

**APPROVED**

By Resolution of the Board of  
Public Union “Interstate Consultants  
Engineers Guild”  
Protocol No. 3 dated 15<sup>th</sup> July 2016

**STATUTES  
OF  
PUBLIC UNION  
“INTERSTATE CONSULTANTS ENGINEERS GUILD”  
(Revised edition)**

**Kyiv, 2016**

## 1. GENERAL PROVISIONS

1.1. Public Union “Interstate Consultants Engineers Guild” (hereinafter referred to as the Union) shall be a professional public Union of individuals and legal entities of private law who obtain a significant part of their incomes from rendering independent intellectual consulting and counseling paid services in the area of urban development and environment, act as financially independent, free of subsidies and privileges ones.

1.2. The Union shall carry out its activities based on the principles of voluntariness, self-governing, self-regulation, free selection of the territory of its activity, equality before law, transparency, openness and publicity.

1.3. The full name of the Union shall be:

- in the Ukrainian language: Громадська спілка «Міждержавна гільдія інженерів консультантів»;
- in the English language: Public Union “Interstate Consultants Engineers Guild”;
- in the French language: Union Publique “Interstate Gilde des Ingénieurs Conseils”.

1.4. The abbreviated name of the Union shall be:

- in the Ukrainian language: МГІК;
- in the English language: ICEG;
- in the French language: IGIC.

1.5. The address of the Union shall be: 15/17 Vozzyednannya Avenue, Kyiv, 02160, Ukraine.

1.6. The Union shall carry out its activity in compliance with the Constitution of Ukraine, the Law of Ukraine “On Public Unions”, other legal and regulatory enactments, these Statutes and other internal documents of the Union.

1.7. The Union has been established for an unlimited period of time and shall acquire the status of a legal entity upon official registration thereof; shall have its own property, own balance, accounts at banks, seals with its name, identification number and, if necessary, its own symbols, stamps, letterheads and other requisites. The Union may be a party to civil relations, possess property and non-property rights as provided by the Ukrainian legislation in effect.

1.8. The activity of the Union shall cover the entire territory of Ukraine.

1.9. Any intervention of the governmental authorities, authorities of the Autonomous Republic of Crimea, bodies of local self-government, their officials and servants in activities of the Union as well as any intervention of the Union in activities of the governmental authorities, authorities of the Autonomous Republic of Crimea, bodies of local self-government, their officials and servants shall not be allowed except for cases provided by the law.

## 2. PURPOSE (GOALS) AND OBJECTIVES OF ACTIVITY OF THE UNION

2.1. The Union has been established for the purpose of consolidation of efforts of the members aimed at introduction of the construction arrangement rules, as formed by the international Union of consulting engineers, into the business practice.

2.2. The goals of activity of the Union shall be:

- reformation of the national traditions of the urban development activity arrangement, switch to the business practice and rules applied by international financial establishments;
- enhancement of the role of consulting engineer in urban development activity arrangement;
- the Union's member consulting engineers' shift to carrying out the activities in compliance with the rules of the international Union of consulting engineers;
- translation of the rules of the international Union of consulting engineers and adjustment of the requirements thereof to the national legislation;
- approximation of the national legislation to the Statutes and rules applied by the international Union of consulting engineers;
- participation in activities of the international Union of consulting engineers;
- professional development of the Union's member consulting engineers;
- introduction of the code of ethics and fair business, self-regulation principles into the business practice;
- contribution to sustainable development;
- environmental protection;
- corruption struggle;
- development and implementation of arrangements for introduction of the advanced experience, information and innovation technologies in the area of urban development and the related fields, systematization, study and analysis of the above-mentioned experience and technologies.

2.3. The Union's primary activity aimed at achievement of the purpose (goals) shall include the following objectives:

- cooperation in the area of urban development and the related fields with the governmental authorities, local self-government bodies, the respective officials and servants, public Union, companies, institutions and organizations, individuals;
- arrangement of conferences, seminars, lectures, symposia, debates and other events aimed at rise of the qualification level of the professionals in the field of urban development and the related fields, contribution to experience exchange among such professionals;
- popularization of information about activity of the Union and other Union of consulting engineers;
- rendering financial, legal, informational, organizational, methodological and other assistance to the Union's members in their activities;
- establishment of mass media;
- initiating of and participation in development and implementation of local, regional, national and international programs for improvement and development of urban development and the related fields;
- determination of and/or participation in determination of the rules and standards of the entrepreneurial and professional activity of consulting engineers;
- fulfillment of the duties of uniting and coordinating the Union's members who have legally obtained the status of self-regulated organizations in case of adoption of the respective resolutions by them;
- cooperation and participation within international Union.

### **3. CONDITIONS AND PROCEDURE OF ADMISSION TO THE MEMBERSHIP IN THE UNION, TERMINATION OF THE MEMBERSHIP IN THE UNION**

3.1. The membership in the Union shall be based on the principles of voluntariness and equality of rights of the members of the Union. The kinds of membership in the Union shall be:

- Full
- Associate
- Affiliate
- Honorary

3.2. A Full Member of the Union may be a legal entity of private law who obtains a significant part of its incomes from rendering of independent intellectual consulting and counseling paid services in the field of urban development and environment, acts as financially independent and free of subsidies and privileges one, shares the purpose (goals) and objectives of the Union, the provisions of these Statutes, the FIDIC principles and the Code of Ethics of a consulting engineer, has assumed the obligation to pay the membership fees and has been an associated or affiliated member for not less than two years.

3.3. An Associate Member may be a person who meets the requirements to full members, shares the purpose (goals) and objectives of the Union, the provisions of these Statutes, the FIDIC principles and the code of ethics of a consulting engineer and becomes a member of the Union for the first time or is a member of the Union individually.

3.4. An Affiliate Member (partner) may be a legal entity or an individual who does not meet the requirements to the full members but shares the purpose (goals) and objectives of the Union, the provisions of these Statutes, the FIDIC principles and the code of ethics of a consulting engineer and is involved in the Union's activities.

3.5. An Honorary Member may be a legal entity or an individual who has made a weighty contribution to the progress of urban development and environment, shares the purpose (goals) and objectives of the Union, the provisions of these Statutes, the FIDIC principles and the code of ethics of a consulting engineer, received an invitation to honorary membership from the Union's President and gave his/her consent thereto. Consent to admission to the membership shall be submitted in the form defined by the candidate for honorary membership.

3.6. An applicant (except for a candidate for honorary membership) shall submit an application for admission to the membership in the Union in the name of the Union's President together with copies of the statutory documents and local legal and regulatory enactments specifying that such applicant meets these Statutes and shares the principles of the Code of Ethics of the Union and the FIDIC Code of Ethics.

Applicants who intend becoming an Associate or Affiliate Member may additionally submit a draft agreement specifying peculiarities of their membership.

3.7. Upon consideration of the application and annexed documents, the President shall forward the application with his/her recommendations to the Union's Board.

3.8. A resolution on admission to the membership in the Union or denial of admission to the membership in the Union shall be adopted by two thirds of the attending members of the Union's

Board. As an exception, the Union's Board may admit to the full membership without observing the period of time of being an Associate or Affiliate Member.

3.9. The membership in the Union shall be terminated in the following cases:

- a member has submitted an application for withdrawal from the Union;
- expulsion from the Union for failure to pay the membership fees within one calendar year;
- termination of a corporate member of the Union unless such termination envisages legal succession;
- there are reasons provided by Article 29, Part 2 of the Law of Ukraine "On Public Unions";
- failure to comply or improper compliance with the requirements of the legislation, regulatory documents, these Statutes or deeds of the Union by its member;
- a member of the Union has committed actions which prejudice or may prejudice the rights, lawful interests, reputation, prestige, authority of the Union and/or rights, freedoms, lawful interests, reputation, prestige and authority of the other members of the Union.

3.10. In case of termination of the membership in the Union, any property including money (membership fees and charitable donations etc.) and other valuables transferred by a member to the possession of the Union shall not be returned.

3.11. A resolution on termination of the membership in the Union shall be adopted by two thirds of the attending members of the Union's Board.

#### **4. RIGHTS AND OBLIGATIONS OF THE MEMBERS OF THE UNION**

4.1. Hereunder, the members of the Union shall be entitled to:

- delegate a representative to the Collegium of the Union;
- make proposals on election of the President and/or Vice President(s);
- be notified of the date, time, place and agenda of sessions of the Collegium and the Board of the Union;
- take part in determination of the main objectives of activity of the Union;
- take part in events and programs initiated and/or participated by the Union, implementation of projects approved by the Union's bodies;
- discuss any issues related to activity of the Union and to make proposals on improvement of operation of its bodies;
- obtain methodological, organizational, consulting, professional and other assistance from the Union;
- withdraw voluntarily from the Union and in case of termination of the membership in the Union to submit an application for admission to the Union again;
- be a member of other Union simultaneously;
- declare publicly about their status of a member of the Union, to disseminate information on their participation in programs and events initiated and/or participated by the Union;
- take part in seminars, symposia, debates etc. organized and/or participated by the Union.

The Full Members of the Union shall be additionally entitled to:

- delegate two representatives as members of the Union Board, one representative as a member of the Auditing Commission, at any time to revoke (substitute) their representatives in the Union Board and the Auditing Commission;
- vote on any issues submitted for consideration by the Union Board through the delegated members.

- 4.2. The members of the Union shall be bound to:
- comply with the requirements of these Statutes and resolutions of the Union;
  - pay the membership fees in accordance with the Provision on the Membership Fees;
  - refrain from any actions which prejudice or may prejudice the rights, lawful interests, reputation, prestige, authority of the Union and/or rights, freedoms, lawful interests, reputation, prestige and authority of the other members of the Union;
  - contribute, by their activity, to the Union's achievement of its goals and objectives.

4.3. The Union, in the manner determined by the Union Board, shall exercise control over compliance with the provisions of these Statutes and resolutions of the Union by its members.

## **5. BODIES OF THE UNION AND THEIR POWERS**

5.1. The bodies of the Union shall be:

- Union Board;
- President;
- Union Auditing Commission.

### **Union Board**

5.2. The Union Board shall be the supreme standing management body of the Union. The Union Board shall consist of President, Vice President(s) and representatives of the members of the Union, not more than two from each member. Persons elected President and Vice President(s) shall be the members of the Union Board ex officio and since being elected shall not be deemed delegated to the Union Board. In case of delegation of more than two representatives from one full member of the Union as members of the Union Board, the excess representatives shall not be entered to the list of members of the Union Board until revocation of ones earlier delegated or until ones earlier delegated have been elected President (Vice President).

The list of the members of the Union Board (delegated and ex officio) shall be published on the website of the Union. When calculating whether there is a quorum at the sessions of the Union Board and adoption of resolutions by poll, consideration shall be given to the number of members of the Union Board entered into the list published on the website of the Union at the time of the beginning of the session or poll.

If President (Vice President) has been elected from among the delegated members of the Union Board, he/she shall become a member of the Union Board ex officio, and the member of the Union shall acquire the right to delegate another Representative to the Union Board.

A person delegated as a member of the Union Board shall be entered into the list of the members of the Union Board, and the respective information shall be published on the website of the Union within not more than three workdays upon a document attesting the representative's powers has been handed over to the President (personally, by fax, mail or e-mail).

The members of the Union Board (both delegated and ex officio) shall not be entitled to delegate their powers as members of the Union Board.

5.3. The Union Board shall act based on the principles of collective approach to adoption of its resolutions and equality of rights of the members of the Union Board. Each member of the Union Board shall have one vote at voting. The full members of the Union shall be free in election of their representatives to the Union Board but, in case of reasoned presentation from President, they shall

be bound to substitute a member of the Union Board who fails to fulfill his/her duties in full or who injures activity of the Board or image of the Union etc. with his/her actions.

5.4. Resolutions of the Union Board shall be adopted at the sessions by voting by show, by a simple majority of votes of the delegates attending the Union Board and shall be executed in the form of minutes. A session of the Union Board shall be deemed competent if attended by a majority of its members.

Resolutions of the Union Board may be adopted by poll through communication devices (fax, phone, mail, e-mail etc.). A resolution shall be deemed adopted by poll if voted for by a majority of the members of the Union Board.

In some cases, by a resolution of the Union Board, secret voting may be held.

5.5. In case of equal distribution of votes of the members of the Union Board, President shall acquire the right of casting vote in adoption of a resolution by the Union Board.

5.6. Regular sessions of the Union Board shall be convened not less than once per a calendar year. Extraordinary sessions shall be convened if necessary at any time or upon request from not less than 100% of the members of the Union Board.

5.7. The date, time, place of holding and agenda of a session of the Union Board shall be communicated by the initiator of convocation thereof to the members of the Union not later than two weeks before the date of holding of the session of the Union Board or, in case of emergency, within the period of time sufficient for informing the members of the Union of the same.

**5.8. The Union Board shall:**

- resolve any issues relating to the purpose (goals) and objectives of the Union;
- approve amendments to the Statutes;
- adopt a resolution on termination of the Union by a qualified majority vote of the members of the Union Board;
- elect (revoke) President; until election of President, entrust one of the members of the Union Board with fulfillment of the respective duties;
- consider and approve the reports of President, the Auditing Commission and the Executive Staff;
- determine the objectives and long-term tasks of activity of the Union;
- adopt resolutions on cooperation with international governmental and nongovernmental organizations;
- approve the Provisions on the Auditing Commission;
- exercise the right of ownership in relation to the Union's property;
- approve the Provisions on the membership fees;
- approve the marginal cost of maintenance of the statutory bodies and the executive staff of the Union;
- adopt resolutions on:
  - admission to the membership in the Union or denial of admission to the membership in the Union, termination of the membership in the Union;
  - establishment, in accordance with the established procedure, of enterprises (companies), institutions, organizations, standalone subdivisions, mass media, appointment of their managers and approval of their statutory documents (Statutes, Provisions etc.);
  - establishment of Public Unions and entry into (withdrawal from) such Unions;

- opening (closing) of standalone subdivisions of the Union;
- entrusting the powers of the Executive Body, substitution (rotation) of the Executive Body.

### **Union President**

5.9. President shall head the Union and be a Member of the Union Board ex officio. President shall be elected (revoked) in accordance with these Statutes. The term of office of President shall be five years.

5.10. The President's competence shall include:

- representation of the Union without a commission (power of attorney) in the relations with any individuals and legal entities including but not limited to: governmental authorities, bodies of local self-government, their officials and servants, companies, institutions, organizations, nongovernmental organizations of other countries, international governmental and nongovernmental organizations;
- submitting proposals to the Union Board on entrusting the Union's member organizations with the duties of the Executive Body;
- initiating and convocation of sessions, putting the issues related to activity of the Union on agenda of the Union Collegium;
- initiating and convocation of sessions of the Union Board, putting the issues related to activity of the Union on agenda of the Union Board;
- conclusion of deals on behalf of the Union, signing of contracts, agreements etc.;
- voting at the sessions of the Union Board;
- signing of the minutes of the Union Board;
- making arrangements aimed at involvement of new members of the Union;
- ensuring implementation of the resolutions of the Union Board;
- right of the casting vote at adoption of resolutions by the Union Board in case of equal distribution of votes;
- issue of directions and other regulatory documents of the Union;
- establishment, if necessary, of auxiliary bodies of the Union (boards, collegiums etc.) and approval of the respective provisions;
- delegation of powers including representation of the Union;
- approval of the Provisions on the Union Collegium;
- resolution of other issues in accordance with the purpose (goals) and objectives of the Union including ones determined by these Statutes and deeds of the Union.

5.11. The President's duties during his/her temporary absence or a part of the President's duties on continuing basis may be entrusted to Vice President(s) by the Union Board subject to President's presentation. The procedure of substitution in case of temporary absence, delegation of duties to Vice Presidents, distribution of duties among Vice Presidents shall be determined by President.

5.12. The Union Collegium shall be established under the Union President.

### **Fulfillment of Duties of the Executive Staff of the Union**

5.13. Direct technical, administrative and enforcement execution of statutory provision of the Union shall be fulfilled by the Executive Staff of the Union.



5.14. The Executive Staff shall:

- ensure informing about the draft agenda, time and place of a session of the Union Board;
- arrange holding of a session of the Union Board, ensure execution, registration and keeping of its minutes (resolutions);
- keep the register of the members of the Union;
- ensure bookkeeping, keeping of financial and statistical accounts, timely payment of compulsory dues to the budget as provided by law;
- fulfill other duties and exercise powers determined by these Statutes and deeds of the Union.

### **Auditing Commission of the Union**

5.15. The Auditing Commission of the Union shall be a collective inspection body of the Union. Members of the Auditing Commission shall be delegated (revoked) by the members of the Union. A member of the Auditing Commission of the Union may not be a representative of a member at the Union Board at the same time.

5.16. The members of the Union shall be entitled to exercise control over activities of the bodies of the Union and the Executive Staff through the Auditing Commission of the Union.

5.17. The Auditing Board shall elect President of the Auditing Commission of the Union from among its members.

5.18. The Auditing Commission of the Union shall be under control of and accountable to the Union Board.

5.19. The Auditing Commission shall carry out its activity based on the Provisions on the Auditing Commission.

## **6. ACCOUNTABILITY OF THE BODIES OF THE UNION TO ITS MEMBERS, APPEALING AGAINST RESOLUTIONS, ACTIONS AND OMISSIONS OF THE BODIES OF THE UNION**

6.1. President and the Auditing Commission of the Union shall be bound to account to the members of the Union Board as provided by these Statutes.

6.2. On behalf of the members of the Union, hearing of the reports of the bodies of the Union specified in the paragraph 6.1 hereof shall be entrusted to the Union Board.

6.3. Resolutions, actions or omissions of the bodies of the Union and its standalone divisions may be appealed by its member:

- in the manner provided by these Statutes;
- judicially.

6.4. A Member of the Union may appeal against a resolution, actions or omissions of the bodies of the Union and its standalone divisions which infringe his/her rights, freedoms and interests to President or the Union Board.

6.5. The procedure of appeal shall be commenced upon a written appeal from a member of the Union.

6.6. An action, resolution or omission of a body of the Union or its standalone division may be appealed to a court.

## **7. SOURCES OF RECEIPT AND PROCEDURE OF THE USE OF MONEY AND OTHER PROPERTY OF THE UNION, KEEPING OF BOOKS, FINANCIAL AND STATISTICAL ACCOUNTS**

7.1. Money and other property of the Union shall be possessed by the Union based on the right of ownership.

7.2. The sources of receipt of money and other property of the Union shall be:

- money and other property transferred to the Union by its founders and members;
- money and other property transferred to the Union by the State;
- money and other property donated to the Union by citizens, companies, institutions and organizations;
- money and other property received by the Union as a result of the business activity of legal entities (companies, enterprises) established by the Union;
- money and other property purchased by the Union from its own funds;
- money and other property obtained by the Union from other lawful sources.

7.3. The Union shall be entitled to financial aid from the funds of the State Budget of Ukraine and local budgets as provided by the law. In case of receipt of such aid, the Union shall be bound to file and publish reports on the end use of the above-specified money as provided by the law.

7.4. Money of the Union shall be used within its annual budget (briefly, the annual budget) exclusively to finance expenditures for the maintenance of the Union, the goals (goals, objectives) and activities determined by the constituent documents of the Union. A compulsory part of the annual budget shall be the marginal cost for maintenance of the statutory bodies and the Executive Staff of the Union approved by the Union Board.

7.5. The Union shall be bound to keep books, financial and statistical accounts, be registered with the bodies of the State Tax Service and pay compulsory dues to the State Budget as provided by the law.

7.6. The members of the Union shall not be entitled to a share in its property and shall not be liable for its obligations. Incomes and property (assets) of the Union shall not be subject to distribution among its members and may not be used for the benefit of any member of the Union or its officials (except for remuneration of their labor and deduction for social purposes).

## **8. STANDALONE DIVISIONS OF THE UNION**

8.1. Standalone divisions of the Union shall be established without the status of a legal entity by a resolution of the Union Board, as usually, based on the regional principle.

8.2. Information about the established standalone divisions and notifications on closing shall be submitted to the competent registration authority at the locality of the Union. A standalone division shall be deemed established or closed upon entry of information about such standalone division to the Register of Public Unions by the competent registration authority.

8.3. Standalone divisions of the Union shall act based on the respective provisions to be approved by the Union Board.

8.4. Management of activity of a standalone division shall be carried out by its manager (president, director etc.).

8.5. A manager of a standalone division of the Union shall act in compliance with the provisions on such division and based on the power of attorney issued to him/her by the Union.

8.6. Activity of a standalone division may be terminated by its closing subject to a resolution of the Union Board.

## **9. INTRODUCTION OF ALTERATIONS AND ADDENDA INTO THE STATUTES**

9.1. Alterations to the Statutes shall be introduced (approved) by a resolution of the Union Board. Alterations to the Statutes shall be subject to official registration.

9.2. A resolution on introduction (approval) of alterations to the Statutes shall be adopted by a qualified majority of not less than  $\frac{3}{4}$  of votes of the members of the Union Board.

## **10. TERMINATION OF ACTIVITY OF THE UNION**

10.1. Activity of the Union shall be terminated:

- based on a resolution of the Union Board by voluntary dissolution or reorganization in the form of merger with another public Union having the same status if such resolution has been voted for by not less  $\frac{3}{4}$  of votes of the Union Board;
- based on a court decree on prohibition (coercive) dissolution of the Union.

10.2. Termination of the Union shall include:

- termination of internally arranged activity of the Union;
- termination of the Union as a legal entity.

10.3. A resolution of the Union Board on termination of activity of the Union shall be adopted by a qualified majority of votes of the members of the Union Board. Termination of activity of the Union shall result in its termination as a legal entity.

10.4. Simultaneously with adoption of a resolution on voluntary dissolution of the Union, the Union Board shall establish the liquidation board or charge the management body of the Union with exercise of powers of the liquidation board for implementation of its termination as a legal entity and also adopt a resolution on the use of money and other property of the Union upon its liquidation in accordance with these Statutes.

10.5. The Union shall submit (send) a resolution on its voluntary liquidation to the competent registration authority as provided by the Law of Ukraine "On Public Unions".

10.6. Termination of the Union as legal entity shall start on the date of entry of a record on the resolution of the Union on its voluntary dissolution into the Uniform National Register of Legal Entities and Individual Entrepreneurs (hereinafter referred to as the Uniform National Register). Since that day, the liquidation board shall acquire its powers.

Since the day of entry of the said record into the Uniform National Register, the resolution of the Union on voluntary dissolution may not be cancelled by the Union.

10.7. Termination of activity of the Union may not result in termination of activity of its members.

10.8. If the cost of the property of the Union at the time of adoption of a resolution on its liquidation is insufficient for meeting the creditors' demands, the receiver (liquidation board) shall be bound to apply to the commercial court by filing an application for institution of bankruptcy proceedings in relation to the Union in accordance with the Law of Ukraine "On Restoration of Solvency or Declaration of Bankruptcy of a Debtor".

10.9. The Union may be reorganized by merger with another public Union having the same status. Reorganization shall be made based on a resolution of the Union on termination of its activity with merger with another Union and a resolution of the public Union which the Union merges with on consent to such merger.

10.10. Entry of the Union into another public Union shall not be deemed reorganization of the Union and shall not result in termination of its activity.

10.11. The Union shall inform the competent registration authority about the adopted resolution on reorganization of the Union by merger.

10.12. Termination of activity of the Union based on a court decree on prohibition (coercive dissolution) shall be made in accordance with the Law of Ukraine "On Public Unions".

10.13. In case of voluntary dissolution of the Union, its property and money, after meeting the creditors' demands and by its resolution, shall be transferred to another (other) public Union(s) for statutory or charitable purposes, and in case of failure to adopt such resolution shall be transferred to the state or local budget as provided by law.

10.14. In case of merger of the Union, its property, assets and liabilities shall lapse to the legal successor.