*-Translated from Ukrainian into English*

# "Approved"

**By the Decision of the Statutory Meeting of the Founders of the Public Organization "INTERNATIONAL ASSOCIATION OF CARRIERS AND BUS STATIONS"**

# Minutes No. 1 dated April 24, 2023

**ARTICLES OF ASSOCIATION OF THE PUBLIC ORGANIZATION "INTERNATIONAL ASSOCIATION**

# OF CARRIERS AND BUS STATIONS"

Kyiv City – 2023

Page 2:

# GENERAL PROVISIONS

* 1. The PUBLIC ORGANIZATION "INTERNATIONAL ASSOCIATION OF CARRIERS AND BUS STATIONS" (hereinafter referred to as the "Organization") shall be deemed a voluntary association of individuals and private legal entities, established to promote the development of passenger bus transportation, represent and protect the interests of its members before public authorities and international organizations, facilitate the comprehensive development of professionals in the field of passenger bus transportation, and conduct and promote educational and professional orientation events in the field of passenger transportation to ensure effective and competitive operations in accordance with international standards.
  2. The name of the Organization in Ukrainian:

full name: ГРОМАДСЬКА СПІЛКА "МІЖНАЦІОНАЈІЬНА АСОЦІАЦІЯ ІІЕРЕВІЗННИКІВ ТА АВТОСТАНЦІЙ ";

abbreviated name: ГС «MAПA»;

* 1. Name of the Organization in English:

full name: "PUBLIC ORGANIZATION "INTERNATIONAL ASSOCIATION OF CARRIERS AND BUS STATIONS";

abbreviated name: "PO "IACBS";

* 1. In its activities, the Organization shall be managed by the Constitution of Ukraine, the Civil Code of Ukraine, the Tax Code of Ukraine, the Law of Ukraine "On Public Associations," the Law of Ukraine "On State Registration of Legal Entities, Sole Proprietors, and Public Formations," other applicable legislation of Ukraine, and this Articles of Association. The legal framework for the Organization's activities also includes regulatory documents and general decisions adopted by the Organization within the scope of its statutory powers, which shall be binding on all members.
  2. The Organization shall be deemed a non-profit organization and operate on the principles of voluntariness, self-government, free choice of territorial activity, equality before the law, absence of property interests among its members (participants), transparency, openness, and publicity.

# LEGAL STATUS OF THE ORGANIZATION

* 1. The Organization operates in the public interest, which includes its interaction with government bodies, local self-government authorities, enterprises, institutions, and associations of various ownership forms and the establishment of partnerships with other public associations, movements, foundations, and organizations registered in Ukraine and abroad, as well as citizens of Ukraine, foreigners, and/or stateless persons.
  2. The Organization acquires the status of a legal entity upon its state registration in accordance with applicable law and may hold bank accounts. The Organization may have its own symbols (emblem, other distinctive marks, flag, et al.) subject to registration in accordance with the procedure established by law.
  3. Upon state registration, the Organization has the exclusive right to use its name, including its name in foreign languages or the language of a national minority.
  4. In order to achieve its goals and fulfil its statutory objectives, the Organization has the right to, in accordance with the procedure established by the current legislation:

1. participate in civil-law relations, acquire property and non-property rights in accordance with the law;
2. represent and protect its lawful interests and the lawful interests of its members or other persons before any public authorities, including courts, law enforcement agencies, local self- government bodies, enterprises, institutions, and associations of all forms of ownership and subordination;
3. freely disseminate information about its activities and promote its goals;
4. ideologically and organizationally support other associations of citizens, assist in their establishment and operations;
5. publish scientific and methodological results of the Organization's activities; conduct

Page 3:

informational and educational outreach;

1. obtain public information held by public authorities and other public information holders in accordance with the procedure established by law;
2. participate in the organization and funding, as well as independently conduct conferences, seminars, competitions, lectures, round tables, consultations, creative events, tournaments, contests, and other activities related to the statutory objectives of the Organization, involving representatives of the public, state and local government bodies, and experts in various fields of public life, including international participants;
3. receive assistance in the form of funds or property as membership fees, irrevocable financial assistance donations, or grants, and independently determine their use in accordance with this Articles of Association and Ukrainian law;
4. conduct business activities directly or through established legal entities (companies, enterprises) in accordance with the procedure provided by law, provided such activities align with and support the goals of the Organization;
5. participate in the implementation of state regulatory policies in accordance with the laws of Ukraine;
6. submit proposals (comments), applications (petitions), and complaints to government authorities, local self-government bodies, their officials, and employees in accordance with the procedure established by law;
7. obtain, in accordance with the procedure established by the legislation, necessary public information to achieve its goals and objectives, which has been held by public authorities and other public information holders;
8. participate in the drafting of regulatory legal acts issued by government bodies and local self-government authorities concerning the Organization's activities and matters of public interest in accordance with the procedure established by law;
9. participate in advisory, consultative, and other auxiliary bodies established by government authorities, authorities of the Autonomous Republic of Crimea, and local self-government bodies to consult with public associations and develop recommendations on issues related to the scope of the Organization's activities in accordance with the procedure established by law;
10. maintain direct international contacts with associations of citizens from other countries, conclude relevant agreements and participate in international events concerning the activities of the Organization, provided such activities do not contradict Ukraine's international obligations;
11. establish media outlets in accordance with the Law of Ukraine "On Media" in order to achieve the statutory objectives;
12. develop and implement various projects and programmes;
13. participate on a voluntary basis or establish public associations, including international ones, and enter into cooperation and mutual assistance agreements;
14. obtain on a lease or temporary free-use basis buildings, equipment, vehicles, and other property necessary to fulfil the statutory tasks of the Organization;
15. open accounts in national and foreign currencies in banking institutions;
16. establish awards to recognise members and partners of the Organization;
17. act as a contractor for state orders directly or through legal entities (companies, enterprises) established by the Organization in accordance with the law; and
18. exercise other rights provided for by the legislation of Ukraine.
    1. The Organization shall be liable for its obligations with the property it owns. The Organization shall not be liable for the obligations of its members, nor shall its members be liable for the obligations of the Organization, except when they assume such obligations voluntarily.

Page 4:

# PURPOSE AND AREAS OF ACTIVITY

* 1. The main goal of the Organization shall be to unite all participants in the passenger bus transportation market in Ukraine—carriers, bus stations, authorities, businesses, and international representatives—to promote the development of the bus transportation market and ensure its

effective functioning under competitive conditions in accordance with international standards.

* 1. The main activities of the Organization include:

1. representing the interests of the Organization's members and protecting their rights before relevant government authorities and international organizations;
2. participating in the development and improvement of the relevant legislation in the field of passenger bus transportation in Ukraine and assisting in the implementation of EU regulations and directives;
3. promoting the creation of equal competitive conditions in Ukraine for all business entities engaged in passenger bus transportation;
4. providing consulting assistance to the members of the Organization;
5. organising training activities to improve the qualifications of specialists in the field of passenger bus transportation;
6. cooperating and communicating with representatives of the private and public sectors of the economy to launch joint projects and implement shared initiatives in the field of passenger bus transportation;
7. fostering an ecosystem conducive to the development of passenger bus transportation in Ukraine;
8. organising and conducting seminars, lectures, conferences, and round tables on passenger transportation matters.

# PROCEDURE FOR ACQUIRING AND TERMINATING MEMBERSHIP. RIGHTS AND OBLIGATIONS OF MEMBERS OF THE ORGANIZATION

* 1. Membership in the Organization shall be voluntary and individual.
  2. Membership in the Organization may be either ordinary or associate.
  3. Ordinary and associate members may include legal entities of private law registered in Ukraine or abroad, as well as citizens of Ukraine, foreign nationals, and stateless persons who have reached the age of 18 (and have not been declared legally incapacitated by a court), who recognise the Articles of Association of the Organization and contributes to activities aimed at achieving the goals and objectives of the Organization.
  4. No person shall be compelled to join the Organization. Membership or non-membership in the Organization shall not serve as a ground for restricting the rights and freedoms of any person or for granting them any privileges or advantages from public authorities, other state bodies, or local self-government bodies. The founders of the Organization shall automatically acquire the status of ordinary members of the Organization upon the state registration of the Organization and shall have the option not to pay membership fees established by the General Meeting of Members of the Organization. For the avoidance of doubt, the Director may exempt certain members of the Organization from the obligation to pay membership fees by the decision.
  5. Admission to membership of the Organization shall be based on a written application submitted to the Supervisory Board, which decides on the application within one month from the date of submission. The Supervisory Board has the right to refuse to admit a person to membership in the Organization. The Supervisory Board has the right to delegate the right of admission to membership to the Director or other statutory bodies of the Organization.
  6. All members of the Organization with the respective status shall have equal rights and obligations. (a) The rights of an ordinary member of the Organization include:

1. participating in the General Meeting of the Organization with one vote and voting at the General Meeting of the Organization;
2. submitting proposals for consideration at the General Meeting of Members of the Organization;
3. electing and being elected to the governing bodies of the Organization, as well as participating in all events held by the Organization;
4. participating in the work of permanent and temporary commissions established by the decision of authorised bodies of the Organization;
5. addressing the bodies of the Organization with inquiries and proposals on issues related to the activities of the Organization and receiving responses;

Page 5:

1. appealing against decisions, actions, or inactions of the governing bodies of the Organization, submitting applications, objections, and complaints regarding decisions made by them, and requesting the review of complaints and applications at the General Meeting;
2. appealing General Meeting decisions in court;
3. obtaining information on the activities of the Organization;
4. seeking assistance from the bodies of the Organization in protecting their rights and legitimate interests;
5. freely defending and advocating ideas and proposals on issues under discussion within the Organization before decisions on these issues have been made;
6. freely withdrawing from the Organization upon their own written request; and
7. participating in public events held by the Organization.
8. Ordinary members of the Organization shall be obligated to:
9. comply with the provisions of the Articles of Association of the Organization;
10. implement decisions of the governing bodies of the Organization;
11. pay entrance and membership fees in the amounts and within the terms established by the Director of the Organization, unless exempted from such fees for ordinary members by the decision of the Director of the Organization; and
12. contribute to achieving the objectives of the Organization.
13. The rights of an associate member of the Organization shall include:
14. participating in the work of permanent and temporary commissions established by the decision of the authorised bodies of the Organization;
15. addressing the bodies of the Organization with inquiries and proposals on issues related to the activities of the Organization and receiving responses;
16. obtaining information on the activities of the Organization;
17. seeking assistance from the bodies of the Organization in protecting their rights and legitimate interests;
18. freely defending and advocating ideas and proposals on issues under discussion within the Organization before decisions on these issues have been made;
19. submitting proposals for consideration at the General Meeting of Members of the Organization;
20. freely withdrawing from the Organization upon written request; and
21. participating in public events held by the Organization.
22. Associate members of the Organization shall be obligated to:
23. comply with the provisions of the Articles of Association of the Organization;
24. implement decisions of the governing bodies of the Organization;
25. pay the entrance and membership fees in the amounts and within the terms established by the Director of the Organization; and
26. contribute to achieving the objectives of the Organization.
    1. Membership in the Organization shall be terminated in the following cases:
27. voluntary withdrawal from the Organization;
28. expulsion from the Organization by the decision of the Director based on grounds specified in clause 4.9; or
29. death of a member of the Organization.
    1. Voluntary withdrawal from the Organization shall be executed through a written statement of a member of the Organization submitted to the Director. Membership in the Organization shall be terminated on the date of submission of such statement without requiring additional approvals.
    2. Grounds for expulsion from the Organization include:
30. violation of the requirements of the Articles of Association;
31. engagement in activities contrary to the goals or objectives of the Organization;
32. failure to participate in the activities of the Organization personally or through a representative for at least three (3) months; or
33. failure to pay membership fees for three (3) consecutive months.
    1. The decision to expel a member shall be made by the Director of the Organization.
    2. A member of the Organization shall not have voting rights in the General Meeting regarding any transaction involving them and the Organization or any dispute between them and the Organization.

Page 10:

* 1. The Organization shall be obliged to maintain accounting, statistical, tax, and financial records, be registered with the fiscal authorities, and pay taxes and fees to the budget in the manner and in the amounts prescribed by law. The Organization must retain all necessary accounting documents related to domestic and international transactions for at least five years.
  2. State supervision and control over the Organization's compliance with the law shall be exercised by executive authorities and local self-government bodies in accordance with the procedure established by the legislation of Ukraine.

# PROCEDURE FOR AMENDING THE ARTICLES OF ASSOCIATION

9.21 Amendments to the Articles of Association shall be approved by a decision of the General Meeting, provided that at least three-quarters (3/4) of the voting members of the Organization present at the General Meeting vote in favour. The authorized registration authorities shall be notified of any amendments to the statutory documents.

# TERMINATION OF THE ORGANIZATION'S ACTIVITIES

* 1. The Organization may be terminated by a decision of the public association adopted by the General Meeting through self-dissolution or reorganization of the Organization or by a court ruling ordering the prohibition (compulsory dissolution) of the public association.
  2. The termination of activity of a public association that has legal entity status shall result in the termination of that legal entity.
  3. The Organization has the right to decide at any time to terminate its activities through self-dissolution.
  4. A decision on the self-dissolution of the Organization shall be adopted by the General Meeting, provided that at least three-quarters (3/4) of the voting members present at the General Meeting vote in favour. The General Meeting shall establish a liquidation commission to oversee the dissolution of the Organization as a legal entity and determine the allocation of the Organization’s funds and assets in accordance with the Articles of Association.
  5. The Organization may be reorganised by a decision of the General Meeting provided that at least three-quarters (3/4) of the voting members present at the General Meeting vote in favour; reorganization may take the form of a merger, division, accession, or transformation.
  6. The procedure and legal consequences of termination of the Organization, whether by self-dissolution, reorganization, or prohibition (compulsory dissolution) of the Organization, shall be determined in accordance with this Articles of Association and the applicable legislation of Ukraine.

12.27 In the event of termination of the Organization due to liquidation (self-dissolution, compulsory dissolution) or reorganization (merger, division, accession, or transformation), its assets shall be transferred to one or more non-profit organizations of the relevant type, to other legal entities engaged in non-state pension provision in accordance with the law (for non-state pension funds), or, in cases of legal entity termination (through liquidation, merger, division, accession, or transformation), to the state budget.

# SIGNATURES OF THE FOUNDERS:

JOINT STOCK COMPANY "KIEVPASSERVIS"

LIMITED LIABILITY COMPANY "UKRPASS ONLINE"

*/signature/*  */signature/*

CEO

Terenkov, Valerii Viktorovych

Director

Lobanov, Dmytro Oleksandrovych