

CHARTER

of the Euro Asian Dance Council

Moscow
2019

1. GENERAL PROVISIONS

1.1. Association “Euro Asian Dance Council”, hereinafter referred to as the “Association”, is a non-profit corporate organization uniting through voluntary membership citizens having full legal capacity and legal entities created for representing and protecting common interests, achieving socially useful and other objectives indicated in this Charter.

1.2. Legal form of organization: Association.

1.3. Full name in Russian: Ассоциация Евро Азиатский Танцевальный Совет.

Short name in Russian: Ассоциация ЕАТС.

Full name in English: Euro Asian Dance Council.

Short name in English: EADC.

1.4. Location of the Association: Moscow.

2. LEGAL STATUS OF THE ASSOCIATION

2.1. The legal status of the Association is determined by the Civil Code of the Russian Federation, the Federal law “On Non-Profit Organizations”, other regulatory legal acts of the Russian Federation, this Charter and generally accepted international principles, norms and standards.

2.2. The Association is deemed to be created as a legal entity upon its state registration according to a legally established procedure, owns segregated property, is liable for its debts to the full extent of its assets, may acquire and perform civil rights and have civil obligations in its own name, and is capable of suing and being sued.

2.3. The Association shall have an independent balance and (or) budget.

2.4. The Association shall be created for an unlimited period of time.

2.5. The Association may open accounts with banks and other credit organizations on and outside the territory of the Russian Federation according to the established procedure, except for the cases established by the federal law.

2.6. The Association has a round seal containing its full name in Russian and indicating its location. The Association may have stamps and letterheads with its name.

2.7. The Association may open branches and representative offices on the territory of the Russian Federation in accordance with the legislation of the Russian Federation.

2.8. Interference of the state and other bodies, except for the bodies authorized under legislation, into activity of the Association shall not be allowed.

3. PURPOSES AND OBJECT OF ACTIVITY OF THE ASSOCIATION

3.1. The purpose of creation and activity of the Association is to unite the citizens and legal entities operating in the field of the art and sport of dancing in order to:

- coordinate activity of the Association members;
- represent and protect the rights and legal interests of the Association members, represent their interests in relations with third persons;
- promote and develop ballroom and athletic choreography (at schools, in kinder gardens, care homes and similar institutions);
- assist in development of professional dance sport;
- popularization and promotion of dance as means of aesthetic education and leisure time organization for the population;
- assistance in effective development of the dance sport in the Russian Federation;
- assistance in solving creative, general and regional issues related to development of the art of professional dancing;
- assistance in providing professional, legal, social and domestic help, solving creative and social and economic problems related to activity of professionals in the sphere of ballroom choreography.

3.2. The object of activity of the Association shall be achievement of the goals indicated in clause 3.1. hereof. The Association shall perform the following types of activity for achieving its charter purposes:

- assist in development of the professional dance sport;

- organize recreation and entertainment, perform organizational activities in the field of culture and sports;
- provide informational, publishing, consultative and legal assistance to the Association members as well as the Russian and foreign legal and physical entities assisting in achieving the charter purposes of the Association;
- organize and create dance performances, concerts and other stage performances;
- develop methodological study programs for teaching ballroom and sport dances at state educational institutions and sport dance instructor training programs of state physical training and sports educational institutions:
- publish magazines and periodicals in the field of dance sport;
- assist in organization of dance schools activity, including mass dance training for all ages;
- promotion of achievements of the Russian ballroom dancing school;
- assistance in improvement of professional skills of sport ballroom dancing performers and teachers;
- participates in organization and holding of ballroom competitions, tournaments as well as cup competitions among nonprofessional and professional ballroom and sport dance performers;
- develops according to the established procedure and issues study, methodological, information and other literature, music record and videos for popularization of sport dance together with interested organizations;
- performs activity in the field of dance popularization as a sport;
- holds thematic seminars, exhibitions, scientific and practical conferences, organizes lectures, cultural and educational campaigns and charity events;
- Performs its activity in strict cooperation and interaction with the the state administrative bodies for culture, education and sports as well as other state organizations and social associations of sport, health and fitness nature. The mutual relations and the form of such collaboration and cooperation shall be established on the basis of concluded agreements as well as in accordance with their charters and regulations.

3.3. The Association may cooperate with all interested legal and physical entities for achieving the charter purposes.

3.4. The Association may perform income-generating activities only if they serve to achieve the purposes for which the Association was created and if they correspond to such purposes. Such activity shall be production of income generating goods and services meeting the purposes of the Association as well as purchase and sale of securities, property rights and non-property rights, participation as an investor in companies and partnerships in commendam. In accordance with clause 5, article 50 of the Civil Code of the Russian Federation, the Association accumulated assets through voluntary contributions of founders of ten thousand (10,000.00) rubles each.

3.5. The Association may perform educational activity under professional education programs and additional educational programs. To perform educational activity, the Association shall create a specialized structural educational department within the structure of the Association. Activity of such department shall be regulated by the regulations developed and approved by the Association.

4. PROCEDURE FOR THE MEMBERS TO JOIN (BE ACCEPTED INTO) THE ASSOCIATION AND EXIT THE ASSOCIATION THE RIGHTS AND OBLIGATIONS OF THE ASSOCIATION MEMBERS

4.1. Membership in the Association is voluntary.

4.2. The Association members are its founders after state registration and other citizens of the Russian Federation with full legal capacity, foreign citizens and persons without citizenship, which are legally present on the territory of the Russian Federation, and legal entities, which paid a membership contribution and perform provisions hereof.

4.3. The procedure for acceptance into membership of the Association and exclusion from the Association shall be determined by the General Meeting of the Association members. Acceptance into the Association and exclusion from the Association shall be done by the Presidium by simple majority of votes of members of the Presidium present at the meeting.

4.4. The Association members shall have equal rights and equal liabilities.

4.5. The members of the Association shall pay entrance, annual and special purpose membership contributions and shall make additional asset contributions of the Association members into its assets. The

size of and method for payment of the above membership contributions and asset contributions shall be determined by resolution of the General Meeting of the Association members.

4.6. The Association members may:

- participate in administration of affairs of the Association, including participate in the work of the General Meeting of the Association Members, elect and be elected for any bodies of the Association, make proposals related to operations of the Association for consideration by the management bodies of the Association, participate in consideration of such proposals and acceptance of the corresponding resolutions according to the procedure determined in this Charter;

- receive information about operations of the Association and familiarize itself with the accounting and other documentation in cases and according to the procedure provided by the law and this Charter;

- appeal against resolutions of the Association bodies if such resolutions have civil and legislative consequences in cases and according to the procedure provided by the law;

- acting in the name of the Association, in accordance with clause 1, article 182 of the Civil Code of the Russian Federation, demand compensation for the losses caused to the Association in accordance with article 53.1 of the Civil Code of the Russian Federation;

- acting in the name of the Association, in accordance with clause 1, article 182 of the Civil Code of the Russian Federation, dispute transactions performed by the Association on the grounds provided for by article 174 of the Civil Code of the Russian Federation or Business Corporations Acts of certain organizational legal forms and demand application of consequences of their invalidity as well as application of consequences of invalidity of void transactions of the Association;

- use services provided by the Association free of charge on equal conditions with other members of the Association;

- upon its discretion, exit the Association at any time by filing an application to the Association President issued in a free form;

- freely participate in all events and activities of the Association;

- participate in performance of certain projects and programs developed and financed by the Association;

- use protection of its legal rights by the Association, ask the Association to represent common interests of the Association members in the state government bodies and local government bodies, courts, social associations, relations with legal and physical entities, including foreign ones.

4.7. The Association members shall:

- participate in accumulation of assets of the Association in the required amount according to the procedure, by the method and by the due date stipulated in the Civil Code, another law or this Charter;

- avoid disclosing confidential information about activity of the Association;

- participate in taking corporate resolutions without which the Association is unable to continue its activity in accordance with the law if such participation is required for taking such resolutions;

- avoid doing acts, which are knowingly aimed at harming the Association;

- avoid acts (omissions), which considerably complicate or make it impossible to achieve the purposes for which the Association was created;

- pay the membership contributions provided for by this Charter and, upon resolution of the General Meeting, make additional asset contributions into the assets of the Association;

- assist the Association in performing its activity;

- actively assist in performance of the Association program and achievement of its purposes;

- comply with the legislation of the Russian Federation and the requirements hereof, perform resolutions of the governing bodies of the Association taken within their competence;

- perform obligations accepted with regards to the Association;

- provide the information required for the Association, except for the information representing a commercial secret of the Association member;

4.8. Membership in the Association shall be terminated in the following cases:

- voluntary exit from the Association;

- expulsion from the Association in cases provided by clause 4.10 hereof.

4.9. If membership in the Association is terminated, the assets contributed to the Association by the person, which terminated membership in the Association, including entrance, membership and other contributions, shall not be refunded.

4.10. The Association member may be expelled from the Association in the following cases:

- failure to participate in the activity of the Association;

- performance of activity bringing discredit to the Association and its members;

- untimely payment of contributions;
- failure to perform resolutions of the Association's governing bodies within their competence;
- failure to perform other duties provided herein and by the regulations of the Association.

5. INFORMATION ON THE MEMBERS AND COMPETENCE OF THE ASSOCIATION BODIES AND THEIR DECISION MAKING PROCEDURE

5.1. The Association bodies are:

- the General Meeting of the Association Members, the highest governing body of the Association;
- the Presidium, the collegiate governing body of the Association;
- the President, the single executive body of the Association;
- the Internal Auditor, the control and auditing body of the Association.

5.2. The highest governing body of the Association is the General Meeting of the Association Members (hereinafter referred to as the – General Meeting).

5.3. The General Meeting shall be convened as required but not less than once per year.

5.4. The exclusive competence of the General Meeting shall include resolutions on the following issues:

5.4.1. Determination of priority lines of activity of the Association and principles for accumulation and use of its assets;

5.4.2. Amending the Association's Charter;

5.4.3. Determination of the procedure for acceptance and expulsion of the Association members;

5.4.4. election of the Presidium, early termination of powers of its members;

5.4.5. election of the President and early termination of his powers;

5.4.6. election of the Auditor and early termination of his powers;

5.4.7. approval of the audit organization or an individual auditor of the Association;

5.4.8. approval of annual financial statements and accounting (financial) reports of the Association;

5.4.9. taking of resolutions on creation of other legal entities by the Association, on participation of the Association in other legal entities, on creation of branches and opening of representative offices of the Association;

5.4.10. taking of resolutions on reorganization and liquidation of the Association, on appointment of the liquidation commission (liquidator) and approval of the liquidation balance sheet;

5.4.11. taking of resolutions on the procedure for determination of the size of and method for payment of membership contributions, on additional asset contributions of the Association members;

5.4.12. consideration and approval of reports of the Presidium and the Auditor of the Association;

5.4.13. Taking of resolutions on the extent of subsidiary liability on the obligations of the Association if such liability is provided for by the legislation and the Charter.

5.5. The general meeting may solve any issues related to activity of the Association.

5.6. The General Meeting is duly constituted if more than a half of the Association members is present at it.

A resolution of the General Meeting shall be taken by a simple majority of votes of the Association members present at the General Meeting. A resolution of the General Meeting on reserved matters provided by clauses 5.4.1. – 5.4.13. hereof shall be taken by a qualified majority of 2/3 of the votes of the Association members present at the General Meeting.

The issues referred to the exclusive competence of the General Meeting may not be referred to the competence of the Presidium, the President or the Auditor of the Association.

5.7. The General Meeting shall be in the form of joint attendance of the Association members for discussion of the agenda issues and taking of resolutions on the issues raised for voting.

5.8. A resolution of the General Meeting may be accepted without holding a meeting by absentee voting (by poll), except for taking of resolutions on the reserved matters provided by clauses 5.4.1. – 5.4.13. hereof. Such voting may be done by exchange of documents via mail, telegraphic, teletype, telephone, electronic or other communications ensuring authenticity of transmitted and accepted messages and their documentary confirmation.

5.9. All members of the Association must be informed about the proposed agenda of the absentee voting not later than three (3) days prior to the voting. The Association members may familiarize themselves with all the required information and materials prior to commencement of the voting, The Association

members may make proposals on inclusion of additional issues into the agenda, which must be notified to the Association members prior to commencement of the voting. The voting procedure shall terminate in ten (10) days. The report on the results of absentee voting shall indicate: date until which the documents containing information about the voting of the General Meeting of the Association members were accepted; information on the Association members, which participated in the voting; results of the voting on each item on the agenda; information on the persons who calculated the votes; information on the persons who signed the report.

5.10. Each Association member shall be notified of the date and place of the General Meeting of the Association members as well as the issues subject to consideration not later than ten (10) days before the date of the General Meeting.

5.11. In the absence of quorum for holding the General Meeting, the date of a new General Meeting with the same agenda shall be announced not later than in thirty (30) days.

5.12. Resolutions taken by the General Meeting shall be documented in the minutes, which shall be issued not later than two (2) days from holding the General Meeting and shall be signed by the chairman and the secretary of the meeting who shall be liable for correct content and proper issuance of the minutes.

5.13. Procedure for preparation and holding of the General Meeting shall be established by internal documents of the Association approved by resolutions of the General Meeting.

5.14. During the period between the General Meetings, a collective governing body, the Presidium, is created. The Presidium shall be elected by the General Meeting of the Association members for the period of five (5) years. The Presidium is controlled by the General Meeting.

5.15. The number of members of the Presidium shall be determined by resolution of the General Meeting of the Association but shall not exceed three (3) members.

5.16. The Presidium meetings shall be held as required but not less than once per year.

5.17. The competences of the Presidium shall include taking of the following resolutions:

5.17.1. Control over activity of the president, consideration and approval of reports of the president;

5.17.2. Approval and amendment of the financial plan of the Association;

5.17.3. Approval (acceptance) of internal documents of the Association, except for the documents on the issued included in the competence of the general Meeting;

5.17.4. Development programs and activity plans of the Association and their submission for approval by the General Meeting;

5.17.5. Control over performance of resolutions of the General Meeting, the activity plans of the Association;

5.17.6. Keeping of the register of the Association members, accepting members into the Association and expulsion from the Association;

5.17.7. Taking of resolutions on other issues relating to the Association's activity, except for the issues falling within exclusive competence of the General Meeting;

5.18. The presidium shall be competent to pass decisions if more than a half of the Presidium members are present at its meeting.

5.19. Resolutions shall be taken by simple majority of the Presidium members present at the meeting.

5.20. The Presidium meeting may be held in the form of joint attendance of the Presidium members for discussion of the issues on the agenda and taking of resolutions on the issues raised for voting or without holding a meeting by absentee voting (by poll). Such voting may be done by exchange of documents via mail, telegraphic, teletype, telephone, electronic or other communications ensuring authenticity of transmitted and accepted messages and their documentary confirmation.

5.21. All members of the Presidium must be informed about the proposed agenda of the absentee voting not later than three (3) days prior to the voting. The Presidium members may familiarize themselves with all the required information and materials prior to commencement of the voting, The Presidium members may make proposals on inclusion of additional issues into the agenda, which must be notified to the Association members prior to commencement of the voting. The voting procedure shall terminate in three (3) days. The report on the results of absentee voting shall indicate: date until which the documents containing information about the voting of the Presidium members were accepted; information on the Presidium members which participated in the voting; results of the voting on each item on the agenda; information on the persons who calculated the votes; information on the persons who signed the report.

5.22. Not later than five days prior to holding the Presidium meeting the President shall notify the Presidium members to that effect.

5.23. Resolutions taken at the Presidium meeting shall be documented in the minutes, which shall be issued not later than two (2) days after holding the Presidium meeting and shall be signed by the chairman and the secretary of the meeting who shall be liable for correct content and proper issuance of the minutes.

5.24. The sole executive body of the Association shall be the President. The president shall be elected for the term of five (5) years by the General Meeting by a qualified majority of 2/3 of the votes of the Association members present at the General Meeting. The President shall be controlled by the Presidium.

5.25. The President shall, without a power of attorney, act on behalf of the Association, represent its interests in relations with state government bodies and local state bodies, legal entities and citizens, other persons in Russia and abroad, perform transactions, enter into contracts, issue powers of attorney, issue orders, perform other acts and things on behalf of the Association, except for those referred to the competence of the General Meeting and the Presidium, including:

5.25.1. Organize performance of resolutions of the General Meeting, the presidium, the programs and projects of the Association activity;

5.25.2. Ensure preparation of the required materials and organize holding of the General Meetings and the Presidium meetings;

5.25.3. Provide general management of the organizations created by the Association, coordinate activity of branches and representative offices of the Association;

5.25.4. Determine and approve the staff schedule and structure of working bodies of the Association;

5.25.5. Within the framework of its powers provided by the General Meeting, dispose of the assets and monetary funds of the Association;

5.25.6. Open accounts of the Association in bank institutions with the right of first signature of financial documents;

5.25.7. Issue orders and other administrative documents on the operations of the Association within his powers and authority, give instructions mandatory for performance by all employees of the Association;

5.25.8. Perform other functions not related to the competence of other bodies of the Association.

5.26. The rights and obligations of the President to manage current operations of the Association shall be determined by the legislation of the Russian Federation and this Charter.

5.27. Control over the financial and commercial activity of the Association shall be exercised by the Auditor. The Auditor shall be elected by the General Meeting of the Association members for the period of five (5) years.

5.28. Members of governing bodies of the Association and full-time employees of the Association may not be the Auditor.

5.29. The Auditor shall conduct annual scheduled audits of the financial and commercial activity of the Association. Unscheduled audits may be conducted upon instruction of the General Meeting. The Auditor may demand that the officials of the Association provide all required materials, accounting and other documents. Based on the documents provided by the Association bodies and the results of the Association audits, the Auditor shall issue a report and provide it to the General Meeting.

5.30. Resolutions taken by the Auditor shall be made in writing.

5.31. The Association may enter into a contract with a specialized audit organization for conducting an audit and confirming the annual financial statements (external audit). The external auditor shall be approved by resolution of the General Meeting.

6. THE ASSETS AND FINANCIAL AND BUSINESS ACTIVITY OF THE ASSOCIATION

6.1. In accordance with the legislation of the Russian Federation, the Association may own buildings, structures, residential buildings, equipment, organizational equipment, monetary funds in rubles and foreign currency, securities and other assets required for performance of activity provided for by this Charter.

6.2. The Association may enter into any transactions in relation to the assets owned by it if such transactions do not contradict the legislation of the Russian Federation and this Charter.

6.3. The assets transferred to the association by its members shall be property of the Association.

6.4. The sources for accumulation of the Association monetary and other assets shall be:

— regular (annual) and one-time contributions of the Association members;

- voluntary asset contributions and donations;
- revenues from sale of the goods, works and services;
- dividends (revenue, interest) received on the shares, bonds, other securities and deposits;
- revenue received from the property of the Association;
- other receipts not prohibited by law.

6.5. The following types of contributions are established in the Association:

- entrance contribution;
- annual contribution;
- special purpose contribution.

6.6. The procedure for determining the amount of and the procedure for payment of the membership contributions, resolution on making of additional asset contributions into the Association assets by the Association members shall be determined by the General Meeting.

6.7. The entrance contribution shall be paid within one (1) month from joining the Association. The annual membership contribution shall not be paid later than in the third quarter of the current calendar year. The due date for payment of the special purpose and other additional asset contributions shall be determined by resolution of the General Meeting at which a decision to make such contributions was taken.

6.8. The Association member may receive information on activity of the Association and familiarize with the Association's accounting and other documentation by sending written requests to the President. The President shall review the request and reply to it within one (1) month.

6.9. The Association is an owner of its assets. The Association shall be liable for its debts to the full extent of its assets. The Association shall not be liable for the debts of its members unless otherwise provided by law. The Association members shall not be liable for the Association's debts. This Charter does not provide for subsidiary liability of the Association members.

6.10. The Association shall keep real-time accounting records, financial accounting records and statistical accounting records in accordance with the procedure provided for by the legislation of the Russian Federation.

6.11. The financial year shall be from 1 January through 31 December of the current year.

6.12. The Association shall be liable according to the established procedure for safekeeping management, financial and commercial documents, personnel records and other documents and shall ensure that these documents are transferred for national archiving to the Central Archives of Documents having Academic and Historical Significance.

7. AMENDMENTS TO THE CHARTER

7.1. This Charter may be amended by the General Meeting of the Association members. Amendments to the Charter shall be approved by the General Meeting by a qualified majority of 2/3 of the votes of the Association members present at the General Meeting.

7.2. The Charter of the Association with approved amendments shall be subject to state registration according to the legally established procedure and shall come into legal effect upon such registration.

8. PROCEDURE FOR REORGANIZATION AND LIQUIDATION OF THE ASSOCIATION

8.1. The Association may be reorganized according to the procedure provided for by the Civil Code of the Russian Federation, the Federal Law "On non-profit organizations" and other federal laws,

8.2. Upon resolution of its members, the Association may be converted into a social organization, an autonomous non-profit organization or a fund.

8.3. A reorganization resolution shall be taken by the General Meeting by a qualified majority of 2/3 of the votes of the Association members present at the General Meeting.

8.4. The Association may be liquidated on the ground and according to the procedure provided for by the Civil Code of the Russian Federation, the Federal Law "On non-profit organizations" and other federal laws,

8.5. A resolution on reorganization and appointment of the liquidation commission (the liquidator) shall be taken by the General Meeting by a qualified majority of 2/3 of the votes of the Association members present at the General Meeting or by court.

8.6. The General Meeting or the court, which took a decision about liquidation, shall appoint a liquidation commission (liquidator) and set a procedure and due dates for liquidation of the Association in accordance with the effective legislation.

8.7. Upon appointment, the liquidation commission (liquidator) shall receive the powers to manage affairs of the Association. The liquidation commission (liquidator) shall appear before the court on behalf of the Association.

8.8. The liquidation commission (liquidator) shall publish a notice about liquidation of the Association and procedure and due date for assertion of claims by its creditors in the news media where data about state registration of legal entity is published. This due date may not be less than two months from publishing the liquidation notice.

8.9. The liquidation commission (liquidator) shall take measures to identify creditors and collect accounts payable and shall notify the creditors in writing about liquidation of the Association.

8.10. Upon termination of the due date for raising claims to the creditors, the liquidation commission (liquidator) shall prepare an interim liquidation balance sheet, which shall contain information on the assets of the Association, the list of claims raised by the creditors and the results of their consideration. The interim liquidation balance sheet shall be approved by a the General Meeting by a qualified majority of 2/3 of the votes of the Association members present at the General Meeting or by a body, which took a decision to liquidate the Association.

8.11. If the Association does not have enough monetary funds to satisfy claims of the creditors, the liquidation commission (liquidator) shall sell the assets of the Association on which, according to law, execution may be levied through a bidding process, except for the items costing less than one hundred thousand rubles (according to the approved interim liquidation balance sheet), which do not require to be sold through a bidding process.

8.12. If the assets of the Association are not enough to satisfy claims of the creditors or if there are signs of a legal entity bankruptcy, the liquidation commission (liquidator) shall resort to the court of arbitration with a legal entity bankruptcy application if such legal entity may be declared insolvent (bankrupt).

8.13. Payment of monetary amounts to the Association's creditor shall be made by the liquidation commission (liquidator) in the order of priority set by article 64 of the Civil Code and in accordance with the interim liquidation balance sheet starting from the date of its approval.

8.14. Upon completion of settlements with the creditors, the liquidation commission (liquidator) shall prepare the liquidation balance sheet, which shall be approved by a the General Meeting by a qualified majority of 2/3 of the votes of the Association members present at the General Meeting or by a body, which took a decision about liquidation.

8.15. The assets left after satisfaction of the creditor's claims shall be used for the purposes for which the Association was created and (or) for charity purposes in accordance with this Charter.

8.16. Liquidation of the Association shall be deemed completed and the Association shall be deemed to have terminated its existence upon entering of a record to that effect into the unified state register of legal entities.