

In the Name of God
Official Translation from Persian

Iran Mine House
Articles of Association

Section I: Generalities

Article 1: Name & Identity

Iran Mine House ("*Khaneh Madan Iran*") referred to hereinafter as "**Mine House**" is a legal entity, administratively and financially independent. It is a non-political, non-profitable establishment.

Article 2: Objectives

In accordance with Para K of Article 5 of Islamic Republic of Iran Chamber of Commerce, Industries & Mines Act ratified on 6 March 1991 and the Amendment of 6 December 1994, **Mine House** is established for organization and coordination purposes in professional related fields of mines and mining, promotion and development of mining operations, mining industry and international trade of minerals of Iran.

Article 3: Nationality

The nationality of Mine House is Iranian.

Article 4: Registered Office

The principal and registered office of Mine House is in Tehran, at No. 33, W. Sarv St., farther up the Shahr-dari Crossing, Saadat Abad St.

Note: Any change of address of the registered office of Mine House will be published in the designated widely circulated newspaper and also notified in writing to Iran Chamber of Commerce, Industries and Mines.

Article 5: Territory

The territory for the operations of Mine House is the territory of Iran. Mine House may thus establish agencies and branch offices all across Iran.

Article 6: Duration

The duration of Mine House operation is unlimited.

Section II: Functions & Authority

Article 7: Functions and Authority of Mine House include:

- 7.1. Promote the level of performance and technology in production of minerals, processing and mining industries;
- 7.2. Increase productivity in mines, processing and mining industry related plants;
- 7.3. Promote research and development activities in mines and mining industries
- 7.4. Make coordination and cooperate for compilation and development of national and international standards related to mines and mining industries

- 7.5. Market and promote minerals and mining industries in international markets and acquire a greater share of these markets on international level.
- 7.6. Facilitate the exchange and flow of information and experiences among the members and other establishments (societies, associations etc.) and the related local and foreign training and research sectors by:
 - Creating the required data banks (technology data bank, skilled labor data bank, commercial data bank etc.);
 - Organizing national and international scientific and specialized conferences;
 - Publication of books, scientific and specialized journals, administrative newsletters and reports;
 - Organizing specialized training courses;
 - Formation and mobilization of skilled labors and faculties, and activating their potentials;
 - Creating a scientific and technical communication with international communities and societies;
 - Organizing specialized fairs and exhibitions in Iran and abroad;
- 7.7. Establish non-public export guarantee fund as a financing resource for Mine House Plans;
- 7.8. Collaborate with Government for preparation and compilation of bills, laws and regulations related to minerals, processing and mining industries;
- 7.9. Protect members' rights and interests against Iranian and foreign authorities;
- 7.10. Cooperate with machinery and parts manufacturers and side industries related to mines and mining industries in terms of technology to order to achieve the self-sufficiency while promoting the quality level;
- 7.11. Make coordination and cooperate with Environment Protection Organization to provide and improve industrial safety and health and to compile standards against pollution;
- 7.12. Accept to act as an agency for members against local and foreign authorities and defend the legal rights and interests of members;
- 7.13. Hold scientific and professional competitions in different fields of extraction, processing, architecture and plastic arts in connection with minerals, processing and mining industries;
- 7.14. Review, assess, provide consultancy and take part in professional programming in connection with minerals, processing and mining industries;
- 7.15. Establish a joint center for research, laboratory, training and exhibition in connection with minerals, processing and mining industries;
- 7.16. Follow the strategy of foreign investment promotion and venturing and create a proper cultural arrangement for the realization of this strategy;
- 7.17. Establish and promote a quality control and statistical coordination order in mines and mining industries of the country;

- 7.18. Establish centers and institutes that provide joint and public services including but not limited to financial, credit, commercial and insurance services;

Section III: Membership and its terms

Article 8: Mine House has three types of Members:

8.1. Principal Members

All and every natural persons and legal entities that are producer, exporter and mine craftsman in Iran may be accepted as a principal member upon a prior application and approval of the Board of Directors.

8.2. Affiliate Members

Every natural person and legal entity, union and professional establishment related to mine and mining industries may be accepted as an affiliate member of Mine House. (The Board of Directors shall determine and announce the membership terms of the affiliate members.

8.3. Honorary Members

Every natural person and legal entity, whose business and researches are in line with the objectives of Mine House, may become an honorary member of Mine House. (The Board of Directors shall determine and announce the membership terms of honorary members.)

Article 9:

Mine House has a disciplinary committee to examine and review the violations of those members who acted in conflict with the ethics of Mine House, interests of members and/or national economy. This committee shall function in accordance with the regulations that will be approved by the Board of Directors.

Article 10:

All the members of Mine House shall comply with the provisions of these Articles of Association as well as the regulations that will be resolved by the Board of Directors and shall observe the objectives of Mine House.

Section IV: Governing Bodies

Article 11:

The Mine House composes of following governing bodies:
General Meeting, Board of Directors and Inspector.

Article 12:

The General Meeting is the highest authority for making decisions and consists of principal members and/or their official representatives.

12.1. The call for every general meeting shall be made by the Board of Directors by publication of a notice in the designated widely circulated newspaper. The date of publication of notice shall be at least 15 days before the convention of general meeting.

12.2. Each member shall nominate to Mine House in writing a fully-authorized person as its proxy to attend the general meetings. Each person may only represent one member.

12.3. Votes will be cast in open ballots at the general meetings, unless for the election of members of the Board, inspectors and/or otherwise approved by the meeting.

12.4. For the convention of general meeting, the Chairman of the Board of Directors shall initially preside the meeting. If the quorum of attendees is reached, votes will be cast immediately to elect the presiding board for the meeting. The presiding board consists of one chair, one secretary and two superintendents

12.4. The Chairman of the Board of Directors shall initially preside the general meetings. If the quorum of attendees is reached, votes will be cast immediately to elect the presiding board for the meeting. The presiding board consists of one chair, one secretary and two observers. The elected presiding board shall then take over the supervision of the meeting and call the meeting into session. The agenda will be read by the presiding chair and after sufficient deliberation, votes will be cast for a resolution.

12.5. At every meeting, the Secretary shall make a list of attendees who have voting rights, which will be signed by the presiding board. Hence, an abstract of meeting discussions and resolutions will be recorded and signed by the presiding board. The Minutes of these meetings will be kept at the Principal Office of Mine House and their provisions shall be effective for all members.

12.6. The resolutions of general meetings of Mine house that have been convened in accordance with the provisions of these Articles of Association shall be binding on all members, present or absent, even those who votes against.

12.7. The attendance of a representative from Iran Chamber of Commerce, Industries and Mines as a Supervisor in all the general meetings (ordinary and extraordinary) is mandatory. This supervisor may express opinion but has no voting right.

12.8. All the resolutions of general meetings (ordinary and extraordinary) shall be notified to the Chamber of Commerce, Industries and Mines.

12.9. In the event the Inspector finds it necessary for convention of an ordinary or extraordinary general meeting, the Inspector shall inform the Board of Directors and the Board shall call members of Mine House to the ordinary or extraordinary general meeting in accordance the formalities set forth herein, no later than 20 days after the receipt of Inspector's request. Should the Board refuse to make the call to the meeting; the Inspector may directly proceed in accordance with the provisions of these Articles of Association.

12.10. Minimum numbers of the principal members may request an ordinary or extraordinary general meeting from the Board of Directors of Mine House. The Board of Directors shall call the members to such meeting no later than 20 days after the written request of these numbers are received. Otherwise, those who requested a meeting may ask the Inspector for convention of a general meeting. The Inspector shall then call the members to the meeting within 15 days in accordance with the due formalities. In the event the Inspector refuses to proceed, the principal members are entitled to directly call to a general meeting in compliance with all the formalities set forth in these Articles of Association.

Article 13:

The general meetings are the highest decision-making bodies in the Mine House. These meetings are of two types:

- Ordinary General Meeting
- Extraordinary General Meeting

Article 14:

The annual ordinary general meeting shall convene in month "Mehr" (From Sept. 23 to Oct. 22) of each year in accordance with Article 12 of these Articles of Association.

Article 15:

The ordinary general meeting held as extraordinary shall be convened at the call of the Board of Director or Inspector or half plus one principal members of the Mine House, with notion of an ordinary meeting held as extraordinary, in accordance with Article 12 of these Articles of Association.

Article 16:

The resolutions of ordinary general meeting whether held annual or as extraordinary shall be binding and effective in all instances with the majority of half plus one of voting members in attendance.

Article 17:

The functions of annual ordinary general meeting are as follows:

- 17.1. Hear the reports of Board of Directors and Inspector on prior year's performance;
- 17.2. Review and approve prior year's balance sheet
- 17.3. Determine the policies of Mine House, review and decide on the proposals made by the Board of Directors for the current year.
- 17.4. Elect principal and alternate members of the Board of Directors and Inspectors
- 17.5. Designate a widely circulated newspaper
- 17.6. Determine the entrance and membership fees

Note: All the functions of ordinary and extraordinary general meetings are entrusted to the founding board of Mine House until the convention of first general meeting.

Article 18:

The extraordinary general meeting, if necessary, shall convene in accordance with Article 12 of these Articles of Association. The resolutions of this meeting shall become effective with two third (2/3) of voting members in attendance.

Article 19:

The extraordinary general meeting shall hold session with the attendance of at least two third (2/3) of members of Mine House or their official proxies. The resolution of this meeting shall become effective by two thirds of votes of the attendees.

Article 20:

Functions and authority of extraordinary general meetings are as follows:

- 20.1. Alteration and Amendment of the Articles of Associations of Mine House
- 20.2. Dismissal of the Board of Directors and inspectors, individually or collectively;
- 20.3. Dissolution of Mine House and election of members of a liquidation board

Article 21: Board of Directors

Mine House shall be administered by a Board of Directors composed of seven principal members and two alternate members who will be elected by the ordinary general meeting from among the qualified members, for an office term of three years.

- 21.1. Upon termination of the office term of the Board of Directors, all the board members shall still remain in office until election of new board members.
- 21.2. The reinstatement of Board members for a new term is permissible.

Article 22: Terms of Members at the Board of Directors

- Be at least 30 years of age
- Have no criminal records
- Enjoy good reputation
- Be a member of Mine House

Article 23:

Candidates for Board membership shall submit their application to the Secretariat Bureau of Mine House one week prior to the convention of general meeting, once the agenda of this meeting is published.

Note: The founding board shall review and then approve or reject the qualification of candidates for Board membership before convention of first ordinary general meeting. For the next terms, the elected Board of Directors shall check the qualification of candidates.

Article 24:

As a consequent of resignation, dismissal and/or dissolution of the member company who holds office at Mine House governing bodies, the office term of that member will also be terminated.

Article 25:

If the representative of a member company, for any reason, leaves his/her company after being elected for Mine House governing bodies, he/she will be automatically dismissed from his/her office at Mine House.

Article 26:

At the resignation or demise or dismissal of majority of Board members, the Board of Directors will be elected anew.

Article 27:

A board member, who becomes disqualified during his/her office term due to failing one of the terms set forth in Article 21, shall be dismissed.

Article 28:

In its first meeting to be held no later than one week after its election, the Board of Directors shall elect from its numbers, one person as the Chairman of the Board, two persons as Vice-Chairmen, one as the Treasurer and another as the Secretary. The Board of Directors shall determine the signatories for financial and binding instruments as well as routine communications and correspondence.

Article 29:

The office term of elected directors shall not exceed their membership term in the Board of Directors. The Chairman, Vice-chairmen, Treasurer and Secretary may be dismissed or reinstated. In the absence of the Chairman and the Vice-Chairmen, other members of the Board shall elect from its attending numbers one person to chair that meeting.

Article 30:

The Board of Directors shall meet at specific weekly or monthly intervals or if necessary, at the written call of the Chairman or Vice-Chairmen or any other Board member. If the date of next meeting is set and stated in the Minutes of meeting, then there shall be no need to send an invitation to the members who were present in that meeting. The meetings of the Board of Directors shall be held at the principal office of Mine House or any other location that is specified in the invitation.

Article 31:

In the event of resignation, demise or dismissal of any Board member, the alternate member who had the most votes shall replace the resigned, deceased or dismissed member for the remaining of his/her office term. In the event the alternate members had equal votes, the replacement of resigned, deceased or dismissed Board member shall be chosen by lot.

Note 1: Any Board member who, with no good excuse, is absent from three consecutive board meetings, shall be dismissed.

Note 2: The justification and the reason for such absence shall be determined by at least two third of Board members.

Article 32:

The meetings of the Board of Directors shall hold session with the attendance of majority of voting members.

Article 33:

The Chairman of the Board shall preside over the meetings of the Board of Directors. In his/her absence, the Vice-Chairmen shall preside the meeting.

Article 34: The resolutions of the Board of Directors shall be passed with majority of votes in attendance.

Article 35:

The discussions and resolutions of the Board of Directors will be recorded and signed by all the attendees.

Article 36:

The alternate members and inspectors may attend the meetings of the Board of Directors; however, they may not cast votes.

Article 37:

The Board of Directors may appoint one natural person from among its numbers or from outside as the Secretary. The Board shall determine the scope of authority and powers of the Secretary and/or delegate with the right of substitution, part or all of its powers set forth in Article 30 of these Articles of Association to the Secretary. The Secretary shall fulfill his/her duties within the powers delegated by the Board of Directors. In the event the Secretary is a member of the Board, his/her office term shall not exceed his/her membership term at the Board of Directors.

Article 38:

The Board of Directors may form a secretariat bureau under supervision of the Secretary to attend to the administrative affairs of Mine House, which without limitation includes registration, writing and duplication of correspondence and telecommunication; classification, recording, safekeeping and maintaining all documents and records of Mine House; preparing and safeguarding of the need information and statistics; collection of laws, directives and circulars related to the activity of Mine House; create files for members and registration of their membership; carrying out administrative formalities related to publication of notices and sending invitations; receiving applications of candidates for the Board of Directors and inspectors of Mine House; receiving the proxy letters of representatives of entities to attend the meetings; making arrangement for convention of general meetings; preparing questionnaires necessary for employment of needed staff; control performance quality and time sheet of personnel; organizing training classes; providing the necessary facilities therefore; safeguarding and maintaining assets and furniture of Mine House; timely services and maintenance of assets; preparing office reports on works under process and internal issues of Mine House; implementing the resolutions at Mine House; and any other action that commonly is necessary for administration of Mine House.

Article 39: Functions, Authority & Scope of Responsibilities of the Board of Directors

The Board of Director is the legal and official representative of Mine House and is vested with full legal authority and powers for administration of Mine House. The duties and functions of the Board of Directors, in particulars, without limitation include:

- 39.1. Open current account in the name of Mine House at authorized banks and deposit all the sums due to Mine House therein and pay all the costs of Mine House from these accounts;
- 39.2. Compile and present annual report on its operations and financial actions to the general meeting;
- 39.3. Purchase, sell, lease, acquire movable and immovable assets in the name and on the account of Mine House with no commercial intention to draw benefits;
- 39.4. Administer financial affairs of Mine House that are to be handled by the Treasurer;
- 39.5. Receive and disburse payments due to and from Mine House whether principal amount or interests;
- 39.6. Employ and discharge secretary and personnel of Mine House, determine their job, salary, wage, bonus, promotion, punitive actions and other employment terms;
- 39.7. Institute legal suits and civil actions, defend against and respond to any legal action, submit to or withdraw the claim whether civil or criminal, with full authority to resort the case to trial and appeal before the courts of law and the Supreme court, make reconciliation, appoint attorney, compromise, claim forgery and nominate the forger; withdraw documents, appoint arbitrator and benefit from the rights and obligations under arbitration; appoint certifier and expert, claim damages, withdraw claim, bring in third party to litigation and defend the third party suit, counterclaim and its defend, secure the object of claim, motion for execution writ and pursue enforcement procedures, receive judgment debt, represent Mine House before courts of law and registration offices for deeds, with the right to appoint and dismiss attorney and representative;

Note: In arbitration cases, the priority is the resort the matter to Arbitration Center of Iran Chamber of Commerce, Industries and Mines and any award given by the latter shall be accepted by both parties;

- 39.8. Attend to the affairs that are referred to Mine House by the Government authorities of Islamic Republic of Iran, within the law and regulations;
- 39.9. Carry out and proceed with any legal matters that are necessary for administration of Mine House and advancement of its objectives and purposes and that are not prohibited under these Articles of Association;
- 39.10. Appoint and nominate representative to councils, commissions and professional, expert and decision-making committees at ministries, organizations, other public or non-public departments;
- 39.11. Cooperate and venture in social affairs related to the activities of Mine House;
- 39.12. Prepare, compile and ratify internal regulations and directives for better administration of Mine House;
- 39.13. Provide counseling in administrative, managerial, financial, tax, insurance, custom, transportation, contractual and legal issues in regards to operation, production, export and import, if resorted to Mine House;
- 39.14. Approve the budget for administration of Mine House;
- 39.15. Prepare and submit to the inspectors a list of assets and liabilities of Mine House after the termination of fiscal year and also, prepare the balance sheet and statements of the prior year's performance for submittal to ordinary general meeting;
- 39.16. The Board of Directors is entitled to dismiss any member who has breached the objectives and regulations set forth in these Articles of Association; however, it shall report the dismissal of such member to the next general meeting while providing its reasons therefore. The decision of general meeting will be final in this matter. Nonetheless, the dismissed member waives any claim in this regard, if acquitted of all charges.
- 39.17. Participate in preparation and compilation of the draft of national standard regulations for all the stages of operation, production and exportation with the assistance of respective professionals, experts and masters;
- 39.18. Establish academic and technical training and research centers; organize professional seminars; invite the respective scholars and experts to improve the quality of activities of Mine House in Iran and to provide better training for more members and/or their representatives;
- 39.17. Establish offices in Tehran and other cities as well as change the legal domicile of Mine House in Tehran;
- 39.20. Approve cooperation or termination of cooperation with other organizations and centers for the purpose of the objectives set forth herein;

39.21. In addition to the above-mentioned matters; the Board of Directors shall perform all other legal actions that are necessary to achieve the objectives set forth in Section II of these Articles of Association.

Article 40: Treasurer

The member of the Board of Directors who will be elected as the Treasurer shall be responsible for financial administration of Mine House. The Treasurer shall keep the books, records and financial minutes of Mine House, control the receivables and payments, and register, keep and maintain all the respective records. If the Inspector requests in writing to examine the financial records and books of Mine House, the Treasurer shall put all such records and books at the disposal of Inspector at the Secretariat Bureau, upon prior notice to the Chairman of the Board of Directors.

Note: The services provided by the Board of Directors and Inspectors at the Mine House shall be voluntary and without charge.

Article 41: Inspectors

41.1. The terms for election of inspectors shall be the same as those for election of the Board of Directors in accordance with Article 21 of these Articles of Association.

41.2. Mine House shall have one principal inspector and one alternate inspector who will be elected by the ordinary general meeting for an office term of one year. Their re-election is allowed.

41.3. In the event of demise or disqualification of principal inspector under these Articles of Association, the alternate inspector shall resume his/her duties.

Article 42: Functions of Inspector

42.1. Supervise all actions and operations of the Board of Directors within the scope of regulations under these Articles of Association as well as the resolutions of general meetings and State applicable laws; and should there be any conflict therewith, inform the Board of Directors through the Secretariat Bureau and require corrective actions

42.2. Review and examine the balance sheet that the directors have compiled for presentation to annual general meeting before its convention; review and examine, if necessary, all the records and financial documents of Mine House and express his/her views on the accuracy of disclosures and information that the Board is to submit to the general meeting; submit a comprehensive report on the general standing of Mine House to the ordinary general meeting;

42.3. The Inspector's report shall be available to the members at the Secretariat Bureau of Mine House, at least ten days before the convention of ordinary general meeting.

42.4. The Inspector shall supervise and oversee all the actions related to the invitation to ordinary and extraordinary general meetings.

42.5. The Inspector shall keep books where an abstract of all his/her actions will be entered regularly at the end of action, bearing the views and signature of inspector thereunder. One such book shall be kept at the Secretariat Bureau of Mine House for the access of members and the other shall be put at the disposal of Inspector.

Article 43: Commissions and Consultants of Mine House

Mine House may have several commissions, permanent or temporary, from among its directors and members to promote its objectives and fulfill its duties. The Board of Directors shall compile and approve a directive to determine the activity of each commission, election and number and of its members and their assignment. In the event of resignation and/or dismissal of majority of Board Members, commissions may continue their works until the election of new Board of Directors. The Board of Directors may also assign and engage consultants from among its members or scholars and personalities outside the Mine House to improve and advance its work.

Article 44:

All the resolutions and ratifications from governing bodies of Mine House whether the general meetings, the Board of Directors, reports and treasurer shall be presented to Iran Chamber of Commerce, Industries and Mines in form of per case, quarterly and annual reports.

Section V: Financial Resources

Article 45:

Every natural person and/or legal entity who is accepted as a member of Mine House (Principal Member) shall pay to the current account of Mine House that is opened by the Board of Directors, an admission fee of RIs. 2,000,000.- for legal entities and RIs. 1,000,000.- for natural persons and affiliate members and submit the deposit slip to the Secretariat Bureau.

Article 46:

In addition to a admission fee, each member shall pay to the current account of Mine House, a yearly membership fee in proportion to the extent of its activities as resolved by the Board of Directors.

Article 47:

An honoary member is exempted from payment of admission and membership fees.

Article 48:

Mine House may also have income from provision of services to members and non-members as well as gifts, donations, endowment, testaments, cash and non-cash contributions by members and/or third persons. If it deemed expedient, upon the resolution of the Board of Directors, Mine House may acquire credit and loan from banks, credit institutes and/or member companies and persons. It is understood that if loan or credits is received, members of Mine House shall be jointly liable for reimbursement of the such loans and credits, the terms of which will be set out in the directives approved by the Baord of Directors.

Section VI: Dissolution & Liquidation

Article 49:

Mine House may be dissolved upon the resolution of extraordinary general meeting or the final ruling of judicial courts.

Article 50:

In the event the wind-up of Mine House is announced by the extraordinary general meeting, the same meeting shall assign a liquidation board consisting of three persons, elected from among the representatives of legal entities and natural persons. The members of the Board of Directors before the wind-up may be elected as members of the Liquidation Board.

(Iran Mine House)
(*"Khaneh Madan Iran"*)

Article 51:

Once the wind-up of Mine House is announced and the members of Liquidation Board are nominated; upon the demand of the Board, the former directors of Mine House shall handover to the Board all the documents, notes, books, assets and furniture of Mine House to this Board, through a certificate of acceptance.

Article 52:

Upon the supervision of the representative of Iran Chamber of Commerce, Industries and Mines, the Liquidation Board shall determine the amount of liabilities and assets of Mine House and after the liquidation, all the movable and immovable assets that remain, will be put at the disposal of Iran Chamber of Commerce, Industries and Mines to be handover to the respective replaced establishment or training and research institutes.

Article 53:

The functions, obligations and powers of the Liquidation Board in regards to the existing assets, liabilities and receivables of Mine House and in general, the liquidation task shall be in accordance with the regulations under Amendment to sections of the Commercial Code ratified on 15 March 1969 and the provisions of these Articles of Association.

Section VII: Miscellaneous

Article 54: Mediation & Arbitration

- 54.1. It is mandatory for Mine House to accept and comply with the directives and mediation of Iran Chamber of Commerce, Industries and Mines in the matter of all its relations and operations.
- 54.2. When the mediation and arbitration of members of Mine House is proposed by an authority and/or a natural person or legal entity, such mediation is allowed on condition that the object of mediation is related to the type of activity of Mine House. When the Mine House is to assign a mediator or arbitrator from among its members, the Board of Directors may assign one or several persons from its members or other representatives of member companies and assign them to review and opine in the matter, upon gaining approval.

Article 55:

When required, these Articles of Association shall be interpreted by Iran Chamber of Commerce, Industries and Mines. The view of Chamber shall be final and binding.

Article 56:

These Articles of Association composed of seven Section, 56 Articles and 7 Notes are approved by the general meetings of the founders of Iran Mine House on 9 Decemeber 2002.

Signed by founding members

Iran Chamber of Commerce, Industries and Mines

