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“APPROVED”

by the Statutory Meeting of
**“HAYK-ANUSH” CHARITABLE
NON-GOVERNMENTAL
ORGANIZATION**
on 10.10.2003

President /signature/ H.Gevorgyan

Seal of “Hayk-Anush” Charitable NGO

“REGISTERED”

by the Central Body of the State Register of
the Juridical Persons
of the Republic of Armenia
on 31.10.2003

registration No. 211.171.02169

Certificate No. 03A062536

Head of the State Register

/signature/ G.Sargsyan

Official Seal of the State Register
Department of the Ministry of Justice of
the Republic of Armenia



2. AIMS AND TASKS OF THE ORGANIZATION ACTIVITIES

ARTICLES OF ASSOCIATION

OF

**“HAYK-ANUSH” CHARITABLE
NON-GOVERNMENTAL ORGANIZATION**

2.1 The following are the aims of the organization in accordance with the procedure established by the law:

- To assist children, orphans, socially needed families in their problems solution;
- To assist to schools, repair jobs;
- To create and organize exhibitions (trade exhibitions) in the Republic of Armenia and abroad;
- To cooperate with similar non-governmental and international non-governmental and noncommercial organizations in carrying out their activities;
- To assist in their activities and to participate in them with that purpose;
- To establish media means;

2.2 The following are the purpose of the organization's activities in accordance with the procedure established by the law:

- Organization of arrangements, interviews, speeches;
- Development of cooperation with other state and private organizations, both inside the country and abroad;
- Printing of informational print media and free provision with leaflets, magazines, newspapers, books and any other print media;
- Organization of TV and Radio programs;
- Close cooperation with international organizations functioning within the framework of this program;
- Establishment of separate subdivisions and economic companies of the organization;
- Implementation of other programs, proceeding of the aims and purposes of the present Articles of Association and not prohibited by the Law;

1. GENERAL STATEMENTS

1.1 "HAYK-ANUSH" CHARITABLE NON-GOVERNMENTAL ORGANIZATION (hereinafter referred to as the organization) is a type of a non-governmental union that is a non-commercial organization, not aimed at profit getting and not-distributing got profit among its members, in which natural persons are joint together in accordance with the procedure established by the law on the base of community of their interests with the purpose to satisfy their not religious spiritual or other not material demands, to defend their and other persons' rights and interests.

1.2 The organization acts in accordance with RA Legislation, RA International Agreements and the present Articles of Association.

1.3 The principles of the organization activity is legality, voluntariness, equality of rights, self-governance and publicity.

1.4 The organization acts on the entire territory of the Republic of Armenia and foreign states in accordance with their legislations.

1.5 The organization's name in Armenian is:

“ՀԱՅԿ-ԱՆՈՒՇ” Բարեգործական Հասարակական Կազմակերպություն

1.6 The place of location of the organization is the following: **20 Moldovakan str., apt.40, Yerevan city, RA; tel: 62-42-90**

2. AIMS AND TASKS OF THE ORGANIZATION ACTIVITIES

2.1 The following are the aims of the organization in accordance with the procedure established by the law:

- To assist talented children, orphans, socially needed families in their problems solution;
- To assist in schools repair jobs;
- To create groups in the filed of science, sport, culture and art;
- To create language training groups;
- To assist talented children, groups to organize exhibitions (Trade exhibitions) in the Republic of Armenia and abroad;
- To cooperate with similar non-governmental and international non-governmental and noncommercial organizations, to carry out experience exchange;
- To assist talented persons to print books, catalogues and so on;
- To deal with various issues related to the youth;
- To carry out business activity through establishment of economic companies or participation in them with that purpose;
- To establish media means.

2.2 The following are the purpose of the organization's activities in accordance with the procedure established by the law:

- Organization of arrangements, interviews, speeches;
- Development of cooperation with other state and private organizations, both inside the country and abroad;
- Printing of informational print media and free provision with leaflets, magazines, newspapers, books and any other print media;
- Organization of TV and Radio programs;
- Close cooperation with international organization functioning within the framework of this program;
- Establishment of separated subdivisions and economic companies of the organization;
- Implementation of other programs, proceeding of the aims and purposes of the present Articles of Association and not prohibited by the Law.

3. THE ORDER OF REGISTRATION AND TERMINATION OF MEMBERSHIPS OF THE COMPANY

3.1. Any citizen of RA as well as of other country, who accepts the Articles of Association of the organization and wants to participate in its activities, may become a member of the organization.

A person under fourteen years may become a member of the Organization by his own desire on the base of application of the legal representative. A person from fourteen to eighteen years old, provided that has not been acknowledged completely capable in accordance with the law, may become a member of the Organization on the base of personal application with the written consent of the legal representative.

3.2. A person, who wants to become a member of the organization must apply in a written way to the Board of the organization (hereinafter – the Board) or to the managing body (person) of the territorial subdivision (branch).

3.3. Issue of accepting to the membership of the organization shall be settled by the Board or managing body (person) of the branch. The branches submit to the board reports on new members quarterly.

3.4. A person accepted to the membership of the company may freely leave the organization. Disfranchisement takes place by the decision of the Board.

3.5. A member of the organization, who doesn't pay the annual membership fee stipulated by the Board, is deprived of the membership by the decision of the administration. Once again his acceptance to the membership is carried out on the general base. The size and order of payment of membership fee shall be stipulated by the Board.

4. RIGHTS AND RESPONSIBILITIES OF THE ORGANIZATION MEMBERS

4.1. A member of the organization is entitled:

- a) To elect superior and other bodies of the organization and be elected in them, moreover, in the managerial and inspection bodies may be elected a person above 18 years;
- b) to submit to the managerial bodies of the organization applications, suggestions and claims with the purpose to improve its operations;
- c) to receive exhaustive information regarding the activities of the organization;
- d) to leave freely the organization;
- e) to obtain a legal assistance from the Organization for protection of his legal interests;
- f) to participate in events organized by the organization;
- g) to apply to the Congress with the claim against non authorized activity and illegal decisions of the bodies and officials of the Organization.

4.2. A member of the organization undertakes:

- h) to enhance the authority of the organization;
- i) to fulfill the requirements of the Articles of Association of the organization, decisions of the managerial bodies;
- j) to pay entrance and annual membership fees, if stipulated by the Board, the amount and the procedure of payment is stipulated by the Board;
- k) to fulfill consciously tasks assigned to him/her.
- l) To participate actively in the jobs of the organization, to do his/her best in assistance to the organization's tasks.

4.3. The Congress or the Board of the organization may apply means of disciplinary penalty: rebukes, dismissal of membership, to the member violating the Articles of the organization or not fulfilling his obligations.

5. RIGHTS OF THE ORGANIZATION

- 5.1. The organization is a juridical person from the state registration.
- 5.2. The organization has a separated property, separated balance, seal, stamp, settlement account in a bank in currency of the Republic of Armenia and foreign currency, may obtain in its name property and non property rights and bear liabilities, to appear as a plaintiff and respondent in the court.
- 5.3. The organization determines itself the organization structure, tasks, aims and forms of activities.
- 5.4. The organization has the following rights in accordance with the procedure established by the law to implement its authorized tasks and aims:
 - To spread information regarding its activities;
 - To establish media means;
 - To organized peaceful meetings, mass meetings, marches and demonstrations;
 - To represent and protect rights and legal interests of its members in other organizations, court, bodies of state and local self-government;
 - To carry out business activity through its established economic companies;
 - To obtain, lease and use real property, transportation means, any other property not prohibited by the law in accordance with the procedure established by the Legislation;
 - To alienate, to lease out or to hand over free usage any movable or immovable property of the Company;
 - To sign contracts and other transactions not prohibited by the law;
 - To form and manage independently its financial resources, including by involvement of loaned means, to get credits, grants, also in currency, in RA and other countries;
 - To realize independently foreign activity, also to sign agreements with foreign not commercial and not governmental organizations, to participate in international public organizations, to send on business trips its members and other persons, to invite citizens of other countries, to established separated subdivisions in the Republic of Armenia, as well as in foreign states in accordance to their legislations.

6. RESPONSIBILITIES OF THE ORGANIZATION

- 6.1. The organization undertakes:
 - to give an opportunity to any natural person by his demand to look through the Articles of Association of the organization within seven calendar days;
 - to fulfill paper work and accounting in accordance with the procedure established by the law;
 - to submit to the approval of the organization meeting reports regarding its activities and usage of property not less than once per two years, providing public simplicity of the reports;
 - by the demand of state government authorized body to submit to it copies of the decisions of it superior and other bodies, to allow the representatives of those bodies to participate in the meetings of the organizations;
 - in the cases and according to the procedure stipulated by the law to submit information and reports to the state bodies;
 - within one month after taking decisions on establishing and liquidation of a separated subdivision or establishment to apply to the body of state registration, to register or strike off the register in accordance with the established procedure;
 - to carry out registration of its members;

- in the case of changing an official, who has the right to represent the organization without a power of attorney and (or) the address of the organization, to send the body of state registration passport data of that person and (or) data of the organization address within 14 calendar days;

7. THE ORDER OF THE ORGANIZATION MANAGEMENT

- 7.1. The right of the final decision regarding any issue of the organization's activities and management pertains to the superior body of the organization: the Congress.
- 7.2. The Congress is called once in two years. The Board calls the meeting, determines the order and terms of holding it.
- 7.3. An extraordinary Congress of the organization is called by a grounded demand of one third of the members of the organization or the revision committee with an approved agenda of the demanding neither part nor later than within 14 calendar days. If the Board refuses to call an extraordinary Congress then it may be called by the demanding part.
- 7.4. The following pertains to the exclusive competence of the Congress:
 - approval and change of the Articles of Association of the organization,
 - election of managerial and inspection bodies of the organization, change in their staff and premature termination of their competences;
 - taking decisions on reorganization and liquidation of the organization;
 - approval of reports regarding the organization's activities and property.
- 7.5. The Congress may discuss issues and take decisions on them if more than half of the organization's members or their delegates participate in it. Decisions during discussion of issues are taken by a simple majority of votes of all the members or delegates of the organization.
- 7.6. The Board is elected by the Congress for the term of two years.
The Board carries out its activities through sessions, which are called by the president of the organization at least once in six months. A session of the Board may also be called by the demand of 1/3 of the organization's members or inspection commission (inspector) of the Organization.
- 7.7. The Board:
 - a) approves reports of the organization president, including the report submitting to the Congress;
 - b) makes motions to the Congress regarding issues pertaining to its exclusive competence;
 - c) admits a member of the organization, and releases or dismisses of the membership;
 - d) applies means of encouragement and penalties to the organization's members;
 - e) manages the organization's activities during the periods from one meeting to another;
 - f) determines the order, amount and form of paying the entrance and membership fees by the organization's members;
 - g) acquires, possesses, uses, manages, alienates and strikes off the register the organization's property despite of its form and size;
 - h) establishes and liquidates establishments, structural subdivisions, separated subdivisions /branches and representations/, economic companies of the organization, as well as approves their Articles of Association;
 - i) approves the staff-list of the organization, the order and amount of the employees remuneration;
 - j) approves the accounting reports of the organization;
 - k) has the right to discuss and settle any issue pertaining to the activities and management of the organization, except for those pertaining to the exclusive competence of the Congress.

- 7.8. The Board may discuss issues and take decisions, if more than a half of its members participate in it. Decisions of the Board are taken by a simple majority of voices. In the case of equality of votes the vote of the president is decisive.
- 7.9. President of the organization is elected by the meeting for the term of 2 years.
- 7.10. The President of the organization:
- Occupies the position of the Chairman of the Board, manages the works of the Board and presides over their sessions;
 - represents the organization without a power of attorney;
 - gives orders, powers of attorney;
 - concludes transactions, signs agreements, financial documents, opens banking accounts in accordance with the established procedure;
- Executive Director of the Organization shall be elected by the Congress of the Organization for the term of two years. The Executive Director carries out general coordination of the structural activity of the Organization, hires and fires staff employees of the Organization (with approval of the President), represents interests of the Organization within his/her competence, signs financial documents, opens banking accounts, substitutes the president in the case of his/her absence, realizes assignments given by the Congress and the President.
- 7.11. The President, Executive director and members of the Board cannot be members of inspection commission (inspector).
- 7.12. Inspection commission (inspector) of the Organization shall be elected by the Congress for the term of two years.
- 7.13. Inspection commission carries out its jobs through sessions, which shall be called at least twice a year. Session may be called by demand of 20% of the members of the Organization, 1/3 of the Commission members, president or the Board of the Organization.
- 7.14. Inspection commission of the Organization may discuss issues and take decisions if 2/3 of the Commission members are present at the session. Decision of the commission shall be taken by the simple majority of votes. In the case of equality of votes the vote of the Chairman is decisive. If the Organization has an Inspector instead of inspection commission then his/her decision shall be taken solely.
- 7.15. The inspection commission may demand from the President and other officials of the Organization any data and reports related to the Organization activity.
- 7.16. The inspection commission must submit report on checking of the Organization activity, balance sheet, property maintenance and other brief data to the Meeting.

8. PROPERTY OF THE ORGANIZATION, THEIR SOURCES AND THE ORDER OF USAGE

- 8.1. Property of the organization is the ownership of the organization.
- 8.2. The organization may have as an ownership real estate, transportation means, devices, monetary means, securities and other property not prohibited by the law. The organization's member doesn't have a share right regarding its property.
- 8.3. Sources of the organization's property may be:
- Entrance and membership fees, monetary and material investments of the organization;
 - credits, got from banks;
 - grants;
 - charitable investments, donations of citizens and organizations;
 - sums transferred by the economic companies, established by the organization;
 - other incomes, not prohibited by the legislation of the Republic of Armenia.
- 8.4. Property of the organization is under the protection of the Republic of Armenia.

