



BY-LAWS

Of the Non-Profit Union of International Professionals (UNIPRO, Inc.) in the field of Business, Personal Protection and Industry Development

Adopted on May 20, 2019

Article 1. GENERAL PROVISIONS

1.1. The Non-profit Union **UNIPRO** (hereinafter – the **UNION**), is a nonprofit organization founded by individuals and legal entities to support its Members in the exercising of their professional activities, organization of educational process at the international level, to support the regional offices in promoting personal, business protection projects, such as achieving the goals of these By-laws.

1.2. The Union shall act in accordance with the applicable laws of the State of Georgia, USA, and US Federal Law "On Nonprofit Organizations", and is guided by the Constitution of the United States of America.

1.3. Membership in the **UNIPRO** Union is valid throughout the United States and on the territory of other countries based on the principles of legality, transparency, self-government, voluntary and equal participation of **UNIPRO** Members in its activities, trust, honesty and mutual aid between the **UNIPRO** Members.

1.4. Full name of the Union in English:

Non-profit Union of International Professionals

The Union abbreviated name in English: **UNIPRO, Inc.**

1.5. The Union has a seal with its full name in English, company stamps and forms, a Pin, the Union member ID card, the Union Medal "**For Professionalism**" registered in the manner prescribed by law:

- The Medal "**For Professionalism**" can be awarded to Members of the Union who have shown exceptional qualities and professional skills during the performance of their civic duty;
- The Medal "**For Professionalism**" can be awarded to organizations and citizens of any countries for assistance in the development of the Union, promotion of projects and professional training.;
- Initiated the submission to the award can act Regional Coordinators, the Members of Board of Directors of the Union, Board of Counselors of the Union non-governmental organizations.

1.6. **UNIPRO** is a legal entity from the moment of the state registration; it has the legal capacity necessary to implement the statutory goals and objectives; it also has its own property and its own balance sheet.

1.7. In order to achieve the statutory purposes **UNIPRO** has the right to enter into agreements and

perform other transaction, to acquire property and non-property rights, sue and be sued in a court, arbitration court and arbitral tribunal.

1.8. **UNIPRO** is responsible for its obligations on all its property, which may be subject to seizure under the US law. **UNIPRO** is not liable for the obligations of the United States and its Members. The United States is not liable for the obligations of **UNIPRO**.

1.9. **UNIPRO** establishes business relationships with US and foreign governmental, public, commercial, non-profit, and other bodies and organizations, as well as US and other foreign citizens, takes part in the joint activities aimed at the implementation of statutory objectives, enters into international and other organizations and collaborates with them to the extent permitted by paragraph 1.1 hereof.

1.10. The Union is located at (**UNIPRO Headquarters**) 5881 Sentinal Walk Court, Norcross, GA 30093, USA.

1.11. A **PROFESSIONAL** is a citizen of the United States or another country, registered as an individual entrepreneur, who has received a license to carry out private activities in the manner prescribed by law and provides services provided for by the legislation of the country that issued the license.

1.12. **ASSOCIATION OF PROFESSIONALS** is the organization in the United States or another country registered as a commercial or non-profit entity in accordance with the law and having a duly issued license to carry out activities and/or offer services provided by the legislation of the issuing state.

Article 2. OBJECTIVES AND ACTIVITIES

2.1. The objectives of **UNIPRO** are:

- creation of an international database of **UNIPRO** professionals, development of cooperation between the Union Members and coordination of their activities;
- protection of rights and legal interests of **UNIPRO** Members, helping them to improve their performance and promotion of projects aimed at ensuring personal, business protection and industry development;
- encouraging the Members to share their market experience and useful information; promotion of the Union Members' activities in the labor markets; empowerment of each Union member to promote the services provided outside their own territory (city, country), including customer base growth at the international level; - enhancing the prestige of the professions and the image of each member of the Union through the expansion of the **UNIPRO** fields of action and its representation at the regional and international level;

2.2. Production and issuing of periodicals, reference books, textbooks and materials; organization of workshops and conferences, national and international forums on the Union Members current problems, with the aim to raise the specialists' professional level and promoting practical applications of scientific knowledge in the area of their activities;

- organization of education and training for the **UNIPRO** Members;

- collecting and processing information; organizing the rapid exchange of information between Members of the Union.

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2.3. If any kind of activity requires a license or special permission, such activity is carried out after the receipt of a license or permit.

Article 3. UNIPRO MEMBERS, THEIR RIGHTS AND DUTIES

3.1. Union Members are individuals and legal entities (conducting professional activities) under US law, as well as foreign individuals and legal entities that share the goals and objectives of the Union and join the Union in the manner prescribed by these By-laws.

3.2. When joining to the Union, its Members maintain their economic independence and rights of a legal entity; they do not change the form of ownership and name.

3.3. Entry into the Union's Membership confirms the Member's intention and consent to co-ordinate their activities with other Members of the Union in accordance with these By-laws.

3.4. Timely and full payment of payment of contributions to the Union is an indispensable condition for Membership in the Union. The contributions to the Union include the admission fees and Membership dues.

3.5. Admission to the Union is made on the basis of an application. The application is compiled in the form approved by the President of the Union. Together with an application to join the person is at least 2 recommendations from Member States, Resume, Application for Database Professionals, Non-Disclosure Agreement. Any other information to confirm the professional level. The reception is preceded by verification of the personal data of the candidate or organization, which is carried out at the expense of the applicant.

3.6. Individuals or entities submitting an application recognizes that in accordance with the provisions of the By-laws, they accept all the obligations arising therefrom, and will fulfill them after joining the Union.

3.7. Following consideration of the application by the Board of Directors of the Union one of the following decisions shall be made:

- To admit the professional or Association to the Union;
- To postpone the admission of the professional or Association to the Union for a specified period before obtaining additional information;
- To reject the professional or Association admission to the Union in writing, with the reasons of rejection.

A Professional or Association shall be considered accepted to the Union from the moment when the decision is made by the Board of Directors of the Union.

3.8. Upon admission to the Union an individual will be sent a welcome letter by e-mail and an invoice to pay the admission and membership fees. The admission and membership fees shall be paid within ten (10) days after receipt of the invoice.

3.9. In case of refusal to join the Union, an individual will be sent an e-mail indicating the reasons for refusal. The deadline for sending this letter is 10 (ten) days from the date of the decision. After the elimination of the causes of failure of the person shall be entitled to re-apply for Membership in the Union.

3.10. Information about individuals and organizations admitted to the Union may be published on the Union's official Internet resource.

3.11. Union Members have the right:

- To receive the information provided by the Union to fulfill its objectives;
- to use the services provided by the Union in the course of its activities referred to in Article 2 of these By-laws on a priority basis;
- To participate in the management of the Union;
- To propose new items for inclusion in the agenda of the meetings of the Board of Directors of the Union and the Regional Coordinating Council, including any changes of these By-laws;
- To propose draft projects to improve the functioning of the Union and the regional Coordinators;
- To participate in managing the activities of the regional Coordinators and the Union;
- To receive information about the activities of the Union upon a written request addressed to the President (the President shall provide the requested information or issue a reasoned refusal in writing within ten days of receipt of the said request);
- to revoke their Membership in the Union at their discretion on the basis of a written application submitted to the Board of Directors of the Union through the regional Coordinator;
- To withdraw their Membership in the Union at any time.

3.12. Union Members shall have the following obligations:

- to pay Membership fees in the manner and amount established by the annual meeting of the Board of Directors of the Union;
- Not to disclose confidential information and information constituting a trade secret, about the Union's activities;
- To comply with the provisions of these By-laws, the current legislation of the state, as well as the internal documents of the Union;
- To fulfill the undertaken obligations in relation to the Union in the prescribed manner;
- To support the implementation of the Union's objectives.

3.13. In case of any disputes and disagreements between Members of the Union, these disputes should be resolved primarily through timely negotiations and consultations among the involved Members of the Union with a view to finding a solution acceptable to all parties concerned. If a compromise is not reached, then the issue should be brought before the Arbitral tribunal of the Union with the participation of the stakeholders.

Decision made by the Arbitral tribunal to resolve the dispute is binding for all Members of the Union. If any of the conflicting parties considers the decision of the Union's Arbitral unfair, it has the right to settle the dispute in accordance with the current legislation of the state where the violation has taken place.

3.14. The Union Member may be excluded from the Union by decision of the Board of Directors of the Union.

3.15. The grounds for exclusion are as follows:

- Gross and/or repeated violations of the Union By-laws;
- Systematic failure to comply with the recommendations of the regional Coordinator or the Board of Directors of the Union;
- Systematic failure to fulfill the Union's duties, including the payment of Membership fees, or hindering the achievement of the Union's statutory objectives.

3.16. The procedure for voluntary withdrawal from the Union:

- Member of the Union submits the statement on voluntary withdrawal from the Union;

3.17. Information about excluded or released individuals and organizations may be published in a database on the official Internet resource of the Union with the appropriate wording.

3.18. Entrance and Membership fees paid by Members released or excluded from the Union, will not be returned.

Article 4. MANAGEMENT

4.1. The Union Management shall consist of:

- Forum of the Union Members;
- Quarterly and/or Semi-annual Meeting of the Board of Directors of the Union and the regional Coordinators;
- The President.

4.2. The supreme governing bodies of the Union are the President and the Board of Directors of the Union.

4.3. The exclusive preserve of the Union Members Forum includes:

- Introduction of amendments and additions to the By-laws;
- identifying priority areas for action and the principles of formation and use of the non-profit property of the Union;
- Adoption and amendment of the internal documents of the Partnership, provided by paragraph 3.12. hereof;

4.4. The regular Forums of the Union Members shall be held not less than once a year in the terms defined by the Forum itself.

4.5. Extraordinary Forums of the Union Members shall be held on the initiative of the President or at the request of at least one third of the Union Members.

4.6. The proposal to convene an extraordinary Forum of the Union Members shall be sent to the regional Coordinators in writing specifying the matters to be considered, and the date of the meeting taking into account the time needed for the preparation of the Forum of the Union Members, but not later than 60 days before the date specified in the proposal.

4.7. Organizational support for convening and holding of the Forum of the Union Members is carried out by the person authorized for that purpose by the President of the Union.

4.8. Union Members are notified of the convening of the Forum of the Union Members in writing or by e-mail with the draft agenda, as well as the place and time of the Forum no later than 45 days prior to the Forum.

4.9. The Forum of the Union Members is held in the manner prescribed by the By-laws of the Union. During the Forum, the Forum's agenda can be changed by the decision of the participating Members of the Union.

4.10. Before the opening of the Forum of the Union Members the participants shall be registered and a secretary and a presidium of the 3 Members of the Union are elected to coordinate the work of the Forum and to assist the President of the Union and the regional Coordinators.

4.11. The work of the Forum shall be managed by President of the Union with the support of the regional Coordinator from the country where the Forum is held. The Forum of the Union Members has decision-making authority if the vote was attended by over half of the Union Members. If the required quorum is not achieved, the Presidium of the Forum has the right to open the Forum or move the Forum to a different date and/or country, but not more than by 60 days. The Union Members are informed about the decision in accordance with the procedure and within the time limit established by paragraph. 4.8 hereof.

4.12. The decisions of the Forum of the Union Members are made by voting by the Members of the Union present at the meeting, each of the Members having one vote. The decision of the Forum of the Union Members is recorded in the Forum minutes and signed by the Board of Directors and the Secretary of the Forum. The decisions enter into force 10 days after the Forum.

4.13. Passing decisions on matters within the exclusive competence of the Union Forum Members requires a two-thirds majority of the total number of the Non-profit Union Members participating in the Forum.

4.14. The decision on changes to the paragraphs of the By-laws and the Code of Ethics is passed unanimously by the Members of the Non-profit Union by open voting at the annual Forum, or by the consent of the Union Members sent via e-mail.

4.15. Decisions passed by the Forum of the Union shall be brought to the attention of all Members of the Union within 10 days and are binding for all Members of the Union.

4.16. In between the forums of the Union, the Management of Non-commercial Union **UNIPRO, Inc.** is carried out by a permanent collegial body - the Board of Directors of the Union.

4.17. The Board of Directors of the Union shall consist of not less than three (3) but never an even number of Members of the Union.

4.18. The Board of Directors of the Union is responsible for:

- The election of the Arbitral tribunal and the early termination of its powers;
- Approval of the annual report and annual balance sheet of the Union;
- Approval of the programs and projects of the Union;
- Establishment of regional hubs and opening representative offices of the Union, as well as the appointment of their leaders;
- Participation in other organizations;
- approval of the normative documents regulating the work of the regional Coordinators and representatives, as well as the funds, permanent and temporary committees and commissions created under the decision of the Board of Directors of the Union;
- Approval of the budget (financial plan) of the Union;
- Determination of the size and terms of entrance and Membership fees payment;
- Approval of internal documents of branches and representative offices, permanent and temporary committees and commissions;
- Union Forum convening, preparation of the draft agenda;
- setting the current tasks of the Union, creation of committees, working groups and other temporary structures for tackling some of the most important issues; control over their work;
- making decisions on the establishment of the media to promote the Members of the Union work and to share their views;
- making decision to for the Union to enter another non-governmental, non-profit organizations and associations worldwide, as well as the international organizations;
- Approval of the proposals on the admission of new Members of the Union;
- The Board of Directors elects the Board of Counselors of the Union of UNIPRO
- The Board of Directors has the right to make decisions on other issues of organization and activities of the Union.

4.19. The Board of Counselors is elected for a period of three years by the Board of Directors of the Union from among the professional members of the Union.

4.20. The Board of Directors is headed by President of the Union.

4.21. By the decision of the Board of Directors its sessions can be joined, in an advisory capacity, by the Union Members, representatives of state and public bodies and organizations.

4.22. A Member of the Board of Counselors who twice failed to take part in the meeting of the Board of Counselors of the Union without a valid reason, may be suspended from his or her duties, and prematurely removed from the Board of Counselors by the decision of the President, followed by a written notice.

4.23. Meetings of the Board of Directors of the Union shall be held at least once every six months under the chairmanship of the President (Chair). In the absence of the President of the Board of Directors, his or her functions can be performed by another member of the Board of Directors of the Union appointed by the President. If there are any urgent questions concerning the activities of the Union, the Board of Directors of the Union has the right to conduct an unscheduled meeting. In this regard, it is permitted to hold an unscheduled meeting of the Board of Directors of the Union through conferencing or e-mail.

4.24. The Board of Directors of the Union shall have the authority to make decisions if the meeting attended by more than half of its Members.

4.25. The Board of Directors decisions are made by vote of its Members, each of whom has one vote (for or against).

4.26. All decisions of the Board of Directors of the Union are adopted by a simple majority of its Members present at the meeting.

4.27. The Board of Directors of the Union decisions are registered in the minutes signed by the Chairman and the secretary of the meeting of the Presidium of the Union.

4.28. At the request of not less than one third of the Members of the Board of Directors of the Union the decision made can be submitted for approval to the Forum of the Union Members.

4.29. The President of the Union is responsible for current management of the Union. The responsibilities of the President as the sole executive body include:

- Overall management of the current activity of the Union;
- acting without a power of attorney on behalf of the Union and representing the Union in negotiations with legal entities and individuals in the US and abroad; on behalf of the Union entering into treaties, agreements and conducting other transactions that do not contradict the By-laws of the Union and the US legislation;
- Organization of legal and administrative support activities of the Union;
- Appointment of the Vice-Presidents of the Committees of the Union activities and termination of their powers;
- Appointment of the Chairmen of the Committees of the Union activities and termination of their powers;
- Appointment of Regional Coordinators of the Union termination of their powers;
- raising of funds for the financing of the programs, projects and activities approved by the Union;
- Coordination of the activities of the Committees of the Union, approval of their annual reports;
- Approval of the limits and estimates of the administrative expenses;
- determining the conditions of remuneration of staff of the Union;
- Staff hiring and dismissal, in accordance with the Labor Agreement of the Union, making decisions on the corporate rewards and sanctions;

- issuing orders and instructions, approval of regulations, work rules, functional responsibilities, issuing powers of attorney;
- inviting experts to participate in the development of programs and projects of the Union;
- opening the Union's accounts in US banks, disposal of the received loans, property and financial resources of the Union, as well as the implementation of current expenditure of the Union within the approved cost estimates.

4.30. The President of the Union has the right to address other issues of the Union, except for matters requiring the decision of the Forum of the Union Members.

4.31. The President prepares an annual address to the Union Forum on the implementation of plans of the Union and carrying out stand-alone function of the Union, as well as on its long-term future development. The annual address of the President also includes the results of the Board of Directors of the Union activities managed by the President, in the form of an annual report.

4.32. Current management of the Union can also be carried out by the Vice President, acting on the basis of the power of attorney issued by the President.

Article 5. PROPERTY AND ECONOMIC ACTIVITY

5.1. The main source of activity and formation of the property of the Union are the admission and annual contributions (fees) of its Members. The contributions can be in a form of cash and other tangible and intangible assets, property and property rights. Contributions to the Union made by its Members, shall become the property of the Union.

5.2. In the event of payment a non-monetary fee, the right to use the payment should be transferred to the Union within one month from the due date of the fee payment.

5.3. The Union may possess equipment, cash, securities and other property necessary to implement its statutory goals and objectives.

5.4. The Union uses the property belonging to it, and carries out its production activities and business operations only to achieve the statutory goals and objectives in the manner prescribed by the US legislation for non-governmental, non-profit organizations.

5.5. Financial and material resources of the Union are made of:

- Admission fees of Union Members;
- Membership fees of Union Members;
- Donations of US and foreign individuals and legal entities;
- Dividends on shares, bonds and other securities and deposits;
- Revenues from the educational and training of the Union Members (courses, workshops);
- Organization of the advertising campaign for the Union Members;
- Other money and other funds received by the Union on the basis not inconsistent with US law and the Union Members' regions.

5.6. The size, order and terms of payment of registration fees are determined by the decision of the Board of Directors of the Union.

5.7. The size, order and terms of payment of Membership fees are determined by the Board of Directors of the Union.

5.8. For logistical and financial support of the its objectives the Union has the right to:

- to raise and organize the use of material and financial resources of investors, and other resources for the implementation of the Union's statutory goals and objectives, projects and programs;
- Open accounts in banks;
- use bank loans;
- receive grants, including the government grants.

5.9. Member of the Union shall be liable to the Union in the amount of losses incurred by the Union. If the losses of the Union are caused by several Members of the Union, their liability is joint and several.

5.10. The President has the right to set up a commission to determine the damage inflicted by the Union and convey materials to the Arbitral tribunal.

Article 6. ARBITRAL TRIBUNAL

6.1. The Arbitral tribunal shall be elected by the Board of Directors of the Union of the number of Members of the Union consisting of not less than three people for the term of three years.

6.2. Members of the Arbitral Tribunal may not be members the Board of Directors of the Union or other Department of the Union Management.

6.3. The functions of the Arbitral Tribunal include:

- Resolution of disputes between Members of the Union;
- Resolution of disputes between the Union and other individuals or entities on the professional activity of Members of the Union;
- Consideration of materials on the damage to Members of the Union or to the International Union of Professionals and making decisions.

6.4. In case of improper performance of its functions, the Arbitral tribunal may be re-elected by the Board of Directors of the Union.

Article 7. REORGANIZATION AND LIQUIDATION

7.1. Reorganization (merger, acquisition, division, separation) of the Union can be performed by decision of the Board of Directors, if the decision is adopted by at least half of the total number of the Board of Directors Members. The decision on the reorganization shall be adopted unanimously by all Members of the Board of Directors.

7.2. The partnership may be liquidated:

- by the decision of the Board of Directors, if the decision is adopted by at least 75% of the total number of the Board of Directors Members;

- By the court's decision.

7.3. Liquidation and reorganization of the Union is carried out on the grounds and in the manner prescribed by the US legislation.

7.4. Property and assets of the liquidated Union, remaining after satisfaction of creditors' claims shall be used for the statutory purposes of the Union and/or for charitable purposes in the manner determined by the Board of Directors of the Union.

7.5. The Union shall be deemed liquidated or reorganized after making appropriate changes in the documents kept with the GA, US State Secretariat.

Article 8. STORAGE OF DOCUMENTS

8.1. The Union maintains personnel records and other documents in accordance with the requirements of US law on non-governmental, non-profit organizations. The President is responsible for the safekeeping of documents (administrative, financial, economic, and others.).

8.2. The Union must keep the following documents:

- Constitutive documents of the Union, as well as the new entries to the constituent documents of the Union and duly registered amendments and additions;

- minutes of the general meetings of the Union containing the decision of the initiators of the creation of the Union, and the approval of monetary valuation of non-monetary contributions, as well as other decisions relating to the establishment of the Union;

- A document confirming the state registration of the Union;

- Documents confirming the right of the Union to possess its inventories;

- Internal documents of the Union;

- Provisions on regional Coordinators of the Union;

- Minutes of the Forum (General Meeting) of the Union;

- The auditor's opinion, the reports of the state bodies of financial control;

- other documents required by federal and state laws and other legal acts of the United States, the Union By-laws, the Union's internal documents, decisions of the General Meeting of the Union, the Board of Directors and the President;

- All of the above documents of the Union are kept at the location in accordance with paragraph 1.10. Article 1 of the By-laws.

8.3. At the request of a Member of the Union, the Union is obliged within a reasonable time to provide him or her opportunity to get acquainted with the present By-laws, including their changes. The Union shall, upon request of the Member of the Union, provide him or her with a copy of the By-laws of the Union.

8.4. In case of reorganization or liquidation of the Union, all documents (administrative, financial, etc.) shall be transferred into the custody of the President or the former founders of the Union.

Article 9. MISCELLANEOUS

9.1. If any provision of these By-laws becomes invalid (including in connection with the amendments to the existing legislation of the US), it shall not affect the validity of the remaining provisions. In this case, the Union replaces the invalid provision of the By-laws, by the valid one, or prepares a new edition of the By-laws.

9.2. All changes and additions to these By-laws shall be made in writing and registered in the order established by the US law.

9.3. Changes to the By-laws of the Union become effective for any third parties from the moment of their state registration in the manner prescribed by law.