

APPROVED by
General Meeting of Founders
Minutes № 2 dd October 15, 2020

RULES OF GENERAL MEETINGS OF MEMBERS

**Association of producers of solid fuel from wood waste and wood working industries
“Russian Pellet Union”**

**Moscow
2020**

1. GENERAL TERMS

- 1.1. The Rules of General Meetings of Members of the Association of producers of solid fuel from wood waste and wood working industries “Russian Pellet Union” hereinafter referred to as Association) was developed according to the Charter of Association. The Rules determine the order of convening, preparation, holding and decision making by the General Meeting of members of the Association (hereinafter referred to as – the Meeting).
- 1.2. The Meeting is a supreme management body of the Association.
- 1.3. The Meeting carries out its activity by making decisions within the scope of its competence according to the current legislation of the Russian Federation, the Charter of the Association and other internal documents of the Association.
- 1.4. The Meeting determines independently the order of its work as well as it makes decisions on the issues of the activity of the Association, according to the provisions of the Charter, the present Rules and the statutory regulations of the current legislation.
- 1.5. The Meeting can be reporting and extraordinary.
- 1.6. The Meeting can be held as physical meeting and as voting by correspondence.

2. COMPETENCE OF MEETING

- 2.1. The exclusive competence of the Meeting includes the following issues:
 - 2.1.1. determination of the priority direction of activity of the Association, principles of formation and use of its assets;
 - 2.1.2. approval and change of the Charter;
 - 2.1.3. determination of the order of admission into the members of the Association and expulsion from its members, except for the cases when such order of determined by the law;
 - 2.1.4. formation of the bodies of the Association and preterm termination of their powers, except for the special bodies formation of which refers to the competence of the Supervisory Board;
 - 2.1.5. assignment of the person performing the function of the sole executive body of the Association, pre-term termination of such person from the position;
 - 2.1.6. approval of the annual statement and accounting report of the Association;
 - 2.1.7. making decision of the establishment of other legal entities by the Association, participation of the Association in other legal entities, of establishment of affiliates and the opening of the representative offices of the Association;
 - 2.1.8. making decisions about reorganization and liquidation of the Association, assignment of a winding-up committee and approval of the liquidation balance;
 - 2.1.9. election of board of auditors (auditor) and assignment of the auditor company or individual auditor of the Association;
 - 2.1.10. making decision about the order of determination of the amount and method of payment of the entry fees and membership fees as well as the target contributions of the members of the Association;
 - 2.1.11. determination of the procedure of the Meeting;
 - 2.1.12. approval of disciplinary actions, order and grounds for their application, order of consideration of cases of violation of the requirements of the standards and rules of the Association by the members of the Association as well as the terms of membership in the Association;
 - 2.1.13. making decision about the voluntary expulsion of the data about the Association from the state register of self-regulating organizations;

- 2.1.14. approval of the internal documents of the Association regulating the issued referred to the competence of the supreme management body as well as the amendments and supplements to them prepared by the governing board.

3. TERMS, PREPARATION AND CONVENING OF MEETING

- 3.1. The reporting Meeting is held at least once a year and convened by the Executive Director of the Association.
- 3.2. The extraordinary Meeting can be convened at any time by the Supervisory Board of the Association.
- 3.3. When preparing the reporting Meeting the Executive Director of the Association performs the following functions and when preparing the extraordinary Meeting the Chairman of the Supervisory Board performs the following functions:
 - 3.3.1. determines the form of the Meeting, date, time and place of the physical Meeting, term for sending the voting ballots for the Meeting in the form of the voting by correspondence, list of information and materials provided to the Members of the Association when preparing to the Meeting and the order of introduction of the specified information to the Members.
 - 3.3.2. approves the agenda of the Meeting, considers the submitted suggestions regarding the adding of the additional issues into the agenda of the Meeting according to the cl.5.5-5.6 of the Rules;
 - 3.3.3. approves the list of candidates for voting provided by the Supervisory Board in case of adding the issue of election of the bodies of the Association to the agenda;
 - 3.3.4. sends the information specified in the cl. 3.3.1 – 3.3.3 to the Secretary of the Meeting to solve the organizational issues.
- 3.4. When preparing the reporting extraordinary Meeting the Secretary of the General Meeting of the Association performs the following functions:
 - 3.4.1. sends the notification of the Meeting to the Members of the Association according to the list composed by the Executive Director;
 - 3.4.2. places the notification of the Meeting on the site of the Association in the Internet;
 - 3.4.3. solves other organizational issues related to the preparation and holding of the Meeting.

4. PROCEDURE OF DECISION MAKING ABOUT EXTRAORDINARY MEETING

- 4.1. The Supervisory Boards makes decision about Meeting upon its own initiative or on the base of the corresponding request submitted by the Members of the Association making at least 50% of the total number of members. The request shall contain the suggested agenda of the Meeting.
- 4.2. The Supervisory Boards is obliged to consider the request of the Members of the Association and make a decision to hold the Meeting or to refuse its holding. When making decision about holding the Meeting the Supervisory Board of the Association has no right to make changes in the agenda of the Association suggested by the Members of the Association.
- 4.3. The decision about refusal of holding the Meeting can be made by the Supervisory Board in the following cases:
 - 4.3.1. a request is submitted by the Members of the Association making less than 50% of the total number of members;
 - 4.3.2. a request does not contain the suggested agenda of the Meeting;
 - 4.3.3. none of the issues of the agenda suggested in the request about holding a Meeting refers to the competence of the Meeting.
- 4.4. When making decision about holding a Meeting the Chairman of the Supervisory Board of the Association sets the date of the physical Meeting or the date of the beginning of acceptance of the

ballots for Meeting by correspondence not later than 30 days since the date of accepting such resolution.

5. RIGHT FOR PARTICIPATION IN MEETING, MEETING NOTIFICATION PROCEDURE FOR MEMBERS OF ASSOCIATION

- 5.1. A list of Members of the Association having the right to participate in the Meeting is composed by the Executive Director of the Association on the base of the data of a Register of the members of the Association at the date of making a decision of holding a Meeting by the Executive Director of the Association or the Supervisory Board of the Association.
- 5.2. For the purpose of the Meeting the notifications are sent to the postal address or the email specified in the Register of the members of the Association at least one week before the physical Meeting or before the date of beginning of acceptance of the ballots for the Meeting by correspondence.
- 5.3. The notification of the Meeting is subjected to placement on the site of the Association in the Internet at least one week before the physical Meeting or before the date of beginning of acceptance of the ballots for Meeting by correspondence.
- 5.4. Notification of the Meeting shall contain the following:
 - 5.4.1. date, time and place (for physical Meeting);
 - 5.4.2. registration procedure of the Members of the Association, participating in the Meeting;
 - 5.4.3. agenda of the Meeting.

When holding a Meeting by correspondence the notification contains the additional information according to the cl.8.2 of the Rules.

- 5.5. During three days since the date of receiving of the notification about the Meeting the Members of the Association have the right to send the suggestions to email of the Association about adding some additional issues to the agenda of the Meeting.
- 5.6. The Members of the Association making at least 20% of the members having the right to participate in the Meeting have the right for suggestion of adding some additional issues to the agenda of the Meeting.
- 5.7. The suggestion about adding some additional issues to the agenda of the Meeting is subjected to rejection in the following cases:
 - 5.7.1. the suggestion was submitted by the Members of the Association making less than 20% of the Members having the right to participate in the Meeting;
 - 5.7.2. none of the issues in the agenda of the Meeting suggested refers to the competence of the Meeting.

6.0 QUORUM, PROCEDURE OF DECISION-MAKING, MINUTES OF MEETING

- 6.1 The Meeting is eligible to make decision (there is a quorum) if more than a half of the total number of Members of the Association participate in it.
- 6.2 Every Member of the Association has one vote during voting.
- 6.3 The Meeting has the right to make decision only regarding the issues of the agenda except for the cases when all the Members of the Association participate in the Meeting.
- 6.4 The decisions on the issues referred to the competence of the Meeting are made by the majority of votes of the Members of the Association present at the Meeting.
- 6.5 The decisions on the issues referred to the exclusive competence of the Meeting are made by the supermajority of 2/3 of the votes of the Members of the Association present at the Meeting.
- 6.6 The resolutions made by the Meeting are executed in the form of minutes. The Minutes is composed in a written form and signed by the Chairman and the Secretary of the Meeting during 7 days since

the date of the physical Meeting or since the date of the end of acceptance of the ballots for voting by correspondence.

- 6.7 The minutes of the Meeting contains the following information:
- 6.7.1 full name of the Association;
 - 6.7.2 date, time and place of the physical Meeting/ date of beginning and end of acceptance of the ballots for Meeting by correspondence;
 - 6.7.3 the Chairman and the Secretary of the Meeting;
 - 6.7.4 date of the total number of the Members of the Association participating in the Meeting/ who sent the properly filled ballots for the Meeting by correspondence;
 - 6.7.5 data of availability/ absence of quorum for Meeting;
 - 6.7.6 agenda of the Meeting;
 - 6.7.7 results of voting for every issue and resolutions made by the Meeting;
 - 6.7.8 data of the person who calculated the votes;
 - 6.7.9 data of people who voted against the resolution.
- 6.8 Not later than ten days after the minutes of the Meeting is composed the Secretary of the Meeting is sending the copy of the minutes of the Meeting to all the Members of the Association in the order provided for informing of the Meeting.
- 6.9 The minutes of all the Meetings are filed by the Executive Director of the Association or other authorized person into the register of minutes that shall be available at any time to any Member of the Association for review.
- 6.10 Upon the demand of the Member of the Association the extracts from the register of minutes are issued to it, certified by the Executive Director of the Association during 10 days since the date of sending of the corresponding demand.

7.0 PROCEDURE OF PHYSICAL MEETINGS

- 7.1 Before opening of the Meeting the coming Members of the Association are registered. The Members of the Association participate in the Meeting through their representatives.
- 7.2 The representative of the Member of the Association shall produce the power of attorney confirming the proper powers and a personal identification document. The power of attorney issued to the representative of the Member of the Association shall contain the data of the represented person and the representative (name, place of residence or address, passport), be executed according to the requirements of the current legislation of the Russian Federation.
- 7.3 The Member of the Association the representative of which has not registered at the Meeting has no right to participate in voting.
- 7.4 The Meeting is opened at the time specified in the notification of Meeting and if all the Members of the Association have already registered it can be opened earlier.
- 7.5 The Meeting is opened by the Executive Director of the Association.
- 7.6 The Secretary of the Meeting organizes the minutes taking of the Meeting and calculates the votes.
- 7.7 After voting on all the issues of the agenda of the Meeting and in case provided by the cl.6.3 of the Rules, after voting on the other issues available that are not included into the agenda the President of the Association closes the Meeting.

8.0 PROCEDURE OF MEETINGS BY CORRESPONDENCE

- 8.1 The resolution of the General Meeting of the participants can be made by voting by correspondence (by poll) except for making decisions on issues specified in the cl. 2.1.1 – 2.1.9 of the present Rules.

- 8.2 In case of making a decision of holding a Meeting by correspondence by the Executive Director or the Supervisory Board the notification of it shall contain:
- date of beginning and end of the voting ballots filled by the Members,
 - procedure of filling and sending of ballots;
 - form of a voting ballot.
- 8.3 The term for sending of the ballots shall be at least two weeks since the date of beginning of ballots acceptance.
- 8.4 A ballot for every issue of the agenda is signed by an authorized representative of the Member of the Association. Together with the filled ballots the properly certified documents confirming the powers of an individual who signed the ballot as well as a copy of the passport of an individual who signed the ballot shall be sent.
- 8.5 In case of incorrect filling of ballots or non-providing of the documents specified in the cl.8.4 of the Rules the ballots are considered invalid.
- 8.6 During seven days since the date of end of acceptance of the ballots the Secretary of the Meeting calculates the votes.