



The Board of Directors of the Kosovo Credit Guarantee Fund,

Pursuant to Article 17, paragraph 1, subparagraph 1.7 of Law No. 05/L-057 on the Establishment of the Kosovo Credit Guarantee Fund, on its meeting held on 14 October 2016, approved the following:

CHARTER
Of the Kosovo Credit Guarantee Fund

Article 1
Kosovo Credit Guarantee Fund

1. The Kosovo Credit Guarantee Fund (KCGF) is an independent legal entity holding its own rights, obligations and responsibilities in legal transactions, involving the resources at its disposal, as established under Law No. 05/L-057 on Establishment of the Kosovo Credit Guarantee Fund (henceforth LKCGF) and this Charter.

2. The KCGF is established by the LKCGF in the public interest, to provide guarantees to financial institutions for loans to Micro-Small-Medium Enterprises, as provided in the LKCGF.

Article 2
KCGF Logo

1. For the purposes of its logo, the KCGF abbreviation in all languages shall be “FKGK”.

2. The registered office of KCGF shall be in Pristina.



Article 3

KCGF Stamp and Seal

1. KCGF shall have its stamp and seal.
2. The stamp of KCGF shall be of a round shape, with a 30mm diameter and the following words imprinted: “Kosovo Credit Guarantee Fund”.
3. The text on the seal and the stamp shall be written in three languages: Albanian, Serbian and English.

Article 4

KCGF Function and Responsibilities

1. KCGF is established for the purpose of providing partial credit risk guarantees to registered financial institutions on loans to micro, small or medium businesses up to the coverage amount prescribed by the LKCGF and the Guarantee Agreement between KCGF and the registered financial institution.
2. For the purpose of performing its main function, KCGF is responsible for:
 - 2.1 Issuing Credit Guarantees in accordance with the LKCGF and internal policies approved by the Board of Directors;
 - 2.2 Setting the conditions for registering qualified Kosovo financial institutions in the KCGF, which shall be reflected in the Policy on the Registration of Financial Institutions;
 - 2.3 Setting the conditions for issuing Credit Guarantees by the KCGF;
 - 2.4 Setting the Guarantee Fees of the KCGF;



2.5 Depositing or investing directly or through delegation of authority the assets of KCGF within the limitations of the LKCGF;

2.6 Paying payable amounts on Credit Guarantees to Registered Financial Institutions, pursuant to the provisions of the LKCGF and the Guarantee Agreement, in accordance with the provisions of the LKCGF and the Policy on Handling Claims;

2.7 Cooperating with the Central Bank of Kosovo (hereinafter “CBK”) in exchanging information relevant to KCGF’s objectives and operations;

2.8 Reporting to the CBK as provided in the LKCGF, this Charter and the Memorandum of Understanding between the CBK and KCGF;

2.9 Borrowing in case of insufficiency of funds for operations, based on the provisions of the LKCGF and the Policy on Emergency Borrowings;

2.10 Entering, if appropriate, into credit enhancement and risk mitigation mechanisms to re-insure or re-guarantee all or portions of the KCGF existing and or future guarantee portfolio and pay related costs for the re-insurance or re-guarantees;

2.11 Issuing internal rules, policies and procedures;

2.12 Developing, managing and monitoring its own budget, including all revenues and expenditures;

2.13 Developing its own human resources management, including engaging personnel and establishing compensation;

2.14 Exercising any other powers and responsibilities in accordance with the LKCGF.



Article 5

KCGF's Initial Capital

KCGF's initial capital is three hundred thousand (300,000.00) Euros, as defined in the Article 10 of the LKCGF.

Article 6

Governing Bodies

KCGF's governing bodies are the Board of Directors and the Managing Director.

Article 7

Board of Directors

The Board of Directors shall be the highest governance body of KCGF.

Article 8

Responsibilities of the Board of Directors

1. The Board of Directors is, according to the LKCGF, responsible for:

1.1 selecting the Managing Director of the KCGF;

1.2 entering into contracts and be a party to legal proceedings and to authorize the Managing Director for entering into agreements/contracts with third parties on behalf of the KCGF and setting the limits of signatory authority;

1.3 approve the registration of financial institutions for participation in the Credit Guarantees of KCGF, as well as the Guarantee Agreements to be entered into with registered financial institutions;



- 1.4 approving the acquiring, holding and disposing of KCGF property;
- 1.5 approving and amending all rules, policies and instructions of KCGF as well as the Charter of KCGF;
- 1.6 approving the KCGF's financial plan, budget and financial statements;
- 1.7 approving the KCGF's investment guidelines and investment policy;
- 1.8 Making decision on setting the guarantee fees and reviewing the fees quarterly, with the recommendation of the management;
- 1.9 making recommendations on changes to the LKCGF and other laws that affect credit guarantees and business of KCGF;
- 1.10 approving appointment of the KCGF's external auditors;
- 1.11 deciding on extraordinary funding;
- 1.12 approving KCGF's borrowings as recommended by the Managing Director;
- 1.13 approving organizational structure and number of KCGF's staff as recommended by the Managing Director
- 1.14 taking decisions concerning the outsourcing of activities of the KCGF as may be deemed necessary;
- 1.15 approving in a policy level the publications and /or disclosures with appropriate authorities as may be required by Law or this Charter;
- 1.16 confirm the proposal of the Managing Director for assigning a KCGF staff member to



serve as KCGF Board Secretary;

1.17 performing other duties and activities defined by the applicable laws.

2. Additionally, the Board of Directors is responsible for:

2.1 selection of a chairperson;

2.2 determination of the compensation for the Managing Director;

2.3 approving the Ethical Code of the KCGF;

Article 9

Composition of the Board of Directors

1. KCGF's Board of Directors shall consist of seven (7) members, as follows:

1.1 Appointed representative of the Ministry of Finance of the Republic of Kosovo, as an ex-officio member;

1.2 Appointed representative of the Ministry of Trade and Industry of the Republic of Kosovo, as an ex-officio member;

1.3 Managing Director of KCGF, as an ex-officio member;

1.4 Four (4) independent members elected by the donors with expertise in the following areas:

1.4.1 Banking and Finance

1.4.2 Accounting/Auditing

1.4.3 Legal (Commercial or Financial Law)



1.4.4 Private Business Sector

2. Members of the Board of Directors shall not work with a financial institution at least one (1) year succeeding their mandate in the Board of Directors, nor can they provide services to member institutions during their mandate with the Board of Directors.
3. Independent Members of the Board of Directors in subparagraph 1.4 of paragraph 1 of this Article shall be elected by the donors as provided by the provisions of the LKCGF and as agreed between the donors. Whenever the donors' involvement as provided in this paragraph is terminated, expired or for other reasons inapplicable, the appointment of any independent members of the Board of Directors shall be done in accordance with the provisions of paragraphs 4, 5 and 6 of this Article.
4. A committee composed of one appointed representative of the CBK, one appointed representative of the US Embassy in Kosovo, one appointed representative of the Office of General Auditor, shall be established in order to elect the Independent Members of the Board of Directors of KCGF.
5. The Committee established pursuant to paragraph 4 of this Article shall publish the vacancy announcement for each independent member of the Board of Directors. The Committee shall be supported by the KCGF Board Secretary in administrative issues to ensure that notices are published on time, as well as ensuring the transparency of the entire process.
6. The committee shall decide with a majority of votes of all members on appointment of each independent member of the Board of Directors.
7. All Board Members, with the exception of the Managing Director, shall serve for a period of four (4) years and may be re-appointed, for a maximum of two (2) subsequent mandates.



8. A member of the Board of Directors, except the Managing Director, whose term of office has expired shall remain in office until the appointment of a new member, but no longer than three (3) months.

9. The Chairperson shall be elected in an open voting procedure by the Board of Directors out of the independent members of the Board of Directors, except the Managing Director, for a period of two (2) years with right to unlimited re-election.

Article 10

Board of Directors Consultation

For the purpose of consultation or advice on particular issues, the Board of Directors may invite to its meetings any other expert, whose expertise may help in decision-making on particular issues, without having voting rights.

Article 11

Compensation

1. Members of the Board of Directors of KCGF shall receive reasonable compensation in the form of meeting fees and, where applicable, travel and accommodation reimbursement. Meeting fees shall not exceed two hundred (200) Euros per meeting, whether it may be a Board or Committee Meeting.

2. The Managing Director, who already receives compensation as a full time employee of the KCGF shall not receive any compensation for serving on the Board of Directors.

Article 12

Chairperson

1. The Chairperson shall call, preside and run the meetings of the Board of Directors.



2. In the event of the Chairperson's absence, the meeting will be run by a Board Member designated in writing by the Chairperson.

Article 13

Initiation of the Board of Directors Meetings

1. A meeting of the Board of Directors may be initiated by the Chairperson in accordance with paragraph 4 of this article. The Managing Director may also initiate a meeting of the Board of Directors through a request send to the Chairperson that shall include a draft agenda and proposed supporting documents.

2. Any two (2) members of the Board of Directors may initiate a meeting of the Board of Directors through a written request to the Chairperson, copying the Managing Director. Such request shall include a draft agenda and proposed supporting documents.

3. The Chairperson shall decide on the final agenda for each meeting of the Board of Directors.

4. The notice for the meeting of the Board of Directors, and proposed Agenda with proposed supporting documents for the meeting session shall be sent by the Chairperson via email to all members of the Board of Directors at least ten (10) calendar days prior to the set meeting date.

5. In the cases of emergency, a meeting of the Board of Directors may be set via email along with the proposed Agenda and proposed supporting documents through an urgent procedure at shorter notice of twenty-four (24) hours before the meeting.

Article 14

Quorum

1. The Board of Directors is validly constituted with the presence of a majority of its members and shall decide on matters with the vote of the majority of members attending the meeting. The members who have abstained from voting and members, who have disclosed a conflict of



interest, shall not be included in the calculation regarding a majority for the matter under consideration. Each member has one vote. In case of a tie, the Chairperson shall have a deciding vote.

2. If less than four (4) members of the Board of Directors participate in the voting process it shall be considered that there is no quorum for deciding on the respective matter.

Article 15

Meeting

1. The Board of Directors shall meet not less than four (4) times per year, with at least two (2) of the meetings attended in person.

2. The Board of Directors shall meet in the place indicated in the notice, at the registered office of KCGF or elsewhere, wherever it is deemed necessary by the Chairperson or by one (1) or more members of the Board of Directors.

3. A meeting of the Board of Directors may be held in more than one location, mutually connected by audio or video conference as long as the following requirements are met and reflected in the related minutes of the meeting:

3.1 The Chairperson must be able to ascertain the identity and right to participate of those present, shall chair the meeting and shall ascertain and declare the results of voting;

3.2 The KCGF Board Secretary must be able to adequately perceive the events in the course of the meeting; and

3.3 Participants must be able to discuss and to vote on the items of the agenda, as well as to read, receive or send documents related thereto (if any).

4. Minutes of the meetings shall be kept and recorded in the minute books of KCGF.



5. The draft minutes of the Board of Directors meetings and all relevant draft decisions derived from the minutes shall be submitted to members of the Board of Directors for review via email within ten (10) working days after the Board meeting. In cases of emergency, the Chairperson may request from the KCGF Board Secretary to develop and send the draft minutes and all relevant draft decisions derived from the minutes to be submitted to the members of the Board of Directors for review within three (3) working days after the Board of Directors meeting.

6. The approved minutes of the meeting have to be signed by the Chairperson and the KCGF Board Secretary. All relevant decisions of the Board of Directors meetings shall be signed by the Chairperson.

7. When the matter of decision is deemed urgent or as otherwise deemed necessary by the Chairperson, including with the proposal from Managing Director or any two (2) Board of Directors Members, the Board of Directors may also vote on proposed decisions by email. In such cases the Chairperson shall send an email to all KCGF Board Members identifying the matter to be addressed and attaching the proposed draft decision, and requesting, by return email, approval of the proposed decision. If after three (3) working days from the date the email is sent, a KCGF Board Member has not responded by return email to the Chairperson, that KCGF Board Member shall be considered as having approved the proposed decision. All decisions approved through email in accordance with this paragraph shall be entered into the Minute Book and identified as such, together with the emails documenting the request for approval and the replies containing the votes of the individual Board Members.

Article 16

Meeting Records

1. Minutes of every meeting of the Board of Directors shall be taken during such meeting by the KCGF Board Secretary.



2. A formal written record of such minutes shall be formally prepared no later than ten (10) working days after the meeting. Such record of minutes shall include:

2.1 the place and time of the meeting;

2.2 the persons present and the agenda of the meeting;

2.3 the issues submitted for voting;

2.4 details of any discussions and any reasons given for any negative vote or abstention;

2.5 the results of each vote, including the name of each person who was present and entitled to vote and a clear indication of how such person voted; and

2.6 the decisions adopted at the meeting.

3. The record of the minutes shall be signed by the Chairperson of the Board and the KCGF Board Secretary.

Article 17

Dismissal of Members of the Board of Directors

1. Members of the Board of Directors shall act in the interest of the KCGF in line with the LKCGF, this Charter and other applicable legislation.

2. A member of the Board of Directors shall be dismissed by operation of the LKCGF, as provided in Article 18.

3. The Chairperson of the Board of Directors is obligated to identify that the dismissal of a member of the Board of Directors is required by the operation of the LKCGF, as provided in Article 18 paragraph 1 of the LKCGF.



4. Once the Chairperson has identified that an event for dismissal has occurred, he/she shall within twenty-four (24) hours call for a meeting of the Board of Directors and call for the vote for dismissal of the member.
5. The dismissal of a member of the Board of Directors is decided with simple majority of votes of all members of the Board of Directors present and voting.

Article 18

Managing Director of KCGF

1. The Managing Director of KCGF shall be selected and appointed by the Board of Directors with an open, competitive recruitment that has been advertised with a job vacancy announcement, and shall have a contract for a five (5) year term. Based on the performance evaluation, the Managing Director may be re-appointed by decision of the Board of Directors, which decision shall take place at latest three (3) months before the first period of service has ended.
2. A decision on the job vacancy announcement shall be approved by the Board of Directors.
3. The job announcement shall remain open for fifteen (15) days and it shall be published in the Albanian, Serbian and English languages in at least three (3) daily newspapers of general circulation in Kosovo.
4. A person eligible for the position of the Managing Director shall have a university degree in finance, economics or other relevant degree and at least ten (10) years of experience in banking and finance, of which at least five (5) years in a management position.
5. The Managing Director shall meet the fit and proper criteria set in the Law no 04/L-093 on Banks, Microfinance Institutions and Non-Bank Financial Institutions and the KCGF Guidelines on Fit & Proper Criteria for Board Members.



6. The Managing Director may be removed from her/his position by a majority of votes of the members of the Board of Directors present and voting.

7. The Managing Director may be dismissed by the Board of Directors from the Managing Director's position because he/she:

7.1 acts contrary to the law;

7.2 is unable to perform the duties and responsibilities;

7.3 has caused material or moral damage to the KCGF;

7.4 the Board of Directors have lost confidence in the Managing Directors; and/or

7.5 has been convicted for a criminal offence with a final court decision.

8. In the event of the Managing Director's expiration of his/her mandate without re-appointment by the Board of Directors or his/her resignation or dismissal by the Board of Directors, the Chairperson may propose to the Board of Directors the appointment of an Acting Managing Director until the recruitment and appointment of the Managing Director.

Article 19

Managing Director Responsibilities

1. The Managing Director shall:

1.1 represent and manage the affairs of KCGF and implement the decisions of the Board of Directors;

1.2 upon authorization by the Board of Directors, be a party to legal proceedings;



- 1.3 be responsible for compliance with applicable legislation and operational efficiency of the KCGF under the supervision of the Board of Directors;
- 1.4 organize and manage KCGF's operational activities;
- 1.5 propose the rules, policies and instructions for approval by the Board of Directors;
- 1.6 make recommendations to the Board of Directors on improvement of the operations and efficiency of the KCGF;
- 1.7 prepare and propose the financial plan and annual budget for approval by the Board of Directors;
- 1.8 propose emergency or extraordinary funding;
- 1.9 prepare and propose the investment policy for approval by the Board of Directors;
- 1.10 be responsible for financial management of KCGF's financial resources;
- 1.11 submit financial statements and annual report for approval by the Board of Directors;
- 1.12 facilitate the process for selecting an external auditor;
- 1.13 propose the number of staff to the Board of Directors;
- 1.14 hire staff in accordance with the approved Organizational Structure;
- 1.15 conclude and terminate employment contracts with the staff;



- 1.16 give operational guidelines and appropriate authorizations to the staff of the KCGF;
 - 1.17 communicate with Registered Financial Institutions;
 - 1.18 communicate with stakeholders on Guarantee-relevant issues;
 - 1.19 provide the Board of Directors with all relevant information and recommendations to allow them to make informed policy decisions; and
 - 1.20 perform other duties and activities defined by the Law or by the instructions or authorization of the Board of Directors.
2. The Managing Director shall be KCGF's full time employee wherein he/she shall exercise all labor rights and obligations as per procedures governing employment by KCGF.
 3. Mutual rights and obligations of the Managing Director and KCGF shall be regulated in the employment contract to be signed by the Chairperson of the Board of Directors.
 4. The Managing Director, in his / her absence, shall make case by case decisions on the delegation of responsibilities to one or more employees of KCGF, as applicable and inform the Board of Directors in writing on any such delegation.

Article 20

Acts of the Board of Directors

1. General acts of KCGF to be passed by the Board of Directors and in line with this Charter shall be passed in the form of decisions, rules, orders, instructions, policies and guidelines.
2. The KCGF Board of Directors shall review the need to adjust the level of fees periodically in order to cover expenses of the KCGF and to pay claims. The decision concerning the setting of the level of fees and charges may be made at any time for loans subsequently submitted for



guarantee, as necessity shall dictate in light of these criteria. In the absence of urgency, the decision shall be taken not later than 30 November for the following year.

Article 21

Committees of the Board of Directors

1. The Board of Directors shall establish a permanent Audit Committee and a Risk Management Committee.
2. The Board of Directors may establish additional committees to assist the Board of Director's governance function and to comply with the provisions of the LKCGF.
3. All Committees shall report to the Board of Directors. The detailed procedures for the operation of Committees of the Board of Directors shall be set in a Policy on Committees to be approved by the Board of Directors.

Article 22

KCGF Operations

1. The functions within KCGF's authority shall be exercised in a manner that will provide for the fulfillment of objectives and ensure the unification, integrity, efficiency and rationality of its activities.
2. KCGF will be organized as one organizational unit with several functions. The organizational structure shall be decided by the Board of Directors in consideration of recommendations by the Managing Director.

Article 23

Employment

1. Employment in KCGF shall be subject to the conclusion of an employment contract.



2. Each employment contracts and the supporting Ethical Code shall be signed by the employee and the Managing Director of KCGF.
3. An employee is obliged to perform tasks and duties delegated to him/her under the employment contract and to act in accordance with the law, other regulations and internal acts of KCGF.
4. The rights, obligations and responsibilities of the employees shall be subject to provisions of the procedures governing the employment with KCGF and the provisions of the employment contract they have signed with the employer.
5. During their employment service, employees are obliged to educate themselves, professionally, to qualify and advance with a view to ensuring a higher quality and a greater efficiency in performing their jobs.
6. The KCGF shall enable the education, professional qualification and advancement of the employees when that is required by the work process and the introduction of a new manner and organization of operations.
7. A decision allowing an employee's education, professional qualification and advancement shall be approved by the Managing Director, unless otherwise regulated in the internal acts of the KCGF. Such decisions shall be made by the Managing Director based upon need, demonstrated performance, availability of funding, and the exigencies of service.

Article 24

Financials of KCGF

1. The fiscal year of the KCGF is the calendar year that starts on 1 January and ends on the 31 December of each year.



2. The Board of Directors shall, no later than thirty (30) days prior to the end of the current year, approve the financial plan of KCGF, including the annual operational plan for the coming year, upon the Managing Director's proposal.
3. The financial plan may be modified during a business year, subject to the procedure prescribed for its adoption.
4. For the purpose of its activities, KCGF will have accounts opened at the Central Bank of Kosovo (further: CBK) for its capital funds and for other purposes as shall be necessary for the safe operation of the KCGF. In addition, the KCGF may open operating accounts at one or more commercial banks in Kosovo licensed and supervised by CBK, subject to considerations of safety, cost and efficiency.
5. The Managing Director shall dispose of KCGF's financial resources in the accounts in accordance with the decision of the Board of Directors and the financial plan, which shall reflect the guidelines and limitations of the KCGF Policies on Financial Management and on Investment and Treasury Management.
6. KCGF shall organize accounting and bookkeeping in accordance with the International Accounting Standards and/or the International Financial Reporting Standards, as shall be applicable, and its accounting policy.
7. Financial operations of KCGF shall be presented in the financial statements which shall be subject to audit by a licensed independent external auditor pursuant to the applicable law in Kosovo.
8. The same external auditor, selected in the public announcement procedure, cannot be used for more than three consecutive years.
9. KCGF is obliged to prepare a balance sheet, profit and loss account and cash-flow statement with accompanied notes.



10. Financial statements shall be audited not later than 31 March for the previous year.
11. The KCGF shall produce and the Board of Directors shall approve an annual report which shall include the audited financial statements latest by 31 May.
12. KCGF shall send for information its annual report to CBK not later than 30 June for the previous year.
13. KCGF shall publish its annual report and audited financial statements on its official web page.

Article 25

Confidentiality

1. The documents and data on the work of KCGF for which disclosure would harm its reputation and interest, or its Registered Financial Institutions or guaranteed products, will be considered as business secrets.
2. The members of the Board of Directors, employees of the KCGF, as well as every other person involved in the KCGF's activities are obliged to act in accordance with Article 21 of the LKCGF on the issues of keeping the confidentiality and usage of data and information, and are obliged to sign the KCGF's "Declaration for impartiality, confidentiality and disclosure of conflict of interest".
3. Members of the Board of Directors of KCGF, the employees of KCGF, advisors and experts shall keep official and professional secrets, regardless of how they have become aware of such information.
4. Notwithstanding paragraph 1 of this Article, employees of KCGF and parties hired by KCGF to perform certain professional services, as well as members of the Board of Directors may



disclose the information deemed confidential to the competent authorities, in accordance with the LKCGF.

Article 26

Publicity

1. KCGF shall inform the public of its operations by posting information on its website and via the media, by holding press conferences, issuing publications and in any other appropriate manner.

2. Transparency of the KCGF's operations shall be ensured by the following:

2.1 Publishing of the KCGF's Charter, policies and other materials as determined by the Board of Directors governing the rights and obligations of financial institutions related to the credit guarantees on KCGF's webpage.

2.2 Publishing the annual report and audited financial statements on the KCGF official webpage as provided in Article 24 above.

2.3 Publishing procurement and employment notices on the KCGF official webpage and in daily newspapers.

2.4 Reporting to CBK in accordance with the LKCGF, this Charter and the Memorandum of Understanding between the KCGF and CBK.

3. The official statements and notices of the KCGF's operations shall be communicated by the Chairperson of the Board of Directors or the Managing Director. Furthermore, members of the Board of Directors or other persons may make such communications when authorized by the Chairperson of the Board of Directors and/or the Managing Director, as applicable.



Article 27

Cooperation and Coordination

1. KCGF shall cooperate with the CBK in performing the tasks and duties within its authority.
2. The manner of establishing cooperation referred to in paragraph 1 of this Article shall be defined in more detail in a Memorandum of Understanding entered between the KCGF and the CBK.
3. KCGF may establish cooperation with credit guarantee funds in other countries and with international associations.
4. Decisions on exercising cooperation shall be approved by the Board of Directors, at the proposal of the Managing Director.

Article 28

Amendments and Interpretation

1. Any amendments to this Charter shall be approved using the same procedure and manner as used for the approval of the Charter.
2. In case of any ambiguities, the interpretation of provisions of this Charter shall be conducted by the Board of Directors.

Article 29

Repealing Provisions

1. Upon the entry into force of this Charter, the previous Charter approved on the first meeting of the Board of Directors held on 29 March 2016 and all amendments thereto are repealed.
2. All decisions, policies and other documents approved by the Board of Directors based on the



previous Charter shall continue to remain in force until and unless repealed or replaced by the Board of Directors.

3. All references in decisions, policies and other documents to the previous Charter approved in the first meeting of the Board of Directors held on 29 March 2016 shall be interpreted as referring to the respective authorizing provisions of this Charter.

Article 30

Final Provisions

This Charter shall enter into force on the date of its approval by the Board of Directors.

Chairperson of the Board of Directors of KCGF
