

Approved by the Founders' Constituent  
Meeting of the Public Organization  
"Ukrainian Association of Infection Control  
and Antimicrobial Resistance"  
Minutes № 1 of "19" in June 2015

**STATUTE  
OF ASSOCIATION OF  
THE PUBLIC ORGANIZATION  
"UKRAINIAN ASSOCIATION OF  
INFECTION CONTROL AND  
ANTIMICROBIAL RESISTANCE"**

## **1. GENERAL PROVISIONS**

1.1. A public organization "Ukrainian Association of Infection Control and Antimicrobial Resistance" (hereinafter – the Organization) is a public association that unites Ukrainian citizens on the basis of voluntariness and unity of their interests to achieve a purpose and objectives as envisaged herein, and it is not intended to make a profit.

1.2. The Organization is governed by the Constitution of Ukraine, effective laws, including the Law of Ukraine "On Public Associations" and this Article of Association.

1.3. The Organization was created for an indefinite period, and it operates on the principles of voluntariness, equality of its members, self-government, legality and visibility, transparency, openness, publicity.

1.4. With respect to its operations the Organization is independent of governmental, political, public and private organizations and institutions.

1.5. The Organization gets a corporate status as of the state registration in order, prescribed by the effective laws of Ukraine, may own separate property, have an independent balance, accounts in bank institutions, including the currency ones, seals and stamps, its own symbols, which is subject to state registration in order, prescribed by the effective laws of Ukraine.

1.6. The Organization, on its behalf, concludes legal deeds, acquires property and non-property rights, bears obligations, and appears in court being a plaintiff and a defendant.

1.7. The Organization is a non-governmental organization, which is not intended to receive and distribute profits among the founders, members of the management bodies, other related persons as well as the employees of the Organization.

1.8. The Organization is responsible for its obligations with all its property that according to the laws may be levied by creditors' claims.

1.9. Full name of the Organization:

in Ukrainian:

ГРОМАДСЬКА ОРГАНІЗАЦІЯ "ВСЕУКРАЇНСЬКА АСОЦІАЦІЯ ІНФЕКЦІЙНОГО КОНТРОЛЮ ТА АНТИМІКРОБНОЇ РЕЗИСТЕНТНОСТІ";

in English:

PUBLIC ORGANIZATION "UKRAINIAN ASSOCIATION OF INFECTION CONTROL AND ANTIMICROBIAL RESISTANCE"

1.10. Short name of the Organization:

in Ukrainian:

ГО "БАІКАР";

in English:

PO "UAICAMR".

## **2. PURPOSE, OBJECTIVES AND ACTIVITIES**

2.1. The main purpose of the Organization is to promote harmonization of the laws of Ukraine and the European Union in the field of education and health care, to introduce in Ukraine the international standards (ISO, EN), aimed at ensuring patient's safety, prevention of infections associated with rendering medical services and containment of resistance to antimicrobial medicine, and to protect rights and freedoms of the Organization's members, to meet their public, including economic, social, scientific, educational and other interests, to conduct educational and learning activities with respect to advancements in medical science and distribution of scientific knowledge.

2.2. The objectives and the activities of the Organization are:

2.2.1. To research achievements of Ukraine, the European Union and other developed countries of the world in the field of medical science, education and health care, aimed to improve the health and longevity of the population.

2.2.2. To organize and hold scientific conferences, scientific-methodical seminars, symposiums, lectures, workshops, etc. for practitioners, students, health care managers, employees of education and health care without the purpose of profit.

2.2.3. To participate in a process of making the laws of Ukraine and other regulatory acts in compliance with the regulations and requirements of the European Union, in particular and without prejudice to that generality in the field of health and life care for people and the environment.

2.2.4. To promote development of quality and safe medical activity and control practices of infectious diseases according to the laws of the European Union and the international standards (ISO, EN).

2.2.5. To improve the regulatory, legal and methodological support of the epidemiological surveillance system and prevention of infectious diseases associated with giving medical care, including their harmonization with international approaches.

2.2.6. To promote the development of innovative technologies for infection control: disinfection, sterilization and monitoring of infectious diseases, related to provision of medical care, reasonable use of antimicrobial agents, antimicrobial resistance, epidemiological surveillance.

2.2.7. To study the demand for certain medical specialties in the labor market and to promote employment of high-school graduates of medical profile.

2.2.8. To participate in organization and coordination of training, retraining, advanced professional training and internship of specialists in different medical specialties and of the academic and teaching staff in the field of health care.

2.2.9. To propagandize the achievements of medical science and to spread scientific knowledge.

2.2.10. To participate in elaboration of proposals for governmental programs, drafts of regulatory acts and recommendations for improving the quality of medical services, patients' safety and health professionals, the accreditation and licensing of health care institutions, the development of medical science, health care, medical and pharmaceutical education etc. according to the requirements of EU laws.

2.2.11. To participate in organization and implementation of the promising current for Ukraine educational and research projects in the field of health care; to elaborate a concept and an outline for performance of each topic and to identify executors of each project, coordinating own activities with other scientific and educational institutions.

2.2.12. To give the extensive support of talented scientists, to promote scientific creativity of the youth in the field of health care.

2.2.13. To create own information database of the Organization's research activities and to render free appropriate information services to scientists, students, employees of academic institutions.

2.2.14. To promote fulfillment of a state policy in the field of medical education, science, vocational training and health care.

2.2.15. To make direct all-Ukrainian and international contacts with relevant organizations, to conclude appropriate agreements and treaties, to participate in events that do not contradict the international obligations of Ukraine.

2.2.16. To exchange a scientific and practical experience among the members of the Organization and members of other organizations in the framework of all-Ukrainian and international projects and statutory objectives.

2.2.17. To involve the financial, material, intellectual and informational resources necessary to carry out its objectives, target programs and projects.

2.2.18. To participate in preparation of the youth for independent scientific, teaching and professional activities.

2.3. To achieve the declared objectives, the Organization in the established by effective laws order is to:

2.3.1. Determine the priorities of the Organization's activity and the current scientific researches, conducted by scientific and educational institutions, field medical institutions, and create temporary divisions of researchers and allocate funds for the necessary works.

2.3.2. Provide management in the prescribed manner of own and transferred to it property, allocate resources and control their use.

2.3.3. Provide a set of actions for creating conditions stimulating the development of creativity of personality, talented scientists and experts in the field of medical sciences and education, of talented youth, promising research teams, and their financial independence and productive work in a market economy.

2.3.4. Declare and conduct contests of scientific papers, scientific and educational projects to solve important public health issues related to the matters of the statutory activity of the Organization.

2.3.5. Support educational and research teams, recognized for high operating efficiency, and separate researchers, and carry out social protection of the employees of the Organization.

2.3.6. Represent and protect own legitimate interests and the legitimate interests of its members in state and public bodies.

2.3.7. Cooperate with state institutions, public organizations of Ukraine and with foreign universities, institutions and other institutions on the matters within the scope of the Organization.

2.3.8. Create own specialized scientific library, archive and museum dedicated to the memory of prominent scientists in the field of medical science, education and health care.

2.3.9. Facilitate presenting awards to encourage employees for significant labor achievements, the development of medical science, education, health care and the Organization.

2.3.10. Establish own bonuses and other awards for outstanding achievements in the field of medical science, education and health.

2.3.11. On the non-commercial basis, organize publication and distribution of scientific medical literature, magazines and scientific papers, closely related to the main activities of the Organization.

2.3.12. Interact with Ukrainian and foreign diplomatic missions on the matters of the Organization.

2.3.13. Engage to perform works related to fulfillment of the statutory objectives of the Organization, qualified specialists, including the foreign ones.

2.3.14. Organize work with involvement of consultants, certified scientific and technical organizations that cooperate with the Organization, particularly with universities and other educational institutions on the contractual principles.

2.3.15. With the aim of exchanging experiences and fulfilling its objectives, helps its members organize trips abroad, as well as accept the representatives of foreign countries in the field of medical science, education and health care in Ukraine.

2.3.16. Conclude relevant agreements with international, foreign public and charity organizations, without any purpose for profit.

2.3.17. Participate in the development of information programs and manuals on the matters of statutory activity of the Organization.

2.3.18. Participate in financing of charitable actions, projects and programs implemented by the Organization both independently and together with other public organizations, charitable foundations, institutions and establishments.

2.4. To achieve the purpose and fulfill the assigned objectives the Organization is in the prescribed by laws order:

2.4.1. To represent and to protect the interests of the Organization and its members in the bodies of state power and administration, local self-government and non-governmental institutions.

2.4.2. To act as a founder of public unions and to enter into agreements with other associations of citizens.

2.4.3. To establish and to cooperate with the legislative and executive authorities as well as authorities of local self-government, public organizations; to participate and contribute to the practical implementation of international, national, regional and local programs.

2.4.4. To implement own programs and projects, to participate in common programs and projects with domestic and foreign organizations.

2.4.5. In due order, to create temporary creative teams for fulfilling projects and implementing results of the Organization's activities.

2.4.6. To conduct publishing by means of creating publishing houses, to cooperate with the concerned press-centers and news agencies, and to set up own electronic, print and other mass media means.

2.4.7. To receive information, necessary for fulfilling the purpose and objectives set out herein, from the authorities of state power and administration, local self-government.

2.4.8. To conduct public examination and public hearings on issues related to the purpose, objectives and activities of the Organization.

2.4.9. To collaborate with government bodies and public associations, to join unions of public organizations.

2.4.10. To accumulate funds to finance the statutory activities of the Organization.

### **3. PROCEDURE FOR ACQUISITION AND TERMINATION OF MEMBERSHIP IN THE ORGANIZATION**

3.1. The members of the Organization may be Ukrainian citizens, foreigners and stateless persons who are in Ukraine on legal grounds, at least at the age of 18, and the others who share the purpose and objectives of the Organization recognize this Articles of Association, take active part in solving the problems of the Organization and pay membership fees.

3.2. Admission of new members to the Organization is carried out by a Chairman of the Company's Board upon previous approval of the General Meeting of the Organization's Members within thirty (30) calendar days as of receipt of a written statement from the one who is expected to be admitted.

3.3. When joining the Organization the person shall pay an entrance fee, and its amount is determined by the General Meeting.

3.4. Reasons for termination of the membership in the Organization are:

3.4.1. Violation of the requirements of these Articles of Association;

3.4.2. Non-performance of a decision for management bodies of the Company;

3.4.3. Infliction of material damage of the Organization or its members, damage the reputation of the Organization;

3.4.4. Failure to pay membership fees.

3.5. Termination of the membership in the Organization occurs:

3.5.1. By a decision of the Chairman of the Organization's Board based on a written statement of the Company's member;

3.5.2. By a decision of the Chairman of the Organization's Board upon previous approval with the General Meeting of the Organization's Members for violation of the requirements of this Organization (or the Articles of Association of the Organization);

3.5.3. As a result of the termination of the Company;

3.5.4. Due to death of the Organization's member.

3.6. In case of termination of their membership in the Organization, the entrance and membership fees paid by the Organization's members are not returned to them.

#### **4. RIGHTS AND OBLIGATIONS OF THE ORGANIZATION'S MEMBERS**

4.1. A member of the Organization is entitled to:

4.1.1. Elect and be elected to the management bodies of the Organization;

4.1.2. Participate in the activities of the Organization;

4.1.3. Address to any bodies of the Organization;

4.1.4. Make proposals to management bodies of the Organization with respect to the activities of the Organization and participate in their implementation;

4.1.5. Receive information about the activities of the Organization from its officials;

4.1.6. Discuss openly at the conventions of the General Meeting the matters of the Organization's activities, justify and defend their opinions within the adopted regulations, participate in approving decisions related to the activities of the Organization.

4.1.7. Participate in all events held by the Organization in the forms, prescribed herein;

4.1.8. Use an information service of the Organization and receive teaching materials and consultations;

4.1.9. Come out of the Organization without giving any reasons.

4.2. A member of the Organization is obliged to:

4.2.1. Comply with the requirements hereof and carry out the decisions of the General Meeting and the Chairman of the Organization's Board, adopted within their competence;

4.2.2. Perform the duties and assignments, entrusted to him by the governing bodies of the Organization;

4.2.3. Promote the expansion of the Organization's relations and distribution of information about the activities of the Organization;

4.2.4. Provide the Organization with information required for its activities;

4.2.5. Pay membership fees.

## **5. MANAGEMENT BODIES OF THE ORGANIZATION, THEIR POWERS AND FORMATION PROCEDURE, FREQUENCY OF MEETINGS AND DECISION-MAKING PROCEDURE, REPORTING OF MANAGEMENT BODIES TO ITS MEMBERS**

5.1. The higher management body of the Organization is the General Meeting of the Organization's Members (hereinafter referred to as the General Meeting), which is formed from the Organization's members or their authorized representatives. According to the Articles of Association the General Meeting is authorized to take any actions in respect of the activities and affairs of the Organization, including decisions on changing the quantitative composition, a procedure of formation / activities and a title of the Organization's executive body.

5.2. The General Meeting is convened by the Chairman of the Board at least once every five (5) years. Convention date of the General Meeting is declared by the Chairman of the Board not later than one (1) month before the General Meeting.

5.3. The General Meeting is deemed quorate if at least 2/3 of the Organization's members or their authorized representatives are present. Decisions at the General Meeting are taken by a majority vote of the present members of the Organization, except for the decisions as envisaged in the clauses 10.1., 11.2 hereof. A method of voting is determined by the General Meeting, at that, the voting is possible, including through the use of communication means.

5.4. An Extraordinary General Meeting is convened on the initiative of the Chairman of the Company's Board or at the request of at least 1/10 of the Organization's members. The Chairman of the Organization reports on convention of the Extraordinary General Meeting not later than 14 (fourteen) calendar days prior to such convention.

5.5. Competence of the General Meeting refers to any issues of the Organization's activities, including but not limited to, the General Meeting shall:

5.5.1. Approve amendments to the Articles of Association of the Organization;

5.5.2. Elect the Chairman of the Board and other members of the Organization's Board for a term of five (5) years;

5.5.3. Define the Organization's main activities;

5.5.4. Hear and approve the reports of the Organization;

5.5.5. Exercise the property right for the property and assets of the Organization;

5.5.6. Fix the amount and the payment procedure for entrance and membership fees;

5.5.7. Decide on termination of the Organization through its reorganization or dissolution;

5.5.8. Consider complaints against the decisions, actions or passivity of the executive body of the Company;

5.5.9. Decide on the establishment and closure of separate divisions of the Organization;

5.5.10. Report about the results of the Organization's activities and its management bodies before the members of the Organization at the ordinary and extraordinary meetings.

5.6. The executive body of the Organization is the Organization's Board, being a permanent active body, is elected for five (5) years and makes decisions on all matters of the Organization, provides current management of its activities, except for cases, referring to the exclusive

competence of the General Meeting. The quantitative and personal composition of the Organization's Board is approved by the General Meeting of the Organization's Members.

5.7. Ordinary meetings of the Organization's Board are convened by the Chairman of the Board at least once every three months. Extraordinary meetings of the Board are convened at the request of one of the members of the Board by reference to the Chairman of the Board. The members of the Board are notified of the ordinary and extraordinary meetings of the Board, and the agenda in writing (letter, fax or email) not later than seven (7) business days before the convention date.

5.8. The meeting of the Board is considered competent if the majority of the members of the Board are involved in its operation. Moreover, it is obligatory the Chairman of the Board is present at the meeting of the Board.

5.9. Each member of the Board has one vote. The member of the Board is not entitled to transfer the vote to another person by a power of attorney or in any other way.

5.10. A decision of the Board is taken by a simple majority of votes of the present members of the Board at the meeting. In the event of a tie the vote of the Chairman of the Board has a casting vote.

5.11. The Board of the Organization shall:

- Appoint a date of the ordinary and extraordinary General Meetings;
- Develop and submit to the General Meeting proposals for amendments to the Organization's Articles of Association;
- Discuss and approve a program of the Organization's activities for a next year within the framework specified by the Organization's main activities;
- Control and be responsible for performance of the approved at the General Meeting main activities of the Organization;
- Report to the General Meeting on compliance with the Articles of Association of the Organization;
- Prepare a report on its activities, results of the main activities and the program of the Organization's activities for the current year and submit them to the General Meeting;
- Consider the admission of new members to the Organization and the termination of membership in the Organization;
- Define the priority directions of using the assets and property of the Organization;
- Approve the payroll of the Company, determine the forms and rates of remuneration, and approve regulations about structural divisions of the Organization;
- Consider other issues and take relevant decisions with respect to the current activities of the Organization, not referring to the competence of the General Meeting.

5.12. The Chairman of the Organization's Board is elected for a term of five (5) years. The Chairman of the Board is reported to the General Meeting.

5.13. The Chairman of the Organization's Board shall:

- manage the Organization, headed by the Board of the Organization;
- convene the ordinary and extraordinary General Meeting based on the decision of the Board;
- convene the ordinary and extraordinary meetings of the Board;
- preside at meetings of the Board;
- act on behalf of the Organization without a power of attorney;



- sign any documents on behalf of the Organization;
- open bank accounts in banks;
- represent the interests of the Organization at all levels: in authorities of the state power and local self-government, in its relations with public associations and charity organizations, to other legal entities and individuals;
- establish and coordinate contacts between the Organization and other organizations and institutions;
- carry out other actions in accordance with this Article of Association.

5.14. The Supervisory Board of the Organization is a controlling management body of the Organization that controls the observance of the Organization's Articles of Association by its members, the financial activities of the Organization, the correct implementation of the accounting, the targeted use of property and assets of the Organization, and participates in establishing the strategic directions of the company and overall assessment of their performance as an advisory body.

5.16. The Supervisory Board of the Organization, if necessary, may be created by the General Meeting of 3 (three) persons or perform consisting of one person - the Chairman of the Supervisory Board, elected for five years to fulfill the statutory objectives of the Organization.

5.17. The Supervisory Board may not include Chairman of the Organization's Board and other members of the Organization's Board.

5.18. Meetings of the Supervisory Board shall be convened by its Chairman when necessary, but at least once a year. At the meetings of the Supervisory Board the Chairman of the Organization's Board may participate in a consultative capacity.

5.19. The Supervisory Board may require the Organization officials and the created by the Public organization institutions, organizations and enterprises to provide materials, documents, explanations necessary to conduct a relevant assessment.

5.20. The Supervisory Board is responsible for its operations to the General Meeting of the Organization. The Supervisory Board may engage expert and audit organizations with the purpose of conducting assessments.

5.21. The staff employees of the Organization are subject to the laws of Ukraine on labor, social security, pension and social insurance.

## **6. PROCEDURE FOR APPEALING AGAINST DECISIONS, ACTIONS, INACTIVITY OF GOVERNING BODIES (MANAGEMENT BODIES) OF THE ORGANIZATION AND GRIEVANCE PROCEDURE**

6.1. The procedure for appealing against decisions, actions, inactivity of governing bodies (management bodies) of the company and grievance procedure are determined by the General Meeting of the Organization's Members at an ordinary or extraordinary meeting, and prepared in a form of the minutes that has to be available to all Organization members.

6.2. Decisions of the General Meeting may be appealed in court.

## **7. SOURCES OF REVENUES AND PROCEDURE FOR USING ASSETS AND OTHER PROPERTY OF THE ORGANIZATION**

7.1. The Organization can own property and assets needed to carry out its statutory activities. The Company is not liable for the obligations of its members, as well as the Organization members are not responsible for the obligations of the Organization.

7.2. The sources of revenues and formation of the Organization property are:

7.2.1. Entrance and membership fees;

7.2.2. Voluntary contributions, donations from enterprises, institutions, organizations and individuals, including the foreign ones.

7.3. The Organization can own property of cultural and educational and health designation, cash assets, stocks and other securities, residential buildings, industrial and non-industrial buildings, machinery, equipment, supplies, vehicles, etc.

7.4. The Organization assets are used for the statutory activities as envisaged herein, as well as for:

7.4.1. Salary of the Organization's staff members;

7.4.2. Costs necessary for the Organization's activities in accordance herewith.

7.5. The Organization solely determines the procedure for using its assets, the amount of the reserve fund and a procedure of contributions to it.

7.6. The Organization keeps its accounting and tax accounting, statistical reporting, is registered in the bodies of a State Tax Inspectorate and makes payments to the treasury in order and in amounts prescribed by the laws.

7.7. The property and assets of the Organization are used solely to perform its statutory purpose and to ensure the activities of the Organization.

## **8. PROCEDURE FOR ESTABLISHMENT, OPERATION AND TERMINATION OF THE ORGANIZATION SEPARATE DIVISIONS**

8.1. The Organization may have separate divisions established by a decision of the General Meeting.

8.2. A head of the separate division is appointed by the General Meeting. The head of the separate division shall be a member of the Organization.

8.3. The separate divisions have the following powers:

8.3.1. Implement the statutory purpose and objectives of the Organization in a particular locality within the scope of the General Meeting approved decisions;

8.3.2. Perform works to attract new members by means not prohibited by the effective laws of Ukraine;

8.3.3. Represent the Organization at the territory of a particular political unit.

8.4. The head of the separate division shall be entitled to:

8.4.1. Use the name and symbols of the Organization to achieve the objectives of the Organization;

8.4.2. Receive assistance in the implementation of the Organization objectives from the management bodies and officials of the Organization;

8.4.3. Be present at the Organization's General Meeting;

8.4.4. Petition the management bodies of the Organization;

8.4.5. The full cooperation of the bodies (management) of the Organization.

8.5. The head of the separate subdivision shall be liable for:

8.5.1. Complying with the Organization's Articles of Association requirements;

8.5.2. Active implementation of the decisions of the Organization's management bodies (taken in the framework of the Organization's Articles of Association and the effective laws);

8.5.3. Preventing actions dedicated to breach of dignity and honesty of Organization's members.

8.6. The activities of the separate division may be terminated by its closure by a decision of the Organization's General Meeting, as well as in court order.

8.7. The property and cash assets attached to the separate division are directly transferred to the jurisdiction of the executive body of the Organization prior to the decision on distribution of the property and cash assets of the General Meeting.

## **9. INTERNATIONAL RELATIONS**

9.1. The Organization may cooperate with foreign NGOs and international governmental organizations in compliance with the laws of Ukraine and international treaties of Ukraine, ratified by the Verkhovna Rada of Ukraine.

## **10. PROCEDURE OF AMENDMENTS TO THE ORGANIZATION ARTICLES OF ASSOCIATION**

10.1. Amendments hereto shall be made by the General Meeting if voted for by at least 3/4 of those ones present at the General Meeting of Organization's members.

10.2. Amendments made hereto, are notified to an authorized body on the matters of registration.

## **11. TERMINATION OF ORGANIZATION'S ACTIVITIES**

11.1. Suspension of the Organization's activities is carried out:

11.1.2. By a Organization's decision taken by the General Meeting of the Organization, through dissolution or reorganization by affiliation to another public association of the same status;

11.1.3. By a judgment on banning (compulsory dissolution) of the Organization.

11.2. The Organization may at any time decide to terminate its activities (dissolution) if voted for by at least 3/4 of those ones present at the General Meeting of Organization's members.

11.3. The General Meeting that has decided to dissolve the Organization shall create a liquidation committee or charge the executive body to perform the powers of the liquidation committee for suspension of the Organization as a legal entity, and make the decisions on the use of the Organization's cash assets and property after its dissolution or reorganization hereby.

11.4. The Organization delivers (sends) the decision on dissolution of the Organization to the authorized body on the matters of registration.

11.5. Since a record about the Organization's decision on dissolution is made in the Unified State Register of Legal Entities and Individuals – Entrepreneurs, the termination of the Organization as a legal entity is commenced.

11.6. Reorganization of the Organization is carried out by its affiliation to the other public association of the same status. The reorganization is based on the decision of the Organization being affiliated, on the termination of the activities with affiliation to the other association and the decision of the public association the Organization is affiliated to, on consent to such affiliation.

11.7. The Organization notifies the authorized body on the matters of registration of the accepted decisions about Organization's reorganization by means of affiliation.

11.8. The property and cash assets belonging to the Organization, including the proceeds from sales of its property in liquidation, after settlements of salary for the employees in terms of employment and performance of the obligations to the treasury, banks and other creditors, may not be redistributed among its members, founders, members of the management bodies and other entities associated with them, as well as among employees of the Organization, and shall be directed or transferred to the other public non-profit organization of the relevant type or credited to the budgetary income.

11.9. The property transferred to the Organization by its members in use shall be returned to them in kind without remuneration.