

**Public Institution Arab Culture Forum**

**ARTICLES OF ASSOCIATION**

**I. GENERAL PROVISIONS**

1. Public Institution Arab Culture Forum (hereinafter – the Institution) is a limited liability public legal person that operates on the principles of these Articles of Association, the Civil Code of the Republic of Lithuania, the Law on Public Establishments of the Republic of Lithuania (hereinafter – the Law on Public Establishments) and other laws and legislation of the Republic of Lithuania.
2. The legal form of the Institution is a public institution.
3. The duration of the Public Institution Arab Culture Forum operation is unlimited.
4. The financial year of the Public Institution Arab Culture Forum shall be from 1 January until 31 December.

**II. OPERATIONAL OBJECTIVES OF THE INSTITUTION**

Goals of activity of the Public institution Arab Cultural Forum:

To foster intercultural cooperation among Lithuanian and Arab countries, to perform public occupancy, artistic self-expression, racist activity prevention, functions of providing possibilities for the development of creative and social capacities and their realization in carrying out the following activities:

- 5.1. to develop common cultural and social projects of the Lithuanian and Arab countries by inspiring positive dialogue of these regions, properly using financial and non-financial support granted by partners and other state and non-state funds; to foster close cooperation of European institutions in combining common interests.
- 5.2. To intermediate for cooperating organizations, institutions, enterprises and companies of Lithuanian and Arab countries according to agreements with other natural or legal persons, public or non-public organizations and agencies.
- 5.3. To expand education of the Lithuanian society on the Arab culture and critical view to information disseminated in society on Arab culture, by organizing cultural events, exhibitions, educational seminars, scientific and other type conferences, educational excursions, using the media.
- 5.4. To familiarize the Arab Cultural areal with Lithuania and its culture as well as the Lithuanian language in fostering the development of education and critical attitude on Lithuania in Arab countries. To achieve the goal, cultural events, educational seminars, educational excursions, scientific and other type conferences will be organized, articles on Lithuania will be written, and the Lithuanian language will be taught.
- 5.5. To develop tourism among Lithuanian and Arab countries, in mediating during the organization of travel. The institution will organize excursions, trips, educational programmes according to agreements with other natural or legal persons, Lithuanian and foreign tourism agencies.
- 5.6. To foster international involvement and cooperation of other counties in developing common projects associated with educational and cultural activity on the Arab world and Lithuania.
- 5.7. To conclude agreements with other public institutions, governmental and non-governmental agencies, institutions, communities, agencies assisting in the fostering of closer international cooperation among the countries. To cooperate with specialists in other fields at the time of educational programmes and common projects.

Fields of activity:

- Rest and other short-term accommodation activity.
- Publishing of books.

Dissemination of films, video films and TV programmes.

Other activities of information services .

Scientific research and applied activity in social and humanitarian sciences.

Advertising and market research .

Written and oral translation .

*Travel agency, tour operator, reservation service and related activities.*

Foreign affairs .

Cultural education .

Artistic creation .

Retail trade not in stores, stalls or markets.

Activities of libraries and archives.

### **III. PROCEDURE FOR ADMITTING NEW STAKEHOLDERS**

6. A person may become a stakeholder, if accepted as a stakeholder or having acquired (inherited, bought or otherwise acquired) the rights of a stakeholder.

7. A person shall be accepted as a stakeholder under the following procedure:

7.1. A person who is willing to become a stakeholder shall submit an application to become a stakeholder to the Head of the Institution. The application must contain the person's information (natural person's name, surname, personal number, place of residence or correspondence address; legal person's name, legal form, registration number, seat, name and surname of the representative), expressed agreement with the operational objectives of the Institution, specified expected contribution to the stakeholder capital and the amount of the contribution (if the contribution is in cash) or the value of the contribution (if the contribution is in tangible or intangible assets) (in LTL), and the date of transfer of the contribution to the Institution;

7.2. A person shall be accepted as a member by the resolution of the General Stakeholders Meeting;

7.3. After the General Stakeholders Meeting adopts the resolution to accept the stakeholder, the person willing to become a stakeholder shall become one after transferring the contribution specified in the application to the Institution.

8. Having acquired the rights of a stakeholder, a person shall become a stakeholder under the following procedure:

8.1. The person shall notify the Head of the Agency in writing about the acquisition of stakeholder rights and present a document certifying the acquisition of rights or its extract. The notice must contain the name of the stakeholder whose stakeholder rights were acquired by the person (natural person's name, surname, personal number; legal person's name); the person who has acquired the stakeholder rights (natural person's name, surname, personal number, place of residence or address for correspondence; legal person's name, seat, registration number, name and surname of the representative); the date of acquisition of stakeholder rights;

8.2. The value of the contribution of the new stakeholder to the stakeholder capital must be equivalent to the value of contributions of the stakeholder transferring the stakeholder rights.

9. After the person willing to become a stakeholder performs the actions specified in paragraph 7.3 of the Articles of Association or the person who has acquired the stakeholder rights performs the actions specified in paragraph 8.1 of the Articles of Association, the Head of the Institution shall enter the new stakeholder and the value of their contribution to the Agency documents within 2 business days in accordance with the provisions of paragraph 7.3 or the date of acquisition of stakeholder rights specified in the documents under paragraph 8.1 and the provisions of subparagraph 8.2.

*/Translation from Lithuanian/*

10. After the actions specified in paragraph 9 are performed, a document certifying the value of the contribution shall be issued to the new stakeholder.

#### **IV. PROCEDURE FOR SELLING THE RIGHTS OF A STAKEHOLDER TO OTHER PERSONS**

11. A stakeholder shall notify the Head of the Agency in writing about the intent to sell their stakeholder rights (and specify the sale price of the stakeholder rights).

12. The Head of the Institution shall notify the other stakeholders of the Institution within 5 days of receiving the stakeholder's notice in accordance with paragraph 19 of the Articles of Association (specifying the stakeholder that is selling the stakeholder rights and the sale price of the stakeholder rights) and convene the General Stakeholders Meeting under the procedure set by the Articles of Association for the adoption of the resolution on the acceptance of the stakeholder of the Institution who is willing to buy the stakeholder rights for sale.

13. If in the General Stakeholder Meeting it is determined that none of the Institution stakeholders are willing to buy the stakeholder shares for the set price, the stakeholder selling the stakeholder rights shall be entitled to sell the rights to another person.

14. If the stakeholder is one person, the stakeholder rights shall be sold to the natural or legal person of the stakeholder's choice without performing the actions specified in paragraphs 11-13 of the Articles of Association.

#### **V. PROCEDURE FOR TRANSFERRING STAKEHOLDERS' CONTRIBUTIONS TO THE AGENCY**

15. The contributions of the stakeholders shall be transferred to the Institution under the following procedure:

15.1. Contributions in cash shall be transferred to the account of the Institution;

15.2. Tangible and intangible assets shall be transferred to the Institution by drawing up a Certificate of Transfer and Acceptance of Assets. The Certificate shall be signed by the person transferring the assets (founder, stakeholder, a person willing to become a stakeholder) and the Head of the Institution. A valuation report of the assets shall be presented to the Institution along with the transferred assets. The valuation report shall be drawn up not later than 6 months before the transfer of assets to the Institution. The valuation of assets shall be carried out at the expense of the owner of the transferred assets.

#### **VI. BODIES OF THE INSTITUTION**

16. Bodies of the Institution – general meetings of partakers and single –man management body – Head of the Institution.

17. The competence of the general meeting of partakers, also the procedure of appointment and election of the Head of the Institution and its competence shall not differ from the ones indicated in the Law on Public Procurement.

18. The general meeting of partakers is convened by the Head of the Institution.

19. The public institution Arab Cultural Forum shall notify on the convened general meeting of partakers no later than 14 days before the meeting day by electronic means.

20. A general meeting of partakers may be convened in derogation from the time-limit fixed in Article 19 of these Articles of Association, if all partakers agree with that in writing.

21. Each partaker has one vote at the general meeting of partakers.

22. Decisions of the general meeting of partakers shall be adopted by a simple majority vote of the partakers attending the meeting, except for the decisions that are adopted by at least 2/3 of the partakers attending the meeting:

22.1. a decision on approval of reorganization and restructuring conditions of the Institution;

22.2. a decision to rearrange the Institution;

22.3. a decision to liquidate the Institution or to cancel its liquidation.

23. If the partaker of the Institution is one person, it shall be called an owner of the Institution, and his written decisions are equated to the decisions of the general meeting of partakers.

#### **VII. PROCEDURE FOR ESTABLISHING AND SHUTTING DOWN BRANCHES AND REPRESENTATIVE OFFICES**

24. The resolutions to establish and shut down branches and representative offices of the Agency as well as their statutes shall be approved by the Head of the Agency.

#### **VIII. PROCEDURE OF PROVIDING DOCUMENTS AND OTHER INFORMATION ON ACTIVITIES OF THE INSTITUTION TO THE PARTAKERS**

25. At the partaker's written request, no later than within 7 days of the receipt of a claim, documents of the Institution shall be provided in writing for familiarization with the working hours of the Institution at its headquarters or other place indicated by the Head of the Institution where these documents are stored. Copies of these documents may be sent to a partaker by registered address which the partaker indicated to the Institution, or shall be handed against written acknowledgement of receipt or electronic means.

26. Documents of the institution, their copies or other information shall be provided for partakers free of charge.

#### **IX. PROCEDURE FOR PRESENTING PUBLIC NOTIFICATIONS AND ANNOUNCEMENTS**

27. The Public Institution Arab Culture Forum shall release public notifications and announcements by publishing them in the e-journal Public Notices of Legal Entities (Juridinių asmenų vieši pranešimai) of the State Enterprise Centre of Registers.

28. Other notifications issued by the Institution to stakeholders and other persons shall be sent by registered post, served against signature or sent by electronic means of communication. If the notices to a stakeholder are sent by registered post, they shall be sent to the address specified by the stakeholder to the Institution. Urgent notices may be sent by electronic means of communication and the original copies shall be sent by registered post on the same day or served against signature.

29. The Head of the Institution shall be responsible for the timely posting of the notices or the serving of a notice against signature.

#### **X. PROCEDURE FOR PRESENTING INFORMATION ABOUT THE ACTIVITY OF THE INSTITUTION TO THE PUBLIC**

30. The activity report of the Institution shall be submitted within 5 business days from the General Stakeholders Meeting to the Register of Legal Entities and published on the website of the Institution if the Institution has such one.

31. Other information presented to the public and established by the General Stakeholders Meeting shall be published on the website of the Institution if the Institution has such one.

32. The activity report and other information presented to the public shall be made available to third parties at the office of the Institution during its business hours.

#### **XI. PROCEDURE FOR THE AMENDMENT OF THE ARTICLES OF ASSOCIATION**

33. The procedure for the amendment of the Articles of Association shall comply with the procedure established in the Law on Public Establishments.

These Articles of Association has been signed on 23 September 2016, in Vilnius.

*/Translation from Lithuanian/*