

“APPROVED”

By the Minutes of the Founding
Meeting of the Founders of the Public Union
“Lviv Cluster of Transport and Logistics”
No. 1 dated March 22, 2024

**ARTICLES OF ASSOCIATION
OF THE PUBLIC UNION
“Lviv Cluster of Transport and Logistics”**

1. GENERAL PROVISIONS

1.1. **The Public Union “Lviv Cluster of Transport and Logistics”** (hereinafter referred to as the Cluster) is a public association that brings together persons on the basis of common interests of its members to satisfy their legal rights and freedoms, to realize the goals and objectives provided for in these Articles of Association.

The Cluster is a public association that brings together persons on the basis of common interests of its members representing transport, logistics, forwarding and related economic activities and was created to promote the growth of the economic potential of the region in accordance with the Sustainable Development Goals (SDGs) in modernization of transport infrastructure, increase of competitiveness of the Cluster members and development of regional transport and logistics activities. Protection of the rights and legal interests of the Cluster members.

1.2. The Cluster operates in accordance with the Constitution of Ukraine, the Law of Ukraine “On Public Associations” and these Articles of Association, other legislation of Ukraine.

1.3. The Cluster's activities cover the territory of Ukraine. The Cluster's activities are of a public nature, which is manifested in its interaction with state authorities, local governments, enterprises, institutions, organizations of different forms of ownership, the establishment of partnerships with other public organizations, movements, funds registered in Ukraine or abroad, citizens of Ukraine, foreigners and/or stateless persons.

1.4. The Cluster operates on the principles of voluntariness, self-governance, legality, transparency, openness and publicity.

1.5. The Cluster is non-profit, the purpose of its establishment shall not involve earning profit. The Cluster shall acquire the rights of a legal entity from the moment of its state registration in accordance with the procedure established by the current legislation, shall have separate property, independent balance, own funds, accounts, including foreign currency accounts, in banking institutions, seals, stamps, forms, symbols, special clothing, other attributes and details, samples of which shall be approved by the General Meeting of the Cluster Members.

1.6. The Cluster's symbols shall be registered in accordance with the procedure established by the legislation of Ukraine.

1.7. The Cluster's employees shall be subject to labor legislation, compulsory state social insurance and social security.

1.8. Name of the Cluster in Ukrainian:

- full name: Громадська спілка «Львівський кластер транспорту та логістики».
- short name: ГС «ЛКТЛ».

1.9. Name of the Cluster in English:

- full name: Lviv Cluster of Transport and Logistics.
- short name: LCTL.

1.10. The Cluster shall not be liable for the obligations of its members, and its members shall not be liable for the obligations of the Cluster, except in cases when they assume such obligations.

1.11. The organizational and legal form is a public union.

1.12. Location of the Cluster: 33 Beskydska Str., Lviv City, Lviv Region, Ukraine.

2. PURPOSE (GOALS) AND AREAS OF ACTIVITY, RIGHTS OF THE CLUSTER

2.1. *The main purpose (goal) of the Cluster's activities is to consolidate and coordinate the production and scientific potential of legal entities and individuals - representatives of transport and logistics, forwarding and related economic activities to promote the growth of the economic potential of the region in accordance with the sustainable development goals in modernization of transport infrastructure, increase of the competitiveness of the Cluster members and development of regional transport and logistics activities, protection of the rights and legal interests of the Cluster members.*

2.2. The main activities of the Cluster are:

- cooperation with state authorities, local self-government bodies, enterprises, institutions, organizations of different forms of ownership, establishment of partnerships with other public organizations, movements, funds registered in Ukraine or abroad, citizens of Ukraine, foreigners and/or stateless persons in order to achieve the Cluster's goals;
- cooperation with educational institutions and organizations to fulfill the Cluster's goals;
- representing the interests of the Cluster members in state and interstate bodies and organizations, non-governmental organizations, associations, etc;
- organizing conferences, seminars, trainings, forums, etc;

- development of recommendations to the legislation to support and develop the activities of the Cluster members and as specialists in the transport and logistics sector and related industries;
- support and development of innovative activities among the Cluster members for transformation into implemented research, scientific and business projects;
- elaboration of development programs, projects, business models, innovations that meet the goals of the Cluster.
- search for sources of funding for promising programs and projects, innovations for implementation in the transport and logistics and related industries;
- promoting the improvement of business standards by the Cluster members in the transport and logistics and related industries;
- promoting the development of fair competition in the market of transport and logistics services;
- development and implementation in the activities of the Cluster members of uniform norms, standards and rules of ethical behavior in the market of transport and logistics services;
- promoting the formation of a system of professional development, training, and competence improvement for employees in organizations the representatives of which are members of the Cluster, including with the involvement of local and foreign consultants and business coaches;
- protecting the interests of the Cluster members in public authorities as well as in other organizations both in Ukraine and abroad.

2.3. To achieve the purpose and defined areas of activity of the Cluster in accordance with the procedure established by the current legislation, the Cluster shall have the right to:

- represent and protect its legal interests and the legal interests of its members in state and public authorities;
- engage Cluster members and other qualified specialists, including foreign ones, to perform work related to the fulfillment of the Cluster's statutory objectives
- assist its members in organizing trips abroad and hosting foreign business and public figures in Ukraine to share work experience;
- cooperate with other public organizations that have similar activities to the statutory activities of the Cluster;
- conclude cooperation agreements with enterprises, institutions, organizations and other associations of citizens;
- disseminate information and promote its ideas, goals and objectives;
- facilitate the organization of courses, seminars, round tables, etc. on the Cluster's activities;
- participate in the development of legislative and other regulatory acts of Ukraine;
- participate in the development of information programs and manuals on the statutory activities of the Cluster;
- establish and maintain international relations;
- facilitate the organization of and participate in international events on transport and logistics matters, scientific and practical conferences, and seminars;
- enter into agreements with international public and charitable organizations;
- establish mass media and web publications to fulfill its statutory objectives; submit proposals related to the Cluster's statutory activities to state authorities, local governments, enterprises, institutions and organizations; conduct public expertise of legislative acts;
- provide opinions on the statutory activities of the Cluster;
- receive information from public authorities and local self-government bodies necessary for the implementation of its goals, purpose and objectives;
- establish legal entities (companies, enterprises, public associations, etc.) necessary to achieve the purpose and implement the main objectives of the Cluster's activities provided for in these Articles of Association;
- publish books, brochures, other printed materials (including scientific, educational and training products on electronic, audio and video media) promoting the principles and ideas for the implementation of which the Cluster was created and which are closely related to its core business in accordance with the procedure established by the current legislation by printing and/or on electronic and audio or video media;

- purchase, receive for possession and use tangible assets (movable and immovable property), intangible assets (including objects of intellectual property), and carry out other operations to ensure its statutory activities in accordance with the current legislation;
- collect, summarize and study, share best international practices in the field of the Cluster's statutory activities;
- act as a participant in civil law relations, acquire property and non-property rights, enter into agreements with Ukrainian and foreign legal entities and individuals in accordance with the procedure established by law that do not contradict the statutory purpose of the Cluster's activities and the international obligations of Ukraine and the principles of its foreign and defense policy.

2.4. To implement the purpose and main activities set forth in these Articles of Association, the Cluster shall exercise the rights and perform the duties related to its activities in accordance with the laws of Ukraine.

3. BASIC PRINCIPLES OF THE CLUSTER ACTIVITY

3.1. The Cluster's activities are based on the principles of:

- respect for the personal opinion and dignity of each member of the Cluster;
- collectivity in the work of the Cluster and its bodies in combination with the personal responsibility of each member for the fulfillment of their duties and assignments;
- election of all management bodies of the Cluster;
- periodic reporting of the elected bodies to the Cluster members and higher bodies;
- openness, publicity, transparency;
- freedom of discussion accompanied by strict statutory discipline and subordination of the minority to the decisions adopted;
- bindingness of decisions of higher bodies for lower ones.

4. PROCEDURE FOR ACQUIRING AND TERMINATING MEMBERSHIP, RIGHTS AND OBLIGATIONS OF THE CLUSTER MEMBERS

4.1. Membership in the Cluster is voluntary. No one shall be forced to join the Cluster. Membership or non-membership in the Cluster shall not be a ground for limitation of rights and freedoms of any person or for granting any benefits and advantages to them by public authorities, other state bodies, local self-government bodies.

4.2. A legal entity, including public associations with the status of a legal entity, as well as individuals who have reached the age of 18 at the time of joining the Cluster and have not been declared incapacitated by a court, who share the purpose and objectives of the Cluster, recognize the provisions of the Cluster's Articles of Association and undertake to comply with them, can become members of the Cluster. The Cluster is free for new members to join.

4.3. The Cluster members shall participate in the work and management of the Cluster through their authorized representatives (individuals). The representative of a legal entity, including public associations with the status of a legal entity, shall participate in the Cluster's activities on the basis of documents confirming their powers as an executive body (director) or a power of attorney of a legal entity executed in accordance with the current legislation.

4.4. The founders who are members of the founding meeting shall acquire the status of a Cluster member after its state registration.

4.5. All members of the Cluster shall be equal in the exercise of their rights and duties. Membership in the Union is incompatible with actions aimed at undermining the authority, territorial integrity and national security of Ukraine, violation of human rights, propaganda of war, violence, ethnic, racial or religious hatred.

4.6. Legal entities shall be admitted to the Cluster on the basis of an application signed by an authorized person who is entitled to represent the candidate for membership in the Cluster in accordance with the current legislation. A candidate for membership in the Cluster meeting the criteria set forth in clause 4.2 shall submit a written application to the Cluster's Management Board.

4.7. The decision on admission to the Cluster membership shall be adopted by the Cluster's Management Board within one month from the date of submission by the candidate for membership of the Cluster of a written application addressed to the Chairman of the Cluster's Management Board on the intention to become a member of the Cluster. The decision of the Cluster's Management Board on admission to the Cluster's membership shall be adopted by voting by a majority of votes of the members of the Cluster's Management Board.

4.8. The Cluster members shall be registered by the Management Board of the Cluster.

4.9. Each Cluster member shall have the right to withdraw from the Cluster (terminate membership) at any time. Termination of membership in the Cluster shall be made on the basis of a written application of the Cluster member submitted to the Chairman of the Cluster's Management Board. Membership shall be terminated from the date of submission of such application, and at the same time the member's tenure in any elected positions in the Union (membership in the Management Board, Supervisory Board, etc.) shall be terminated.

4.10. A Cluster member in respect of whom there is no refuted documented evidence that they systematically fail to fulfill or improperly fulfill their duties under these Articles of Association, or impede the achievement of the Cluster's goals by their actions, or gross violations of the requirements of the Articles of Association, systematic failure to comply with the decisions of the management statutory bodies, unworthy behavior that compromises the title of the Cluster member or in other cases, can be excluded from the Cluster members by the decision of the Cluster's Management Board under the terms and in the manner prescribed by these Articles of Association. The decision on expulsion from the Cluster members shall be adopted by the Cluster Management Board by a simple majority of votes of the members of the Cluster's Management Board.

4.11. When deciding on the expulsion of a member from the Cluster, the latter shall not participate in the voting.

4.12. The property and funds transferred by the member during the membership in the Cluster as entrance, membership, targeted and voluntary contributions to the Cluster shall not be returned to the member in case of withdrawal from the Cluster.

4.13. Membership shall also be terminated in case of the death of an individual - member of the Cluster or termination of a legal entity - member of the Cluster.

4.14. The Cluster members shall have the right to:

- elect and be elected to the management bodies of the Cluster, participate in all events held by the Cluster and take part in resolving issues considered at the meetings of the statutory bodies to which they are elected;
- participate in meetings of the Cluster's statutory bodies, submit proposals to the statutory bodies of all levels and defend their point of view until the majority makes the relevant decision;
- participate in the work of permanent and temporary commissions established by the decision of the authorized bodies of the Cluster;
- freely defend and promote ideas and proposals on issues discussed in the Union before making decisions on these issues;
- freely criticize any Cluster body, submit objections and complaints against their decisions to the Head of the Cluster and demand consideration of complaints at the General Meeting;
- address the Cluster's bodies with inquiries and proposals on issues related to its activities and receive responses;
- receive information on the Cluster's activities;
- appeal against decisions, actions, omissions of the Cluster's management bodies;
- apply to the Cluster's bodies for assistance in protecting their rights and legal interests;
- participate in the Cluster's economic activities, provide methodological, technical or financial assistance for the implementation of the Cluster's projects in accordance with the procedure established by law;
- pay membership fees in the form of property and non-property rights, in particular, but not exclusively, intellectual property rights, unique data sets, as well as labor resources, etc.;
- freely withdraw from the Cluster upon their own written application.

4.15. The Cluster members shall be obliged to:

- comply with the provisions of the Cluster's Articles of Association, other internal acts of the Cluster and execute decisions of the General Meeting, the Management Board and other bodies of the Cluster that are binding on the Cluster members and comply with the applicable law;
- timely pay the entrance and membership fees in the amount, time limits and procedure established by the decision of the Cluster's Management Board;
- participate in public events organized by the Cluster;
- take an active part in achieving the Cluster's goals and objectives, contribute to the implementation of the Cluster's objectives;
- prevent actions that discredit the Cluster and its members;

- inform the management bodies of the Cluster about the facts known to them that may affect the activities of the Cluster, as well as about the facts of violation of the Articles of Association;
- keep confidential information on development plans, projects of the Cluster, the dissemination of which may cause damage to the Cluster members;
- bear other responsibilities provided for by the current legislation of Ukraine, these Articles of Association and internal documents of the Cluster.

5. MANAGEMENT BODIES OF THE CLUSTER

5.1. The Cluster shall be managed on the basis of democracy, transparency, election of management bodies, subordination and operational discipline, taking into account the Cluster's regulatory documents.

5.2. The management bodies of the Cluster shall be:

- General Meeting of the Cluster Members;
- The Head of the Cluster;
- Management Board of the Cluster;
- Supervisory Board of the Cluster.

The decision on the form of the meeting of the management body shall be adopted by the Management Board of the Cluster (hereinafter referred to as the Management Board) which shall notify the Cluster members of the decision no later than 10 days prior to the date of such meeting (General Meeting of the Cluster Members, Management Board of the Cluster). Meetings of the management bodies shall be documented by minutes.

5.3. The General Meeting of the Cluster Members (hereinafter referred to as the General Meeting) is the supreme body of the Cluster, which is entitled to make decisions on any issues of its activities, including those within the competence of the Cluster's Management Board.

5.3.1. The General Meeting shall be attended by its members - legal entities in person through the executive body (director) of the respective legal entity or through an authorized representative under the power of attorney of the legal entity executed in accordance with the current legislation, and members - individuals in person or through an authorized representative under the power of attorney executed in accordance with the current legislation.

Each member of the Cluster shall have one vote. The General Meeting shall be deemed to be duly constituted if it is attended by a majority of the Cluster members.

5.3.2. The regular General Meeting shall be convened by the Management Board annually. The respective decision specifying the date, time, place and agenda items to be discussed shall be notified to the Cluster members no later than 30 days prior to the date of the General Meeting. The General Meeting shall consider the issues submitted for its consideration by the Management Board, the Head of the Cluster, the Supervisory Board, as well as the Cluster members.

5.3.3. The Extraordinary General Meeting shall be convened by the Management Board or the Supervisory Board in the event of circumstances affecting the essential interests of the Cluster, as well as in other cases provided for by these Articles of Association and the legislation of Ukraine, within 30 days from the date of occurrence of the respective circumstances. In such case, the decision of the Management Board or the Supervisory Board, specifying the date, time, place and agenda items to be discussed, shall be notified to the Cluster members no later than 14 days prior to the date of the General Meeting.

5.3.4. Not less than 1/10 (one-tenth) of the Cluster members shall have the right to request the Management Board to convene the extraordinary General Meeting. If the request of the Cluster members to convene the General Meeting is not fulfilled, these members shall have the right to convene the General Meeting themselves.

5.3.5. The following issues shall be within the exclusive competence of the General Meeting:

5.3.5.1. Determination of the main activities of the Cluster, approval of its plans and reports on their implementation.

5.3.5.2. Introduction and approval of amendments to the constituent documents (Articles of Association) of the Cluster, information about the Cluster.

5.3.5.3. Approval of the samples of seals, stamps, symbols and other samples of the Cluster's details.

5.3.5.4. Adoption of the decision on termination of the Cluster's activities.

5.3.5.5. Election of the liquidation commission, approval of the Cluster's liquidation balance sheet.

5.3.5.6. Election of the Cluster's Management Board and recall of the Management Board or individual members of the Management Board.

5.3.5.7. Election and recall of the Head of the Cluster.

5.3.5.8. Election and change of the Supervisory Board of the Cluster.

5.3.5.9. Approval of the annual report of the Cluster.

5.3.5.10. Determination of the procedure and ways of exercising the right of ownership and control over its exercising.

5.3.5.11. Adoption of the decision on the establishment and termination of the Cluster's separate divisions.

5.3.6. Decisions of the General Meeting shall be deemed adopted if a majority of the members present at the General Meeting vote for them.

On the issues provided for in clauses 5.3.5.2. and 5.3.5.4. the decision of the General Meeting shall be deemed adopted if at least 3/4 (three-fourths) of the members present at the General Meeting vote for it. Also, three-fourths of the votes of the Cluster members shall be cast on the alienation of the Cluster's property for the amount of 50 (fifty) percent or more of the Cluster's property.

5.3.7. The General Meeting shall be chaired by the Head of the Cluster or a person authorized by them. If such a decision is supported by 3/4 of the members present at the General Meeting, the General Meeting may be chaired by a person other than the Head of the Cluster or their authorized representative, or by a person from among the Cluster members elected by the General Meeting as the Chairman of the General Meeting. The course of the General Meeting shall be minuted. The minutes of the General Meeting shall be kept by the Secretary of the General Meeting, who shall be elected by the General Meeting, and signed by the Chairman and the Secretary of the General Meeting.

5.3.8. The General Meeting adopts decisions that shall be drawn up in the form of minutes of the General Meeting. Decisions adopted by the General Meeting in compliance with the requirements of these Articles of Association, internal documents and legislation of Ukraine shall be binding on all other management bodies of the Cluster and Cluster members. Decisions adopted by the General Meeting shall take effect from the moment of their adoption unless otherwise determined by the General Meeting.

5.4. The Management Board is the management body of the Cluster for the period between the General Meetings, which is elected for a term of two (2) years and performs the functions of management of its current organizational activities.

5.4.1. The Management Board shall be accountable to the General Meeting and shall organize the implementation of its decisions. The Management Board shall act on behalf of the Cluster within the limits provided for by these Articles of Association, internal documents and current legislation.

5.4.2. The Head of the Cluster is the Chairman of the Management Board.

5.4.3. The structure of the Management Board, its composition and administrative functions of each member shall be approved by the General Meeting. The members of the Management Board shall be accountable to the General Meeting and shall be responsible to it for the activities of the Cluster and the proper performance of their official duties. The Management Board reports to the Cluster members at the General Meeting.

5.4.4. The competence of the Management Board shall include:

5.4.4.1. Organization of the implementation of decisions of the General Meeting.

5.4.4.2. Convening of the General Meeting and formation of its agenda, preparation of materials on the agenda, preliminary consideration of all issues within the competence of the meeting and preparation of draft resolutions on these issues for the meeting.

5.4.4.3. Preparation and submission of recommendations to the General Meeting on determining the main areas of the Cluster's activities, approval of plans and reports on their implementation, other proposals on the Cluster's activities.

5.4.4.4. Approval of current plans of the Cluster's activities and measures necessary for their implementation.

5.4.4.5. Exercise of certain property management functions by decision of the General Meeting.

5.4.4.6. Preparation of annual reports on the Cluster's activities, including the mobilization and use of funds and property of the Cluster; reports on the implementation of programs and projects of the Cluster and their submission for approval to the General Meeting.

5.4.4.7. Resolution of the issue of payment of entrance and membership fees by the Cluster members, their amount and terms of such payment.

5.4.4.8. Resolution of the issue of inclusion in membership of the Cluster and exclusion from the membership of the Cluster.

5.4.4.9. Resolution of other issues, except for those within the exclusive competence of the General Meeting.

5.4.5. The Chairman of the Management Board shall preside at the meetings of the Management Board.

5.4.6. All issues within the competence of the Management Board shall be resolved collectively at meetings of the Management Board. The Management Board shall hold regular and extraordinary meetings. Regular meetings are convened by the Head of the Cluster at least once every 3 months. Members of the Management Board shall be notified of the time, place and agenda of the meeting 10 days prior to the meeting. Extraordinary meetings shall be convened by the Head of the Cluster at the initiative of one-third of the Management Board members or at the request of the majority of the Management Board members. A meeting of the Management Board shall be deemed duly constituted if a majority of its members are present.

5.4.7. Each member of the Management Board may take the initiative to make decisions on any issues within the competence of the Management Board.

5.4.8. Meetings of the Management Board shall be attended by its members in person or through an authorized representative under a power of attorney. Decisions of the Management Board shall be adopted by voting by a majority of votes of those present. Each member of the Management Board shall have one vote. In case of a tie vote, the vote of the Chairman of the Management Board shall be decisive.

5.5. The Head of the Cluster shall carry out operational management of the affairs, property and funds of the Cluster within the limits established by these Articles of Association, the General Meeting and the Management Board and, within their competence and authority, shall ensure the implementation of their decisions.

5.5.1. The Head of the Cluster shall be elected and dismissed by the General Meeting once every two (2) years, shall be accountable to the General Meeting and controlled by the Cluster's Management Board, shall hold the position of the Chairman of the Management Board and shall be entitled to submit proposals to the General Meeting and the Management Board on any aspect of the Cluster's activities.

5.5.2. The Head of the Cluster shall:

5.5.2.1. Act on behalf of the Cluster without a power of attorney and represent the Cluster in its relations with other persons.

5.5.2.2. Issue orders, instructions, other internal regulations and documents of the Cluster.

5.5.2.3. Organize document flow, record keeping, accounting and reporting of the Cluster.

5.5.2.4. Hire, transfer to another job, suspend and dismiss employees of the Cluster, apply incentives and penalties to them, approve job duties of the Cluster's employees.

5.5.2.5. Act as the administrator of the Cluster's funds and property, conclude and sign on behalf of the Cluster economic and other agreements, contracts, issue powers of attorney for the right to act on behalf of the Cluster and to represent it.

5.5.2.6. Organize the preparation of meetings of the Management Board.

5.5.2.7. Resolve other issues of the Cluster's activities in accordance with the purpose and main objectives of its activities falling within its competence by the internal documents of the Cluster and these Articles of Association, make any other decisions on these issues or perform any other actions other than those within the competence of other management bodies of the Cluster, the Management Board and the General Meeting.

5.5.2.8. Report on its work and the work of the Management Board to the General Meeting at the regular General Meeting.

5.5.3. Decisions of the Head of the Cluster shall be drawn up in the form of orders or decrees.

5.5.4. Reporting shall be made at the regular General Meeting. Extraordinary reporting is carried out at the request of at least one-third of the Cluster members.

5.5.5. The Head of the Cluster can be recalled from office by the decision of the General Meeting on the initiative of the majority of the members of the Management Board before the expiration of the term for which they were elected in the following cases:

- at their own request on the basis of a written application submitted to the Management Board of the organization;

- in case of repeated violation of the requirements of the Cluster's Articles of Association;

- if their actions caused material or moral damage to the Union.

5.5.6. If the Head of the Cluster is unable to assume their duties for more than 6 (six) months, the Management Board of the Cluster shall convene the extraordinary General Meeting to discuss the situation and the issue of the Cluster's management.

6.1. The Supervisory Board shall be the controlling body of the Cluster. The quantitative and personal composition of the Supervisory Board shall be determined by the decision of the General Meeting.

6.2. The Supervisory Board shall be elected by the General Meeting from among the Cluster members in the number of 2 persons.

6.3. The term of office of the Supervisory Board members shall be two years.

6.4. Powers of the Supervisory Board:

6.4.1. Control over the financial and economic activities of the Cluster;

6.4.2. Convening of the extraordinary General Meeting;

6.4.3. Reporting to the General Meeting on the results of audits of the financial and economic activities of the Cluster.

6.4.3. Control over the activities of the Cluster's Management Board and the Head of the Cluster.

6.5. The Supervisory Board shall not include the Head and members of the Management Board of the Cluster.

6.6. Decisions of the Supervisory Board based on the results of control over the financial and economic activities of the Cluster shall be made in the form of minutes of the meeting of the members of the Supervisory Board of the Cluster, which was attended by all members of this supervisory body.

6. SOURCES OF RECEIPT AND PROCEDURE FOR THE USE OF FUNDS AND OTHER PROPERTY

6.1. The Cluster is a non-profit legal entity. To implement its programs, statutory goals and objectives, the Cluster shall be entitled to its own movable and immovable property, equipment, transport, and other means, the acquisition of which is not prohibited by the current legislation of Ukraine.

6.2. The Cluster can lease the necessary movable and immovable property.

6.3. The funds and property of the Cluster shall be formed at the expense of:

- funds or property acquired free of charge or in the form of non-refundable financial assistance or voluntary donations, entrance and membership fees

- passive income;

- grants or subsidies received from the state or local budgets, state trust funds, international technical or charitable assistance, state or international grants, humanitarian aid, except for grants for regulation of prices for paid services.

6.4. The General Meeting shall manage the property and funds of the Cluster within the approved budget and cost estimates of the Cluster.

6.5. The Cluster shall be obliged to keep accounting, statistical, tax, financial statements, be registered with the tax authorities and pay taxes and duties to the budget in the manner and amounts prescribed by law. The Cluster shall be obliged to keep for at least five years all necessary accounting documents relating to domestic and international transactions.

6.6. The Cluster's income (profits) or property or any part thereof shall not be distributed among its founders (members), employees (except for remuneration of their labor, accrual of the unified social tax), members of management bodies and other related persons.

6.7. The Cluster's income (profits) and property shall be used exclusively to finance the costs of the Cluster's maintenance, implementation of the purpose (goals, objectives) and activities determined by these Articles of Association.

6.8. The state supervision and control over the Cluster's compliance with the law shall be carried out by executive authorities and local self-government bodies in accordance with the procedure established by the legislation of Ukraine.

7. PROCEDURE FOR ESTABLISHMENT, OPERATION AND TERMINATION OF SEPARATE DIVISIONS OF THE CLUSTER

7.1. The Cluster may have separate divisions established by the decision of the General Meeting.

7.2. The head of the separate division shall be appointed by the General Meeting of the Management Board. The Head of the separate division shall be a member of the Cluster.

7.3. Separate divisions shall have the following powers:

- implement the statutory purpose and objectives of the Cluster in a particular locality within the limits provided by the decision of the Management Board;

- work on attracting new members by means not prohibited by the current legislation of Ukraine;

- represent the Cluster on the territory of a certain administrative-territorial unit.

7.4. The Head of a separate division has the right to:

- use the name and symbols of the Cluster to implement the Cluster's objectives;
- receive assistance in realization of the Cluster's objectives from the management bodies of the Cluster;
- attend the General Meeting, meetings of the Management Board;
- submit petitions to the management bodies of the Cluster;
- protect their legal rights and interests;
- receive overall facilitation from the management bodies of the Cluster.

7.5. The Head of a separate division shall be obliged to:

- comply with the requirements of the Articles of Association of the Cluster;
- actively implement decisions of the Cluster's management bodies (adopted within the framework of the Cluster's Articles of Association and current legislation);
- prevent actions aimed at violation of honor and dignity of the Cluster members.

7.6. The activity of a separate division can be terminated by closing it by the decision of the General Meeting, as well as by a court order.

7.7. The property and funds assigned to a separate division shall be transferred directly to the Management Board until a decision on the distribution of property and funds is made by the General Meeting in accordance with clause 6.7 of the Articles of Association.

8. PROCEDURE FOR REPORTING BY THE CLUSTER'S MANAGEMENT BODIES TO ITS MEMBERS

8.1. The management bodies (the Head of the Cluster and the Management Board of the Cluster) and the supervisory body (the Supervisory Board) shall report on their work to the General Meeting of the Cluster on issues related to the exercise of their powers and fulfillment of the statutory objectives of the Cluster. Reporting is carried out at the regular General Meeting. Extraordinary reporting is carried out at the request of at least one-third of the Cluster members.

8.2. All management bodies of the Cluster shall respond within 30 days in writing or by e-mail to requests from Cluster members regarding the activities of the management bodies and the implementation of the statutory objectives.

8.3. The management bodies of the Cluster shall provide the Cluster members with free access to information about their activities, including decisions adopted and the statutory objectives implemented.

9. PROCEDURE FOR APPEALING AGAINST DECISIONS, ACTIONS, OMISSIONS OF THE MANAGEMENT BODIES OF THE CLUSTER AND CONSIDERATION OF COMPLAINTS

9.1. Decisions, actions, omissions of the management bodies of the Cluster can be appealed by the member(s) of the Cluster.

9.1.1. The initial complaint against actions, omissions or decisions of the Head of the Cluster (Chairman of the Management Board) shall be submitted to the Management Board, which shall consider the complaint at the earliest meeting, with the obligatory summoning of the complaining member, as well as the Head of the Cluster (Chairman of the Management Board) and the member whose actions, omissions or decisions are being appealed. If the complaint is rejected by the Management Board, a repeated complaint can be submitted to the General Meeting, which is obliged to consider the complaint at the regular or extraordinary meeting, with the obligatory summoning of the complaining member, as well as the Head of the Cluster (Chairman of the Management Board) and the member of the Cluster whose actions, omissions or decisions are being appealed.

9.1.2. Initial complaint against actions, omissions or decisions of the Management Board member is submitted to the Head of the Cluster (Chairman of the Management Board), who is obliged to consider the complaint within 20 working days, with the obligatory summoning of the complaining member of the public association, as well as the member of the Management Board whose actions, omissions or decisions are being appealed. In case the complaint is rejected by the Head of the Cluster (Chairman of the Management Board), a repeated complaint can be submitted to the General Meeting, which is obliged to consider the complaint at the regular or extraordinary meeting, with the obligatory summoning of the complaining member and the member of the Management Board whose actions, omissions or decisions are being appealed. A complaint requiring consideration at the extraordinary General Meeting shall be the basis for convening such General Meeting within thirty days from the date of receipt of such complaint.

9.1.3. A complaint against actions, omissions or decisions of the General Meeting shall be filed with the court in accordance with the legislation in force at the time of appealing such actions, omissions or decisions.

9.2. Decisions, actions (omissions) that can be appealed shall include decisions within the management activities of the Cluster's management bodies, which result in:

9.2.1. violation of the rights and/or legal interests or freedoms of the Cluster member (group of the Cluster members).

9.2.2. creation of obstacles to the exercise by the Cluster member of their rights and/or legal interests or freedoms.

9.2.3. unlawful imposition of obligations on the Cluster member or unlawful imposition of disciplinary liability on the Cluster member.

10. INTERNATIONAL COOPERATION

10.1. The Cluster, in accordance with its statutory objectives, shall be entitled to carry out international relations and activities in accordance with the procedure provided for by these Articles of Association and the current legislation of Ukraine.

10.2. The international activity of the Cluster shall be carried out through participation in international projects, work of international organizations, as well as other forms that do not contradict the legislation of Ukraine, norms and principles of international law.

10.3. In carrying out its international activities, the Cluster shall exercise the full range of rights and obligations of a legal entity.

10.4. The Cluster shall:

10.4.1. organize the exchange of delegations, organize tournaments, competitions, conferences, exhibitions, fairs with the participation of foreign partners, send its representatives to participate in respective events outside Ukraine;

10.4.2. conduct research jointly with foreign organizations in accordance with the areas of its activity, publish their results;

10.4.3. implement other joint programs and projects with the participation of foreign partners and international organizations that do not contradict the current legislation of Ukraine.

11. AMENDMENTS AND ADDITIONS TO THE CLUSTER'S ARTICLES OF ASSOCIATION

11.1. The first version of the Cluster's Articles of Association shall be signed by all Cluster founders. The authenticity of the signatures of the Cluster founders does not require notarization.

11.2. Amendments and additions to the Cluster's Articles of Association shall be within the competence of the General Meeting. Amendments to the Articles of Association shall be set forth in writing by approving a new version of the Articles of Association, which shall be stitched, numbered and signed by a person authorized by the General Meeting of the Cluster Members: The Head of the Cluster or the Chairman and the Secretary of the General Meeting of the Cluster Members. The authenticity of the signatures of such authorized persons of the Cluster does not require notarization.

11.3. The decision of the General Meeting on amendments and additions to the Articles of Association shall be adopted if more than 3/4 of the votes of those present at the General Meeting vote for it. The authorized registration authority shall be notified of the amendments made to the statutory documents.

12. TERMINATION OF THE CLUSTER

12.1. The Cluster shall be terminated by its reorganization (merger) or liquidation (self-dissolution).

12.2. The decision on reorganization or liquidation (self-dissolution) shall be adopted by the General Meeting if at least 3/4 of the votes of those present at the General Meeting vote for it.

12.3. Reorganization of the Cluster shall be carried out by its merger with another public association of the same status. Reorganization shall be carried out on the basis of the decision of the General Meeting.

12.4. The decision on liquidation (compulsory dissolution) of the Cluster can be adopted by the court in accordance with the procedure established by law;

12.5. To resolve issues related to the liquidation of the Cluster, the General Meeting shall appoint a liquidation commission. The numerical and personal composition and the procedure for its election shall be determined by the General Meeting.



12.6. In case of liquidation of the Cluster, its assets shall be transferred to one or more non-profit organizations of the respective type or credited to the budget in case of termination of the legal entity (as a result of its liquidation, merger, division, accession or transformation).

12.7. The liquidation shall be deemed completed and the Cluster shall be deemed to have ceased its activities from the moment of making the respective entry in the Unified State Register of Legal Entities, Individual Entrepreneurs and Public Organizations.

12.8. By the decision of the Cluster adopted by the General Meeting, the Cluster can be reorganized by joining another public association of the same status.

12.9. Termination of the Cluster's internal organizational activities, including delivery of the documents of the public association to the relevant archival institutions, shall be carried out within 60 days from the date of entry in the relevant state registers of the decision on termination of the Cluster.

12.10. The Cluster shall lose the rights of a legal entity and shall be deemed to have terminated its activities from the moment of its exclusion from the Unified State Register of Legal Entities, Individual Entrepreneurs and Public Organizations.

Founder - 1

/signature/ **Private Enterprise "Lvivkulttovary"**,
YeDRPOU code 33285520, location: 15 Hetmana Mazepy
Str., apt. 142, Lviv City, Lviv Region, 79068, legally
represented by Director Khavych Andrii Romanovych

/Official Seal: Ukraine * Lviv City * Private Enterprise * Lvivkulttovary * 33285520/

Founder - 2

/signature/ **Private Enterprise "RP VEST TRANS"**,
YeDRPOU code 43490152, location: 1 M. Pidhirianky Str.,
Lviv-Rudne City, Lviv Region, 79493, legally represented by
Director Rozkvas Henadii Yevhenovych

/Official Seal: Ukraine * Private Enterprise * "RP VEST TRANS" * 43490152/

Founder - 3

/signature/ **Privately Owned Enterprise "LS-TRANS"**,
YeDRPOU code 37162635, location: 12 Uhorska Str., apt.
32, Lviv City, Lviv Region, 79034, legally represented by
Director Kapusniak Stepan Romanovych

/Official Seal: Ukraine * Lviv City * Privately Owned Enterprise * "LS-TRANS" * 37162635 *
No.1/

Founder - 4

/signature/ **Limited Liability Company "MOIA
TRANSLOHISTYKA"**, YeDRPOU code 41494050,
location: 2A Shashkevycha Str., Berezhany Village, Lviv
District, Lviv Region, 81192, legally represented by Director
Myshchyshyn Orest Ostapovych

/Official Seal: Ukraine * Limited Liability Company * "MOIA TRANSLOHISTYKA" * 41494050/

In this document numbered, bound and signed 12 (twelve) pages.
Chairman of the Founding Meeting of the Founders

/signature/

Kapusniak Stepan Romanovych

Secretary of the General Meeting of the Founders

/signature/

Khavych Andrii Romanovych

True and correct translation.

Translation from Ukrainian into English is done by translator, **Olha Bokalo.**

Signature of the translator _____

Місто Львів, Україна двадцять четвертого травня дві тисячі двадцять четвертого року.
Я, Барбуляк Х.М., приватний нотаріус Львівського міського нотаріального округу
Львівської області, засвідчую справжність підпису перекладача Бокало Ольги Мар'янівни,
який зроблено у моїй присутності.

Особу перекладача встановлено, його дієздатність та кваліфікацію перевірено.
Зареєстровано в реєстрі за № 3192
Приватний нотаріус



Всього прошито
пронумеровано і
скріплено
печаткою
аркуш(ів)
Приватний нотаріус
Барбуляк Х.М.