

(Unofficial translation for reference only)

Appendix 3 to the Protocol
General meeting of the ALE "IA "TITR"
No. 20 dated September 29, 2023

APPROVED:

By decision of the General Meeting

ALE "International Association

"Trans-Caspian international

Transport Route"

dated September 29, 2023 (protocol No. 20)

**MEMBERSHIP REGULATION
IN THE ASSOCIATION OF LEGAL ENTITIES
"INTERNATIONAL ASSOCIATION
"TRANS-CASPIAN INTERNATIONAL
TRANSPORT ROUTE"**

SECTION 1. GENERAL PROVISIONS

This Regulation governs matters of membership in the Association of Legal Entities “International Association “Trans-Caspian International Transport Route” (hereinafter referred to as the Association), general requirements for candidates and members of the Association, the procedure for submitting and considering applications, acceptance and exclusion from members of the Association, the procedure for interaction and delimitation of rights and responsibilities between members of the Association, as well as issues of payment of membership fees.

Article 1. Terms and definitions

1.1. For the purposes of this Regulation on membership in the Association (hereinafter referred to as the Regulation), the following concepts and terms, unless the context clearly indicates otherwise or is specifically established otherwise, are used in the following meanings:

“Documents of the Association”, intended to ensure the implementation of the statutory goals and objectives of the Association, to provide conditions for the activities of members of the Association, as well as containing requirements for members of the Association, the unconditional fulfillment of which is a necessary condition for membership in the Association:

- Charter;
- Memorandum of Association;
- Decisions made by the governing bodies and officials of the Association and in accordance with the powers assigned to them and duly formalized in the form of orders, decrees, resolutions, decisions, etc.

“The “General Meeting” is the highest governing body of the Association.

“Board” is the collegial governing body of the Association.

“Secretary General” is the executive body of the Association.

“Candidate” is a legal entity (organization) that aims to become a member of the Association, has declared this, and carries out the actions established by the documents of the Association for this purpose.

“Working Group” is a working body of the Association that assists in the development and improvement of international multimodal transport along the Trans-Caspian international transport route, including sea and rail transportation, and the creation of a unified technology for the transportation process. 1.2. Without prejudice to the provisions of paragraph 1 of this article, for the purposes of this Regulation, concepts and terms are also used, the definition and/or interpretation of which is contained in other documents of the Association, unless the context clearly implies otherwise or is specifically established otherwise.

Article 2. Scope of Application

2.1. This Regulation establish the procedure for admission to membership of the Association, as well as withdrawal and expulsion from members of the Association,

the implementation of rights, and the performance of duties by members of the Association.

2.2. This Regulation establish the procedure for the use by members of the Association and the capabilities of the latter within the framework of implementing the statutory goals and objectives of the Association and to create conditions for the activities of members of the Association and, in particular, ensured through the development and implementation of norms in relation to:

- the procedure for the implementation and delimitation of the rights and obligations of members of the Association;
- rules for joining and leaving the Association;
- the procedure for payment by members of the Association and membership fees;
- compliance with the procedure for considering claims and complaints of members of the Association;
- disciplinary measures applied to members of the Association;
- resolution of disputes arising between members of the Association.

SECTION II. MEMBERSHIP IN THE ASSOCIATION

Article 3. General provisions relating to membership in the Association

3.1. Members of the Association are the founders of the Association (who signed the founding agreement), in addition, members of the Association may be commercial and non-profit organizations that provide all types of property, are interested in cooperation with the Association, contribute to the development of its activities, and provide financial and other assistance to the Association, fulfilling the requirements of the Charter and paying membership fees.

3.2. Transfer of membership in the Association is not permitted, except in cases of succession.

3.3. The Association provides for the following types of membership:

- Regular members (Regular Membership) – founders of the Association (who signed the founding agreement);
- Associate members (Associate Membership) – commercial and non-profit organizations that have joined the Association in accordance with the requirements of the Charter, the Memorandum of Association, as well as this Regulation;
- Individual members (Individual membership) – commercial and non-profit organizations that have joined the Association in accordance with the requirements of the Charter, the Memorandum of Association, as well as this Regulation.

3.4. Regular members participate in the activities of the Association with the right of a decisive vote, Associate and Individual members - with the right of an advisory vote.

3.5. Associate members may be railway carriers, sea carriers, and owners of port infrastructure who pay membership fees and carry out activities in the provision of transport services and have the opportunity to fully use the rights and benefits of membership in the Association, and other organizations of the transport and logistics complex of the countries participating in the Association who, through their participation in the activities of the Association , contribute to the achievement of its goals and objectives.

3.6. Individual members of the Association may be carriers by mode of transport, forwarders, as well as national carriers and their subsidiaries that pay membership fees and operate in the field of providing transport services and have the right to partially use the rights and benefits of membership in the Association, as well as other transport organizations and logistics complex, which, through their participation in the activities of the Association, contribute to the achievement of its goals and objectives.

Individual members, in case of making a significant contribution to achieving the goals provided for by the Charter of the Association, during the first two years of membership, by decision of the General Meeting, have the opportunity to obtain the status of Associate Members.

Article 4. Documents required for joining the Association

4.1. The candidate must send the following documents to the Association:

- an application addressed to the Chairman of the Board of the Association, signed by the candidate's director;
- a copy of the certificate of state registration of a legal entity certified by the candidate (or a certificate of state registration of a legal entity);
- a copy of the constituent documents certified by the candidate, including additions and changes in force at the time of filing the application;

Article 5. The procedure for making a decision on admission to membership of the Association

5.1. New members become members of the Association on the basis of an application sent to the Association addressed to the Chairman of the Board of the Association and a copy to the Secretary General of the Association.

5.2. After receiving from the candidate all materials and documents established by this Regulation, an employee of the Association monitors the candidate's compliance with the established requirements and criteria and registers him in the register of applications for joining the Association.

5.3. Monitoring the candidate's compliance with the requirements and criteria is carried out within five working days from the date of receipt of all documents provided for in this Regulation. The specified period may be extended twice if the data provided is insufficient to make a decision or additional verification is necessary.

5.4. Registration of a candidate is carried out only after verification of the candidate's compliance with all established requirements. When registering a candidate, an employee of the Association has the right to point out shortcomings or make comments that must be taken into account by the body that admits membership to the Association.

5.5. Registration of a candidate may be denied if he does not meet the requirements of this Regulation for members of the Association or if he has not provided the necessary documents or additional information for verification within the prescribed period.

5.6. An employee of the Association is obliged to notify the Secretary General of the Association and the candidate in writing about a refusal to register (with reasons) or a positive decision in relation to the candidate.

5.7. Admission to the Association is carried out by a decision of the General Meeting, adopted in the manner established in the Charter, on the basis of a written application from an authorized person (entering legal entity) addressed to the Chairman of the Board.

- 5.8. The candidate's manager may be invited to the General Meeting.
- 5.9. The decision on admission to membership in the Association comes into force from the date of adoption of the decision by the General Meeting or another date decided by the General Meeting.
- 5.10. The member of the Association is sent a copy of the decision (extract from the Protocol) of the General Meeting on admission to membership of the Association.
- 5.11. Based on the decision of the General Meeting, an agreement on joining the Association is concluded between the Association and the newly admitted member.
- 5.12. Members of the Association receive a certificate of membership in the Association.
- 5.13. A candidate who was previously denied admission to membership of the Association has the right to re-apply for admission no earlier than six months after receiving the refusal.

Article 6. Requirements and criteria for candidates joining the Association

- 6.1. The candidate must meet the following requirements and criteria:
 - 6.1.1. carry out activities in the transport and logistics sector;
 - 6.1.2. must be interested in cooperation with the Association, contribute to the development of its activities, contribute to increasing the competitiveness and efficiency of transportation on the route, as well as achieving the statutory goals of the Association;
 - 6.1.3. increase the logistics attractiveness of the TITR route by creating a logistics product using competitive tariff conditions and quality service;
 - 6.1.4. have a recommendation from one of the members of the Association and/or the Executive body of the Association.
- 6.2. A candidate for Associate Member of the Association must be a railway carrier, sea carrier, or owner of port infrastructure.
- 6.3. A candidate for Individual Members of the Association must meet at least one of the following criteria:
 - 6.3.1. must be a railway or sea carrier and/or owner of port infrastructure;
 - 6.3.2. own one of the types of rolling stock and/or vehicles (wagons, locomotives, containers, ships, motor vehicles, aircraft);
 - 6.3.3. have their own infrastructure facilities in the transport and logistics industry (access roads, warehouses, terminals equipped with reloading equipment, etc.), suitable for storing and processing cargo and located directly on the main lines of TITR and their extensions;
 - 6.3.4. have a guaranteed cargo base focused on the TITR route and confirmed by existing agreements and contracts on the TITR route;
 - 6.3.5. be financially sound (with supporting documentation of the company's financial condition for the last 3 years), have at least 5 years of practical experience in international freight transportation and logistics (with information on transportation dynamics and supporting documents), have an extensive agency network or branches outside the country of registration.

Article 7. Rights and obligations of members of the Association

7.1. Regular members of the Association have the right:

- 7.1.1. Participate in the management of the affairs of the Association with the right to cast a vote when voting and in the manner determined by the Charter of the Association;
- 7.1.2. Propose candidates and be elected to the governing bodies of the Association;
- 7.1.3. Receive qualified methodological, scientific and technological advice, legislative, financial and economic advice on the activities of members of the Association;
- 7.1.4. Submit proposals on issues related to the activities of the Association for consideration by the governing bodies of the Association, participate in the discussion of these issues;
- 7.1.5. Apply in their work the decisions of the governing bodies and advisory bodies of the Association on the activities of the Association members;
- 7.1.6. Receive information about the activities of the Association, including familiarization with its financial statements and other financial documents;
- 7.1.7. Use the Association logo in its documents;
- 7.1.8. Appoint its authorized representatives to participate in the work of the General Meeting and its advisory bodies;
- 7.1.9. Convene an extraordinary General Meeting in the manner prescribed by the Charter of the Association;
- 7.1.10. Leave the Association in the manner prescribed by the Charter of the Association;
- 7.1.11. Implement other rights provided for by the Charter of the Association.

7.2. The exclusive competence of the Regular members of the Association is:

- 7.2.1. Determining the agenda of the General Meeting;
- 7.2.2. The right to make decisions on issues relating to the Association's activities through participation in regular and extraordinary meetings of the General Meeting of the Association;
- 7.2.3. Election of the governing bodies of the Association.

7.3. Associate members of the Association have the right:

- 7.3.1. Participate in meetings of the General Meeting with the right of an advisory vote when making decisions;
- 7.3.2. Receive information about the activities of the Association, its information and analytical materials;
- 7.3.3. Submit proposals on the activities of the Association for consideration by the governing bodies of the Association;
- 7.3.4. Participate in discussions of issues regarding the activities of the Association;
- 7.3.5. Appoint its authorized representatives to participate in meetings of the General Meeting and advisory bodies of the Association;
- 7.3.6. Apply in their work the decisions of the governing bodies and advisory bodies of the Association on the activities of the Association members;
- 7.3.7. Use the Association logo in its documents;

7.3.8. Leave the Association in the manner prescribed by the Charter of the Association;

7.3.9. Implement other rights provided for by the Charter of the Association.

7.4. Individual members of the Association have the right:

7.4.1. Participate in meetings of the Association's consultative and advisory bodies, the agenda of which includes issues that exclusively affect the activities of one or another Individual Member with the right of an advisory vote when making decisions. The subsequent decision to bring these issues and decisions to meetings of the Working Groups on the development of TITR and the General Meeting is made by the Executive Body of the Association independently;

7.4.2. Receive information about the activities of the Association, its information and analytical materials relating exclusively to the activities of Individual Members;

7.4.3. Submit proposals on the activities of the Association for consideration by the governing bodies of the Association;

7.4.4. Apply in their work the provisions and decisions on the activities of members of the Association;

7.4.5. Use the Association logo in its documents;

7.4.6. Leave the Association in the manner prescribed by the Charter of the Association;

7.4.7. Implement other rights provided for by the Charter of the Association.

7.5. Members of the Association are obliged to:

7.5.1. comply with the provisions of this Charter;

7.5.2. pay entrance fee and periodic membership fees in a timely manner, and at the same time, members of the Association are required to pay periodic fees, regardless of the payment of other fees;

7.5.3. provide the Association with information necessary to resolve issues related to their activities, which is not a trade secret, promptly inform about changes in the name, legal status and address of the legal entity;

7.5.4. actively participate in achieving the goals of the Association;

7.5.5. carry out instructions given by the bodies of the Association, adopted in accordance with their competence defined by this Charter;

7.5.6. not to disclose confidential information of the Association;

7.5.7. ensure timely and complete receipt of the necessary statistical and other information required for the implementation of the Association's activities, in accordance with the decisions of its bodies.

7.5.8. Contribute to solving the problems facing the Association;

7.5.9. Comply with the provisions of the Charter of the Association;

7.5.10. Abstain from actions that may harm the legitimate interests of the Association and its programs;

SECTION III. MEMBERSHIP FEES AND THE PROCEDURE FOR THEIR PAYMENT

Article 8. General provisions relating to membership fees

8.1. The Association provides for the following types of membership fees:

- Entrance fee;
- Periodic fees;
- One-time fee (targeted).

8.2. The General Meeting of the Association annually determines the amount and procedure for payment of fees.

8.3. The entrance fee goes to the Association's account and is used to carry out its current activities.

8.4. Payment of the periodic membership fee by members of the Association is made no later than 30 calendar days from the date of issuance of the invoice for payment.

8.5. The periodic (annual) fee is used both to carry out the current activities of the Association and to carry out various events in accordance with the annual plans of the Association.

8.6. A one-time (targeted) fee is established by the General Meeting at the proposal of one or more members interested in solving certain problems or projects. The amount of such contribution is determined in the manner established in the Charter of the Association, by agreement between these members of the Association, or, with the consent of interested members of the Association.

Payment of a one-time (targeted) fee is made after the amount of the contribution is established by the General Meeting and is paid in full no later than 10 banking days from the date of issuing the invoice for payment, with the exception of the period determined by the decision of the General Meeting.

Payment of a one-time (targeted) fee does not exempt a member of the Association from paying entrance and periodic membership fees.

8.7. If a member of the Association misses the deadline established for payment of the membership fee, the sanctions provided for by the Charter of the Association and this Regulation may be applied to him.

8.8. By decision of the General Meeting, a member of the Association may be granted a delay or installment plan for the payment of the membership fee. Consideration of the issue of granting a delay or installment plan for the payment of the membership fee is carried out on the basis of an application submitted to the Chairman of the Board, which does not exempt from payment of membership fees in full for the financial year.

8.9. By decision of the General Meeting, an individual approach may be applied to each new member of the Association regarding the procedure for paying membership fees.

8.10. Control over the timeliness and completeness of payment by members of the Association of all types of membership fees is entrusted to the Secretary General.

8.11. When a member of the Association leaves, contributions are non-refundable.

SECTION IV. FINAL PROVISIONS

Article 9. Termination of membership in the Association

9.1. Membership in the Association may be terminated either by voluntary withdrawal from the Association, or as a result of exclusion from it based on a decision of the General Meeting, in the manner established by the Charter of the Association.

9.2. Each member of the Association has the right to voluntarily leave the Association by notifying the Secretary General of the Association in writing no later than one month before the date of withdrawal and may implement this right in the absence of grounds for exclusion from membership of the Association and debts in payment of membership fees and other payments established by the documents of the Association and the decision of the governing bodies of the Association. In this case, a member of the Association carries subsidiary liability for his obligations in proportion to his contribution for two years from the date of withdrawal. In cases of voluntary resignation from the membership of the Association in the absence of grounds for exclusion and debts in payment of established payments, the member of the Association who declared such withdrawal loses the status of a member of the Association one month after the Secretary General of the Association receives the application for resignation.

9.3. Expulsion from members of the Association is carried out by the decision of the General Meeting, in the manner established by the Charter of the Association.

The grounds for exclusion are:

- 1) violation of the norms of the Charter of the Association;
- 2) disclosure of confidential information;
- 3) causing significant harm that threatens the interests of the Association;
- 4) failure to pay entrance, periodic and one-time (targeted) fees on time.

9.4. The date of exclusion of a member from the Association is the date of adoption of the relevant decision by the General Meeting.

9.5. Legal entities that have withdrawn or been expelled from the Association do not have the right to demand the return of entrance, periodic and other fees paid by them to the Association or other property transferred to the Association. They also do not have the right to demand reimbursement for any expenses associated with their membership in the Association.

Article 10. The procedure for accepting changes and additions to this Regulation
Changes and additions to this Regulation that do not contradict the provisions of the founding documents of the Association may be adopted by a decision of the General Meeting.