

APPROVED

by Resolution of the Board of Public Union
“Interstate Consultants Engineers Guild”

Minutes No. 2 of March 3, 2025

CHARTER
of Public Union
“Interstate Consultants Engineers Guild”
(New Edition)

Kyiv, 2025

1. GENERAL PROVISIONS

- 1.1. Public Union “Interstate Consultants Engineers Guild” (hereinafter referred to as the Union) is a professional public association of natural persons and legal entities, which shall gain a significant part of their profits from rendering independent intellectual consulting and counseling services in the area of urban development, infrastructure, and environment.
- 1.2. The Union shall act in accordance with the Constitution of Ukraine, Law of Ukraine "On public associations," legislation of Ukraine and countries where it carries out its activities, as well as this Charter.
- 1.3. The Union shall be established and carry out its activities based on the principles of voluntariness, self-governance, equality before the law, transparency, openness and publicity, and absence of proprietary interests of its members.
- 1.4. The Union shall be free to define the scope and choose the territory of its activities.
- 1.5. The Union has the status of legal entity upon its state registration in accordance with the procedure established by the Ukrainian legislation.
- 1.6. The Union shall be liable for its obligations with respect to its property, which may be subject to sanctions under the Ukrainian legislation. The State, its organizations and institutions shall not be liable for the obligations of the Union, as well as the Union shall not be liable for the obligations of the state, its organizations and institutions. The Union shall not be liable for the obligations of its members, as well as members of the Union shall not be liable for the obligations of the Union.
- 1.7. The Union shall have an independent balance sheet, current and other bank accounts, including currency ones, a round and other seals, stamps, letterheads containing its name whose samples are approved by the Board. The Union shall have its own symbols, which are subject to state registration subject to the applicable Ukrainian legislation.
- 1.8. The Union’s activities shall cover the territory of Ukraine and other countries.
- 1.9. The Union shall have the right to acquire property and non-property rights, as well as it shall be a party in courts of general jurisdiction of Ukraine and jurisdiction authorities of other countries.
- 1.10. In order to fulfill its statutory objectives, the Union shall have the right to engage in entrepreneurial activity under the law, directly or through legal entities (companies, enterprises) established under the law, if such activities meet with the objectives (goals) of the Union and contribute to its achievement. The Union may establish mass media, establish separate units, freely disseminate information about its activities, promote its objective (goals), and hold peaceful meetings in compliance with the procedures established by law.
- 1.11. The name of the Union is [*in Ukrainian*]:
full name: Громадська спілка «Міждержавна гільдія інженерів консультантів»
abbreviated name: ГС «МГІК»
- 1.12. The name of the Union in English is:
full name: “Interstate Consultants Engineers Guild”
abbreviated name: “ICEG”

2. OBJECTIVE (GOALS), TASKS AND SCOPE OF THE UNION'S ACTIVITIES

- 2.1. The objective of the Union shall be to promote the development and improvement of the service quality of the engineering consulting industry in Ukraine, advancement of the consulting engineer's image, active facilitation of the European integration of Ukraine, harmonization of domestic legislation with the EU law, establishment and development of direct international relations, promotion of ethical norms and principles of business integrity, satisfaction and protection of legal, economic, scientific, professional, labor, technical, educational, environmental, and other interests of its members in the countries covered by the Union's activities.
- 2.2. The goals of the Union's activities shall be:
 - 2.2.1. reformation of national traditions of organizing the urban development activities in line with the business practice and rules applied by international financial institutions;
 - 2.2.2. improvement of the Ukrainian procurement legislation to use the budgetary funds efficiently in environmental projects and construction and infrastructure sectors including road construction;
 - 2.2.3. enhancement of the consulting engineer's role in organizing the urban development activities;
 - 2.2.4. the Ukrainian consulting engineers' shift to activities in compliance with the rules of internationally recognized association of consulting engineers;
 - 2.2.5. translation of rules of international consulting engineers' associations and adjustment thereof to requirements of the national legislation;
 - 2.2.6. approximation of the national legislation to norms and rules applied by international associations of consulting engineers;
 - 2.2.7. participation in activities of international associations of consulting engineers;
 - 2.2.8. professional development of the Union's member consulting engineers;
 - 2.2.9. introduction of the code of ethics and fair business and self-regulation principles into the business practice;
 - 2.2.10. encouragement of sustainable development;
 - 2.2.11. facilitation of environmental protection;
 - 2.2.12. contribution to combating the corruption;
 - 2.2.13. development and implementation of arrangements to introduce best practices and information and innovation technologies in the area of urban development and related fields, systematization, study and analysis thereof;
 - 2.2.14. promotion of comprehensive public discussion and ensuring public participation in the formation and implementation of state policy, including:
 - 1) assistance in the formation and implementation of state legal policy;
 - 2) facilitation of formation and implementation of state policy on foreign affairs of Ukraine;
 - 3) facilitation of formation and implementation of state policy on budget revenues and ensuring its expenditures;

- 4) facilitation of formation and implementation of state housing policy and policy in the field of development, construction, reconstruction, repair, arrangement and modernization of border crossing points, their maintenance and operation; in the field of state regional policy, development of local self-government, territorial organization of power and administrative and territorial structure, housing policy; in the field of municipal improvements, housing and utility services, household waste management; in the field of construction, construction standards, urban planning, spatial planning of territories, and architecture; in the field of technical regulation and pricing in construction; in the field of restoration of regions, territories and infrastructure affected by the armed aggression of the Russian Federation against Ukraine; in the field of architectural and construction control and oversight; in the field of housing and utility services control; in the field of effective use of fuel and energy resources, alternative types of liquid and solid fuels, energy saving, and ensuring energy efficiency;
- 5) facilitation of formation and implementation of state housing policy and policy in the field of road, rail, sea, and inland waterway transport, providing postal services, and also ensuring the formation and implementation of state policy in the field of aviation transport and the use of airspace of Ukraine, tourism and resorts (except for the implementation of state oversight (control) in the field of tourism and resorts), multimodal transportation, protection of critical infrastructure in the sectors for which it is responsible, development, construction, reconstruction and modernization of infrastructure of aviation, rail, sea, and inland waterway transport, road facilities, navigation and hydrographic support of shipping, merchant shipping, on issues of safety in aviation, public road, urban electric, railway, sea, and inland waterway transport, as well as state oversight (control) of safety in aviation, public road, urban electric, railway, sea, and inland waterway transport; in the field of development, construction, reconstruction, repair, arrangement, and modernization of border crossing points, their maintenance and operation; facilitation of formation and implementation of state policy in the field of labor and social policy, employment of the population and labor migration;
- 6) facilitation of formation and implementation of the state youth policy;
- 7) facilitation of formation and implementation of the state healthcare policy;
- 8) facilitation of formation and implementation of state policy on attracting international technical assistance;
- 9) facilitation of formation and implementation of the state policy in the spheres of education and science, research, scientific and technical, and innovation activities, and the exercise of state oversight (control) of the activities of educational institutions, enterprises, and organizations that provide educational services or conduct other activities associated with the provision of such services;
- 10) facilitation of formation and implementation of the state information policy;
- 11) facilitation of formation and implementation of the state policy of economic and social development and trade, state industrial policy, state investment policy, state foreign economic policy, state policy on the management of state-owned facilities,

- development of entrepreneurship, public-private partnership, public procurement, as well as the state order for the training of specialists, research, scientific and pedagogical and working human resources, advanced training and retraining of staff;
- 12) facilitation of formation and implementation of the state policy on the state statistics, state material reserves, and export control;
 - 13) facilitation of formation and implementation of the state policy on consumer rights protection, price control, state regulatory policy and the state policy on licensing, licensing system, and oversight (control) of economic activities;
 - 14) facilitation of formation and implementation of the state policy on labor, employment, labor migration, labor relations, and social dialogue;
 - 15) facilitation of formation and implementation of the state policy on the technical regulation, standardization, metrology, metrological activities, and conformity assessment (certification);
 - 16) facilitation of formation and implementation of the state policy in the sphere of sanitary and epidemiological safety of the population;
 - 17) facilitation of formation and implementation of the state policy on environmental protection and ecological safety;
 - 18) facilitation of formation and implementation of the state agricultural policy in the areas of use and protection of agricultural land and state oversight (control) of the agro-industrial complex;
 - 19) facilitation of formation and implementation of the state policy on the consumer rights protection

2.3. Main activities of the Union are:

- 2.3.1. cooperation in the field of urban development, infrastructure, energy, ecology, and related fields with the governmental authorities, local self-governments, their respective officials and employees, public associations, companies, institutions, organizations, and natural persons;
- 2.3.2. international cooperation with associations of consulting engineers;
- 2.3.3. popularization of the Union and other associations of consulting engineers;
- 2.3.4. formation of or participation in the definition of rules and standards of entrepreneurial and professional activities of consulting engineers;
- 2.3.5. promotion of activities of organizations that received the status of self-regulatory organizations in the manner established by law;
- 2.3.6. promotion of international cooperation and cooperation in the field of construction, infrastructure, economy, law, science, trade, ecology, establishment and expansion of contacts between Ukrainian and foreign enterprises and institutions;
- 2.3.7. assistance in the cooperation between the regions of Ukraine in architectural, technical, engineering, infrastructure, urban-planning, environmental, educational, informational, and road facilities spheres;

- 2.3.8. combining the efforts of the professional community to protect the rights and fulfill the duties for the participation in national and international competitions and selections, aiming to be involved in infrastructure and environmental projects;
 - 2.3.9. assistance in conducting business, scientific, educational, and other events;
 - 2.3.10. facilitation of public awareness of internal and external economic policy, socioeconomic transformations of society, history, economy of Ukraine and other countries covered by the Union's activities;
 - 2.3.11. promotion of translation and publication in the appropriate language of professional works by authors from Ukraine and other countries covered by the Union's activities;
 - 2.3.12. facilitation of cross-border cooperation;
 - 2.3.13. facilitation of local self-government development;
 - 2.3.14. assistance in the corruption prevention and counteraction;
 - 2.3.15. facilitation of intensification of project and grant activities of public organizations, authorities, enterprises, and institutions;
 - 2.3.16. assistance in the study of Ukrainian and English languages by specialists in the construction and related industries in the countries covered by the Union's activities.
- 2.4. Main tasks of the Union are:
- 2.4.1. promoting the formation of a culture of international communication between representatives of professional communities in Ukraine and other countries;
 - 2.4.2. facilitation of achieving security and stability in Ukraine, Europe and throughout the world;
 - 2.4.3. assistance in development and strengthening interregional and other types of contacts between local governments of Ukraine and other countries;
 - 2.4.4. facilitating the establishment and development of comprehensive sociopolitical, scientific and educational, professional, informational contacts and interaction at the national and international levels;
 - 2.4.5. analysis and prevention of migration processes impact on the economic development in different countries;
 - 2.4.6. arranging the interaction and cooperation with organizations, enterprises, foundations, institutions, individuals, public associations, and non-governmental organizations of other countries to implement relevant programs, projects, and exchange of experiences linked to the Union's activities;
 - 2.4.7. satisfaction and protection of social, legal, economic, educational, ecological, creative, and other common interests of the Union's members;
 - 2.4.8. facilitation of establishing the contacts between territorial communities, public organizations, enterprises and institutions with authorities, public organizations, enterprises, institutions, charities, international and national donors and grantors, as well as diplomatic establishments;
 - 2.4.9. enhancement of cooperation between cities, districts, territorial communities, labor

collectives in the area of economic and scientific and technical development, educational, legal, and cultural exchange, and other forms of cooperation;

- 2.4.10. assistance in finding ways to carry out such activities, including donor programs, grants and targeted assistance provided by national and foreign charitable organizations, international governmental and non-governmental organizations, individuals, etc.;
 - 2.4.11. assistance to public, private, and other organizations working in the field of establishing and expanding the cooperation between business and professional unions, federations, associations, organizations, and enterprises of different ownership forms for sharing the experiences and best business practices;
 - 2.4.12. facilitation of obtaining an education abroad, as well as assistance to foreigners to enroll in higher educational institutions in Ukraine;
 - 2.4.13. assistance in solving the environmental issues.
- 2.5. Means, types and forms of the Union's activities to achieve and fulfill the statutory goals, objective, scope of activities, and tasks:
- 2.5.1. foundation, acquisition of membership, participation in the establishment and activities of public organizations, unions, associations, federations, including international ones;
 - 2.5.2. conclusion and implementation of memoranda of understanding, cooperation and/or mutual assistance agreements with other public associations on a voluntary basis;
 - 2.5.3. participation in civil legal relations, acquisition of property and non-property rights in accordance with the legislation;
 - 2.5.4. providing proposals and participating in the manner prescribed by law in drafting the regulations which are issued by state authorities and local self-governments and related to the Union's area of activities and important issues of state and social life;
 - 2.5.5. participation in the manner prescribed by law in the work of public councils, consultative, advisory, working, expert, and other auxiliary agencies formed by state authorities and local self-governments and preparation of recommendations on issues related to the scope of their activities;
 - 2.5.6. representation and protection of its legitimate interests and legitimate interests of its members or other persons in any state authorities, including courts of law, law enforcement agencies, local self-governments, enterprises, institutions, and organizations of all forms of ownership and subordination;
 - 2.5.7. drafting, adoption, publication, distribution, verification, revision, and cancellation of standards and codes of established practice subject to the Ukrainian legislation;
 - 2.5.8. approaching in the manner prescribed by law the state authorities, local self-governments, their officials and employees with proposals (comments), statements (petitions), and complaints;
 - 2.5.9. cooperation with international non-governmental and governmental organizations in compliance with the laws and international treaties of Ukraine, whose binding nature is imposed by the Verkhovna Rada of Ukraine;
 - 2.5.10. establishment and support of direct international contacts, participation in international

- events, implementation of international relations in other forms that are not prohibited by the applicable Ukrainian legislation and do not contradict its international obligations;
- 2.5.11. maintaining direct international contacts with public organizations of other countries, concluding relevant agreements and participating in international events related to the Union's activities that do not contradict Ukraine's international obligations;
 - 2.5.12. joining or establishing public associations, including international ones, on a voluntary basis, concluding cooperation and mutual assistance agreements;
 - 2.5.13. establishing its representative offices or separate units in other countries;
 - 2.5.14. hold events to enhance cooperation between administrative and territorial units, territorial communities, and labor collectives for economic, scientific and technical development, cultural exchange, etc.;
 - 2.5.15. participation in national and international grant-supported programs;
 - 2.5.16. providing legal, informational, organizational, methodological, and other support to the activities of the Union members;
 - 2.5.17. pursuing the consulting, translation and marketing activities;
 - 2.5.18. providing aid (financial on a repayable or non-repayable basis, material, etc.) to legal entities or natural persons according to the procedure established by law;
 - 2.5.19. obtaining, on lease or temporary free-of-charge use, buildings, equipment, vehicles, and other property necessary to fulfill the Union's statutory tasks;
 - 2.5.20. receiving aid in the form of funds or property received free of charge in the form of membership fees, non-repayable financial aid, donations, or grants and independently deciding on their use;
 - 2.5.21. arranging for the establishment of consortia, societies, enterprises, institutions, and organizations, including foreign ones;
 - 2.5.22. organization of individual and group trainings, seminars, and workshops aimed at professional development;
 - 2.5.23. organization of travel to study experience, international exchanges by specialized groups, including for the purpose of visiting business, scientific, and professional events, conferences, symposiums, congresses, round tables, seminars, trainings, meetings, etc.;
 - 2.5.24. translation, publication, sale, and dissemination of professional technical, economic, and legal literature, manuals, magazines, reference, information, and advertising materials;
 - 2.5.25. conducting technical, linguistic, legal, economic, and public examinations and studies, including those on behalf of competent authorities, independently or involving invited specialists;
 - 2.5.26. preparation and conduction of radio and television broadcasts, film demonstrations, publication of articles on the experience of other countries covered by the Union's activities, with regard to architecture, urban planning, infrastructure, road facilities, ecology, etc.;
 - 2.5.27. organization and holding of local, regional, all-Ukrainian, and international assemblies,

conferences, symposiums, exhibitions, lectures, workshops, trainings, master classes, debates, topical round tables, fairs, business and other events in Ukraine and abroad;

2.5.28. establishing awards to be conferred on the Union's members and partners;

2.5.29. other means, types, and forms of activities that contribute to the achievement of the statutory objective and tasks and are not prohibited by law.

3. ACQUISITION AND TERMINATION OF MEMBERSHIP IN THE UNION

3.1. Legal entities of private law, including public unions in the status of legal entity, and natural persons that are 18 years old or older and have not been recognized legally incapable by court, support the Union's objective, goals, Code of Ethics, recognize the provisions of this Charter, voluntarily wish to join the Union, contribute to delivering its tasks, and undertake to pay membership fees can be members of the Union.

3.2. Membership in the Union shall be voluntary. No physical or legal entity can be compelled to join the Union or restricted in the right to voluntarily withdraw from it.

3.3. Membership in the Union shall be incompatible with the propaganda of violence, national, religious, or social hatred, collaboration with an aggressor state, which may cause any threat to peace, any violation of peace, or act of aggression, narrowing the content of existing human and civil rights and freedoms.

Legal entities established and registered in accordance with the legislation of the Russian Federation / Republic of Belarus / Islamic Republic of Iran; legal entities established and registered in accordance with the legislation of Ukraine whose ultimate beneficial owner, member or participant (shareholder) is from the Russian Federation / Republic of Belarus / Islamic Republic of Iran and owns a share in the authorized capital of 10 percent or more; a natural person who is a national of the Russian Federation / Republic of Belarus / Islamic Republic of Iran cannot be members of the Union.

3.4. Membership in the Union can be:

- Associate
- Full
- Affiliate
- Honorary

3.5. A legal entity can be an associate member if it meets the requirements of Paragraph 3.1. hereof, gains a significant portion of its profits from the provision of independent intellectual consulting and advisory services in the area of urban development, infrastructure, and environment, and joins the Union for the first time.

3.6. A legal entity of private law can be a full member of the Union if it meets the requirements of Paragraph 3.1. hereof and gains a significant part of its profits from the provision of independent intellectual consulting and counseling services in the area of urban development, infrastructure, and environment, acts as financially independent, renders services at a high level of competence and professionalism, fulfills the obligation to pay the membership fees, and has been an associated or affiliated member of the Union for at least two years.

3.7. A legal entity or other economic operator can be an affiliate member, as well as a natural person

that is a citizen of Ukraine or other states or a stateless person residing in Ukraine on lawful grounds and has come of age. These persons shall meet the requirements of Paragraph 3.1. hereof and declare their intentions to participate regularly or periodically in the activities of the organization, its projects, and events.

- 3.8. Honorary membership can be attributed to legal entities and natural persons for a significant contribution to development of the engineering and consulting industry and activities of the Union under a decision of the Board on the proposal of the President (subject to obtaining consent from the candidate).
- 3.9. To gain membership in the Union, the applicant (except for a candidate for honorary membership) shall apply to the President and declare that they support the objective and goals of the Union and its Code of Ethics, recognizes the provisions of this Charter, voluntarily wishes to join the Union, is ready to participate in fulfilling its tasks, and undertakes to pay the membership fees.
- 3.10. Upon preliminary review of the application and attached documents, the President shall forward the application with their recommendation to be reviewed by the Board.
- 3.11. A resolution on admission to the Union shall be adopted by two thirds of the attending members of the Board's meeting.
- 3.12. Every legal entity, natural person, or other economic operator shall have the right to voluntarily terminate its membership in the Union at any time by submitting an application to the Board. Membership in the Union shall be terminated from the date of submitting such application and shall not require additional decisions. On the same day, the term of a full member's representative shall cease at any elected position in the Union.
- 3.13. Membership in the Union shall be terminated in the following cases:
 - 3.13.1 a member has submitted an application for withdrawal from the Union;
 - 3.13.2 expulsion from the Union for failure to pay the membership fees within one calendar year;
 - 3.13.3 termination of a member of the Union as a legal entity or economic operator unless such termination envisages legal succession;
 - 3.13.4 failure to comply or improper compliance with the requirements of the legislation, regulations, this Charter and/or by-laws of the Union by its member;
 - 3.13.5 actions or inaction by a member of the Union which have inflicted or may inflict significant proprietary or non-proprietary losses to the rights, lawful interests, reputation, prestige, authority of the Union and/or rights, freedoms, lawful interests, reputation, prestige and authority of other members of the Union.
 - 3.13.6 if a member of the Union (an individual) is recognized incapacitated, partially incapacitated, missing, or is declared dead;
 - 3.13.7 entry into force of a court verdict on the conviction of an individual, who is a member of the Union, for an intentional offense;
 - 3.13.8 entry into force of a court decision on bankruptcy, liquidation or termination of activities of a legal entity or other economic operator that is a member of the Union;
 - 3.13.9 acts or inaction by a natural person, legal entity, or other economic operator that inflict significant proprietary or non-proprietary losses to the Union;
 - 3.13.10 other cases provided for by law.

- 3.14. Membership in the Union is terminated from the date of submitting the relevant application and does not require additional decisions of the Board, except for the President of the Union, whose membership is terminated from the day following the election of a new President of the Union.
- 3.15. In case of terminating the membership in the Union, donations in monetary, property and non-property forms, funds (membership fees, gifts, target contributions, etc.) and other valuables transferred by a member in the Union's ownership shall not be returned.
- 3.16. Membership in the Union shall be terminated for all members in the event of termination of the Union's activities from the moment the corresponding changes are entered in the state register.
- 3.17. Termination of a legal entity's membership shall entail the cessation of holding a respective post by its representative but shall not be grounds for termination or non-fulfillment of any obligations in accordance with civil law or employment contracts by that representative.

4. RIGHTS AND OBLIGATIONS OF THE UNION'S MEMBERS

- 4.1. Members of the Union shall have the right to:
 - 4.1.1. participate in events, projects, programs, meetings, etc., initiated and/or participated in by the Union;
 - 4.1.2. participate in the activities and management of the Union in the manner prescribed by this Charter;
 - 4.1.3. apply to any unit of the Union;
 - 4.1.4. obtain information about the Union's activities;
 - 4.1.5. discuss any issues related to the Union's activities and make proposals for improving the activities of its units;
 - 4.1.6. obtain methodological, organizational, consulting, professional, and other assistance from the Union;
 - 4.1.7. make proposals on election of the President and/or Vice President(s);
 - 4.1.8. withdraw voluntarily from the Union, and in case of terminating the membership in the Union submit a repeated application for admission to the Union;
 - 4.1.9. declare publicly about their status of the Union's member, disseminate information on their participation in programs and events initiated and/or participated in by the Union;
 - 4.1.10. provide proprietary, financial, technical, and other types of support to the Union;
 - 4.1.11. apply to the Union in order to protect their legitimate interests;
 - 4.1.12. engage new members to the Union.
- 4.2. Full members of the Union have the exclusive right to delegate one of their representatives to the Board.

A full member of the Union may not delegate a representative to the highest corporate body, or may entrust representation of their interests in a person who is already a representative of another full member (members).
- 4.3. Members of the Union shall be obliged to:
 - observe the Charter and Code of Ethics of the Union;
 - seek to improve the quality, competence, and professionalism in their activities;

- assist in implementing the statutory tasks of the Union;
- fulfill the decisions of the Union's corporate bodies;
- protect the Union's interests;
- pay the admission and membership fees timely in the amounts and terms set by the Union's Board.

5. PROCEDURE OF FORMATION AND OPERATION OF STATUTORY BODIES OF THE UNION

5.1. The managing bodies shall be:

- Board;
- President.

5.2. The supreme permanent corporate body of the Union shall be the Board. The President is the head of the Union, and in case the President is temporarily absent, the Vice President is substituted for them.

5.3. Within its competence, the Board shall:

- 5.3.1. determine strategic areas of the Union's activities to comply with its objective (goals) and tasks;
- 5.3.2. adopt the Charter, approve amendments and additions thereto;
- 5.3.3. approve the Union's Code of Ethics;
- 5.3.4. elect the President from among its members;
- 5.3.5. determine the number of and, upon submission by the President, elect Vice Presidents;
- 5.3.6. hear and approve the President's reports;
- 5.3.7. establish the Panel and other advisory and consultative bodies of the Union and approve their regulations;
- 5.3.8. cancel decisions of the President, Vice Presidents, separate units of the Union (if any), which contradict this Charter and other documents of the Union;
- 5.3.9. delegate some of its powers to the President and certain functions related to management of the property to the President, Vice Presidents, and legal entities (companies, enterprises) established by the Union under the Charter, or transfer them to public unions joined by the Union;
- 5.3.10. admit new members to the Union and have the right to refuse to admit a natural person or legal entity as a member of the Union;
- 5.3.11. decide to terminate membership in the Union;
- 5.3.12. review complaints by the Union's members;
- 5.3.13. establish separate units of the Union and terminate their activities, as well as decide on the reorganization or dissolution of the Union;
- 5.3.14. establish the procedure and determine the term to terminate activities of the Union;

- 5.3.15. if necessary, determine the number of members and elect the members of the winding-up commission;
 - 5.3.16. make decisions on the use of property and funds of the Union;
 - 5.3.17. approve target, long-term, and complex programs;
 - 5.3.18. assign the President's duties to one of the Vice Presidents for a certain period in case of a long absence of the President;
 - 5.3.19. decide on the co-optation of new members of the Board in case new full members of the Union delegate their representatives or the replacement of delegated representatives are replaced by current full members;
 - 5.3.20. approve symbols and specimens of seals, stamps, and letterheads of the Union;
 - 5.3.21. exercise the right of ownership for the property and funds of the Union;
 - 5.3.22. approve the Regulations on membership fees;
 - 5.3.23. dispose of the funds and property of the Union in order to fulfill the statutory tasks within the limits specified by this Charter and Ukrainian legislation. The Board can decide to assign some property management functions to corporate bodies, legal entities (companies, enterprises), or separate units, or transfer them to public unions established by the Union;
 - 5.3.24. decide on the acquisition and disposal of immovable property of the Union within the limits specified by this Charter and Ukrainian legislation;
 - 5.3.25. decide on conducting independent financial and other audit of the Union;
 - 5.3.26. decide on the establishment or liquidation of institutions, organizations, enterprises, and mass media, approve their Charters or regulations, appoint and dismiss their leaders to fulfill the Union's statutory goals;
 - 5.3.27. decide on the establishment and termination of activities of the Union's units, including in the countries covered by Union's activities, and coordinate their activities;
 - 5.3.28. consider other issues and have the right to make decisions on any activities of the Union.
- 5.4 The Board shall comprise delegated representatives of full members of the Union. Each full member may delegate one representative to the Board.
 - 5.5. Full members of the Union shall be free to choose their representatives to the Board, but in case of a reasoned objection by the President, they shall replace a member of the Board, who does not fully fulfill their duties, or their actions are detrimental to activities of the Union.
 - 5.6. Each member of the Board shall have only one vote during the voting even if they have been delegated to the Board by two or more full members. Members of the Board shall have no right to delegate their powers of a member of the Board to other persons.
 - 5.7. A person delegated by a full member of the Union as its representative to the Board shall be admitted to the Board within a term not exceeding three working days from the day the President receives (in person, by fax, post, or e-mail) the document confirming the credentials of the representative.
 - 5.8. The Board shall be convened by the President at least once every six months on their own initiative or at request of at least 1/10 of full members of the Union.

- 5.9. The decision to convene the Board at request of at least 1/10 of the full members of the Union shall be made by the President no later than 30 (thirty) calendar days after receiving the convocation request. If the members' demand for convening the Board has not been fulfilled, they have the right to convene the Board independently.
- 5.10. An initiator of the convocation shall inform the Board members about the date, time, venue, and agenda no later than 10 (ten) days before the date of the Board convocation, and in case of urgent holding, within a period sufficient to inform the Board members.
- 5.11. The meeting of the Board shall be duly constituted if at least half of the members of the Board attend.

The Board shall make its decisions at its meetings, either by using such means of communication as Internet- and videoconferencing, or by polling its members using other means of communication (fax, telephone, mail, e- mail, etc.).

- 5.12. The decision of the Board on amendments to the Charter of the Union, reorganization or dissolution of the Union, dissolution of units, if any, alienation of property of the Union for an amount equal to fifty percent or more of the property of the Union and liquidation of the Union shall be made by a majority of at least 3/4 of votes, unless otherwise provided by law.

All other decisions shall be deemed passed if more than half of those present at the meeting or more than half of the total number of members of the Board have voted for them when making a decision by polling or via communications means.

- 5.13. Decisions made the Board shall be binding on the members of the Union, its statutory bodies and its units.
- 5.14. The President of the Union or another elected person from among the Board members present shall be the Chairman at the Board meetings. Decisions of the Board meeting are signed by the Chairman at the Board meeting.
- 5.15. In between the meetings of the Board, routine activities of the Union shall be managed by its President.
- 5.16. The President shall have the authority to:

- 5.16.1 be elected by the Board from among its members for a term of 5 years;
- 5.16.2 ensure that the decisions made by the Board are implemented;
- 5.16.3 represent the Union (without a power of attorney) in relations with any natural or legal persons, including national, foreign, and international governmental and non-governmental organizations and institutions, state authorities, local self-governments, their officials and employees, enterprises, etc.;
- 5.16.4 act on behalf of the Union, represent its interests, make transactions, contracts, agreements, issue powers of attorney, open and close current, deposit, foreign currency, and other accounts in banks, disposes of the Union's funds and property within the limits of yearly cost estimate in compliance with the Board's decisions;
- 5.16.5 have the right to sign financial and other documents of the Union and delegate the right of signature to one of the Vice Presidents;
- 5.16.6 conclude and sign commercial and other agreements and contracts on behalf of the Union, issue powers of attorney for the right to act and represent on behalf of the Union;

- 5.16.7 convene meetings and arrange preparation of meetings of the Board, make proposals on their agenda, chair them or delegates the chair of the meeting to one of the Vice Presidents in case of the president's absence;
 - 5.16.8 sign the minutes of meetings;
 - 5.16.9 make proposals on candidates for the election of Vice Presidents;
 - 5.16.10 approve the staffing, conclude employment and civil contracts, hire and dismiss employees subject to the applicable legislation, approve the regulations on functional units, job descriptions of employees, etc.;
 - 5.16.11 may delegate some of its powers to the Vice-Presidents;
 - 5.16.12 represent the Union in its relations with other public associations, state authorities and local self-governments, citizens of Ukraine and foreigners both in Ukraine and abroad;
 - 5.16.13 review complaints of members of the Union;
 - 5.16.14 issue orders, instructions, and other administrative documents of the Union;
 - 5.16.15 establish, if necessary, advisory and other auxiliary bodies of the Union and approve the regulations on them;
 - 5.16.16 solve other issues which are necessary to fulfill the statutory tasks in accordance with the objective (goals) of the Union's activities and do not fall within exclusive authority of the Board.
- 5.17. The President shall report on their work to the Board upon the termination of their powers. Extraordinary reporting may be carried out at request of at least one third of the Board's members.
- 5.18. President of the Union may be recalled from office by decision of the Board at the initiative of the majority of the Board's members before the end of the term for which they were elected.
- 5.19. Vice Presidents shall be elected by the Board on the President's proposal for a term of five years. If the President is temporary absent, the President's duties shall be entrusted to one of the Vice Presidents by the Board's decision or by the President's instructions. The President shall determine the authorities of Vice Presidents and assigns responsibility to them for certain areas of activity. Vice Presidents shall be subordinate and report to the President.
- 5.20. Vice Presidents of the Union may be recalled from office by decision of the Board and at the initiative of the President and majority of the Board's members before the end of the term for which they were elected.

6. PROCEDURE OF ESTABLISHMENT, OPERATION AND TERMINATION OF ACTIVITIES OF SEPARATE UNITS OF THE UNION

- 6.1. To fulfill the statutory objectives of the Union, the Board shall have the right to decide to establish or terminate separate units.
- 6.2. The union may have:
 - separate units according to the administrative and territorial structure of Ukraine;
 - separate units set up in other countries covered by the activities of the Union;
 - separate units set up according to a functional feature.

- 6.3. Separate units of the Union shall pursue their activities under this Charter.
- 6.4. Head of a separate unit shall be appointed by the Union's Board.
- 6.5. Separate units shall have the following authorities:
- to fulfill the statutory objective and tasks of the Union in a certain region within the authorities granted by the Board.
 - to do the work to engage new members by means not prohibited by the applicable Ukrainian legislation.
- 6.6. Head of a separate unit shall have the right to:
- use the name and symbols of the Union to deliver the Union's tasks;
 - obtain assistance of the Union's Board with fulfilling the Union's tasks;
 - apply to the Union's corporate bodies with requests.
- 6.7. Head of a separate unit shall be obliged to:
- abide by the requirement of the Union's Charter;
 - implement decisions of the Union's Board (adopted in line with the Charter and applicable Ukrainian legislation);
 - not allow actions aimed at compromising the honor, dignity, and business reputation of the Union's members.
- 6.8. Operations of a separate unit can be terminated by decision of the Union's Board.
- 6.9. The Union shall inform the authorized registration agency at the Union's whereabouts if a separate unit is shut down.
- 6.10. Separate units of the Union shall act under the Constitution of Ukraine, legislation of Ukraine and those countries where their activities are carried out, this Charter, and other documents of the Union.

7. FINANCIAL SUPPORT, REPORTING, PROPERTY AND FUNDS OF THE UNION

- 7.1. To fulfil its statutory tasks and goals (objective), the Union may directly pursue necessary business activities and obtain income (profit), which is used exclusively to finance the expenditures to maintain the Union, achieve of its goals (objective, tasks), and pursue activities under this Charter and on condition that this income or parts thereof will not be distributed among the founders (shareholders), members, employees of the Union (except for their salaries and payment of the single social contribution), members of the corporate bodies, and other associated persons.
- 7.2. The Union and legal entities (companies, enterprises) founded by it are obliged to keep the accounts and financial and statistical reports, be registered with the taxation authorities, and make compulsory payments to the budget as stipulated by the law.
- 7.3. The Union shall:
- 7.3.1. prepare annual financial statements containing a detailed analysis of incomes and expenses;

- 7.3.2. exercise control measures to ensure the crediting and expenditure of all funds in a manner consistent with the goals and tasks of the declared activity of a public association.
- 7.4. The Union shall be entitled to financial support from the State Budget of Ukraine and local budgets as provided by the law and bound to file and publish reports about the targeted use of such funds if receiving such support.
- 7.5. All gained incomes (profits) or their parts shall not be distributed among the founders (shareholders), members and employees of the Union (except for paying their salaries and the single social contribution), members of the corporate bodies, and other associated persons.
- 7.6. If required, the Union shall have the right, for the purpose of monitoring, to conduct an independent financial and other audit of the Union as decided by the Board.
- 7.7. To fulfill its statutory tasks, the Union shall have the right to own, use, and dispose of funds and other property which, in accordance with the law, has been transferred to the Union by its members (participants) or the state, acquired as membership fees, donated by individuals, enterprises, institutions, and associations, acquired as a result of business activities of the Union or legal entities (companies, enterprises) founded by it, as well as the property purchased with its own funds, temporarily granted for use (other than administration), or on other grounds not prohibited by law.
- 7.8. The right of ownership of the Union shall be exercised by the Board in the manner prescribed by law and the Charter of the Union. Under the Board's resolution, certain functions for property management may be entrusted to the President, legal entities (companies, enterprises) or separate units founded by the Union subject to the Charter, or transferred to public where the Union is a member.
- 7.9. Sources of funds and property of the Union may be:
 - 7.9.1. property transferred to the Union by its founders and members;
 - 7.9.2. income obtained from direct business activity;
 - 7.9.3. proceeds obtained from activities of institutions, organizations and enterprises founded or established by the Union;
 - 7.9.4. property purchased with the Union's own funds or other sources not prohibited by law;
 - 7.9.5. gifts, donations in monetary, proprietary and non-proprietary forms, target contributions from founders, members of the Union, other individuals, enterprises, institutions, and organizations;
 - 7.9.6. property obtained free of charge or in the form of irrevocable financial aid, charity or voluntary donations;
 - 7.9.7. monetary funds in the form of irrevocable financial assistance, charity or voluntary donations;
 - 7.9.8. funds and property obtained in the event of termination of activities of the Union's separate units in line with the applicable laws of Ukraine;
 - 7.9.9. international humanitarian aid provided as funds and property;
 - 7.9.10. international technical assistance;

- 7.9.11. financial and material assistance for implementation of the Union's programs, provided by the State and local budgets under the applicable laws of Ukraine;
 - 7.9.12. proceeds from national, foreign, and international foundations, institutions, organizations, and individuals in foreign and Ukrainian currency, in property and non-property form, including those provided as grant support to projects;
 - 7.9.13. funds and property obtained or acquired as a result of activities not prohibited by the legislation of Ukraine and /or the countries where activities of the Union are pursued;
 - 7.9.14. passive income;
 - 7.9.15. other sources and types of assistance from natural persons and legal entities that are not prohibited by the applicable Ukrainian legislation.
- 7.10. In the event of termination of a legal entity of the Union (due to its self-dissolution, dissolution, merger, division, accession, or transformation), funds, property, and other assets shall be subject to transfer to one or more non-profit organizations of a respective type or accounting as budget revenue. In case of the Union's reorganization, its property, assets and liabilities shall be transferred to the legal successor.
- 7.11. The Union shall be solely responsible for its activities and shall not be liable for obligations of other legal entities.

8. PROCEDURE OF INTRODUCING ALTERATIONS AND AMENDMENTS INTO THE CHARTER

- 8.1. Alterations and amendments to the Charter of the Union shall be introduced and approved by the Board, which is the supreme corporate body of the Union. A resolution on the approval of alterations and amendments to the Charter shall be deemed adopted if at least 3/4 of votes of the Union's members have voted for it.
- 8.2. Changes to the statutory documents shall be notified by the Union to the registration agency within the terms set by the applicable Ukrainian legislation.

9. PROCEDURE OF APPEALING AGAINST DECISIONS, ACTIONS, AND INACTION OF CORPORE BODIES OF THE UNION AND REVIEW OF COMPLAINTS

- 9.1. Members of the Union shall have the right to appeal against a decision, action, or inaction of the other member of the Union, the Board, Vice President, or President by filing a written complaint.
- 9.2. Procedure of appealing against a decision, action, or inaction of a member of the Union:
 - a primary complaint against an action, inaction, or decision of a member or representative of a member of the Union shall be submitted to the President who must request written explanations from the person whose actions, inaction, or decisions are appealed against, review the complaint and written explanations, and report on the results of its review to the complainant within 20 (twenty) working days;
 - in the event the complaint is rejected, a repeated complaint shall be submitted to the Board,

which must review it at a nearest meeting but within the timeframe set by the Law of Ukraine “On inquiries from citizens” and summon the representative of the Union’s member who has filed the complaint, as well as the person whose actions, inaction, or decisions are appealed against;

- 9.3 A complaint against a decision, action or inaction of the President shall be submitted to the Board, which must review it at the nearest meeting within one month after it was received and summon the person complaining, as well as in the presence of the President whose action, inaction or decision is being appealed against. If it is impossible to solve the issues under appeal within one month, the Board shall set a term necessary for review and inform the complaining person. Meanwhile, the total term to resolve the issues under appeal cannot exceed forty-five days.
- 9.4. Action, inaction, or decision of the Board shall be appealed against by applying to a court of law under the legislation applicable at the time of appealing against such actions, inaction, or decisions.

10. TERMINATION OF ACTIVITY OF THE UNION

- 10.1. The Union's activities shall be terminated through its reorganization, self-dissolution, or forced dissolution.
- 10.2. Termination of the Union’s activities shall result in termination of the legal entity.
- 10.3. The Union has the right to make a decision of its termination (self-dissolution) at any time.
- 10.4. The decision on reorganization or self-dissolution of the Union, procedure and terms of the termination of activities, use of property and funds of the Union shall be adopted by the Board under this Charter and applicable laws of Ukraine if at least 3/4 of the members attending the meeting have voted for such decision.
- 10.5. The decision of a forced dissolution of the Union in Ukraine shall be made by a court of law.
- 10.6. Termination of the Union's activities shall entail dissolution of its corporate bodies, statutory bodies, separate units, and termination of membership in the Union of all its members.
- 10.7. In the event the Union is terminated 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 several non-profit organizations of a respective type or included in the budget revenue.

11. FINAL PROVISIONS

- 11.1 All the issues which are not covered by this Charter and by-laws of the Union and concern the relationship between the Union, its corporate bodies and members, as well as other issues shall be settled in compliance with the applicable Ukrainian legislation.
- 11.2. Should a separate article of this Charter be found invalid, this shall not be grounds for invalidating the entire Charter.
- 11.3. This Charter shall enter into force from the moment of its state registration in the manner prescribed by the law.

Signatures:

Chairperson of the Board's meeting,

President _____ O. Nepomnyashchyy

Secretary of the Board's meeting _____ S. Reva