

Approved
by the General Meeting of the
Eurasian Regional Association of Zoos and Aquariums Non-Profit Organization
Protocol of October 13, 2022



CHARTER

**of the Eurasian Regional Association of
Zoos and Aquariums**

**Moscow
2022**

CONTENTS:

1. GENERAL PROVISIONS	2
2. PURPOSE, SUBJECT, OBJECTIVES AND ACTIVITIES OF THE ASSOCIATION	3
3. MEMBERS OF THE ASSOCIATION. CONDITIONS AND PROCEDURE FOR ADMISSION TO MEMBERSHIP IN THE ASSOCIATION AND WITHDRAWAL FROM THE ASSOCIATION.	5
4. PROPERTY OF THE ASSOCIATION	7
5. MANAGEMENT AND CONTROL BODIES OF THE ASSOCIATION	8
6. GENERAL MEETING OF THE ASSOCIATION MEMBERS	8
7. PRESIDIUM OF THE ASSOCIATION	10
8. PRESIDENT OF THE ASSOCIATION	12
9. VICE PRESIDENT OF THE ASSOCIATION	13
10. EXECUTIVE DIRECTORATE	13
11. CONTROL OVER THE FINANCIAL AND ECONOMIC ACTIVITIES OF THE ASSOCIATION	14
12. REORGANIZATION AND LIQUIDATION OF THE ASSOCIATION	17

1. GENERAL PROVISIONS

- 1.1. The Eurasian Regional Association of Zoos and Aquariums, hereinafter referred to as Association, is an international non-governmental non-profit organization based on voluntary membership, consisting of legal entities and individuals, united by common professional interests in the field of zoo, aquarium and other activities, which are related to the implementation of goals and objectives of modern zoos and aquariums.

The Association does not pursue profit as the main purpose of its activity and does not distribute the profit received among its members.

Funds and income of the Association shall be used for the implementation of statutory goals and programs.

The Association shall act in accordance with the legislation of the Russian Federation in order to achieve the goals and objectives stipulated by the Charter.

- 1.2. Full name of the Association in Russian: Евроазиатская региональная ассоциация зоопарков и аквариумов, abbreviated name in Russian: ЕАРАЗА, full name in English: Eurasian Regional Association of Zoos and Aquariums, abbreviated name in English: EARAZA.
- 1.3. The Association shall have the right to open settlement, currency and other bank accounts in accordance with the established procedure in the territory of any state where a member of the Association is registered, permanently stationed or operating.
- 1.4. The location of the Association's office is 123242, Russian Federation. Moscow. 3 Bolshaya Gruzinskaya, building 1, floor 3, premise I, room 3.
- 1.5. The Association shall be established without limitation on the duration of the activity.
- 1.6. The Association shall have a seal with the abbreviated name of the Association in Russian, stamps and letterheads with its name, emblem, symbols and other details.

- 1.7. The logo of the Association is an image of a tiger and a fish with the inscription "EARAZA":



- 1.8. The requirements of the Charter of the Association shall be binding on all bodies and members of the Association.
- 1.9. The Association shall not be liable for the obligations of its members, the members of the Association shall bear subsidiary liability within the amount equivalent to the entrance membership fee, the members of the Association shall be held subsidiary liable in case of insufficiency of the property of the Association itself to fulfill the claims of counterparties.
- 1.10. The Association has the right to join international public associations, acquire rights and obligations corresponding to the status of these international public associations, maintain direct international contacts and relations, conclude agreements with foreign non-profit non-governmental organizations

2. PURPOSE, OBJECT, OBJECTIVES AND ACTIVITIES OF THE ASSOCIATION

- 2.1. The purpose of the Association is to:
- 2.1.1. Strengthen cooperation and development of relations between zoos, oceanariums, breeding centers, exotariums, aquariums, etc. of the countries of the Eurasian region in the area of implementation of nature conservation, scientific, learning, educational, cultural, leisure and recreational projects and assistance in the development and improvement of activities of EARAZA member organizations, protection of common interests of the Association members, including professional interests.
- 2.2. The object of the Association's activity is the achievement of its statutory goals, as well as organizational support in achieving the goals stipulated by this Charter:
- 2.2.1. Establishing working groups to address strategic and current issues in various areas of activity.
 - 2.2.2. Representing the common interests of the Association members before third parties.
 - 2.2.3. Cultural and educational activities.
 - 2.2.4. Implementation of publishing activities for the purpose of dissemination of scientific and practical achievements
 - 2.2.5. Development of standards for the management of animals in the zoological collections of EARAZA members.
 - 2.2.6. Organizing and participating in charity events.
- 2.3. The objectives of the Association are:
- 2.3.1. Raising the professional level of the Association members' staff by organizing and holding meetings, conferences, and seminars on the activities of zoos, oceanariums, exotariums, breeding centers, aquariums, etc.
 - 2.3.2. Development and implementation by members of the Association of joint breeding and conservation programs and participation in the projects for reintroduction of endangered animal species into the wild.

- 2.3.3. Cooperation with state and public conservation organizations, including international organizations, in the implementation of programs related to the activities of the Association.
 - 2.3.4. Protection of the collective interests of the members of the Association.
 - 2.3.5. Support for EARAZA member zoos in maintaining a high level of animal care and welfare.
 - 2.3.6. Creation of databases and other information systems that contribute to the improvement of the work of the Association's members.
 - 2.3.7. Development and financing of projects and programs aimed at implementing the statutory goals and objectives of the Association.
 - 2.3.8. Assistance in the development of software, platforms and software protocols for the purposes of joint use by members of the Association.
- 2.4. The main activity of the Association is the activity of professional membership organizations, namely:
- 2.4.1. Maintaining high standards of operation of the Association's members in the field of animal keeping and breeding.
 - 2.4.2. Development and implementation of the scientific basis for the management, breeding and veterinary care of wild animals by the members of the Association.
 - 2.4.3. Conducting *ex situ* breeding and conservation programmes for rare and endangered animal species on a national or international scale, in particular through the exchange of animals with other organizations to support conservation projects in the wild (*in situ*), and related processes, including the transportation of animals, in accordance with the existing international agreements.
 - 2.4.4. Conducting research work in the field of reproductive biology of species, veterinary medicine, zooengineering, zootechnics, physiology of wild animals and ethology, including development and publication of scientific papers including monographs, scientific articles, popular science publications, etc.
- 2.5. The Association shall have the right to additionally carry out the following types of business activities:
- 2.5.1. Publication of books, periodicals and other publishing activities: publication of books, newspapers, magazines and other periodicals, directories, catalogues and mailing lists, and other publications such as photographs, engravings, postcards, timetables, emblems, posters and reproductions of works of art;
 - 2.5.2. Production of films, videos and television programs;
 - 2.5.3. Activities in the field of film demonstration;
 - 2.5.4. Activities of web portals;
 - 2.5.5. Activities related to online publications;
- This group includes:
- activities of registered mass media, which are sites in the information and communication network Internet, on production and distribution of text, photo, video, multimedia and other information and news materials;
- 2.5.6. Activities aimed at providing consulting and informational services;
 - 2.5.7. Activities related to the creation and use of databases and information resources;

- 2.5.8. Lease and management of own or leased non-residential real estate;
- 2.5.9. Research and development in the field of biotechnology;
- 2.5.10. Public opinion research activities;
- 2.5.11. Provision of consulting services in the field of agriculture;
- 2.5.12. Provision of consulting services in the field of ecology;
- 2.5.13. Provision of other technical advice, activities of consultants other than architects, designers and management consultants;
- 2.5.14. Activities in the field of photography;
- 2.5.15. Veterinary activities;
- 2.5.16. Lease of intellectual property of similar products, except copyrights:
 - activity of authorizing third parties to use intellectual property products and similar products, where a royalty or license fee is paid to the owner of the product (asset holder);
 - lease of intellectual property products (other than copyrighted works, such as books or software);
 - receiving royalties or license fees for the use of: patented subject matter, trademarks or service marks, brand names, licenses for exploration, extraction and evaluation of minerals, franchises;
 - receiving royalties or license fees for the use of: patented subject matter, trademarks or service marks, brand names, licenses.
- 2.5.17. Organization of conferences and exhibitions.
- 2.6. The Association may establish a business company or participate in such a company in order to carry out business activities.
- 2.7. In the interest of achieving the objectives of its activities, the Association may establish other non-profit organizations and join other associations and unions.

3. MEMBERS OF THE ASSOCIATION. CONDITIONS AND PROCEDURE FOR ADMISSION TO MEMBERSHIP IN THE ASSOCIATION AND WITHDRAWAL FROM THE ASSOCIATION.

- 3.1. Members of the Association may be individuals and legal entities, regardless of their organizational and legal form or form of ownership, sharing the goals of the Association and providing practical assistance in the implementation of its statutory goals and objectives.
- 3.2. Rights and duties of EARAZA members are determined in accordance with the present Charter.
- 3.3. The decision to admit new members in the Association is made by the Presidium based on the results of zoo accreditation and after prior notification of all members of the Association. Within a month, members of the Association may send objections to the Presidium regarding the candidacy of the member in question. The amount of the entrance fee and subsequent membership fees shall be approved by the General Meeting of the Association members upon recommendation of the Presidium.
- 3.4. A member of the Association has the right to withdraw from the membership of the Association. Financial obligations of the withdrawing member of the Association, which arose prior to the member's application for withdrawal, are subject to fulfillment in full.

- 3.5. A member of the Association may be expelled from the Association by decision of the General Meeting of the members of the Association on the basis of the presentation of the Presidium in case of non-fulfilment of duties provided for by the Charter, violation of the provisions of internal documents of the Association and (or) committing actions contrary to the interests of achieving the statutory objectives of the Association.
- 3.6. Upon withdrawal or expulsion of an organization from the Association, the powers of representatives of this organization in the bodies of the Association shall be terminated, and the paid fees shall not be refunded.
- 3.7. A member of the Association has the right to:
- participate in the management of the Association's affairs within the limits established by the Constituent Agreement, the Charter and other internal regulations, and corporate agreements;
 - receive information about the activities of the Association and get acquainted with its accounting and other documentation;
 - appeal against decisions of the Association's governing bodies entailing civil consequences in cases and in accordance with the procedure provided for by law;
 - challenge transactions made by the Association on the grounds provided for by law and demand the application of the consequences of their invalidity, as well as the application of the consequences of the invalidity of void transactions of the Association;
 - demand compensation for losses caused to the Association;
 - indicate your affiliation to the Association on letterheads and seals;
 - use for free the services of the Association and its members in carrying out non-profit projects;
 - transfer property, including cash, to the Association;
 - use the full business and commercial information available in the Association, get acquainted with its documentation at the General Meetings of the Association members when approving annual reports;
 - voluntarily withdraw from the Association;
 - propose programs and projects for implementation by the members of the Association;
 - use the support of the Association in solving professional issues;
 - publish materials about professional activities in the publications of the Association;
 - receive expert and advisory assistance from the Association;
 - participate in the Association's projects;
 - get acquainted with zoological collections of any member of the Association (in case it is necessary to obtain an official invitation or other documents for obtaining an entry visa, such documents are provided by the receiving party);
 - request and receive information on breeding programs and animal welfare issues from other members of the Association;
 - make proposals on all issues that are the object of the Association's activities for consideration by the Association.
- 3.8. A member of the Association is obliged:
- to participate in the formation of the Association's property in the necessary amount in the manner, method and within the timeframe provided for in this Charter and the law;
 - to participate in corporate decisions without which the Association cannot continue to operate in accordance with the law, if his participation is necessary to make such decisions;
 - not to commit actions (inaction) that significantly impede or make it impossible to achieve the goals for which the Association was established;
 - to comply with applicable laws, these Charter and internal regulations of the Association;
 - to make timely payment of membership fees in accordance with the procedure established by the Association;

- to actively participate in fulfilment of Association objectives;
- to ensure and, if not possible, actively strive to ensure high quality of animal housing in accordance with the highest internationally recognized standards;
- not to disclose confidential information about the Association's activities and not to commit actions knowingly aimed at causing harm to the Association;
- to promote the professional development of its employees;
- to comply with international and national legislation governing the import, export and re-export of animals;
- to ensure timely submission of information on species and animals kept in the collection, breeding programs and animal husbandry issues to the management bodies and committees (working groups) of the Association;
- to strive to meet the highest standards of sustainable development and environmental stewardship.

4. PROPERTY OF THE ASSOCIATION

- 4.1. The property of the Association is used exclusively to achieve the goals and objectives of the Association provided for in this Charter, and is formed at the expense of:
- admission, membership and earmarked fees;
 - voluntary contributions and donations;
 - proceeds from the sale of goods, works, and services;
 - dividends (income, interest) received on securities and deposits;
 - income received from the ownership of the Association;
 - long-term and short-term loans;
 - other sources that are not prohibited by applicable law.

4.2. The amount of membership fees is set by the General Meeting of the Association.

4.3. The entrance fee is paid within one month after the General Meeting decides to grant membership to a new organization.

Annual membership fees shall be payable no later than July 1 of the current year (unless otherwise determined by the General Meeting, on the basis of an invoice.)

By decision of the General Meeting, earmarked contributions may be established for the realization of approved joint projects of the Association, the amount and procedure of payment of which shall be established by decision of the General Meeting of the Association.

4.4. The General Meeting has the right to make changes to the procedure, terms and amounts of financing, except in cases provided for by current legislation, as well as to make a decision on additional financing of the Association.

4.5. To carry out its activities and achieve its goals, the Association has the right to:

- 4.5.1. Own, use and dispose of the property belonging to the Association;
- 4.5.2. Make transactions provided for by the current legislation;
- 4.5.3. Establish branches and representative offices on the territory of the Russian Federation;
- 4.5.4. Establish and be a participant in partnerships, societies, associations, foundations, including with the participation of foreign legal entities and individuals;
- 4.5.5. Use bank loans;
- 4.5.6. Make payments in cash and non-cash in accordance with the current legislation;
- 4.5.7. Exercise the right to use land in accordance with the procedure established by current legislation;
- 4.5.8. Acquire and dispose of property within the necessary limits to fulfil the main statutory objectives in accordance with the procedure established by law;

- 4.5.9. Exercise other rights in accordance with the Charter and current legislation.
- 4.6. The Association should publish annual reports, including on reports on the use of its property.

5. MANAGEMENT AND CONTROL BODIES OF THE ASSOCIATION

- 5.1. The governing bodies of the Association are:
 - 5.1.1. The General Meeting of the Association's members is the highest collegial governing body.
 - 5.1.2. The Presidium of the Association is a permanent collegial executive management body.
 - 5.1.3. The President of the Association is the sole executive body.
 - 5.1.4. The Vice President of the Association is the deputy of the sole executive body.
 - 5.1.5. The Audit Commission (Auditor) of the Associations is a controlling and auditing body.
- 5.2. The Association independently determines the structure of the governing bodies and the procedure for their financing. Coordinating councils, committees, working groups and territorial offices may be established as a part of the Association.

6. GENERAL MEETING OF THE ASSOCIATION MEMBERS

- 6.1. The supreme collegial governing body of the Association is the General Meeting of the members of the Association (hereinafter referred to as the General Meeting), which is attended by the members of the Association directly, in the case of legal entities – members of the Association, participation through representatives is allowed.

To participate in the General Meeting, a member of the Association, a legal entity sends its CEO or representative.

The venue of the next Annual General Meeting of the members of the Association shall be determined by the decision of the previous General Meeting.

- 6.2. The exclusive competence of the General Meeting includes:
 - 6.2.1. Approval of the Association's Charter, amendments and additions to the Charter and the Constituent Agreement of the Association;
 - 6.2.2. Election of the President, Vice President and Presidium, including determination of its quantitative composition, election of the Audit Commission and other bodies of the Association, as well as early termination of their powers;
 - 6.2.3. Approval of the accounting (financial) statements, annual plan, budget, and annual report of the Association;
 - 6.2.4. The decision on reorganization or liquidation of the Association, appointment of a liquidation commission (liquidator) and approval of the liquidation balance sheet;
 - 6.2.5. Decisions on the establishment of commercial and non-commercial organizations, participation in such organizations, opening branches and representative offices of the Association;
 - 6.2.6. Approval of reports of the President and other management and control bodies of the Association;
 - 6.2.7. Determining the priorities of the Association's activities, principles of formation and use of its property;

- 6.2.8. Approval of decisions of the Presidium on exclusion from membership of the Association;
 - 6.2.9. Approval of the audit organization or the individual auditor of the Association;
 - 6.2.10. Determination of the procedure for admission of new members to the Association and exclusion of members from the Association, except for cases when such procedure is regulated by federal laws;
 - 6.2.11. Decisions on the procedure for determining the amount and order of payment of membership fees, on additional property contributions of the Association members to its property.
- 6.3. The competence of the General Meeting also includes approval of decisions, resolutions, statements, or appeals on the most important environmental issues of the activity to the authorities of different levels and international governmental organizations.
 - 6.4. The General Meeting shall be held as necessary, but at least once a year, to discuss the results of the reporting period, reports of the President, Executive Director, Audit Commission, as well as other issues and to make decisions.
 - 6.5. Notification of the convocation of the General Meeting must be sent to the members of the Association by the President no later than thirty days before the date of the meeting by sending a letter by postal or electronic means of communication. Regular General Meetings are convened by the Presidium of the Association.
 - 6.6. The Extraordinary General Meeting shall be convened by decision of the Presidium on its own initiative or on the basis of a request through a written application sent by postal or electronic means of communication by:
 - President of the Association;
 - more than 1/4 of the members of the Association;
 - Auditor of the Association;
 - Executive Director of the Association.
- The request to convene an Extraordinary General Meeting must contain issues to be included in the agenda. The request to convene an Extraordinary General Meeting may also include the wording of resolutions on each of such issues. The decision to convene an Extraordinary General Meeting shall be taken no later than 7 working days after the receipt of the relevant request.
- 6.7. The General Meeting is considered valid if more than half of the members of the Association are present.
 - 6.8. The General Meeting is headed by the Chairperson of the General Meeting, who is elected from among the members of the Presidium by a majority vote of the members of the Association present at the General Meeting. The members of the Association nominate the Secretary of the General Meeting from among the Members present at the General Meeting, as well as the persons counting the votes participating in the General Meeting of the Members of the Association.
 - 6.9. Each voting member of the Association has one vote. In case of the lack of the quorum the General Meeting is postponed to a later date, but no later than within 30 days.
 - 6.10. The decision of the General Meeting on issues of its exclusive competence is taken by two thirds of the votes of the members of the Association present at the General Meeting. Decisions on other agenda items shall be made by a simple majority of votes of the Association members present at the General Meeting.
 - 6.11. Decisions on the agenda of the General Meeting are adopted by a general vote. The forms and methods of voting are determined by the General Meeting.

- 6.12. The minutes of the General Meeting of the Association are signed by the Chairperson and Secretary of the General Meeting, and approved by the President of the Association. For familiarization, the protocol should be sent to all members of the Association.
- 6.13. Decisions of the General Meeting on issues of exclusive competence are made only in person, including by means of videoconferencing with technical support of keeping the voting procedure confidential, if necessary.
- 6.14. Decisions of the General Meeting that are not related to issues of exclusive competence may be adopted by absentee voting (by poll). Such voting may be conducted by exchanging documents via postal, telephone, electronic or other telecommunication means, ensuring the authenticity of the transmitted and received messages and their documentary confirmation.

Notification on convening a General Meeting in the form of absentee voting with the agenda and dates of the beginning and end of the voting procedure shall be sent by the President to the members of the Association not later than thirty days prior to the date of the voting procedure by sending a letter by postal or electronic means of communication.

Members of the Association shall have the right to familiarize themselves with all necessary information and materials prior to voting at the location of the Association or as a result of sending them to a member of the Association through postal organizations or electronic communication channels.

Members of the Association shall have the right to make proposals to the agenda of the General Meeting held by absentee voting by sending the relevant notification to the President of the Association not later than fifteen days prior to the date of voting. The President shall send the amended agenda of the General Meeting to the members of the Association no later than 30 days prior to the date of the voting procedure.

- 6.15. The General Meeting is organized with the provision of the technical option of secret voting when selecting such a form of voting by the General Meeting.

7. PRESIDIUM OF THE ASSOCIATION

- 7.1. The permanent collegial governing body of the Association is the Presidium of the Association.
- 7.2. Each member of the Presidium is elected for a three-year term with unlimited right to re-election.
- 7.3. The Presidium consists of:
 - President of the Association;
 - Vice President of the Association;
 - representatives of the member organizations of the Association elected by the decision of the General Meeting;

The formation of the Presidium should be carried out taking into account the fact that:

- 7.3.1. Each elected member of the Presidium is responsible for a certain direction of the Association's activities through control, alone or jointly with other members of the Presidium, over an existing or newly created working group or committee. As part of the supervision of a working group or committee, a member of the Presidium shall have the right to personally supervise such a working group or committee or submit a chair candidate proposal to the Presidium;
- 7.3.2. Each Member may be represented in the Presidium by no more than one person;
- 7.3.3. A member of the Presidium cannot control the activities of more than two working groups/committees;

- 7.3.4. Each member of the Presidium reports annually on the activities of the working group or commission under his/her control. If the General Meeting, upon recommendation of the Presidium, considers the results of the work of a member of the Presidium unsatisfactory, the next Annual or Extraordinary General Meeting shall decide on the resignation of the member of the Presidium and the election of a new member of the Presidium;
- 7.3.5. The Presidium collectively reports on the results of the implementation of the strategic development plan of EARAZA, adopted every three years;
- 7.3.6. The Presidium holds meetings as necessary, but at least once every six months. The Presidium is authorized to make decisions if more than half of the elected members of the Presidium are present at its meeting;
- 7.3.7. Decisions of the Presidium are considered adopted if more than half of the members of the Presidium present voted;
- 7.3.8. The Presidium decides on all issues of the Association's activities, except those referred by this Charter to the exclusive competence of the General Meeting or the President of the Association;
- 7.3.9. Decisions of the Presidium on issues of exclusive competence are made only in person, including by means of videoconferencing with technical support of keeping the voting procedure confidential, if necessary.
- 7.4. The quantitative composition of the Presidium is determined by the General Meeting.
- 7.5. The Presidium is elected by voting, in which each Member of the Association has one vote. The candidates who have received the largest number of votes of the members of the Association present at the General Meeting are considered elected to the Presidium.
- 7.6. The Presidium of the Association exercises the following exclusive powers:
 - 7.6.1. Ensures the implementation of the Association's priority areas of activity through the creation of committees and working groups;
 - 7.6.2. Approves the working plans of the Association (including plans of the working groups) and Executive Director;
 - 7.6.3. Approves targeted programs;
 - 7.6.4. Approves the topics, names and heads of working groups;
 - 7.6.5. Submits estimates of income and expenses of the Association for consideration by the members, as well as reports on these issues to the General Meeting;
 - 7.6.6. Reviews and approves reports on the activities of the Association's structural units (working groups, etc.);
 - 7.6.7. Approves the procedure for the disposal of property and exercises control over the use of the Association's property;
 - 7.6.8. Convenes and organizes the General Meeting;
 - 7.6.9. Proposes the agenda, date and place of the General Meeting;
 - 7.6.10. Approves provisions, regulations and other local acts and documents of the Association, exercises control over their fulfilment by members of the Association;
 - 7.6.11. Reviews the draft annual report submitted by the Executive Director;
 - 7.6.12. Examines applications for admission to the Association and makes decisions on this issue;

- 7.6.13. Decides on the submission of proposals for the suspension or exclusion from the Association of members who have violated the internal regulations of the Association;
- 7.6.14. Submits proposals to the General Meeting on the establishment of business companies, non-profit organizations, approval of their charters and regulations, and on participation of the Association in such companies and organizations.
- 7.7. The members of the Presidium shall perform their duties on a voluntary and pro bono basis. The Association shall not be entitled to pay remuneration to the members of the Presidium for the performance of their functions, except for reimbursement of expenses (transportation and accommodation costs) directly related to their participation in the work of the Presidium.
- 7.8. Each member of the Presidium has the right to resign from the Presidium by notifying the Presidium no later than 1 month before the supposed date of resignation.
- 7.9. The Presidium reports on their activities to the General Meeting.
- 7.10. The powers of a Presidium member shall be terminated ahead of schedule in cases of:
 - 1) termination of the membership in the Association of the organization in which the Presidium member works;
 - 2) when a Member of the Association is dismissed from the organization.
- 7.11. In case of early termination of powers, the issue of electing a new member of the Presidium is put by the President on the voting agenda of the next Regular or Extraordinary General Meeting.

8. PRESIDENT OF THE ASSOCIATION

- 8.1. The President of the Association (hereinafter referred to as the President) performs the functions of the sole executive body of the Association.
- 8.2. The President shall manage the day-to-day operations of the Association.
- 8.3. The President shall be elected to office and dismissed by the General Meeting from the Members of the Association. The term of office of the President is 3 (three) years. The same person can be re-elected as the President an unlimited number of times
- 8.4. The President in his/her activity is accountable to the General Meeting. The President is responsible for the state of affairs in the Association and is authorized to solve all issues of the Association's activity, which are not referred to the exclusive competence of the General Meeting and the Presidium of the Association.
- 8.5. The President exercises the following exclusive powers:
 - 8.5.1. Participates in elaboration of the Association's development concept and in solving other issues within his/her competence;
 - 8.5.2. Organizes the implementation of decisions of the General Meeting and the Presidium;
 - 8.5.3. Represents the Association at international events, as well as in relations with government, public and other persons and organizations;
 - 8.5.4. Issues powers of attorney on behalf of the Association;
 - 8.5.5. Participates in conferences, workshops, exhibitions, creative meetings, festivals;
 - 8.5.6. Bears responsibility for public statements, judgments and assessments regarding the activities of the Association, including in the media;
 - 8.5.7. Appoints the Executive Director of the Association;

- 8.5.8. Reviews and approves the report on the execution of estimates of income and expenses and the report on the work of the Executive Director;
 - 8.5.9. Approves the structure, composition, staffing and internal work regulations of the Association;
 - 8.5.10. Approves the rules, procedures and other internal documents of the Association, with the exception of documents approved by the General Meeting or the Presidium of the Association;
 - 8.5.11. Acts without a power of attorney on behalf of the Association in all matters of its business activities.
 - 8.5.12. Organizes accounting and reporting, maintenance and storage of the Association's documentation.
- 8.6. In the event of the President's early termination of office or death, or inability to exercise the powers and duties of the office, the Vice President of the Association shall become the President *pro tempore* until a Regular or Extraordinary General Meeting.
 - 8.7. The powers of the President may be terminated before of the end of his/her term of office on the basis of a decision of the General Meeting in case of violation of current legislation or this Charter, improper performance of his/her duties or committing an act that negatively effects the reputation of the Association.

9. VICE PRESIDENT OF THE ASSOCIATION

- 9.1. The Vice President assists the President in managing the day-to-day activities of the Association.
- 9.2. The Vice President of the Association is elected and dismissed by the General Meeting. The Vice President is elected from among the members of the Presidium. The term of office of the Vice President of the Association is 3 (three) years. The same person may be re-elected as the Vice President an unlimited number of times.
- 9.3. In case the President ceases to perform his/her duties, all the powers of the President shall be transferred to the Vice President, who shall act until the Regular or Extraordinary General Meeting, being the person authorized to act without power of attorney on behalf of the Association.
- 9.4. In the absence of the President, the Vice President of the Association performs the functions of the President.
- 9.5. The powers of the Vice President may be terminated before the end of his/her term of office on the basis of a decision of the General Meeting in case of violation of current legislation or this Charter, improper performance of his duties or committing an act that that negatively effects the reputation of the Association.

10. EXECUTIVE DIRECTORATE

- 10.1. In order to carry out its activities, the Association has the right to create an Executive Directorate of the Association, to involve individual specialists and other persons on a contractual basis, independently determining the amount and forms of payment for their work. The Executive Directorate is a working structure of the Association and is not a management body as defined by Article 28 of the Federal Law on Non-Profit Organizations.
- 10.2. Employees of the Executive Directorate of the Association shall be subject to the labour legislation of the Russian Federation, as well as legislative and other normative legal acts

containing norms of labour law.

10.3. The Executive Directorate of the Association consists of staff members headed by the Executive Director.

10.4. The Executive Director performs the following functions:

10.4.1. Manages the funds of the Association within the limits of the budget approved by the Presidium;

10.4.2. Solves the issues of the economic and financial activities of the Association. In accordance with the decisions of the President, within the limits of his/her powers, concludes and signs business contracts, agreements, financial and administrative documents by power of attorney, has the right to fully represent the interests of the Association in interaction with tax authorities;

10.4.3. Opens settlement, currency and other accounts of the Association by power of attorney in banks, concludes contracts and makes other transactions;

10.4.4. Makes decisions and issues orders on operational issues of the internal activities of the Executive Directorate of the Association, which are subject to mandatory accounting and stored in the files of the Association;

10.4.5. Manages the Executive Directorate of the Association;

10.4.6. Approves official duties of the staff of the Executive Directorate in accordance with the staff schedule approved by the Presidium of the Association. Has the right to penalize or encourage the employees of the Executive Directorate of the Association in accordance with the current legislation;

10.4.7. Develops drafts of annual cost estimates, plans of major events, targeted and other programs of the Association;

10.4.8. Forms the draft annual report of the Association;

10.4.9. Organizes current work on the implementation of the decisions of the Presidium and the President;

10.4.10. In coordination with the President, organizes the preparation of materials for consideration at the General Meetings of the Association, meetings of the Presidium, including drafts of annual plans and reports. Interacts with members of the Association, acting working groups and territorial offices, with government and public organizations, and foreign partners;

10.4.11. Performs other actions on behalf of the President and the Presidium of the Association;

10.4.12. Reports in his/her activities to the President and the Presidium of the Association.

11. CONTROL OVER THE FINANCIAL AND ECONOMIC ACTIVITIES OF THE ASSOCIATION

11.1. The Executive Directorate shall prepare accounting, tax and statistical reports in the scope and composition established by the legislation of the Russian Federation.

11.2. The Association shall provide information on its activities to state statistics and tax authorities, members of the Association and other legal entities in accordance with the legislation of the Russian Federation.

11.3. Accounting of income and expenditures of funds received in the form of targeted allocations for the Association maintenance from other organizations and citizens, and entrance, current

and earmarked fees from the members of the Association shall be kept separately from the accounting of income and expenditures related to the business activities of the Association.

11.4. The President is responsible for the organization, state and reliability of accounting in the Association, timely submission of financial statements and other financial reports to the relevant authorities, as well as information on the activities of the Association, presented to the members of the Association, creditors and the media.

11.5. The Association keeps the following documents:

- agreement on the establishment of the Association;
- the Charter of the Association; amendments and additions made to the charter of the Association, registered in accordance with the established procedure; the decision on the establishment of the Association; the document on the state registration of the Association;
- documents confirming the rights of the Association to the property on its balance sheet;
- internal documents of the Association;
- regulations on the branch or representative office of the Association;
- annual reports;
- accounting records;
- accounting statements documents;
- minutes of the General Meetings, Presidium meetings, and meetings of the Audit Commission of the Association;
- conclusions of the Audit Commission of the Association, the auditor of the Association, state and municipal financial control bodies;
- other documents stipulated by federal legislation;
- other documents provided for by the internal documents of the Association, decisions of the General Meetings, the Association Presidium, as well as documents provided for by legal acts of the Russian Federation.

The Association is obliged to provide members of the Association with access to the above-mentioned documents.

11.6. By the decision of the General Meeting for the audit of financial and economic activities, property and reporting of the Association, the Association may:

11.6.1. Elect the Audit Commission (Auditor) of the Association, accountable to the General Meeting;

11.6.2. Call on an audit organization or an individual auditor.

11.6.3. The Audit Commission (Auditor) is elected for a term not exceeding three years.

11.6.4. The quantitative composition of the Audit Commission of the Association is determined by the General Meeting.

11.6.5. Members of the Audit Commission (Auditor) of the Associations may have an employment relationship with a member of the Association or its affiliated person.

11.6.6. Members of the Audit Commission (Auditor) can not be members of the Presidium.

11.6.7. The decision on election of the Chairperson of the Audit Commission and his/her deputy from the Audit Commission and on the termination of their powers shall be made at the meeting of the Commission. The format of voting is determined by the audit commission at its meeting.

11.6.8. Chairperson of the Audit Commission:

- Carries out general management of the Commission and organizes its work in accordance with this Charter;
- Appoints members of the Commission to conduct documentary audits on issues defined by this Charter.
- Submits a report on the activities of the Commission to the General Meeting;
- Represents the Commission in relations with the Association.

11.6.9. In the absence of the Chairperson of the Commission, his/her functions shall be

performed by the Deputy Chairperson of the Commission.

- 11.6.10. The meetings of the Audit Commission are chaired by the Chairperson of the Commission or, on his/her behalf, by the Deputy Chairperson of the Commission.
 - 11.6.11. A meeting of the Audit Commission is considered valid if more than half of the members of the Commission participate in it.
 - 11.6.12. The decision of the Audit Commission is formalized by the minutes of the meeting of the Commission.
 - 11.6.13. The decision of the Audit Commission is considered adopted if the majority of the members participating in the meeting voted for it.
- 11.7. The terms of references of the Audit Commission of the Association includes the following powers:
- 11.7.1. Audit (revision) of the financial and economic activities of the Association, including the activities of the Executive Directorate, based on the results of the activities for the year, as well as at any time on the initiative of the Audit Commission, the decision of the General Meeting or at the request of a member of the Association;
 - 11.7.2. Requesting documents on financial and economic activities from the Association's management bodies;
 - 11.7.3. Convocation of the General Meeting of the Association;
 - 11.7.4. Drawing up an opinion on the results of the audit of financial and economic activities, which should include the following:
 - confirmation of the reliability of the data contained in the reports and other financial documents of the Association;
 - information on facts of violation, established by the legal acts of the Russian Federation, of the accounting procedure and presentation of financial statements, as well as legal acts of the Russian Federation in the course of financial and economic activities;
 - 11.7.5. Control over the financial and economic activities of the Association.
- 11.8. Members of the Audit Commission shall perform their duties on a voluntary and pro bono basis. The Association does not pay remuneration to the members of the Audit Commission for the performance of their functions, except for reimbursement of expenses (transportation and accommodation expenses) directly related to their participation in the work of the Commission.
- 11.9. The audit (revision) of the financial and economic activities of the Association is carried out:
- according to the results for the year;
 - before the regular General Meeting;
 - by the decision of the Audit Commission of the Association, the General Meeting and the higher bodies of the Association.
- 11.10. At the request of the Audit Commission (Auditor), the governing bodies of the Association are required to submit all necessary documents on financial and economic activities.
- 11.11. If necessary, specialists from among the financial workers of the member organizations of the Association may be involved in conducting an audit (revision).
- 11.12. Based on the results of the audit (revision), an act shall be drawn up, which should contain: confirmation of the reliability of financial documents and data included in the reports; information on the facts of violation, established by regulatory legal acts of the Russian Federation, of the order of accounting, presentation of financial statements and financial and economic activities. The act shall be signed by the members of the Audit Commission (Auditor) and the involved specialists who participated in the audit (revision).

- 11.13. The Audit Commission (Auditor) sends audit reports (audits) to the General Meeting of the Association for information, study, and summarizing.
- 11.14. The results of the audit (revision) shall be communicated to the General Meeting at the next meeting.
- 11.15. Proposals of the Audit Commission (Auditor) to address the identified shortcomings are mandatory for the audited body of the Association, which is obliged to consider the materials of the inspection (audit) within a month and inform the Audit Commission (Auditor) about the decisions taken. In case of disagreements between the Audit Commission (Auditor) and the audited body, the Audit Commission (Auditor) shall have the right to request a meeting with the audited body or a meeting of the audited body of the Association (if a collegial body is audited), convening a General Meeting to discuss the disagreements.
- 11.16. The Audit Commission (Auditor) has the right to request the convening of an Extraordinary General Meeting, as well as an extraordinary meeting of the Presidium of the Association in accordance with the provisions of this Charter.
- 11.17. The powers of a member of the Audit Commission (Auditor) are terminated before the end of his/her term of office in the following cases:
- 1) Termination of membership in the Association of an organization in which a member of the Audit Commission works;
 - 2) Submitting a written statement of resignation;
 - 3) In case of being elected as a member of the Presidium of the Association;
 - 4) Upon dismissal from the organization.
- 11.18. The decision on termination of powers in these cases is formalized by the decision of:
- Audit Commission (for a member of the Audit Commission);
 - President (for the Auditor).
- The decision determines the date of termination of powers.
- 11.19. By decision of the General Meeting of the Association, the powers of any member (all members) of the relevant Audit Commission (Auditor) may be terminated before the end of their term of office.

12. REORGANIZATION AND LIQUIDATION OF THE ASSOCIATION

- 12.1. The Association may be voluntarily reorganized in accordance with the procedure provided for in Articles 16 of the Federal Law No. 7-FZ On Non-profit Organizations of 01/12/1996. Other grounds and procedures for the reorganization of the Association are determined by Articles 57-60 of the Civil Code of the Russian Federation and other federal laws.
- 12.2. The Association has the right to be transformed into a public organization, an autonomous non-profit organization, or a public benefit foundation. The decision to reorganize the Association shall be made in accordance with the procedure stipulated in clauses 6.2.4. and 6.10. of this Charter.
- 12.3. The Association may be liquidated voluntarily in accordance with the procedure established by Articles 61-64 of the Civil Code of the Russian Federation, taking into account the requirements of Articles 18-21 of the Federal Law No. 7-FZ On Non-Profit Organizations of 01/12/1996 .
- 12.4. The Association may be liquidated by a court decision on the grounds provided for in clause 3 of Article 61 of the Civil Code of the Russian Federation.

- 12.5. From the moment of appointment of the liquidation commission, the powers to manage the affairs of the Association are transferred to the liquidation commission. The Association's bodies cease their activities.
- 12.6. In the absence of a legal successor, the documents of permanent storage having scientific and historical significance shall be transferred for state storage to archives: the documents on the personal staff (orders, personal files, personal accounts, etc.) shall be transferred for storage to the archive on the territory where the Association is located. The transfer and arrangement of documents shall be carried out by and at the expense of the Association in accordance with the requirements of the archival authorities.
- 12.7. Upon liquidation of the Association, the property remaining after satisfaction of creditors' claims, unless otherwise provided for by the Federal Law No. 7-FZ On Non-Profit Organizations of 01/12/1996 and other federal laws, shall be used for the purposes for which the Association was established and (or) for charitable purposes in accordance with the procedure determined by the General Meeting of the Association.

The decision on the state registration of changes made to the constituent documents of the Eurasian Regional Association of Zoos and Aquariums was made by the Main Directorate of the Ministry of Justice of the Russian Federation in Moscow on May 02, 2023 (registration number 7714064620).

Information on the state registration of changes made to the constituent documents of a non-profit organization was entered into the Unified State Register of Legal Entities on May 15, 2023 with state registration number 2237704123160 (OGRN 1037739383142 dated February 3, 2003).

Numbered, bound, signed and sealed nineteen sheets.

Head of the Main Department of the
Ministry of Justice of the Russian
Federation in Moscow

K.A. Balashov /signature/

June 07, 2023

/Seal: (illegible)/