

Statute on the Foundation “Russian Microfinance Center” Advisory Board

1. GENERAL PROVISIONS

The Advisory Board of the foundation “Russian Microfinance Center” (hereinafter - "Advisory Board") was introduced to assist the Foundation “Russian Microfinance Center” (hereinafter – “RMC”) in achieving its goals as laid down by Charter.

Advisory Board performs consultative functions through providing recommendations on improvement of the RMC activity.

Advisory Board activity is regulated by the laws of the Russian Federation, RMC Charter and this Statute.

2. ADVISORY BOARD OBJECTIVES AND COMPETENCE

- Coordinating positions and building similar approaches of micro finance organizations to solving urgent micro financing issues in the Russian Federation.
- Providing recommendations on average- and long-term RMC development strategy in the areas of legal, consulting and informational support of micro finance sector in Russia in accordance with the major areas of the RMC activity as determined by Foundation Board.
- Providing suggestions on correcting existing RMC activity areas to ensure more efficient development of micro financial sector in Russia.
- Providing advice on enlargement and improvement of existing range of available services.
- Providing expert assessment of the RMC activity and projects implemented by the RMC.

Advisory Board has the right to make decisions in relation to other matters submitted for its consideration by Foundation board or Director.

3. ADVISORY BOARD MEMBERS

Wherever reasonably practicable, all forms of micro financial organizations existing in Russia today are evenly represented among members of the Advisory Board.

Personalities to take part in the first meeting of Advisory Board are selected by Foundation Board. Consequently Advisory Board members are selected by Advisory Board and approved by Foundation Board.

Members of administrative bodies of the RMC as well as RMC Director and RMC Auditor may not become members of Advisory Board. RMC staff members may become Advisory Board members without the right of casting vote.

A member of Advisory Board has the right to cancel his/her membership at any time.

Executive Secretary organizes activity of Advisory Board. Executive Secretary is selected among Advisory Board members or RMC staff members.

Executive Secretary is responsible for:

- organizing activity of Advisory Board;
- preparation of Advisory Board meetings, informs Board members of time and place of the meetings;
- carries out Advisory Board meetings;
- submits to Advisory Board's consideration suggestions on its activity plan;
- performs activities aimed at preparing and conducting routine documentation of Advisory Board including protocols, legalization and mailing of the Board's decisions;
- prepares for Foundation Board and Director reports about activity of Advisory Board and decisions made at the meetings.

4. ADVISORY BOARD MEETINGS

Advisory Board meets one time a year. Special meetings must be initiated by a group of at least one half of its members, Foundation Board or Director.

Meetings of Advisory Board may be organized in absentia through the use of electronic means of communication and consequent legalization of decisions on paper media.

Activity of Advisory Board is organized in accordance with activity plans and meeting agendas developed by the Board with consideration to Foundation Board and Director.

Results of Advisory Board's activity are presented in the form of decisions. Advisory Board is authorized to make decisions in instances when at least one half of its members are present. Decisions are made by simple majority vote from the number of those present and are signed by Executive Secretary. Each Advisory Board member has one vote during voting at meetings.

Advisory Board may organize workgroups within its structure to address specific activity areas. Report by a workgroup is delivered at a Advisory Board meeting and in case of their approval they are formalized as Advisory Board decisions.

Advisory Board may invite competent experts to attend its meetings in order to consider the most complicated matters. Experts take part in Advisory Board meeting and have the right of deliberative vote.

Advisory Board may be dismissed upon decision of Foundation Board.