

THE STATUTE
OF THE BRANCH OF HUMAN RIGHTS
HOUSE FOUNDATION
(ROYAL NORWAY)
IN AZERBAIJAN REPUBLIC

1. General Clauses

- 1.1. The Branch of Human Rights House Foundation (thereafter "Branch") is a branch of the legal entity by Norwegian legislation in Azerbaijan Republic. The Branch will run its activity in accordance with the Civil Code, other legislative acts of Azerbaijan Republic and this Statute.
- 1.2. The Branch is created for indefinite period.
- 1.3. The founder of the Branch (further "main organization") is the Human Rights House Foundation – the legal entity by the Norwegian legislation (registered in State Executive Register on Foundations under the registration number 976 055 365, on the second of February 1996). The address of the main organization is Tordenskioldsgate 6B, 0160 Oslo
- 1.4. The name of the branch of the main organization is the Branch of Human Rights House Foundation in Azerbaijan Republic.
- 1.5. The legal address of the Branch is Baku city, Yaver Safarov str.9, apt.9

2. The Object and the Goal of the Branch

- 2.1. The Branch can be engaged in non-commercial activities, in cases and forms not prohibited by the legislation of Azerbaijan Republic:
 - implement a part of the functions of the main organization;
 - represent and protect the interest of the main organization in Azerbaijan Republic.
- 2.2. The main organization can extend or restrict the activities of the Branch
- 2.3. The Branch can implement other types of activities not prohibited by the legislation of Azerbaijan Republic.

3. The Rights of the Branch

- 3.1. The Branch is not a legal entity. The branch has balance, round stamp, blanks with its names, logo and other attributes, belonging to the Branch.
- 3.2. The Branch has a right to open accounts in banks and other financial-credit organizations of Azerbaijan Republic.
- 3.3. The Branch has a right to be engaged in any type of economical activity, supposed by this Statute and not prohibited by the legislation of Azerbaijan Republic.
- 3.4. The Branch has a right to get other property and private non-property rights, defined by the legislation of Azerbaijan Republic.

4. The Duties of the Branch

- 4.1. In accordance with the existing legislation of Azerbaijan Republic, the Branch must pay taxes, duties and other payments from the profit (income) and other tax-deductible objects, as a result of the activity on the territory of Azerbaijan Republic (taking into account the economic zone and boundary shelf) and from the income sources, located in Azerbaijan Republic.
- 4.2. The Branch must have proper accounting system and report to relevant state organs.
- 4.3. The Branch must implement the duties related to the branches of foreign legal entities in accordance with the legislation of Azerbaijan Republic.

5. The Management and Control Organs of the Branch and their Authority

- 5.1. The management of the Branch is implemented by the person, appointed by the main organization.
- 5.2. The control over the financial economical activity and its revision will be implemented by the financial revision commission appointed by the main organization.
- 5.3. The duties, functions and rules of authorities of the revision commission (inspector) of the Branch will be determined by proxy of the main organization.
- 5.4. The member of the revision commission (inspector) cannot be an employee of the manager of the Branch or of the Executive Body.
- 5.5. The main organization is fully responsible for the commitments of the Branch.
- 5.6. The financial economical activity of the Branch is controlled by the state organs in the way determined by the legislation.

6. Creation of the Property of the Branch and the Rule of Division of the Profit

- 6.1. The property of the Branch is given by the main organization, when the Branch is created, the initial quantity of the allocated property is determined by the main organization.
- 6.2. The main organization has a right to give the property to the Branch in the unlimited form or to take away any property from the balance of the Branch fully or partially.
- 6.3. The main organization has a right to give command over any kind of the exploitable property of the Branch fully or partially.
- 6.4. The exploitable property of the Branch is in its operative management.
- 6.5. In accordance with the existing legislation of Azerbaijan Republic the clear profit of the Branch after paying all the taxes is used with the command of the main organization.

7. The Manager of the Organization

- 7.1. The manager of the Branch is appointed by the main organization.
- 7.2. The manager is responsible for all activities of the Branch.
- 7.3. The manager of the Branch performs the activities within authorities determined by proxy of the main organization. The main organization can periodically change the below authorities of the manager or make additions to the list:
 - to manage the Branch in accordance with the issues of the main organization;
 - to represent the interests of the main organization in all the agencies, institutions and organizations located in Azerbaijan and outside its borders;
 - to implement all other agreements and contracts, give letters of authority and open the accounts of the Branch in representative banks;
 - to be in charge of preparation and work over the internal positional provisions of the Branch, to submit them to the main organizations for approval; to ensure the execution of these provisions;

- to adopt decisions on the operative issues, related to the internal management of the Branch; to give commands and orders;
- to prepare the suggestions on the planned activities regarding the education of the employees of the Branch, to submit the suggestions to the main organization for approval;
- to prepare other suggestions and important documents for consideration of the main organizations and ensure the execution of the decisions, approved by the main organization;
- to hire and discharge the employees of the Branch;
- to approve all other documents necessary for the implementation of the goals and function of the Branch;
- to realize other actions supposed by the legislation and reflected in the letter of attorney by the main organization.

8. The Abeyance of the Activity of the Branch and its Annulment

- 8.1. The abeyance of the activity of the Branch or its annulment takes place upon the relevant decision of the main organization or the court decision in accordance with the legislation of Azerbaijan Republic.
- 8.2. After payment of all the debts in accordance with the legislation, the residual property of the annulled Branch is returned to the main organization (via bank transfer).
- 8.3. When the Branch is annulled, the Annulment Commission is created. As soon as it is created, all the authorities on managing the Branch are passed to the Commission.
- 8.4. The Annulment Commission composes the annulment balance and submits it to the main organization for approval.
- 8.5. The Branch is considered to be annulled from the moment when the annulment is registered in the state registration.

9. Other Clauses

- 9.1. All other issues on the activity of the Branch, not regulated by this Statute are solved by the main organization in accordance with the legislation of Azerbaijan Republic.
- 9.2. This Statute can be completed, partially or fully amended by the decision of the main organization.
- 9.3. The amendments to the Statute get the legal force from the moment of the state registration.
- 9.4. The fiscal year of the Branch is from the moment of its registration until the 31st of December; and from the next year from the 1st January to 31st December.