

	<p>Approved by Resolution of the Constituent Meeting of Founders of Non-governmental Organisation Centre of environmental initiatives “Ecoaction”</p> <p>Minutes No. 1 of 1 March 2017</p> <p>As amended by the General Meeting of Members of Non-Governmental Organisation Centre of Environmental Initiatives “Ecoaction”</p> <p>Minutes No. 54 dated 17 December 2018</p>
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CHARTER of

NON-GOVERNMENTAL ORGANISATION CENTRE FOR ENVIRONMENTAL INITIATIVES “ECOACTION”

AS RESTATED

(Identification code 41210108)

Kyiv, 2018

1. GENERAL PROVISIONS

1.1. Non-Governmental Organisation Centre for Environmental Initiatives “Ecoaction” (the “Organisation”) is a non-profit non-governmental organisation uniting citizens that share common interests to pursue its goals and tasks as provided by this Charter.

1.2. Name of the Organisation shall be:

Full name: Громадська організація «Центр екологічних ініціатив «Екодія».

Short name: ГО «Екодія».

Full name in English: Centre for environmental initiatives “Ecoaction”.

Short name in English: Ecoaction.

1.3. Non-Governmental Organisation “Ecoaction” has been established and exists under the Ukrainian Constitution, the Ukrainian Law on Non-Governmental Associations, other legislative instruments and this Charter. Matters that relate to the activities of the Organisation, but are not covered by this Charter, shall be governed by relevant Regulations and instruments as may be issued by the management bodies of the Organisation.

1.4. The Organisation shall be established and operate under the principles of voluntary involvement, self-administration, free choice of territory of operation, equality before the law, no financial interest of its members, transparency, openness and publicity.

1.5. The Organisation shall acquire rights of a legal entity after its state registration in accordance with applicable law, and is a social business the main objective of which is not related to the making of profit. The Organisation can have independent assets, its own balance sheet, seal, stamps and letterheads bearing its own name, accounts, including foreign currency accounts with banks, its symbols (logo, flag or other distinctions) that shall be approved in accordance with the Charter and registered under the statutory procedure.

1.6. The form of incorporation of the Organisation shall be: non-governmental organisation.

1.7. The Organisation shall have the right to execute, in its own name, any agreements (transactions), to acquire property and/or non-property rights, to accrue obligations, sue and be sued, own money and other property.

1.8. The Organisation shall interact with the Ukrainian government authorities and enterprises, non-governmental organisations, and institutions, including international ones, and individuals. The Organisation can be a member of any associations pursuant to this Charter and Ukrainian law. A resolution to join any association shall be made by the General Meeting or the Management Board of the Organisation.

2. GOALS AND AREAS OF WORK

2.1. The goal of the Organisation is to protect the environment through impact on the making of decisions and to promote the development of active civil society.

2.2. Key areas of the Organisation's activities include:

- 2.2.1 Climate change. The reduction of greenhouse gas emissions in all sectors of the economy and adaptation to climate change impacts with a progressive national climate policy.
- 2.2.2 Energy sector. The promotion of transition to renewables and phasing out energy production from coal and nuclear power plants.
- 2.2.3. Energy saving. The improvement of energy efficiency in the housing sector with a relevant legislation and support from the government.
- 2.2.4. Transport. The reduction of transport emissions with an effective national policy and standards, and the promotion of public transport development.
- 2.2.5. Agriculture. The mitigation of adverse environmental impacts of agribusinesses due to the adoption of modern environmental standards and the development of small and medium farms.
- 2.2.6. The support of local communities in the protection of their environmental rights.
- 2.2.7. Ecoaction's community. The development of a responsible and concerned community that takes measures to protect the environment through volunteering, activism, and support.

The Organisation may launch, and take part in, other initiatives aiming to reduce environmental pollution, to protect biological and landscape diversity and to effectively use natural resources. In its activities, the Organisation may also address the aspects of social and economic impacts and democratic decision-making.

2.3. The methods of work of the Organisation include:

- 2.3.1. carrying on analytical and research activities;
- 2.3.2. participating in the development and preparation of comments on regulations in the statutory manner at the national, sectoral, political, local, and international levels;
- 2.3.3. conducting training and consultative events (including workshops, training courses, consultations, contests, exhibitions, study tours, round-table discussions, conferences, etc) and participating in such events;
- 2.3.4. conducting and participating in public events (including public hearings, public consultations, peaceful gatherings, peaceful assemblies, outdoor events or meetings);
- 2.3.5 raising awareness of the general public in Ukraine, in particular, through the media;
- 2.3.6. cooperating with environmental initiatives and activists;
- 2.3.7. supporting local non-governmental organisations and initiatives through the provision of grants;
- 2.3.8. cooperating with representatives of the media;
- 2.3.9. suing and/or being involved as a third-party intervener in any proceedings over environmental human rights;
- 2.3.10. cooperating with international organisations and networks; participating in international programmes and events;
- 2.3.11. sitting on public councils and other structures of the government authorities,

3. RIGHTS OF THE ORGANISATION

3.1. To pursue the goals and tasks as provided by the Charter, the Organisation shall, in the manner prescribed by applicable law, have the right to:

- 3.1.1. represent and promote its legitimate interests and those of its members before government authorities, non-governmental organisations and courts;
- 3.1.2. freely disseminate information on its activities and propagate its goals and objectives;
- 3.1.3. approach central government authorities, authorities of the Autonomous Republic of Crimea, local self-government authorities, and officials and officers of such authorities with proposals (comments), applications (petitions) or complaints;
- 3.1.4. receive public information from government authorities and other owners of public information;
- 3.1.5. participate in the development of draft regulations that are issued by central government authorities, authorities of the Autonomous Republic of Crimea or local self-government authorities and affect the activities of the non-governmental association and important aspects of public and social life;
- 3.1.6. conduct public events (including public hearings, public gatherings, assemblies, outdoor events or meetings) as part of the activities of the Organisation;
- 3.1.7. voluntarily establish organisations, including international organisations, and enter into cooperation and mutual aid contracts;
- 3.1.8. maintain direct international contacts with foreign non-governmental organisations, enter into related agreements and participate in international events that relate to the Organisation's activities and are not in conflict with international obligations of Ukraine;
- 3.1.9. set up media organisations;
- 3.1.10. execute any civil transactions, acquire such property and non-property rights as may be necessary to pursue the Organisation's tasks as provided by this Charter;
- 3.1.11. lease or receive for temporary free use any such buildings, equipment, transport vehicles or other property as may be necessary to perform the tasks of the Organisation as provided by this Charter;
- 3.1.12. engage in statutory entrepreneurial activities, whether directly or through legal entities (companies or enterprises) that are established in the manner prescribed by law, provided that such activities promote and are consistent with the goals (tasks) of the non-governmental association;
- 3.1.13. open bank accounts in the national and foreign currencies;
- 3.1.14. publish the results of research and methodological work of the Organisation; conduct awareness raising campaigns;
- 3.1.15. prepare and conduct lectures, round-table discussions, seminars, conferences, exhibitions, etc., consultations involving the representatives of the public, central and local government authorities, experts from various fields of social life, including international experts;
- 3.1.16. prepare and conduct the public review of draft resolutions;
- 3.1.17. engage in educational activities, teaching and guiding;
- 3.1.18. become a member of unions and other associations that are established on a voluntary basis and contribute to the implementation of the tasks as provided by this Charter, including with the involvement of foreign partners;
- 3.1.19. share information and experience and exchange experts with foreign organisations;
- 3.1.20. have its own symbols and use the same in the manner prescribed by Ukrainian law, and to promote its name and symbols;
- 3.1.21. be involved in the activities of consultative, advisory and other auxiliary bodies

established by central or local self-government authorities or authorities of the Autonomous Republic of Crimea to hold consultations with non-governmental organisations and to prepare recommendations on matters relating to their activities; and

3.1.22. create and implement different projects or programmes.

4. MEMBERS OF THE ORGANISATION; THEIR RIGHTS AND OBLIGATIONS

4.1. Membership shall be voluntary, individual and limited in time.

4.2. Membership shall be open to any Ukrainian and/or foreign citizens and/or stateless persons legally residing in Ukraine, who have reached the age of 14 and support the goals and tasks of the Organisation and adhere to its Charter, and take active part in the Organisation's activities.

4.3. To become a member, a person shall file an admission application, pay the membership fee and be recommended by at least two members of the Organisation. In the application, the applicant shall specify their full name, residence address, contact phone number, email, and the date of birth, and confirm their commitment to adhere to the Charter, and give their consent to the processing of their personal data in accordance with the tasks as provided by the Charter and applicable law. The application for admission to membership shall be considered by the Management Board in the manner prescribed by this Charter.

4.4. A membership card shall be valid for 12 months and provided to the member upon request. The model membership card shall be approved by the Management Board of the Organisation and signed by the Executive Director of the Organisation. The Organisation shall keep internal records of its members and membership cards issued to them to control the membership cards that are in the possession of the Organisation's members. If a member resigns from membership of the Organisation, the latter shall revoke the membership card if it has been issued earlier.

4.5. Members of the Organisation shall have the right to:

4.5.1. elect and be elected to the management bodies of the Organisation, and take part in any events conducted by the Organisation;

4.5.2. freely discuss any matters relating to the activities of the Organisation and its management bodies, submit proposals, receive information and explanations about the activities of the Organisation, and submit any matters for consideration by the Management Board;

4.5.3. participate in the work of permanent and temporary commissions as established by orders of the competent bodies of the Organisation;

4.5.4. be involved in the pursuing of goals, tasks and areas of activities of the Organisation and the implementation of its programmes;

4.5.5. appeal against any decisions, acts or omissions of the Organisation's management bodies, submit applications, objections to and complaints about their decisions to the Management Board and to request that any of the above be considered by the General Meeting;

4.5.6. regularly receive information about the activities of the Organisation;

4.5.7. freely resign from the Organisation.

4.6. The members of the Organisation shall:

4.6.1. comply with the provisions of this Charter;

4.6.2. comply with resolutions passed by the management bodies of the Organisation within the scope of their powers;

4.6.3. report to the Management Board of the Organisation any facts that are likely to affect the activities of the Organisation and any violations of this Charter;

4.6.4. in advance notify the Executive Director of participation in any conferences or other public events as a member of the Organisation.

4.6.5. timely pay the admission and membership fees to the extent and within the time period as established by the Management Board of the Organisation;

4.6.6. assist in the performance of the Organisation's tasks;

4.7. Membership shall be terminated if a member files a relevant application for their resignation from membership of the Organisation.

4.7.1. The termination of membership shall come into effect on the day of filing of the application with, or sending an email about resignation from membership of the Organisation to, the Chair of the Management Board, or, in the case of a deceased member, on the day of receipt of the death certificate.

4.7.2. If a person, who is a member of the Organisation and its Management Board, wishes to resign from membership of the Organisation, they shall also file an application provided at paragraph 4.7.1 of this Charter. An extraordinary General Meeting shall elect a new member of the Management Board. If a person, who is a member of the Organisation and the Chair of the Management Board, wishes to resign from membership of the Organisation, they shall file an application for termination of their membership of the Organisation with the Management Board and shall be excluded from membership of the Management Board. The Management Board shall elect the new Chair in accordance with the provisions of this Charter. The new Chair shall take office on the day following the day of their election.

4.7.3. Cancellation of membership by the Management Board's decision in the case of:

- failure to comply with the requirements of this Charter;
- if a member's conduct is inconsistent with the goals and tasks of the Organisation.
- failure to comply with decisions of the Management Board, rules, regulations and obligations as approved by the Management Board, which are binding on any member;
- a person's conduct is inconsistent with membership of the Organisation, particularly, disseminating misleading information or engaging in activities that undermine or adversely affect the interests, honour, dignity and business reputation of, or have caused financial loss to, NGO "Ecoaction"; or
- if a member has been in arrears with their membership fee for more than 12 months.

4.8. No member of the Organisation shall have the right to vote at a General Meeting on issues related with him/her or on any dispute between him/her and the Organisation.

4.9. Members are permitted to be members of other associations of citizens.

5. MANAGEMENT AND CONTROL BODIES OF THE ORGANISATION

5.1. The management bodies of the Organisation are the General Meeting of Members, the Management Board, the Chair of the Management Board, the Executive Director. The Supervisory Board is the controlling body of the Organisation.

5.2. **The General Meeting of Members** (the "General Meeting") shall be the supreme body of the Organisation authorized to decide on any matters relating to its activities.

5.3. The General Meeting shall be called at least annually and shall be deemed duly constituted if the simple majority of the Organisation's members are present.

5.4. Members who are not in arrears with their membership fees shall be entitled to attend and to vote at General Meetings (whether ordinary or extraordinary). The members shall be notified of the date, time and place of an ordinary General Meeting and the agenda of such meeting by an email sent at their email boxes not less than 14 days in advance. Members may participate in a

General Meeting using electronic means of communication. The members of the Management Board may invite any persons, who are not members of the Organisation, to attend (without vote) General Meetings.

5.5. The General Meeting shall transact any business suggested by the Management Board, the Chair of the Management Board and members of the Organisation.

5.6. An Extraordinary General Meeting shall be called by the Management Board or the Chair of the Management Board if there are any circumstances that adversely affect any significant interests of the Organisation and to the extent provided by this Charter and Ukrainian law. All members of the Organisation shall be notified of the date, time and place of an extraordinary General Meeting and the agenda of such meeting not less than 14 days in advance

5.7. At least one-tenth of the Organisation's members may request that the Management Board call an extraordinary General Meeting. If the Management Board refuses to call the Extraordinary General Meeting, the abovementioned members may call such meeting on their own.

5.8. The following matters shall be reserved to the General Meeting:

5.8.1. determining key areas of the Organisation's activities, approving its plans and reports of implementation of such plans.

5.8.2. approving and introducing amendments to the Charter.

5.8.3. approving the emblems, logos and flag of the Organisation.

5.8.4. deciding on the setting up or dissolving of subdivisions of the Organisation;

5.8.5. deciding on the disposal of the Organisation's assets for an amount equivalent to fifty or more than fifty per cent of the Organisation's assets;

5.8.6. deciding on any re-organisation of the Organisation;

5.8.7. deciding on the dissolution of the Organisation;

5.8.8. deciding on the appointment of the liquidation commission and approval of the liquidation balance sheet;

5.8.9. appointing and removing the Management Board or individual members of the Management Board;

5.8.10. determining the procedure and methods for the exercising of right of ownership and relevant control.

5.9. When voting, each member of the Organisation shall have one vote, which vote may not be delegated to any other person. Any resolution of a General Meeting shall be deemed to have been duly made if it has been upheld by simple majority vote of the members present at such General Meeting. A decision on any of the matters referred to at paragraph 5.8.2 (introducing amendments to the Charter), paragraph 5.8.7 (deciding on the dissolution of the Organisation), paragraph 5.8.5 (disposal of the Organisation assets for an amount equivalent to fifty or more than fifty per cent of the Organisation's assets) shall be deemed to have been duly made if it has been upheld by at least three-fourths of the members present at the General Meeting.

5.10. The General Meeting shall make "Decisions." Any decision made by the General Meeting in line with the requirements of this Charter, internal regulations and Ukrainian law, shall be binding on all other management bodies and members of the Organisation. If any General Meeting is conducted using electronic means of communication, procedures for registration for participation in such meeting and decision-making procedures shall be determined in a special regulation to be approved by the Management Board of the Organisation.

5.11. A General Meeting shall be presided by the Chair who is elected among members by the

General Meeting. Business transacted at the General Meeting shall be recorded in minutes. Minutes of the General Meeting shall be maintained by the General Meeting secretary and signed by the Chair and the secretary of the General Meeting.

5.12. **The Management Board** shall be the management body of the Organisation during the periods between the General Meetings. The members of the Management Board shall be appointed for a period until next General Meeting and run the activities of the Organisation.

5.13. The Management Board shall be accountable to the General Meeting and ensure that decisions of the General Meeting are implemented. The Management Board shall act on behalf of the Organisation to the extent set out in this Charter, internal regulations and applicable law.

5.14. The organisational chart of the Management Board, its composition and administrative functions shall be approved by the General Meeting. Members of the Management Board shall be accountable to the General Meeting and account to them for the activities of the Organisation and proper performance of their functional duties.

5.15. The General Meeting shall elect the members of the Management Board among relevant members of the Organisation. The term of office of members of the Management Board shall be limited to one year. Members of the Management Board may be re-elected.

5.16. Meetings of the Management Board may be held using electronic means of communication.

5.17. The Chair of the Management Board shall preside at its meetings. The powers of the Chair of the Management Board are described at paragraphs 5.25 to 5.28 below.

5.18. The Chair of the Management Board shall call its meetings at least quarterly or within ten business days after the receipt of a written application of a one-third of members of the Board requesting that a meeting of the Management Board be called.

5.19. A meeting of the Management Board shall be deemed duly constituted if the majority of its members are present at the meeting.

5.20. The Management Board shall pass its resolutions by simple majority vote of its members present at a meeting. The Management Board's resolutions shall be reflected in minutes and kept.

5.21. The following matters shall be reserved to the Management Board:

5.21.1. organising the implementation of resolutions of General Meetings.

5.21.2. calling General Meetings and preparing their agenda, preparing materials related to the agenda items; giving a preliminary consideration to all matters reserved to the General Meeting, and preparing related draft resolutions.

5.21.3. preparing and submitting recommendations to the General Meeting on key areas of the Organisation's activities;

5.21.4. approving budgets and annual work plans of the Organisation under relevant programmes (including with a breakdown by projects);

5.21.5. performing individual functions related to asset management in accordance with resolutions of the General Meeting of the Organisation.

5.21.6. approving annual comprehensive and financial statements and results of audits etc, and submitting reports on the Organisation's financial activities for a previous year to the General Meeting;

5.21.7 checking whether the assets of the Organisations are properly used—analysing, preparing reports, and submitting to the General Meeting recommendations regarding the financial activities of the Organisation and the proper use of the Organisation's assets;

- 5.21.8. approving admissions to, and exclusions from, membership of the Organisation;
- 5.21.9. approving Regulations on subdivisions of the Organisation;
- 5.21.10. dealing with the participation of the Organisation in coalitions, partnerships, networks, unions and associations of civil groups, including international ones;
- 5.21.11. appointing and removing the Executive Director;
- 5.21.12. approving new sources of funding of the Organisation;
- 5.21.13. approving the attributes, standard letterheads, seals, and stamps of the Organisation;
- 5.21.14. approving standards and internal policies of the Organisation;
- 5.21.15. deciding on other matters except for those reserved to the General Meeting.
- 5.22. Members of the Management Board, employees and members of the Organisation shall be notified of the date, time and agenda of an ordinary meeting not less than five days in advance by an email sent to the last known email box of each of the members specified at the time of their admission, and not less than one day in advance in the case of an extraordinary meeting.
- 5.23. Each member of the Management Board may initiate the passing of a resolution on any of the matters reserved to the Management Board.
- 5.24. Mandates of any or all members of the Management Board may be early terminated by resignation or based on a resolution of an extraordinary General Meeting or by resolution of the Management Board where a member takes civil or other public office, or is elected to a management body of a political party or to another post, constituting a conflict of interests with the tasks and goals of Ecoaction. If the mandate of a member of the Management Board is terminated, the General Meeting shall vote to elect a new member of the Management Board at a General Meeting.
- 5.25. **The Chair of the Management Board** shall be elected at the first meeting of the Management Board among its members. The term of office of the Chair of the Management Board shall be limited to one year.
- 5.26. The Chair of the Management Board shall:
- 5.26.1. be responsible for the general management of work of the Management Board;
- 5.26.2. run the preparation of General Meetings and meetings of the Management Board and preside at such meetings;
- 5.26.3. sign documents on behalf of the Management Board of the Organisation;
- 5.26.4. report to the General Meeting on the activities of the Management Board. The reporting procedures shall be approved by the General Meeting.
- 5.26.5. perform other acts arising from the tasks of the Organisation as provided by this Charter.
- In the case of equality of votes, the Chair of the Management Board shall have a casting vote.
- 5.27. If the Chair of the Management Board is absent or otherwise temporarily unable to perform his duties, he may authorise in writing any Deputy Chair of the Management Board or the Executive Director to act as the Chair of the Management Board.
- 5.28. The Chair of the Management Board may be re-elected by two-thirds of the votes of the members of the Management Board..
- 5.29. **The Executive Director.**
- 5.30. The Executive Director shall be responsible for the management of the Organisation during the periods between meetings of the Management Board. The Executive Director shall be appointed by simple majority vote of the Management Board based on results of a transparent

competition. The Executive Director shall be appointed for three years. The Management Board shall decide on the extension of the contract with the Executive Director or announce a new competition to fill this post once every three years. The Management Board shall appoint the new Executive Director no later than in the last month of the term of office of the existing Executive Director.

5.31. The Executive Director of the Organisation shall:

5.31.1. be responsible for the general management of current activities of the Organisation and report to the General Meeting and the Management Board;

5.31.2. with full authority, act on behalf of the Organisation and represent the Organisation before any institutions and organisations, government authorities, legal entities and individuals;

5.31.3. be responsible for the attainment of key goals and tasks of the Organisation, and the implementation of its strategic plan;

5.31.4. take measures to raise funds for the Organisation to perform its activities, projects and programmes as provided by this Charter;

5.31.5. open bank accounts;

5.31.6. be authorised to sign documents on behalf of the Organisation as a chief executive officer;

5.31.7. approve the delimitation of responsibilities and authorities of the Organisation's full-time employees; approve their job descriptions;

5.31.8. hire (on a competitive basis) and dismiss full-time employees;

5.31.9. execute agreements (contracts) on behalf of the Organisation;

5.31.10. issue orders and other instruments related to the Organisation's activities, manage the development of any internal standards and procedures; and

5.31.11. perform other acts arising from the tasks of the Organisation as provided by the Charter.

5.32. If the Executive Director is absent or otherwise temporarily unable to perform his duties, the Chair of the Management Board or a designated Deputy Executive Director of NGO "Ecoaction" shall act as the Executive Director.

5.33. The performance of the Executive Director shall be assessed once every three years.

5.34. **The Supervisory Board** shall be appointed by the General Meeting for three years and shall be composed of at least three members. The Chair of the Management Board and its members may not be elected to the Supervisory Board.

5.35. The composition of the Supervisory Board may be changed before the expiry of their mandate based on a resolution of the Management Board. After the expiry of the mandate of the existing Supervisory Board, the General Meeting shall pass a resolution to elect a new Supervisory Board.

5.36. Meetings of the Supervisory Board shall be called on its own initiative or by the Management Board or at the request of 20% of the members of the Organisation at least annually. Meetings of the Supervisory Board may be conducted using electronic means of communication.

5.37. Any resolution of the Supervisory Board shall be deemed to have been duly passed if it has been upheld by simple majority vote of its members.

5.38. Members of the Supervisory Board shall have access to any documents relating to activities of the Organisation, request that any management or executive body or an official of the Organisation provide necessary written explanations, initiate meetings of the Management Board

or amendments to the Charter, and call an extraordinary General Meeting.

5.39. The Supervisory Board shall be authorised:

5.39.1. to impose a veto on the appointment of the Executive Director; to override the veto, the Management Board shall submit another option or put that matter on the agenda of an ordinary or extraordinary General Meeting;

5.39.2. to submit proposals and comments regarding programme and financial plans of the Organisation;

5.39.3. to prepare reports on financial and programme activities;

5.39.4. to prepare reports on other matters of the Organisation's activities.

5.40. If prior to a meeting of a management body individual members of such management body notify in writing that they will be unable to attend the meeting, they shall have the right to cast their votes using communication facilities (telephone, email, Internet, etc.), either concurrently or before the meeting is closed.

5.41. In the case of an email ballot, a decision shall be deemed to have been duly passed if it is upheld in writing by at least 60% of the members within ten calendar days after the items of business have been sent.

5.42 Reporting procedures of the Management Bodies of the Organisation

5.42.1. The management bodies of the Organisation (the Chair and members of the Management Board and the Executive Director) and the Supervisory Board, as the controlling body, shall report to the members of the Organisation on the performance of their functional duties and tasks of the Organisation as provided by this Charter at an annual ordinary General Meeting of the Organisation.

5.42.2. The reporting procedures of the Management Bodies of the Organisation shall be approved by the General Meeting.

5.42.3. The Executive Director shall ensure that the members of the Organisation have free access to information on activities of the management bodies of the Organisation, including resolutions passed and tasks performed during a given period.

5.42.4. The heads of subdivisions shall report results of their activities to the General Meeting at least annually.

6. Procedures for appealing against resolutions, acts or omissions of the MANAGEMENT BODIES OF THE ORGANISATION and the consideration of complaints

6.1. Members of the Organisation shall be entitled to appeal against resolutions, acts or omissions of any of the management bodies of the Organisation (the General Meeting, the Management Board, the Executive Director, and the Supervisory Board) or any member of the Organisation by filing a written complaint within one month after the person concerned has learned or should have learned about a relevant resolution, act or omission.

6.2. An appeal against a resolution, act or omission of the management bodies or any member of the Organisation shall be filed in the following manner, unless a resolution of the General Meeting provides otherwise:

6.3. A complaint against a resolution, act or omission of a member of the Management Board or a member of the Organisation shall be submitted to the Chair of the Management Board who shall consider the complaint within 20 business days and shall call into their office the appellant and the member of the Management Board (member of the Organisation) whose resolution, act or omission is appealed from.

6.4. A complaint against a resolution, act or omission of the Executive Director may be submitted to the Chair of the Management Board who shall consider the complaint within 20 business days and shall call into their office the appellant and the Executive Director whose resolution, act or omission is appealed from.

6.5. A complaint against a resolution, act or omission of the Chair of the Management Board shall be submitted to the Supervisory Board who shall consider the complaint within 20 business days and shall call into their office the appellant and the Chair of the Management Board.

6.6. A complaint against a resolution, act or omission of a member of the Supervisory Board shall be submitted to next General Meeting who shall call the appellant and the member of the Supervisory Board whose resolution, act or omission is appealed from.

6.7. If the Management Board or the Supervisory Board finds that the resolution on the complaint is out of the scope of its powers, it shall refer the complaint and related materials to the General Meeting and notify the appellant thereof.

6.8. If the appellant disagrees with the resolution of the Management Board or the Supervisory Board, he may appeal the resolution to the General Meeting. Other resolutions, acts or omissions of the Management Board may also be appealed to the General Meeting.

6.9. The General Meeting shall consider the complaint and related materials as submitted to them in cases provided at paragraphs 6.6 and 6.7 above and pass a resolution at the next General Meeting. The appellant shall be notified of the resolution.

6.10. Resolutions, acts or omissions of the General Meeting may be appealed to a court in a manner prescribed by applicable law as in effect at the time of appealing from such resolutions, acts or omissions.

7. INTERNATIONAL COOPERATION

7.1. In accordance with its tasks as set out in the Charter, the Organisation shall have the right to maintain international contacts and engage in international activities in the manner prescribed by this Charter and applicable law.

7.2. The Organisation may engage in international activities through the participation in international projects, operations of international organisations or otherwise to the extent permitted by Ukrainian and international law.

7.3. For the purpose of its international activities, the Organisation shall have a full set of rights and obligations of a legal entity.

7.4. The Organisation shall have the right to:

7.4.1. arrange for the exchange of delegations, organise conferences, exhibitions and meetings with the involvement of foreign partners, and delegate its representatives to relevant activities abroad of Ukraine;

7.4.2. carry out joint research with foreign organisations in line with its areas of activities and publish the results thereof; and

7.4.3. implement other joint programmes and projects with the involvement of foreign partners and international organisations in accordance with applicable Ukrainian law.

8. SUBDIVISIONS OF THE ORGANISATION

8.1 The Organisation may set up unincorporated subdivisions based on resolutions of the General Meeting.

- 8.2. In their activities, the Organisation's subdivisions shall rely on the Organisation's Charter.
- 8.3. The heads of subdivisions shall be appointed by the General Meeting for two years and shall act under powers of attorney. The heads of subdivisions shall be members of the Organisation.
- 8.4. Subdivisions shall be authorized:
- 8.4.1. to represent the Organisation within the territory of their coverage;
- 8.4.2. to pursue the goals and tasks of the Organisation within the territory of their coverage to the extent authorized by the General Meeting;
- 8.4.3. to perform activities aiming to attract new members in a manner that is not prohibited by Ukrainian law;
- 8.5. The head of a subdivision shall have the right:
- 8.5.1. to decide on the use of the name and attributes of the Organisation to perform the tasks of the Organisation;
- 8.5.2. to request assistance from the management bodies of the Organisation with the performance of the Organisation's tasks;
- 8.5.3. to attend (without vote) meetings of the Management Board;
- 8.5.4. to file requests with the Organisation's management bodies;
- 8.6. The head of a subdivision shall:
- 8.6.1. comply with the Organisation's Charter;
- 8.6.2. comply with resolutions of the Organisation's management bodies, which resolutions shall be legitimate and made in accordance with the Charter; and
- 8.6.3. not do anything that could compromise the honour and dignity of members of the Organisation.
- 8.7. Any subdivision may be terminated through its dissolution based on a resolution of the General Meeting.
- 8.8. The Organisation shall report the dissolution of a relevant subdivision to a competent state registration authority in accordance with the requirements of Ukrainian law.
- 8.9. The Management Board shall take possession of the assets and funds of the subdivision dissolved and maintain such possession until the General Meeting decides on the distribution of such assets and funds.

9. ASSETS AND FUNDS OF THE ORGANISATION

- 9.1. The Organisation may have its own assets and funds as may be necessary to carry out its activities as provided by the Charter.
- 9.2. The Organisation shall acquire ownership of funds and other assets received from its members or the state or acquired as a result of admission and membership fees, or contributed by citizens, enterprises, institutions or organisations (sponsors), and any assets purchased from its own funds or otherwise acquired to the extent permitted by law.
- 9.3. The assets of the Organisation shall include assets or funds acquired at no cost or as gratuitous financial aid or voluntary donations, including contributions from members of the Organisation, passive income, grants or subsidies from the state or local budgets, as well as state special-purpose funds, charity aid, humanitarian and technical assistance, including under international treaties to which Ukraine is a party; income from principal activities of the Organisation as provided by the Charter and applicable law.
- 9.4. No income (revenues) of the Organisation shall, whether in full or in part, be distributed between its founders (members), employees (except for their remunerations and single social contribution charges), members of the management bodies and other their related parties.
- 9.5. Income (revenues) of the Organisation shall be used only to finance expenses necessary to

run the Organisation and pursue its goals, objectives, tasks and areas of activities.

9.6. The Organisation may receive voluntary donations in favour of the Organisation, whether in cash or otherwise.

9.7. The Organisation shall be liable for its obligations to the extent of all assets it owns. Members of the Organisation shall not be liable for any of the Organisation's obligations.

9.8. The Organisation shall keep operational, accounting and statistical records, be registered with the bodies of the state tax inspectorate and pay taxes and charges to the state budget in the manner and to the extent as set out by law.

9.9. Activities of the Organisation shall be controlled by government authorities in the manner prescribed by Ukrainian law.

9.10. In the event of the Organisation's dissolution (as a result of liquidation, merger, de-merger, accession or re-organisation), its assets may not be re-distributed among its members, but must be transferred to one or more non-profit organisations of a relevant type or credited to the budget unless the law regulating the activities of relevant non-profit organisations provides otherwise. In the case of re-organisation of the non-governmental association, its property, assets and liabilities shall be transferred to its legal successor.

10. AMENDMENTS

10.1. This Charter may be amended in the manner prescribed by this Charter and applicable Ukrainian law.

10.2. Any amendment to this Charter shall be approved by a resolution of the General Meeting provided that such amendment has been upheld by at least three-fourths of the members present at the General Meeting. A competent registration authority shall be notified of amendments made to this Charter.

11. DISSOLUTION OF THE ORGANISATION

11.1. The Organisation may be dissolved through a voluntary winding-up or the re-organisation through amalgamation with a non-governmental organisation having the same status or by virtue of a court order imposing ban on the organisation.

11.2. The dissolution of the incorporated non-governmental association shall lead to the dissolution of the legal entity.

11.3. The Organisation may at any time decide on its dissolution (voluntary winding-up).

11.4. A decision on the Organisation's voluntary winding-up shall be deemed passed if it has been upheld by three-fourths of the members of the Organisation. The General Meeting shall appoint the liquidation commission or authorise the Management Board to act as the liquidation commission to have the Organisation dissolved as a legal entity, and decide on the use of assets and funds of the non-governmental association after the dissolution in accordance with the Charter.

11.5. In the event of the Organisation's dissolution (as a result of liquidation, merger, de-merger, accession or re-organisation), its assets may not be re-distributed among its members, but must be transferred to one or more non-profit organisations of a relevant type or credited to the budget unless the law regulating the activities of relevant non-profit organisations provides otherwise.

11.6. The General Meeting shall approve the re-organisation of the Organisation if it has been upheld by at least three-fourths of the members of the Organisation. The re-organisation of the Organisation shall be performed through the amalgamation with another non-governmental

association having the same status by virtue of the Organisation's resolution on its dissolution involving further amalgamation with another association, and a resolution of such other non-governmental association evidencing its consent to such amalgamation.

11.7. The procedures for and legal effects of the dissolution of the Organisation through dissolution or re-organisation or in the case of ban on (forced winding-up of) the Organisation shall be determined in accordance with applicable law.

Chair of the General Meeting of Members

I.I. Stavchuk

Secretary of the General Meeting of Members

H.V. Zavorotna