

**RESTATED**

REGISTERED  
by Kherson Regional  
Justice Department  
on March 13, 2003  
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APPROVED  
by the Founding Meeting of the Founders  
of Charitable Foundation "Zakhyst"  
Minutes No. 1 dated January 29, 2003

APPROVED  
by the General Meeting  
of Kherson Regional Charitable Foundation "Zakhyst"  
Minutes No. 14 dated August 26, 2014

APPROVED  
by the General Meeting  
of Charitable organization "Community Foundation of Kherson  
"Zakhyst"  
Minutes No. 17 dated November 17, 2015

APPROVED  
by the General Meeting  
of Charitable organization "Community Foundation of Kherson  
"Zakhyst"  
Minutes No. 23 dated March 13, 2023

APPROVED  
by the General Meeting  
of Charitable organization "Community Foundation of Kherson  
"Zakhyst"  
Minutes No. 23 dated March 13, 2023

**APPROVED**  
**by the General Meeting**  
**of Charitable organization "Community**  
**Foundation of Kherson "Zakhyst"**  
**Minutes No. 24 dated November 02, 2023**

**CHARTER  
OF CHARITABLE ORGANIZATION  
"COMMUNITY FOUNDATION OF KHERSON "ZAKHYST"**

Cherkasy  
2023



## 1. General Provisions

1.1. "Community Foundation of Kherson "Zakhyst" (hereinafter referred to as the Foundation) is a voluntary charitable, non-profit organization.

1.2. "Community Foundation of Kherson "Zakhyst" is the legal successor of Kherson Regional Charitable Foundation "Zakhyst".

### Full name:

In Ukrainian: Благодійна організація «Фонд громади міста Херсон «Захист».

In English: Charitable organization "Community Foundation of Kherson "Zakhyst"

### Abbreviated name:

In Ukrainian: БО «ФГМХ «Захист»

In English: CO "Community Foundation of Kherson "Zakhyst"

The status of the Foundation is a local charitable foundation.

The form of organization is a charitable foundation.

1.2. Charitable organization "Community Foundation of Kherson "Zakhyst" is registered as a charitable foundation in accordance with the Law of Ukraine On Charitable Activities and Charitable Organizations.

The Foundation does not aim to make a profit.

1.3. The Foundation is a legal entity with the status of a non-profit organization from the moment of its state registration in accordance with the law. It has a round seal, forms, separate property, and a stand-alone balance. The Foundation may have its symbols, emblem with its name, and other attributes not prohibited by the legislation of Ukraine. The symbols of the Foundation are approved by the Foundation's Board and may be registered in the manner prescribed by law.

1.4. The Foundation shall acquire movable and immovable property in its own name, acquire personal property and non-property rights, own intellectual property, bear responsibility for its obligations, and may act as a plaintiff and defendant in courts of all jurisdictions and instances, as well as in arbitration courts.

1.5. The state, its authorities, and the founders of the Foundation shall not be liable for the obligations of the Foundation, and the Foundation shall not be liable for the obligations of the state, its authorities, or its founders. The intervention by the governmental authorities and officials in the activities of the Foundation is not allowed, except in cases provided by the legislation of Ukraine.

1.6. The Foundation shall open settlement, currency, current, and other accounts with banks. The activities of the Foundation have a public character, which does not contradict its



interaction with governmental authorities and does not deprive it of the right to receive the state support. The Foundation is established for an indefinite term.

1.7. The members of the Foundation participate in its work. The rights and obligations of the members, as well as the conditions and procedures for their exclusion from the Foundation, shall be determined by this Charter.

## **2. Goals, objectives and main areas of activity of the Foundation.**

2.1. The main goal of the Foundation's activities is to carry out the charitable activities for the benefit of citizens, society, and specific categories of individuals.

2.2. The main areas of the Foundation's activities include:

2.2.1. Development of the territorial communities, participation in the restoration of the infrastructure and territories affected by the Russian armed aggression, including funding of the pilot programs and projects aimed at the development and restoration of the city of Kherson and Kherson region.

2.2.2. Promotion of the civil society development, including but not limited to conducting of the training sessions, seminars, lectures, roundtable discussions, conferences, schools, and other public educational events.

2.2.3. Support for the implementation of the state, regional, local, and international programs aimed to improve the socio-economic situation in Ukraine, promoting the principles of local democracy, and fostering international cooperation involving Ukraine.

2.2.4. Protection of the population and provision of the charitable assistance to citizens affected by the Russian armed aggression, technological disasters, natural disasters, as well as refugees, including but not limited to the organization of supplies of the dual-use goods, food products, hygiene items, clothing and footwear, fuel materials, and equipment to recipients of the charitable assistance.

2.2.5. Promotion of the human rights and citizen rights protection, as well as fundamental freedoms, including but not limited to facilitation of the provision of legal assistance to the individuals in need, developing and advocating proposals for changes to Ukrainian legislation.

2.2.6. Promotion of freedom of speech.

2.2.7. Promotion of the development of education, science, healthcare, physical culture and sports, culture and the arts, preservation of the cultural heritage, ecology, environmental protection, and animal welfare.

2.2.8. Patriotic education of youth and support of the talented creative youth.

2.2.9. Stimulation of the economic growth and development of the Ukrainian economy and its individual regions, as well as enhancing the competitiveness of Ukraine.

2.2.10. Prevention of the natural and technological disasters and the elimination of their consequences, assistance to those affected by them.



- 2.2.11. Promotion of social rehabilitation for the financially disadvantaged citizens, people with disabilities, and other individuals in need of care.
- 2.2.12. Providing assistance to citizens affected by the natural disasters, ecological, technological, and other catastrophes, as well as victims of the social and military conflicts, repression, refugees, and individuals facing challenging life circumstances.
- 2.2.13. Care, guardianship, and legal representation of individuals in accordance with the law.
- 2.2.14. Charitable assistance to the social-oriented budgetary institutions and emergency-rescue municipal institutions.
- 2.2.15. Participation in the preservation and restoration of the cultural heritage, monuments of culture, and cultural objects.
- 2.2.16. Providing assistance in the development of publishing institutions, mass media, and information infrastructure of society.
- 2.2.17. Promoting the development of the healthcare, mass physical culture, sports, and tourism; advocating for a healthy lifestyle; participating in providing of the medical assistance to citizens.
- 2.2.18. Supporting the protection of motherhood and childhood, providing assistance, social security, and social services to the large and low-income families, single-parent families, families with foster or adopted children, and children with disabilities.

2.3. To achieve its goals and objectives, the Foundation shall:

- 2.3.1. Develop and implement its own programs, initiate grant programs.
- 2.3.2. Engage specialists in their implementation.
- 2.3.3. Enter into agreements.
- 2.3.4. Organize the collection of the charitable donations, property, and financial contributions from individuals and legal entities in the interest of society.
- 2.3.5. Participate in the development and implementation of the local, regional, national, and international support and charitable development programs, as well as projects and initiatives aimed at protection of the rights and legitimate interests of the Foundation's beneficiaries.
- 2.3.6. Engage in publishing activities in accordance with the laws of Ukraine.
- 2.4.7. Participate in the advisory bodies, public discussions, consultations, and assessments of the legal acts, as well as in monitoring and evaluation of activities related to the Foundation's goals and objectives.
- 2.3.8. Establish its own media outlets.
- 2.3.9. Promote philanthropic activities, the exchange and dissemination of the information related to the Foundation's goals and objectives.



2.3.10. Distribute informational materials and products with its own symbols to popularize the programs for social, cultural, and spiritual development, as well as the development of the civil society.

2.3.11. Establish its own educational, social and cultural infrastructure institutions and enterprises.

2.3.12. Establish its own scholarships, prizes, and awards.

2.4. The Foundation shall have the right to:

2.4.1. Attract charitable contributions and donations from Ukrainian and foreign individuals and legal entities, as well as international organizations, in the form of monetary funds in both national and foreign currencies, property, and other material values for the implementation of the statutory activities.

2.4.2. Independently decide on providing of the charitable assistance to its beneficiaries, and use earmarked donations provided by donors for the implementation of a charitable program in accordance with the terms of the donation.

2.4.3. Enter into any agreements, including international ones, within its competence, in various spheres of its activities, and implement joint projects in accordance with legislation of Ukraine.

2.4.4. Independently determine the forms, objects, and beneficiaries, as well as the scope, location (territory), and timing of the charitable assistance providing.

2.4.5. Organize the collection of grants, other charitable donations, and financial assistance, as well as contributions from corporates and individuals, international organizations, and other property to fulfill the Foundation's objectives.

2.4.6. Provide charitable assistance to the socially vulnerable segments of the population.

2.4.7. Organize social, cultural, charitable events, and campaigns.

2.4.8. Engage volunteers and organize their work.

2.4.9. Distribute printed, audio, and photo materials, including souvenir products, to promote programs of social, cultural, and spiritual development, civil society development, and other activities specified in this Charter and legislation of Ukraine.

2.4.10. Organize leisure activities for the children, students, disadvantaged, large families, families with adopted and foster children.

2.4.11. Exchange information and specialists with relevant organizations from foreign countries.

2.4.12. Independently determine the forms, objects, subjects, and volumes of the charitable assistance.

2.4.13. Be a founder (participant) of the voluntary associations that contribute to the fulfillment of the Foundation's objectives.



- 2.4.14. Provide assistance to the facilities of civil and critical infrastructure in the city of Kherson and the region.
- 2.4.15. Provide assistance to other non-governmental and charitable organizations.
- 2.4.16. Establish mass media, enterprises, and organizations, and be a subject of the publishing activities without the aim of making a profit.
- 2.4.17. Conduct economic activities that contribute to achieving of the purpose and goals of the Foundation without the aim of making a profit.
- 2.4.18. Independently determine the terms of remuneration and other payments for the employees and officials of the Foundation.
- 2.4.19. Implement charitable programs (projects) and activities independently or with other donors.
- 2.4.20. Be a subject of information relations in accordance with the legislation in the field of information and access to public information.
- 2.4.21. Have other rights in accordance with the legislation of Ukraine.

2.5. The Foundation shall not have the right to provide the charitable assistance to the political parties or on behalf of the political parties, as well as to participate in the election campaigns.

2.6. Forms of the charitable activities of the Foundation.

Charitable assistance can be provided to the beneficiaries in the following forms:

- 2.6.1. Non-repayable financial, material, and other assistance.
- 2.6.2. Systematic financial, material, advisory, and other assistance.
- 2.6.3. Repayable financial assistance.
- 2.6.4. Funding of the specific targeted programs and projects (regranting).
- 2.6.5. Assistance based on agreements (contracts) for the charitable activities.
- 2.6.6. Donation or permission for free (preferential) use of the property items.
- 2.6.7. Permission to use of its name, emblem, symbols.
- 2.6.8. Charitable joint activities and the fulfillment of other contracts.
- 2.6.9. Public collection of charitable donations.
- 2.6.10. Management of charitable endowments.
- 2.6.11. Carrying out of the charitable auctions, raffles, competitions, and other events not prohibited by the legislation of Ukraine.

2.7. The Foundation's charitable activities in the form of providing of the specific services (performing works) subject to mandatory certification or licensing are allowed after such certification or licensing in accordance with the procedure established by the legislation of Ukraine.



### 3. Management bodies of the Foundation.

3.1. The management bodies of the Foundation are as follows: the highest management body – the General Meeting; the management body – the Supervisory Board; the permanently operating executive body – the Board; the Chairperson of the Board and two Deputy Chairpersons of the Board - responsible for the organizational matters and program activities. The management bodies shall have the right to establish and dissolve the temporary and permanent auxiliary bodies in the areas of the Foundation’s activities, adopt regulations for these bodies, and appoint and replace their members.

The management bodies of the Foundation may conduct their meetings via video conferences using software that allows the participants to see and hear each other simultaneously in real time. The procedure for conducting of such meetings is approved by the Board of the Foundation.

3.2 The supreme management body of the Foundation shall be the General Meeting, which shall be held at least once every two years and shall be competent if more than half of the members of the Foundation participate therein.

The ordinary General Meeting is convened by the Board. The Board may convene an extraordinary meeting based on its own decision, upon a written request from the Supervisory Board, or upon a written request from at least 20% of the Foundation’s members.

The extraordinary meeting may be convened by the decision of the Chairman of the Board.

3.2.1. The exclusive competence of the General Meeting of the Foundation includes:

- Approval of the Foundation’s Charter, making amendments and additions thereto.
- Election of the composition of the executive and supervisory bodies of the Foundation.
- Decision-making on the establishment and termination of the separate units of the Foundation, as well as its enterprises, institutions, and organizations.
- Determination of the main areas of the Foundation’s activities.
- Decision-making on the reorganization and liquidation of the Foundation and approval of the liquidation balance.
- Resolving other issues provided for in this Charter.

3.2.2. The decisions of the General Meeting of the Foundation are considered adopted if more than half of those present at the General Meeting vote in favor. In case of a tie, the Chairperson’s vote at the meeting is equivalent to two votes.

3.2.3. The decisions of the General Meeting of the Foundation regarding amendments to the Charter, reorganization, or liquidation of the Foundation are made by a qualified majority vote (three-fourths of the votes from the number of those present).

3.2.4. The decisions of the General Meeting of the Foundation are documented by minutes signed by the individuals who chaired the meeting - the Chairperson and the secretary of the General Meeting.



3.2.5. The decision of the General Meeting of the Foundation shall take effect from the day of its adoption unless otherwise provided in the decision itself.

3.3. The executive body of the Foundation is the Board of the Foundation.

3.3.1. The Board of the Foundation is elected by the General Meeting of the Foundation for a term of three years, with a minimum of three members.

3.3.2. The Board consists of the Chairman of the Board of the Foundation, two Deputy Chairpersons of the Board of the Foundation, and members of the Board of the Foundation. The members of the Board perform their duties until the General Meeting decides on their removal, replacement, or resignation.

3.3.3. The Board ensures the implementation of decisions made by the General Meeting of the Foundation, current and prospective plans, and plans for the socio-economic development. It organizes the Foundation's activities between the General Meetings of the Foundation.

3.3.4. To carry out the charitable activities, the Board shall:

- Consider any issues related to the Foundation's activities, excluding those within the exclusive competence of the General Meeting.
- Manage the Foundation's work between the General Meetings through the adoption of the protocol decisions.
- Organize the implementation of decisions made by the General Meeting.
- Determine specific tasks and types of the Foundation's activities and ensure the implementation of decisions by the Supervisory Board.
- Review and approve the draft documents and budgets for the Foundation's activities submitted by the Chairperson of the Board.
- Approve the staff schedule and annual budget estimates of the Foundation.
- Resolve other issues related to the Foundation's activities.
- Manage the Foundation's assets, delegate specific powers for asset management to other bodies and individuals.
- Approve rules for the attraction and use of the Foundation's assets.

3.3.5. The ordinary meeting of the Board shall be convened by the Chairperson of the Board no less than once every three months, and the extraordinary meeting shall be initiated by the Chairperson of the Board of the Foundation or at the request of half of the Board members. The Chairperson of the Board opens and chairs the meeting. In the absence of the Chairperson, one of the Deputy Chairpersons opens and chairs the meeting on behalf of the Chairperson, as delegated. The notices of meetings shall be sent to the members of the Board no later than five days before the scheduled meeting.

3.3.6. The meeting of the Board shall be deemed to be duly constituted if more than half of the members of the Board are present.





3.3.7 The decision of the Board shall be adopted by open voting by a simple majority of votes present at the meeting.

3.3.8. The decisions of the Board become effective from the day of their adoption unless otherwise specified in the decision itself.

3.3.9. A member of the Board may be removed from the Board by a decision of the General Meeting before the expiration of their term in cases of:

- Voluntary withdrawal from the Foundation based on a statement submitted to the Board of the Foundation.

- Gross violations of the legislation of Ukraine and the Charter of the Foundation.

- Death or judicial recognition of their incapacity.

3.3.10. The decision to exclude a member from the Board of the Foundation shall be made by a two-thirds majority vote of the members of the Board. The decision to exclude requires approval by the General Meeting. A member of the Board of the Foundation is considered excluded from the day of approval by the decision of the General Meeting of the Foundation.

3.3.11. The members of the Board of the Foundation are obligated to ensure compliance with the statutory requirements and provide free access to reports and documents regarding the activities of the Foundation.

3.4 The work of the Board of the Foundation shall be managed by the Chairperson of the Board of the Foundation, who shall be elected by the General Meeting of the Foundation for a term of three years. In the absence of the Chairperson of the Board, one of the Deputy Chairpersons of the Board shall perform his/her functions on his/her behalf. Two Deputy Chairpersons of the Board shall be elected by the General Meeting of the Foundation for a term of three years.

3.4.1. The Chairperson of the Board of the Foundation, and in case of his/her absence, one of the Deputy Chairpersons of the Board, shall:

- Organize the work of the Board of the Foundation.

- Prepare and convene meetings of the Board of the Foundation.

- Propose issues for consideration by the Board of the Foundation and preside over its meetings.

- Ensure the implementation of current and prospective plans of the Foundation's activities.

- Manage the financial and material resources of the Foundation within the scope of his/her authority.

- Act on behalf of the Foundation and, without power of attorney, represent its interests in relations with the governmental authorities, non-governmental organizations, scientific, cultural, educational institutions, commercial institutions, organizations, individuals, and international organizations.



- Have the right to sign financial documents, budgets, reports, letters, and other business documents, claims, lawsuits, and other documents for court, other governmental institutions, and authorities.
- Manage the economic control of the assets and funds of the Foundation, enter into agreements and contracts on behalf of the Foundation, issue orders and directives that are binding, and issue powers of attorney.
- Open and close accounts with banks and other financial institutions on behalf of the Foundation.
- Develop the staff schedule, hire and dismiss the Foundation's employees, organize their work, issue orders, instructions, and directives that are binding on the Foundation's employees.
- Perform other functions assigned to him/her by the General Meeting and the Board of the Foundation.

3.4.2. The Chairperson of the Board and his/her deputies may provide services to the Foundation within the framework of projects aimed at the implementation of the statutory activities, including grant projects, as well as other projects funded by the international assistance (unless otherwise provided by a relevant agreement with the grantor or provider of other international assistance) on a fee basis as an individual entrepreneur or based on a civil-law contract, in accordance with the requirements of Ukrainian legislation. The contract for the provision of these paid services on behalf of the Foundation is signed by one of his/her deputies.

3.5. The Supervisory Board is the management body of the Foundation, which, within its competence defined by the Charter, oversees and regulates the activities of the executive body and performs other functions as stipulated in the Foundation's Charter. The Supervisory Board, consisting of no fewer than three members, is elected for a term of three years by the General Meeting of the Foundation and is accountable only to the General Meeting. The members of the Supervisory Board can be citizens of Ukraine and foreign citizens. The members of other management bodies cannot be the members of the Supervisory Board. The members of the Supervisory Board may participate in the meetings of the Board with the advisory voting rights.

3.5.1. The Supervisory Board elects its Chairperson and Secretary among its members.

3.5.2. The meetings of the Supervisory Board are held as necessary but at least once a year and are documented in minutes, which are signed by the Chairperson of the Supervisory Board.

3.5.3. The decisions of the Supervisory Board are valid if more than half of the members of the Board vote in favor.



3.5.4. Upon a written request from the Board or a member of the Supervisory Board, the Chairperson of the Supervisory Board convenes an extraordinary meeting of the Supervisory Board within ten days.

3.5.5. The Supervisory Board of the Foundation is the management body that can decide on any issues related to the Foundation's activities, except for the exclusive competence of the General Meeting of the Foundation. The responsibilities of the Supervisory Board include:

- Reviewing the compliance of the actions of the executive bodies of the Foundation, as well as individual executives, with the provisions of this Charter, the compatibility of their actions with the Foundation's Program, and legislation of Ukraine.
- Addressing and providing opinions on conflict situations, offering recommendations to the management and executive bodies of the Foundation.
- Ensuring that the use of funds and assets of the Foundation complies with its founding documents and Ukrainian legislation.

3.6 The members of the Board and members of the Supervisory Board of the Foundation shall be jointly and severally liable for the actions or omissions of their body that caused losses to the Foundation as a result of violation of the applicable law.

#### **4. Membership in the Foundation.**

4.1. The members of the Foundation may be citizens of Ukraine and foreign nationals who have attained the age of 18, acknowledge the Charter of the Foundation, actively participate in its activities through personal work or by making charitable contributions.

4.2. The Foundation's members shall have the right to:

- Be elected and elect the members of the management and executive bodies of the Foundation in accordance with the procedures defined by the Charter.
- Participate in conferences, seminars, and other events organized by the Foundation.
- Receive information about the Foundation's activities, including reviewing of financial accounting and reporting data.
- Address the Foundation's authorities to protect their legal rights and interests.
- Demand the convening of the General Meetings of the Foundation in the established manner.
- Voluntarily withdraw from the Foundation.
- Address the Foundation's management bodies with questions regarding the statutory activities and receive written explanations.
- Submit proposals and statements for consideration by the Foundation's management bodies.
- Have other rights as determined by the decisions of the Foundation's management bodies.

4.3. The members of the Foundation shall be obliged to:

- Comply with the requirements of the Charter of the Foundation.
- Take an active part in the activities of the Foundation.



- Assist the Foundation in fulfilling of its tasks, including by participating in the charitable activities.
- Promote the ideas, goals, objectives and activities of the Foundation.
- Comply with the requirements of the Foundation's management bodies regarding the procedure and conditions for using of information that is recognized as confidential.
- Provide the Foundation's management bodies with the information necessary for the fulfillment of the statutory tasks.

4.4. The Foundation's members shall be admitted to the Foundation by the decision of the Board upon personal application.

4.5. Termination of activity as a member of the Foundation shall be carried out by the General Meeting upon the submission of the Foundation's Board or Supervisory Board due to the gross violations of the legislation of Ukraine and the Charter of the Foundation by the member of the organization.

## **5. Sources of assets and the procedure for using of the Foundation's property and funds.**

5.1. The Foundation may own movable and immovable property, tangible and intangible assets, funds, land, as well as property acquired on legal grounds both within the territory of Ukraine and abroad.

5.2. The Foundation shall have the right to enter into agreements regarding the property and funds it owns, as long as these agreements do not contradict its statutory objectives and the legislation of Ukraine.

5.3. The sources of formation of property and funds of the Foundation shall be:

5.3.1. Contributions of funds or property received gratuitously or in the form of the non-repayable financial assistance from the founders and other donors;

5.3.2. Voluntary donations, including charitable contributions, bequests, and other contributions from the individuals, legal entities, provided in the monetary and in-kind forms.

5.3.3. Proceeds from the passive incomes of the Foundation, including proceeds from the charitable campaigns for fundraising, mass events, charitable lotteries, and charitable auctions for the sale of property and donations received from the benefactors.

5.3.4. Incomes in the form of subsidies or subventions received from the state or local budgets, state earmarked funds, or within the framework of technical or charitable, including humanitarian assistance.

5.3.5. Charitable contributions and donations with a specific purpose provided by the individuals and legal entities in the monetary and in-kind forms.

5.3.6. Acquisition, usage of funds owned by the Foundation, of assets, vehicles, food products, and materials through a trading system, from the legal and private entities (including foreign entities) through the cash and cashless transactions.

5.3.7. International technical assistance, grants from the international donors.

5.3.8. Other sources not prohibited by the legislation of Ukraine.



5.4 The source of formation of the Foundation's property and funds shall not be loans.

5.5. The assets and funds of the Foundation cannot be used as collateral.

5.6. The amount of the administrative expenses of the Foundation shall not exceed 20% of the Foundation's income in the current year. The expenses related to the management of the charitable endowments are included in the administrative expenses of the Foundation unless otherwise provided by law or by an agreement between the Foundation and the donor.

## **6. Financial activities of the Foundation.**

6.1. The Foundation maintains separate bank accounts to record funds for the statutory and charitable activities in both national and foreign currencies.

6.2. The financial activities of the Foundation are carried out in accordance with the requirements of Ukrainian legislation.

6.3. The proceeds from the financial activities of the Foundation are exclusively directed towards the statutory goal (charitable and economic activities).

6.4. The profits obtained from the financial activities cannot be distributed among the founders, members, employees of the Foundation, or other related individuals.

## **7. Procedure for control and reporting of the Foundation.**

7.1. The Foundation and the enterprises, institutions, and organizations established by it maintain the operational and accounting records, submit statistical, financial, and other reports, register with the designated governmental authorities and institutions, and make payments to the budget and earmarked state funds in accordance with the procedures and amounts prescribed by the legislation.

7.2. The Foundation periodically, but no less than once a year, publishes reports on the structure and amount of income and expenses, as well as the conditions and directions for the use of its income and assets for the charitable activities.

7.3. The economic activities of the Foundation are documented through the financial and other mandatory reporting in the manner established by law.

7.4. The Foundation engages in the economic activities aimed at fulfillment of its statutory goals and objectives to form the sources of the beneficiary's budget in the form of the charitable contributions from individuals and legal entities.

7.5. The Foundation is autonomous in making of economic decisions, determining the terms of remuneration for the Foundation's staff, and utilizing its own financial and material resources in accordance with the requirements of Ukrainian legislation.

The Foundation may lease premises, equipment, tools, and vehicles from organizations, enterprises, institutions, and individuals (including foreign entities) with appropriate



reimbursement to the owners for their use, either on a paid basis or a free-of-charge basis, subject to mutual agreement.

The Foundation shall have the right to sell, exchange, lend, and provide its property and funds to other enterprises, organizations, associations, and individuals for use without consideration.

7.6. Provided that the long-term programs are implemented, the utilization of funds shall be carried out in accordance with the terms specified in these programs.

7.7. The Foundation is a charitable organization that exists solely through funds or property received gratuitously or in the form of the non-repayable financial assistance and voluntary donations, and it is exempt from taxes and other payments to the budget and special funds in accordance with the legislation of Ukraine.

7.8. The Foundation carries out the accounting of the financial receipts taking into account the procedures approved by the Foundation's Board.

## **8. International activities of the Foundation.**

8.1. The Foundation, in accordance with current regulations, shall have the right to conduct the international activities. The international charitable activities are carried out through participation in the international charitable projects, involvement in the work of the international charitable organizations, as well as in other forms that do not contradict the legislation of Ukraine, norms, and principles of the international law.

8.2. To carry out the international activities, the Foundation shall have the right to send the employees of the Foundation and its members on an official trip in accordance with the established procedures.

## **9. Procedure for the amendments to the Charter.**

9.1. The amendments and changes may be made to the Foundation's Charter, provided that they do not alter the form of ownership and do not entail transformation or liquidation of the Foundation. The proposals for amendments to the Charter shall be submitted for consideration at the General Meeting.

9.2. The Foundation shall inform the registration authority about changes in its statutory documents within the established timeframe in accordance with the applicable legislation.

## **10. Grounds and procedure for termination of the Foundation's activities.**

10.1. The termination of the Foundation's activities shall be carried out through the reorganization or liquidation of the Foundation in accordance with legislation of Ukraine.

10.2. The reorganization of the Foundation shall be implemented by the decision of the higher management body of the Foundation – the General Meeting.



10.3. In the event of the Foundation's reorganization, its rights and obligations shall pass to the legal successors. The Foundation cannot be reorganized into a legal entity whose purpose is to generate profit.

10.4. The liquidation of the Foundation shall be carried out by the decision of the General Meeting or the court in the established procedure. To conduct the liquidation procedure of the Foundation, a liquidation commission is appointed, to which the powers for management of the affairs of the Foundation are transferred from the day of its appointment.

10.5. In the event of the liquidation of the Foundation, its assets and funds, after satisfying the legitimate claims, are transferred to other similar type of the non-profit organizations or credited to the budget.

10.6. In the event of the reorganization or liquidation of the Foundation, the dismissed employees are guaranteed the protection of their rights and interests in accordance with Ukrainian labor legislation.

10.7. The procedure for the distribution of assets upon the cessation of the Foundation's activities is approved in the liquidation balance sheet of the Foundation.

10.8. The Foundation shall be considered liquidated from the moment the record of this fact is entered in the State Register.

**The Chairperson of the Board**

**L.M. Polska**

**Charitable Organization**

**"Community Foundation of Kherson "Zakhyst"**

**CERTIFICATION OF TRANSLATOR**

I, Dymchak Maryna Oleksandrivna, certify that I am fluent in the English and Ukrainian languages, and that the above document is an accurate translation of the document titled CHARTER of Charitable organization "Community Foundation of Kherson "Zakhyst".

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Admiral Prime Limited Liability Company

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(Certificate on a single tax payment Series Б No 676818 dated 18.04.2011)

Round seal: Ukraine, Khmelnytskyi city \* Admiral Prime Limited Liability Company \* Code 37602140

