

**“Approved”**

**in a new edition by the General Meeting of  
Non-Governmental Organization “Center  
for Environmental Initiatives “Ecoaction”**

**Minutes No. 28 of March 13, 2021**

**CHARTER**

**NON-GOVERNMENTAL ORGANIZATION  
“CENTER FOR ENVIRONMENTAL INITIATIVES “ECOACTION”**

**NEW EDITION**

(Identification code 41210108)

**Kyiv - 2021**



## **1. GENERAL PROVISIONS**

1.1. Non-governmental organization “Center for Environmental Initiatives “Ecoaction” (hereinafter the Organization) is a non-profit non-governmental organization uniting citizens based on common interests of its members to achieve the goals and objectives set forth in this Charter.

1.2. Name of the Organization:

Full name — Громадська організація «Центр екологічних ініціатив «Екодія»

Abbreviated name — ГО «Екодія»,

Full name in English — Non-governmental organization “Center for Environmental Initiatives “Ecoaction”

Abbreviated name in English — NGO “Ecoaction”

1.3. The Organization is established and operates in accordance with the Constitution of Ukraine, the Law of Ukraine “On Public Associations,” other legislative acts, and this Charter. Issues related to the activities of the Organization and not regulated by this Charter shall be regulated by relevant Regulations and acts adopted by the governing bodies of the Organization.

1.4. The Organization is established and operates based on the principles of voluntariness, self-governance, free choice of operation territory, legal equality, lack of property interest of its members, transparency, openness, and publicity.

1.5. The Organization shall acquire legal entity rights on the date of state registration in accordance with current law. It is a non-profit company whose main purpose shall not regard making profit; it may have separate assets, independent balance, a seal, stamps, and forms with its own name, as well as its symbols (emblem, flag, or other insignia), which shall be approved in accordance with the Charter and registered in the manner prescribed by law.

1.6. Organizational and legal form: non-governmental organization.

1.7. The Organization shall have the right, on its own behalf, to enter into agreements (transactions), acquire property and non-property rights, bear responsibilities, be a plaintiff and defendant in court, and own funds and other assets.

1.8. The Organization shall interact with the state authorities of Ukraine, enterprises, public associations, institutions, including international ones, and individual citizens. The Organization may join unions in accordance with this Charter and the law of Ukraine.

## **2. PURPOSE, OBJECTIVES, AND MAIN ACTIVITIES**

2.1. The purpose of the Organization: To protect the environment through the influence on decision-making and development of an active community.

2.2. The main activities of the Organization shall include public interests protection in such areas as:

2.2.1. Climate change. Reducing greenhouse gas emissions in all economic sectors and adapting to the effects of climate change through a progressive state climate policy.

2.2.2. Energy. Promoting transition to renewable energy sources and reduction in coal and nuclear energy.

2.2.3. Energy saving. Improving energy efficiency in the housing sector through relevant legislation and government support.

2.2.4. Transport. Reducing pollution from transport through effective government policies, standards, and public transport support.

2.2.5. Agriculture. Reducing the negative impact of agriculture industry on the environment through the introduction of modern environmental standards and development of small- and medium-sized farms.

2.2.6. Supporting communities that stand for their environmental rights.

2.2.7. Ecoaction community. Developing a conscious and responsible community that protects the environment through volunteering, activism, and support.

The Organization may initiate and participate in other initiatives aimed at reducing environmental pollution, conservation, and efficient use of natural resources, as well as conservation of biological and landscape diversity. In its activities, the Organization shall also deal with aspects of socio-economic impact and democratic decision-making.

2.3. The main objectives of the Organization shall include:

2.3.1. conducting analytical and research activities;

2.3.2. participating in the development, public discussion, examination, and monitoring of the implementation of decisions and regulations relating to the purpose and statutory objectives of the Organization;

2.3.3. holding educational and consultative events (including seminars, trainings, consultations, contests, exhibitions, press tours, study tours, round tables, conferences, etc.) and participating in them;

2.3.4. holding public events (including public discussions, public hearings, peaceful rallies, meetings, street actions, and gatherings) and participating in them;

2.3.5. raising awareness of the general public of Ukraine, in particular through media;

2.3.6. cooperating with environmental initiatives and activists;

2.3.7. supporting local NGOs and initiatives, including through grants and subgrants;

2.3.8. cooperating with mass media representatives;

2.3.9. participating as a plaintiff and/or a third party in litigations to protect the right to a clean environment;

2.3.10 cooperating with international organizations and networks. Participating in international programs and events;

2.3.11. participating in the work of public councils and other state authorities' structures.

### **3. RIGHTS OF THE ORGANIZATION**

3.1. To achieve the statutory purpose and fulfill the statutory objectives, the Organization, in the manner prescribed by law, shall have the right to:

3.1.1. represent and protect its legitimate interests and legitimate interests of its members in state bodies, local governments, non-governmental organizations and courts, arbitration courts, and other jurisdictional bodies;

3.1.2. freely share information about its activities and promote its purpose (goals);

3.1.3. apply, in the manner prescribed by law, to state authorities, authorities of the Autonomous Republic of Crimea, local governments, and their public officers and officials with proposals (comments), statements (petitions), and complaints;

3.1.4. receive, in the manner prescribed by law, public information owned by authorities and other managers of public information;

3.1.5. participate, in the manner prescribed by law, in the development of draft regulations issued by public authorities, authorities of the Autonomous Republic of Crimea, and local governments and relating to the NGO's activities and important issues of state and public life;

3.1.6. hold public events (including public discussions, peaceful rallies, meetings, street actions, and gatherings) in the course of the Organization's activities;

3.1.7. establish organizations, including international ones, on a voluntary basis and conclude agreements on cooperation and mutual assistance;

3.1.8. maintain direct international contacts with other countries' organizations of citizens, conclude relevant agreements, and participate in international events regarding the Organization's activities that do not conflict with international obligations of Ukraine;

3.1.9. establish mass media and be a subject of publishing activity;

3.1.10. conclude any civil law transactions and acquire property and non-property rights necessary for the implementation of the Organization's statutory objectives;

3.1.11. receive, on the terms of lease or temporary free-of-charge use, buildings, equipment, vehicles, and other assets necessary for the implementation of the Organization's statutory objectives;

3.1.12. carry out business activities in accordance with the law, directly or through legal entities (companies or enterprises) established in the manner prescribed by law, if such activities meet the Organization's purpose and enhance its achievement;

3.1.13. open accounts in national and foreign currencies in banking institutions;

3.1.14. publish results of research and methodological activities of the Organization; carry out public awareness campaigns;

3.1.15. organize and hold lectures, round tables, seminars, conferences, exhibitions, etc., consultations involving representatives of the public, public authorities and local governments, and experts in various fields of social life, including international ones;

3.1.16. develop draft resolutions and conduct public examination of such resolutions;

- 3.1.17. carry out educational and teaching activities;
- 3.1.18. join unions and other associations created on a voluntary basis and contributing to the implementation of statutory objectives, including those involving foreign partners;
- 3.1.19. exchange information, experience, and experts with foreign organizations;
- 3.1.20. have its own symbols and use them in the manner prescribed by the law of Ukraine, promote its name and symbols;
- 3.1.21. in the manner prescribed by law, participate in the work of consultative, advisory, and other subsidiary bodies established by public authorities, authorities of the Autonomous Republic of Crimea, and local governments to hold consultations with NGOs and prepare recommendations on issues related to their activities;
- 3.1.22. create and realize various projects, implement programs.

#### **4. MEMBERS AND PARTICIPANTS OF THE ORGANIZATION, THEIR RIGHTS AND OBLIGATIONS**

4.1. Membership and participation in the Organization is individual, voluntary, and limited in time.

4.2. Citizens of Ukraine, as well as foreigners and stateless persons legally staying in Ukraine, who have reached 14 years of age, support the purpose and objectives of the Organization, adhere to its Charter of the Organization, and actively participate in the statutory activities of the Organization can be members and participants of the Organization.

#### **4.3. Procedure for becoming a member and participant of the Organization:**

4.3.1. The Board of Directors of the Organization shall consider applications of the form approved for admission to the membership of the Organization, which are accompanied by a document confirming payment of a membership fee, consent to the processing of personal data, and recommendations of at least two Organization members. The Board of Directors of the Organization shall decide on the admission or refusal of admission to the membership of the Organization.

4.3.2. Admission of participants of the Organization shall be carried out based on payment of a voluntary charitable contribution in the amount approved by the General Meeting without members' recommendations and additional decisions.

4.4. A membership card shall be issued for a period of membership fee payment, at the request of a person joining the Organization. A sample membership card shall be approved by the Board of Directors of the Organization and signed by the Executive Director. The Organization shall keep internal records of members of the Organization and membership cards issued in order to control membership cards possessed by Organization members. In case of a person's withdrawal from the membership of the Organization, the membership card shall be revoked.

#### **4.5. Rights of Organization members and participants:**

##### 4.5.1 Rights of Organization members:

- 4.5.1.1. to participate in all activities held by the Organization, for members aged 18+ years — to elect and be elected to governing bodies;
- 4.5.1.2. to freely discuss the activities of the Organization and its governing bodies, make proposals, receive information and explanations about the activities of the Organization, and propose issues for the Board's consideration;
- 4.5.1.3. to participate in the work of permanent and temporary subsidiary bodies established by the decision of the Organization's governing bodies;
- 4.5.1.4. to participate in the realization of the purpose and objectives, main activities, and programs of the Organization;
- 4.5.1.5. to appeal against the decisions, acts, or omissions of the governing bodies of the Organization, submit applications, objections, and appeals regarding their decisions to the Board of Directors, and demand consideration of appeals and applications at the General Meeting;
- 4.5.1.6. to regularly receive information about the activities of the Organization;
- 4.5.1.7. to freely leave the Organization;
- 4.5.1.8. to participate in public events as members of the Organization.

##### 4.5.2. Rights of the Organization participants:

- 4.5.2.1. to participate in the General Meeting with the right of advisory vote;
- 4.5.2.2. to freely discuss the activities of the Organization and its governing bodies, make proposals, and receive information and explanations regarding the activities of the Organization;
- 4.5.2.3. to participate in the realization of the purpose and objectives, main activities, and programs of the Organization;
- 4.5.2.4. to regularly receive information and reports of governing bodies on the activities of the Organization;
- 4.5.2.5. to freely terminate participation in the Organization.

#### **4.6. Responsibilities of Organization members and participants:**

##### 4.6.1. Organization members shall be required to:

- 4.6.1.1. comply with the provisions of the Charter of the Organization;
- 4.6.1.2. implement the decisions of the governing bodies of the Organization made within their competence;
- 4.6.1.3. inform the Board of Directors of the Organization about the facts known to them that may affect the activities of the Organization, as well as about the facts of violation of this Charter;
- 4.6.1.4. in advance notify the Executive Director of participation in conferences or other public events as a member of the Organization.
- 4.6.1.5. timely pay membership fees in the amounts and on the due date set by the General Meeting;

4.6.1.6. enhance the performance of the Organization's objectives;

4.6.1.7. comply with the requirements of the governing bodies of the Organization regarding the procedure and terms of use of personal data and other confidential information.

4.6.2. The Organization participants shall have the same obligations as members apart from the obligation to pay membership fees (para. 4.6.1.5) and the opportunity to represent the Organization at events (para. 4.6.1.4).

#### **4.7. Procedure for termination of Organization membership and participation**

4.7.1. The termination of Organization membership and participation shall be based on a written application of a member or notification of a participant to the Board of Directors through the means of communication. Organization membership and participation and holding of elective positions in its bodies shall be terminated on the date of submission of the member's application and the participant's notification without making additional decisions.

4.7.2. If a person who is a member of the Organization and an appointed Executive Director or Deputy Executive Director wishes to terminate Organization membership, they shall submit an application to the Board of Directors for termination of membership. The Board of Directors shall elect a new Executive Director or Deputy Executive Director in accordance with the provisions of this Charter. Organization membership of the Executive Director or the Deputy Executive Director shall be terminated on the day following the day of election of the new Executive Director or Deputy Executive Director. The powers of the new Executive Director or Deputy Executive Director shall take effect on the day following their election.

4.7.3. The Board of Directors shall have the right to decide on the expulsion of the Organization member in the case of:

- violation of requirements of this Charter;
- inconsistency of the member's conduct with the Organization purpose and objectives;
- non-compliance with the decisions of the Board of Directors, violation of mandatory for all Organization members rules, regulations, or obligations approved by the Board of Directors;
- incompatibility of a person's conduct with the status of the Organization member, in particular engaging in activity or sharing information that is incorrect, compromises or damages the Organization's business reputation or causes material damage to it;
- non-payment of the membership fee for more than 12 months from the date when it was to be paid.

Information on the decision shall be sent to the expelled member of the Organization on the next working day.

4.7.4 Participation in the Organization shall be terminated without additional decisions by governing bodies if a participant does not pay the regular fee, or by decision of the Board of Directors in case of violations of the Charter and engaging in activity or sharing information compromising or causing material or business reputation damage to the Organization.

4.8. No Organization member shall have the right to vote when the General Meeting decides on conducting a transaction with them and on the dispute between them and the Organization.

4.9. Membership in other associations of citizens shall not prevent membership in the Organization.



## 5. GOVERNING AND CONTROL BODIES OF THE ORGANIZATION

5.1. The governing bodies of the Organization shall include the General Meeting, the Board of Directors, the Chair of the Board, and the Executive Director. The Supervisory Board is the controlling body of the Organization.

Meetings of the governing bodies of the Organization (the General Meeting and the Board of Directors) can be held both involving direct member participation and through Internet communication using audiovisual computer programs of online conferences.

The Board of Directors of the Organization shall decide on the form of such a meeting and inform the members of the Organization on the decision not later than 14 days before the date set for such a meeting (of the General Meeting or the Board of Directors).

Any governing bodies meeting shall be recorded in minutes. The form of the meeting must be indicated in the minutes: if the meeting was held via the Internet, the minutes must record which computer program was used to hold the meeting.

5.2. The **General Meeting** is the highest governing body of the Organization that shall have the right to decide on any aspects of its activities.

5.3. The General Meeting of members shall be convened by the Board of Directors at least once a year and shall be deemed duly authorized provided that the majority of members of the Organization are present.

5.4. Its members shall participate in the General Meeting (annual and extraordinary) with the right of approval voting. Members shall be notified of the date, place, and time of the annual General Meeting and the agenda thereof not less than 14 days in advance. At the invitation of the members of the Board of Directors, the General Meeting may be attended by the Organization participants and non-members (without the right to vote).

5.5. The General Meeting shall consider the issues submitted for its consideration by the Board of Directors, the Chair of the Board, as well as Organization members.

5.6. An Extraordinary General Meeting shall be convened by the Board of Directors or the Chair of the Board in the presence of circumstances affecting the Organization's essential interests, as well as in other cases provided by this Charter and the law of Ukraine. All Organization members shall be notified of the date, place, and time of the Extraordinary General Meeting and the agenda thereof not less than 14 days in advance.

5.7. At least one tenth of Organization members shall have the right to initiate the convening of an Extraordinary General Meeting before the Board of Directors. If the request of Organization members to convene a General Meeting is not met, these members shall have the right to convene the General Meeting themselves.

5.8. The exclusive competence of the General Meeting shall include:

5.8.1. identifying the Organization's main activities, approving its plans and reports on their implementation, and considering and approving reports of the Organization's governing bodies.

5.8.2. *making and approving amendments to the Charter.*

5.8.3. approving the logo, emblem, and flag of the Organization.

5.8.4. making a decision on the establishment and termination of separate units of the Organization.

5.8.5. *making a decision on the alienation of the Organization's assets in the amount of fifty percent or more of the Organization's assets.*

5.8.6. *making a decision on the reorganization or self-dissolution of the Organization.*

5.8.7. determining the amounts and due date of membership fees' payment by Organization members.

5.8.8. appointing the liquidation commission and approving the liquidation balance sheet.

5.8.9. electing the Board of Directors of the Organization and recalling the Board of Directors or individual members of the Board of Directors.

5.8.10. determining the procedure and methods of exercising property rights and control over their implementation.

5.9. When voting, each Organization member shall have one vote with no right of reassignment. Resolutions of the General Meeting shall be deemed adopted if they are supported by a simple majority of votes of Organization members present at the General Meeting. On the issues considered in para. 5.8.2 (making and approving amendments to the Charter), para. 5.8.5 (alienation of the Organization's assets in the amount of fifty percent or more of the Organization's assets) and para. 5.8.6 (decision on the Organization's termination), decision shall be deemed adopted if at least three quarters of the members present have voted for it.

5.10. Resolutions adopted by the General Meeting in compliance with the requirements of this Charter, internal documents, and Ukrainian law shall be binding on all other governing bodies of the Organization and Organization members.

5.11. The meetings of the General Meeting shall be chaired by a person from among the members of the Organization, who has the right to vote and is elected by the General Meeting as the Chair of the Meeting. Minutes of the General Meeting shall be kept by the Secretary of the General Meeting and signed by the Chair and the Secretary of the General Meeting.

5.12. The **Board of Directors of the Organization** is the governing body of the Organization performing managing functions regarding the Organization's activities.

5.13. The Board of Directors shall be accountable to the General Meeting and ensure implementation of their decisions. The Board of Directors shall act on behalf of the Organization as set by this Charter, internal documents, and current law.

5.14. The structure of the Board of Directors and its composition shall be approved by the General Meeting. The members of the Board of Directors shall be accountable to the General Meeting and shall account to them for the activities of the Organization and proper performance of their duties.

5.15. The composition of the Board of Directors shall be formed by electing at least three members of the Organization by the General Meeting. The term of office of the Board of Directors shall be one year. Members of the Board of Directors of the Organization may be re-elected for the next term.

5.16 Full-time employees may not be the Board members. Members of the Board of Directors shall perform their duties free of charge.

5.17. The Chair of the Board shall chair the meetings of the Board. The powers of the Chair of the Board are described in Art. 5.25-5.28.

5.18. Meetings of the Board of Directors shall be convened by the Chair of the Board of the Organization at least once every three months or within ten working days after the receipt of a

written statement of one third of the Board members.

5.19. Decisions of the Board of Directors shall be made by a simple majority of votes of the Board members and shall be recorded in minutes.

5.21. The Board of Directors shall be responsible for:

5.21.1. organizing the execution of the General Meeting resolutions.

5.21.2. convening the General Meeting and preparing its agenda, preparing materials on the agenda, preliminary considering all the issues reserved to the General Meeting, and preparing draft decisions on these issues for the General Meeting.

5.21.3. preparing and submitting recommendations to the General Meeting to determine the main activities of the Organization;

5.21.4. approving the Organization's budget and annual work plan under program areas (including a breakdown into projects);

5.21.5. performing certain functions related to asset management in accordance with the resolution of the General Meeting of Organization members.

5.21.6. approving annual comprehensive and financial statements, audit results, etc. and reporting to the General Meeting a conclusion on the Organization's financial activities for the past year.

5.21.7. checking targeted use of the Organization's assets — analyzing, reporting conclusions, and making proposals on the Organization's financial activities and targeted use of assets for discussion at the General Meeting.

5.21.8. approving Organization membership and withdrawal from it;

5.21.9. approving Regulations on separate units of the Organization;

5.21.10. dealing with participation of the Organization in coalitions, partnerships and networks, and unions and associations of citizens, including international ones;

5.21.11. appointing and dismissing the Executive Director and Deputy Executive Director;

5.21.12. approving new sources of funding of the Organization's activities;

5.21.13. approving the Organization's symbols, samples, and descriptions of forms, stamps, and seals;

5.21.14. approving standards and internal policies of the Organization.

5.21.15. resolving other issues, except for those reserved to the General Meeting.

5.22. Members of the Board of Directors, Organization employees and members shall be notified of the date, time, and Agenda of an ordinary meeting not less than 5 days in advance by a letter sent to each member's e-mail specified upon joining the Organization, and no later than 1 day in advance in case of an extraordinary meeting.

5.23. Each member of the Board of Directors may initiate passing a resolution on any of the issues reserved to the Board of Directors.

5.24. Mandate of any member of the Board of Directors or the Board of Directors as a whole may be terminated prematurely at their own request, by resolution of the Extraordinary General Meeting, or by personal application due to a member of the Board of Directors entering civic or other public service or being elected to the governing bodies of political parties or other positions having a conflict of interest with the goals and objectives of the Organization. If the powers of

the Board member are terminated, an annual General Meeting shall vote to elect a new member of the Board of Directors.

5.25. The **Chair of the Board** of the Organization shall be elected at the first meeting of the Board of Directors from among its members. The term of office of the Chair of the Board is one year. The Chair shall perform their duties free of charge.

5.26. The Chair of the Board of the Organization shall:

- 5.26.1. be responsible for the general management of the Board of Directors;
- 5.26.2. head the preparation of the General Meeting and meetings of the Board of Directors and chair them;
- 5.26.3. sign documents on behalf of the Board of Directors of the Organization;
- 5.26.4. report on the Board activities to the General Meeting. The reporting procedure shall be approved by the General Meeting.
- 5.26.5. perform other actions arising from the statutory objectives of the Organization.
- 5.26.6. act without a power of attorney on behalf of the Organization and represent the Organization in all institutions and organizations and relations with authorities, legal entities, and individuals.

The Chair of the Board shall have the right to a casting vote when voting at the Board meeting in case votes are equally divided.

5.27. In the absence of the Chair of the Board or temporary inability to perform their duties, their powers shall be transferred to another Board member based on a resolution of the Board of Directors.

5.28. The election of the Chair of the Board shall be carried out by two thirds of the votes of the Board members.

#### **5.29. Executive Director of the Organization.**

5.30. The Executive Director shall be responsible for current management of the Organization and ensure the implementation of the decisions of the Organization's other governing bodies. The Executive Director shall be appointed by the Board of Directors by a simple majority of votes based on the results of an open competition for a term of three years. The Board of Directors shall extend the contract or announce a new competition no later than three months before the expiration of the term of office of the Executive Director.

5.31. The Executive Director of the Organization shall:

- 5.31.1. be responsible for the general management of current activities of the Organization and report on it to the Board of Directors and the General Meeting;
- 5.31.2. act without a power of attorney on behalf of the Organization and represent the Organization in all institutions and organizations and in relations with authorities, legal entities, and individuals;
- 5.31.3. be responsible for the achievement of the main goals and objectives and implementation of the strategic plan of the Organization;
- 5.31.4. take measures to raise funds for the Organization to perform its statutory activities, projects, and programs;

- 5.31.5. open and close accounts in bank institutions;
  - 5.31.6. have the right to sign documents on behalf of the Organization as a chief executive;
  - 5.31.7. approve the distribution of responsibilities between the Organization's staff, their powers, and staff list; approve job descriptions for the staff;
  - 5.31.8. hire (on a competitive basis) and dismiss full-time employees;
  - 5.31.9. conclude agreements (contracts) on behalf of the Organization;
  - 5.31.10. issue orders and other acts on the Organization's activities, arrange the development of internal standards and procedures;
  - 5.31.11. perform other actions arising from the statutory objectives of the Organization.
- 5.32. In the absence of the Executive Director or temporary inability to perform their duties, their functions shall be performed by the Deputy Executive Director appointed by the Board of Directors. The Deputy Executive Director may not be a member of the Board of Directors or the Supervisory Board of the Organization. The Deputy Executive Director shall perform the Executive Director functions provided for by the Charter.
- 5.33. The performance of the Executive Director shall be assessed every three years or at the request of the Supervisory Board.
- 5.34. The **Supervisory Board** shall be elected by the General Meeting of at least three people for a term of three years. Employees of the Organization, members of the Board of Directors, and the Chair of the Board may not be Supervisory Board members. Members of the Supervisory Board shall perform their duties free of charge.
- 5.35. The composition of the Supervisory Board may be changed by the General Meeting resolution before the expiration of the Supervisory Board mandate. In case of expiration of the Supervisory Board mandate, the new composition shall be appointed by the General Meeting resolution.
- 5.36. The Supervisory Board shall meet on its own initiative, be convened by the Board of Directors, or 20% of Organization members at least once a year. Meetings of the Supervisory Board may be held by means of communication.
- 5.37. Resolutions of the Supervisory Board shall be deemed duly passed if they are supported by a simple majority of the Supervisory Board members.
- 5.38. Members of the Supervisory Board shall have the right to receive any documents related to the Organization, request written explanations from the governing and executive bodies and officials of the Organization, initiate meetings of the Board of Directors, initiate amendments to the current Charter, and convene an Extraordinary General Meeting.
- 5.39. The Supervisory Board shall be authorized to:
- 5.39.1. postpone the appointment of the Executive Director until the relevant resolution of the General Meeting of the Organization is made.
  - 5.39.2. submit suggestions and comments regarding the program and financial plans of the Organization;
  - 5.39.3. prepare reports on financial and program activities;
  - 5.39.4. prepare reports on other issues of the Organization's activities.

5.40. If individual members of the governing or supervisory body have notified in writing, before the meeting of this body, of the impossibility to take part in the meeting in person, they shall have the right to vote using means of communication (telephone, e-mail, Internet, etc.) until the end of the meeting.

5.41. In the case of a written ballot by e-mail, a decision shall be deemed duly passed if voted for by at least 60% of members no later than ten calendar days from the date of sending the issue.

#### **5.42. Reporting procedure for the governing bodies of the Organization**

5.42.1. The governing bodies of the Organization (the Chair of the Board, members of the Board of Directors, and the Executive Director) and the Supervisory Board as the controlling body shall be obliged to report to Organization members and participants on their official powers and implementation of the Organization's statutory objectives at the annual General Meeting of Organization members.

5.42.2. The Executive Director shall provide Organization members and participants with free access to information on the activities of the Organization's governing bodies, including resolutions passed and statutory objectives performed during a specific period by posting respective information on the Organization's website.

5.42.3. The heads of separate units shall report on their activities at the General Meeting of the Organization at least once a year.

### **6. PROCEDURE FOR APPEALING AGAINST DECISIONS, ACTS, OR OMISSIONS OF THE GOVERNING BODIES OF THE ORGANIZATION AND CONSIDERATION OF APPEALS**

6.1. Organization Members shall have the right to appeal against the decisions, acts, or omissions of any governing body of the Organization (the General Meeting of the Organization, the Board of Directors of the Organization, the Executive Director of the Organization, the Deputy Executive Director, and the Supervisory Board of the Organization) or an Organization member (participant) by filing a written appeal within a month after the person learned or should have learned about such decisions, acts, or omissions. Participants shall have no right to appeal against the decisions, acts, or omissions of the governing bodies or members (participants) of the Organization, but may notify the members or governing bodies of the Organization of respective decision, act, or omission.

6.2. Appeals against decisions, acts, or omissions of the Organization's governing bodies or member (participant) shall be made in the following manner, unless otherwise provided by the resolution of the General Meeting.

6.2.1. An appeal against the decisions, acts, or omissions of the Board member or an Organization member (participant) shall be submitted to the Chair of the Board of the Organization, who shall consider the appeal within 20 working days and invite the Organization member (participant) who filed the appeal, as well as the Organization member (participant) whose decisions, acts, or omissions are being appealed, to the office.

6.2.2. Appeals against the decisions, acts, or omissions of the Executive Director may be submitted to the Chair of the Board of the Organization, who is obliged to consider the appeal within 20 working days and invite the Organization member (participant) who filed the appeal, as well as the Executive Director whose decisions, acts, or omissions are being appealed, to the office.

6.2.3. An appeal against the decisions, acts, or omissions of the Chair of the Board shall be submitted to the Supervisory Board, which is obliged to consider the appeal within 20 working days and invite the Organization member (participant) who filed the appeal, as well as the Chair of the Board, to the office.

6.2.4. An appeal against the decisions, acts, or omissions of the Supervisory Board members shall be submitted to the next General Meeting with a mandatory invitation of the Organization member (participant) who filed the appeal, as well as the Supervisory Board member whose decisions, acts, or omissions are being appealed, into the office.

6.3. If the Board of Directors or the Supervisory Board find that the resolution on the appeal is beyond their authority, they shall submit the appeal and related materials to the General Meeting and notify the appellant thereof.

6.4. In case of disagreement with the resolution of the Board of Directors or the Supervisory Board on the appeal, it may be appealed at the General Meeting. Other decisions, acts, or omissions of the Board of Directors of the Organization may also be appealed at the General Meeting.

6.5. At the next general meeting, the General Meeting is obliged to consider the appeal and materials that were submitted to the General Meeting in the cases provided for in para. 6.6. and para. 6.7., and pass a resolution. The appellant shall be notified of the resolution.

6.6. An act, omission, or decision of the General Meeting of the Organization shall be appealed to the court in accordance with the law current at the time of appeal against such acts, omissions, or decisions.

## **7. INTERNATIONAL COOPERATION**

7.1. The Organization, in accordance with its statutory objectives, shall have the right to maintain international relations and activities in the manner prescribed by this Charter and current law of Ukraine.

7.2. International activities of the Organization shall be carried out through the participation in international projects, operations of international organizations, as well as other forms that do not contradict the law of Ukraine and norms and principles of international law.

7.3. The Organization shall:

7.3.1. organize the exchange of delegations, conferences and meetings involving foreign partners, and exhibitions and delegate its representatives to participate in relevant events outside Ukraine;

7.3.2. conduct research together with foreign organizations in accordance with its main activities and publish research results;

7.3.3. implement other joint programs and projects involving foreign partners and international organizations in accordance with the current law of Ukraine.

## **8. SEPARATE UNITS OF THE ORGANIZATION**

8.1. The Organization may have separate units that are not legal entities and are established and terminated by the resolution of the General Meeting of the Organization.

- 8.2. Separate units of the Organization shall be guided by the Organization Charter in their activities.
- 8.3. The heads of separate units of the Organization shall be appointed by the General Meeting for a period of two years and act under the power of attorney. Heads of separate units must be Organization members.
- 8.4. Separate units shall be authorized to:
- 8.4.1. Represent the Organization within the territory under their mandate.
  - 8.4.2. Implement the statutory purpose and objectives of the Organization within the territory under their mandate in accordance with the powers granted by the General Meeting resolution.
  - 8.4.3. Perform activities to attract new members (participants) using means that are not prohibited by the law of Ukraine.
- 8.5. The head of a separate unit shall have the right to:
- 8.5.1. Decide on the use of the name and symbols of the Organization to implement the objectives of the Organization.
  - 8.5.2. Request assistance from the Organization's governing bodies in carrying out the objectives of the Organization.
  - 8.5.3. Attend the meetings of the Board of Directors of the Organization (without the right of approval voting).
  - 8.5.4. Apply to the governing bodies of the Organization.
- 8.6. The head of a separate unit is obliged to:
- 8.6.1. Comply with the Organization Charter requirements.
  - 8.6.2. Implement legal resolutions made by the Organization's governing bodies in accordance with the Organization Charter requirements.
  - 8.6.3. Disallow actions aimed at violating the honor and dignity of Organization members (participants).
- 8.7. The activities of a separate unit may be terminated by a resolution of the General Meeting of the Organization.
- 8.8. The Organization shall notify the authorized state registration body of the closure of a separate unit in accordance with the requirements of the current law of Ukraine.
- 8.9. The assets and funds assigned to a separate unit, after the termination of its activities, shall be transferred directly to the Board of Directors until the General Meeting of the Organization decides on the distribution of the assets and funds.



## **9. FUNDS AND ASSETS OF THE ORGANIZATION**

9.1. The Organization may own funds and other assets necessary to carry out its statutory activities.

9.2. Sources of funds and assets of the Organization may include:

9.2.1. funds, assets and property rights received as gratuitous receipts, non-refundable financial aid, and/or voluntary donations of individuals and legal entities;

9.2.2. non-refundable one-time and periodic contributions of members and participants, target contributions of Organization members and other individuals and legal entities;

9.2.3. passive income in accordance with the law of Ukraine;

9.2.4. subsidies and grants from state or local budgets and state trust funds;

9.2.5. charitable, humanitarian, and technical assistance, including the one received in accordance with the terms of international agreements of Ukraine;

9.2.6. other income from the statutory activities of the Organization not prohibited by law.

9.3. No revenues (profits) of the Organization or their part shall be subject to distribution between its founders (participants), members of the Organization, employees (except for payment for their work and accrual of a single social contribution), members of governing bodies, and other related persons.

9.4. Revenues (profits) of the Organization shall be used exclusively for financing expenses to run the Organization and implement its purpose (goals, objectives) and main activities.

9.5. The Organization shall have the right to receive voluntary donations in favor of the Organization, whether in cash or otherwise.

9.6. The Organization shall be liable for its obligations to the extent of all the assets it owns. Members of the Organization shall not be liable for the obligations of the Organization.

9.7. The Organization shall be obliged to keep operational and accounting records, prepare statistical reports, be registered with the state tax inspection, and pay taxes and payments to the budget in the manner and amounts set out by law.

9.8. State control over the Organization's activities shall be exercised by state authorities in the manner prescribed by the law of Ukraine.

## **10. PROCEDURE FOR MAKING AMENDMENTS TO THE CHARTER**

10.1. Amendments to the Charter shall be approved by a resolution of the General Meeting provided that at least three fourths of the votes present have voted for it.

10.2. The new version of the Charter shall be set out in writing, stitched, numbered, and signed by the Chair and the Secretary of the General Meeting.

10.3. Amendments to the Charter shall enter into force on the date of state registration of such amendments in the manner and within the time frame prescribed by law.

## 11. TERMINATION OF THE ORGANIZATION

11.1. Termination of the Organization shall be carried out by a resolution of the non-governmental organization adopted by the General Meeting, via self-dissolution or reorganization, or via a court decision on the prohibition (forced dissolution) of the non-governmental organization.

11.2. Termination of the non-governmental organization with the status of a legal entity shall result in the termination of the legal entity.

11.3. The Organization shall at any time have the right to decide on the termination of its activities (self-dissolution).

11.4. The decision on self-dissolution of the Organization shall be made by the General Meeting if voted for by at least three quarters of the present participants of the General Meeting. The General Meeting shall establish a liquidation commission or authorize the Board of Directors to act as the liquidation commission to terminate the non-governmental organization as a legal entity, and decide on the use of funds and assets of the non-governmental organization after its termination in accordance with the Charter.

11.5. The reorganization of the Organization shall be carried out by the resolution of the General Meeting if voted for by at least three quarters of the present participants of the General Meeting, by merger, division, accession, or transformation.

11.6. The procedure and legal consequences of the Organization's termination via self-dissolution, reorganization, or prohibition (compulsory dissolution) of the Organization shall be determined in accordance with this Charter and current law of Ukraine.

11.7. In the case of the Organization's termination as a result of its liquidation (self-dissolution, forced dissolution) or reorganization (merger, division, accession, or transformation), its assets shall be transferred to one or more non-profit organizations or, in the case of termination of the legal entity (due to its liquidation, merger, division, accession, or transformation), included in the budget income.

11.8. The Organization's termination shall be deemed completed on the date of relevant entry in the Unified State Register.

**Chair of the General Meeting of  
Members of NGO "Ecoaction"**

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**S.S. Sadogurska**

**Secretary of the General Meeting of  
Members of NGO "Ecoaction"**

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**A.V. Kravchenko**