases provided by this clause, candidates for the member of the Board of Trustees should be nominated no later than within 20 days after notifying the bodies provided for by clause 33 of this Charter on opening up a vacant position. If the organisations provided for in subclauses 1-5 of clause 27 of this Charter fail to nominate a candidate for the Board of Trustees within timeframes provided by this clause, the founders of the Center should appoint another candidate by a decision adopted unanimously.

30. In case of formation of the second and following compositions of the Board of Trustees, the nominations of the members of the Board of Trustees that represent organisations provided for in subclauses 6-9 of clause 27 of this Charter shall be made as follows: the Director shall announce a day and time for holding a meeting for the given organisations, whereby organisations in the given field may submit a written application for participating in the meeting and, if they wish so, also for nominating their candidates. The meeting must be held no earlier than within 10 days and no later than within 20 days after notifying the bodies provided for by clause 33 of this Charter on opening up a vacant position. The announcement on holding a meeting shall be posted on the website of the Center and the Director may also send notices to the addresses of organisations known thereto for the purpose of notification about the

meeting. The organizations representing each sphere at the meeting shall elect a candidate for the member of the Board of Trustees from the candidates of the organizations participating in the meeting. The candidate for the member of the Board of Trustees shall be determined by majority of votes of persons attending the meeting, by the principle one vote for each organisation. Where one organisation has applied to participate or participated in the meeting, the candidate of that organization is considered as elected. If the organisations provided for in subclauses 6-9 of clause 27 of this Charter fail to nominate a candidate for the Board of Trustees or the nominated candidate fails to be elected, the founders of the Center by a decision adopted unanimously should appoint a member of the Board of Trustees from organisations provided for in subclauses 6-9 of clause 27 of this Charter, and in case it is impossible, from separate organisations operating in the spheres provided for in subclauses 6-9 of clause 27 of this Charter.

31. A candidate nominated (elected) as a candidate for the member of the Board of Trustees in line with clauses 29-30 of this Charter shall be appointed as a member of the Board of Trustees upon the unanimously adopted decision of the founders. Where the founders do not appoint the candidate nominated (elected) for the member of the Board of Trustees, they shall notify the relevant organisation on nominating a candidate again. In the second case, in case a member of the Board of Trustees is not appointed by the founders unanimously, the founders shall appoint a member of the Board of Trustees upon their discretion. In cases provided for by this clause, a new member of the Board of Trustees shall be appointed no later than within 30 days from the end of timeframes provided for respectively by clauses 29-30 of this Charter.

32. The powers of a member of the Board of Trustees shall terminate under circumstances provided for by the Law on Foundations, including in case of expiration of the term of office. Moreover, in case of improper exercise by a member of the Board of Trustees of

his or her duties, his or her powers may be terminated by at least 3/4 of the votes of the rest of the members of the Board of Trustees.

33. The Director shall — no later than within 10 days from the day of being informed about opening up a vacant position in the Board of Trustees or 30 days prior to the expiration of a member's term — inform the founders of the Center, persons or bodies having appointed or nominated the members of the Board of Trustees, and the members of the Arbitration Council, of the necessity to fill the vacant position.

34. The following shall be under the competence of the Board of Trustees:

- (1) approve the strategic plan(s) of the Center;
- (2) define and approve types of entrepreneurial activities being carried out by the Center (including in person);
- (3) approve the budget of the Center and changes therein, annual financial reports and annual reports on the activities of the Center;
- (4) approve the procedure for disposing the property of the Center;
- (5) adopt decision on reorganising the Center;
- (6) adopt decision on applying to court for liquidation of the Center;
- (7) appoint a liquidation commission (liquidator) of the Center, establishing the procedure and terms for liquidation, approving the interim liquidation balance, approving the liquidation balance;
- (8) adopt decisions on early termination of powers of the members of the Board of Trustees;
- (9) adopt decisions on election of the Chairperson of Board of Trustees, the Director, the members of the Arbitration Council, the Chairperson and Deputy Chairperson of the Arbitration Council and on early termination of their powers;
- (10) determine the number of members of the Arbitration Council and form the Arbitration Council;
- (11) adopt decisions on making amendments and supplements to the Charter, on the

change of the Charter, or on approving the Charter with the new edition;

(12) adopt decisions on establishment of economic companies or regarding participation therein, as well as on establishment of separated subdivisions and institutions and approval of the charters thereof;

(13) oversee the financial and economic activities of the Center;

(14) hear the reports of the Director at a regular sitting every year;

(15) oversee the process of implementing its decisions;

(16) select the person carrying out the audit of the Center (auditor);

(17) approve the structure of the Center;

(18) approve the staff list of the Center;

(19) upon presentation by or positive opinion of the Arbitration Council approve arbitration rules of the Center, adopt decisions on making amendments and supplements thereto, approving it with the new edition;

(20) approve mediation rules of the Center upon presentation by the Director, adopt decisions on making amendments and supplements thereto, approving it with the new edition;

(21) exercising powers provided for by law, the Charter, as well as other powers not vested in other bodies of the Center.

35. Chairperson of the Board of Trustees shall:

(1) organise the activities of the Board of Trustees; may, upon necessity, establish ad hoc committees of the Board of Trustees for overseeing the financial and economic activities of the Center as provided for by sub-clause 13 of clause 34 of this Charter (inspection, studying, etc.) and preliminary consideration of the issues provided for by sub-clauses 3, 4, 11 and 12 of the same clause and submitting opinions (statements of information) thereon to the Board of Trustees;

(2) convene and chair the sittings of the Board of Trustees;

(3) organise the process of taking minutes of sittings;

- (4) conclude an employment contract with the Director;
- (5) submit a draft decision on termination of the powers of the members of the Board of Trustees to the Board of Trustees for consideration in the cases provided for by law and this Charter;
- (6) sign decisions of the Board of Trustees.

36. In case the Chairperson of the Board of Trustees is absent, his or her duties shall — upon the decision of the Board of Trustees — be performed by one of the members of the Board of Trustees, who shall be elected by the members that are present at the meeting by majority of votes.

37. The Board of Trustees shall carry out the activities thereof through meetings. The sitting of the Board of Trustees shall have quorum if attended by more than half of the members of the Board of Trustees. During voting, each member of the Board of Trustees shall have one vote. Unless otherwise stated herein, the decisions of the Board of Trustees shall be adopted by the majority of votes of the members participating in the sitting.

38. Sittings of the Board of Trustees should be recorded. The minutes of a sitting must be signed by the Chairman of the Board of Trustees and the secretary of the sitting.

39. The decisions on election or dismissal of the Chairperson of the Board of Trustees, election of the Director or removal thereof from office, as well as on change of the name of the Center, liquidation of the Center and amendment to the Charter or approval of the Charter with the new edition shall be adopted by the majority of votes of the total number of members of the Board of Trustees.

40. The Board of Trustees shall carry out the activities thereof through regular meetings convened once a year, as well as through extraordinary sittings. The regular sitting of the Board of Trustees shall be convened by the Chairperson of the Board of Trustees by 30 April of the year following the reporting year.

41. The extraordinary sittings of the Board of Trustees may be convened by the Chairperson of the Board of Trustees upon the request of 1/3 of the members of the Board of Trustees, or upon recommendation of the Arbitration Council or the Director within 30 days after the relevant request or recommendation is submitted. Where the Chairperson of the Board of Trustees fails to convene a sitting within the specified time-limit upon the request of 1/3 of the members of the Board of Trustees, the members of the Board of Trustees having submitted such a request may convene the sitting accordingly, with the same agenda. The Chairperson of the Board of Trustees shall not have the right to make changes in the agenda submitted by 1/3 of the members of the Board of Trustees.

42. The Secretary of the sitting of the Board of Trustees shall inform the members of the Board of Trustees in writing about the agenda and date of the extraordinary meeting of the Board of Trustees at least 3 working days prior to the meeting.

43. Where an issue regarding the property interests or other interests of any member of the Board of Trustees of the Center or of a person affiliated thereto (parent, spouse, child, sibling; parent, child, sibling of spouse) is being discussed during the sitting of the Board of Trustees, the particular member of the Board of Trustees shall not participate in the voting.

44. The members of the Board of Trustees may participate in the sittings also via live telecommunication.

45. Upon decision of the Board of Trustees, the sittings may be organised through electronic enquiries by using means of electronic communication. In such case, decisions of the Board of Trustees shall be adopted through holding electronic voting on the agenda of the sitting.

## **VIII. THE ARBITRATION COUNCIL**

46. The Arbitration Council may be composed of not less than seven and not more than fifteen members. As a member of the Arbitration Council may be elected a

natural person having active legal capacity and at least ten years of professional experience of a lawyer, an arbitrator or in the field of dispute resolution.

47. The members of the Arbitration Council shall be appointed by the Board of Trustees for a term of 4 years. Only the founders or the Director shall present to the Board of Trustees suggestions regarding the number of members of the Arbitration Council and the candidates for the initial composition of the Arbitration Council within three months following the formation of the Board of Trustees.

48. The Chairperson and Deputy Chairperson of the Arbitration Council shall be elected by the Board of Trustees after the appointment of at least more than half of the members of the Arbitration Council. The Chairperson and Deputy Chairperson of the Arbitration Council shall serve until the termination of their powers as members of the Arbitration Council. The Board of Trustees may terminate the powers of the Chairperson and Deputy Chairperson of the Arbitration Council without removing the person from the Arbitration Council, if they have submitted such an application to the Board of Trustees, as well as in cases when the Chairperson and Deputy Chairperson of the Arbitration Council do not perform their functions properly.

49. In case of termination of the powers of a member of the Arbitration Council immediately, as well as at least two months before the expiry of the term of office of a member of the Arbitration Council, the Director shall notify the members of the Board of Trustees and the members of the Arbitration Council thereon.

50. The candidate for the member of the Arbitration Council may be nominated by the Director, an acting member or members of the Arbitration Council, as well as each member of the Board of Trustees for consideration by the Board of Trustees within 20 days of receiving the notification of the Director on vacancy or termination of the term of office of a member of the Arbitration Council. Each of the persons referred to in this clause may nominate one candidate for one vacancy.

51. No later than 30 days after notifying the members of the Board of Trustees

and the Arbitration Council on the vacancy of the member of the Arbitration Council, the Director shall initiate an extraordinary sitting of the Board of Trustees by applying to the Chairperson of the Board of Trustees with regard thereto. The new member of the Arbitration Council must be elected no later than within 60 days after the termination of the powers of the previous member. Based on the expiration of the term of office of a member of the Arbitration Council, a new member of the Arbitration Council must be elected at least 5 days before the end of the term of office of a member of the Arbitration Council, in which case the newly elected member takes office after the termination of the powers of the previous member, and if the same person is elected, he or she is considered re-elected for a new term. In case of not electing a member of the Arbitration Council within the specified period, the previous member continues to serve until a new member is elected.

52. The powers of the member of the Arbitration Council shall be terminated in the following cases:

- (1) based on the written application submitted to the Chairperson of the Arbitration Council;
- (2) in case of failure thereby to properly fulfil his or her obligations, violation of requirements or limitations prescribed by this Charter, decisions of the Board of Trustees, by at least 2/3 of the votes of members of the Board of Trustees;
- (3) in case of termination of term of powers;
- (4) in case of being declared as having no legal capacity by a court judgement having entered into force;
- (5) in case of his or her death.

53. The Arbitration Council shall:

- (1) define rules of conduct of arbitrators and persons providing the secretariat functions;
- (2) adopt the rules of procedure for the Arbitration Council;

(3) act as an appointing body in the cases and under the procedure prescribed by the arbitration rules of the Center;

(4) examine applications for challenge of arbitrators and make a decision on issues of challenge of arbitrators, establish the procedure for examination of the challenge;

(5) in the cases and in the manner prescribed by the arbitration rules of the Center determine, approve or modify the fees of arbitrators in a specific arbitration case;

(6) perform other functions provided for by this Charter, the Arbitration Rules of the Center, the rules of procedure of the Arbitration Council or decisions of the Board of Trustees.

54. The Chairperson of the Arbitration Council shall:

(1)organise the activities of the Arbitration Council by the assistance of the Director, and, where necessary, may form committees under the Arbitration Council;

(2) chair the meetings of the Arbitration Council and ensure the smooth functioning of the Arbitration Council;

(3) perform other functions provided for by the arbitration rules of the Center and the rules of procedure of the Arbitration Council.

55. The Deputy Chairperson of the Arbitration Council shall substitute the Chairperson during his or her absence, perform other functions assigned by the Chairperson and provided for by the rules of procedure of the Arbitration Council.

56. The Arbitration Council shall carry out the activities thereof through sittings.

57. The Arbitration Council performs its activities with the full composition, except on the disputes considered national according to the arbitration rules of the Center, the decisions on which shall be made by the National Committee of the Arbitration Council, which shall be composed by the decision of the Chairperson of the Arbitration Council, in accordance with the procedure established by the rules of procedure of the Arbitration Council. The National Committee of the Arbitration Council may be composed of no less than three members of the Arbitration Council. The sittings of

the National Committee of the Arbitration Council are presided over by its member appointed by the decision of the Chairperson of the Arbitration Council, who, in relation to the National Committee, shall perform the functions provided for in clause 53 of this Charter. The Chairperson of the National Committee of the Arbitration Council shall serve until the termination of his or her powers as a member of the Arbitration Council. The Chairperson of the Arbitration Council may terminate the powers of the Chairperson of the National Committee without removing the person from the National Committee, if he or she have submitted such an application to the Chairperson of the Arbitration Council, as well as in exceptional cases when the Chairperson of the National Committee does not perform his or her functions properly.

58. The sitting of the Arbitration Council or its National Committee shall have quorum where at least half of the members of the Arbitration Council or its National Committee, respectively, participate in it. The decisions of the Arbitration Council or its National Committee shall be adopted by the majority of votes of the members present at the sitting.

59. The rules of procedure of the Arbitration Council may include matters for which a greater number of quorum of the sitting or a greater number of votes are required for the adoption of decisions of the Arbitration Council or its National Committee.

60. The Chairperson of the Arbitration Council, on his own initiative or on the basis of the proposal of the Chairperson of the National Committee, may make a decision to involve in the discussion and decision-making of the issue that does not fall under jurisdiction of the National Committee, another member of the Arbitration Council who is not a member of the National Committee.

## **IX. THE DIRECTOR**

61. All the issues pertaining to the management of the day-to-day activities of the Center shall be under the competence of the Director of the Center. The Director

shall:

- (1) organise the implementation of the decisions of Board of Trustees;
- (2) dispose the property of the Center, including the funds under the procedure for management of property established by the Board of Trustees;
- (3) represent the Center in the Republic of Armenia and foreign states;
- (4) act without a power of attorney;
- (5) issue powers of attorney;
- (6) conclude contracts, including employment contracts under the established procedure;
- (7) open settlement (including foreign currency) and other bank accounts;
- (8) submit — to the Board of Trustees for approval — the internal work regulations, charters of separated subdivisions or institutions of the Center, as well as those of economic companies being established by the Center, the administrative and organisational structure and staff list of the Center;
- (9) issue orders, directives within the scope of the competences thereof, give binding instructions and oversee the fulfilment thereof;
- (10) hire and dismiss the employees of the Center under the established procedure;
- (11) apply incentives and disciplinary liability measures with respect to employees of the Center;
- (12) be accountable to the Board of Trustees;
- (13) exercise the powers vested to the Secretary General of the arbitration institution under the arbitration rules of the Center (act as a General secretary) and organizes the work of the secretariat;
- (14) provide the Board of Trustees and the Arbitration Council with technical and other means necessary for the organisation of the activities thereof.

62. The Director of the Center may hold paid positions in other organisations only upon consent of the Board of Trustees, except for scientific, creative and pedagogical

activities.

## **X. REORGANISATION AND LIQUIDATION OF THE CENTER**

63. The reorganization of the Center shall be carried out upon the unanimous decision of the founders or upon the decision of the Board of Trustees by the qualified majority (2/3) of votes of the total number of its members.

64. The decision on liquidation of the Center may be taken only by the court, based on the application of interested persons.

65. The Center may be liquidated, where:

(1) the property of the Center is insufficient for carrying out its activities and the possibility for receiving the required property is not feasible;

(2) the Center has engaged in activities other than those provided for in the objectives envisaged by the Charter;

(3) it is impossible to attain the objectives of the Center and make amendments therein;

(4) the activities of the Center endanger the state and public safety, public order, public health and morals, as well as the rights and freedoms of others;

(5) the Center has enacted numerous or gross violations of law or, has periodically engaged in activities contradicting the objectives referred to in its Charter;

(6) the founder has enacted substantive violations of law or fraud when establishing the Center;

(7) in other cases provided for by the Law of the Republic of Armenia “On Foundations”.

66. The liquidation of the Center shall be carried out as prescribed by law.

67. Upon satisfying the claims of creditors in case of liquidation of the Center, as well as in case the Foundation does not have any liabilities before the creditors at the moment of approval of the interim liquidation balance sheet, the property of the Center shall be used for the purposes provided for by the Charter of the Center, and

— where it is impossible — the funds shall be transferred to State Budget, and the other property shall, by the right of ownership, be transferred to the Republic of Armenia, represented by the Government, except for cases prescribed by law.

68. The liquidation proceedings of the Center shall be deemed to be completed and the activities thereof shall be deemed to be terminated upon state registration.