

# **STATUTE**

## **Of Non-government organization**

### **"Public TV of Odessa"**

Odessa city - 2014 year

## **1. GENERAL PROVISIONS**

**1.1.** NGO "Public Television Odessa" (hereinafter - The Organization) is a voluntary association of individuals that are designed for the realization and protection of rights and freedoms, social satisfaction, including social, cultural, informational, creative interests.

**1.2.** The organization is nonprofit and is not intended to make a profit.

**1.3.** The organization operates under the Constitution of Ukraine, the Civil Code of Ukraine, the Law of Ukraine "On public associations" and other legal acts of Ukraine and this Statute.

**1.4.** The organization is created and operates on the basis of voluntariness, equality of its members, self-government, legality, transparency, openness and publicity.

**1.5.** The organization is not liable for the obligations of the state, as well as the state is not liable for the obligations of the Organization. The organization is not liable for the obligations of its members, it created legal entities, as well as they do not meet the obligations of the Organization. The organization is responsible for its obligations with the property that belongs to it by right of ownership, which under the laws of Ukraine may be imposed a penalty.

**1.6.** Full name of NGO:

- In ukrainian language : ГРОМАДСЬКА ОРГАНІЗАЦІЯ «ГРОМАДСЬКЕ ТЕЛЕБАЧЕННЯ ОДЕСИ»;

- In russian language : ОБЩЕСТВЕННАЯ ОРГАНИЗАЦИЯ «ОБЩЕСТВЕННОЕ ТЕЛЕВИДЕНИЕ ОДЕССЫ»

- In english language : NON-GOVERNMENT ORGANISATION 'PUBLIC TELEVISION OF ODESSA'.

Shorten name:

- In ukrainian language: ГО «ГРОМАДСЬКЕ ТЕЛЕБАЧЕННЯ ОДЕСИ»;

- In russian language: ОО «ОБЩЕСТВЕННОЕ ТЕЛЕВИДЕНИЕ

ОДЕССЫ»;

- In english language: NGO 'PUBLIC TELEVISION OF ODESSA'.

## **2. PURPOSE AND AREAS OF ACTIVITY**

**2.1.** The aim of the activity is protection and realization of social, creative and economic rights and interests of the members and of society, the promotion of their creativity, scientific, technical capacity and informational needs of society, information services by gathering, processing, creating, storage and preparing, production and dissemination of news, providing photos, video and other informational products to the media, public authorities, enterprises, institutions, organizations, associations of citizens and individuals in Ukraine and abroad.

**2.2.** To achieve this goal the Company is active in the following areas:

- The protection of economic, creative, social and other rights and interests of the members and other members of society;:
- The protection of economic, creative, social and other rights and interests of the Organization and other members of society;
- Promoting a creative, intellectual and cultural development of members and other members of society;
- The creation of entities and associations;
- Creation of broadcasting organizations;
  - The creation of information sources, including FM-radio, the Internet - publications, printed magazines, own TV projects and other not prohibited by law media;
  - Providing publishing and other activities;
  - Creating and publishing their own printed materials, manuals, artistic, scientific and cognitive literature;
  - To meet the information needs of society;
  - Participation in competitions and grants;
  - Leisure and recreation to promote a healthy way of life;
  - Organizing and conducting events;
  - Organizing and conducting educational, religious, sports and cultural events;
  - Dissemination of information on the ideas and goals of the Organization;
  - Conferences, seminars, concerts, meetings, round tables, exhibitions and trainings;
  - Representation and protection of legal interests of its members and the public administration, local government, public associations and educational institutions;
  - Conducting independent studies public opinion on political life, access to information, freedom of speech and other issues;
  - Collecting, processing, creation, storage and preparation information release and dissemination of news, providing photo -, video and other information products to the media, public authorities, enterprises, institutions, organizations, associations of citizens and individuals in Ukraine and abroad;
  - The establishment of media, including electronic, audiovisual, print (press), Internet publications;
  - Editorial and publishing and printing activities, including the publication of newspapers, magazines and other periodicals;
  - Preparation of data for electronic publishing, electronic imposition, electronic publication of data;
  - Activities on implementation of science and technology in production and service sectors;
  - Mediation between companies, organizations, institutions and individuals;
  - Organization, participation and representation at trade shows, exhibitions and sales, auctions, trades, conferences, seminars, cultural and educational events, charity events, and the development of different types of recreational

and tourism activities with comprehensive information and economic, financial, commercial, cultural educational, medical, environmental and other programs involving the cooperation of domestic and foreign experts, the formation of temporary creative and labor collectives in the country and abroad;

- Any other activity that is not prohibited by current legislation of Ukraine.

### **3. PROCEDURE FOR ACQUISITION AND TERMINATION OF MEMBERSHIP**

**3.1.** Membership in the Organization is voluntary and individual.

**3.2.** Members may be individuals who recognize the Charter of the Organization.

**3.3.** Membership in the Organization is based on the written recommendation of the current Member. Recommendation current member considered at the General Assembly of the Organization. Based on the review at the General Assembly of the relevant decision is made, provided that the person you recommend candidate status for membership in the Organization. The decision to grant candidate status represented by a member of a simple majority vote of the members present at the General Assembly of the Organization.

**3.4.** The application for accession to membership in the Organization can be submitted to the General meeting. Statements of candidates for membership in the considered at a meeting of the General meeting. The criterion for admission to membership of a particular candidate is its organizational or creative contribution to the organization. The decision on membership in a simple majority of the number of members present at the General meeting.

**3.5.** Membership is terminated in case of:

**3.5.1.** voluntary withdrawal from the Organization;

**3.5.2.** automatic termination of membership;

**3.5.3.** exclusion from membership in the Organization.

**3.6.** Voluntary withdrawal from the Organization shall be effected by submitting to the General meeting of the written statement of withdrawal. Decisions of the General meeting in case of voluntary exit of not required. The date of termination of membership shall be the date of application.

**3.7.** Automatic termination of membership in the Organization is the death of the Member, declaring him incompetent, and in the event of termination of activities.

**3.8.** Member may be excluded from the decision of the Organization for the following reasons:

**3.8.1.** with the provisions of the Charter and other internal documents of the Organization, and non-enforcement of the General Meeting or of the Board;

- 3.8.2. actions that contradict the purpose of the statutory and / or harm its reputation;
- 3.8.3. of non-compliance for membership in the Organization;
- 3.9. In the event of termination of membership, property and funds transferred as a Member of charitable contributions to the organization, will be returned.

#### **4. RIGHTS AND OBLIGATIONS OF MEMBERS**

##### **4.1. Members are entitled to:**

- 4.1.1. participate in the activities of the Organization, namely in the management bodies of its separate units, as well as in the implementation of programs, projects and activities of the Organization in the manner prescribed by this Charter and other internal documents of the procedure;
  - 4.1.2. to elect and be elected to the management of the established by the Statute and other internal documents of the procedure;
  - 4.1.3. submit proposals of the Board and other bodies for improving the governance of the Organization;
  - 4.1.4. submit proposals for consideration at the General Meeting that the creation of structural units to fulfill the tasks of the procedure established by the Statute
  - 4.1.5. receive organizational assistance in the implementation of projects approved by the Board of the Organization;
  - 4.1.6. require consideration at the next meeting of the General Meeting of any matters relating to the activities of the Organization in the manner prescribed by this Charter;
  - 4.1.7. receive complete and accurate information on the activities of the Organization;
  - 4.1.8. Get acquainted with the protocols of the General Meeting and the decisions of the authorities;
  - 4.1.9. voluntarily out of membership in the Organization in the manner and under the conditions stipulated by the Statute;
  - 4.1.10. participate in the financing of programs and activities that can take the form of non-repayable financial assistance, charitable contributions and on the basis of agreements concluded with the Organization or established her institutions, organizations and enterprises;
  - 4.1.11. participate in discussions and decision-making on all matters of the Organization;
- 4.2. Members may have other rights under applicable law, this Statute, decisions of the General Meeting, the Board of the Organization and other internal documents of the Organization.
- 4.3. Members are required to:
- 4.3.1. recognize the Charter of the Organization, to respect its requirements and the requirements of internal documents;

- 4.3.2. participate in the activities of the Organization, contribute towards the goal and the fulfillment of the tasks specified in this Statute;
- 4.3.3. to inform authorities of the facts that may affect the activities of the Organization, as well as on violations of the Charter;
- 4.3.4. refrain from actions that harm and prevent the occurrence of such actions by others;
- 4.3.5. provide comprehensive assistance in the implementation of its statutory objectives;
- 4.3.6. its activities to strengthen the credibility of the Organization;
- 4.3.7. participate in the activities of the Organization, contribute towards the goal and the fulfillment of the tasks specified in this Statute;
- 4.3.8. carry out other duties stipulated by the current legislation, this Charter and internal documents of the Organization.

## **5. PROCEDURE OF FORMATION AND ACTIVITIES OF THE GOVERNING BODIES**

- 5.1. The highest governing body is the General Assembly of the Organization (hereinafter - the General meeting), which includes all members of the Organization. Regular meetings of the General Meeting convened by the Board of place and once during the calendar year. Extraordinary meetings convened at the initiative of the Chairman or the Board. Members who have at least ten percent of the votes, may require the convening of the general meeting. If the requirement of the general meeting is not satisfied, these same members have the right to convene a general meeting. Members can not delegate the right to vote at the General Meeting of another member. General Meeting authorized if attended by at least half of them members of the Organization. Decisions are taken by a simple majority of the members present at the General Meeting by direct vote, unless otherwise provided by this Constitution. General Meeting have the right to decide on all matters of the Organization, including of those transferred to the competence of the General Meeting of the Board. Member does not have voting rights at the General Meeting resolving issues with him to commit the transaction and on a dispute between him and the Organization. The decision of the general meeting can be challenged by a member of the court.
- 5.2. General Meeting have the right to decide on all matters of the Organization, including of those transferred to the competence of the General Meeting of the Board. Member does not have voting rights at the General Meeting resolving issues with him to commit the transaction and on a dispute between him and the Organization. The decision of the general meeting can be challenged by a member of the court.

General Meeting convened by the Board within 5 calendar days after acceptance of the corresponding decision or of the request it from the appropriate number of members by sending all members of the written notice by registered mail or personally handing in member signatures. The notification shall contain information about date, time and place of the meeting (in the city of Odessa), its

agenda and signed by the body that elected or called by that authority representative.

If some members of the General Meeting or the Board informed in writing before the meeting of the impossibility to personally participate in the meeting, they have the right to vote using means of communication (phone, e-mail, Internet, etc.) at the same time or until the end of the meeting.

In the case of a written survey via e-mail solution is adopted if voted for him in writing at least 3/4 of the members.

Board members are required to confirm in writing the results of their vote or abstention within three working days of sending a question.

Regarding the decisions on the election or approval of the governing bodies or public associations, as well as the dissolution of these bodies are only the results of individual voting.

The agenda of the meeting formed a judgment about his calling and may be supplemented by the Board until the notification of the meeting of the Members. The agenda may be amended during the meeting by the decision of 3/4 of those present at the beginning of consideration of agenda issues not related to the election of chairman and secretary of the meeting and provided the immutability consideration of agenda preformed at the time of convocation .

At the beginning of the meeting, the members elect the chairman and secretary from among sitting Members. By the election of the chairman and the secretary of the meeting, the meeting opens and is Chairman of the Organization, in his absence - performing his duties, and in the absence of the latter - the head of the last session of the General Assembly.

Chairman of the session at meetings, organizes keeping minutes, counting and organizational compliance (regulatory) requirements of the meeting.

Decision of the General Meeting of the protocol signed by the chairman and secretary of the meeting.

Decisions of the General Meeting by a simple majority of the members present at the General Meeting of direct open vote, unless otherwise provided by these Articles on individual cases. Each Member at the General Assembly shall have one vote.

Some issues of the General Meeting may be settled in their internal documents approved by the Organization. The provisions of these documents contradict this Charter shall not apply.

### **5.3. The exclusive competence of the General Meeting belongs:**

- 5.3.1.** approval of the Charter, amendments and additions to it;
- 5.3.2.** decision on reorganization or liquidation of the Organization;
- 5.3.3.** determination of the main activities of the Organization;
- 5.3.4.** the decision on acceptance of new members;
- 5.3.5.** election of Chairman, members of the Board;
- 5.3.6.** hearing a report on the activities of the Chairman and the activities of the Board and other bodies and their approval;
- 5.3.7.** determining the editorial policy of the Organization;

- 5.3.8. decision to join the other public unions;
- 5.3.9. decision on amending the charter of the alienation of the property in the amount of fifty percent or more of the property, and the termination of taken by a majority of not less than 3/4 of votes, unless otherwise provided by law.
- 5.3.10. other issues of the Organization.

**5.4. The competence of the President include:**

- 5.4.1. perform representative functions, including participation on behalf of various kinds made in mass and public events (seminars, conferences, interviews, media projects, etc.);
- 5.4.2. convening meetings of the Board, determine their agenda and chairing them;
- 5.4.3. the enforcement of decisions of the authorities;
- 5.4.4. Approval of staffing;
- 5.4.5. establish procedures for consideration of applications and complaints of citizens and legal entities concerning the issues of core activities;
- 5.4.6. without a warrant and represent the interests of the commission on behalf of legal action within the competence defined by the Charter and other internal documents of the Organization;
- 5.4.7. conclusion of transactions (documents) on behalf of for a non-repayable financial assistance or donations (including grants) transactions relating to strategic cooperation and partnership of the Organization, as well as those involving liability of in excess of 300,000 UAH during the calendar year or the purchase or sale of real estate or vehicles and / or rights to them.
- 5.4.8. conclusion of transactions (documents) on behalf of requiring the prior consent of the governing body only after receiving such consent;
- 5.4.9. disposal of assets and funds to the extent Charter, decisions of the General Meeting and the Board;
- 5.4.10. publication of powers of attorney and other documents signing on behalf of the Organization, including those of decision making (extradition) which is accepted by the authorized body of the Organization;
- 5.4.11. within its competence, the orders (decisions, orders, etc.) and instructions binding on all employees of the Organization; signing on behalf of the financial, fiscal, statistical and other reports of the Organization;
- 5.4.12. signing on behalf of the financial, fiscal, statistical and other reports of the Organization;
- 5.4.13. approval of a trade mark (sign for goods and services) of the Organization;
- 5.4.14. provide prior consent for the conclusion of contracts for the disposal of intellectual property (copyright) of the Organization;



- 5.4.15.** perform other functions and perform other actions necessary to ensure the normal operation of in accordance with laws and internal documents of the Organization.
- 5.5.**By order of the President, the right of first signature of payment documents can be given any member of the Board and the right of second signature of payment documents can be given Accountant / another member of the Board.
- 5.6.**In the absence (illness, business trip, vacation etc.) the Chairman of its functions related to the work of the Board, performs appointed chairman of another person who is a member of the Board.
- 5.7.**Between sessions of the General Assembly permanent governing body is the Board of the Organization (hereinafter - the Board) quantitative composition is not more than 12 persons of which one necessarily Chairman of the Organization, which was elected at the General meeting from among members of at least 2 / 3 votes for 2 years. Board members are elected from among the members of the General Assembly at least 2/3 of the votes for two years. Board members may be re-elected for another term. The decision of the Board taken by a simple majority of the number of its members present. With the same number of votes is crucial vote of the Organization. Board meeting are considered valid if attended by no less than 2/3 of its members.

The next Board meeting is convened no less than four times a year, at the beginning of each quarter. Extraordinary meetings may be called by Board at the request of a member or Chairman of the Board through oral agreement or sending to all members of the Board written notice or handing it personally a member of the Board. Board meeting taking place no later than 3 days after the convening of such a requirement. Board members have the right to vote using means of communication (phone, e-mail, Internet, etc.) at the same time or until the end of the meeting.

Decisions are taken by simple majority. On controversial issues, where there is an equal number of votes "for" and "against" the final decision is made by the Chairman of the Organization.

At the meeting members of the Board meeting shall elect the President from among the Members. By the election of the Chairman the meeting, the meeting opens and is Chairman of the Organization.

Chairman of the session at meetings, organizes keeping minutes, counting and organizational compliance (regulatory) requirements of the meeting.

DECISION board meeting decisions in the protocol signed by the President and the Chairman of the meeting.

The Board is ex officio Chairman of the Organization, who is the head of the Board and Board members. Election of Chairman of the grounds for laying duties of the head of the executive body.

Membership in the Board discontinued:

- In the event of termination of membership in the Organization;
- If the decision by the General meeting;
- Automatically in case of death of a member of the Board or declaring it incapable (partially capable);

**5.8.** The work by the Chairman of the Board, elected by the General Assembly of the Organization among its members at least  $\frac{3}{4}$  votes, for a period of 2 years. Chairman of the organization is accountable to the General meeting and the Board of the Organization. Chairman of the Organization, regardless of the expiry of the term shall hold office until the election of a new Chairman

**5.9. The competence of the Board of belonging:**

- 5.9.1.** enforcement of decisions of the General Assembly;
- 5.9.2.** elaboration of the agenda of the next session of the General Assembly, passing on its consideration of amendments to this Constitution;
- 5.9.3.** the issue of ongoing activities;
- 5.9.4.** direction of business and public bodies;
- 5.9.5.** decision on acquiring the status of candidate for membership of, the exclusion of candidates for the Organization;
- 5.9.6.** disposal of assets and funds;
- 5.9.7.** monitoring compliance with the rights and obligations of members.

**6. PROCEDURE FOR APPEALING DECISIONS, ACTIONS, OMISSIONS governing body and members grievance**

- 6.1.** Appeals against decisions, actions and inaction of the governing bodies and its members is in accordance with the laws of Ukraine and the provisions of this Constitution.
- 6.2.** Complaints Members of the actions or omissions of the governing bodies and its members (hereinafter - the complaint) considered by the Board and / or the General Meeting.
- 6.3.** Complaints submitted to the President of Tradition and subject to the Board, if need be submitted to the General Assembly. Board considering an appeal within two weeks from the date of its registration. According to the complaint the Board makes a decision, which may require Board member on which the complaint is to take certain actions to address issues raised in the complaint and / or violate the General Meeting on the issue of bringing the said member to disciplinary action. The person who filed the complaint sent to the decision of the Board or the General Meeting on the issue raised in the appeal, the decision of the Board or the General Meeting may be challenged by the complainant to the next session of the General Assembly.
- 6.4.** Complaints about the acts or omissions of the Board is submitted to the President of the Assembly and subject to the transfer of the General Meeting. Complaints against the actions or inaction of the Board takes place at the next meeting of the General Meeting.

**6.5.** According to the complaint the General Meeting decision, which may bring the perpetrators to disciplinary action or reverse the decision of the Chairman of the Board, require the Board of Directors and / or Chairman of take certain actions to address the issues raised in the complaint.

**6.6.** Complaints against actions, inaction or decision of the General Meeting shall be submitted to the court, according to current legislation at the time of the appeal such action, inaction or decisions.

## **7. SEPARATED SUBDIVISIONS OF THE ORGANIZATION**

**7.1.** An organization can have separate divisions that are formed by the decision of the General Meeting. The decision to create separate division adopted by a simple majority of the present members of the General Assembly.

**7.2.** Separated subdivisions of not legal persons.

**7.3.** Details are formed of separate units submitted to the authority on the registration of the location.

**7.4.** Separated subdivisions of its activities governed by the laws of Ukraine, this Statute and the typical provisions of separate units, approved at the General Assembly, by a simple majority of the present members of the General Assembly.

**7.5.** Company may terminate activities separate units. The decision on termination of activities of separated subdivision adopted by a simple majority of the present members of the General Assembly

## **8. PROPERTY AND FUNDS**

**8.1.** Organization to carry out its statutory goals has the right to possess, use and dispose of cash and other property, which according to the law passed by the state or its members acquired as donated by citizens, enterprises, institutions and organizations, business activities created her legal persons (companies, enterprises) and property acquired by own funds temporarily provided for use or on other grounds not prohibited by law.

**8.2.** The sources of property and funds of are:

**8.2.1.** Charitable contributions pursuant to statutory activities and development of natural persons, donations of members and other citizens and stateless persons, entities legalized in Ukraine and foreign countries, as well as intergovernmental and international nongovernmental organizations (including domestic and international technical and humanitarian assistance obtained under the law);

**8.2.2.** passive income and other income derived from activities according to the legislation of Ukraine;

**8.2.3.** property acquired at the expense of own funds;

**8.3.** Charitable contributions pursuant to statutory activities received in cash or property organization accepts only on condition possible disclosure of

name, surname and patronymic of an individual benefactor or full legal name of the organization. Charitable contributions are not accepted anonymously organization

- 8.4.**Charitable contributions in cash The Organization accepts only cashless.
- 8.5.**Quarterly (no later than the 20th day of the first month following the reporting quarter) Company publishes in the Internet quarterly report provided by charitable contributions to the development and implementation of the charter of the Organization.
- 8.6.**The provision of charity care does not entitle natural or legal persons of influence over the editorial policy and, regardless of size and form of charity.
- 8.7.** The organization can perform on the property and funds that are in its ownership, any action that does not contradict the legislation of Ukraine and this Statute.
- 8.8.** The organization leads accounting, statistical reporting under the current legislation of Ukraine

## **9. AMENDMENTS AND SUPPLEMENTS TO THE STATUTE**

- 9.1.**Amendments to the Charter of the decision made by the General Meeting.
- 9.2.**Decision on amendments and additions to this Charter is adopted if voted for by at least 3/4 of the members of the General Assembly of those present at the meeting.
- 9.3.**Changes to the statutory documents of the Organization, shall be registered in accordance with the law

## **10.ORDER OF REORGANIZATION AND TERMINATION**

- 10.1.** Termination of the Organization carried out:
  - 10.1.1.** by a decision of the received supreme governing body of the Organization by dissolution or reorganization by joining other public association of the same status;
  - 10.1.2.** by court order banning (compulsory dissolution) Organization.
- 10.2.** Company may at any time decide to discontinue their activities (dissolution).
  - 10.2.1.** Decisions taken by the dissolution of the General Meeting, not less than 3/4 of the votes of those present. Board creates a liquidation committee for the suspension of a public association as a legal entity and shall decide on the use of funds and property of the public association after its liquidation in accordance with this Statute.

- 10.2.2.** In the event of dissolution of its property and assets after satisfaction of creditors passed at a general meeting on statutory or other charitable purposes (some other) associations, and in case of rejection of such a decision - credited under the law to the state or local budget.
- 10.2.3.** Reorganization of it is done by joining other public association of the same status. The reorganization is based on the decision of the General Assembly on the termination of the accession to another association received at least 3/4 of the votes of those present and decisions public association, joined Organization of consent to such accession.
- 10.2.4.** In case of reorganization of its property, assets and liabilities are transferred to the assignee