

## **Ukraine Cultural Heritage Fund**

A non-profit association  
"UCHF" (in short)

### **Statutes**

Adopted by its founding members on 28/10/2025.

## **CHAPTER I: NAME - REGISTERED OFFICE – OBJECTIVE - BODIES- DURATION**

### **Art. 1:**

A non-profit association (*association sans but lucratif* - ASBL) is hereby created under the name "Ukraine Cultural Heritage Fund" (hereafter: "UCHF" or "the Association").

### **Art. 2:**

The registered office is established in Brussels-Capital Region at the following address: **Sq. du Val de la Cambre 2, 1050 Ixelles, Belgique**. It can be transferred to any other place in Belgium, in accordance with applicable Belgian law.

### **Art. 3:**

The association has an educational, cultural, and scientific aim. Its objective, as a multi-donor platform for international support, is to attract, leverage, manage and invest resources for the implementation of programs and projects to support the preservation, protection, and restoration of cultural heritage and the development and promotion of culture in Ukraine.

To that end, the Association shall:

- In the field of cultural heritage:

1. Provide financial support for initiatives aimed at the preservation, stabilisation, restoration, rehabilitation and sustainable use of Ukraine's cultural heritage;
2. Promote digital transformation in the field of cultural heritage protection and restoration;
3. Engage international expertise and resources for heritage recovery;
4. Support the training of specialists in the field of cultural heritage protection, preservation, and restoration (restorers, architects, curators, etc.);
5. Facilitate the exchange of expertise between Ukrainian and international specialists in the field of cultural heritage;

- In the field of culture and creative industries:

1. Promote and develop culture, including creative industries, in Ukraine;
2. Support the training of professionals of the cultural sector in Ukraine;
3. Contribute to cultural exchanges.

The UCHF pursues a non-profit purpose. Its activities may be carried out anywhere in the world.

**Art. 4:**

The official bodies of the Association shall be:

- The General Assembly;
- The Board.

The Board may establish consultative committees or informal bodies that work under their responsibility, including the following:

- An Expert Committee;
- An Audit Committee;
- An Ethics and Governance Committee;
- Any other relevant committees that may consult on the UCHF's operations.
- The General Secretariat.

**Art. 5:**

The duration of the Association is unlimited.

**CHAPTER II: MEMBERS - ADMISSION – EXIT - COMMITMENT**

**Art. 6:**

The Association is open for membership to any natural and legal persons.

1. The two founding Members are :

- i.* Ukrainian Center for Cultural Research (UCCR)
- ii.* The International alliance for the protection of heritage (ALIPH)

2. The other Members, that may be admitted, shall consist of:

- Donor countries
- Donor international organizations
- Private donors, such as philanthropists or foundations
- Other entities contributing to the UCHF's funding

The number of Members is unlimited. There cannot be fewer than two Members.

The representatives of legal entity Members of the UCHF are natural persons expressly designated in writing for that purpose by the Members.

**Art. 7:**

Applications for membership must be submitted to the General Assembly for their approval.

The President of the General Assembly (who also serves as Chair of the Board, see article 26) must be informed if the representative of a Member changes, or if there is

any change in the legal structure on which the membership is based. In the latter case, the President will evaluate the degree of continuity of the new structure and decide whether to confirm the status of member. This decision will be confirmed by the General Assembly in accordance with the terms set out in article 18.

**Art.8:**

All Members of the UCHF must accept and respect the Statutes and any of the Rules of Procedure approved by the General Assembly.

**Art. 9:**

Members are required to pay a contribution, the amount and frequency of which will be decided by the General Assembly. The Board may also decide to waive this requirement in certain cases.

**Art. 10:**

Members are free to withdraw from the UCHF at any time by addressing their resignation in writing to the Chair of the Board. Resignation takes immediate effect, but Members must fulfil their financial obligations to the Association until the end of the year in which the resignation takes effect.

If the Board deems that a Member has not fulfilled its financial commitments within the required timeframe, or has failed to renew them in due time, the Board may decide to withdraw that Member's status.

Members may also be excluded if they cause or threaten to cause serious disruption to the operations of the UCHF.

Members who resign, or are excluded or cease to exist, as well as their dependents, cannot claim reimbursement of the contributions paid by them.

**Art. 11:**

The exclusion of representatives can be proposed by a member of General Assembly to the Board. Exclusion must be based on serious grounds, such as breach of the Statutes or Rules of Procedure, or non-compliance with ethical standards, and after the representative concerned has had the opportunity to defend him/herself in writing.

The Board may suspend, with immediate effect, representatives who are considered guilty of a breach of the Statutes.

Representatives who resign, are excluded or cease to exist. They cannot claim or require accounts, imposition of seals, inventories or reimbursement of the contributions paid by them or by a third party.

**Art. 12:**

Members incur no personal responsibility for the UCHF obligations.

## **CHAPTER III: THE GENERAL ASSEMBLY**

### **Art. 13:**

The General Assembly is the supreme decision-making body of the UCHF. It shall exercise all powers required to achieve the Association's purpose including the following core functions:

1. To modify the Statutes;
2. To appoint and dismiss Members of the General Assembly as well as Board Directors;
3. To set the amount and frequency of Members' contributions;
4. To approve the Association's annual budget and financial statements, proposed by the Board;
5. To appoint and replace the Association's regulatory auditors;
6. To decide on resolutions proposed by the Board;
7. To delegate to the Board the approval of financial support provided to the implementation of programs and projects, based on mechanisms approved by the General Assembly;
8. To adopt the rules of procedure of the Association as proposed by the Board;
9. To create committees;
10. To voluntarily dissolve the Association;
11. To dismiss a Member's representatives;
12. To take any other decision outside the statutory and legal competence of the Board.

### **Art. 14:**

The General Assembly is composed of all Members of the UCHF.  
The General Assembly shall be presided by the Chair of the Board.

### **Art. 15:**

The General Assembly shall meet as often as necessary and at least once a year at such time and place determined by the Board.

The Association can be convened in an Extraordinary General Assembly at any time by decision of the Board or if one half of the Members requests it. The agenda must specify the reasons for such convening.

### **Art. 16:**

The meetings shall be convened by written notification by the President of the General Assembly. Invitations must indicate the date, time and modalities of the meeting. The agenda is drawn up by the Board and sent via electronic means, at least two weeks ahead of the meeting. Proposals by Members may be included on the agenda.

### **Art. 17:**

The General Assembly is validly constituted as long as more than half of the Members are present or represented.

The President presides over the meeting. In the event that he/she is absent, it may be presided by another Board director appointed for that purpose by the Chair of the Board.

**Art. 18:**

The President shall use their best efforts to make decisions by consensus. If the efforts made by the Members and the President have not led to consensus, any Member may call for a vote. In case of voting, the decisions of the General Assembly, apart from those provided for in the second paragraph of this article, are taken by a simple majority of votes of Members present or represented. In the event of equal votes, the President has the casting vote.

However, if the General Assembly does not have a quorum of more than half of the Members, a new General Assembly will be summoned under the same conditions as above, which will rule finally and validly on the proposal in question, by a majority of two thirds of the votes whatever the number of Members present or represented.

Any resolution concerning an amendment to the Statutes, the exclusion of a Member or the dissolution of the Association are taken by two thirds of Members present or represented.

**Art. 19:**

The General Assembly may also meet and validly deliberate by videoconference, teleconference, or by any other means of communication that allow the identification of participants and the recording of each Member's vote.

**Art. 20:**

Between meetings, the President of the General Assembly may ask the General Assembly to pass resolutions using a vote through electronic channels. The quorum and terms of convening and decision-making shall be the same as those for ordinary meetings. Decisions made in this way have the same legal force as the decisions made in an ordinary meeting. Proceedings between meetings shall not replace the General Assembly meetings of which the terms are set down in these Statutes.

**Art. 21:**

At the initiative of the President of the General Assembly, if necessary referred by a Member or the Managing Director, the General Assembly may be called upon to approve ordinary or urgent decisions electronically, using a silence procedure instead of a meeting or an electronic vote, after Members have received the relevant reference documents and the text of the draft decision. They shall have at least three (3) working days to express an objection in case of urgent decisions, and at least seven (7) working days for ordinary decisions. If a written objection is received from a Member and is not withdrawn before the deadline for the submission of objections, the resolution shall not be considered to have been passed.

Decisions made in this way have the same legal force as the decisions made in an ordinary General Assembly meeting.

**Art. 22:**

The records of decisions of the General Assembly are signed by the President of the General Assembly or, failing that, by the person who was appointed as replacement, and kept at the registered office of the UCHF, at the disposal of the Members.

## **CHAPTER IV: THE BOARD**

### **Art. 23:**

The Board is the administrative and operational body of the Association. It has extensive authority to approve the UCHF's strategy and policies, manage and run the Association as granted by these Statutes, and implement the decisions taken by the General Assembly. It reports on the Association's work to the General Assembly.

The Board:

1. To define the programs for the Association's work in accordance with the strategies and policies defined by the General Assembly;
  2. To run the Association, and prepares an annual budget and annual financial statements, which are submitted to the General Assembly for approval;
  3. To select the programs and projects to be funded, as delegated by the General Assembly;
  3. To propose the policies pertaining to the financial contributions for approval by the General Assembly;
  4. To perform all acts necessary or useful for achieving the objective of UCHF except for acts that are expressly reserved to the General Assembly as per these Statutes;
  5. To delegate certain acts of daily management, through the authorised signature appertaining to such action, to the Managing Director of the General Secretariat;
  6. to submit every year annual financial statements approved by the General Assembly, to the competent public authorities as defined by the Service Public Fédéral Justice;
  7. To propose to the General Assembly, for approval, the rules of procedure for the Association's bodies;
  8. To develop the Association's international relations and partnerships.
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### **Art. 24:**

The Board shall be composed of Directors appointed by the General Assembly, comprising a minimum of five Directors and a maximum of nine.

The Directors are chosen either from the General Assembly Members or from one of the qualified personalities approved by the General Assembly, which can include the Managing Director of the General Secretariat.

The Board shall include the representatives of the Founding Members as well as the Managing Director of the General Secretariat of the Association. Representatives of the Founding Members shall be appointed to the Board via written act at the time of constitution of the UCHF.

One Director seat will be reserved for a representative of the Ukrainian authorities and another one for a representative of Ukrainian civil society.

The Board Directors are appointed by the General Assembly for a term of three years, renewable. They can at any time be dismissed by the General Assembly on a simple majority of votes. Board Directors shall carry out their duties free of charge, but they may receive a reimbursement of expenses incurred for attending governing meetings.

If by death, disappearance, voluntary resignation, expiry of term of office or dismissal, the number of Board Directors falls below the minimum statutory number, the Board shall nevertheless continue to exercise its powers throughout the term of office of the Directors who remain.

**Art. 25:**

The Board shall elect a Chair and a Vice Chair from its Directors. They are appointed for a term of three years, renewable. The Chair will also be the President of the General Assembly.

The Vice Chair shall replace the Chair if and as long as the latter is not able to carry out his/her functions or until the Board elects a new Chair.

**Art. 26:**

The Board shall meet as often as necessary and at least once a year.

**Art. 27:**

The meetings shall be convened by written notification by the Chair of the Board. Invitations must indicate the date, time and modalities of the meeting. The agenda is drawn up by the Chair of the Board with the support of the Managing Director of the General Secretariat, and sent via electronic means, at least one week ahead of the meeting.

**Art. 28:**

The Board is validly constituted as long as more than half of the Board Directors are present.

The Chair presides over the meeting. In the event that s/he is absent, it may be presided by the Vice Chair of the Board. If a Board Director cannot attend, s/he can give their proxy to another Board Director. No one can hold more than one proxy.

**Art. 29:**

The Chair shall use their best efforts to make decisions by consensus. If the efforts made by the Board Directors and the Chair have not led to consensus, any Board Director may call for a vote. In case of voting the decisions of the Board are taken by a simple majority of votes of Board Directors present or represented. In the event of equal votes, the Chair has the casting vote.

**Art 30:**

The Board may also meet and validly deliberate by videoconference, teleconference, or by any other means of communication that allow the identification of participants and the recording of each Board Director's vote.

**Art 31:**

Between meetings, the Chair of the Board may ask the Board to pass resolutions using a vote through electronic channels. The quorum and terms of convening and decision-making shall be the same as those for ordinary meetings. Decisions made in this way have the same legal force as the decisions made in an ordinary meeting. Proceedings between meetings shall not replace the Board meetings of which the terms are set down in these Statutes.

**Art 32:**

At the initiative of the Chair of the Board, if necessary referred by a Director or the Managing Director, the Board may be called upon to approve ordinary or urgent decisions electronically, using a silence procedure instead of a meeting or an electronic vote, after the Board Directors have received the relevant reference documents and the text of the draft decision. They shall have at least three (3) working days to express an objection in case of urgent decisions, and at least seven (7) working days for ordinary decisions. If a written objection is received from a Board Director and is not withdrawn before the deadline for the submission of objections, the resolution shall not be considered to have been passed.

Decisions made in this way have the same legal force as the decisions made in an ordinary Board meeting.

**Art. 33:**

The records of decisions of the Board are signed by the Chair of the Board or, failing that, by the Vice Chair, and kept at the registered office of the UCHF, at the disposal of the Members of the General Assembly.

**Art. 34:**

The Board shall establish permanent or ad hoc consultative committees to assist in fulfilling its mandate. These shall include:

- An Audit Committee that shall be responsible for:
  - o Supervising compliance by the Association and its stakeholders with appropriate standards, as described in related Association's policies, codes and requirements;
  - o Supervising internal and external audit work, in conjunction with the Auditor, and the investigations of the Association;
  - o Ensuring that the operations and management of the General Secretariat produce optimal results.
  
- An Expert Committee that shall advise the General Assembly and the Board on the scientific aspects of all issues relating to the selection and evaluation of programs and projects to be financed in the field of cultural heritage, culture and creative industries.
  
- An Ethics and Governance Committee that shall make recommendations to the General Assembly and Board regarding:
  - o The respect by the UCHF, the Members of its Board and its Committees, and its staff, of ethical standards, in particular those defined by the Association's Code of Ethics;
  - o The good governance of the Association, and in particular the revision of the Statutes or of the Rules of Procedures;

Each committee shall operate under terms approved by the Board and report regularly to it.

**Art. 35:**

All judicial action, as plaintiff or defendant, will be handled by the Board, represented by its Chair.

**CHAPTER V – GENERAL SECRETARIAT**

**Art. 36:**

The General Secretariat ensures the day-to-day operations of the association and the proper implementation and evaluation of the Association's programmes and projects.

The Secretariat shall be headed by a Managing Director, appointed by the Board on merit in a non-political, transparent and competitive manner.

The Managing Director shall report to the Board. S/he exercises specific duties and responsibilities assigned to him or her by the Board. The Managing Director may be removed at any time by the Board.

The General Secretariat staff shall be appointed by the Managing Director, in accordance with UCHF's policies and procedures for the recruitment and selection of General Secretariat staff, and in accordance with Belgian law.

**Art. 37:**

The General Secretariat's functions may include:

- Developing and proposing programmes for the protection and restoration of culture and cultural heritage in Ukraine, and the development and promotion of culture in Ukraine;
- Managing the entire project life cycle, including the Secretariat's internal assessments and, where necessary, external and scientific evaluations; pre-selection of project proposals and their submission to the governing bodies; establishing grant agreements; and overseeing project monitoring and evaluation. Direct implementation of projects may be envisaged when required;
- Supporting the work of the General Assembly, the Board, and other committees and bodies;
- Implementing the risk management strategy adopted by the Board;
- Managing the Association's budget and administrative functions;
- Commissioning and supervising contracted work;
- Supporting advocacy and resource mobilisation activities;
- Promoting the UCHF through communication policies, events, and partnerships.
- Contributing to the development of the Association's international relations.

**Art. 38:**

The Association shall be financed from:

- Member's contributions, the amount and modalities of which shall be determined by the General Assembly;
- Public or private subsidies and grants awarded by third parties;

- Donations and gifts, as well as bequests, insofar as these are accepted in accordance with the applicable provisions of Belgian law and, where required, subject to prior authorization by the competent authorities;
- Service fees such as training, consulting, publications or events as long as they are reinvested in the Association's purpose and provided these activities remain ancillary and non-profit in nature;
- Investment income (interest, dividends and capital gain from financial assets);
- Real estate income from property owned by the Association.

Contributions from third parties will be subject to specific screening procedures defined by the Board.

**Art. 39:**

The financial year starts on the first of January and ends on thirty-first of December. Exceptionally, the first financial period starts on the date of the signature of the Statutes and ends on 31 December of the same year.

**Art. 40:**

The Auditor, appointed by the General Assembly, shall examine the Association's financial statements for the financial year just ended.

S/he shall present a written report to the Board prior to the preparation of the agenda of the next General Assembly, in order to enable the inclusion of the relevant financial items.

The Auditor shall also present his or her report to the General Assembly, which shall decide on the approval of the annual financial statements and the discharge (*quitus*) of the Board.

**Art. 41:**

Official documents such as the Statutes, annual financial statements, to be filed with the Belgian authorities, shall be in French as per applicable law. The working language of the Association is English.

## **CHAPTER VI - DISSOLUTION – LIQUIDATION**

**Art. 42:**

Except in the case of legal or forced dissolution, the General Assembly can decide to dissolve the Association. In the case of voluntary dissolution, the General Assembly shall designate one or more liquidators and determine their powers as well as the means of dissolution.

**Art. 43:**

After settlement of debts, the net assets will be assigned to an association with objectives as close as possible to those of the Association being dissolved. If this transfer is not realized within two years the net assets will be transferred to an impartial institution.

## **CHAPTER VII – APPLICABLE LEGAL PROVISIONS**

### **Art: 44:**

The Association is governed by the provisions of the Belgian Code of Companies and Associations of 23 March 2019 (the “Code”), as amended from time to time, and by the present Statutes.