

ARTICLE 1. GENERAL PROVISIONS

1.1. International Non-Governmental Organization «Legal Support of Foreigners in Ukraine» (hereinafter - "**the Organization**") is an international non-for-profit organization established as a result of the free expression of citizens who united on the basis of common interests so as to implement the purpose and missions stipulated herein.

1.2. The Organization shall have an international status. The Organization's activity extends to the territory of Ukraine, France and any other countries where its local centers (branches, representative offices, etc.) are established.

1.3. The Organization's activity shall be carried out in accordance with the Constitution of Ukraine, the Law of Ukraine "On Associations of Citizens", other applicable Ukrainian legislation and this Charter.

1.4. The Organization is established and shall act in accordance with the principles of freewill, equality of members, legality, self-administration, publicity. The Organization shall be free to choose directions of its activity.

1.5. The Organization is a non-for-profit and non-commercial organization according to Ukrainian law.

1.6. The Organization shall be established for an indefinite term.

1.7. The Ukrainian legislation on labor and social security shall be applicable to the Organization's employees.

1.8. The Organization acquires the status of a legal entity from the day of its state registration according to the procedure established by the effective legislation. The Organization shall have separate property, separate balance, accounts with banking institutions, proprietary and non-proprietary rights according to the effective Ukrainian legislation. The Organization shall have equal rights and carry obligations related to its activity. The Organization have seals, letterhead forms, membership cards and stamps bearing its own symbolic samples of which shall be approved by the Organization's Board. The Organization's symbolic is registered in accordance with the procedure established by the effective Ukrainian legislation.

1.9. The Organization may establish or join international other non-governmental organizations, international unions of citizens' associations, maintain direct international contacts and relations, enter into relevant agreements, and may also take part in other activities that do not contradict international commitments of Ukraine.

1.10. The Organization shall be entitled to implement its missions in collaboration with state authorities, local authorities, enterprises, institutions, organizations in Ukraine as well as abroad, the activities of which do not contradict applicable Ukrainian legislation and international commitments of Ukraine.

1.11. The Organization shall be responsible for its own liabilities with all its assets that can be attached according to Ukrainian law.

1.12. The Organization shall not be liable for the obligations of its members, and the members shall not be held liable for the obligations of the Organization.

1.13. The Organization shall not be entitled to independently carry out any profit-based commercial activities.

1.14. The name of the Organization shall be as follows:

1.14.1. In Ukrainian:

- full name – Міжнародна Громадська Організація «Правова Підтримка Іноземців в Україні»;
- short name – МГО «Правова Підтримка Іноземців в Україні».

1.14.2. In Russian:

- full name - Международная Общественная Организация «Правовая Поддержка Иностранцев в Украине»;
- short name - МОО «Правовая Поддержка Иностранцев в Украине».

1.14.3. In English:

- International Non-Governmental Organisation “Legal Support of Foreigners in Ukraine”
- short name – International NGO “Legal Support of Foreigners in Ukraine”.

1.15. The official language of the Organization shall be Ukrainian. English and Russian languages may be used as working languages of the Organization.

1.16. The legal address of the Organization shall be: Ukraine, 65088, Odessa, Donskogo Dmytra 111/1.

2. GOAL AND MAIN MISSIONS OF THE ORGANIZATION

2.1. The goal of the Organization is to satisfy and protect legitimate social, creative, economic, national cultural, sport and other interests of its members via facilitation of the legal support of visitors of Ukraine – foreign nationals – with the purpose of improvement of the investment climate of Ukraine in international community, further European integration of Ukraine and facilitation of formation of the democratic civil society.

2.2. The main missions of the Organization are:

- Improvement of the image of Ukraine in international community;
- Enhancement of attractiveness of Ukraine among foreign nationals as a country governed by the rule of law;
- Facilitation of the legal support of foreign nationals in Ukraine and satisfaction of their social, cultural and other interests;
- Facilitation on the non-for-profit basis and in accordance with Ukrainian law of creation of informational and other materials, usage of mass media to cover social projects associated with the legal support of foreigners in Ukraine;
- Facilitation in development and implementation of regional and local programs, projects and initiatives, participation in drafting proposals of relevant legal acts of the state and local authorities regarding development of the legal support of foreigners in Ukraine;
- Adjustment and facilitation of collaboration in the field of the legal support of foreigners in Ukraine, as well as collaboration amongst the state and local authorities, non-governmental organizations, enterprises, institutions, their associations that operate on the territory of

Ukraine, as well as international organizations;

- Support of the free sharing of experience, knowledge, professionals and information in the field of legal support of citizens; development of the publishing, mass media and informational infrastructure;
- Involvement of the public, enterprises, institutions, organizations, state authorities and local governments for the purposes of facilitation in legal support and assistance of foreigners in Ukraine;
- Enhancement of the participation of the public in formation of the policy regarding legal support of foreigners in Ukraine;
- Improvement of the professional skills, educational level, knowledge and experience of the Organization's members for the purposes of carrying out the Organization's activities.
- Participation in organizing, financing and holding conferences, lectures, seminars, symposiums, presentations, press-conferences, concerts, performances, festivals, forums, other educational and scientific events for the implementation of the missions of the Organization stipulated herein;
- Cooperation, sharing of experience and knowledge with the state, international, non-governmental organizations and institutions, including but not limited to educational institutions, for the implementation of the missions of the Organization stipulated herein;
- Development of international relations and international cooperation in the matters related to the activities of the Organization stipulated herein; inviting foreign professionals specialized in human rights protection to Ukraine, organizing foreign trips of the Organization's members for the implementation of its projects and programs.

2.3. For the implementation of the missions stipulated herein the Organization in a manner prescribed by law:

- Enters into civil-law and other agreements, acquires and transfers proprietary and non-proprietary rights in accordance with effective legislation of Ukraine;
- Facilitates in representation and protection of legal interests of foreign nationals before state and local authorities of Ukraine, as well as institutions, enterprises and organizations of all forms of property; obtains information from the state authorities required for the implementation of its goals and missions;
- Facilitates in providing foreign nationals with legal information and clarifications on legal matters, as well as assistance with access to protection from prosecution; representation in courts, state authorities, local governments and other entities.
- Provides its members with advices regarding professional, social, legal and other matters;
- Takes part in formation of legal acts proposals in accordance with effective Ukrainian law;
- Supports other non-governmental organizations in ideological, organizational, consultative and economic way; assists with their establishment; transfers them its proprietary and non-proprietary rights in accordance with effective Ukrainian law and missions of the Organization stipulated herein;
- On a non-profit basis organizes and holds conferences, lectures, seminars, trainings, public hearings as well as any other scientific, educational and cultural events that do not violate

Ukrainian law;

- Establishes mass media sources and publishes scientific, informational bulletins (handbooks, monographs, userbooks, digests, booklets, invitations etc) in accordance with Ukrainian law;
- Disseminates information and promotes its ideas and goals;
- Sets up commercial enterprises, institutions, organizations and other legal entities in accordance with Ukrainian law necessary for the implementation of the goals and missions stipulated herein; transfers them proprietary and non-proprietary rights, provides them with other support subject to compliance with the provisions of Ukrainian law and missions stipulated herein;
- Cooperates with institutions, organizations, commercial enterprises, Ukrainian and international non-governmental organizations, where it facilitates in implementation of the missions entrusted to the Organization;
- Facilitates in development and strengthening of contacts with similar foreign organizations;
- Receives voluntary, charitable contributions from individuals and legal entities;
- Facilitates in educational activities and sharing of experience;
- Develops and supports interregional and international connections;
- Takes part in scientific, educational, cultural activities of international organizations;
- Enters into agreements with legal entities, institutions, organizations and individuals for the implementation of the missions stipulated herein;
- For the implementation of the goals and missions stipulated herein involves national and international organizations on contractual basis.

ARTICLE 3

TERMS AND CONDITIONS OF ADMISSION TO ORGANIZATION, CANCELLATION OF MEMBERSHIP, RIGHTS AND OBLIGATIONS OF MEMBERS OF ORGANIZATION

3.1. Membership in the Organization shall be voluntary.

3.2. Membership in the Organization is fixed and can be individual or group. All members of the Organization shall be registered in an electronic registry maintained by the Board of the Organization. Each member of the Organization shall have his/her own registration number.

3.3. To be eligible for individual membership in the Organization a candidate should be a Ukrainian citizen, foreign national or stateless person with full legal capacity aged 18 or more, who acknowledges and adheres to these Articles of Association, pays admission and membership fees.

3.4. Group membership can be granted to the employees of enterprises, institutions, organizations that adhere to these Articles of Association, pay admission and membership fees, and actively participate in the activities of the Organization. Group members implement their rights and obligations through their representatives.

3.5. The amount and payment details of admission and membership fees are subject to approval by the Board of the Organization.

3.6. To be admitted to the Organization a candidate is required to submit an application form which is subject to approval of the Organization's Board. Membership is deemed to be granted on the day of the relevant decision of the Board.

3.7. Admission of group members shall be governed by the rules laid down in par. 3.7 of these Articles of Association on the basis of the resolution of relevant group of employees and submitted application form.

3.8. Organization's founders, other individuals and groups of employees of enterprises, institutions, organizations that became members of the Organization in the manner prescribed herein shall be considered members of the Organization. Organization's founders participated in the Foundation Meeting become members of the Organization on the day of its official registration.

3.9. Individual employees shall have the right to become individual members of the Organization, regardless of membership of their employer in the Organization.

3.10. Members of the Organization shall have the right to:

- elect and be elected to the governing bodies of the Organization;
- ask the Organization for legal protection of their rights and interests according to the goal and missions of the Organization;
- take part in all events held by the Organization;
- request and obtain full information on activities and use of financial resources of the Organization;
- entrust the Organization with representation of their interests and protection of their legal rights according to the goal and missions of the Organization;
- submit proposals to the Organization's governing bodies regarding the matters related to its

activities;

- make use of the Organization's property in the manner prescribed by the General Assembly;
- exit the Organization upon expiration of 7 (seven) calendar days from the day of written notice given by such member to the Organization's Board.

3.11. Members of the Organization must:

- comply with the goal and missions of the Organization;
- comply with the Constitution of Ukraine, provisions of the Law of Ukraine "On associations of citizens", other Ukrainian legal acts, as well as international treaties, these Articles of Association, internal regulations of the Organization that are compulsory in nature for all members of the Organization and in line with Ukrainian law;
- comply with the professional ethics and dignity code;
- comply with the decisions of the General Assembly and governing bodies of the Organization;
- take part in Organization's activities;
- use the Organization's property with care;
- implement decisions of the Organization and its governing bodies in good faith;
- timely pay membership fees;
- notify the Board about their exit from the Organization 7 (seven) days in advance.

3.12. Exit from the Organization shall be voluntary. Rules on admission of new members to the Organization shall be applicable to the exit from the Organization *mutatis mutandis*.

3.13. Membership in the Organization may be cancelled in the following cases:

- voluntary exit from the Organization;
- death of the member of the Organization;
- cancelation of membership;
- liquidation of the Organization.

3.14. Membership in the Organization may be canceled on the following grounds:

- violation of these Articles of Association;
- acts considered by the Board as incompatible with the goal and missions of the Organization that compromise the Organization's reputation or cause it moral or material damage;
- nonparticipation in the Organization's activities (personally or via proxies) during at least 6 (six) months;
- nonpayment of the entrance and/or membership fee(s) during one year;

- lose of connection with the Organization;
- other grounds according to Ukrainian law and international treaties.

3.15. Cancellation of membership shall be approved by the decision of the Board of the Organization. Such decision is valid if at least 2/3 of the present members of the Board voted for it.

3.16. Founders of the Organization shall be granted a title of Honorable members of the Organization. Honorable membership can also be granted to the individuals that take part in the Organization's activities and have exceptional merits in science, education or public activities. Decisions by which honorable membership is granted shall be adopted by the Board of the Organization by a simple majority vote upon the recommendation of the President or Vice-President of the Organization.

3.17. Honorable members of the Organization shall be involved into the expertise of projects and programs that are held or financed by the Organization; manage, supervise and coordinate committees, programs or events held under the auspices of the Organization.

3.18. In case of equality of votes at the General Assembly, Honorable members of the Organization shall have the decisive vote. Honorable members of the Organization may take part in the Board's meetings with the right of advisory vote.

4. LEGAL STATUS, COMPETENCE AND THE PROCEDURE OF SETTING UP OF GOVERNING BODIES AND LOCAL BRANCHES OF THE ORGANIZATION

4.1. The General Assembly (Meeting of the Founders), President of the Organization, Vice-President of the Organization, Board and Audit Committee shall be the governing bodies of the Organization.

4.2. General Assembly of the Organization (Meeting of the Founders)

4.2.1. The General Assembly of the Organization is the supreme governing body of the Organization (hereinafter – "**General Assembly**" or "**General Assembly of the Organisation**"), authorized to decide on any matter related to the Organization's activities. Until the moment of the state registration of the Organization according to Ukrainian law, functions of the General Assembly shall be temporarily carried out by the Meeting of the Founders of the Organization. Provisions of these Articles of Association regarding capacity of the General Assembly and its decision taking procedure shall apply to the Meeting of Founders of the Organization *mutatis mutandis*.

4.2.2. The General Assembly shall be convoked by the President of the Organization at least 1 (one) time per year. Due to the circumstances that substantially affect the Organization's interests, the Board upon the recommendation of the President of the Organization, two or more honorable members of the Organization, at least 2/3 of the members of the Organization or by its own initiative, may convoke the Extraordinary General Assembly.

4.2.3. The General Assembly shall have quorum if at least 2/3 of all Organization's members are present.

4.2.4. The General Assembly comprises of all members of the Organization. Each member shall have one vote. Group members of the Organization shall vote at the General Assembly via proxies.

4.2.5. The Chairman of the General Assembly elected by the General Assembly from amongst the Organization's members shall preside over its sessions.

4.2.6. Members of the Organization shall be notified by the Board in writing about the date, place and agenda of the General Assembly not later than 30 (thirty) days in advance. The notice about the General Assembly and its agenda may be communicated electronically (fax, e-mail etc.). The members of the Organization willing to put new items on the General Assembly's agenda shall communicate such items to the Board not later than 10 (ten) days in advance of the General

Assembly. Any changes to the General Assembly's agenda as a result of the exercise of the right referred above are subject to approval by the Board.

4.2.7. The General Assembly may rule on any matter related to the Organization's activities. The General Assembly shall have the right to delegate its rights and powers to the Board unless such rights and powers lay within the exclusive competence of the General Assembly.

4.2.8. The following matters shall constitute the exclusive competence of the General Assembly:

- approval, amendments and addenda of the Organization's Articles of Association;
- determination of the directions of activities and development of the Organization;
- revocation of the President and Vice-President of the Organization;
- appointment and revocation of the Board members;
- appointment and revocation of the members of the Audit Committee;
- hearing and approval of the President's and Board's reports; hearing and approval of opinions and reports of the Audit Committee;
- Approval of transactions that involve alienation of the Organization's property the value of which constitutes 50 and more percent of the property of the Organization;
- Reorganization of the Organization;
- Liquidation of the Organization, appointment of the liquidation committee and approval of the liquidation balance sheet; reports and memoranda of the liquidation committee.

4.2.9. All decisions of the General Assembly shall be deemed taken if voted for by a simple majority of members of the Organization present at the General Assembly, except the decisions regarding approval of amendments and addenda of the Articles of Association and liquidation of the Organization which are to be voted for by at least 3/4 of the Organization's members present at the General Assembly.

4.2.10. Decisions on alienation of the Organization's property the value of which constitutes 50 or more percent of the total value of the Organization's property shall be approved by a simple majority vote of the members present.

4.2.11. The discussions during the General Assembly and its decisions shall be recorded in Minutes. The Minutes of the General Assembly shall be kept by the Secretary of the General Assembly who is to be elected from amongst the members present. Decisions of the General Assembly may be included in the text of the Minutes or executed as a separate document. Minutes of the General Assembly shall be certified by the signatures of the Chairman and Secretary of the General Assembly.

4.2.12. The time and place of the General Assembly shall be determined by the decision of the President of the Organization.

4.2.13. In case of equality of votes casted for any of the decisions at the General Assembly, the vote of the Chairman of the General Assembly shall be decisive.

4.2.14. Unless otherwise determined by the General Assembly, its decisions shall enter into force on the day of their resolution.

4.3. Board of the Organization.

4.3.1. Between the sessions of the General Assembly the management of the Organization is entrusted with the Board which shall be the Organization's permanent governing body. Members of the Board shall be appointed by the General Assembly from amongst the Honorable members of the Organization for the term of 3 (three) years. The Board shall comprise of not less than three individuals and hold its meetings regularly once in not less than 6 (six) months. Within 10 (ten) days upon the written request of any member of the Board the Head of the Board is required to convene the extraordinary meeting of the Board.

4.3.2. Appointment of the new members of the Board shall lay within the competence of the General Assembly. In case of resignation of the member of the Board or his/her inability to perform the tasks entrusted to him/her, the Board shall have the right to appoint a new member of the Board subject to the recommendation of its Head. In this case the office of the newly appointed member of the Board shall be valid till the expiration of the duties of the Board or the next session thereof whichever occurs first.

4.3.3. The meetings of the Board are considered to have quorum when not less than 50 percent of all members of the Organization are present. Decisions of the Board shall be taken by a simple majority vote. Each member of the Board shall have one vote. In case of equality of votes the vote of the Head of the Board shall be decisive. Decisions may also be taken via the electronic communication means (fax, e-mail etc.) or by a written consent of all members of the Board.

4.3.4. The Head of the Board who simultaneously serves as the President of the Organization shall preside over the meetings of the Board. The Deputy Head of the Board who simultaneously serves as the Vice-President of the Organization shall act as the Head of the Board in case of his/her absence and under his/ her instructions.

4.3.5. The Head of the Board shall be responsible for preparing and conducting the meeting of the Board, as well as the storage of the Board's documents.

4.3.6. The Board of the Organization within its competence shall carry out the following functions:

- collective day-to-day management of the Organization; securing implementation of the General Assembly's decisions;
- approval of seal, stamp, logo, letterhead and symbol samples of the Organization;
- appointment of the President, Vice-President of the Organization according to the provisions of pars 4.4.1, 4.4.5 of these Articles of Association;
- approval of the Organization's programs and projects;
- development of the action plan regarding organizing, carrying out and implementation of the Organization's events, projects and programs;
- preparation of annual reports regarding the Organization's activities, including reports on raising and spending of the Organization's capital and property; reports on implementation of the Organization's programs and projects as well as their further submission to the General Assembly for approval;
- disposal of the Organization's property and money;
- determination of short-term strategic courses and priorities in the Organization's activity;
- determination of the moral-ethical principles of the Organization; approval of the procedural and other internal regulations of the Organization;
- determination of the rules applicable to the payment of membership fee; approval of the

amount of membership fee;

- convocation of the extraordinary General Assembly; preparation for the ordinary and extraordinary General Assemblies;
- approval of new members of the Organization and cancelation of membership; development and approval of the sample ID of a member of the Organization; maintenance of the Registry of the Organization's members; recommendation to grant current members of the Organization with the honorable membership;
- written notification of the Organization's members about the date, place and agenda of the General Assembly at least 30 (thirty) days in advance in accordance with par. 4.2.6. of these Articles of Association;
- approval of the new items on the agenda of the General Assembly submitted by the Organization's members at least 10 (ten) days in advance;
- approval of the structure and personnel list of the Organization; approval of the job requirements of the Organization's employees and their payment conditions;
- determination of main courses for raising and use of the Organization's funds and property;
- appointment of the Organization's accountant upon the recommendation of the Head of the Board;
- facilitation of raising of the Organization's funds, search of financial resources in order to secure the proper functioning of the Organization;
- approval of the decisions on admission of the Organization to associations, unions or joint ventures with other entities, as well as on establishment or liquidation of business associations, institutions or organizations;
- providing information on the Organization's activities upon requests of the General Assembly, President or Audit Committee;
- disposal of the Organization's property according to the relevant legislation and these Articles of Association; approval of the acquisition of property and relevant agreements;
- approval of the decisions on setting up and liquidation of the Organization's branches, advisory committees on technical, financial and other matters; preparation and approval of the regulations on their activity;
- consideration and decision making on other matters that are not within the exclusive competence of the General Assembly or other governing bodies of the Organization according to these Articles of Association.

4.3.7. Member of the Board may be revoked before the expiration of his/her term by the resolution of the General Assembly passed upon the recommendation of either the President of the Organization or at least 2/3 of the number of all Organization's members.

4.3.8. Members of the Board shall exercise their functions on a *pro bono publico* basis, but may be reimbursed by the Organization for the expenses incurred in connection with performance of their duties.

4.4. President and Vice-President of the Organization.

4.4.1. The President of the Organization shall be appointed for the term of 3 (three) years. First

appointment shall be carried out by the Meeting of the Founders, all further appointments – by the Board. Candidates for the position of the President of the Organization shall be nominated from amongst the individuals who are as of the day of their nomination hold office of the Board's member.

4.4.2. The President of the Organization shall be entitled to carry out the following functions:

- general management of the Board and Organization regarding the implementation of the goal and missions as stipulated by these Articles of Association;
- representation of the Organization before state, local authorities, other state and non-governmental Ukrainian, foreign and international organizations, companies, members of the Organization, individuals; acting on behalf of the Organization without power of attorney and carrying out on behalf of the Organization legally binding acts;
- issuance of powers of attorney, opening and closure of bank accounts, carrying out transactions with them; arrangement of book-keeping according to Ukrainian law (in case of absence of a position of accountant with the Organization); signing documents on behalf of the Organization; entering on behalf of the Organization into agreements or contracts;
- signing of the approved by the General Assembly Articles of Association of the Organization as well as its amendments and addenda;
- Issuance of internal resolutions, orders, approval of instructions and other mandatory for members and employees of the Organization documents;
- Management of the property and funds of the Organization;
- Employment and dismissal of the Organization's employees, determination of their job duties;
- Work administration of members and employees of the Organization;
- Convocation of regular General Assemblies; initiation of convocation of extraordinary General Assemblies, suggestion of the agenda for the General Assembly, signing of decisions approved;
- Preparation of reports regarding the Organization's activities; submission of the reports for the General Assembly's approval;
- Presiding over the Board's sessions;
- Implementation of the assignments given by the General Assembly;
- Carrying out other functions related to the Organization's activities that do not lay within the competence of the General Assembly or Board.

The President shall be authorized to delegate some of his/her rights and obligations to the Organization's officers.

4.4.3. The President of the Organization shall simultaneously serve as the Head of the Board and preside over its meetings.

4.4.4. The President of the Organization may be revoked before the expiration of his/her term by the decision of the General Assembly upon the recommendation of at least 1/2 of members of the Board in following cases:

- upon his/her own will supported by the letter of resignation;
- multiple breaches of these Articles of Association;
- commitment of actions that cause material or moral damage to the Organization.

4.4.5. The Vice-President of the Organization shall serve as its Deputy President and simultaneously the Deputy Head of the Board. The first appointment of the Vice-President shall be carried out by the Meeting of the Founders of the Organization, all following – by the Board. Candidates for the position of the Vice-President of the Organization shall be nominated from amongst the individuals who are on the day of their nomination hold office of the member of the Board.

4.4.6. The Vice-President of the Organization shall act as its President during his/her absence or inability to perform his/her functions. The Vice-President of the Organization acts under the instructions of the President and performs some of his/her duties under the instructions of the Board or the President.

4.4.7. Should the President of the Organization be unable to take up his/her duties during more than 6 (six) months, the Vice-President acting under the instruction of the Board shall convoke the Extraordinary General Assembly of the Organization in order to discuss the current situation and matters concerning the management of the Organization.

4.4.8. The President, Vice-President of the Organization shall exercise their functions on a *pro bono publico* basis, but may be reimbursed by the Organization for the expenses incurred in connection with performance of their duties.

4.5. Audit Committee

4.5.1. The Audit Committee shall be appointed by the General Assembly for the term of 5 (five) years and consist of not less than 3 (three) individuals. The Audit Committee shall carry out the function of audit over the financial activity of the Organization (usage of funds and property). The President, Vice-President of the Organization, member of the Board and accountant (should it be appointed) shall not be entitled to be appointed to the Audit Committee. The Head of the Audit Committee shall be appointed by voting of the members of the Audit Committee for the term of office of the Audit Committee.

4.5.2. The Audit Committee shall examine the financial activity of the Organization and report about its findings to the General Assembly at least once a year.

4.5.3. The Audit Committee shall be authorized to request the officers of the Organization to provide them with necessary materials, financial and other documents, as well as personal statements.

4.5.4. The Audit Committee shall present to the General Assembly a report on the annual accounts and balances of the Organization.

4.5.5. The Audit Committee shall perform its functions according to the Regulation on the Audit Committee approved by the General Assembly.

4.5.6. The meetings of the Audit Committee shall be convoked by its Head at least once a year, or within ten days upon the request of the General Assembly, Executive Board or the President of the Organization. The meeting of the Audit Committee shall be deemed to have quorum if the majority of its members are present. All decisions of the Audit Committee shall be adopted by a simple majority vote. Each member of the Audit Committee shall have one vote. In case of equality of votes, the Head of the Audit Committee shall have the decisive vote.

4.5.7. The Audit Committee within its competence shall be authorized to:

- request and obtain from the officers of the Organization, its members and employees all

materials, financial and other documents, as well as personal statements regarding financial activities of the Organization, including *inter alia* raising and spending of the Organization's funds and property;

- draw up reports and opinions regarding financial activities of the Organization and submit them for the approval by the General Assembly;
- retain auditors and other specialists for the audit of the financial activities of the Organization (if needed).

4.5.8. When the interests of the Organization as well as its members are in jeopardy, or in case of the breach of these Articles of Association or abuse of powers by the officers of the Organization or its members, the Audit Committee shall be required to demand the convocation of the General Assembly.

4.5.9. The Head and members of the Audit Committee of the Organization shall exercise their functions on a *pro bono publico* basis, but may be reimbursed by the Organization for the expenses incurred in connection with performance of his/her duties.

4.6. Local branches of the Organisation

4.6.1. The Organisation carries out its activities on the basis of its local branches in Ukraine as well as in other countries, representative offices, affiliates that shall act in accordance with these Articles of Association and their internal regulations that are to be adopted by their governing bodies and approved by the Executive Board, as well as powers of attorney issued by the Executive Board.

4.6.2. Local branches of the Organisation shall be legalized by way of submitting of a written notice on incorporation. Local branches shall not enjoy the status of a legal entity. Affiliates, representative offices etc. shall legalize itself in a manner prescribed by law of the country of their incorporation.

4. INTERNATIONAL COOPERATION

5.1. The Organization shall be entitled to establish international contacts and carry out international activities in accordance with its missions, provisions of these Articles of Association and Ukrainian law.

5.2. Subject to compliance with Ukrainian law as well as provisions and principles of international law, the Organization shall be free to carry out its international activities in various forms, including but not limited to participation in international projects and collaboration with international non-governmental organizations.

5.3. Within the framework of the international cooperation the Organization shall have all rights and obligations of a legal entity.

5.4. The Organization shall be entitled to:

- arrange conferences, lectures, seminars, workshops, presentations, press-conferences, forums and other educational and scientific events, exchange of delegations; delegate its representatives for the participation in relevant events outside Ukraine;
- in collaboration with international organizations carry out researches according to the fields of its activities and publish results thereof.

5.5. Subject to compliance with Ukrainian law the Organization shall have the right to donate its resources to the international assistance, reimburse its expenses (for hosting and sending delegations; translation services, payment of bills etc.), delegate its members, members of the Board, fulltime employees, retained professionals as representatives of the Organization for participation in

educational, scientific events, conferences etc.

5. FUNDS AND PROPERTY OF THE ORGANIZATION

6.1. The Organization may be in possession of money (including *inter alia* in foreign currency), securities, proprietary and non-proprietary rights, tangible and intangible assets, as well as other property necessary for the Organization to carry out its activities envisaged by these Articles of Association.

6.2. The Organization (through its governing bodies) shall independently and on its own disposal exercise ownership rights over its property, money, tangible and intangible assets. The Organization's property may comprise of real estate objects, buildings, equipment, inventory, vehicles, as well as other objects necessary for the Organization to carry out its activities envisaged hereby.

6.3. The Organization shall not be held liable for the obligations of its members. Unless otherwise provided by law, the members of the Organization shall not be held liable for the Organization's obligations.

6.4. The Organization's property may be formed by means of:

- transfer of money and other property or proprietary rights by the Organization's founders, its members or the state;
- admission and membership fees of the Organization's members;
- non-refundable financial assistance or voluntary donations, including *inter alia* contribution from donors and partners;
- charitable (including *inter alia* humanitarian) and international technical aid, grants of Ukrainian or international organizations, legal entities and individuals;
- property and funds acquired as a result of commercial and other activities of the legal entities, organizations, commercial enterprises established by the Organization;
- other sources that do not violate law.

5.5. Funds of the Organization shall be directed to the accomplishment of its statutory missions, employees remuneration, office rent payments, office maintenance, current and capital repair; acquisition and lease of equipment, machinery, transport and other fixed assets, including but not limited to office equipment; implementation of approved plans and programs; acquisition of equipment and inventory, other property and proprietary rights, intangible and other assets necessary for the Organization to carry out its activities according to these Articles of Association.

5.6. No profits or property of the Organization may be distributed among the Organization's founders, members, officers or used by them for their personal benefit (with the exception of remuneration of the Organization's employees, pension deductions and reimbursement of the expenses incurred in connection with the performance of duties).

6.7. The Organization and established by it commercial enterprises, organizations, institutions are required to maintain book-keeping, operative accounting, statistical, financial and other accounting, register with the tax authorities and make budget payments in the manner and in amount prescribed by Ukrainian law.

6.8. The President of the Organization and its accountant (should it be appointed) shall be responsible for maintenance of the Organization's book-keeping and records.

6.9. The financial year of the Organization shall be the period of twelve months commencing on 01 January and ending on 31 December.

6. WINDING-UP OF THE ORGANIZATION

7.1. Winding up of the Organization shall be carried out through liquidation (voluntary or involuntary) or reorganization.

7.2. Decisions regarding reorganization of the Organization shall be subject to approval of not less than 3/4 of the Organization's members (their representatives) present at the General Assembly. As a result of the reorganization the legal rights and obligations of the Organization shall be transferred to its legal successors.

7.3. The Organization may not be reorganized into a for-profit legal entity.

7.4. The Organization may be liquidated by the decision of the General Assembly adopted by at least 3/4 of votes of the Organization's members present at the General Assembly or by a court decision. The liquidation of the Organization shall be carried out by a liquidation committee appointed by the General Assembly or court. From the moment of appointment of the liquidation committee it shall carry out the management of the Organization.

7.5. The liquidation committee evaluates the Organization's property, settles accounts payable with its creditors and the state, draws up the liquidation balance sheet and submits it for the approval of the body which adopted the decision on liquidation.

7.6. Unless otherwise provided by law on non-governmental organizations, the Organization's assets may not be distributed among its members, and shall be transferred to one or several non-governmental organizations of the relative type or to the state budget balance.

7.7. The Organization shall be deemed liquidated as of the date of the relevant entry into the Unified State Registry.

7. ENTRY INTO FORCE OF THE ARTICLES OF ASSOCIATION. AMENDMENT OF THESE ARTICLES OF ASSOCIATION

8.1. These Articles of Association shall enter into force as of the date of its state registration.

8.2. Should any provision of these Articles of Association be rendered or declared invalid, such invalidation should not affect the remaining provisions thereof and these Articles of Association as a whole, which shall remain in full force and effect.

8.3. Any amendments or addenda to these Articles of Association are subject to mandatory state registration in accordance with law.

8.4. Any amendments or addenda to these Articles of Association shall be approved by the General Assembly. Such amendments or addenda shall be deemed approved if at least 3/4 of the Organization's members present at the General Assembly voted for it.