

APPROVED by

**the Founder's Decision
of the CHARITABLE ORGANIZATION
“Ukrainian Charitable Foundation
“KALYNA”
of 28 April 2022**

CHARTER

of the CHARITABLE ORGANIZATION

“Ukrainian Charitable Foundation “KALYNA”

Ukraine, Lviv

2022

I. GENERAL PROVISIONS

1.1. Charitable Organization “Ukrainian Charitable Foundation “KALYNA” (hereinafter referred to as the Foundation) is established as a charitable foundation in accordance with the Law of Ukraine “On Charitable Activities and Charitable Organizations”. The Foundation does not pursue the profit for its subsequent distribution to the founders and participants.

1.2. The Foundation acts on the basis of the legislation of Ukraine, as well as the Charter.

1.3. The Foundation has the status of a legal entity of private law from the moment of state registration. The Foundation acquires property and personal non-property rights on its own behalf, assumes obligations, and is a party in courts and arbitration courts in Ukraine and jurisdictions of other states.

1.4. The Foundation has separate property and an independent balance sheet. The Foundation opens accounts in national and foreign currency in banking institutions in accordance with the procedure established by the legislation.

1.5. The Foundation has a seal with its full name, stamps and forms, symbols, and other requisites, the samples of which are approved by the General Meeting.

1.6. The Foundation has its full name:

in Ukrainian – БЛАГОДІЙНА ОРГАНІЗАЦІЯ «Український благодійний фонд «КАЛИНА»

abbreviated in Ukrainian – БО «УБФ «Калина»

in English – CHARITABLE ORGANIZATION “Ukrainian Charitable Foundation “KALYNA”

II. THE PURPOSE, OBJECTIVES AND CHARTER OBJECTIVES

2.1. The main purpose of the Foundation is to perform charitable activities in the following areas: 1) health care; 2) prevention of natural and man-made disasters and elimination of their consequences, assistance to victims of disasters, armed conflicts, and accidents, as well as to refugees and persons in difficult life circumstances; 3) social protection, social security, social services, and overcoming poverty; 4) development of international cooperation of Ukraine; 5) promotion of defense and mobilization readiness of the country, protection of the population in emergency situations of peace and martial law.

2.2. The purpose of the Foundation shall not be the receipt and distribution of income to the founders, members of the governing bodies, and other persons related to them.

2.3. The purposes of the Foundation are to provide charitable assistance to individuals, territorial communities, non-profit organizations, and private law entities in these areas, as well as to develop and support these areas in the public interest.

2.4. In order to fulfill its goals and in accordance with the legislation in force, the Foundation performs the following main tasks:

2.4.1. Assistance to the implementation of international, national, regional, and local programs aimed at the development of health care, prevention of natural and man-made disasters and elimination of their consequences, assistance to victims of disasters, armed conflicts, and accidents, as well as refugees and people in difficult circumstances, social security, social services, and poverty reduction, development of international cooperation of Ukraine, promotion of national defense and mobilization readiness, protection of the population in emergency situations of peace and martial law.

2.4.2. Development assistance in the areas of: 1) health care; 2) prevention of natural and man-made disasters and elimination of their consequences, assistance to victims of disasters, armed conflicts, and accidents, as well as to refugees and persons in difficult life circumstances; 3) social protection, social security, social services, and overcoming poverty; 4) development of international cooperation of Ukraine; 5) promotion of defense and mobilization readiness of the country, protection of the population in emergency situations of peace and martial law;

2.4.3. Assisting in the development of publishing, media, and information infrastructure.

2.5. The subject of the Foundation's activities to achieve its purposes and fulfill its charter objectives are:

2.5.1. Popularization of the Foundation's activities, dissemination of information, and promotion of its ideas, purpose, charter objectives, and symbols;

2.5.2. Providing methodological, informational, organizational, and financial support to individuals, non-profit organizations, and other legal entities participating in programs and projects related to the purpose of the Foundation;

2.5.3. Assistance in the implementation of patronage activities;

2.5.4. Participation in the organization and financing of international and national conferences, seminars, roundtable discussions, trainings, and other events, research, and consultations related to charter objectives;

2.5.5. Participation in the implementation of programs (projects) and the organization of events aimed at the development of health care, the prevention of natural and man-made disasters and the elimination of their consequences, assistance to victims of disasters, armed conflicts, and accidents, as well as those in difficult refugee and personal life circumstances, social protection, social security, social services and poverty reduction, development of international cooperation of Ukraine, promotion of national defense and mobilization readiness, protection of the population in emergency situations of peace and martial law;

2.5.6. Participation in the development, public discussion, consultation, examination, monitoring, and evaluation of regulatory and other legal acts relating to the purpose and charter objectives;

2.5.7. Receiving and providing grants, and other financial assistance, organizing the collection of donations and voluntary contributions in cash and in kind from residents of Ukraine and non-residents;

2.5.8. Conducting charitable activities in accordance with the procedure established by law, development, and execution of targeted charitable programs, contracts (agreements) on charitable assistance;

2.5.9. Establishment and development of international humanitarian relations, promotion of cooperation (including international) in the areas of: 1) health care; 2) prevention of natural and man-made disasters and elimination of their consequences, assistance to victims of disasters, armed conflicts, and accidents, as well as refugees and persons in difficult life circumstances; 3) social protection, social security, social services, and overcoming poverty; 4) development of international cooperation of Ukraine; 5) promotion of defense and mobilization readiness of the country, protection of the population in emergency situations of peace and martial law.

III. FORMS OF PERFORMANCE OF THE FOUNDATION'S CHARITABLE ACTIVITIES

3.1. In accordance with the legislation of Ukraine and the Charter, the Foundation performs charitable activities in the following forms:

3.1.1. gratuitous transfer to beneficiaries of funds, and other property, as well as gratuitous assignment of ownership rights to beneficiaries;

3.1.2. gratuitous transfer to beneficiaries of the right of usage and other rights to property and ownership rights;

3.1.3. gratuitous transfer to the beneficiaries of income from property and ownership rights;

3.1.4. gratuitous provision of services and performance of works for the benefit of beneficiaries;

3.1.5. charitable joint activities and performance of other contracts (agreements) on charitable activities;

3.1.6. public collection of charitable donations;

3.1.7. management of charitable endowments;

- 3.1.8. execution of wills, testamentary waivers, and inheritance contracts for charitable activities;
- 3.1.9. holding charity auctions, drawings, contests, and other charity events not prohibited by law;
- 3.1.10. reimbursement of expenses of the beneficiaries associated with the transfer of property and ownership rights referred to in paragraphs 3.1.1 – 3.1.9 of this Article.

IV. FOUNDATION RIGHTS

4.1. In order to perform its charter activities, the Foundation is entitled, in accordance with the established procedure:

- 4.1.1. conclude contracts and other transactions with state and local government authorities, enterprises, organizations, and institutions, as well as citizens and public associations in order to fulfill the charter objectives of the Foundation;
 - 4.1.2. represent and protect their rights and interests before state authorities, local authorities, courts, and jurisdictional bodies of other states;
 - 4.1.3. independently determine the forms, objects, beneficiaries, as well as the scope, place (territory), and timing of charitable assistance;
 - 4.1.4. be a founder (participant) of international and national unions, associations, and other voluntary associations that contribute to the fulfillment of the charter tasks of the Foundation;
 - 4.1.5. arrange collection of charitable donations and grants, contributions from legal entities and individuals, international organizations, as well as other property to fulfill the charter objectives of the Foundation;
 - 4.1.6. be a recipient of humanitarian aid;
 - 4.1.7. create and terminate separate divisions of the Foundation on the territory of Ukraine and other states;
 - 4.1.8. establish mass media, enterprises, institutions (establishments), and organizations, as well as be a subject of publishing activity without the purpose of making a profit;
 - 4.1.9. perform economic activities without the purpose of making a profit, contributing to the achievement of the charter objectives of the Foundation;
 - 4.1.10. establish honorary distinctions and rewards of the Foundation for persons who have merit in the implementation of charter objectives;
 - 4.1.11. independently determine the terms of remuneration of the Foundation's employees and officials;
 - 4.1.12. implement charitable programs (projects) independently or together with other benefactors;
 - 4.1.13. obtain information from public authorities and local governments, necessary to achieve the purpose and objectives of the Foundation;
 - 4.1.14. be a subject of information relations in accordance with the legislation of Ukraine in the field of information, to promote the ideas, symbols, purpose, and charter objectives of the Foundation.
- 4.2.** The Foundation has the right to exercise other rights as defined by legislation.

V. FOUNDATION PARTICIPANTS. RIGHTS AND LIABILITIES OF THE FOUNDATION'S PARTICIPANTS. TERMINATION OF PARTICIPATION

5.1. Participants of the Foundation may be legally capable citizens of Ukraine, foreigners and stateless persons who are in Ukraine on legal grounds, have reached the age of eighteen, recognize the requirements of the Foundation Charter, actively participate in its activities, share the ideas and views of the Foundation and contribute to their development to achieve the charter objectives, goals, and purpose of the Foundation.

5.2. The Participants of the Foundation can be legal entities of private law, except for public authorities, local governments, and other legal entities of public law, who:

- recognize the requirements of the Foundation's Charter, are ready to actively participate in its activities, share the ideas and views of the Foundation and contribute to its development to achieve its purpose;

- have decided to participate in the activities of the Foundation and have authorized a person who participates in its activities on behalf of such a legal entity.

5.3. No one can be forced to participate in the Foundation. The membership or non-membership in the Foundation cannot be the basis for limiting the rights and freedoms of any person or for providing him/her with any benefits and privileges by public authorities, other public authorities, and local authorities.

5.4. Admission to the membership of the Foundation is made on the basis of a written application and a decision of the management bodies – from a legal entity, addressed to the Executive Director of the Foundation by the decision of the Executive Director of the Foundation, which is adopted within one month from the date of submission of the relevant application. The Executive Director of the Foundation has the right to refuse admission to the membership of the Foundation, with the indication of the reasons for such refusal.

5.5. All participants of the Foundation are equal in the exercise of their rights and obligations. The activities of the Foundation exclude the dominant position of individual participants of the Foundation and their powers in connection with the activities of the charter bodies of the Foundation.

5.6. A Participant has the right to withdraw from the Foundation in connection with the voluntary withdrawal from the Foundation, in connection with expulsion from the membership of the Foundation, or in connection with its liquidation.

5.7. Voluntary withdrawal from the membership of the Foundation is performed on the basis of a written application for individuals and the decision of the management bodies of legal entities, and does not require additional action by the charter and management bodies of the Foundation.

5.8. Exclusion from the membership of the Foundation is implemented:

5.8.1. If a participant of the Foundation does not fulfill the requirements of the current legislation of Ukraine, this Charter, as well as other decisions of the charter bodies of the Foundation, the implementation of which is mandatory for all participants of the Foundation and does not contradict the current legislation of Ukraine;

5.8.2. If a participant of the Foundation has caused damage to the reputation or other interests of the Foundation by his/her actions.

5.8.3. Exclusion from the membership of the Foundation is performed after verification of the above circumstances, the decision based on the results of which is made by the General Meeting of Participants of the Foundation.

5.9. The participants of the Foundation have the right:

- Participate in the Foundation's charter activities, temporary, permanent, and auxiliary bodies;
- Take part in any activities of the Foundation and its bodies;
- Appoint their representatives on the basis of a power of attorney, if their representation does not contradict the charter activities of the Foundation body;
- Provide financial, other property, or personal assistance to the Foundation;
- Elect and be elected to the management bodies of the Foundation;
- Receive information about the current activities of the Foundation;
- Participate in the development of documents defining the main directions of the Foundation's activities, submit proposals and recommendations to the Executive Director of the Foundation;
- have free access to the decisions of the management bodies, reports, and other information about the activities of the Foundation;
- Freely withdraw from the membership of the Foundation at any time;
- Submit proposals and applications to the management bodies of the Foundation;
- Apply to the bodies of the Foundation with requests and proposals on issues related to the activities of the Foundation, to receive an answer on the merits of their issues.

- Have other rights stipulated by the Charter.

5.10. Participants of the Fund are obligated to:

- Conscientiously comply with the requirements of this Charter, and other documents regulating the activities of the Foundation;
- Actively participate in the activities of the Foundation, contribute to its development and increase its authority;
- Assist the Foundation in the implementation of its charter objectives, including by participating in the Foundation's charitable activities;
- Promote the ideas, purpose, charter objectives, and activities of the Foundation;
- Comply with the requirements of the Foundation regarding the order and conditions of use of personal data and other information recognized as confidential;
- Honestly comply with the requirements of this Charter, other documents regulating the activities of the Foundation;
- Actively participate in the activities of the Foundation, contribute to its development, and enhance its authority;
- Contribute through their activities to the achievement of the Foundation's purpose and objectives;
- Implement the decisions of the management bodies of the Foundation;
- Take measures to eliminate shortcomings in the work and errors that may affect the activities of the Foundation;
- Avoid actions that may cause material and moral damage to the Foundation.
- Provide the management bodies of the Foundation with the information necessary to perform the charter objectives.

VI. FOUNDATION MANAGEMENT BODIES

6.1. The management bodies of the Foundation are:

6.1.1. The Supreme Management Body – the General Meeting of Members of the Foundation,

6.1.2. Permanent Executive Body – Executive Director;

6.1.3. Supervisory Board.

6.2. The Foundation Management Bodies have the right to create and terminate permanent and temporary auxiliary bodies for the activities of the Foundation, to approve the provisions of these bodies, and to appoint and replace their members. Members of these bodies are not required to be participants of the Foundation.

6.3. The powers of members of the Management Bodies of the Foundation can be suspended or terminated at any time on the basis of:

1) a written application;

2) termination or suspension of membership in the Foundation;

3) enrollment in public or other public services;

4) the decision of the Founder in any cases where the exercise of such powers causes property or non-property damage to the Foundation.

6.4. If individual members of the management body have been informed in writing prior to the meeting that they are unable to attend the meeting in person, they are entitled to vote by means of communication (telephone, e-mail, Internet, etc.). In the case of a written poll, the decision is considered adopted if at least 60% of the members of the management body vote for it. The members of the management body are obliged to confirm in writing the results of their vote or refusal to vote within a period not exceeding two working days from the date of sending the relevant issue.

6.5. Members of the management body of the Foundation shall be jointly and severally liable for the actions or omissions of this body, which caused damage to the Foundation as a result of a violation of the legislation on charitable organizations.

6.6. Members of the management bodies of the Foundation may conclude civil liability insurance contracts to compensate for damage caused by them to the Foundation.

6.7. The Foundation adheres to the principles defined by the legislation on charitable organizations on conflicts of interest, which means that a member of the management body of the Foundation does not participate in decision-making on:

6.7.1. contracts or other transactions between the Foundation and that member of the management body or a person related to him/her;

6.7.2. disputes between the Foundation and that member of the management body or a person related thereto;

6.7.3. dismissal of that member of the management body or a person related to him/her from property liability to the Foundation.

VII. FOUNDATION SUPREME MANAGEMENT BODY

7.1. The Supreme Management body of the Foundation is the General Meeting of Participants. If the Foundation has one participant, the decisions to be taken by the General Meeting of the Foundation participants shall be taken by that participant alone. They shall be formalized by him/her in writing in the form of a decision.

7.2. The Supreme Management Body adopts and formalizes a decision on the fulfillment of its charter powers, which include:

7.2.1. approval of amendments to the Foundation's Charter;

7.2.2. approval of the main activities and charitable programs of the Foundation;

7.2.3. appointing and recalling members of the Supervisory Board;

7.2.4. deciding on the termination of the Foundation;

7.2.5. approval of the Supervisory Board's reports, in particular, on the implementation of charitable programs and the targeted use of the Foundation's property;

7.2.6. approval of decisions on participation of the Foundation in associations and other unions.

7.3. The decision to approve amendments to the Foundation Charter, termination of the Foundation, alienation of property for more than fifty percent of the Foundation shall be made by a participant, if the Foundation has one participant, or by three-fourths of the votes of the Foundation participants, if the Supreme management body of the Foundation is the General Meeting of Participants.

VIII. FOUNDATION EXECUTIVE DIRECTOR

9.1. Executive Director is a permanent executive body of the Foundation and the supreme official of the Foundation and manages its current activities in accordance with the legislation, Ukraine, the Charter, and the decisions of the supreme governing body of the Foundation. The Executive Director is appointed and replaced by the Supreme Management Body of the Foundation.

9.2. The Executive Director of the Foundation has the authority to:

9.2.1. ensure implementation of decisions of the Foundation management bodies;

9.2.2. official representation of the Foundation without a power of attorney in state authorities, local self-government authorities, as well as in relations with other persons in Ukraine and other states;

9.2.3. appoint a temporary deputy and issue powers of attorney to other persons for legal actions on behalf of the Foundation;

9.2.4. conclude contracts and perform other transactions on behalf of the Foundation;

9.2.5. opening and closing of the Foundation's accounts in banks and other monetary institutions;

9.2.6. right to sign bank and other monetary documents;

9.2.7. approval of the staff schedule, hiring and dismissal of employees, organization of their work, issuance of orders, directives, and instructions binding on employees of the Foundation;

9.2.8. making decisions on other current issues of the Foundation's activities, as well as performing other administrative functions aimed at implementing the statutory objectives of the Foundation.

X. SUPERVISORY BOARD

10.1. The Supervisory Board is a body with supervisory and advisory powers over the activities of the Foundation in accordance with the requirements of the legislation and the Charter. The Supervisory Board audits and controls the financial activities of the Foundation, as well as enterprises, institutions, and organizations established by the Foundation, and controls the intended use of the property of the Foundation.

10.2. The Supervisory Board is created if the Foundation has at least five other participants, besides the Founder. The quantitative and personal composition of the Supervisory Board is elected by the Supreme Management Body of the Foundation for a period of two years.

10.3. Members of the Supervisory Board cannot be employees of the Foundation and the Executive Director. The Chairman of the Supervisory Board shall be elected by the Supervisory Board.

10.4. The Supervisory Board of the Foundation convenes its Chairman for a regular meeting at least once every six months. An extraordinary meeting of the Supervisory Board of the Fund shall be convened within 20 calendar days on the basis of a written request of the participants, the Executive Director, or any member of the Supervisory Board of the Foundation.

10.5. The Meetings of the Foundation's Supervisory Board may be attended by the Executive Director, with the right to an advisory vote. The Supervisory Board of the Foundation makes a decision by a simple majority vote of the members of the Supervisory Board.

XI. SOURCES OF ASSETS (INCOME) AND THE PROCEDURE FOR USING THE PROPERTY OF THE FOUNDATION

11.1. The Foundation is allowed to have the right of ownership or other proprietary rights of movable and immovable property (including residential and non-residential premises and vehicles), funds in national and foreign currencies, intangible assets, land plots, and other property not prohibited by law and contributing to the charter activity of the Foundation.

11.2. The formation sources of income and property of the Foundation are as follows: funds and property incoming gratuitously, irrevocable financial assistance, voluntary donations; passive income in accordance with the legislation of Ukraine; grants or subsidies from the state or local budgets, as well as from state trust funds; charitable assistance, humanitarian and technical assistance received in accordance with international treaties; funds and property that come from the main activities of the Foundation in accordance with the Charter and the legislation of Ukraine.

11.3. The Foundation's income (profits) or parts thereof shall not be distributed among the founders (participants) of the Foundation, its members and employees (except for payment of their labor, accrual of the single social contribution), members of the management bodies and other persons related to them.

11.4. The Foundation's income (profits) is used exclusively to finance the costs of maintaining the Foundation, implementation of the goals (purposes, objectives), and activities defined by its constituent documents.

11.5. Members of the Foundation management bodies or persons related to them have no right to receive loans or credits and security of such loans or credits (pledge, surety, etc.) from the Foundation.

11.6. The beneficiaries of charitable programs cannot be participants (founders) and members of the management bodies of the Foundation.

11.7. The Foundation's assets are transferred to one or more non-profit organizations of the respective type or are subject to an addition to the budget income in the event of termination of the legal entity (as a result of its liquidation, merger, division, acquisition, or transformation).

XII. MONITORING, ACCOUNTING AND REPORTING

12.1. The Foundation and the institutions, enterprises, and organizations created by it shall keep operational and accounting records, submit statistical, financial, and other reports, register with the state authorities and institutions determined by law, make payments to the budget, and target state funds in the manner and amount prescribed by the legislation.

12.2. The Foundation periodically, but at least once a year, publishes reports on the structure and amount of its income and expenses, as well as the conditions and directions of the use of income and property of the Foundation to carry out charitable activities.

12.3. The Foundation shall prepare and submit special reports to the benefactors or their legal successors on the basis of their written requests in the manner prescribed by the Supervisory Board or the transactions of the benefactors.

12.4. The Foundation is entitled to request special reports from persons who have received charitable assistance from it on the use of this assistance.

XIII. PROCEDURE FOR AMENDING THE FOUNDATION'S CHARTER

13.1. Amendments to the Charter of the Foundation shall be approved by a separate decision of the Supreme Management Body in accordance with clause 7.1 of the Charter.

13.2. Amendments to the Foundation's Charter shall be subject to state registration in accordance with the procedure established by law.

XIV. TERMINATION OF THE FOUNDATION

14.1. Termination of the Foundation can be carried out by its merger, division, accession, transformation, or liquidation in the manner prescribed by the legislation of Ukraine and the Charter.

14.2. Reorganization is performed on the basis of the decision of the Supreme management body of the Foundation on the merger, annexation, division, or transformation of the Foundation. The Supreme management body determines the legal successors of the Foundation, to which the set of rights and obligations of the Foundation are transferred in accordance with the procedure established by the legislation.

14.3. The successors of a charitable organization in the event of its reorganization shall be one or more charitable organizations.

14.4. The grounds for the court's decision to liquidate a charitable organization are determined by law.

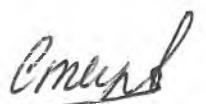
14.5. Liquidation is performed on the basis of the decision of the Supreme management body of the Foundation, which determines the procedure and terms of such liquidation in accordance with the legislation of Ukraine.

14.6. The Liquidation Commission shall perform the functions of managing the affairs of the Foundation from the day of its appointment. The Liquidation Commission shall act in courts and perform other actions on behalf of the Foundation being terminated.

14.7. The Foundation's assets are transferred to one or more non-profit organizations of the respective type or are subject to an addition to the budget income in the event of termination of the legal entity (as a result of its liquidation, merger, division, acquisition, or transformation).

Foundation Founder:

Stetsiv Yaroslav Bohdanovych


Signature
Signature

True and correct translation.
Translation from Ukrainian into English is done
by the translator Samodurova Oksana.

Переклад вірний, відповідає оригіналові.
Переклад з української мови на англійську
зроблено перекладачем Самодуровою Оксаною.

Підпис перекладача _____

Місто Львів, Україна дванадцятого липня дві тисячі двадцять другого року.
Я, Дячук О.А., приватний нотаріус Львівського міського нотаріального округу,
засвідчую справжність підпису перекладача Самодурової Оксани Богданівни, який зроблено
у моїй присутності.
Особу перекладача встановлено. Його дієздатність та кваліфікацію перевірено.
Зареєстровано в реєстрі за № 10833

Приватний нотаріус



Всього прошито,
процитуеровано і скріплено печаткою
18 / Всім надано / арк.

Дячук
Олександр Анатолійович

