

INTERNAL REGULATIONS

Name of Association: Brand Protection Group – Lebanon

Article I: THE GENERAL ASSEMBLY

The General Assembly shall consist of all the members who have settled their annual membership fees (Active Members).

Article II: MEETINGS OF THE GENERAL ASSEMBLY

The General Assembly shall hold periodical meetings at least once every 3 (three) months, and shall hold extraordinary meetings upon the convocation of the President, if so requested by the Administrative Board or 10% of the members of the General Assembly.

Article III: POWERS OF THE GENERAL ASSEMBLY

1. Election of the Administrative Board by secret vote.
2. Hearing the reports of the Administrative Board and discussing and commenting achieved and future projects planned for execution.
3. Presenting suggestions and recommendations to the Administrative Board.
4. Discussing the budget of the Association and the financial statements of the previous year.
5. Amendment of the Articles of Association.

Article IV: THE ADMINISTRATIVE BOARD

The Administrative Board is composed of at least 7 (seven) members elected by the General Assembly by secret vote. The quorum of the General Assembly convened to elect the Administrative Board is the majority of its members who have settled their annual membership fees three months prior to election date.

Article V: THE ELECTION

1. The election of the Administrative Board shall take place every two years.
2. The Administrative Board determines at least one month prior to the expiry of its term of office the date on which the election of the Administrative Board will take place.
3. The results of the election shall be announced immediately after counting the votes, and the candidate who receives the greatest number of votes shall be considered successful.
4. In the event of a tie between two candidates or more, the candidate having seniority in membership shall prevail, and if the members are of equal seniority, the older between them shall be elected.

5. The Administrative Board shall convene upon election under the chairmanship of the older member, and elect by secret vote from amongst its members a President, a Vice-President, a Secretary, a Treasurer, and a Representative to the Government.

Article VI: PUBLICATION OF ELECTION DAY

The Administrative Board shall publish at the Head Office of the Association one month prior to election day a preliminary list of the names of the members entitled to vote. Objections to said list shall be accepted up to one week prior to election day, after which the list shall become final.

Article VII: CANDIDACY

Candidacies shall be submitted to the Administrative Board which will examine whether the required conditions are met. Thereafter, a list of the names of the approved candidates shall be published at the offices of the Association ten days prior to election day. Objections to said list shall be accepted up to one week prior to election day, after which the list shall become final.

Article VIII: VACANCY OF POSITIONS IN THE ADMINISTRATIVE BOARD

In case two positions of the Administrative Board become vacant and the remaining of the term of said Board exceeds six months, then new members shall be elected.

In case three or more positions become vacant, the Administrative Board is considered dissolved, and the General Assembly shall be called on to vote for a new Administrative Board within one month.

Article IX: THE MEETINGS

The Administrative Board shall hold regular meetings every month and can hold extraordinary meetings upon convocation of the President or of a third of its members in order to discuss and resolve such business as indicated in the notified agenda of the meeting.

Article X: QUORUM AND POWERS

1. The quorum of the Administrative Board shall be the majority of its members provided that the President or the Vice-President is present.
2. The meeting shall start by reading the minutes of the previous meeting in order to approve them.
3. Decisions of the Administrative Board shall be carried out by the majority vote of the members present. In the event of a tie, the President shall have a casting vote.
4. The minutes of the meetings are compiled in a special register signed by the President and the Secretary.

POWERS:

A- The Administrative Board

1. Carry out the decisions of the General Assembly.
2. Prepare the annual financial statements.
3. Manage the movable and immovable assets of the Association in accordance with the resolutions of the General Assembly.
4. Confirm, study projects, and decide on matters in order to achieve the objectives of the Association.
5. Prepare the annual budget and present it for vote to the General Assembly within one month following the end of the fiscal year.

B- The President

1. Presides the Administrative Board and the General Assembly.
2. Chairs the meetings of the General Assembly and those of the Administrative Board, and supervises the activities of the committees, if any.
3. Signs all correspondence and financial transactions.
4. Calls for extraordinary meetings of both the Administrative Board and the General Assembly, as per the present Regulations.
5. Represents the Association towards third parties, and is practically its legal representative.

C- The Vice-President

In case of absence of the President, the Vice-President shall deputize for him, and can be granted specific powers reserved to the President and that, by proxy sent to the General Assembly.

D- The Secretary

1. Conserves and holds the register of the minutes of the meetings and resolutions of both the General Assembly and the Administrative Board.
2. Receives correspondence and presents it to the President, then replies and sends it.
3. Sends notices and notifies the resolutions of the Association to those concerned.
4. In the event of the absence of the Treasurer, the Secretary shall deputize for him.

E- The Treasurer

1. Collects the annual membership fees from members, by way of receipts with counterfoil.
2. Is an ex officio member of the financial committee, if any.

3. Collects and receives all monies, transactions, and incoming notes.
4. Presents guarantees, whether monetary or real estate, or bank guarantees, in accordance with the decisions of the Administrative Board which shall determine the value of said guarantees.

F- The Accountant

1. Handles the preparation of the budget for the coming year, and the financial statements of the previous year and presents it to the Administrative Board.
2. Supervises the accounting of the Association.
3. Is responsible for all the assets of the Association.
4. Is an ex officio member of the financial committee, if any.

G- The Representative to the Government

Is responsible towards the government authorities for the activities of the Association.

Article XI: THE COMMITTEES

1. Every committee handles, within its expertise, the preparation of studies concerning projects it presents or assigned to it, and executes it after approval of the Administrative Board
2. Every committee shall have a president and a secretary.
3. Membership in the committees is open to all active members of the Association; a member may join more than one committee.
4. The appointment of members of committees is done by secret vote amongst the active members of the General Assembly; every committee elects a president and a secretary.
5. The President of the Association shall have the right to call for a meeting of the members of the committee, or of any committee distinctively.
6. It is possible, if need be, to create subcommittees within each committee and that for a limited period of time expiring after completion of the missions assigned to said subcommittees.

Article XII: FINANCIALS

The annual membership fee is set at **USD/2000/ (two thousand US Dollars)** per member or its equivalent in Lebanese Pounds.

Article XIII: SPENDING OF MONIES

No amount of money can be spent without a prior decision of the Administrative Board specifying the modalities of the spending, its purpose, and delegation of a person to follow-up.

Article XIV:

The Treasurer can not make any payment of money without a prior payment order signed by the President and the Accountant specifying the purpose and method of said payment.

Article XV: DEPOSIT OF MONIES

All the funds of the Association shall be placed in a bank designated by the Administrative Board, and shall be handled by two signatories at least; namely the President and the Treasurer.

Article XVI: SANCTIONS

If any member commits any act which may cause moral or actual damage to the Association, or in case such member superseded his/her powers, he/she shall then be assigned by decision of the Administrative Board to a disciplinary board composed of the active members of the General Assembly, in order to examine the accusation and propose a suitable sanction which will be brought up to the Administrative Board which shall settle the matter by a majority vote of 2/3 (two thirds) of its members. The contravening member shall have the right to object before the General Assembly within a period of two weeks as of the date of his/her notification.

Article XVII: LOSING OF THE MEMBERSHIP CONDITIONS

1. Any member that loses any one of the membership conditions, or refuses to attend without cause four consecutive General Assembly meetings, or refuses to settle its membership fees within one month following receipt of a written notice therefor, shall be considered as having *de facto* resigned from the Association.
2. Any member of the Administrative Board who does not attend three consecutive meetings of the Board without proper justification shall be considered as having resigned, after receipt of written notice therefor.
3. Any member of the Administrative Board may choose to resign therefrom or from any committee through a written letter addressed to the Administrative Board which may accept or refuse the resignation within a period of fifteen days. Silence of the Board implies acceptance. The resigning member shall not lose its membership from the General Assembly unless expressly so mentioned in the resignation letter.

Article XVIII: AMENDMENT OF THE INTERNAL REGULATIONS

The General Assembly can modify the present Regulations by a majority vote of two thirds of its active members, upon the recommendation of the Administrative Board or of at least 20% of the active members of the General Assembly.

SIGNATURES OF THE FOUNDING MEMBERS

Industrial Development Company – INDEVCO SARL
represented by Me. Roger Youssef Tanios

Procter & Gamble Levant SAL
represented by Mr. Mohammed Assaad Mehieddine Salhab

Spartan Chemicals SARL
represented by Mr. Malek Ahmed Mokhtar Al Rifaii

F.A. Kettaneh SAL (Kettaneh Brothers)
represented by Mr. Hadi Adel Tabchi

B.A.T. (UK & Export) LTD
represented by Mr. Nasser Rachad Bakar

Khalil Fattal & sons SAL
represented by Me. Randa Jean Bou Assi

Transmed SAL
represented by Ms. Kawkab Mehieddine Sinno

Henkel Lebanon SAL
represented by Mr. Aouni Joseph Khoros