

“REGISTERED”
By Kirovohrad Regional
Department of Justice
Certificate No. 180
November 17, 1999

„APPROVED”
by Foundation Meeting of TORO Creative Union
Minutes No. 1
of October 18, 1999

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Kirovohrad Regional
Department of Justice
August 8, 2005

„APPROVED”
by the Conference of TORO Creative Union
Minutes No. 16
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by Kirovohrad Regional
Department of Justice
October 17, 2005

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by the Off-Schedule Conference of
TORO Creative Union
Minutes No. 18
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Department of Justice
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by Main Territorial Department
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“REGISTERED”
restated
by Main Territorial Department
of Justice in the Kirovohrad Region
February 24, 2010

„APPROVED”
by the Conference of TORO Creative Union
Minutes No. 1
of February 8, 2010

President of TORO Creative Union

_____ O.S. Khmara

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by Main Territorial Department
of Justice in the Kirovohrad Region
May 27, 2013

„APPROVED”
by the Conference of TI Ukraine
Minutes No. 1
of March 22, 2013

Executive Director of TI Ukraine

_____ O.S. Khmara

„APPROVED”
by the Conference of TI Ukraine
Minutes No. 1
of October 15, 2016

Executive Director of TI Ukraine

_____ Y.R. Yurchyshyn

CHARTER
of Civic Organization Transparency International Ukraine
(previous name – Kirovohrad Regional Civic Organization “Creative Union Technologies of Optimum
Development of Personality”)
2017

1. General Provisions

1.1. Transparency International Ukraine CSO (hereinafter – Organization) is a voluntary, independent, non-profit civil society organization which unites individuals who share its goal and objectives on the basis of voluntary participation and common interests.

1.2. In its activity the Organization is governed by the Constitution of Ukraine, the Laws of Ukraine “On Civil Associations,” “On Corruption Prevention,” other Ukrainian legislation, procedural documents of the global anti-corruption movement Transparency International and this Charter.

1.3. The Organization is created and acts on the basis of voluntary participation, equality and lack of financial interest of its members, equality before the law, self-management, legitimacy, transparency, openness and publicity.

1.4. All key issues of the activity of the Organization are decided at the Conference of the Organization.

1.5. The Organization regularly publishes its principal documents, leading personnel, data on sources of funding and expenditures.

1.6. The Organization is created and functions on the territory of Ukraine.

1.7. The Organization can open its standalone units as prescribed by the law. The content of powers of standalone units, the procedure of management by the unit of its own work, reporting and existence of regulations of standalone units are determined by the Directorate of the Organization and approved by the Board of the Organization.

1.8. The employees of the executive bodies of the Organization come under the purview of the Ukrainian legislation on labor, social security and social insurance.

1.9. Interference of public agencies and officials with the activity of the Organization as well as interference of the Organization with the activity of public agencies, officials and activity of other civil associations is not permissible unless otherwise provided by the law.

1.10. The Organization has the right to found or join alliances (unions, associations etc.), create partnerships, platforms and coalitions, enter into agreements on collaboration and/or mutual assistance with other civil associations on a voluntary basis.

1.11. The Organization acquires the status of a legal entity from the moment of its state registration as prescribed by the law and acquires the following rights:

a) to be a participant of civil law relations, acquire proprietary and non-proprietary rights, have an independent balance sheet, accounts in banking institutions, its seal, stamps, letterheads with its name, logo, brand mark and other branding approved by the Board of the Organization and registered as prescribed by the law;

b) represent and defend its legal interests and legal interests of its members in governmental and civil society bodies;

c) support other civil associations conceptually, organizationally and financially, provide assistance in their creation and activity;

d) create establishments and organizations necessary for achievement of the statutory goals;

e) conduct business as prescribed by the law directly or via legal entities created as prescribed by the law (companies, enterprises) if such activity corresponds to the statutory goal (objectives, tasks, focus areas) of the Organization and furthers their achievement;

f) receive information necessary for implementation of its objectives and tasks from central and local authorities;

g) submit proposals to bodies of authority and management;

h) participate in the work of consultative, advisory and other subsidiary bodies created by state authorities, bodies of authority of the Autonomous Republic of Crimea, self-government authorities as prescribed by the law with the aim of providing guidance to civil associations and preparing recommendations on issues pertaining to the scope of activity of the Organization;

i) disseminate information and promote its ideas and objectives;

j) be the coordinator of publishing activity which corresponds to the statutory goal (objectives, tasks, focus areas) of the Organization and furthers their achievement without the purpose of gaining profit.

TI Ukraine enjoys other rights provisioned in the Ukrainian legislation.

1.12. The Organization as an open civil society organization adheres to the principles of equality

of all its members regardless of the language, religious and other beliefs, race, gender and nationality.

1.13. In its activity the Organization relies on universal human interests, democracy, the rule of law, freedom of choice, needs of the society, provision of equal rights and opportunities for women and men, social significance of projects and programs implemented by it.

1.14. The Organization may collaborate with foreign non-governmental organizations and international governmental organizations, maintain international relations, enter into respective agreements, and participate in implementation of events which do not contradict Ukraine's international obligations and statutory objectives of the Organization ensuring compliance with the Ukrainian legislation and international treaties which the Verkhovna Rada of Ukraine has agreed to be bound by.

1.15. To pursue its interests the Organization collaborates with local, regional, national and international organizations, other civil society organizations as well as institutions, foundations and movements which base their activity on the principles of integrity and respect for human rights as a priority in development of a democratic state.

1.16. Revenue (profit) of the Organization is used exclusively to finance expenditures for maintenance of the Organization, implementation of its goal (objectives, tasks) and focus areas determined in this Charter. It is prohibited to divide the received revenue (income) or its part among founders (participants), members of the Organization, employees (except for compensation for their work or unified social tax), and members of the management or other individuals connected with them. The statutory activity of the Organization does not aim at gaining profit.

1.17. Name of the Organization:

full name in Ukrainian: Громадська організація «Трансперенсі Інтернешнл Україна»;

short name in Ukrainian: ТІ Україна;

full name in Russian: Общественная организация «Transparency International Украина»;

short name in Russian: ТИ Украина;

full name in English: Civic organization "Transparency International Ukraine";

short name in English: TI Ukraine.

2. Goal and Focus Areas of the Organization

2.1. The goal of activity of Transparency International Ukraine is uniting the efforts of its members for promoting the ideas of transparency, accountability and integrity of public authorities, business and civil society in Ukraine as a prerequisite to reduce corruption in the country.

2.2. Focus areas of the organization:

- a) promotion of values and ideals of civil society;
- b) application of procedures of public participation in formation and implementation of public policy;
- c) defense and representation of public interests at all levels;
- d) analysis, monitoring, assessment and forecasting of state anti-corruption policy as well as the situation with its implementation;
- e) promotion of the best international practices in the area of corruption prevention and counteraction in Ukraine, maintenance of direct contact with relevant international organizations and other entities;
- f) defense of legal social, economic, cultural and other rights and freedoms of members of the Organization;
- g) comprehensive action for prevention of and counteraction to corruption at all levels;
- h) contribution to analytical, consultative methodical assistance to central and local public authorities, business, other organizations and institutions in the area of corruption prevention and counteraction;
- i) coordination, implementation and support of anti-corruption programs and projects on implementation of principles of integrity, good governance, transparency and accountability of public authorities, business, political parties and civil society;
- j) formation of anti-corruption world view and legal conscience of Ukrainian citizens based on the principles of justice and integrity;

- k) financial and other support of other non-profit organizations which participate in implementation of projects and programs connected with the development of democratic civil society and furthering the principles of integrity, good governance and accountability of public authorities, business, political parties and civil society.

2.3. In order to implement the goal and objectives (focus areas), the Organization does the following as prescribed by the law:

- a) develops and implements initiatives, plans, programs and projects, creates conditions for their implementation through raising funds of both Ukrainian and foreign individuals and/or legal entities, otherwise in ways consistent with the law, participates in initiatives, plans, programs and projects developed by other organizations as well as the state;

- b) engages financial and material contributions of national and foreign individuals and legal entities with the aim of their use for implementation of statutory objectives, creates the economic and financial basis for implementation of the goal and focus areas of the Organization;

- c) engages central and local public authorities, individuals and legal entities, volunteers to the activity of the Organization in accordance with the aim of its creation and statutory focus areas, for this purpose, employs relevant personnel and/or concludes respective agreements;

- d) carries out various studies, including academic research and opinion polls, fulfills analytical work, compiles expert assessments and comments, creates web-resources, databases, incl. electronic, freely disseminates information on its activity; founds media, works with publishing, such as publication of magazines, newspapers, handbooks, theses, bulletins, reports, methodical guidelines, anthologies etc. (which correspond to and are provided for in the statutory goal, objectives, focus areas of the Organization);

- e) reports disclosed instances of bribery or corruption-related violations, real or potential conflict of interest to specialized authorized subjects in the area of anti-corruption and/or to the leadership or other representatives of the agency, enterprise, institution or organization where such violations have been committed or the employees of which have a conflict of interest, as well as media and/or the public;

- f) organizes and conducts educational and awareness-raising events such as conferences, meetings, seminars, webinars, roundtable discussions, debates, briefings, media breakfasts, press conferences, trainings, disputes and other events for information exchange consistent with the law which are necessary for implementation of the statutory goal and primary focus areas, participates in such events as well as in parliamentary hearings;

- g) requests and receives from administrators of public information the public information related to corruption prevention and counteraction as well as other public information necessary for implementation of the statutory goal and primary focus areas of the Organization;

- h) carries out and commissions public, incl. anti-corruption expertise of projects and current regulatory acts and activity of public authorities, public law organizations and their officials, submits proposals to respective public authorities based on the results of the expertise, receives information from these public authorities whether the respective proposals have been taken into account;

- i) conducts public events, peaceful gatherings (assemblies, rallies, demonstrations etc.) as prescribe by the current law, conducts events to raise awareness among the population on corruption prevention and counteraction;

- j) carries out public control over justice and observance of the law in the area of corruption prevention and counteraction using all forms of control and influence consistent with the law;

- k) represents and defends the interests of its members, contributes to defense of other citizens or organizations that suffered from corruption based on their personal requests, provides consultative, information and legal services to them;

- l) submits proposals to subjects of legislative power concerning improvement of legislative regulation of relations which occur in the area of corruption prevention; participates in development of draft laws and regulatory acts issued by state authorities, public authorities of the Autonomous Republic of Crimea, local self-government pertaining to the focus areas of the Organization and important issues of state and social life in accordance with the law; participates in support and promotion of draft laws;

- m) addresses state authorities, public authorities of the Autonomous Republic of Crimea, local

self-government, officials and employees of these agencies, as prescribed by the law, with proposals (remarks), applications, complaints;

n) develops partnerships and collaboration with Ukrainian and international institutions which work on corruption prevention and counteraction and/or promotion of transparency, accountability, integrity, good governance of public authorities, political parties, business and civil society and participates in such initiatives and partnerships, sends employees or members of the Organization on business trips with this purpose and receives representatives of other aforementioned institutions;

o) acts as a participant of civil legal relations, gains property and non-property rights, can be the applicant or respondent in the court;

p) organizes competitions and similar events and participates in them, including grant competitions as prescribed by the law;

q) provides assistance with preparation of compliance programs, participates in organizing and conducting monitoring of corrupt practices and assessment of corruption risks, contributes to accumulation, analysis, generalization, study and dissemination of information on the state anti-corruption policy and its effectiveness, reasons and conditions which contribute to occurrence and proliferation of corruption, as well as public opinion on it;

r) participates in the work of consultative, advisory and other subsidiary bodies under bodies of public authority of all levels, initiates and participates in public notice and comment by public authorities and development of recommendations pertinent to the focus area of the Organization.

3. Procedure of Acquisition and Cessation of Membership in the Organization

3.1. Membership in the Organization is individual, voluntary and registered.

3.2. Membership in the Organization can be acquired, according to the Law of Ukraine “On the Principles of Prevention and Counteracting Discrimination in Ukraine,” by citizens of Ukraine, foreigners and persons without citizenship with the minimum age of 18 years and above who recognize and support the requirements of this Charter, goal, objectives and Strategy of the Organization.

3.3. Admission of members of the Organization is carried out by the Board based on a received application and recommendation of at least two members of the Organization.

3.4. Withdrawal from the Organization is executed based on a personal application. Membership in the Organization is terminated from the moment of submission of a written application about cessation of membership to its governing body.

3.5. The member of the Organization receives a membership card signed by the Executive Director of the Organization, the template of which is approved by the Board of the Organization. The membership card constitutes property of the Organization and is to be returned in case of cessation of membership in the Organization.

3.6 Membership in the Organization is terminated in the following cases:

- voluntary cessation of membership in the Organization by means of submitting a written application to the Board. The decision of the Board is not necessary in this case. The date of cessation of membership is considered the date of receipt of the respective application.
- termination of membership by the decision of the Board;
- automatic cessation of membership.

3.7. Termination of membership in the Organization by the decision of the Board can take place if there is one of the following reasons:

- violation of requirements and failure to fulfill the duties provided by the Charter;
- failure to comply with the decisions of the Board, violation of rules, standards or obligations approved by the Board which are binding for all members of the Organization;
- inconsistency of the person’s behavior with its status of a member of TI Ukraine, such as commission of acts or dissemination of statements which are not true to fact, compromise or harm interests, honor, dignity, goodwill of TI Ukraine (or its members) or have caused it material harm.

3.8. Cessation of membership in the Organization happens automatically and does not require a decision of the Board in the following cases:

- recognition of the person as legally incompetent as prescribed by the law;

- judgement of conviction concerning the member of the Organization accused of an intentional crime becoming effective;
- death of the member of the Organization.

3.9. A member of the Organization must pay a membership fee. The requirements concerning the amount and procedure of payment of the membership fee are developed by the Directorate of the Organization and approved by the Board. In case of cessation of membership in the Organization, the membership fees already paid to the Organization are non-refundable.

4. Rights and Duties of Members of the Organization

4.1. A member of the Organization has the right to:

- participate in regular and off-schedule meetings of members of the Organization, in the Conference, vote for relevant decisions put on the agenda;
- delegate his or her powers concerning participation in the aforementioned events and the right of vote to a different member in accordance with the regulation on organization of the event approved by the Board of the Organization;
- elect and be elected to all bodies of the Organization;
- participate in implementation of the goal and objectives, focus areas of the Organization, execution of its programs;
- use information networks of the Organization, receive methodical and other materials and advice;
- address the Organization for protection of his or her rights and interests;
- receive information support in the form of expert and advisory assistance from the Organization;
- receive support for implementation of focus areas of the Organization;
- freely discuss issues pertaining to the activity of the Organization and its governing bodies, submit proposals, receive information connected with the activity of the Organization, participate in events initiated and implemented by the Organization;
- participate in the initiatives, programs, projects and working groups of the Organization;
- receive information and explanations from governing bodies of the Organization concerning the activity of the Organization;
- regularly receive information on the activity of the Organization and corruption counteraction in general;
- have free access to educational courses of the Organization;
- freely withdraw from the Organization.

4.2. A member of the Organization is obliged to:

- comply with the requirements of the Charter of the Organization;
- further the activity of the Organization across the board, exclude any act that may discredit the Organization;
- fulfill the decisions of the governing bodies of the Organization made within the scope of their competence;
- inform the Board of the Organization on the facts which came to his or her attention which may influence the activity of the Organization as well as on the instances of violations of this Charter;
- notify the Directorate in advance on participation in conferences or other public events as a member of the Organization;

4.3. Membership in other civil associations does not interfere with membership in the Organization.

5. Highest Governing Body of the Organization

5.1. The highest governing body of the Organization is the Conference.

5.2. The Conference of the Organization:

- a) approves the Charter, introduces amendments to it;
- b) determines the number and members of the Board;
- c) elects members of the board for two years' term of office;
- d) hears and approves reports of the Board and the Executive Director according to the procedure established by the Conference;
- e) exercises the right to ownership of funds and property of the Organization;
- f) makes the decision concerning reorganization or liquidation of the Organization;
- g) makes decisions on replacement of the leadership in case of its inactivity;
- h) reviews complaints about decisions, actions, inaction of the Audit Committee, Ethical Committee (the activity of which is subject to independent Regulations) and the Board, the activity of which is subject to independent regulations, Chair of the Board, Directorate, Executive Director at the Conference;
- i) takes action to restore violated rights of members of the Organization committed by officials, executive and governing bodies of the Organization.

The Conference may fully or partly delegate part of its powers, namely the powers stated in items "d" (except for reports of the Board), "g" (except for the decision concerning replacement of the Board), "h" (except for complaints concerning actions or inaction of the Board), "i" to the Board of the Organization (except for complaints concerning actions or inaction of the Board).

5.3. The Conference is convened by the Board no less than once a year. Members are notified of the date, time and place of the Conference and the agenda at least 30 days in advance.

5.4. When required, an off-schedule Conference can be convened at the demand of 1/10 of the members of the Organization or the Audit Committee. If the demand of the members of the Organization to convene the Conference is not fulfilled by the Board, these members have the right to convene the Conference on their own authority.

5.5. The procedure of invitation of the members, groundwork concerning convocation and execution of the Conference is determined and handled by the Directorate of the Organization, which can engage other individuals to this activity (employees, project personnel, volunteers etc.). The Directorate of the Organization and other engaged individuals form the organizing committee of the Conference, whose activity is subject to an independent regulation.

5.6. Decisions of the Conference are valid on the condition of presence of no less than 2/3 members of the Organization. When casting a vote, each member has one vote except for situations when the right to vote has been delegated to him / her by another member of the Organization, which is confirmed by a respective written application submitted by the initiator of the delegation to the Directorate of the Organization no less than 3 days prior to the date of the Conference in a written form (faxed, mailed or emailed). The application concerning the delegation of the right to vote is not required to be in any particular form, but it must clearly state the full name and membership card number of the member who delegates his or her vote as well as the full name and membership card number of the member to whom the vote is being delegated. Any decisions of the Conference are considered valid if they are supported by the simple majority of votes of the members present at the Conference including delegated votes. The only exception is introduction of amendments to the Charter.

Decisions concerning introduction of amendments to the Charter, reorganization and liquidation, alienation of property for the amount which constitutes fifty or more percent of property are considered valid if they were supported by no less than 3/4 present members including delegated votes.

If the Conference of the Organization or part of it is executed with the use of electronic means of communication, the procedure of registration of members as well as the procedure of decision-making at the Conference are subject to a separate regulation approved by the Conference.

6. Board of the Organization

6.1. The governing body of the Organization in the period between Conferences is the Board, which is elected for a two-year term of office. Meetings of the Board are held as needed but at least four times a year and are convened at the initiative of Chair of the Board. Meetings of the Board are open except for discussions of items which are designated in the agenda as "internal." Representatives

of the Directorate, staff members of the Organization and its members can be freely admitted to meetings of the Board. The attendees have the right to ask for the right to speak at the meeting on an item of the agenda or a related question.

6.2. The meeting of the Board is legally qualified if at least 2/3 (two thirds) of the members of the Board elected by the Conference are present. Decisions are considered valid if they have been supported by the simple majority of votes of the present members of the Board.

Meetings of the Board can be held with the use of electronic means of communication. The procedure of registration of participants and decision-making at such meetings is established by a separate regulation approved by the Board.

6.3. Off-schedule meetings of the Board are called by the Chair of the Board, on demand of at least 1/3 of members of the Board or by the decision of the Audit Committee of the Organization. Members of the Board, Directorate, staff members of the Organization and its members are notified of a regular meeting at least 5 days beforehand, and of an off-schedule meeting – at least 1 full day beforehand.

6.4. The Board consists of individuals elected by the Conference of the Organization as members of the Board. The same person cannot be elected a member of the Board for over two consecutive terms and for over three terms total. Members of the Board cannot receive any financial compensation from the Organization and/or offer it remunerated services.

6.5. Meetings of the Board are chaired by the Chair of the Board, who is elected by the Board among its members for a term which cannot exceed the term of office of the Board.

6.6. The Board:

- a) considers and approves focus areas of the Organization, approves policy documents and activity plans of the Organization as well as internal standards of the Organization;
- b) submits proposals for consideration by the Conference;
- c) annually approves the budget of the Organization and the annual action plan / operation plan in accordance with the established focus areas (including broken down by projects);
- d) manages the property, funds and other resources of the Organization based on the decisions of Conferences in the period between Conferences;
- e) works on active fundraising for the Organization for implementation of its statutory activity, projects and programs;
- f) executes admission of members of the Organization or cessation of their membership;
- g) makes decisions on creation or divestment of for-profit organizations, institutions, enterprises and standalone structural units;
- h) approves the Regulations on standalone structural units of the Organization;
- i) approves the logo, brand mark and other branding of the Organization;
- j) makes decisions on creation of structural units (departments, offices, divisions etc.) of the Organization, their reorganization, approves the regulations on their activity and organizational structure;
- k) makes decision on the participation of the Organization in coalitions, partnerships and networks, unions and associations of citizens, including international;
- l) makes decisions on entering into agreements and other documents which aim at the realization of statutory goals and objectives of the Organization;
- m) approves execution of procurement exceeding the equivalent of USD 10,000;
- n) appoints and dismisses the Executive Director, approves the candidates for the position of staff members of the Organization, members of advisory and expert bodies of the Organization;
- o) approves the annual narrative and annual financial reports, the results of independent audit etc.
- p) controls and verifies the financial activity of the Organization and adherence to the Charter and internal regulatory documents, in particular:
 - implementation of focus areas and cost sheet of TI Ukraine established by the Conference and the Board;
 - execution of decisions of the Board on the issues connected with financial activity and their compliance with the current legislation and the Charter of the Organization;
 - execution of decisions concerning elimination of shortcomings identified by the previous inspection;

- the condition of the funds and property of the Organization, its standalone structural units;
 - other issues pertaining to the financial activity;
 - q) handles any issues of the organizational activity excluding the issues which are exclusively under the purview of the Conference;
 - r) can exercise powers delegated by the Conference;
- 6.7. Powers of any member of the Board or the Board as a whole can be terminated ahead of schedule by the decision of the off-schedule Conference or the decision of 2/3 of members of the Board.

If the powers of a member of the Board are terminated, the new member of the Board for the remainder of the term of office of the Board is elected by the vote of the Conference.

6.8. The complete replacement of the Board is executed by the Conference no later than the last month of the last year of the term of office of the Board.

7. Chair of the Board of the Organization

7.1. The Board of the Organization is headed by the Chair of the Board, elected at the first meeting of the Board among its members for the duration of the Board's term of office.

7.2 Chair of the Board:

- a) carries out the general management of the Board's work;
- b) heads the preparation of Conferences, meetings of the Board, and chairs them;
- c) signs documents on behalf of the Board of the Organization;
- d) nominates a candidate for the position of the Executive Director;
- e) reports on the activity of the Board to the Conference;
- f) represents the Board in relations with the authorities, legal entities and individuals;
- g) fulfills other actions based on the statutory objectives of the Organization;

Chair of the Board has the right of the decisive vote at a meeting of the Board if the votes resulted in a tie.

7.3. In case of absence of the Chair of the Board, or temporary circumstances which prevent him or her from fulfilling his or her duties, the functions are performed by one of the deputy chairs or the Executive Director at the written proxy of the Chair of the Board.

7.4 Re-election of the Chair of the Board is executed by 2/3 of votes of the members. Re-election of the Chair of the Board is also possible at a regular or off-schedule Conference in case if this issue has been included in the agenda by 1/3 members of the Organization.

8. Directorate of TI Ukraine

8.1. The executive body between meetings of the Board of TI Ukraine is the Directorate. It consists of the Executive Director, Chief Operating Officer, Chief Accountant (Chief Financial Officer) and other employees of the Organization by the decision of the Executive Director. Decisions of the Directorate are considered valid on the condition of presence of 2/3 of its members at the meeting. The decisions of the Directorate are made by the simple majority of votes of its members.

Meetings of the Directorate take place no less than once a month. Executive Director chairs meetings of the Directorate.

8.2. The Directorate:

- a) ensures implementation of decisions made by the Conference and the Board;
- b) organizes accounting and reporting of the Organization;
- c) ensures proper execution of procurement and management of property;
- d) draws up the annual budget of the Organization and the annual action plan / operation plan in accordance with the focus areas (including broken down by projects) and submits it to the Board for approval;
- e) handles all day-to-day work of the Organization, including interaction with representatives of public authorities, civil society and international institutions to achieve the statutory objectives of the Organization and provide the Organization with resources for achievement of these objectives.

9. Executive Director of the Organization

9.1. General management of the Organization during the period between meetings of the Board is executed by the Executive Director. The candidate for the position of the Executive Director is approved by the Board by simple majority of votes based on the results of an open competition for a term of three years.

The same person cannot hold the position of the Executive Director for more than three consecutive terms.

9.2. The Executive Director of the Organization:

- a) carries out general management of day-to-day work of the Organization and reports on it to the Board and the Conference;
- b) manages the groundwork for meetings of the Directorate;
- c) organizes and controls the work of the Directorate;
- d) acts without appointment on behalf of TI Ukraine, represents the Organization in all institutions and organizations, in relations with public authorities, individuals and legal entities;
- e) accounts for implementation of the primary objectives and tasks, strategic plan of the Organization, results of activity of the Directorate;
- f) opens accounts in banking institutions;
- g) as the chief executive, has the right to sign documents on behalf of the Organization;
- h) approves allocation of responsibilities among employees of the Organization and their powers;
- i) executes recruitment (on a competitive basis) and dismissal of employees;
- j) in agreement with the Board, establishes the amount of compensation (salary) of employees;
- k) concludes agreements (treaties) on behalf of the Organization;
- l) issues orders and other acts pertaining to the activity of the Organization; organizes development of internal standards and procedures;
- m) executes other actions implied by statutory objectives of the Organization.

9.3. In the event of absence of the Executive Director or temporary circumstances which prevent him or her from fulfilling his or her duties, his or her functions are undertaken by Chair of the Board or one of the members of the Directorate at the written proxy of the Executive Director.

9.4. Approval of the new candidate for the position of the Executive Director is executed by the Board of the Organization no later than the last month of the last year of term of office of the Executive Director. Approval of the new candidate for the position of the Executive Director is also possible at an off-schedule Conference provided this item has been put on the agenda by 2/3 members of the Organization.

10. Audit Committee

10.1. The Audit Committee is the supervisory body of the Organization, the number of which is established by the Conference and the members of which are selected by the Conference for the term of two years.

10.2. Candidates for the position of members of the Audit Committee are subject to vote at the Conference and nominated by the Board of the Organization.

10.3. The Audit Committee executes control over implementation of decisions of governing and executive bodies of the Organization.

10.4. The Head of the Audit Committee is elected by its members at its first meeting.

10.5. The Regulation on the Audit Committee is approved by the Conference.

10.6. For the purpose of control over financial activity of the Organization, members of the Audit Committee have the right to gain access to any documents pertaining to the activity of the Organization, demand written explanations from governing and executive bodies and officials of the Organization, initiate meetings of the Board, initiate introduction of amendments to the current Charter, convene an off-schedule Conference.

10.7. The Audit Committee has the right to engage auditors and other experts to the audit of the Organization's financial activity.

10.8. The Audit Committee annually presents its conclusion on the financial activity of the

Organization for the past year to the Conference.

10.9. Members of the Audit Committee cannot perform the duties of the Chair of the Board or the Executive Director of the Organization.

11. Ethical Committee

11.1. The Ethical Committee is the body of the Organization which provides members of the Board, the Directorate, the Audit Committee, members and employees of the Organization with guidance on ethical issues, including those pertaining to the conflict of interest and code of conduct.

11.2. The number of members and individuals for the positions of members of the Ethical Committee are established by the Conference for the term of two years.

11.3. Candidates for the positions of members of the Ethical Committee are subject to vote at the Conference and nominated by the Board of the Organization.

11.4. The Head of the Ethical Committee is elected by its members at its first meeting.

11.5. The Regulation on the Ethical Committee is approved by the Conference.

11.6. The Ethical Committee may develop and propose changes to the Policy on Conflict of Interest and the Code of Conduct, provide guidance concerning any internal policy of the Organization at request.

11.7. The Ethical Committee annually reports to the Conference on its own activity for the past year.

12. Property and Funds of TI Ukraine

12.1. The Organization has in its ownership funds and other property required for its activity.

12.2. The sources of Organization's income generation are as follows:

- a) funds and property which come in for free or in the form of gratuitous financial aid;
- b) funds and property which come in for free or in the form of membership fees or charitable donations of national or foreign organizations or citizens;
- c) passive income;
- d) funds and property generated by primary statutory activity of the Organization;
- e) income from entrepreneurial activity carried out by the Organization directly or via legal entities created as prescribed by the law (companies, enterprises) if such activity corresponds to the statutory goal (objectives, tasks, focus areas) of the Organization and furthers their achievement;
- f) donations or grants received from the national or local budgets, state special purpose funds or as part of charity, including humanitarian aid or technical assistance provided as prescribed by international agreements.

12.3. Funds are kept on the accounts of the Organization in banking institutions of Ukraine and are used in accordance with the objectives provided in this Charter as well as for maintenance of the staff and standalone units of the Organization in accordance with the decision of the Board of the Organization. Funds of the Organization can be kept on deposit accounts.

12.4. With the aim of attainment of the statutory goal and objectives (focus areas), the Organization has the right to carry out necessary economic, entrepreneurial and commercial activity as prescribed by the law, including via legal entities (companies, enterprises), if such activity corresponds to the statutory goal and objectives (focus areas) of the Organization and furthers their achievement. The Organization has the right to engage members of the Organization (except for the ones who are also members of the Board) to execution of activities with conclusion of respective agreements as prescribed, inter alia, by the Civil Code of Ukraine.

12.5. The Organization and legal entities, companies and enterprises created by it execute their administrative, bookkeeping and tax accounting, financial and statistical reporting as prescribed by the law.

12.6. The Organization and legal entities (companies, enterprises) created by it can execute government order as prescribed by the law.

12.7. The Organization may own houses, buildings, electronics, communications infrastructure, equipment, transport, facilities, appliances, funds, property required for provision of material needs of activity provided in the Charter.

12.8. Income or property (assets) of the Organization is not subject to division among its members and cannot be used for the benefit of any particular member of the Organization, its officials (except for compensation for their work and social deductions).

12.9. In case of liquidation of the Organization at its own initiative or due to other circumstances, after discharge of creditors' claims, its assets, property and funds are transferred to one or more other non-profit organizations of similar nature or to the national budget by the decision of the Conference.

13. Procedure of Creation, Functioning and Cessation of Activity of Standalone Units of the Organization

13.1. The Organization may have standalone units which are created by the decision of the Board of the Organization. The activity of a standalone unit is subject to the Regulation on Standalone Units approved by the Board of the Organization.

13.2. The Head of a standalone unit is appointed by the Board of the Organization based on the results by simple majority of votes.

13.3. Standalone units have the following powers:

- implement the statutory goal and objectives (focus areas) of the Organization on an established territory within the scope of powers granted by the Board of the Organization;
- work on engagement of new members and resources by all means consistent with the law of Ukraine;
- represent the Organization within the limits of the territory established by the Board.

13.4. Head of a standalone unit has the right to:

- use the name and branding of the Organization for implementation of the statutory goals of the Organization;
- be present at the Conference, meetings of the Board of the Organization;
- file requests with the governing and executive bodies of the Organization;
- receive help and every assistance with their work from governing and executive bodies of the Organization.

13.5. Head of a standalone unit is obliged to:

- comply with the requirements of this Charter;
- implement the decisions of governing and executive bodies of the Organization made within the scope of their competence.

13.6. Activity of a standalone unit may be terminated by means of its closure by the decision of the Board or the Conference.

13.7. Property and funds which were allocated to a standalone unit are managed directly by the Board of the Organization until the decision on the allocation of the funds and property within the scope of the statutory goal and objectives (focus areas) of the Organization has been made by the Board.

14. Amendments to the Charter

14.1. Amendments to the Charter are approved by the Conference. The decision is made by the majority of 3/4 of the present members of the Organization including delegated votes.

14.2. Amendments to the Charter in force may be initiated by:

- a) the Chair of the Board;
- b) the Executive Director;
- c) any of the governing, executive or supervisory bodies – the Board, the Directorate, the Audit Committee.
- d) 1/10 of the members of the Organization.

14.3. The competent body of executive authority legally authorized to handle issues concerning registration of civil associations is duly notified of the amendments introduced to the Charter as prescribed by the law of Ukraine.

15. Discontinuation of Activity of the Organization

15.1. Discontinuation of the activity of the Organization may take place through its reorganization or liquidation. In case of termination of the Organization as a legal entity (as the result of liquidation, merger, demerger, takeover or transformation), the assets of the Organization are transferred to one or several non-profit organizations of similar nature or to the national budget. The procedure of transfer of the assets of the Organization is determined by the Conference.

15.2. Reorganization of the Organization is executed by the decision of the Conference.

15.3. Liquidation of the Organization is executed by the decision of the Conference by a liquidation committee appointed by the Conference, and in the event of court-ordered liquidation – by a liquidation committee appointed by the court.

15.4. The liquidation committee assesses the existing property of the Organization, determines its debtors and creditors and settles accounts with them, takes action concerning payment of debts to third parties, prepares liquidation balance sheet and submits it to the Conference of the Organization or the body which appointed the liquidation committee.

Chair of the Conference _____ Yurchyshyn, Yaroslav Romanovych

Head of the Secretariat of the Conference _____ Ryzhenko, Kateryna Hennadiivna