

APPROVED  
BY THE GENERAL MEETING OF THE  
NON-GOVERNMENTAL ORGANISATION  
“CENTRE OF PUBLIC INITIATIVES  
“IDEAS FOR CHANGE”  
PROTOCOL #3 DATED 19 JANUARY 2017

**CHARTER  
OF THE NON-GOVERNMENTAL ORGANISATION  
“CENTRE OF PUBLIC INITIATIVES  
“IDEAS FOR CHANGE”**

**REVISED EDITION  
(STATE REGISTRATION NUMBER – 40129692)**

**CHARTER  
OF THE NON-GOVERNMENTAL ORGANISATION  
“CENTRE OF PUBLIC INITIATIVES “IDEAS FOR CHANGE”**

This Charter determines the operating procedures and liquidation of the non-governmental organisation “CENTRE OF PUBLIC INITIATIVES “IDEAS FOR CHANGE” that was created on the basis of the decision of the constitutive meeting of the founders of the non-governmental organisation “CENTRE OF PUBLIC INITIATIVES “IDEAS FOR CHANGE”, dated 27 October 2015, Protocol №1.

**1. GENERAL PROVISIONS**

- 1.1. THE NON-GOVERNMENTAL ORGANISATION “CENTRE OF PUBLIC INITIATIVES “IDEAS FOR CHANGE” (hereinafter “the Centre”) is a voluntary, professional, independent, self-governed civil society organisation, which was founded on the basis of common interests for realisation of the goal and objectives envisaged by this Charter.
- 1.2. Name of the civil society organisation in Ukrainian language:  
Full name: ГРОМАДСЬКА ОРГАНІЗАЦІЯ “ЦЕНТР ГРОМАДСЬКИХ ІНІЦІАТИВ “ІДЕЇ ЗМІН”  
Short name: ГО “ІДЕЇ ЗМІН”.
- 1.3. Name of the civil society organisation in English language:  
Full name: NON-GOVERNMENTAL ORGANISATION “CENTRE OF PUBLIC INITIATIVES “IDEAS FOR CHANGE”  
Short name: NGO “IDEAS FOR CHANGE”.
- 1.4. Name of the civil society organisation in Russian language:  
Full name: НЕПРАВИТЕЛЬСТВЕННАЯ ОРГАНИЗАЦИЯ «ЦЕНТР ОБЩЕСТВЕННЫХ ИНИЦИАТИВ «ИДЕИ ПЕРЕМЕН»  
Short name: НПО “ИДЕИ ПЕРЕМЕН”.
- 1.5. The Centre was founded in compliance with the Constitution of Ukraine, the Civil Code of Ukraine, Law of Ukraine “On Civil Society Organisations”, and acts under this Charter.
- 1.6. The Centre acts on the following principles: rule of law, democracy, independence, transparency, ethics and social responsibility, professionalism, voluntary participation, self-government, equality of its members, electiveness, accountability of the managing authorities and gender equality.
- 1.7. The Centre acquires the rights of a legal entity from the moment of its state registration pursuant to the Law of Ukraine “On State Registration of Legal Entities and Individual Entrepreneurs”. The Centre is non-entrepreneurial organisation and its main goal is not profit-making.
- 1.8. The Centre has the right to conclude agreements and other contracts, acquire property rights and private non-property rights, appear before the court, open current and other accounts in the national and foreign currency at the banking institutions, have its own seal and stamps, letterheads with its own name, trade-marks and other attributes and symbols. The Centre’s symbols are registered under the procedure envisaged by the Ukrainian legislation.
- 1.9. For the purpose of realisation of its statutory objectives the Centre cooperates with individuals and legal entities irrespective of their form of ownership, national and local public institutions, local self-government bodies, charity foundations, non-governmental civil society organisations, including

international organisations and foundations, with other associations and movements unless their activity is found to be contrary to the Constitution of Ukraine and current legislation of Ukraine.

1.10. Form of incorporation and legal form: non-governmental organisation.

1.11. The Centre's activities cover the territory of Ukraine.

## **2. Goal, Objectives, Areas of Activities and Rights of the Centre**

2.1. The main goal of the Centre's activity is the promotion of social and political transformations as well as social and economic reforms in Ukraine on the grounds of public policies and European integration, making this activity open, transparent and inclusive for the broader public.

2.2. To reach this goal the Centre focuses on the following objectives:

2.2.1. to create positive environment for social and political changes as well as conducting social and economic reforms on the principles of democracy and European values;

2.2.2. to provide intellectual support for state decision-making in the political and economic areas;

2.2.3. to raise awareness of the public on the essence of social and political transformations as well as social and economic reforms;

2.2.4. to contribute into monitoring of public opinion about social and political transformations as well as social and economic reforms in Ukraine;

2.2.5. to conduct research on public administration, economic development, political competition, international relations, gender equality and cultural diplomacy; generalisation and analysis of global practices in these areas;

2.2.6. to organise cooperation with the representatives of the governmental institutions and local authorities, business, Ukrainian and foreign civil society organisations.

2.3. To implement the statutory objectives, the Centre conducts its activities, in accordance with the current legislation, in the following areas:

2.3.1. promotion of social and economic reforms by means of cooperation with the representatives of the governmental institutions, elaboration of public policies and consultations of governmental authorities with all the stakeholders;

2.3.2. improvement of the communication between the government and the public regarding reforms;

2.3.3. building dialogue between representatives of different social groups and regions aimed at the development of the integrated vision of Ukraine's future and development of the national reconciliation policy;

2.3.4. conducting events, aimed at decreasing the corruption level in the country, and improvement of transparency of public administration and government's accountability towards the citizens;

- 2.3.5. applying the international experience for implementation of democratic governance practices in Ukraine;
  - 2.3.6. improvement of the international image of Ukraine, establishing communication between Ukrainian and foreign scientists, experts, representatives of civil society and governmental institutions;
  - 2.3.7. cooperation with the governmental institutions, local authorities, civil society organisations, private entities and organisations on the issues that correspond to the Centre's goal and objectives;
  - 2.3.8. monitoring of the transparency of the election process and provision of the representativeness of elected authorities;
  - 2.3.9. cooperation with the international governmental and non-governmental organisations providing that it complies with the Ukrainian legislation and international agreements ratified by the Verkhovna Rada of Ukraine.
- 2.4. To accomplish the statutory objectives, the Centre, in compliance with the current legislation of Ukraine, has the following rights:
- 2.4.1. to represent and defend its legitimate interests and legitimate interests of its members in the governmental institutions and non-governmental organisations;
  - 2.4.2. to disseminate freely the information about its activities, to promote its goal and objectives;
  - 2.4.3. to disseminate the information, promoting its goals and objectives, to publish analytical, scientific and tutorial results of the Centre's activities; to provide the information and explain it;
  - 2.4.4. to create and disseminate informational and presentational materials, audio and visual works and professional literature;
  - 2.4.5. to organise and conduct lectures, round table discussions, seminars, conferences, exhibitions, tournaments, competitions, trainings, contests, consultations with the participation of the representatives of civil society, governmental institutions and local authorities, experts on different social issues, including the international ones.
  - 2.4.6. to conduct research, polls, questionnaires etc.
  - 2.4.7. to conduct awareness campaigns and tutorial activities;
  - 2.4.8. to address the governmental institutions, local self-government bodies, their executives and officials with the proposals (comments), statements (petitions), complaints on the issues that concern the Centre's areas of activities;
  - 2.4.9. to receive the public information owned by the public authorities and other administrators of public information;
  - 2.4.10. to take part in the development of draft regulatory acts that are issued by the governmental institutions or local self-government bodies regarding the issues that concern the Centre's areas of activities and important issues of national and public life;

- 2.4.11. to elaborate draft resolutions regarding the development of social and economic reforms in Ukraine and to conduct public expertise of the mentioned draft resolutions;
- 2.4.12. to provide tutorial, consultative, expert and informational support to the governmental institutions, civil society organisations, charity foundations;
- 2.4.13. to take part in the work of consultative, advisory and other auxiliary bodies, being established by the governmental institutions and local self-government bodies for consultations with the civil society organisations and development of the recommendations on the issues that concern the Centre's areas of activities;
- 2.4.14. to examine the effectiveness of the legal acts institutionalising and regulating the implementation of reforms in Ukraine, and introduce proposals on improvement of the legislation and its implementation;
- 2.4.15. to conduct congresses, conferences, seminars, trainings, to launch competitions etc., to take part in the relevant events, independently or with the governmental institutions, civil society organisations, international organisations, on the territory of Ukraine or abroad;
- 2.4.16. to establish the local representative offices on the territory of Ukraine and encourage new members to join the Centre's work;
- 2.4.17. to have separate divisions in Ukraine and abroad;
- 2.4.18. to establish mass media, publishing houses, to publish newspapers, magazines, non-fiction, reference and other literature;
- 2.4.19. to receive financial support from the state budget of Ukraine and local budgets according to the legislation of Ukraine;
- 2.4.20. to use own symbols and popularise own name and symbols;
- 2.4.21. to be a participant in civil law relations and specifically to conclude agreements, to acquire property and non-property rights that are necessary for the implementation of the Centre's statutory objectives;
- 2.4.22. to undertake the necessary economic and other business activities directly or through legal entities (associations, enterprises) established according to the law providing these activities correspond with the Centre's goal(s) and promote its (their) achievement;
- 2.4.23. to open national or foreign currency accounts in the banking institutions;
- 2.4.24. to provide tutorial and consultative aid to other organisations that promote social and political transformations, as well as social and economic reforms in Ukraine on the grounds of public policy and European integration;
- 2.4.25. to become members of other civil society associations that are established on the voluntary grounds and promote the implementation of the statutory objectives, including the participation of the foreign partners;

- 2.4.26. to accomplish the goal and objectives by concluding the agreements on cooperation, mutual aid and establishment of non-governmental unions with other civil society organisations on the voluntarily grounds, or in any other way not forbidden by the legislation;
- 2.4.27. to exchange information and experience with the organisations from foreign countries;
- 2.4.28. to maintain direct international contacts with civil society organisations or associations from other countries, to conclude the relevant agreements and take part in the international events on the issues related to the Centre's activities, which are not contrary to the international commitments of Ukraine;
- 2.4.29. to cooperate with foreign non-governmental and governmental organisations in accordance with the legislation of Ukraine and international agreements ratified by the Verkhovna Rada of Ukraine.

### **3. Procedure for Becoming the Centre's Member and Termination of the Centre's Membership and its Members' Obligations**

- 3.1. The Centre is established on the voluntarily principle. The conditions and procedure for becoming a member of the Centre and termination of the membership are determined by this Charter.
- 3.2. The Centre's membership is individual.
- 3.3. Legally capable persons, regardless of their citizenship and residence, that are older than 18 years, share the Centre's principles, support the Centre's goal and objectives, and acknowledge the Charter can become individual members of the Centre.
- 3.4. The Management Board of the Centre admits to the Centre's membership on the basis of submitted application. The Management Board adopts the decision on admittance or denial of admittance to the Centre's membership within one month after the application submission. The decision on denial to admit to the Centre's membership can be appealed at the General Meeting.
- 3.5. The founders' legal power terminates after the decision on state registration is made. Herewith, from the moment of state registration, the founders become the Centre's members automatically and unconditionally, and are the first members that have the right to participate in all General Meetings of the Centre.
- 3.6. The members of the Centre have the following rights:
- ¶ to take part in the management of the Centre as envisaged by the Charter;
  - ¶ to elect and to be elected to the managing bodies of the Centre and its separate divisions, initiate establishment of such divisions for achieving the Centre's statutory objectives;
  - ¶ to take part in the conferences, seminars and other events that are organised by the Centre or with the Centre's participation;
  - ¶ to vote on the decisions of the General Meetings of the Centre;
  - ¶ to use all the types of tutorial, consultant and other aid that can be provided by the Centre;
  - ¶ to request the discussion of any issues concerning the Centre's activity at the General Meeting;
  - ¶ to discuss any issues of the Centre's activity, to submit proposals on improvement of the Centre's activity for the consideration of the Management Board of the Centre;
  - ¶ to receive full and authoritative information on the Centre's activity, including information on the adopted decisions and conducted events;

- ¶ to take part in the General Meeting, permanent and interim commissions and other working groups;
- ¶ to appeal the decisions, actions and inaction of the Centre's bodies;
- ¶ to terminate membership in the Centre under the procedure and on the conditions foreseen by this Charter;
- ¶ and to have other rights provided by the current legislation of Ukraine and decisions of the General Meeting.

3.7. The member of the Centre has the following responsibilities:

- to obey the requirements of this Charter, other internal regulations of the Centre and implement the decisions of the General Meeting, Management Board of the Centre and other managing bodies of the Centre, which are mandatory for the members and comply with the current legislation of Ukraine;
- to take an active part in reaching the Centre's goal and objectives, to contribute by all means into the Centre's activities;
- to avoid the actions that discredit the Centre;
- to inform the Centre's bodies about the facts that became known to him or her and that can negatively influence the Centre's activity, and about the facts of violation of this Charter;
- to have other obligations that are envisaged by the legislation of Ukraine, this Charter and internal regulations of the Centre.

3.8. The membership in the Centre terminates in the following cases:

- voluntarily termination of the membership;
- exclusion from the membership;
- termination of the membership in the cases envisaged by this Charter.

3.9. The voluntarily termination of the membership is done upon submitting of a written request to the Management Board. The termination of the membership is formalised by the decision of the Management Board. The date of the membership termination is the date when the request was submitted.

3.10. The person can be excluded from the membership pursuant to the decision of the Management Board of the Centre due to one of the following reasons:

- non-compliance with the statutory obligations, including the violation of the Charter, non-fulfillment of the decisions of the Management Board of the Centre or violation of the rules and regulations laid down by the General Meeting, the Management Board of the Centre or President, and which are obligatory for all the members of the Centre;
- dissemination of the information that does not correspond to the facts and/or damages the interests, honour, dignity or business reputation of the Centre;
- if a member of the Centre discredited himself or herself with the actions or inaction that contradict the goal of the Centre's activity;
- the Centre's member not meeting the standards of ethic and professional behaviour approved by the General Meeting;
- discovery of the non-compliance with the requirements regarding the Centre's membership;
- absence at two or more consecutive regular General Meetings under the condition that he or she was informed about such meetings in a proper way.

3.11. The Centre's membership can be terminated in the following cases:

- coming into legal force of the court's decision about deprivation of legal capacity of the Centre's member;

- coming into legal force of court's guilty verdict regarding the Centre's member who committed a premeditated crime;
- the death of the Centre's member.

3.12. The decision of the Management Board about the exclusion from the membership may be appealed at the General Meeting.

#### **4. Organisational Structure and Management of the Centre**

4.1. To manage the Centre's activity, the following managing bodies are established:

- General Meeting of the Centre's members (hereinafter "the General Meeting");
- Management Board of the Centre (hereinafter "the Management Board");
- President of the Centre (hereinafter "the President").

4.2. According to the decision of the Constitutive meeting or the General Meeting the following Centre's bodies can be established:

- Control and Audit Commission of the Centre (hereinafter "the Control and Audit Commission");
- Supervisory Board of the Centre (hereinafter "the Supervisory Board").

4.3. General Meeting.

4.3.1. The supreme managing body of the Centre is the General Meeting of the Centre, where the members of the Centre participate. Each member has one vote.

4.3.2. The General Meeting has the right to adopt decisions regarding any issue of the Centre's activities as well as to cancel the decisions of other managing bodies of the Centre.

4.3.3. The General Meeting can be regular or extraordinary. A regular General Meeting is called by the Management Board not less than once a year. An extraordinary General Meeting is called on the written request of the President, the Management Board, the Control and Audit Commission, the Supervisory Board or not less than one third of the members of the Centre. The Management Board informs the Centre's members about the regular General Meeting via e-mail and with the relevant announcement on the official web-site of the Centre no later than thirty calendar days before the date of the event.

4.3.4. In case of extraordinary General Meeting the Management Board or initiator of the General Meeting informs the Centre's members via e-mail and with the relevant announcement on the official web-site of the Centre no later than ten calendar days before the date of the event.

4.3.5. Messages and announcements about the calling of the General Meeting shall provide the information about the date, time and location of the General Meeting and the draft agenda. The announcement about calling of the General Meeting posted on the official web-site of the Centre shall be available up to and including the date of conducting of the relevant General Meeting.

4.3.6. The Management Board proposes the draft agenda of the General Meeting. The final agenda is approved at the beginning of the work of the General Meeting.

4.3.7. The General Meeting is considered to be duly constituted if no less than one half of the Centre's members participate in it.



4.3.8. The General Meeting adopts decisions by open or, if it is defined by a separate decision, secret voting by simple majority of the members' votes present at the General Meeting, except the decisions regarding which the Charter envisages another decision-making procedure.

4.3.9. The decisions adopted by the General Meeting in compliance with the requirements of this Charter, internal documents and legislation of Ukraine, are mandatory for all other managing bodies of the Centre and its members.

4.3.10. The General Meeting has the exclusive competence to adopt decisions on the following issues:

- approval of the Centre's Charter, its amending and supplementing;
- determination of the main areas of activities and objectives of the Centre;
- determination of the structure and quantitative composition of the managing bodies of the Centre;
- election and early recall of the personal composition of the Management Board;
- election and early recall of the personal composition of the Supervisory Board;
- election and early recall of the personal composition of the Control and Audit Commission;
- approval of the reports about the activities of the Centre and its managing bodies including deeming their work satisfactory or unsatisfactory;
- adoption of the decisions about reorganisation and termination of the Centre's activity;
- appointment of the liquidation commission, approval of the liquidation balance;
- realisation of the ownership rights on the Centre's property. Upon the decision of the General Meeting, the specific functions of property management and its realisation can be imposed on the Management Board or on the legal entities established by the Management Board (associations, enterprises);
- approval of the Centre's symbols;
- approval of the Regulation on the Centre's symbols, Regulation on the Supervisory Board of the Centre, Regulation on the Control and Audit Commission of the Centre, Regulation on the Separate Divisions of the Centre and other regulations, necessary for the Centre's activities;
- approval of the internal policies of the Centre;
- approval of the budget of the Centre;
- adoption of the decisions about the complaints on denial of admittance to the members of the Centre, as well as complaints about exclusion from the members of the Centre;
- other issues which, according to the legislation of Ukraine, belong to the exclusive competence of the supreme managing body.

4.3.11. The decisions of the General Meeting are recorded in the minutes, which are drafted at every General Meeting. The minutes of the General Meeting shall be prepared no later than ten working days after the end of the work of the General Meeting. The Head and the Secretary of the General Meeting, elected from the members present at the General Meeting, sign the minutes of the General Meeting.

4.4. Management Board.

4.4.1. The Management Board is the standing, collegial, executive managing body that ensures functioning of the Centre.

4.4.2. The Management Board of the first term shall comprise no less than three persons that are elected at the Constitutive Meeting among the Centre's founders for the period of one year. The Management Board of the following terms is elected by the General Meeting among the Centre's members for the period of three years. In case of establishment of the separate divisions of the Centre, one representative of each separate division shall be included in the Management Board.

- 4.4.3. The Management Board includes the President and the members of the Management Board.
- 4.4.4. The Management Board is accountable to the General Meeting and organises the implementation of its decisions.
- 4.4.5. The Management Board acts on behalf of the Centre within the framework envisaged by this Charter and the current legislation of Ukraine.
- 4.4.6. The Management Board holds the regular and extraordinary meetings.
- 4.4.7. The regular meetings of the Management Board are held at least once a month and are called by the President. The members of the Management Board are informed about the time, location and agenda of the regular meeting no later than five days before the event.
- 4.4.8. The extraordinary meetings are called upon the issues that need urgent solution and on the request of no less than one third of the members of the Management Board, the Control and Audit Commission or the Supervisory Board, as well as in other cases envisaged by this Charter. The members of the Management Board are informed about the time, location and agenda of the extraordinary meeting no later than two days before the event.
- 4.4.9. The meetings of the Management Board are headed by the President. If the President is absent, the Head is elected among other members of the Management Board present at this meeting.
- 4.4.10. All the issues within the jurisdiction of the Management Board are regulated collegially at the meetings of the Management Board. A decision of the Management Board is considered to be adopted if it is supported by the majority from the composition of the Management Board. If a member of the Management Board who lives in another city cannot be present at the meeting of the Management Board he or she has the right to participate in the meeting via Skype or other similar means of video service.
- 4.4.11. If less than two thirds of the composition of the Management Board plus one (including the members of the Management Board that participate through video conferencing) are present at the meeting, it is deemed to be void. In this case the extraordinary meeting of the Management Board with the same agenda shall be called within the period of seven days.
- 4.4.12. The decisions of the Management Board are recorded in the minutes. The minutes are recorded at every meeting of the Management Board. The minutes shall be drafted no later than three working days after the date of the meeting of the Management Board. The minutes of the meeting of the Management Board are signed by the Head of the meeting and the secretary, elected among the members present at the meeting.
- 4.4.13. The decisions of the Management Board may be appealed by the members of the Centre at the General Meeting.
- 4.4.14. The Management Board within its jurisdiction:
- provides the general administration of the Centre and its financial and economic activity within the limits envisaged by this Charter and the General Meeting;
  - ensures the implementation of the decisions of the General Meeting;
  - calls the General Meeting and prepares the draft agenda with the consideration of the proposals submitted to the Management Board by the members of the Centre;

- organises the preparation and submits the recommendations regarding the main areas of activity of the Centre to the General Meeting, organises the approval of the plans and reports about their implementation, other proposals on the Centre's activity;
- approves the current plans of the Centre's activity and actions that are necessary for their implementation;
- ensures the implementation of the Centre's Budget;
- provides the supervision of the property and finance management of the Centre in line with the Charter and the current legislation of Ukraine;
- adopts the decisions on new members joining the Centre;
- adopts the decision about the exclusion from the Centre's membership;
- adopts the decision about the establishment and closure of the separate divisions of the Centre;
- establishes the special committees, standing and interim commissions, working groups of the Centre, which are under the control of the Management Board and accountable to it, envisages areas of their activities and mandate, as well as approves their quantitative and personal composition;
- ensures the elaboration and submits for the consideration of the General Meeting the Regulation on the Symbols of the Centre, the Regulation on the Supervisory Board of the Centre, the Regulation of the Control and Audit Commission, the Regulation on the Separate Divisions of the Centre, other regulations and internal policies of the Centre that are necessary for its operation;
- adopts the decision on the establishment of mass media;
- provides annual reports on the results of the Centre's activities to the General Meeting;
- exercises other powers, except those that belong to the exceptional jurisdiction of the General Meeting.

#### 4.5. President.

##### 4.5.1. The President heads the Management Board.

4.5.2. The President acts on behalf of the Centre without authorisation and represents the Centre at the public institutions, local self-government bodies, civil society organisations, international organisations and in the relations with other persons.

4.5.3. The President of first term is elected at the Constitutive meeting among the founders of the Centre for the period of one year. The President of the next terms is elected by the General Meeting among the members of the Centre for the period of three years.

##### 4.5.4. Within his or her jurisdiction, the President:

- presents the Centre in its relations with the national and local public institutions, other public and non-public Ukrainian, foreign and international organisations, enterprises, private persons etc., acts on behalf of the Centre without authorisation and takes legal steps;
- calls the regular and extraordinary meetings of the Management Board;
- provides the operational property and financial management of the Centre;
- ensures the implementation of the budget of the Centre;
- provides the coordination of the activities of the separate divisions (in case of their establishment);
- has the right of the first signature on the financial documents;
- chairs the meetings of the Management Board;
- provides annual reports about the results of the Centre's activity to the General Meeting;
- provides annual reports about the results of the Management Board's activities to the General Meeting;
- introduces the proposals regarding any questions of the Centre's activities for the consideration of the General Meeting and the Management Board;

- exercises other powers that are in his or her jurisdiction according to the current legislation of Ukraine and this Charter, adopts any decisions regarding these issues and takes any actions, except those that are in the jurisdiction of other managing bodies of the Centre.

4.5.5. In case of impossibility for the President to exercise his or her powers, the Management Board elects among its members an Acting President for the period that can be necessary with the reference to such impossibility or until the election of a new President.

#### 4.6. Supervisory Board.

4.6.1. The Supervisory Board is a consultative and advisory body of the Centre that acts with the aim of coordination and increase of the effectiveness of the Centre's activity.

4.6.2. The Supervisory Board comprises no less than three persons that are elected by the General Meeting of the members for the period of two years. The Head of the Supervisory Board is elected by its members on its first meeting. The Centre's members cannot be elected as the members of the Supervisory Board.

4.6.3. The Supervisory Board holds the regular and extraordinary meetings.

4.6.4. The regular meetings of the Supervisory Board are conducted annually. The members of the Supervisory Board are informed about the time, location and agenda of the regular meeting no later than ten working days before the event. The extraordinary meetings of the Supervisory Board can be held on the initiative of the President, the Management Board or at least one of the members of the Supervisory Board. The members of the Supervisory Board are informed about the time, location and agenda of the extraordinary meeting no later than three working days before the event.

4.6.5. In its operation the Supervisory Board is guided by this Charter, the Regulation on the Supervisory Board that is approved by the General Meeting, and other internal documents of the Centre.

4.6.6. Within its jurisdiction, the Supervisory Board:

- discusses and formulates the main problems of social and political transformations and implementation of the social and economic reforms on the principles of democracy and European values in Ukraine, and provides advice and recommendations to the President and the Management Board regarding their solution;
- initiates the consideration of any issue important for the efficiency of the Centre's activity, at the General Meeting;
- provides annual reports about the results of Supervisory Board's activity to the General Meeting;
- performs other consultative and tutorial actions to support the Centre's activity;
- exercises other powers in accordance with the Regulation on the Supervisory Board of the Centre.

#### 4.7. The Control and Audit Commission.

4.7.1. The Control and Audit Commission performs the control functions over the financial and economic activity of the Centre, state and accounting of the Centre's assets, implementation of the decisions of the General Meetings of the members, decisions of the Management Board, orders, instructions of the President etc.

4.7.2. The Control and Audit Commission of the first term starts its activity from the second year of the Centre's existence, unless the General Meeting adopts another decision. The Control and Audit Commission of the first term comprises no less than three persons elected by the General Meeting

among the Centre's members for the period of one year. The Control and Audit Commission of the next terms comprises no less than five persons that are elected by the General Meeting among the Centre's members for the period of two years. The President, the members of the Management Board, the members of the Supervisory Board and other executives of the managing bodies of the Centre, as well as the persons providing tax and accounting management in the Centre cannot become the members of the Control and Audit Commission.

4.7.3. The Head of the Control and Audit Commission is elected by its members at the first meeting of the Control and Audit Commission.

4.7.4. Within its jurisdiction, the Control and Audit Commission:

- provides the control over the financial, economic and administrative activity of the Centre;
- controls the implementation of the budget of the Centre;
- controls the use of the financial assets and property of the Centre;
- controls the implementation of decisions of the Centre's bodies by the executives and members of the Centre;
- examines the state and accounting of the Centre's tangible assets;
- receives any documents regarding the financial activity of the Centre and its separate divisions (in case of their establishment);
- presents any issues regarding the results of the conducted examination to the consideration of the General Meeting;
- provides annual reports on the results of the activities of the Control and Audit Commission to the General Meeting;
- exercises other powers in accordance with the Regulation on the Control and Audit Commission.

4.7.5. Any managing bodies of the Centre and their executives as well as hired employees are obliged to provide all the necessary documents and explanations orally or in writing upon the request of the Control and Audit Commission.

4.7.6. Upon the results of the examination, the Control and Audit Commission files the reports on the revisions and its conclusions that are submitted for the approval of the General Meeting.

4.7.7. The members of the Control and Audit Commission have the right to take part in the meetings of the Management Board with the right of the consultative vote.

## **5. Property and Financial Assets of the Centre**

5.1. The Centre may own financial and other assets that are necessary for the implementation of its statutory activity.

5.2. The Centre possesses, uses and administers the finances and other assets it owns in accordance with the current legislation of Ukraine and this Charter.

5.3. The Centre acquires the property rights on the financial and other assets that were rendered to it by the members or the state, acquired as accession or membership fee, donations or provided as non-repayable financial assistance by the citizens, enterprises, institutions and organisations, including the international organisations that provide technical assistance, acquired in the result of the Centre's business activity, business activity of the legal entities established by the Centre, as well as the property acquired from its own funds on other grounds that are not prohibited by the legislation.

- 5.4. The property and financial assets of the Centre cannot be pledged. The Centre has no right to be a guarantor, underwriter, backer of the commitments of the third parties.
- 5.5. The Centre has the right to conclude any agreements regarding its property and financial assets that are owned by the Centre. These agreements shall not contradict the statutory goal and objectives as well as the legislation of Ukraine.
- 5.6. The property right of the Centre is realised by the General Meeting as supreme managing body in accordance with the procedure envisaged by the Charter and the legislation of Ukraine.
- 5.7. The Centre is not responsible for the commitments of its members. The Centre is responsible for its commitments with all the property it owns.
- 5.8. The Centre provides the current accounting, statistical reporting; it is registered in the state agencies of tax inspection, pays taxes and makes payments to the budget in accordance with the procedure and amounts envisaged by the legislation of Ukraine.
- 5.9. The received revenues (income) or their shares are forbidden to be redistributed among the Centre's founders (participants), members, workers (except salary payments or consolidated social tax accounting), members of the management bodies and other persons connected with them.
- 5.10. The Centre's members do not have the right for a share of the Centre's property and are not responsible for the Centre's commitments.
- 5.11. The revenues (income) of the non-profit organisation are used exclusively for financing of the expenditures on the maintenance of the organisation, realisation of its goal (objectives, tasks) and areas of activities, indicated in the statutory document.
- 5.12. In case of termination of the Centre's membership the property and funds rendered by this member to the property of the Centre are not subject to the return.
- 5.13. In case of the decision about prohibition of the Centre, its property and other assets are rendered to the state budget according to the court's decision.

## **6. International Activity of the Centre**

- 6.1. The Centre according to its statutory objectives has the right to provide the international activity in accordance with the procedure envisaged by this Charter and the current legislation of Ukraine.
- 6.2. The international activity of the Centre is provided through the participation in the international projects, work of the international organisations as well as other forms that do not contradict the legislation of Ukraine, norms and principles of the international law.
- 6.3. While providing the international activity the Centre uses the full scope of rights and obligations of a legal entity.
- 6.4. Within the framework of the international activity the Centre has the right:
  - to become a member of the international organisation;
  - to participate in the establishment of the international organisations, associations etc.;
  - to establish and maintain international contacts by concluding the relevant agreements;

- to organise the exchange of the delegations, international tournaments, competitions, conferences, exhibitions, fairs etc.;
- to participate in the international events in Ukraine and abroad;
- to conduct joint researches with the international and foreign organisations within its competence;
- to implement other joint programmes and projects with the participation of the foreign partners and international organisations that do not contradict the current legislation of Ukraine and this Charter.

## **7. The Procedure of Accounting, Reporting and Control**

- 7.1. The Centre provides the current records and accounting, submits the financial and statistical reports; it is registered in the revenues and duties agencies and makes the mandatory payments to the budget according to the current legislation of Ukraine.
- 7.2. The Centre reports on the use of the property and financial assets to its members.
- 7.3. The public institutions ensure control over the Centre's activity exclusively in the cases and in accordance with the procedure envisaged by the legislation of Ukraine.

## **8. The Procedure for Amending and Supplementing of the Charter**

- 8.1. Amendments and supplementations to this Charter are approved by the decision of the General Meeting.
- 8.2. The decision about the amendments to the Charter is adopted by the General Meeting if it is supported by three quarters of the members of the Centre.
- 8.3. The Centre informs the institution that has provided the state registration about the amendments and supplementations to the statutory documents within the period of ten days.
- 8.4. The procedure for amending and supplementing the Charter is envisaged by this Charter and legislation of Ukraine.

## **9. Termination of the Centre's Activity**

- 9.1. Termination of the Centre's activity may be performed through its dissolution, reorganisation by accession to another civil society organisation of the same status or according to the court's decision about the prohibition (involuntary liquidation) of the civil society organisation.
- 9.2. The Centre has the right to adopt the decision about termination of its activity at any time. The decision about self-dissolution is adopted by the General Meeting if no less than three quarters of the Centre's members have voted for it. The General Meeting establishes the liquidation commission to terminate the Centre's status as a legal entity as well as to adopt the decision about the use of the financial and property assets of the Centre after its liquidation in line with the Charter. The termination of the Centre's status as a legal entity starts and the liquidation commission is endowed with power from the date when the record about the Centre's decision on self-dissolution has been made in the United State Register of Legal Entities and Individual Entrepreneurs. The liquidation commission assesses the available Centre's assets, settles with creditors, and makes up the liquidation balance. If the value of the Centre's assets is not enough to satisfy creditors' claims, the liquidation commission is obliged to address the economic

court with the request to start the bankruptcy proceedings of the Centre according to the law of Ukraine “On Renewal of the Debtor’s Solvency or Declaration of its Bankruptcy”.

- 9.3. The reorganisation of the Centre by accession to another civil society organisation of the same status is provided in accordance with the procedure, envisaged by the legislation of Ukraine upon the decision of the General Meeting if no less than three quarters of the Centre’s members have voted for it.
- 9.4. The Centre can be prohibited by the court’s decision against the claim of the authorised body on the registration issues in cases and in accordance with the procedure envisaged by the legislation of Ukraine.
- 9.5. The termination of the Centre includes the termination of its internal organisational activity and termination of the civil society organisation as a legal entity.
- 9.6. The termination of the Centre begins from the date when the record about the Centre’s decision on self-dissolution has been made in the United State Register of Legal Entities and Individual Entrepreneurs, or from the date when the record about the Centre’s reorganisation by accession to another civil society organisation of the same status has been made in the United State Register of Legal Entities and Individual Entrepreneurs and respective data have been included in the Register of civil society organisations, or from the date when the court decision on prohibition of the Centre becomes legal. The Centre’s membership terminates from the same date.

## **10. The Procedure for Appealing the Decisions, Actions, and Inaction of the Managing Bodies of the Civil Society Organisation and Complaints Consideration**

- 10.1. The members of the civil society organisation have the right to appeal the decisions, actions or inaction of the other member of the Centre, the President, the Management Board or the General Meeting by submitting the written complaint.
  - 10.1.1. The initial complaint about actions, inaction or decision of a member of the civil society organisation is addressed to the President who shall receive the written explanations from the person, whose actions, inaction or decision is appealed. The President shall consider the complaint and written explanations and inform the complainant about the results of the complaint consideration within twenty working days. In case the complaint is rejected by the President, another complaint is submitted to the Management Board that shall consider the complaint at its next meeting with the compulsory presence of the complainant and the person, whose inaction or decisions are appealed. In case the complaint is rejected by the Management Board, another complaint is submitted to the General Meeting that shall consider the complaint at its regular or extraordinary meeting with the compulsory presence of the complainant and the person, whose inaction or decisions are appealed.
  - 10.1.2. The initial complaint about actions, inaction or decision of the President is addressed to the Management Board that shall consider the complaint at its next meeting with the compulsory presence of the complainant and the President, whose actions, inaction or decisions are appealed. In case the complaint is rejected by the Management Board, another complaint is submitted to the General Meeting that shall consider the complaint at its regular or extraordinary meeting with the compulsory presence of the complainant and the President, whose inaction or decisions are appealed.
  - 10.1.3. The initial complaint about actions, inaction or decision of the member of the Management Board is addressed to the President, who shall consider the complaint with the compulsory presence of the complainant and the member of the Management Board, whose actions, inaction or decisions are appealed, within twenty working days. In case the complaint is rejected by the President, another



complaint is submitted to the General Meeting that shall consider the complaint at its regular or extraordinary meeting with the compulsory presence of the complainant and the President, whose inaction or decisions are appealed.

10.2. The complain that requires consideration at the extraordinary General Meeting is a reason for calling this extraordinary General Meeting within thirty days from the date the complaint is received.

### 11. Signatures

Head of the constitutive meeting [SIGNATURE] Sudak S. D.

Secretary of the constitutive meeting [SIGNATURE] Zakharova O.A.

Numbered, stitched and sealed  
16 (sixteen) pages  
Head of the NGO "Centre of Public Initiatives "Ideas for Change"  
Zakharova O.A.  
[SIGNATURE]  
signature

[SEAL]  
"Centre of Public Initiatives "Ideas for Change"  
State registration number  
40129692  
NON-GOVERNMENTAL ORGANISATION  
KYIV  
UKRAINE