

Registered  
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Approved by the Founding Meeting of the  
Belarusian Nongovernmental Organization  
"Ecological Initiative"  
of January 27, 2003

Amendments and addenda to the Articles of  
Association (new version) are approved by the  
Extraordinary Assembly of Representatives of the  
Belarusian Nongovernmental Organization  
"Ecological Initiative" of August 30, 2006.

**ARTICLES OF ASSOCIATION OF THE BELARUSIAN  
NONGOVERNMENTAL ORGANIZATION "ECOLOGICAL INITIATIVE"**

**Minsk  
2006**

## **I. GENERAL PROVISIONS**

1.1. The Belarusian Nongovernmental Organization "Ecological Initiative" (hereinafter referred to as EI) is a voluntary formation of citizens who came into association, as required by the law, on the basis of their common interests and in order to exercise their civil, social and economic and cultural rights.

1.2. Full name of EI:

in Russian: Belorusskoye obschestvennoye obyedineniye "Ekologicheskaya initsiativa",

in Belarusian: Belaruskaye ab'yadnanne "Ekalagichnaya initsyativa".

Brief name of EI:

in Russian: BOO "Ekologicheskaya initsiativa",

in Belarusian: BGA "Ekalagichnaya Initsyativa".

1.3. The area of activity of EI is environmental.

1.4. EI enjoys the status of a national nongovernmental organization and operates throughout the Republic of Belarus in accordance with the Constitution of the Republic of Belarus, Law of the Republic of Belarus "On Nongovernmental Organizations", other legislative acts of the Republic of Belarus and these Articles.

1.5. EI is a legal entity with separate assets, independent balance, official seal, stamp and letterhead with its name, current and hard-currency accounts in the Republic of Belarus and in banks of foreign countries in conformity with legal requirements. EI may act on its own behalf in relations with legal and natural person, and may be a plaintiff and defendant in court.

EI may own duly registered symbols.

1.6. EI may co-establish and join unions, associations of nongovernmental organizations, inter alia, international NGOs, and maintain direct international contacts and relations, take part in international events consistent with the legislation and international commitments of the Republic of Belarus.

EI may found organizations, such as mass media outlets, in accordance with the procedure set forth in the legislation of the Republic of Belarus, and duly perform entrepreneurial functions only within the limits necessary to achieve its statutory objectives, for which it had been founded, pursuant to these objectives and pursuant consistent with the object of its activity. Such functions are subject to foundation of and/or participation in commercial organization

1.7. Official address of EI: 26-1 Griboyedova Street, Minsk 220035.

## **II. GOALS, OBJECTIVES, OBJECT AND METHODS OF ACTIVITY OF EI**

2.1. The goal of EI is participate in solution of environmental problems in the Republic of Belarus by implementing measures focused on sound management of natural resources.

2.2. Objectives of EI:

- develop models of rational exploitation of natural resources;
- arrange and conduct environmental events that may be essentially educational;

- assist with protection, restoration and sound management of game animals and fish;
- take part in development and production of PA and analytical materials concerning environmental situation in the Republic of Belarus;

- develop an infrastructure supporting execution of its functions by EI.

2.3. The object of activity of EI is development and implementation of environmental programs, projects and measure.

2.4. Employs the following methods in conformity with the current legislation to achieve its statutory goals and objectives. EI:

- outsources contractors, regardless of their ownership form, for preparing documents and materials on environmental issues with engagement of highly qualified experts;

- concludes agreements with competent public authorities for use/lease of land plots, hunting areas and reservoirs, and due acquisition of permits and licenses required for the conduct of its activity;

- raises funds, relies on the support of the EI members and draws sponsors in fulfillment of its statutory goals and objectives;

- implements programs and projects addressing environmental problems;

- provides material and technical assistance to public authorities and organizations with implementation of environmental measures and, with their concurrence, encourages its members to volunteer in such activities;

- carries out construction, lease, acquisition and renovation of infrastructure facilities in compliance with the current legislation of the Republic of Belarus;

- arranges seminars, conferences, exhibitions and other public events on nature preservation;

- disseminates information on environmental topics via mass media;

- builds up material/financial capacity required for organization of activities supporting the goals and objectives of EI;

- establishes contracts with other nongovernmental, international organizations and institutions for implementing environmental activities in the Republic of Belarus;

- carries out public environmental hearings in accordance with the procedure set forth by the legislation of the Republic of Belarus.

### **III. EI STRUCTURE, SUPERIOR AND ELECTIVE BODIES**

3.1. EI may establish its units in districts, cities and oblasts that comprise the structure of EI.

3.2. A district/city unit of EI may be established by decision of the EI Council, provided that there are at least three EI members in that district/city. An oblast unit of EI may be established by decision of the EI Council, provided that there are at least two district/city units of EI in the oblast.

An EI unit may be also granted the rights of legal entity by decision of the EI Council.

3.3. The superior body an EI unit is the General Assembly of the EI unit members' representatives held at least once a year on an as-needed basis.

The General Assembly of the EI unit members' representatives shall be qualified, when it is attended by at least one half of the nominal list of the EI unit members; decisions shall be adopted by a simple majority of votes of EI members present.

The General Assembly of the EI unit members' representatives shall:

- define the membership and elect the EI unit's Board and Audit Commission for four years; make decisions concerning changes in the personal membership of the EI unit's Board and Audit Commission, when members of these bodies cannot accomplish their functions, or when they commit actions contrary to the provisions of these Articles and current legislation;
- elect the EI unit's Board and Audit Commission Chairpersons for four years, accept their resignations or dismiss them from office, when they actions contrary to the provisions of these Articles and current legislation;
- approve reports of EI unit's Board and Audit Commission;
- address other issues within the scope of its competence.

3.4. The EI unit's Board shall direct the EI unit's activities in the period between the EI General Assemblies. The Board Chairperson shall carry out the EI unit's daily administration. When an EI unit is a legal entity, the Board Chairperson shall have the rights and duties of a corporate executive.

The Audit Commission, elected for four years by the EI unit's General Assembly shall act as the auditing body of the EI unit.

An EI unit's Audit Commission shall control over the unit's compliance with the provisions of the legislation and these Articles.

An EI unit's Audit Commission shall elect its Chairperson one its own and from its members.

Meetings of an EI unit's Audit Commission shall be held once a year on an as-needed basis and they shall be qualified, when attended by at least two thirds of its members. An EI unit's Audit Commission shall render its decision by a simple majority of votes of the Commission members present.

An EI unit's Audit Commission shall plan its work on its own, and it shall report to the General Assembly of the EI unit members' representatives.

An EI unit may dispose of its property and cash funds only by decision of the EI Council in accordance with the procedure prescribed by the legislation.

3.5. EI units may render decisions on any issues concerning their operation, unless they are referred to the authority of the EI superior bodies.

3.6. Decisions of EI unit' superior bodies that have been adopted within the scope of authority of these bodies are binding for inferior bodies.

3.7. EI units, which activities are in conflict with the EI Articles of Association, may be dissolved/re-organized by decision of the EI Council.

3.8. The EI superior body is the General Assembly of Representatives convened once a year by a decision of the Council.

An Extraordinary Assembly of Representatives may be convened by a decision of the Council, Audit Commission, at an initiative of the Council Chairperson, or on

demand of at least one fourth of EI members.

The EI members shall be informed by a meeting of representatives at least 20 days in advance.

Representation quota at the meeting: one representative from five EI members.

3.9. The Assembly shall be considered qualified, when attended by representatives of at least two thirds of EI members. Decisions of the Assembly shall be adopted by a simple majority of representatives present.

3.10. The authority of a General Assembly of Representatives shall include:

- approval of the name and Articles of Association, introduction of amendments and addenda thereto;
- determination of the number of members (minimum three) and election of the Council and Audit Commission;
- election of the Council Chairperson and Deputy Chairpersons, at suggestion of the latter;
- determination of key areas of EI activity;
- approval of reports of the Council and Audit Commission;
- approval of EI income and losses reports;
- decisions on charging admission and membership fees from EI members;
- decisions on EI re-organization or liquidation, and on the use of EI funds and property in the event of its liquidation.

The Assembly of Representatives may review all other issues concerning the EI activities.

3.11. The EI governing body shall be the Council elected by the Assembly of Representatives for four years. The Council shall report to the Assembly of Representatives.

3.12. The Council meetings shall be held at least once a quarter on an as-needed basis.

A meeting of the Council shall be qualified when it is attended by at least two thirds of the Council members.

The Council decisions shall be adopted by an open vote of a simple majority of members present at the meeting. In the event of equality of votes, the decision supported by the Council Chairperson shall be adopted.

3.13. The Council shall be authorized to:

- organize and follow up on decisions of the Assembly of Representatives;
- adopt amendments in and addenda to the Articles of Association concerning changes in the official address and provisions of the current legislation;
- develop and implement programs of activity based on the statutory goals and objectives;
- convene and arrange sessions of the Assembly of Representatives;
- decide on the procedure, amount and terms of payment of admission and membership fees;
- approve estimated expenditures for the following year;
- admit and dismiss EI members;
- review issues of the EI economic operations;
- approve staffing patterns and pay rates;

- decide on property acquisition, management and alienation;
- decide on foundation and liquidation/re-organization of establishments founded by EI, approve their Articles of Association (regulations) and managers;
- decide on creation, dissolution (liquidation, re-organization) and provision of the rights of a legal entity to EI units;
- at suggestion of the Council Chairperson, decide on co-option of a new member of the Council in replacement of a leaving/dismissed member, subject to approval by the next session of the Assembly of Representatives;
- review and approve samples of the official seal, stamp and symbols;
- review other issues.

3.14. A member of the Council may announce his/her withdrawal from the Council by sending a written statement to the Council.

3.15. The Council members may occupy positions in EI according to the staffing pattern.

3.16. The EI daily operations shall be directed by the Council Chairperson, who shall be elected by the Assembly of Representatives for 4 years and report to the latter.

3.17. The Council Chairperson shall deal with day-to-day management, routine organizational and financial/business activities in accordance with these Articles; the Chairperson shall have the rights and duties of a corporate executive.

3.18. The Council Chairperson shall:

- bear liability for execution of decisions of the Assembly of Representatives and the Council;
- be vested with the authority to act on behalf of EI and represent its interests in dealing with third parties
- conclude agreements on behalf of EI, grant power of attorney, open bank accounts
- manage EI cash and property within the limits set by the Council;
- issue orders and assignments binding for the staff members;
- hire and fire staff members;
- determine the duties and distribute the authority of the Council members and Deputy Chairpersons;
- preside the Council meetings and chair sessions of the Assembly of Representatives;
- execute other functions in accordance with these Articles and related to the EI activities.

In absence of the Council Chairperson, his/her duties shall be discharged by a Deputy Chairperson within the scope of authority delegated to him/her.

3.19. The EI auditing body is the Audit Commission elected by the Assembly of Representatives for four years.

The Audit Commission shall elect its Chairperson on its own and from its members.

The Audit Commission meetings shall be held once a year on an as-needed basis; they shall be qualified in presence of at least two thirds of its members. The Audit Commission shall adopt its decisions by a simple majority of votes of the

Commission members present.

The Audit Commission shall plan its work on its own and it shall report to the Assembly of Representatives.

3.20. The Audit Commission shall:

- monitor the compliance of EI activities with the legislation and these Articles;
- monitor execution of decisions of the Assembly of Representatives and Council;
- review EI budget performance;
- control economic and financial activity of EI elected bodies, EI units as well as commercial and non-commercial organizations founded by EI;
- monitor the review of claims and statements sent to EI.

3.21. The Audit Commission shall inspect the activities of EI, its members and officials on assignment of the Assembly of Representatives or at its own initiative.

The Audit Commission may request the inspected persons to submit all necessary materials, accounting and other documents and personal testimonies, both verbal and written.

3.22. The Audit Commission may outsource third-party auditors/auditing organizations for inspecting purposes.

3.23. The Audit Commission members may not be members of the Council and they may not occupy positions in EI; neither may they be managers of commercial and non-commercial organizations founded by EI.

The Audit Commission members may take part in the Council meetings in a consultative capacity.

3.24. Decision of the EI collective bodies shall be documented in the form of minutes.

3.25. Complaints against decisions of EI elected bodies and officials may be sent to the Assembly of Representatives. Decisions of the Assembly on a complaint shall be final and without appeal.

#### **IV. EI MEMBERS, THEIR RIGHTS AND DUTIES**

4.1. EI membership can be granted to citizens of the Republic of Belarus, as well as foreign nationals and stateless persons above 18 years of age, who permanently reside in the Republic of Belarus, acknowledge the EI Articles, take interest in the current environmental problems in the Republic of Belarus and are interested in their resolution, as well as professionals in areas related to ecology..

4.2. EI members shall be admitted by decision of the Council on the basis of the candidate's application.

4.3. The Council shall consider written applications for admission to EI and adopts a relevant decision by the majority of votes of the Council members present.

The EI members shall be counted by the Council on the basis of decisions on admission/dismissal of EI members recorded in the membership logbook.

4.4. The Council may deny an application for EI membership. The applicant may send a complaint against that decision to the next Assembly of Representative. The decision of the Assembly of Representatives may not be appealed.

4.5. An EI member may:

- elect and be elected to the EI elected bodies;
- introduce proposals on improvement of the operations and achievement of the EI statutory objectives to the elected bodies;
- take part in EI activities;
- participate in other organizations and associations, which activities are consistent with these Articles;
- fully use information available from EI;
- take part in events organized or conducted by EI;
- apply to EI for assistance with protection of his/her rights and legitimate interests;
- assist with the development of EI material capacity.

4.6. An EI member shall:

- fulfill the requirements of the Articles, decisions of the Assembly of Representatives and EI elected bodies;
- duly pay the admission and membership fees (if introduced by EI at decision of the Assembly of Representatives);
- provide strong support to achievement of the EI statutory goals and objectives;
- provide material, logistical and other legitimate support to EI in achievement of its statutory goals and objectives.

4.7. Membership shall be terminated in the event of:

- resignation of EI members;
- dismissal of EI members.

4.8. EI members may resign by sending a written application.

4.9. Decisions on dismissal shall be adopted by at least two thirds of the votes of the Council members present.

Dismissal may have the following grounds:

- failure of an EI member to discharge his/her duties, as stipulated in these Articles.
- Commitment of actions contrary to the provisions of these Articles and current legislation.

4.10. Failure of an EI member to pay a membership fee (if introduced by EI by decision of the Assembly of Representatives) shall be automatically excluded from the EI membership.

## **V. PROPERTY AND FUNDS**

5.1. EI may own and obtain for uncompensated use buildings, structures, residences, equipment, tools and supplies, cultural and athletic assets, cash funds, any items in support of activities prescribed in the Articles, except property that, according to the law, may belong to the State only.

Also, EI may, in accordance with procedure prescribed by the law, lease and



obtain for uncompensated use facilities, equipment, tools and supplies, as well as land plots, hunting and fishing areas necessary for supporting its statutory activities.

5.2. EI funds shall be formed with:

- admission and membership fees;
- voluntary contributions;
- proceeds from lectures, exhibitions, analytical reviews, research, seminars, conferences and other activities carried out for its statutory purposes;
- profits generated by business operations performed in accordance with the procedure prescribed by the current legislation;
- other sources consistent with the legislation.

5.3. EI funds and property may not be distributed among its members and shall be used only for achievement of the EI statutory goals and objectives. EI may use its funds for charitable purposes. Decisions on funds allocation and disbursement procedures shall be made by the Council.

5.4. In compliance with the goals and objectives stipulated in these Articles and in accordance with the legislation prescribed by the law, EI may receive cash and other property from natural persons, foreign organizations and individuals.

5.5. EI shall be liable for its obligations with all its assets. EI shall not be liable for its members' obligations. EI members shall not be liable for obligations of EI.

## **VI. INTERNATIONAL RELATIONS**

6.1. EI may maintain direct international contacts and relations with organizations from other countries, participate in joint activities and programs consistent with the legislation and international commitments of the Republic of Belarus.

## **VII. PROCEDURE OF CESSATION OF EI ACTIVITIES**

7.1. EI activities may be ceased by re-organization (merger, consolidation, split-up, spin-off, transformation or liquidation of EI.

7.2. EI may be re-organized and liquidated by decision of the Assembly of Representative. Decisions on re-organization and liquidation shall be adopted by at two thirds of the representatives present.

7.3. EI may be liquidated:

- by decision of the Assembly of Representatives;
- by decision of the Supreme Court of the Republic of Belarus, as determined by the current legislation.

7.4. A liquidation committee shall be established for liquidating EI by decision of the Assembly of Representatives.

7.5. The EI property and funds remaining after creditor claims satisfaction shall be used for purposes prescribed in the Articles.

EI shall be considered as liquidated upon its exclusion from the NGO register.