

APPROVED
By Extraordinary General Meeting
of the Public Organization "Centre for Civil Liberties"
Minutes No. 13 dated December 27, 2018

ARTICLES OF ASSOCIATION
OF THE PUBLIC ORGANIZATION "CENTRE FOR CIVIL LIBERTIES"
(new edition)

Kyiv 2018

1. GENERAL PROVISIONS

1.1. Public Organization "CENTRE FOR CIVIL LIBERTIES" (hereinafter referred to as Public Organization) is an independent non-for-profit public organization that brings together citizens united on the basis of common interests, and whose activity promotes the target goal and implementation of the tasks stipulated by these Articles of Association.

1.2. Public organization is created and operates on the principles of self-determination, equality of its members, self-government, free choice of the area of activity, equality before the law, and lack of property interest of members, humanity, transparency, non-discrimination, openness and publicity.

1.5. Public organization is legalized by way of its registration.

1.6. Public organization is a legal entity from the moment of its state registration, has independent Balance Sheet, separate property, accounts in banking institutions, seals, stamps, company letterheads, branding and other attributes that is subject to registration in accordance with the procedure established by law. Public organization has an exclusive right to use its own branding.

1.7. Legal form is a public organization.

1.8. Public organization does not pursue commercial goals and is not intended to make a profit.

1.9. In its activity the public organization is governed by the Constitution of Ukraine, the Law of Ukraine "On Public Associations", the current legislation of Ukraine and these Articles of Association.

1.10. Full name of the Public Organization - PUBLIC ORGANIZATION "CENTRE FOR CIVIL LIBERTIES"

1.11. Abbreviated name of the Public Organization - PO "CENTRE FOR CIVIL LIBERTIES".

2. OBJECTIVE AND SCOPE OF ACTIVITY

2.1. The main objective of the Public organization is to promote democracy and respect for human rights.

2.2. The principal lines of the Organization's activity shall be:

- involvement in the establishment and development of the Ukrainian human rights movement, promotion of human rights ideas, international human rights standards and fundamental freedoms in compliance with the current legislation;
- involvement in the collection of information on violations of human rights and fundamental freedoms, legal situation in Ukraine in terms of compliance with the language and spirit of the international liabilities in the sphere of human rights and fundamental freedoms;
- assistance in drawing the information on the state of human rights and fundamental freedoms in Ukraine to the attention of interested international organizations, Ukrainian governmental and non-governmental organizations, their members as well as the general public;
- search for and application of the constructive participation forms of the public in the legislative process regarding issues related to the protection of human rights and fundamental freedoms, provision of the maximum support to the legislator in guaranteeing provision of human rights and fundamental freedoms according to the current legislation.
- carrying out other activities not prohibited by the law targeted at promoting democracy development and respect for human rights.

3. RIGHTS OF THE PUBLIC ORGANIZATION

3.1. In order to fulfil the objective and tasks set forth by these Articles of Association, the Public Organization shall have the right:

- to act as a party to civil legal relations, to acquire property and non-property rights;
- to freely disseminate information at no cost in any lawful manner about its operation and subject of its activity;
- to represent and protect its lawful interests and the lawful interests of its members in the agencies
- of state power and administration, local government bodies, enterprises, establishments, organizations of all forms of ownership;

- to form or enter the unions with the other associations of citizens according to current legislation;
- to carry out directly or through legal entities (companies, enterprises) established in the manner prescribed by law, entrepreneurial activity that is consistent with the objective (goals) of the Organization and contributes to its achievement;
- to participate in the preparation and holding of conferences, symposia, round tables and seminars, organize exhibitions, presentations and other mass events (meetings, rallies, demonstrations) in accordance with applicable law;
- to support other associations of citizens from ideological, organizational and financial standpoint, assist in their creation and activity under the current legislation;
- to protect and exercise the legitimate rights of its members through public activity;
- to establish or join international public (non-governmental) organizations,
- to maintain international contacts and relations, conclude relevant agreements in accordance with the current legislation of Ukraine;
- to receive from the public authorities and local self-government bodies the information necessary to achieve their goals and objectives;
- to submit proposals to the authorities and management on the statutory activities;
- to establish mass media according to current legislation;
- to distribute publishing products free of charge without profiting from these activities;
- to conduct public research on human rights and fundamental freedoms, carry out public analysis of draft laws and other legal acts without profiting from this activity in accordance with the legislation of Ukraine;
- to implement its own targeted and integrated programs, support programs of other organizations that do not contradict the statutory goals and objectives of the Public Organization;
- to establish cooperation with Ukrainian and foreign state and public organizations, foundations, scientific institutions, enterprises;
- to carry out work on attraction of financial, material, Intellectual and information resources necessary for realization of the programs and projects in accordance with the legislation of Ukraine;
- to take initiatives on various aspects of public life;
- to carry out volunteer and other non-profit activities;
- to involve volunteers in volunteering activities;
- to independently determine the directions of volunteer activity;
- to enjoy other rights stipulated by the laws of Ukraine.

4. TERMS AND ADMISSION PROCEDURE TO BECOME A MEMBER OF THE PUBLIC ORGANIZATION OR WITHDRAW FROM IT. RIGHTS AND RESPONSIBILITIES OF THE PUBLIC ORGANIZATION MEMBERS

4.1. Members of the Public Organization can be citizens of Ukraine, foreigners and persons without citizenship who are legally present in Ukraine and who have reached the age of 14, share the purpose and tasks of the Public Organization, take an active part in their implementation, recognize these Articles of Association and cooperate with the Public Organization.

4.2. Admission into the membership of the Public Organization shall be based on the application to become a member of the Public Organization submitted by the candidates.

4.3. The decision on acceptance of the members to the Public Organization shall be taken by the General Meeting. The expulsion from the members of the Public Organization shall be decided by the General Meeting.

4.4. Members of the Public Organization shall have equal rights and responsibilities.

4.5. Membership in the Public Organization shall be terminated on the grounds of:

- application submitted by the individual member of the Public Organization;
- decision of the General Meeting on forced expulsion from membership of the Public Organization.

Members of the Public Organization who have taken actions contrary to the Articles of Association of the Public Organization, do not perform or fail to perform properly the duties assigned to them, as members of the Public Organization, or by their actions or inactivity hinder the activities of the Public

Organization, may be excluded from membership of the Public Organization in a compulsory manner by the decision of the General Meeting.

4.6. Members of the Public Organization shall have the right:

- to voluntarily join and leave the membership of the Public Organization;
- of own vote;
- to participate in the work of the Organization and all activities carried out by the Public Organization ;
- to make proposals and comments to all bodies of the Public Organization on any issues related to the Public Organization activity;
- to elect and be elected to the statutory bodies of the Public Organization in accordance with the provisions of the Articles of Association;
- to participate in the operation of the Public Organization bodies with the right of advisory vote;
- to obtain information pertaining to the Public Organization activity;
- to resort to the Public Organization when it comes to protecting their lawful rights and interests;

4.7. Members of the Public Organization undertake:

- to comply with the Articles of Association of the Public Organization;
- to implement the decisions of the statutory bodies of the Public Organization necessary to achieve the statutory goals of the Public Organization;
- to take an active part in the realization of the Public Organization goals and objectives, to promote the authority and material base of the Public Organization;
- to promote ideas and protect the interests of the Public Organization;
- to fulfil other commitments to the Public Organization.

5. PROCEDURE OF ESTABLISHMENT AND ACTIVITIES OF STATUTORY BODIES OF THE PUBLIC ORGANIZATION

5.1. Statutory bodies of the Public Organization are:

- General Meeting of the Public Organization - the supreme management body;
- The Management Board of the Public Organization is its governing body;
- Chairman of the Management Board is the Head of the Organization;
- Executive Director is the executive body;
- The Supervisory Council is the controlling body.

The governing bodies of the Public Organization are the General Meeting of the Public Organization, the Management Board of the Public Organization and the Chairman of the Management Board.

5.2. The General Meeting is the supreme management body of the Public Organization. The General Meeting shall be composed of the Public Organization members or their representatives. Representatives of the Public Organization members may be permanent or appointed for a fixed term. A member of the Public Organization may at any time replace his representative in the General Meeting.

A member of the Public Organization may participate in the General Meeting by means of remote communication, provided that there is an obvious technical opportunity to participate fully in the discussion and decision-making.

A member of the Public Organization may delegate his powers at the General Meeting to another member of the Public Organization on the basis of a written statement addressed to the General Meeting and by notifying the other Members of the Organization.

The representative of the Public Organization member shall act pursuant to a Power of Attorney, certified in accordance with the procedure set by law.

Each member of the Public Organization or a representative appointed by him shall have one vote at the General Meeting.

The regular General Meeting shall be convened at least 1 (one) time every three years.

The extraordinary General Meeting shall be convened when deemed necessary:

- by the initiative of the Management Board or the Chairman of the Management Board;
- at the request of the Supervisory Council;
- at the request of at least 10% of the total number of the Public Organization members.

The General Meeting shall be competent before the law to make decisions if more than half of the members of the Public Organization or authorized representatives of the total number of members are present. The decision of the General Meeting shall be taken by a simple majority of the present members

of the Public Organization. In addition to the items of amending and approving the constituent documents of the Public Organization, information about the Organization, making decisions on the termination of the Organization activity and decisions on the alienation of the Public Organization property in the amount of fifty percent or more of the Public Organization property, decisions on which may be taken by majority of no less than 3/4 of the total number of the Public organization members present.

When voting at the General Meeting, each member of the Public Organization shall have one vote. The decisions of the General Meeting shall become effective from the moment of their adoption. The Minutes of the General Meeting shall be signed by the Chairman and the Secretary.

The General Meeting:

- shall accept new members and expel members from the Public Organization;
- shall review and approve the Articles of Association of the Public Organization and amendments thereto;
- shall elect and dismiss members of the Management Board and the Chairman of the Management Board;
- form the first-string members of the Supervisory Board and terminate the powers of the Supervisory Board members;
- shall determine the main activities of the Public Organization and approve strategic plans of the Organization development;
- shall exercise the right of ownership to the Public Organization property by delegating the right of the property administration and disposal to the Management Board of the Public Organization;
- hear and approve the reports of the Chairman of the Management Board;
- shall approve the Public Organization branding;
- shall make decisions on the termination (liquidation) or reorganization of the Public Organization;
- shall adopt regulations and other statutory documents that regulate the activities of statutory bodies of the Public Organization or determine the rules binding for the Organization;
- resolve other issues of the Public Organization activity;

Resolutions of the General Meeting of the Public Organization shall be binding on all members of the Organization, the governing bodies of the Organization and the bodies of the Organization separate divisions.

5.3. The permanent governing body of the Public Organization shall be the Management Board consisting of the Chairman of the Management Board and members of the Management Board. The Management Board shall be elected by the General Meeting for a term of 3 (three) years. The Management Board and its Chairman shall be accountable to the General Meeting. The number of Management Board members shall be determined by the decision of the General Meeting, but must not be less than three persons at the time of election.

The members of the Management Board, except for the Chairman of the Management Board, may not be full-time employees of the Public Organization, and may be elected to the Management Board no more than three times in succession from the moment current version of the Articles of Association is adopted.

The Management Board shall meet when necessary, but at least twice a year, at the discretion of the Chairman of the Management Board, the Supervisory Board or 1/3 of the Management Board members. Members of the Board may participate in the Meetings and decision taking only on their own. Participation in the Management Board Meetings using remote communication may be possible if the technical capabilities make it possible to participate fully in the discussion and decision-making process. The Management Board is empowered to take a decision provided that at least half of the members attend the meeting. Decisions shall be taken by a simple majority.

The Management Board:

- shall approve the Organization's annual operating plans and budgets;
- shall approve the annual substantive and financial reports of the Organization;
- shall approve the Staffing Chart of the Organization upon the proposal of the Chairman of the Board, shall approve the appointment of the Executive Director and Accountant of the Public Organization;
- shall take a decision to participate in the creation of other organizations with the status of a legal entity;
- shall take a decision on the creation of organizations and enterprises with the status of a legal entity;

- shall take a decision on the formation, closure of separate units of the Organization, approval of the Regulations on the Separate Units of the Organization;
- shall approve, at the request of the governing bodies of the separate units, the Heads of those units;
- shall approve the structure of separate units of the Organization;
- shall approve the regulations and other statutory documents compulsory for the units and employees of the Organization.
- shall make decisions on the removal of separate units, termination of powers of the governing bodies of the separate units and the appointment of new elections of the Heads and/or governing bodies of the separate units;
- shall exercise other powers at the decision of the General Meeting.

The Minutes of the Meetings of the Management Board shall be signed by the Chairman.

The Chairman of the Management Board shall organize the practical operations of the statutory bodies, shall ensure the implementation of decisions of the General Meeting and the Management Board.

The Chairman of the Management Board is a senior official (Head) of the Public Organization.

The Chairman of the Management Board:

- represent the Public Organization in relations with third parties, may carry out any actions related to the management of the Public Organization, which are within the competence of executive management, and when making decision on these issues, shall bear responsibility in that regard;
- shall convene the General Meeting and meetings of the Management Board, shall ensure the implementation of their decisions;
- shall promote the material well-being and authority of the Public Organization;
- shall manage current operations of the Public Organization;
- shall conduct negotiations, conclude agreements and sign agreements on behalf of the Public Organization;
- shall issue instructions and powers of attorney on behalf of the Public Organization;
- shall open and close accounts of the Public Organization in banking institutions;
- shall have primary authority to sign on the Public Organization documents, including financial;
- shall approve job descriptions and internal documents procedures of the Public Organization, projects, plans of operations and action programs of the Public Organization;
- shall organize the development of the Public Organization branding and submit it to the General Meeting for approval;
- shall appoint and dismiss staff (employees) of the Public Organization, conclude and terminate employment agreements (contracts) with the staff, determine their competence, powers, rights and responsibilities, use incentives and impose penalties, approve job descriptions ;
- shall organize accounting and reporting of the Public Organization;
- shall issue instructions, orders and instructions, which are obligatory for all employees of the Public Organization;
- shall submit draft staff schedule, nomination for the position of executive director and accountant, draft annual work plan and budget, concept and financial reports of the Public Organization;
- shall organize the process of considering applications for membership and withdrawal of the Public Organization members;
- shall keep records of the Public Organization members;
- shall report annually to the members of the Supervisory Council and to each General Meeting on the activities of the organizational efficiency and operation of the Management Board;
- shall resolve other issues and perform functions, within the competence in accordance with the current legislation and the Articles of Association, necessary to achieve the Public Organization goals, ensure its normal operation, except those that fall within the competence of the General Meeting, the Management Board or the Supervisory Council.

The decisions of the Chairman of the Management Board of the Public Organization are binding for all employees of the Organization and the separate divisions of the Organization.

5.4. The executive Director of Public Organization "Center for Civil Liberties" is a permanent executive body. The Executive Director shall be appointed to the position by the Chairman of the Management

Board with the consent of the Management Board. The Executive Director shall manage the projects of the Public Organization, the staff members involved, the implementation of activities within the programs and projects in accordance with the approved plans and budgets shall ensure the accountability of employees to the statutory management bodies and the implementation of internal regulations. In order to coordinate the work more effectively, the Executive Director may form an Executive Council involving employees responsible for certain areas of work. The Executive Director shall inform the Chairman of the Management Board about the composition and rules of operation of such collegial body and shall ensure that he or she participates in meetings at his/her discretion.

5.5. The Supervisory Council shall oversee the activities of the Management Board, the Chairman of the Management Board, divisions and employees for compliance with the Statutory goals of the Public Organization, the expediency and nature of the use of funds, accounting, administration and disposal of property, etc., shall consider complaints about the activities of the Management Board, the Chairman of the Management Board.

5.6. The first-string members of the Supervisory Council shall be formed by the General Meeting with an invitation of not \ five members from the ranks of reputable human rights defenders and experts. The powers of the Supervisory Council shall arise the moment of their consent to membership. Existing members may co-opt the newcomers by the unanimous consent accompanied by mandatory notification of the Chairman of the Management Board on the decision taken. A member of the Supervisory Council may at any time voluntarily withdraw from its membership upon written notification of other members of the Supervisory Council and the Chairman of the Management Board. A member of the Supervisory Council may be expelled from its membership by decision of 3/4 of the total members of the Supervisory Council upon mandatory notification about such decision of the Chairman of the Management Board and all members of the Supervisory Council. The Supervisory Council may consist of 3 to 15 members. If there are less than 3 members left, and they cannot find agreement to co-opt new members within a month, the General Meeting shall be entitled to invite new members to the Supervisory Council. Members of the Supervisory Council may not include employees of the Public Organization, and members of the Organization may not exceed 1/3 of the total number of members of the Supervisory Council. The members of the Supervisory Council, except for the former founders and Chairmen of the Public Organization Management Board, may not be within the Supervisory Council for more than 9 years from the moment this version of the Articles of Association is adopted.

5.7. The Supervisory Council shall meet, as needed, but at least once a year, at the decision of the General Meeting, the Chairman of the Management Board, the Management Board or 25% of the members of the Supervisory Council. Members of the Management Board may participate in the Meetings and decision taking only on their own. Participation in Management Board Meetings using remote communication may be possible if the technical capabilities make it possible to participate fully in the discussion and decision-making process. The Supervisory Council shall be empowered to take a decision provided that at least half of the members attend the meeting. Decisions shall be taken by a simple majority. The Chairman of the Management Board shall have the right to participate in the meetings of the Supervisory Council without the right to vote. The meeting shall be conducted and certified by the Chairman. The Minutes of the Meetings of the Supervisory Council shall be transmitted to the Chairman of the Management Board for storage. The Supervisory Council shall itself determine the rules of its work, may form permanent or temporary groups, or delegate the duties and powers of its individual members.

5.8. The Supervisory Council shall review and deliver conclusions on the annual substantive and financial reports provided by the Management Board. Prior to reviewing the annual report, the Supervisory Council shall review the data in the annual reports submitted, thereto entrusting such review to one or more of its members, who shall inform all members of the Supervisory Council about the results of such review.

Audits of activities and reporting may also be carried out by the Supervisory Council or its authorized members at any time due to complaints, at the request of the General Meeting, the Management Board, or at the discretion of the Supervisory Board.

5.9. Members of the Supervisory Council may attend any Organization event, shall have the right to be acquainted with any internal documents, to obtain explanations from the Management Board members

and any employees of the organization. In cases of gross misconduct, the Supervisory Council may temporarily suspend or terminate the authority of the body that has violated the rules or the law and convene a meeting of the plenipotentiary statutory body that should consider information on the violations in question.

The Chairman of the Management Board shall without delay send to the members of the Supervisory Council the strategic and annual plans and budgets, information on the composition of the bodies and changes in their composition, the conclusions of independent audits, as well as inform about other important documents, decisions and actions concerning activities of Public Organization "Center for Civil Liberties". When preparing the Strategic Plans for approval by the General Meeting, drafts of such plans shall be submitted to the members of the Supervisory Council for their evaluation, proposals and comments.

6. THE PROCEDURE OF APPEALING THE DECISIONS, ACTIONS, INACTIVITIES OF THE PUBLIC ORGANIZATION GOVERNING BODIES

6.1. The decisions, actions, inaction of the General Meeting may be appealed in court. The decisions, actions, inaction of the Supervisory Council or its members may be challenged by the General Meeting.

6.2. The decisions, actions, inaction of the Management Board, the Chairman of the Management Board or its members may be appealed to the Supervisory Council or directly to the General Meeting. The complaint shall be filed in writing and signed by the complainant. The complaint must state the decision, the action, the inaction of the body that is the subject of the appeal. The period of the complaint consideration shall constitute 30 business days without taking into account the day of filing the complaint.

6.3. The decisions, actions, and inaction of the employees of the Public Organization may be appealed to the Chairman of the Management Board of the Public Organization. The complaint shall be filed in writing and signed by the complainant. The complaint must state the decision, action, and inaction of the employee who is the subject of the appeal. The period of the complaint consideration shall constitute 30 business days without taking into account the day of filing the complaint.

7. THE PROCEDURE OF ESTABLISHMENT, OPERATION AND TERMINATION OF THE ACTIVITIES OF SEPARATE UNITS OF THE PUBLIC ORGANIZATION

7.1. Separate units shall be established and operate within the Public Organization.

7.2. Separate units shall be formed and closed by decision of the Management Board of the Organization.

7.3. The activities of the separate units shall be carried out in accordance with the current legislation of Ukraine, the Articles of Association of the Organization and the Regulations on the separate units of the Public Organization approved by the Management Board of the Organization.

7.4. The structure of separate units of the organization shall be approved by the Management Board of the organization.

7.5. The separate units of the Public Organization shall not be legal entities.

7.6. Submission of information on separate units of the Public Organization (formation, closure) shall be carried out by the Authorized Registration Authority, in the manner established by the legislation of Ukraine.

8. SOURCES OF ACQUISITION AND PROCEDURE OF USE OF THE FUNDS AND OTHER PROPERTY OF THE PUBLIC ORGANIZATION

8.1. The Public Organization is the owner of funds and property, the source of which are:

- voluntary donations, funds and property donated to the Public Organization by its founders and members;
- funds and property transferred to the Public Organization by the state in accordance with the current legislation
- voluntary contributions, funds and property donated to the Organization by enterprises, institutions, organizations irrespective of ownership, by individuals according to the current legislation of Ukraine;
- property and funds acquired as a result of economic activities of organizations and enterprises created by the Public Organization;
- property acquired at the expense of own funds of the Public Organization, or other means not prohibited by the current legislation;
- other receipts not prohibited by current legislation.

8.2. The Public Organization may own:

- buildings, premises, facilities, inventory, equipment, vehicles, securities, funds, other property necessary for the activities of the Public Organization, the implementation of the statutory goals and areas of activity.

8.3. Funds and property of the Public Organization shall be used:

- to realize the purpose and fulfil its statutory activity lines;
- to remunerate employees of the Public Organization;
- for organizational economic and other needs;
- to finance targeted programs and activities;
- financial, organizational and material support of organizations and enterprises established with the participation of the Public Organization, with which the Public Organization cooperates in accordance with current law;
- to pay for acquired property, obligations under concluded agreements in accordance with the current legislation;
- to meet other needs in accordance with the Public Organization objective, as long as it is not prohibited by the current law of Ukraine.

8.4. The Public Organization shall have the autonomy to make decisions regarding the use of its own financial and material resources, shall own, use and dispose of its property and funds within the limits not contradicting its statutory activity and the current legislation.

8.5. The Public Organization, enterprises and organizations established by it, shall maintain operational and accounting records, statistical reporting, become a taxpayer, make payments to the budget in accordance with the procedure and amounts stipulated by the legislation.

8.6. Revenues (profits) shall be used solely to finance expenditures for the upkeep of the Organization, the attainment of the purpose (goals, objectives) and lines of activity specified in these Articles of Association.

8.7. Revenues (profits) or parts thereof may not be distributed among the founders (participants) of the Organization, members of the Organization, employees (other than remuneration for their work, accrual of a single social security tax) of the Organization, members of the governing bodies of the Organization and other related persons.

9. PROCEDURE FOR THE INTRODUCTION OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

9.1. Amendments to the Articles of Association of the Public Organization shall be made by decision of the General Meeting. The decision of the General Meeting to amend the Articles of Association of the Public Organization shall be adopted by a majority of at least 3/4 of the total number of members (participants) of the Organization.

9.2. The registering body shall notify of amendments to the statutory documents of the Public Organization within the period stipulated by the current legislation. Changes are subject to mandatory registration.

10. TERMINATION OF THE ORGANIZATION

10.1. The termination of the Public Organization activity shall be carried out by a decision of a public association, adopted by the General Meeting, by self-dissolution or reorganization, or by a court decision banning (compulsory dissolution) the public association.

10.2. The termination of the activity of a public association having the status of a legal entity shall result in the termination of the legal entity.

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

10.4. The decision on self-dissolution of the Public Organization shall be made by the General Meeting, provided that at least three-fourths of the participants of the General Meeting voted for it. The General Meeting shall create a liquidation commission or instruct the Management Board to exercise the powers of a liquidation commission for the termination of the Public Organization as a legal entity, as well as

