

*"APPROVED"*  
*by the decision of the participants, which is*  
*executed*  
*by Minutes No. 5 dated 19 May 2025*

# CHARTER

OF THE CHARITABLE ORGANIZATION  
"CHARITY FOUNDATION "MISSION UKRAINE"

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## **1. NAME AND DETAILS OF THE CHARITABLE ORGANIZATION.**

- 1.1. Full name in Ukrainian: Благодійна організація «Благодійний фонд «МІСІЯ УКРАЇНА»;
- 1.1. Short name in Ukrainian: БО «БФ «МІСІЯ УКРАЇНА»;
- 1.2. Full name in English: Charitable organization “Charity foundation “MISSION UKRAINE”;
- 1.3. Full name in English: CO «CF «MISSION UKRAINE»;;
- 1.4. The location of the Charitable organization “Charity foundation “MISSION UKRAINE” is: 1/16 Sofiivska Street, 01001, Kyiv, Ukraine.
- 1.5. The official means of communication of the Charitable organization “Charity foundation “MISSION UKRAINE” are:
  - 1.1. Tel.: +380936850074,
  - 1.2. E-mail: info@missionukraine.world
  - 1.3. Website: www.missionukraine.world

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## **2. GENERAL PROVISIONS**

- 2.1. The Charitable organization “Charity foundation “MISSION UKRAINE” (hereinafter referred to as the Charitable Organization) is a legal entity whose main purpose is charitable activities in the areas defined by this Charter, which does not provide for the benefactors, founders and participants of the Charitable Organization to receive profit from charitable activities.
- 2.2. The Charitable Organization is established and operates in accordance with the Constitution of Ukraine, the Law of Ukraine On Charitable Activities and Charitable Organizations, the Law of Ukraine On Volunteering, other applicable laws of Ukraine and this Charter.
- 2.3. The Charitable Organization may act without a seal until the General Meeting of Participants of the Charitable Organization decides otherwise.
- 2.4. The Charitable Organization is established in the form of a charitable foundation in accordance with the legislation of Ukraine, has participants and is managed by participants who are not obliged to transfer any assets to the Charitable Organization to achieve the goals of charitable activities.
- 2.5. The Charity's activities extend throughout the territory of Ukraine. The Charitable Organization independently determines the scope, types, place (territory), terms and beneficiaries of charitable activities in its constituent documents, charitable programmes or other decisions of the organization's governing bodies.
- 2.6. The Charitable Organization is a non-profit organization and acquires such status in accordance with the laws of Ukraine.
- 2.7. The income of the Charitable Organization shall be used exclusively to finance its maintenance expenses, to achieve its purpose, goals, objectives and activities determined by its constituent documents.
- 2.8. It is prohibited to distribute the received charitable income or a part thereof among the founders, participants (members) of the Charitable Organization, its employees (except for payment of their labour, accrual of the unified social tax), members of the governing bodies and other persons related to them.
- 2.9. In the event of termination (as a result of liquidation, merger, division, accession or transformation) of the Charitable Organization, its assets shall be transferred to one or more non-profit organizations of the relevant type or credited to the budget.

2.10. A Charitable Organization has all the rights of a legal entity under the laws of Ukraine.

2.11. A charitable organization acts as a party to legal relations on its own behalf, has separate property, an independent balance sheet, and has the right to own, use and dispose of its own property on its own behalf, as well as to enter into transactions, conclude and terminate employment contracts, acquire, lease and dispose of property, acquire property and non-property rights and bear obligations on its own behalf, be a plaintiff and defendant in court, have accounts in banks, seals and stamps with its name and other necessary details.

2.12. A charitable organization has the right to establish separate subdivisions, to be a founder and member of other charitable organizations, as well as unions, associations, and other voluntary associations, to carry out joint charitable activities, and to have other rights in accordance with the law.

2.13. A charitable organization shall be liable for its obligations within the limits of its property, which, in accordance with the legislation of Ukraine, may be subject to foreclosure. A charitable organization is not liable for the obligations of its founder and members. The founder and members of the organization are not liable for its obligations.

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### **3. GOALS AND AREAS OF CHARITABLE ACTIVITY. TYPES OF CHARITABLE ACTIVITIES.**

3.1. Purpose and objectives of the charitable activities of the Organization:

3.1.1. The main purpose of the charitable activities of the Charitable Organization (hereinafter referred to as the Organization) is to provide assistance to promote the legitimate interests of the beneficiaries in the areas of charitable activities defined by this Charter, as well as to develop and support these areas in the public interest.

3.1.2. The objectives of the charitable activities of the Organization are also

- a) Strengthening civil society and democratic values in Ukraine.
- b) Promotion of sustainable development of Ukraine and achievement of the UN Sustainable Development Goals.
- c) Development of international cooperation in the field of charity aimed at supporting Ukraine and implementation of the statutory objectives of the Organization.

3.2. Beneficiaries of charitable assistance:

3.2.1. In accordance with the requirements of the legislation of Ukraine, the beneficiaries of the Organization may be individuals, non-profit organizations, territorial communities, as well as legal entities of public and private law that receive charitable assistance from the Organization to achieve the purpose and objectives set forth in this Statute.

3.2.2. The founders, members of the Organization, members of the governing bodies of the Organization, their close persons (as defined in the Law of Ukraine "On Prevention of Corruption") cannot be beneficiaries of the charitable programmes of the Organization.

3.3. Areas of charitable activities of the Organization. The main areas of charitable activities of the Organization are:

3.3.1. Education, including formal and non-formal education, advanced training and dissemination of knowledge.

3.3.2. Healthcare, including medical care and disease prevention.

3.3.3. Ecology, environmental protection and animal welfare, support for sustainable development programmes and environmental initiatives.

- 3.3.4. Prevention of natural and man-made disasters and elimination of their consequences, assistance to victims of disasters, armed conflicts and accidents, as well as to refugees and people in difficult life circumstances.
- 3.3.5. Guardianship and trusteeship, legal representation and provision of legal aid.
- 3.3.6. Social protection, social security, social services and poverty alleviation.
- 3.3.7. Culture and art, protection and preservation of the cultural heritage of Ukraine (tangible and intangible), support for educational activities.
- 3.3.8. Science, research and innovations aimed at solving social problems and development of society.
- 3.3.9. Human and civil rights and fundamental freedoms, development of civil society.
- 3.3.10. Development of territorial communities.
- 3.3.11. Development of international cooperation of Ukraine, implementation of joint projects with international organizations.
- 3.3.12. Stimulation of economic growth and development of the economy of Ukraine and its individual regions and increase of Ukraine's competitiveness.
- 3.3.13. Promoting the implementation of state, regional, local and international programmes aimed at improving the socio-economic situation in Ukraine.
- 3.3.14. Promoting the country's defence capability and mobilisation readiness, protection of the population in emergency situations of peace and martial law.
- 3.3.15. Development of media (traditional print and audiovisual media, Internet media, new media), promotion of media literacy and support for independent media, and combating disinformation.
- 3.3.16. Promoting volunteerism in Ukraine.
- 3.4 Main areas of charitable activity of the Organization. The Organization carries out charitable activities in the following main areas:
- 3.4.1. Assistance to victims of emergencies, armed conflicts and other crises:
- a) Providing assistance to citizens who suffered as a result of an emergency of a man-made or natural nature, a special period, legal regimes of emergency or martial law, the anti-terrorist operation, measures to ensure national security and defence, repulsion and deterrence of the armed aggression of the Russian Federation, as a result of social conflicts, accidents, as well as victims of criminal offences, refugees, internally displaced persons.
  - b) Rehabilitation (medical, psychological, social, professional) of veterans, volunteers, children and other persons affected by the military aggression of the Russian Federation against Ukraine and other armed conflicts or emergencies.
  - c) Provision of assistance to the Armed Forces of Ukraine, other military formations, law enforcement agencies, state authorities during the special period, legal regimes of emergency or martial law, the anti-terrorist operation, measures to ensure national security and defence, repulsion and deterrence of the armed aggression of the Russian Federation.
  - d) Provision of food, clothing, medicines, hygiene products and other necessary items to persons and categories of the population in need of such assistance.
  - e) Supporting projects aimed at improving housing conditions, access to drinking water, sanitation and hygiene for affected individuals and communities.
  - f) Promote the development of infrastructure in the affected regions (restoration and development of schools, hospitals, roads, etc.).
- 3.4.2. Social support and protection:
- a) Providing assistance to support low-income, unemployed, large families, homeless, street children, and people in need of social rehabilitation.
  - b) Providing care for the sick, disabled, lonely, elderly and other persons who, due to their physical, material or other characteristics, need support and assistance.

c) Providing assistance to persons who, due to their physical or other disabilities, are limited in the exercise of their rights and legitimate interests.

d) Assisting the authorised probation body in supervising convicts and conducting social and educational work with them.

#### 3.4.3. Development of culture, art, education and science:

a) Promotion and assistance to cultural organizations (state, municipal, private, public) and educational organizations.

b) Promotion and assistance aimed at developing culture, art (including contemporary art), supporting educational activities and preserving the cultural heritage of Ukraine (tangible and intangible).

c) Supporting and promoting educational activities, including formal and non-formal education, advanced training, and dissemination of knowledge.

d) Assistance to young artists (authors, artists, musicians, writers, content developers, etc.), in particular, but not exclusively, in the creation and implementation of their creative projects, participation in competitions, festivals, residencies, internships.

e) Promoting and assisting in the conduct and organization of professional courses, trainings, seminars, conferences, networking events, workshops aimed at developing skills and competencies.

f) Supporting and developing book publishing (including publishing works by Ukrainian authors and translated literature), promoting translation and adaptation of scientific, educational and cultural materials.

g) Financing and support of scientific research in the fields corresponding to the purpose and scope of the Foundation's activities.

h) Supporting innovative projects and start-ups aimed at solving social problems and developing society.

i) Promoting the development of scientific and innovation infrastructure.

#### 3.4.4. Development of media and information space:

a) Supporting the development of media (traditional print and audiovisual media, as well as Internet media, new media), promoting media literacy.

b) Assistance to young creators (authors, artists, content developers, etc.), in particular, but not exclusively, in creating and launching podcasts, telegram channels, blogs and other media projects.

c) Supporting independent media and combating disinformation.

#### 3.4.5. Human rights protection, civil society development and legal aid:

a) Provide financial assistance to beneficiaries and assist them in obtaining professional legal assistance, in particular to those who need to protect their rights and interests.

b) Supporting human rights organizations and initiatives.

c) Promoting the development of civic education and citizen participation in decision-making.

d) Protecting the rights of vulnerable groups (children, the elderly, people with disabilities, national minorities, representatives of the LGBTQI+ community and others).

#### 3.4.6. Environmental protection and sustainable development:

a) Implementation of measures related to environmental protection, preservation of cultural heritage, historical and cultural environment, historical and cultural monuments, and burial sites.

b) Supporting sustainable development programmes and environmental initiatives (e.g. greening of the territory, waste sorting and recycling projects, energy efficiency).

#### 3.4.7. International cooperation and development:

a) Implementation of joint projects with international charitable organizations, foundations and other institutions.

b) Exchange of experience and knowledge with foreign partners in the areas of the Organization's activities.

c) Supporting international initiatives aimed at achieving sustainable development goals and supporting Ukraine.

3.4.8. Promoting events of national and international importance:

a) Promotion of events of national and international importance related to the organization of mass sports, cultural and other spectacular and social events that meet the purpose of the Organization.

3.4.9. The Organization may carry out charitable activities in other areas not prohibited by the legislation of Ukraine, which correspond to the purpose and goals of the Organization determined by this Statute.

3.5. Volunteer activity as a form of charitable activity

3.5.1. The Organization may engage volunteers to achieve its purpose, implement the goals, objectives and activities set forth in this Statute, in accordance with the procedure provided for by the current legislation of Ukraine.

3.5.2. The volunteer activity is carried out by the Organization in the areas and directions specified in clauses 3.3 and 3.4 of this Statute.

3.5.3. In order to carry out volunteer activities, the Organization has the right to:

a) Carry out activities with the conclusion of a volunteer agreement with a volunteer or without such an agreement in accordance with the procedure established by the legislation of Ukraine.

b) Receive funds and other property for carrying out volunteer activities.

c) Independently determine the areas of volunteer activity within the statutory tasks.

d) Issue certificates to volunteers that certify their identity and type of volunteer activity within the Organization (if necessary and in accordance with internal regulations).

e) Reimburse volunteers for expenses related to their volunteer assistance in cases and in the manner prescribed by law.

f) To insure the life and health of volunteers for the period of their volunteer activity in accordance with the law (if appropriate resources are available and in cases provided for by law or internal programmes).

g) Invite foreigners and stateless persons to carry out volunteer activities in Ukraine, send Ukrainian citizens abroad to carry out volunteer activities in accordance with the law.

h) Acquire other rights provided for by law for organizations that involve volunteers in their activities.

3.6. Types of charitable activities of the Organization. The Organization carries out charitable activities on the basis of its own voluntary choice of one or more of the following types of charitable activities:

3.6.1. Free transfer of funds and other property to the beneficiaries, as well as free assignment of property rights to the beneficiaries.

3.6.2. Free transfer to the beneficiaries of the right to use and other property rights to property and property rights.

3.6.3. Free transfer of income from property and property rights to beneficiaries.

3.6.4. Gratuitous provision of services and performance of works in favour of the beneficiaries.

3.6.5. Charitable joint activities and performance of other contracts (agreements) on charitable activities.

3.6.6. Public collection of charitable donations.

3.6.7. Management of charitable endowments (if established and in accordance with the law). 3.6.8. Execution of wills, testamentary bequests and inheritance agreements for charitable activities.

3.6.9. Holding charity auctions, non-monetary lotteries, contests and other charity events not prohibited by law.

3.6.10. Reimbursement of expenses of other beneficiaries related to the transfer of property and property rights specified in this Charter.

3.6.11. Organising and conducting charitable campaigns, actions, marathons, cultural, educational, sports and other events aimed at achieving the purpose and goals of the Organization. 3.6.12. Creating

and distributing information materials (printed, audiovisual, electronic) to raise public awareness of issues related to the areas and directions of the Organization's activities, as well as to promote charity and volunteering.

3.6.13. Providing consulting, information and expert assistance to the beneficiaries of the Organization, as well as other stakeholders on issues within the competence of the Organization.

3.6.14. Creating and maintaining online platforms, websites, mobile applications and other digital resources to inform about the activities of the Organization, attract benefactors and volunteers, and provide assistance to beneficiaries.

3.6.15. Implementation of charitable programmes and projects aimed at achieving the purpose and goals of the Organization.

3.7. General rights of the Organization in carrying out charitable activities. In order to carry out its charitable activities, the Organization has the right to:

3.7.1. To independently determine the scope, types, place (territory), terms and beneficiaries of charitable activities in charitable programmes or other decisions of the governing bodies of the Organization in accordance with this Statute.

3.7.2. To independently decide on the provision of charitable assistance to specific beneficiaries.

3.7.3. To carry out charitable programmes, joint charitable activities and other types of charitable activities independently, jointly with other residents of Ukraine, as well as jointly with non-residents, taking into account the peculiarities determined by the laws or international treaties of Ukraine.

3.7.4. To raise funds for the maintenance of the Organization, implementation of its purpose, goals, objectives and activities.

3.7.5. To attract and use charitable donations and charitable grants in accordance with the terms of their provision and in accordance with the law.

3.7.6. To be a beneficiary (recipient) of all types of charitable assistance (activities).

3.7.7. To have ownership and other property rights to funds, securities, land plots, other immovable and movable property, as well as intangible assets legally acquired.

3.7.8. To carry out economic activities without the purpose of making a profit that contributes to the achievement of the statutory objectives of the Organization in accordance with the law.

3.7.9. To establish separate subdivisions, to be a founder and a member of other charitable organizations, as well as unions, associations, other voluntary associations, and to carry out joint charitable activities, to act as a founder (member) of other legal entities independently or with other entities and to terminate its participation in them in accordance with the procedure established by law.

3.7.10. Participate in the development, public discussion, monitoring of regulatory and other legal acts relating to the purpose, goals, areas of activity and tasks of the Organization. 3.7.11. To exchange information and specialists with relevant organizations in Ukraine and foreign countries.

3.7.12. To acquire other rights in accordance with this Statute and the legislation of Ukraine.

3.8. Raising Funds and Property, Procedure for Their Use for Charitable Activities

3.8.1. The Organization raises funds and other property to ensure the statutory charitable, including volunteer, activities in accordance with the purpose, goals, areas, directions and types of activities determined by this Statute and in compliance with the requirements of the current legislation of Ukraine.

3.8.2. The Organization independently determines the use of funds and other property raised for charitable activities in accordance with its statutory tasks, approved charitable programmes and budgets, except in cases of targeted provision of funds and other property by individuals or legal entities (benefactors) for a specific type of charitable assistance or implementation of a specific charitable programme. In such cases, the Organization is obliged to use the received assets exclusively for the purpose specified by the benefactor.

3.8.3. The sources of the Organization's assets (income), the procedure for control and reporting shall be determined by the relevant sections of this Charter (in particular, Section 7) and the current legislation of Ukraine. 3.8.4. The use of the Organization's assets (income) and transactions shall not contradict the laws and regulations and the purpose and goals of charitable activities defined by this Statute.

3.8.5. The Organization's income shall be used exclusively to finance expenses for its maintenance, implementation of the purpose (goals, objectives) and activities determined by its constituent documents.

3.8.6. The amount of administrative expenses of the Organization may not exceed 20 per cent of the income of the Organization in the current year, unless otherwise provided by law. Expenses related to the management of charitable endowments (if any) shall be included in the administrative expenses of the Organization, unless otherwise provided by law or a transaction between the Organization and the donor.

### 3.9. Restrictions on activities

3.9.1. The Organization does not aim at and has no right to provide charitable assistance to political parties or on behalf of political parties, as well as to participate in election campaigning in any form.

3.9.2. It is prohibited to distribute the received income (profits) of the Organization or a part thereof among the founders, participants (members) of the Organization, its employees (except for payment of their labour, accrual of a single social contribution), members of the governing bodies and other related persons.

3.9.3. The Organization and its officials are obliged to act within the powers granted by this Statute and the current legislation of Ukraine, to adhere to the principles of legality, transparency, accountability and to avoid conflicts of interest in their activities.

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## **4. GOVERNING BODIES OF THE CHARITABLE ORGANIZATION. THEIR COMPOSITION AND COMPETENCE. THE PROCEDURE FOR MAKING DECISIONS. THE PROCEDURE FOR APPOINTING AND REMOVING MEMBERS OF THE GOVERNING BODIES.**

4.1. The governing bodies of the Charitable Organization are:

- 4.1.1. General Meeting of Participants;
- 4.1.2. the Head of the Charitable Organization;
- 4.1.3. Supervisory Board.

### **GENERAL MEETING OF PARTICIPANTS**

1.1. The General Meeting of Participants is the supreme governing body of the Charitable Organization.

1.2. The General Meeting of Participants consists of the participants of the organization or authorised representatives of such participants.

1.3. If the Charitable Organization has one member, the decisions to be made by the General Meeting of Members shall be made by this member alone and shall be executed in writing in the form of a decision.

- 1.4. The general meeting of participants has the right to make decisions on all issues of the organization's activities, including those that fall within the competence of other governing bodies.
- 1.5. Resolutions of the general meeting of shareholders of the organization shall have superior legal force to resolutions of other governing bodies, any other bodies and officials of the organization, if any were created (appointed).
- 1.6. The exclusive competence of the general meeting of shareholders includes
  - 1.6.1. Amendments to this charter;
  - 1.6.2. Admission of a person to the membership of the organization;
  - 1.6.3. exclusion of a participant from the membership of the organization;
  - 1.6.4. nomination, election and suspension or termination of powers (recall) of the chairman of the organization and members of the supervisory board;
  - 1.6.5. making a decision on acquisition of real estate owned by the organization or alienation of real estate owned by the organization;
  - 1.6.6. making a decision on reorganization;
  - 1.6.7. making a decision on liquidation.
- 1.7. Each shareholder of the organization (its authorised representative) has one vote in the decision-making process of the general meeting of shareholders.
- 1.8. A shareholder of an organization has no right to vote when the general meeting of shareholders adopts decisions on issues related to the execution of a transaction with him/her and a dispute between him/her and the organization, unless otherwise provided by law. This rule does not apply if the organization has one member (founder).
- 1.9. Resolutions of the general meeting of shareholders are adopted by a majority of more than half of the total number of votes of all shareholders of the organization.
- 1.10. Resolutions falling within the exclusive competence of the General Meeting of Shareholders shall be adopted by a majority of at least 51% of the total number of votes of all shareholders of the organization.
- 1.11. The General Meeting of Participants shall be convened by the chairman of the organization or the supervisory board of the organization as necessary, but at least once a year.
- 1.12. Participants of the organization holding at least ten per cent of votes of the total number of votes of all participants of the organization may demand convocation of the general meeting of participants. If the request of such shareholders to convene a general meeting of shareholders is not fulfilled within 30 calendar days from the date of receipt, these shareholders have the right to convene a general meeting of shareholders themselves.
- 1.13. A shareholder's vote may be disregarded in case of his/her systematic (more than two consecutive times) absence from the general meeting of shareholders. In this case, the resolution of the general meeting of shareholders shall be adopted by a majority of more than half of the total number of votes of all other shareholders of the organization, without taking into account the vote of such shareholder who does not participate in the meeting.
- 1.14. Unless the resolution of the general meeting of shareholders establishes another term and method of notification of convening the general meeting of shareholders, the initiator of convening the general meeting of shareholders (chairman, supervisory board or shareholders holding at least ten per cent of votes of the total number of votes of all shareholders) shall notify the shareholders of the organization of convening the general meeting of shareholders not later than ten calendar days before the date of such meeting, in one or more of the following ways, at their own discretion
  - 1.1.1. by means of postal and/or telegraphic communication (by registered mail, telegram, etc.)
  - 1.1.2. by means of telecommunication (by telephone, fax, short message service (sms), e-mail, etc;)
  - 1.1.3. by posting the relevant notice on the organization's website and/or in the media;
  - 1.1.4. by delivering a written notice against receipt.

1.1. In the notice of convocation of the general meeting of shareholders, the initiator of the convocation shall indicate on whose initiative the general meeting of shareholders is convened, the date and time of the general meeting of shareholders, the place of its holding, the agenda of the general meeting of shareholders determined by the initiator of the convocation, and may also indicate draft resolutions on the agenda.

1.2. The general meeting of shareholders shall consider only the items on the agenda specified by the initiator of convocation in the notice of convocation of the general meeting of shareholders. The general meeting of shareholders may consider other issues not specified in the agenda if all shareholders of the organization participate in the meeting in person (not through a representative) and they have expressed their consent to do so.

1.3. The members of the organization may participate in the general meeting of members either in person or through representatives whose powers are confirmed by a power of attorney or a power of attorney drawn up in accordance with the requirements of the law, or by means of postal, telegraphic, telephone or electronic communication. A power of attorney for representation from a shareholder of an organization may not contain general wording, but must provide for specific powers with respect to a specific agenda of the general meeting of shareholders and a specific vote for, against or abstention from each agenda item. Violation of this clause of the charter shall result in invalidation of the vote of a shareholder acting through a proxy at such general meeting of shareholders.

1.4. A participant of the organization shall notify the initiator of the convocation of the general meeting of participants through a representative or using postal, telegraph, telephone or electronic communication means before the general meeting of participants.

1.5. Participation of the Fund's participant in the general meeting of participants by means of postal, telegraphic, telephone or electronic communication may consist, in particular, in

1.5.1. submission, before the end of the general meeting of participants, to the initiator of its convocation or to the chairman of the general meeting of participants of the written results of their voting on the agenda, certified by their own signature (including electronic digital signature);

1.5.2. remote participation in the discussion and voting on issues considered at the general meeting of shareholders "live" by means of telecommunications (including, but not limited to: by telephone, video and audio calling and conferencing services (Viber, Hangouts Meet, Zoho Meeting, Google Meet, etc.) or other similar services).

1.1. The general meeting of participants shall be chaired by the chairman of the organization, and in case of his absence or refusal (inability) to chair the meeting, the chairman of the meeting elected by the decision of the general meeting of participants.

1.2. The general meeting of shareholders, upon proposal of the chairman of the company or the chairman of the meeting, may elect the secretary of the general meeting of shareholders, whose duties include drawing up the minutes of the general meeting of shareholders.

1.3. Resolutions of the general meeting of shareholders shall be set forth in the minutes of the general meeting of shareholders and, if necessary, in annexes thereto.

1.4. The minutes of the general meeting of shareholders shall be drawn up within ten calendar days after the date of such meeting, unless another term is established by the resolution of the general meeting of shareholders.

1.5. Minutes of the general meeting of shareholders and, if any, annexes thereto shall be signed by the chairman of the organization (or the chairman of the meeting) and, if elected, by the secretary of the general meeting of shareholders.

## **CHAIRMAN OF THE ORGANIZATION**

- 1.6. The Head of the Organization is a permanent sole executive body of the Organization. The Head of the Organization shall act on behalf of the Charitable Organization in the manner and within the powers established by the legislation and this Charter.
- 1.7. The head of the organization is accountable to the general meeting of participants in all matters of its activities and is responsible to them for the proper exercise of his or her powers. In case of creation of a supervisory board, the chairman is also accountable to it within the limits determined by this charter.
- 1.8. The chairman of the organization may be an individual with full legal capacity.
- 1.9. The chairman of the organization shall be elected for an indefinite period by the general meeting of members from among the members of the organization. The general meeting of participants has the right to decide at any time to recall the chairman of the organization from office, which entails the termination of his powers. The reason for the recall may also be a loss of confidence in the chairman of the organization.
- 1.10. The chairman of the organization exercises his/her powers in this position on a voluntary basis, without receiving any salary or other remuneration, unless the general meeting of the organization's members decides otherwise.
- 1.11. Exercise of powers of the head of the organization by an individual shall not be an obstacle to the conclusion of an employment contract between him/her and the organization for the performance of labour duties in another position (positions) in the organization.
- 1.12. The decision to conclude an employment contract with an individual acting as the head of the organization or to make another transaction with him/her is taken by the general meeting of shareholders, and in case of establishment of a supervisory board - by the supervisory board.
- 1.13. The powers of the head of the organization are terminated:
- 1.13.1. due to termination of his/her participation in the organization - from the date of termination of such participation;
- 1.13.2. in connection with the independent resignation of the chairman of the organization - from the date specified in the relevant statement of the chairman of the organization to the general meeting of participants, but not earlier than the date of submission of such statement to the general meeting of participants;
- 1.13.3. in connection with the recall of the chairman of the organization from office by the decision of the general meeting of shareholders - from the date specified by the relevant decision of the general meeting of shareholders;
- 1.13.4. on other grounds stipulated by the legislation of Ukraine and decisions of the general meeting of members of the organization
- 1.6. The Head of the organization has the right to make decisions and perform transactions on all issues of the organization's activities, except for those that are referred to the exclusive competence of the general meeting of participants of the organization by this charter, as well as those that are directly referred to the competence (although not exclusive) of other governing bodies of the organization by this charter or decisions of the general meeting of participants.
- 1.7. The Head of the Charitable Organization:
- 1.7.1. Carries out the day-to-day management of the activities;
- 1.7.2. without a power of attorney, acts on behalf of the organization in the exercise of the rights, duties and functions granted by this charter and applicable law, represents the organization before all individuals and legal entities, the state and its bodies, territorial communities and local self-government bodies, their officials, and other participants in legal relations
- 1.7.3. in accordance with the procedure established by law, give instructions to other persons and issue powers of attorney to represent the organization;

- 1.7.4. Dispose of the organization's funds in accordance with the approved budgets and charitable programmes, as well as dispose of other property of the organization within the limits specified in this charter;
- 1.7.5. has the right to be the first signatory of financial documents;
- 1.7.6. conclude contracts and perform other transactions on behalf of the organization, including opening accounts in banking institutions;
- 1.7.7. ensures record keeping, accounting and reporting of the organization in accordance with the requirements of the current legislation of Ukraine and decisions of the general meeting of participants;
- 1.7.8. hires and dismisses employees of the organization, applies incentives and imposes penalties;
- 1.7.9. approves the staffing table and organizational structure of the organization, job descriptions of the organization's employees;
- 1.7.10. supervises the work of employees and officials (except for members of the supervisory board) of the organization, issues orders, instructions and other internal regulatory documents of the organization that are binding on them;
- 1.7.11. convene general meetings of the organization's members;
- 1.7.12. prepares draft resolutions to be submitted for consideration and/or approval by the general meeting of the organization's members, including draft budgets and charitable programmes and reports on their implementation;
- 1.7.13. presides over the general meeting of the organization's members;
- 1.7.14. ensure implementation of decisions of the general meeting of the organization's members;
- 1.7.15. annually report to the general meeting of the organization's members on its work;
- 1.7.16. performs other actions aimed at realising the goals, objectives and rights of the organization.

### **SUPERVISORY BOARD OF THE ORGANIZATION**

- 1.14. The Supervisory Board is the governing body of the organization, which, within the limits of its competence determined by this charter, controls and regulates the activities of the chairman of the organization and performs other functions provided for by this charter.
- 1.15. The supervisory board may not be established if the organization has no more than ten members. If the number of shareholders is reduced to less than eleven, the general meeting of shareholders of the organization may not decide to dissolve the supervisory board, which will result in termination of its powers. If the number of members is reduced to less than two, the members of the supervisory board must decide on the day of such reduction to dissolve themselves.
- 1.16. In the absence of the Supervisory Board, its powers shall be exercised by the general meeting of the organization's members.
- 1.17. The Supervisory Board shall be established and dissolved by the decision of the general meeting of shareholders. The number of members of the supervisory board shall be determined by the general meeting of shareholders.
- 1.18. Members of the supervisory board may be individuals with full legal capacity. The chairman of the organization cannot be a member of the supervisory board.
- 1.19. The members of the supervisory board are elected for an unlimited term by the general meeting of shareholders from among the shareholders of the organization. The general meeting of shareholders may at any time decide to recall a member of the supervisory board from office, which entails the termination of his or her powers. The grounds for such recall shall be the actual violation of these Articles of Association by such member or evidence of his/her active actions or inaction to the detriment of the organization, as reasonably stated in the recall resolution. Disagreement with the decision of the Supervisory Board shall not be a ground for recalling members of the Supervisory Board.

- 1.20. The members of the Supervisory Board shall elect its chairman from among themselves, whose powers include convening and chairing meetings of the Supervisory Board. The members of the Supervisory Board may at any time recall the Chairman of the Supervisory Board from office, which shall result in the termination of his powers as Chairman of the Supervisory Board. The reason for recall may also be a loss of confidence in the Chairman of the Supervisory Board.
- 1.21. The members of the supervisory board shall exercise their powers on a voluntary basis and shall not receive any salary or other remuneration for this, unless a decision to the contrary is made at the general meeting of participants.
- 1.22. Exercise of powers of a member of the supervisory board by an individual shall not be an obstacle to the conclusion of an employment contract between him/her and the organization for the performance of labour duties in another position(s) in the organization.
- 1.23. The decision to conclude an employment contract with an individual who performs the powers of a member of the supervisory board or to make another transaction with him/her shall be taken by the general meeting of the organization's shareholders.
- 1.24. The powers of a member of the supervisory board shall be terminated:
- 1.1.1. due to termination of his/her participation in the organization - from the date of termination of such participation;
- 1.1.2. in connection with the independent resignation of a member of the supervisory board - from the date specified in the relevant application of the member of the supervisory board to the general meeting of shareholders, but not earlier than the date of submission of such application to the general meeting of shareholders;
- 1.1.3. in connection with the recall of a member of the supervisory board from office by the decision of the general meeting of shareholders - from the date specified by the relevant decision of the general meeting of shareholders;
- 1.1.4. on other grounds stipulated by the legislation of Ukraine and decisions of the general meeting of shareholders.
- 1.8. The Supervisory Board:
- 1.1.1. Approve the charitable programmes of the organization;
- 1.1.2. Controls compliance of the organization's activities and use of its assets with its constituent documents;
- 1.1.3. Decides on the conclusion of an employment contract with an individual acting as the organization's chairman or other transaction with him/her;
- 1.1.4. convene general meetings of the organization's members;
- 1.1.5. reports to the general meeting of the organization's members on the results of control over compliance of the organization's activities and use of its assets with its constituent documents;
- 1.1.6. exercises other powers by decision of the general meeting of the organization's members.
- 1.25. The organizational form of work of the supervisory board is its meeting. Meetings of the supervisory board are convened by its chairman as needed, but at least once a year.
- 1.26. Members of the supervisory board holding at least one third of the votes in the total number of votes of all members of the supervisory board may request the convening of a meeting. If the request of such members of the supervisory board to convene a meeting is not fulfilled within two calendar days from the date of receipt, they have the right to convene a meeting of the supervisory board themselves.
- 1.27. Unless the resolution of the general meeting of shareholders establishes another term and method of notification of convening meetings of the supervisory board, the initiator of the convocation (the chairman of the supervisory board or its members holding at least one third of the votes of the total number of votes of all members of the supervisory board) shall notify the members of the supervisory board of the convocation of its meeting within the terms, procedure and method specified in clauses 4.15. to 4.16. of this charter.

- 1.28. The members of the supervisory board shall personally participate in its meetings and in voting at them.
- 1.29. Each member of the Supervisory Board shall have one vote in its decision-making (voting).
- 1.30. A member of the Supervisory Board shall not have the right to vote when it makes decisions on issues related to the conclusion of a transaction with him/her and a dispute between him/her and the Fund, unless otherwise provided by law.
- 1.31. Resolutions of the Supervisory Board shall be adopted by a majority of more than half of the total number of votes of all its members.
- 1.32. The meeting of the Supervisory Board shall be chaired by its chairman, and in his absence or refusal (inability) to chair the meeting, the chairman elected by the decision of the Supervisory Board shall preside at the meeting.
- 1.33. Resolutions of the supervisory board shall be set out in the minutes of its meeting and, if necessary, in annexes thereto. For each resolution adopted by the supervisory board, the minutes of the relevant meeting shall indicate and certify with the personal signature of the relevant member of the supervisory board the result of his/her voting ("for", "against") on this issue.
- 1.34. Minutes of the meeting of the supervisory board shall be drawn up on the day of such meeting.
- 1.35. The minutes of the meeting of the supervisory board and, if any, appendices thereto shall be signed by the chairman of the supervisory board (chairman of the meeting).

#### **OTHER GOVERNING BODIES AND REPRESENTATIVE OFFICES**

- 1.36. By the decision of the general meeting of members of the organization, other bodies and positions of the organization may be established (introduced) and operate, reporting to the governing bodies of the organization specified in clause 4.1 of this charter.
- 1.37. The chairman of the organization may appoint deputies (both on a voluntary basis and on the terms of an employment contract) and vest them with part of his/her powers, which does not deprive the chairman of such powers and does not relieve him/her of responsibility for their exercise before the general meeting of the organization's members.
- 1.38. Deputy chairmen of the organization act on the basis of powers of attorney issued by the chairman of the organization.
- 1.39. The general meeting of shareholders may approve regulations on governing bodies of the organization and other bodies, which specify the powers, procedure and procedures of such bodies, status of members of collegial bodies and other necessary issues.
- 1.40. The general meeting of members of the organization may approve regulations and procedures on the organization's activities, which specify the procedure and procedures of the organization and other necessary issues.
- 1.41. A member of the organization's governing body does not participate in decision-making regarding:
- 1.1.5. contracts or other transactions between the organization and this member of the governing body or a person related to him/her;
  - 1.1.6. disputes between the organization and this member of the governing body or a person related to him/her;
  - 1.1.7. release of this member of the management body or a related person from property liability to the organization.
- 1.1. Members of the organization's governing bodies or persons related to them are not entitled to receive loans or credits and security for such loans or credits (pledge, surety, etc.) from the organization. Beneficiaries of charitable programmes cannot be members of the organization and members of their governing bodies.

1.2. The members of the organization's governing body are jointly and severally liable for the actions or inaction of this body that caused damage to the charitable organization as a result of violation of the law.

1.3. Ambassadors of the Foundation:

3.67.1. Citizens of Ukraine, foreign citizens and stateless persons who have reached the age of 18, recognise the Statute of the Foundation and take an active part in its activities through personal work and/or charitable contributions may become ambassadors of the Foundation.

3.67.2. Ambassadors of the Fund may not be its members.

3.67.3. The Foundation may have no more than ten Ambassadors at a time.

3.67.4. Candidacies of the Fund's Ambassadors shall be approved by the Head of the Fund on the basis of a written application of the candidate.

3.67.5. The powers and status of the Fund's Ambassador shall be confirmed by a special written document (for example, a certificate, decision, order) signed by the Head of the Fund (or other authorised person in accordance with the current Charter).

3.67.6. The powers of the Fund's Ambassador shall be terminated at his/her own request on the basis of a written application, or by the decision of the Head of the Fund in connection with gross violations of the current legislation of Ukraine and the Charter of the Fund.

3.67.7. The Fund's ambassadors shall represent the Fund in relations with other persons and organizations, promote its activities and contribute to the achievement of its goals, performing exclusively representative functions. The Fund's Ambassadors shall not have the right to enter into agreements, sign documents or perform other legally significant actions on behalf of the Fund without a separate written power of attorney issued by the Head of the Fund, which grants such powers.

3.68.1. If necessary, for the implementation of certain projects, tasks, in cooperation with other charitable organizations, public organizations, international organizations and non-governmental institutions, Supervisory Boards may be established on the basis of the Charter by decision of the Head of the Foundation.

3.68.2. The Supervisory Board is a temporary body within the Fund, which is created on the basis of the decision of the General Meeting of Participants of the Fund from the candidates proposed by the Chairman of the Fund.

3.68.3. The main task of the Supervisory Board is to monitor, coordinate and control the implementation of individual programmes of the Fund.

3.68.4. Persons over 18 years of age with full civil capacity may be elected to the Supervisory Board of the Foundation.

3.68.5. Persons who are not citizens of Ukraine and are not members of the Charitable Organization may be elected to the Supervisory Board.

3.68.6. Persons representing other charitable organizations, public organizations, international organizations and non-governmental institutions, representatives of the public, the press, volunteers, public figures, and persons providing professional legal assistance may be elected to the Supervisory Board.

3.68.7. The powers of the supervisory board in relation to the programme/project for which it was established include:

3.68.7.1. The main task of the Supervisory Board is to monitor, coordinate and control the implementation of individual programmes of the Fund for which it was established.

3.68.7.2. Preparing proposals, comments and conclusions on the expediency of using grants and targeted financial assistance.

3.68.7.3. Approval of draft reports of the Head of the Fund to donors on the use of grants and targeted financial assistance.

- 3.68.7.4. Preparation of draft memoranda of cooperation with other charitable organizations, public organizations, international organizations and non-governmental institutions.
- 4.68.7.5. Development and preparation of preliminary drafts of charitable programmes (including their estimates).
- 3.68.8. In order to exercise their powers, members of supervisory boards are entitled to send written requests to the Head of the Foundation, the Chief Accountant of the Foundation, and the Supervisory Board of the Foundation for information relating to a specific programme/project for which the supervisory board was established. These requests are subject to mandatory consideration and processing within 10 working days by the officials to whom the request was sent.
- 3.68.9. Supervisory boards shall act collectively, and the results of their activities and decisions shall be documented in writing in the form of minutes of the meeting of the supervisory board, resolution of the supervisory board, request of the supervisory board, conclusion of the supervisory board, which shall be signed by the chairman of the supervisory board and members.
- 3.68.10. The members of the supervisory board shall elect the chairman of the supervisory board from among themselves by a simple majority of votes at their first meeting. The term of office of the chairman of the supervisory board shall be one year with the possibility of re-election.
- 3.68.11. Resolutions of the supervisory board shall be adopted collectively by voting by simple majority.
- 3.68.12. The Supervisory Board shall be established for the period of implementation of a particular charitable programme and shall be dissolved after the General Meeting of Participants approves the report on its implementation.

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## **5. CONDITIONS AND PROCEDURE FOR ADMISSION OF PARTICIPANTS TO THE CHARITABLE ORGANIZATION AND THEIR EXCLUSION FROM IT.**

- 1.1. The founder of the organization is a member of the organization from the moment of state registration of the organization. The organization may have, in addition to the founder, other members who joined it in accordance with the procedure established by this charter.
- 1.2. The members of the organization may be legally capable individuals and legal entities, except for state authorities, local self-government bodies and other legal entities under public law.
- 1.3. Members of the organization have equal rights. Legal entity members of the organization act through their representatives.
- 1.4. Participation in the organization is voluntary. A person wishing to become a member of an organization shall submit an application to the head of the organization. On the basis of such application, the head of the organization raises the issue of admission of a person to the membership of the organization at the next general meeting of members. If, following such consideration, the general meeting of shareholders decides to admit a person to the membership of the organization, such person becomes a member of the organization from the day following the day on which the general meeting of shareholders makes such decision, unless another date is determined by the decision of the general meeting of shareholders.
- 1.1. New members may join the organization only if the general meeting of members unanimously decides to do so, with all members of the organization participating.
- 1.5. The general meeting of shareholders is free to adopt or not to adopt a decision on admission of a person to the membership of the organization. The general meeting of shareholders shall not be obliged to motivate or justify the adoption or non-adoption of such a decision.
- 1.6. The general meeting of shareholders shall have the right to refuse to admit a person to membership without providing explanations and justifications.
- 1.7. Participation of a member in the organization shall be terminated:

- 1.7.1. in case of voluntary withdrawal from the membership of the organization - from the day following the date of submission by the member to the chairman of the organization of an application for withdrawal from the membership of the organization, unless a later date is specified in such application;
- 1.7.2. in case of exclusion from the membership of the organization by the decision of the general meeting of shareholders - from the day following the day of adoption of such decision by the general meeting of shareholders, unless another date is determined by the decision of the general meeting of shareholders;
- 1.7.3. in other cases provided for by the legislation of Ukraine.
- 1.8. Each shareholder of the company has the right to apply to the general meeting of shareholders with a request to exclude another shareholder from the company's membership.
- 1.9. The general meeting of shareholders shall be free to adopt or not to adopt a decision on exclusion of a shareholder from the membership of the organization. The general meeting of shareholders is not obliged to motivate or justify the adoption or non-adoption of such a decision.
- 1.10. Each member of the organization in accordance with the procedure established by these Articles of Association and decisions of the organization's governing bodies shall have the right to
- 1.10.1. elect and be elected to the governing bodies of the organization;
- 1.10.2. to get acquainted at any time with the financial, statistical and other reports of the organization, which are prepared (formed) in accordance with the requirements of the legislation of Ukraine or decisions of the organization's governing bodies  
to get acquainted with information on the implementation of charitable programmes or individual charitable events, use of property and funds of the organization;
- 1.10.3. freely withdraw from the organization's membership;
- 1.10.4. other rights provided for by the legislation of Ukraine, this charter and decisions of the organization's governing bodies.
- 1.1. Each member of the organization is obliged to
- 1.1.1. comply with these Articles of Association and decisions of the organization's governing bodies made within their competence;
- 1.1.2. fulfil their obligations to the organization;
- 1.1.3. refrain from actions that may cause material damage to the organization or may harm the business reputation or interests of the organization;
- 1.1.4. take an active part in the activities of the organization;
- 1.1.5. promote the ideas of the organization and provide appropriate assistance in this regard;
- 1.1.6. protect the interests of the organization;
- 1.1.7. bear other duties provided for by the legislation of Ukraine, this charter and decisions of the organization's governing bodies.
- 1.2. Members of the organization may not be beneficiaries of the Foundation's charitable programmes.

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## **6. PROCEDURE FOR AMENDING THE CHARTER OF A CHARITABLE ORGANIZATION.**

- 1.1. Amendments to this charter are within the exclusive competence of the general meeting of the organization's members.

- 1.2. Decisions on amendments to this charter shall be made by a majority of at least 3/4 of the total number of votes of all members of the organization.
- 1.3. Amendments to this charter are subject to state registration in accordance with the requirements of the current legislation of Ukraine.

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## **7. SOURCES OF ASSETS (INCOME), CONTROL AND REPORTING PROCEDURES OF THE CHARITABLE ORGANIZATION.**

- 1.1. The organization has the right of ownership and other property rights to funds, securities, land plots, other immovable and movable property, as well as intangible assets, unless otherwise provided by law or this charter.
- 1.2. The sources of assets (income) of the organization shall be funds and other property specified in clause 6.1 of these Articles of Association acquired by the organization on the grounds not prohibited by law, including, but not limited to
  - 1.2.1. funds (including voluntary contributions of the organization's members, charitable donations, charitable grants), other property, as well as property and non-property rights assigned to the organization free of charge;
  - 1.2.2. rights to use and other property rights transferred to the organization free of charge;
  - 1.2.3. results of services and works transferred to the organization free of charge;
  - 1.2.4. income from property and property rights;
  - 1.2.5. income from deposits, securities, and corporate rights owned by the organization.
- 1.3. The use of assets (income) and transactions of the organization must not contradict the legislation and the goals of charitable activities.
- 1.4. The organization's income is also used to carry out non-profit (charitable) activities, including the provision of humanitarian aid, charitable activities, and charity.
- 1.5. It is prohibited to distribute the organization's income or a part thereof among its founders (participants), employees (except for remuneration of their labour, accrual of a single social contribution), members of governing bodies and other related persons. For the purposes of this paragraph, the distribution of income shall not be deemed to be the financing of expenses. The income of the organization shall be used exclusively to finance the costs of maintaining the organization, implementing its purpose (goals, objectives) and activities determined by this charter.
- 1.6. The amount of administrative expenses of the organization may not exceed 20 per cent of the organization's income in the current year. Expenses related to the management of charitable endowments are included in the administrative expenses of the organization, unless otherwise provided by law or a transaction between the organization and the donor.
- 1.7. The organization has the right to carry out economic activities without the purpose of making a profit, which contributes to the achievement of its statutory goals.
- 1.8. The organization prepares and submits financial, statistical and other mandatory reports in accordance with the procedure established by law.
- 1.9. Resolutions of the general meeting of the organization's members or agreements between the organization and its benefactors may determine the procedure for preparing and submitting special reports for individual benefactors or their successors on the use of the assets they have donated.
- 1.10. Information about the structure and amount of the organization's income and expenses, as well as the conditions for using its assets for charitable activities, is not confidential information or trade secrets.

- 1.11. The organization's reports may contain information about the identity of the donors or beneficiaries, subject to the consent of the donors, beneficiaries or their successors or legal representatives, unless otherwise provided by law.
- 1.12. Control over the activities of the organization and the use of its assets is exercised by its governing bodies in accordance with their powers. A donor or persons authorised by him/her have the right to control the targeted use of a charitable donation in accordance with the terms of the transaction (agreement) under which the Foundation received such a charitable donation.
- 1.13. State control in the field of charitable activities is exercised by executive authorities and local self-government bodies within the limits of their powers determined by law.

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## **8. GROUNDS AND PROCEDURE FOR TERMINATION OF A CHARITABLE ORGANIZATION. THE PROCEDURE FOR THE DISTRIBUTION OF ASSETS.**

- 1.1. Termination of the organization is carried out in accordance with the procedure established by the legislation of Ukraine by means of its reorganization (merger, accession, division, transformation) or liquidation.
- 1.2. The decision to terminate the organization is taken by the general meeting of the organization's members or the court.
- 1.3. In the event of termination of the organization (as a result of liquidation, merger, division, accession or transformation), its assets remaining after satisfaction of creditors' claims must be transferred to one or more non-profit charitable organizations of the relevant type by decision of the general meeting of the organization's members or by court decision.
- 1.4. In cases stipulated by the laws of Ukraine and in the absence of non-profit charitable organizations referred to in the first paragraph of this clause, the assets of the organization being liquidated shall be transferred to the State Budget of Ukraine.
- 1.5. The state registration of the organization's termination shall be carried out in accordance with the legislation of Ukraine.

SIGNATURE OF THE CHAIRMAN OF THE GENERAL MEETING

Natalya Lukianova