

Certified

REPUBLIC OF AZERBAIJAN

Ministry of Justice

Registration No. 1125-QK 15-0105

Date: "27" January 2025

Notary, Registration, and Registry Head Office:

Elshad Mammadli /signed/

By the decision of the General Assembly of the Founders of the Azerbaijan Chamber of Appraisers dated 21 December 2024

Authorized person of the Azerbaijan Chamber of Appraisers:

Ibrahimov Nusrat Rizvan /signed/

Statute

of the the Azerbaijan Chamber of Appraisers

1. GENERAL PROVISIONS

1.1. The Azerbaijan Chamber of Appraisers (hereinafter – the Chamber) is a non-commercial legal entity established on the basis of mandatory membership for appraisers, and operates on the principle of self-governance.

1.2. The Chamber conducts its activities on the principles of the rule of law, equality of rights of its members, professionalism, and adherence to the rules of ethical conduct.

1.3. In its activities, the Chamber is guided by the Constitution of the Republic of Azerbaijan, the “Law on Valuation Activity” of the Republic of Azerbaijan (hereinafter – the Law), this Statute, and other applicable normative legal acts.

1.4. The Chamber operates on a permanent basis.

1.5. The Chamber shall have the right to conclude contracts, acquire property and non-property rights in its own name, and use those rights, as well as has duties and liabilities. The Chamber may act as a claimant or a defendant in court.

1.6. The Chamber shall have an independent balance sheet, official seal, appropriate stamps, letterheads, and a logo (emblem).

1.7. The Chamber may establish branches and representative offices both within the territory of the Republic of Azerbaijan and abroad.

1.8. The official name of the Chamber is as follows:

1.8.1. Full name– Azerbaijan Chamber of Appraisers

1.8.2. Abbreviated form – ACA

1.9. The Chamber is located in Baku city.

1.10. The Chamber shall acquire legal entity status upon its state registration in accordance with the legislation.

2. PURPOSE AND DIRECTIONS OF THE CHAMBER’S ACTIVITY

2.1. The purpose of the Chamber’s activity is to regulate the activities of specialists engaged in valuation in the Republic of Azerbaijan in accordance with the Law, to develop the necessary rules, standards, and methodologies for such activity, and to ensure the provision of quality valuation services.

2.2. The Chamber shall:

2.2.1. Make proposals to improve the legislation on valuation activity;

- 2.2.2. Approve valuation approaches and methods;
- 2.2.3. Admit and terminate membership in the Chamber in accordance with the Law, and determine the amount and procedure for payment of membership fees;
- 2.2.4. Approve the rules of ethical conduct for appraisers, and ensure members' compliance with these rules;
- 2.2.5. Take measures to organize continuing education for appraisers;
- 2.2.6. Represent the interests of its members in relations with state bodies, local self-government bodies, and international professional associations of appraisers;
- 2.2.7. Protect the rights and legitimate interests of its members;
- 2.2.8. Maintain a registry of current and former members and publish the following information on its official website: name, surname, patronymic, work experience, education, certification in the relevant field, information on professional liability insurance, and the name of the insurer;
- 2.2.9. Review inquiries submitted by clients or other individuals concerning the activity of members of the Chamber;
- 2.2.10. Apply disciplinary measures to its members in accordance with the procedures established by this Law;
- 2.2.11. Provide informational and methodological support to its members;
- 2.2.12. Publish an annual report on the Chamber's and its members' activity on its official website no later than the 20th day of the month following the reporting year.

3. RIGHTS AND DUTIES OF THE CHAMBER

3.1. Rights of the Chamber:

- 3.1.1. Participate in discussions on draft legislation related to valuation activity and submit proposals regarding such drafts to the relevant state authorities.
- 3.1.2. Develop and improve systems of standards, methodologies, ethical norms, and regulations to ensure compliance with ethical principles in valuation activity, and organize management in line with international standards.
- 3.1.3. Request and obtain, within the limits of the legislation, information necessary for the fulfillment of its duties and activities from state bodies, administrations, organizations, and legal or natural persons.

3.1.4. Establish business relations and cooperate with various institutions, organizations, administrations, and legal and natural persons, including foreign entities.

3.1.5. Independently prepare and adopt its activity programs.

3.1.6. Establish structural units within its organizational framework to implement its functions.

3.1.7. Participate in the development and implementation of projects financed by state or foreign sources, and accept voluntary donations from legal and natural persons in the form of monetary contributions (in national or foreign currency), movable or immovable property, and property rights, to be used in accordance with the objectives of this Statute.

3.1.8. Conduct any operations not prohibited by law, including acquiring or leasing property and entering into civil-legal relations with legal and natural persons, in order to fulfill the objectives of this Statute and carry out the regulatory functions of the Chamber.

3.1.9. Carry out production, economic, and commercial activities not prohibited by the legislation of the Republic of Azerbaijan by establishing institutions and organizations with legal personality and financial accountability, for the purpose of fulfilling the objectives of this Statute.

3.1.10. Produce and sell professional accessories (e.g., valuation report templates, identification badges, flags) and special professional literature for members of the Chamber.

3.2. Duties of the Chamber:

3.2.1. Develop and strengthen the system of standards, methodologies, and ethical norms to ensure adherence to ethical principles in valuation activity, and ensure management is aligned with international standards.

3.2.2. Support the promotion of appraisers in the valuation services market and assist in establishing and strengthening their business reputation.

3.2.3. Improve the professional competence of appraisers by organizing continuous, high-quality training and educational programs, and enhancing their professional education and practical skills.

3.2.4. Support the professional activity of Chamber members by developing and enhancing expert and scientific-methodological support services and creating a unified information support system based on modern technologies, databases, and software products.

3.2.5. Organize various events, establish comprehensive cooperation with other professional communities (e.g., accountants, auditors), and study international experience in valuation.

3.2.6. Establish professional relationships with foreign associations of professional appraisers and international organizations, and ensure membership in such organizations.

3.2.7. Maintain and periodically update the registry of valuation organizations and individual appraisers based on the results of their professional activities.

4. MEMBERSHIP IN THE CHAMBER. RIGHTS AND DUTIES OF MEMBERS

4.1. Membership in the Chamber shall be determined in accordance with Article 7 of the Law. A personal file shall be maintained by the Executive Board for each appraiser. All members shall have equal rights and duties in the performance of valuation activities.

4.2. Rights of a Chamber member:

4.2.1. Participate in the management of the Chamber's activities and obtain information about its operations in accordance with applicable legislation, this Statute, and the Chamber's internal documents, under the procedures established therein.

4.2.2. Receive the services provided by the Chamber jointly with other members, unless otherwise provided by law.

4.2.3. Withdraw from membership at any time in accordance with the procedure set out in Article 24.1:1 of the Law.

4.2.4. Receive assistance and support from the Chamber in matters related to its activity, as provided for in this Statute.

4.2.5. Apply to the Chamber for support in protecting their rights and legal interests.

4.2.6. Participate in events organized by the Chamber.

4.2.7. Submit proposals to the governing bodies and the Presidium on any matters related to the Chamber's activity.

4.2.8. Elect and be elected to the Presidium and the Disciplinary Commission.

4.2.9. In the event of a violation of their rights or legitimate interests resulting from actions or omissions by the Chamber, its governing bodies, or officials, file complaints and/or challenge decisions in court.

4.2.10. Exercise other rights as provided for by the legislation and the Chamber's internal documents.

4.2.11. A member may represent the Chamber or make statements on its behalf only with prior written authorization from the Presidium.

4.3. Duties of a Chamber member:

4.3.1. Comply with the Law, applicable normative legal acts, valuation standards, professional and business ethics rules, and the internal documents of the Chamber.

4.3.2. Provide the information and documents required for the Chamber to carry out its functions, in accordance with the procedures and deadlines set by the Chamber's internal documents.

4.3.3. Notify the Chamber of any changes to the information recorded in the Chamber's register, in accordance with the Law and relevant regulations.

4.3.4. Participate in the formation of the Chamber's assets, in accordance with the Civil Code of the Republic of Azerbaijan, other applicable legislation, and this Statute.

4.3.5. Not disclose confidential information related to the Chamber's activity, except in cases stipulated by the laws of the Republic of Azerbaijan.

4.3.6. Participate in the adoption of important decisions and in the General Meetings of Chamber members.

4.3.7. Refrain from actions that may harm the Chamber or the activities of its members.

4.3.8. Refrain from any actions (or inaction) that may significantly impede or render impossible the achievement of the Chamber's objectives.

4.3.9. Pay membership fees in the amounts, procedures, and within the timeframes established by the Chamber.

4.3.10. Continuously improve their professional qualifications in accordance with the procedures and timelines set forth by legislation and internal documents of the Chamber.

4.3.11. Respect the rights and interests of other members and strictly observe the terms of contracts and agreements.

4.3.12. Fulfill other duties as prescribed by legislation and the internal documents of the Chamber.

4.4. Membership in the Chamber shall be non-transferable. In the event of voluntary withdrawal or expulsion, membership fees and other payments previously made (except for payments for leased property) shall not be refunded.

5. Structure and Organs of the Chamber, Their Activities

5.1. Organs of the Chamber:

5.1.1. The highest governing body of the Chamber is the General Assembly of the Members;

5.1.2. The executive body is the Presidium of the Chamber;

5.3. The supervisory body is the Disciplinary Commission.

5.2. The Chamber may establish other internal structural divisions for the purpose of carrying out its activities.

5.3. General Assembly of the Members of the Chamber:

5.3.1. The General Assembly is the highest governing body of the Chamber. Its exclusive powers include the following:

5.3.1.1. Adoption of the Charter of the Chamber and making amendments thereto;

5.3.1.2. Approval of valuation methodologies and methods, ethical conduct rules for appraisers, procedures for maintaining the registry of the members of the Chamber, and the model form of valuation reports;

5.3.1.3. Election and dismissal of members of the Presidium, the Chairman of the Disciplinary Commission, and other members of the Commission;

5.3.1.4. Approval of the annual report of the Chamber;

5.3.1.5. Determination of the amount and payment procedures of the membership fees of the Chamber.

5.3.2. The General Assembly of the Members of the Chamber shall be held at least once a year. An extraordinary meeting may be convened at the initiative of the Presidium of the Chamber or one-third of its members.

5.3.3. The members of the Chamber shall be notified of the time and venue of the General Assembly at least two weeks in advance. Amendments to the Charter may only be adopted in the presence of more than half of the members of the Chamber. Decisions of the General Assembly shall be adopted by a majority vote of the members attending the meeting. Each member shall have one vote.

5.3.4. A written protocol shall be kept for each meeting of the General Assembly of the Chamber. The protocol shall be signed by the Chairman and Secretary of the meeting. When necessary, the protocol shall be distributed to all members.

5.4. Presidium of the Chamber

5.4.1. The Presidium of the Chamber consists of 9 (nine) members, including the Chairman and Deputy Chairmen. The Chairman, deputies, and other members of the Presidium shall be elected by the General Assembly of the Members of the Chamber for a term of 5 (five) years. No person shall be elected as Chairman of the Presidium for more than two terms.

5.4.2. The powers of the Presidium of the Chamber include:

5.4.2.1. Organization of the meetings of the General Assembly of the Members of the Chamber;

5.4.2.2. Approval of the format of the membership certificate of the Chamber;

5.4.2.3. Imposition of disciplinary sanctions on appraisers in accordance with Article 22 of the Law;

5.4.2.4. Oversight of the insurance of professional liability of appraisers;

5.4.2.5. Admission to and termination of membership in the Chamber in cases provided for in Article 24.1 of the Law;

5.4.2.6. Preparation of methodological recommendations for the implementation of valuation activities.

5.4.3. The Presidium of the Chamber shall resolve all matters that do not fall within the exclusive competence of the General Assembly or the Disciplinary Commission, as specified in the Law, other legal acts, and the Charter.

5.4.4. The Presidium of the Chamber shall annually submit a report to the General Assembly on its financial, economic, and organizational activities.

5.4.5. The Presidium of the Chamber shall annually present a draft plan of financial, economic, and organizational activities for the upcoming year to the General Assembly for approval.

5.4.6. The Presidium of the Chamber shall convene meetings to exercise its powers. Decisions shall be adopted by a majority vote.

5.4.7. Chairman of the Presidium:

5.4.7.1. Organizes the daily operations of the Chamber and the work of its structural divisions;

5.4.7.2. Assigns tasks to the members of the Presidium and represents the Chamber;

5.4.7.3. Signs employment contracts and, at their own discretion, contracts involving amounts up to 25% of the annual budget of the Chamber; contracts exceeding this threshold shall be coordinated with the Disciplinary Commission;

5.4.7.4. Issues powers of attorney;

5.4.7.5. Ensures implementation of the decisions of the General Assembly of the Chamber;

5.4.7.6. If the Chairman of the Presidium is temporarily unavailable, their duties shall be fulfilled by one of the deputies appointed by the Chairman through an appropriate order.

5.4.8. Members of the Presidium:

5.4.8.1. Participate in the resolution of issues within the authority of the Presidium;

5.4.8.2. Familiarize themselves in advance with the agenda and materials for Presidium meetings;

5.4.8.3. Express their opinions on decisions to be made by the Presidium;

5.4.8.4. Submit proposals on issues to be discussed at Presidium meetings;

5.4.8.5. Review decisions, protocols, and other documents of the Presidium.

5.4.9. The Chairman, Deputy Chairmans, and members of the Presidium shall have equal voting rights as other members during elections held at the General Assembly of the Members of the Chamber.

5.4.10. The Chairman, Deputy Chairmans, and members of the Presidium shall not claim any superior authority over other members due to their official positions when engaging in entrepreneurial or income-generating activities outside the objectives of the Chamber.

5.5. Disciplinary Commission

5.5.1. The Disciplinary Commission is the supervisory body of the Chamber. The Chairman and members of the Commission shall be elected by voting in accordance with Article 19 of the Law. Its activities shall be regulated by the Law, the Charter, and the internal Statute of the Commission.

5.5.2. The Disciplinary Commission:

5.5.2.1. Monitors compliance by the members of the Chamber with the legislation of the Republic of Azerbaijan in the field of valuation, international and national valuation standards, ethical conduct rules of appraisers, the Charter, and payment of membership fees;

5.5.2.2. Acts as the authorized body for investigating complaints received from citizens, members of the Chamber, state authorities, organizations, and legal entities regarding the actions of members and officials of the Chamber, and for taking appropriate measures.

5.5.3. The Disciplinary Commission consists of 5 (five) individuals, including the Chairman and members.

5.5.4. The Chairman and members of the Disciplinary Commission shall not claim any superior authority over other members due to their official positions when engaging in entrepreneurial or income-generating activities outside the objectives of the Chamber.

6. Property and Financial Resources of the Chamber

6.1. The Chamber may own (or use) buildings, structures, apartments, equipment, inventory, cash funds, shares, other securities, and other types of property not prohibited by law to provide the material basis for the activities stipulated by the Charter.

6.2. The Chamber, in accordance with the legislation of the Republic of Azerbaijan, has the right to own, use, and dispose of its property in line with the objectives of its activity and the designated purpose of the property.

6.3. The Chamber is liable for its obligations only to the extent of the property that may be subject to enforcement under the legislation of the Republic of Azerbaijan.

6.4. Members of the Chamber, founders, and other persons do not retain any rights to the property they have transferred to the Chamber, including membership fees. They are not liable for the obligations of the Chamber, and the Chamber is not liable for the obligations of its members.

6.5. The sources of the Chamber's property formation are as follows:

6.5.1. Membership fees;

6.5.2. Grants and donations;

6.5.3. Funds received from educational services related to the professional activities of the Chamber's members;

6.5.4. Revenues obtained from activities serving the goals of the Chamber and consistent with those goals, as stipulated in Article 43.6 of the Civil Code of the Republic of Azerbaijan: revenues from the sale of goods, works, and services, including funds from contracts executed in accordance with the objectives of the Charter;

6.5.5. Income derived from funds placed in bank deposits;

6.5.6. Dividends (income, interest) received from shares, bonds, other securities, and savings;

6.5.7. Income from the rental of the Chamber's property;

6.5.8. Other income not prohibited by legislation.

6.6. The fees paid by members, the revenues obtained by the Chamber, as well as all property acquired at the Chamber's own expense, are considered the property of the Chamber and may only be used to fulfill the purposes stated in the Charter. This property cannot be distributed among members.

6.7. Members of the Chamber do not hold any special rights over specific objects within the Chamber's property.

6.8. Members who voluntarily terminate their membership or are expelled from the Chamber do not have the right to claim any part of the Chamber's property or its equivalent in value, even if it was provided as property to the Chamber.

6.9. The Chamber maintains accounting, tax, statistical, and other records in accordance with the procedures defined by law.

7. Other Provisions

7.1. Issues not covered in this Charter are regulated by legislation.

7.2. If the provisions of this Charter conflict with legislation, the provisions of the legislation shall apply.

7.3. The Chamber's first financial year begins on the date of registration and ends on December 31 of the same year. Subsequent financial years cover the period from January 1 to December 31.