

**CHARTER**

**OF THE ALBANIAN ASSOCIATION OF BANKS**

December 2020

1. **PREAMBLE**

**Article 1**

We, the Banks in Albania, determined to:

* Support, promote and strengthen the development, stability and efficiency of Albanian banking system in general, and thereby contribute to the advancement of the Albanian economy;
* Represent nationally and internationally our common professional interests;
* Maintain harmony and coherence in policies on issues affecting the sector;
* Encourage, promote and actively support the most up-to-date banking standards and banking education;
* Assist in the process of harmonization of the Albanian legislation in line with the European Union standards, as well encourage, and support the integration process.

And by these ends, eager to collaborate on the basis of mutual assistance, trust, transparency, commitment, and independence;

Have resolved to combine our efforts to accomplish these aims in accordance with our respective principles and policies, through representatives assembled, who have exhibited their full powers found to be in due form and have agreed to the provisions of this Charter.

1. **ABBREVIATIONS AND GLOSSARY**

**Article 2**

**Abbreviations and glossary**

Words beginning with a capital letter or acronyms herein shall have the following meaning:

“**Applicable Law**” means any act, statute or piece of legislation; any executive order or decree; any delegated or subordinate legislation, order, statutory instrument, rules or regulations; any decision of the Council of Ministers; any sublegal normative act; final judgment or order of a court of competent jurisdiction; any administrative act or decision of a government entity having legally binding effect; codes, standards or guidance having legally binding effect and as may be amended from time to time in the Republic of Albania.

“**Association**” or “**AAB**” means the Albanian Association of Banks.

“**BoA**” means the Bank of Albania.

“**Charter**” means this charter.

“**Assembly of Members**” shall have the meaning given in Chapter VIII.

“**Executive Office**” shall have the meaning given in article 30.

“**Member**” means a member of the Albanian Association of Banks, as listed in Annex A, integral part of this Charter.

“**Managing Bodies**” means Assembly of Members, Supervisory Board and Secretary General altogether.

“**Supervisory Board**” shall have the meaning given in Chapter IX.

1. **GENERAL PROVISIONS**

**Article 3**

**Name and registered office**

1. By virtue of this Charter, the Members hereby determine the purpose, objectives, structure and activity of AAB and regulate other matters relevant to the Association.
2. AAB is a non-profit organization, established by the court decision no. 1153, dated 14.04.1999, in accordance with the provision of the Applicable Law and holds the unique identification number (NUIS): K51626015F.
3. The official name of the Association is “*Shoqata Shqiptare e Bankave*”.
4. The official English translation of the association shall be “*Albanian Association of Banks*”.
5. The abbreviated official name is “**AAB**”.
6. AAB pursues its activities in the territory of the Republic of Albania for an unlimited period of time.
7. At any time, AAB may decide to establish branches or affiliated offices outside the territory of the Republic of Albania in order to extend and develop its activity.
8. The registered office of AAB is located in the following address: “*Rr. Ibrahim Rugova, Sky Tower, Floor 9/3, Tiranë*”.
9. The official logo of AAB is:



1. Letters and any other document, including those in electronic form, addressed to third parties, shall contain the full or abbreviated name, registered office and logo of the Association.

**Article 4**

**Main principles**

In pursuing the objects set out in this Charter, AAB, shall at all times ensure compliance with the following principles:

1. **Independence -** The Members shall act independently of any external economic or political interests, but also from any bias related to political, economic, social, philosophical, and/or ethical considerations.
2. **Commitment -** The Members of AAB shall commit themselves to act in the best of interest of the banking sector and to contribute actively to the work of the Association. They shall set an exemplary conduct in all activities related to the banking activity and in general.
3. **Confidentiality -** Members shall respect the principle of confidentiality and professional secrecy, and exercise due diligence in not divulging confidential information acquired as a result of the work of AAB, special committees, workshops, working groups or other activities related to Association.
4. **Transparency -** AAB shall operate in accordance with the high level of transparency, without prejudice to legitimate requests for confidentiality or the need to safeguard the freedom and the independence of Members and experts’ vis-à-vis external influence.
5. **OBJECTIVES, MISSION AND SCOPE OF ACTIVITY**

**Article 5**

**Objectives and mission**

AAB is the representative body, which in partnership with public and private sector stakeholders contributes to improve the business environment and to discuss key industry issues defining common strategies for the Albanian financial sector.

AAB is established with the mission to:

1. Support and promote the Albanian banking sector operations and interest;
2. Represent the banking sector both locally and internationally;
3. Develop cooperation with peer organizations;
4. Actively support the most up-to-date banking standards and banking education, and
5. Conduct other activities referred to in article 6 and 7 of this Charter.

**Article 6**

**Scope of activity**

Objectives referred above shall be accomplished by AAB by conducting the following activities in particular:

1. Representing common interests of the Members by engaging with Albanian government bodies, regulatory authorities, financial organizations and other associations to ensure its Members’ voice is heard by responding to all matters affecting the industry;
2. Representing the interest of its Members abroad and provide for the representation of the Association in international expert bodies and professional organizations, particularly the participation in the European Banking Federation;
3. Representing the common interests of the Members before any court, if necessary;
4. Launching initiatives for adopting laws and other regulations, providing opinions and draft proposals of laws and other regulations in the banking sector, participation in the preparation of the drafts in collaboration with other institutions or Albanian governmental bodies;
5. Taking decisions that will strengthen professional solidarity in interbank relations;
6. Determining the professional principles, thus ensuring that the Members function is in line with the requirements of the economy, with the dignity and discipline required by the Association and the profession;
7. Connecting with financial organizations and scientific, technical and other institutions to advance the development of the money market and the capital market and to promote banking operations;
8. Supporting professional training of professionals of the banking sector in ways and forms corresponding to the needs of the market and to the demand of the Members;
9. Preparing and organizing research projects and proposals concerning development of the banking system;
10. Advising and proposing measures designed to facilitate modernization of operations carried out by the Members, including but not limited to, work technology and standardization;
11. Mediating to resolve, in a friendly way, any disagreement that might arise between the Members;
12. Organizing professional training, gatherings, symposiums, conferences, workshops, seminars and courses for banking operations and other advisory services;
13. Publishing in mass media, bulletins and other professional publications with the aim to keep the Members and third parties informed regarding recent developments in the banking sector;
14. Develop other activities to support the interest of the AAB and of its Members;
15. Any other activity that may be incidental, ancillary, consequential or conductive to the objective of AAB set out herein;
16. Developing quality, extending the delivery of financial education and working together with public and private players in order to achieve the outcome of a financial inclusion and literacy.

**Article 7**

**Other activities**

AAB may establish, if deemed advisable, the AAB Financial Training Academy, which shall be considered as a continuing education and certification center for banking professionals, designed to help to practice professionals acquire and maintain critical skills in all key areas of business and operations in this highly competitive industry.

AAB may conduct business activities appropriate and compliant with the Applicable Law, provided that such activity does not constitute its primary purpose.

Profit yielded from conducting commercial and other activities shall be used exclusively for the purpose of achieving the Association’s objectives, including the costs of regular operations of the Association and implementation of financing of related projects.

In no case, AAB shall distribute profit within its Members.

1. **MEMBERSHIP**

**Article 8**

**Commencement of membership**

1. Membership in AAB is voluntary.
2. Legal entities operating in the banking sector based on a valid banking license issued in accordance with the Applicable Law in Albania may apply for membership.
3. Membership procedure commences upon submitting an application to the Executive Office in writing and in the prescribed format for new members.
4. The Executive Office shall notify the Supervisory Board, which shall subsequently convene the Assembly of Members of the Association in an extraordinary meeting.
5. Membership becomes effective by the start of the month that follows the date when the Assembly of Members accepts the membership.
6. The decisions, acts and agreements that have been approved previously by AAB, shall be binding for the new members.

**Article 9**

**Suspension of membership**

1. The membership of a Member of AAB may be suspended for serious reasons in the discretion of the Assembly of Members, which inter alia will determine also the term of the suspension and/or other conditions applicable.
2. The membership is suspended by a decision taken by the Assembly of Members as foreseen in Article 22, upon the proposal of Supervisory Board.
3. The Member may not participate in the decision-making of the Association and may not be elected in the Managing Bodies during the suspension of membership.
4. If a representative of a bank whose membership has been suspended is a member of the Supervisory Board, the participation in such body is also suspended during the period of suspended membership.

**Article 10**

**Termination of membership**

Membership in the Association is terminated in case of:

1. **Withdrawal**
2. In case a Member decided to withdraw its membership, it must announce its withdrawal no later than 6 (six) months prior to the end of the calendar year.
3. A Member terminating its membership shall submit to the Executive Office a resolution on the withdrawal from AAB.
4. The termination of membership becomes effective by the approval of the Assembly of Members.
5. Prior to terminating its membership, the Member must discharge its obligations toward AAB.
6. **Expulsion**
7. Assembly of Members may decide to dismiss a Member of the Association if:
8. It recurrently fails to fulfil the requirements and obligations set out in this Charter;
9. It has grossly violated the interests and rights of the Association;
10. The Member has not paid the membership fees for 2 (two) consecutive quarters;
11. In case of serious jeopardy of sound business practices and business ethics, or a serious jeopardy of the AAB’s reputation.
12. The concerned Member shall have the opportunity to declare its position concerning the reasons bases on which the proposal was filed for the termination of its membership.
13. The expulsed Member remains bound by all financial obligations, for which it is committed until the date of its expulsion.
14. No entitlement to a refund of membership fee or any other refund is applicable for the expulsed Member.
15. A member whose membership has terminated may ask for re-admission in AAB not sooner than 12 (twelve) months from the day of the termination of its membership. Re-admission to membership is subject to the same procedure as provided in article 8.
16. **Revocation of license by the Bank of Albania;**
17. **Initiation of liquidation or bankruptcy procedures.**

**Article 11**

**Membership fee**

1. Upon the approval of the membership by the Assembly of Member, the new member shall pay the entry fee, payable once in the amount defined by the Assembly of Members.
2. In addition to the entry fee above, each Member will pay an annual fee that will be determined by a specific regulation. In any case, the annual fee to be paid by each Member shall not be less than 1,000,000 ALL.
3. The annual membership fees shall be paid by the Members on quarterly basis (every 3 (three) months) according to the payment structure approved by the Assembly of Members.
4. The Executive Office shall duly notify each Member regarding the payment of the annual membership fee and the respective amount to be paid.
5. **RIGHTS AND OBLIGATIONS OF MEMBERS**

**Article 12**

**Members’ rights**

The Members of AAB shall have the right to:

* 1. Participate in achieving the objectives of AAB on an equitable level with the other Members;
  2. Directly participate in the decision-making process via their representatives in the Managing Bodies of the AAB;
  3. Elect and be elected in the bodies of the Association;
  4. Request a meeting of the Assembly of Members;
  5. Submit any suggestion that they consider appropriate for the purposes of AAB;
  6. Use all AAB’s services on the conditions established by this Charter;
  7. Enjoy all other benefits of the Association;
  8. Timely and fully be informed about the work and activities of the Association;
  9. Object in front of the competent court any decisions of the Association that are not in compliance with the Applicable Law or this Charter;
  10. Request AAB’s intervention concerning certain issues related to the operation affecting their professional interests that, due to their nature, can be included in the AAB’s purposes;
  11. Withdraw from the membership at the Association;
  12. Other rights provided for in this Charter and/or Applicable Law.

**Article 13**

**Member’s obligations**

The Members of AAB shall have the obligation to:

* 1. Actively contribute to the achievement of AAB’s objectives;
  2. Duly pay the membership fees and other contributions as described in this Charter;
  3. Engage in the positions that they have been elected or appointed;
  4. Attend the meetings to which they have been summoned;
  5. Ensure and promote the participation of professionals in the activities undertaken by the competent bodies of the Association;
  6. Abide by the provisions of the Charter, Code of Ethics and any other internal regulation of AAB;
  7. Make available and submit to the professional departments of the Association the information and documentation necessary to conduct operations and tasks of AAB;
  8. Collaborate in all initiatives that contribute to the AAB’s prestige and development;
  9. Comply with decisions enacted by AAB’s bodies;
  10. Fulfil all the other obligations provided for in the Applicable Law, this Charter and other applicable regulations.

1. **ORGANIZATION AND POWERS**

**Article 14**

The organization of AAB shall consist in the following bodies:

1. Assembly of Members - Decision Making Body;
2. Supervisory Board - Policy maker and Monitoring Body;
3. Secretary General - Executive Body;
4. AAB Statutory Committees, Executive Office, Financial Training Academy, Technical Committees, and Working Groups – Supporting Bodies.
5. **ASSEMBLY OF MEMBERS**

**Article 15**

**Powers**

1. The Assembly of Members is the highest decision-making body of AAB.
2. The Assembly of Members among others has the following powers:
   1. Specifies the fields and programs of the activity of the Association and regularly oversees their accomplishment;
   2. Examines economic, financial and administrative matters;
   3. Approves the budget of the Association;
   4. Approves AAB’s financial statements;
   5. Issues internal Policies and Regulations on the operations of the Association;
   6. Elects and dismisses the Supervisory Board, the Chairman and Vice-Chairman of the Supervisory Board, and the Secretary General;
   7. Decides on any other matter that is not in the specific competences of any other body of the Association.

**Article 16**

**Composition**

The Assembly of Members shall be composed by:

1. The President;
2. Members.

**Article 17**

**The President**

The elected Chairman of the Supervisory Board is the President of the Assembly of Members; in his/her absence the Vice Chairman of the Supervisory Board presides over the meetings of the Assembly. In case of absence of both of them, the oldest present Member of the Supervisory Board presides over the meetings of the Assembly.

**Article 18**

**Members**

1. Each Member of AAB has the right to one vote in the Assembly of Members.
2. Only one duly designated representative of the Members may attend the Assembly of Members meetings.
3. Members shall be represented in the Association by either the:
4. Chief Executive Officer;
5. Chairman of the Board of Directors /Supervisory Board;
6. Any other equivalent position.
7. The representatives of the Members, as mentioned on point 2 of this article shall appoint a deputy, who shall attend the meetings in his absence, with full powers.
8. The Executive Office shall maintain a register with all the declared representatives and their respective permanent deputies.
9. Only on exceptional occasions, the duly authorized representatives and their deputies, under a written proxy, may substitute the designated representatives of the Members.

**Article 19**

**Other participants**

1. The Secretary General shall assist the Assembly of the Members meetings with no voting rights;
2. The President of the Assembly of Members can invite, occasionally and with the aim to facilitate and inform the Members on specific matters, special guests or experts in specific fields

**Article 20**

**Meeting Procedures**

1. **Ordinary Meetings** 
   * 1. The Assembly of Members shall be convened not less than twice a year.
     2. The meetings of the Assembly of Members may be held in the registered office of the Association or in another location, within the Republic of Albania or abroad.
     3. The meetings of the Assembly of Members may be held also via audio or videoconference, provided that all participants are identified by the President and they are given the possibility to follow the discussion and actively participate in it.
     4. The Assembly of Members can be convoked through the Executive Office, upon request of:
   1. The Chairman of the Supervisory Board
   2. Joint written request of at least 1/5 of Members (rounded up to the next whole number), specifying the topics requested to be discussed
      1. Invitations to the Assembly of Members shall be sent by registered letter/email with recorded delivery to each of its Members at least 2 (two) weeks before the set date of the meeting. Such invitation shall clearly indicate:
2. The agenda of the meeting;
3. The date of the meeting;
4. The time of the meeting;
5. The place of the meeting, and
6. Any other relevant or additional information.
   * 1. Every Member has the right to propose items to be included in the agenda. Such proposals will be submitted to the Executive Office at least 7 (seven) calendar days before the date of the meeting. The proposed items will be automatically included in the agenda of the upcoming meeting, except when the Assembly of Members decides otherwise.
     2. The Assembly of Members shall be deemed duly convened even though not all the formalities governing the invitation are observed, provided that all Members are present at the meeting and they all agree to proceed with the meeting regardless of irregularities of the invitation.
     3. The Secretary General or another employee within the Executive Office draft the Minutes of the meeting of the Assembly of Members which, beside the formal particulars (venue, date, etc.) shall also contain:
7. The list of participants;
8. A brief description of discussion for every item of the agenda;
9. Proposals and positions of Members submitted for discussion;
10. Decisions of the Assembly of Members and results of voting; and
11. Minority positions/opinions.
    * 1. Minutes will be distributed electronically to the Members within the 5 (five) working days from the date of the meeting.
      2. Members should give their feedback within 10 (ten) calendar days from the receipt of the minutes. In case, Members will not provide their feedback within the given deadline, the minutes will be considered as approved. The Minutes are signed by the President of the Assembly and by the Secretary General and kept within the Executive Office
12. **Extraordinary Meetings:**
13. If required by the interest of the Association, a proposal to hold an extraordinary meeting of the Assembly of Members may be made by:
    1. the Chairman of the Supervisory Board;
    2. joint written request of at least 1/5 of Members (rounded up to the next whole number), specifying the topics requested to be discussed.
14. The procedure of holding the extraordinary meetings of Assembly of Members, except for what is provided above, shall be as the normal meetings.

**Article 21**

**Quorum**

1. The meeting of the Assembly of Members shall be considered valid only if the quorum of 2/3 (rounded up to the next whole number) of the members is present.
2. If the quorum set in point 1 of this article is not reached, a second meeting shall be held not sooner than one week. This meeting shall be considered valid only if the quorum of 50%+1 of the all members is present.
3. Suspended Members are excluded from the quorum calculation.

**Article 22**

**Decisions**

1. The Assembly of Members meeting may decide with simple majority of votes of the attending Members regarding:
2. The admission of a new member;
3. The approval of the AAB’s annual report for the previous year;
4. The approval of AAB’s financial statements;
5. The approval of termination of membership if so, requested by a Member;
6. Any other matters not specified above except, for the sake of clarity, the ones below defined in comma 2, 3 and 4.
7. The Assembly of Members meeting may decide with 2/3 (rounded up to the next whole number) of votes of the attending Members regarding:
   1. The approval of the budget and business plan;
   2. The suspension/expulsion of a Member from the Association.
   3. The annual ordinary or extraordinary membership fees.
   4. The dismissal of the member(s) of the Supervisory Board.
8. The Assembly of Members meeting may decide the election of the members of the Supervisory Board. The elected members of the Supervisory Board (according to the two groups of candidacies provided in article 25) are the ones that will receive the highest number of votes of attending Members; among the elected members of the Supervisory Board, the Assembly will further elect the Chairman and the Deputy Chairman of the Supervisory Board.
9. The Assembly of Members meeting may decide with 3/4 (rounded up to the next whole number) of votes of the attending Members provided not less than 50%+1 of votes of the number of Assembly Members regarding:
   1. Any changes in the Charter;
   2. The merger/demerger of the Association;
   3. The dissolution of AAB.
10. The President of the Assembly of Members enjoys the Casting Vote in case of even votes.

**Article 23**

**Informing on decisions**

Decisions of the Assembly of Members are made official by way of a protocol signed by the President and by the Secretary General and/or the employee of the Executive Office assisting the meeting.

All Members shall be duly informed by the Executive Office on the decisions of the Assembly of Members within 15 (fifteen) working days.

1. **SUPERVISORY BOARD**

**Article 24**

**Powers**

1. The Supervisory Board is the highest Policy Maker, Controlling and Monitoring body of the Association.
2. The Supervisory Board has the following powers:
   1. Supervising the activity of the Association;
   2. Issuing Policies and Regulations based on which the Association and the Executive Bodies organize their activity
   3. Overseeing the implementation of the adopted decisions;
   4. Exercising control regarding the financial management of the Association;
   5. Analyzing the quarterly and annual reports drafted by the Secretary General;
   6. Establishing auxiliary technical committees in addition to the Statutory ones;
   7. Providing opinions and proposals;
   8. Proposing to the Assembly of Members the dismissal of the Secretary General;
   9. Confirm and/or amend public standings that shall be made by the Secretary General in name and on behalf of the Association;
3. The Supervisory Board at any time may require information to the Secretary General and Executive Office regarding various matter within its scope of activity.

**Article 25**

**Composition**

1. The Supervisory Board is composed by 5 (five) members elected by the Assembly of Members for a 2 (two) years term.
2. The Supervisory Board is chaired by the Chairman elected by the Assembly or, in case of his/her absence, by the elected Vice Chairman, who can act with the same powers.
3. The Supervisory Board shall be composed as follows:
4. 3 (three) members shall be elected among the representatives of the “Systemic Banks” (as identified by BoA). All the Systemic Banks’ representatives concur in the election and, in case of election by the Assembly, are bound to accept the membership on the Supervisory Board. Representatives from Systemic Banks can be elected for unlimited consecutive mandates;
5. 2 (two) members shall be elected from the representatives of other banks. The representatives of the other banks shall not be part of the Supervisory Board for two consecutive mandates, in order to allow rotation and more frequent representation for these banks.
6. The Executive Office shall keep records and duly notify the Members for their eligibility to be elected in the Supervisory Board.
7. Every interested Member shall submit to the Executive Office its candidacy for the Supervisory Board, at least 10 (ten) days before the elections.

**Article 26**

**The Chairman of the Supervisory Board**

1. The Chairman of the Supervisory Board shall hold the following powers:
   1. Chairs the meetings of the Supervisory Board;
   2. Enjoys the Casting Vote in case of even votes
   3. Directly engage with the Secretary General in order to make a public standing in the name and on behalf of the Association;
   4. Require information to the Secretary General and Executive Office regarding the activity of the Association;
   5. Directly assign specific duties to the Secretary General.

**Article 27**

**Representation**

Member Banks shall be represented in the Supervisory Board by either the:

1. Chief Executive Officer;
2. Chairman of the Board of Directors;
3. Any other equivalent position.

**Article 28**

**Meeting procedures and voting**

1. The Supervisory Board shall decide in meetings held when so required by each member, but at least once in 3 (three) months.
2. Invitations to the meetings together with the agenda and relevant documents shall be sent by the Executive Office to all the members of the Supervisory Board, not later than 5 (five) days prior to the date of the meeting.
3. The Supervisory Board may adopt valid decisions with simple majority of the Members (i.e. minimum 3 Members). No abstention is allowed by the members attending the meeting
4. Decisions of the Supervisory Board are made official by way of a protocol signed by the Chairman and the Secretary General (or the other employee of the Executive Office assisting the meeting).
5. The Supervisory Board may pass a decision without holding a meeting, by using means such as circular decision, if no member objects and provided the other formalities have been respected.
6. The meetings of the Supervisory Board may be held also via audio or videoconference, provided that all participants are identified by the Chairman and they are given the possibility to follow the discussion and actively participate in it.
7. **SECRETARY GENERAL**

**Article 29**

**Powers**

1. The Secretary General is the legal representative of ABB.
2. The Secretary General is the executive body of AAB.
3. The Secretary General has as exclusive competences the following:
   1. Implementing the decisions and general policies of the Assembly of Members;
   2. Managing the day-to-day activities of the Association, supported by the Executive Office inclusive of execution of agreements, contracts, orders needed for the activity of the Association;
   3. Setting up, organizing and running the Executive Office;
   4. Organizing and coordinating the activity of technical committees;
   5. Preparing the financial statements drafted by the Executive Office for submission to the Supervisory Board and further approval by the Assembly of Members;
   6. Deciding on the applications for specific grants or projects;
   7. Approving AAB’s different projects and programs within the approved Budget and included in the yearly Plan of Activities;
   8. Proposing internal regulations to be adopted by the Supervisory Board;
   9. Submitting the annual report to the Supervisory Board and Assembly of Members on all matters relevant to the functions exercised by the Association and other matters in accordance with Applicable Law;
   10. Submitting any necessary proposal to the Supervisory Board;
   11. Fulfilling any other duty assigned by the Supervisory Board and by the Assembly of Members;
   12. Performing any other duty provided for in the Applicable Law, this Charter and or internal regulations of the Association.
4. The Secretary General has the power to perform all the above within the budget approved by the Assembly of Members.
5. The Secretary General is the spokesperson of AAB and shall make the public standings by following the procedure described in the specific internal regulation of the Association.
6. The Secretary General, as far as the external relations are concerned, shall be in charge of:
   1. Representing the Association with government bodies, regulatory authorities, financial organizations, other associations, courts and any other third party;
   2. Holding public standing in the name and on behalf of the Association in coordination with the Chairman of the Supervisory Board;
7. **EXECUTIVE OFFICE AND SUPPORTING STAFF**

**Article 30**

**Executive Office**

1. The Executive Office is the support body of the Association and shall assist the Managing Bodies of AAB in the implementation of their functional duties.
2. The Executive Office is directly managed and supervised by the Secretary General of the Association which, among othersshall decide regarding:
3. The structure and composition of the Executive Office;
4. Hiring and dismissing of the employees;
5. The list of tasks that the Executive Office shall fulfill.
6. The Executive Office is responsible for the following:
7. Implementation of the decisions of the Managing Bodies of the Association;
8. Sending the notification about the upcoming meetings of the Managing Bodies;
9. Keeping the minutes of the meetings of the Managing Bodies and of all other records of the Association;
10. Assisting the Secretary General in the implementation of annual budget and business plan;
11. Collecting membership fees;
12. Preparing AAB’s financial statements;
13. Performing any other obligation provided for in this Charter and/or internal regulations;
14. Fulfilling any other duty assigned by the Secretary General and included in their employment contract.

**Article 31**

**Supporting staff**

1. The Supervisory Board of the Association at any time may establish or contract external experts, advisory and working groups in order to assist the performance of their obligations.
2. The organization, remuneration and term of the abovementioned shall be decided by the Supervisory Board.
3. **TECHNICAL COMMITTEES**

**Article 32**

**Purpose**

Banking system is operating in a high complex environment, subject to rapidly and profound changes across all the business fields; under this viewpoint a strict and effective cooperation between the Members is required in order to pursue an effective reaction and, at the same time, to maintain a proactive approach vis à vis Institutions and Regulators. On this purpose AAB, leveraging on the competences, skills and knowledge of the Members, establishes technical committees in order to constantly address the main matters within its scope of activity. Technical Committees, based on their professional competences, are the Bodies aimed to provide the Supervisory Board and the Secretary General with proposals and answers required in their specific fields of responsibility.

**Article 33**

**Initial-permanent Technical Committees**

The initial-permanent technical committees shall consist in:

1. Legal Committee;
2. Compliance Committee;
3. Risk Management Committee;
4. Finance and Accounting Committee;
5. HR Committee;
6. ICT and IT Security Committee;
7. Audit Committee.

**Article 34**

**Auxiliary technical committees**

Auxiliary technical committees are established by the Supervisory Board, based on the needs of the Association.

**Article 35**

**Technical committees’ establishment and functioning**

The election of participants, organization and functioning of the technical committees (initial-permanent and auxiliary) shall be subject to the internal regulation approved by the Assembly of Members.

1. **FINANCING AND ASSETS**

**Article 36**

**Financing**

1. The financial year shall begin in 1 January and end on 31 December.
2. The revenue of the Association is composed by the following:
   1. The normal annual membership fees;
   2. The extraordinary membership fees;
   3. Fees for the provision of training services;
   4. Subscriptions and other publishing activities;
   5. Income derived from AAB’s properties;
   6. Grants and donations;
   7. Any other revenue not forbidden by law.

**Article 37**

**Budget**

1. Budget is the essential tool of the financial management of AAB; it is drawn up for a period of 1 (one) year by the Secretary General, while it is based on the established activities of the Association and on the strategy of activities for the current year.
2. The budget and the report on its implementation are approved by the Assembly of Members.
3. Members shall be informed about the anticipated amount of contributions for the financial year within a period of time which is required for the preparation of their own budget.
4. The Association applies a principle of balance between the budget revenues and the budget expenses. If the budgetary expenses are lower than the budget revenues in the current year, the accrued balance by the year-end shall be used as budget resource for the next year; if the budget expenses exceeded the budget revenues, the deficit will be covered by an extraordinary membership fee allocated analogously to the allocation of membership fees.
5. The Secretary General is obliged to draw up an annual report on the implementation on the budget, and to submit it to the Supervisory Board before presenting it to the Assembly of Members meeting for approval.

**Article 38**

**Assets**

1. The assets of the Association shall include the right of ownership over movable and immovable property, funds generated by its activity, and other material rights.
2. The assets of the Association shall be used exclusively for the purpose of achieving the objectives set out in this Charter.
3. The Association shall keep business books, prepare financial reports and be subjected to financial reports audit, pursuant to the applicable accounting rules.
4. **AUDIT**

**Article 39**

**Audit**

1. Annually the Secretary General shall contract a licensed auditor in order to audit the financial statements of the Association after being duly prepared by the Executive Office.
2. The audited financial statements shall be approved first by the Supervisory Board and then the Assembly of Members.
3. After the final approval, the financial statement shall be submitted in accordance with the Applicable Law.
4. **INTERNAL REGULATIONS**

**Article 40**

**Internal regulations**

During the entire membership, all Members of AAB are obliged to comply with the internal regulations implemented by the Association, including but not limited to:

1. Code of Ethics of AAB;
2. Any other regulation adapted by the Association and/or its bodies.
3. **PUBLIC RELATIONS AND TRANSPARENCY OF OPERATIONS**

**Article 41**

**Public relations and transparency of operations**

1. The Association shall keep its Members informed on regular grounds, and the general public if necessary, on all the significant decisions, statements and proposals adopted by the Managing Bodies of the Association.
2. The public standings are given by the Secretary General, in line with his competencies and by duly consultation of the Supervisory Board as provided for in the specific internal regulation of the Association.
3. The publication of information shall be done through the most appropriate media, depending on the type of information, specifically by providing:
4. Verbal and written information;
5. Organizing press conferences and meetings;
6. Sharing publications and posting information on social media etc.
7. The Association shall have its official website: [www.aab.al](http://www.aab.al).
8. **DISPUTE RESOLUTION**

**Article 42**

Disputes between Members or between Members and the Managing Bodies, are resolved amicably and in accordance with the Charter and internal rules of AAB, otherwise the case is resolved by the District Court of Tirana.

1. **RESTRUCTURING, DISSOLUTION AND LIQUIDATION**

**Article 43**

**Restructuring**

1. To facilitate its activities, the Assembly of Members may establish branches anywhere in the territory of the Republic of Albania.
2. Based on the Applicable Law and the situation of the Association, the Assembly of Members may decide to merge or demerge in order to better fulfill its objectives.
3. The merger/demerger will be decided as provided in this Charter by the Assembly of Members.

**Article 44**

**Dissolution and liquidation**

The Association has been constituted to for an undetermined period of time, nonetheless it can be dissolved voluntarily or by a court-imposed dissolution in accordance with the Applicable Law.

1. **FINAL PROVISIONS**

**Article 45**

1. Any matter not specifically provided for in this Charter, regarding the Association shall be deemed to be regulated by Applicable Law, and in particular the provisions of law no.8788, dated 07.05.2001 “On Non-Profit Organizations”, as amended.
2. The current members of the Managing Bodies shall remain in office until the new elections to be held according to this Charter, but not beyond 2 (two) months from the date of the registration of this Charter to the Court.
3. The Secretariat shall be transformed into Executive Office by the entry into force of this Charter.
4. The Charter shall enter into force upon the publication of the final decision of the court for the approval of this new Charter.
5. Upon the entry into force of this Charter, the previous charter shall cease to be valid.

ANNEX A:

Members of the Association

The Members of AAB are as follows:

1. Banka Alpha Albania
2. Banka Amerikane e Investimeve
3. Banka Kombëtare Tregtare
4. Banka Credins
5. Intesa Sanpaolo Bank Albania
6. Banka e Pare e Investimeve Albania
7. Banka e Bashkuar e Shqiperise
8. Procredit Bank
9. Raiffeisen Bank
10. Banka OTP Albania
11. Banka e Tiranës
12. Union Bank

**Any other member that is accepted by the Assembly of Members in accordance with the provisions set out in article 8 of this Charter shall be automatically considered part of this list.**