

**APPROVED by
KMPA General Assembly
May 12, 2016**

C o n s t i t u t i o n

Public Union

“Kazakhstan Association on Sexual and Reproductive Health” (KMPA)

ALMATY, 2016

1. GENERAL INFORMATION

Article 1. Public Union “**Kazakhstan Association on Sexual and Reproductive Health (KMPA)**”, hereinafter referred to as “Union”, is a non-commercial, voluntary, charitable public organisation, which was created as a public union of Kazakhstan citizens for the protection and realisation of rights of women, men and youth of the Republic of Kazakhstan to receive available high quality information and services in the field of sexual and reproductive and rights.

Article 2. In its activities Union follows the Constitution of the Republic of Kazakhstan, (RK) the Law of RK “About Public Unions” of 16.01.2001, the Civil Code of RK and other acting legislative acts, international rules, resolutions of the Government of RK and present Constitution.

Article 3. The capability of the Union as legal entity arises from the moment of its state registration according to the legislative acts of the Republic of Kazakhstan. The Union as the legal entity has its own property, individual balance, seal with the name of the Association, company forms with its name in Kazakh and Russian, settlement account and other bank accounts, and symbolic. Union can on its own behalf purchase property and personal non-property rights, be the plaintiff and the defendant in court, execute other activities according to the Constitution goals and subject of activities.

Article 4. Union meets own obligations by own funds and property, which can be collected according to the Republic of Kazakhstan legislation. Citizens-sponsors and Union members do not respond for the Union obligations. Union does not respond for the obligations of citizens-sponsors and its members.

Article 5. Union acts based on voluntarism, equality of its members, autonomy, legitimacy, accountability and publicity of activities.

Article 6. Union implement its activity within the whole territory of Kazakhstan. It has republican status.

Article 7. The branches and representations of the Union are vested basic and circulating means at the expense of own property of the Union and implement activities based on regulations approved by the Union, according to the acting legislation.

Article 8. The Union is the part of the International Planned Parenthood Federation (further “IPPF”) but retain its autonomy. The Union voluntary accepts the responsibility of IPPF membership, its Constitution and policy.

Article 9. The Constitution and regulations of the Union do not contain the conditions contradicting the IPPF objectives, standards and policy.

Article 10. The full name of the Union in the state language is:

“Kazakhstandyk zhynystyk zhane reproductivtyk densaulyk zhonindegi kauymdastygy (KMPA)” kogamyk birlestigi;

Short name of the Union: **KMPA**

Article 11. Location of the Union is permanent acting administrative authority: 243, Mukanov Str., 050008, Almaty, Almalinskiy district, the Republic of Kazakhstan.

2. PRINCIPLES OF KMPA ACTIVITIES

Article 12. The Union activities shall be based on the principle of broad voluntary membership, non-discrimination on cause of origin, social, official and property position, sex, age, race, nationality, language, religion, opinions, place of abode, citizenship, health status and sexual orientation or any other circumstances.

Article 13. The Union provides the population with information and services on sexual and reproductive health based on voluntary consent and through informed choice.

Article 14. Coercion is not permitted in any form and KMPA members shall take all necessary actions to prevent any form of coercion in family planning programmes.

Article 15. The Union assures the accordance of the methods of fertility control with the high standards of safety, quality and effectiveness set out by the IPPF and the World Health Organisation.

Article 16. Being a non-for-profit organisation the Union is not controlled by the commercial interests. All its goods, income and property are applied solely towards achievement of the goals and objectives of the Union.

3. SUBJECT, AIMS AND OBJECTIVES OF THE UNION ACTIVITY

Article 17. The Union principal aim is to protect basic rights of women, men and youth on making free and informed choice about their own sexual and reproductive health.

Article 18. To achieve the principal aim the Union realises the following objectives:

- Promotion of the family planning movement in the Republic, cooperation with public, international, governmental organisations and organisations with other types of property;
- Contribution for satisfaction of population need in information and services in the field of reproductive health including family planning, STD and HIV/AIDS prevention, sexual education of adolescents, liquidation of the causes and safe abortion practice, especially among teenagers (younger 16 years), safe motherhood, breast feeding, emergency contraception and strengthening of women role.

- Involvement of volunteers, qualified specialists in the international movement of family planning.
- Providing the high quality medical and educational programmes on sexual and reproductive health.
- Assistance to the medical and educational institutions in moral and sexual education of adolescents and youth. Providing of trainings on reproductive health and moral-sexual education among health providers, pedagogic professionals and volunteers, and on the clinical counselling skills.

Article 19. The subjects of the Union are:

- scientific and methodical activity;
- scientific and investigative activity;
- assistance in expansion of initiative, creative and pioneering work of its members;
- educative activity;
- academic and educational activity;
- consulting and expertise activity;
- broad informational and publishing activity;
- sports-health activity;
- voluntary activity;
- organization of scientific, constructive conferences, symposiums, seminars, charitable fairs, exhibitions, dinners, lotteries;
- cooperation with medical, educational, social and legal services of RK and other states.

Article 20. The Union for achievement of its constitutional goal justified to realise entrepreneurial activity according to the RK legislation.

Incoming from entrepreneurial activity cannot be transmitted to the members or other people, and are used for achievement of the constitutional goal.

4. UNION'S RIGHTS AND DUTIES

Article 21. Union's rights and obligations are regulated acting legislation of RK and present Constitution.

Article 22. The Union for implementation of constitutional objectives accordingly statutory order has right to:

- disseminate the information about its activity;
- represent and defend the rights and legal interests of its members in court and other state structures, any public unions and organizations of the Republic of Kazakhstan;
- establish and maintain international communications, conclude appropriate bargains, join the international non-commercial nongovernmental unions, be a participant of international unions (associations);

- implement cultural and professional exchange of specialists among different states, invite foreign citizens for participation in the Union's activity, refer Kazakhstan citizens for study abroad, give visa support;
- have financial aid and credits on non-repayable or repayable base, including in convertible currency from other organizations, institutions, banks and civilians of the Republic of Kazakhstan;
- have volunteers' contribution in the form of volunteer work (help).

Article 23. The Union has right to join the unions (associations) of other public organizations.

Article 24. The Union must:

- comply with the legislation of the Republic of Kazakhstan as well as the rules of present Constitution;
- give own members the opportunity to acquaint with the documentation and resolutions concerning their rights and interests;
- inform own members about receipts and withdrawal of the Union's assets;
- inform the recording authority about the changes of the location of the Union's permanent acting administrative authority and data of chiefs in total of information, included in the integrated state register;
- keep cost accounting according to established order.

5. MEMBERSHIP OF THE UNION

Article 25. The KMPA members can be any citizens of the Republic of Kazakhstan, foreign citizens and persons without citizenship, achieved 14 years, sharing KMPA aims and objectives, facilitating its implementation, supporting the Union, accepting this Constitution, rate and order of payment introductory and membership fees.

Article 26. Broad membership is conditioned by absence of special or additional restrictions at entry in membership.

Article 27. The rule for being a member of the Union:
Written application for Union's membership is submitted for being the member of KMPA. The Board of KMPA Branch takes a decision by majority voting of Board's members about enrolment and payment of entrance fee.

Article 28. KMPA keeps a register of all its members. Among other things, the following shall be recorded and annually kept updated:

- a. the name of the member and address (if appropriate, telephone number, fax, e-mail);
- b. the date membership started;
- c. the date of payment and the amount of the entrance fee and annual membership dues;
- d. the subscription renewal date, where applicable.

Updated data about KMPA members are submitted by Branches to the Central office one month before annual General Meeting.

Article 29. KMPA members, who paid the annual dues at a stated date, have right to vote.

Article 30. Leaving the Union:
Voluntary leaving is decided from the moment of submission of the application on the evidence of the written application for the Board of the Union

Article 31. Membership is lost under next circumstances:

- infringement of RK;
- breach of the regulations of KMPA Constitution;
- actions discreditable the Union;
- detected financial violations;
- imposing handicaps or doing moral or tangible damage to the Union;.

Loss of membership is defined during one month from the moment of violation detecting and performed via open voting in KMPA General Meeting by majority voting of all present members with the voting right. In this connection a KMPA member, who made violation, has right to the personal appearance as orally, as written form at the General Meeting.

Article 32. Renewal of membership:
Any person may re-apply for membership in KMPA by completing the written application form addressed to the Board after confirming the decision of the Board at the General Meeting.

Article 33. KMPA members get the right to vote in one-month period after the year fee was paid out.

Article 34. The amount and time of the entrance and year fees shall are defined at the General Meeting.

Article 35. KMPA members paying membership fees have right of the only one vote. Members, not paid the yearly membership fee in the defined period, loose the right to vote.

6. RIGHTS AND DUTIES OF KMPA MEMBERS

Article 36. KMPA members paying membership fees and having the voting right, **have right:**

- to vote at General Meetings on an equal conditions;
- to elect and be elected to the KMPA governing bodies;
- every member of the Association entitled to vote has only one vote for himself/herself and additionally by attorney only for one member.

KMPA member entitled to vote can empower another member of Association to vote and act on behalf of him/her by attorney, drawn in optional written form with pointing the date and own signature, which will be operative only for one meeting pointed in the warrant and which will be actual in case of postponing of that meeting. KMPA member, who delegates his/her authority, may take back the authority in any time before it will be used.

Article 37. A KMPA member **has right to:**

- point at his/her KMPA membership;
- familiarize with the documents and decisions concerning his/her rights and interests, as well as to present during the discussion of his/her activity in the Union;
- get the full information about KMPA activity as well as receipts and expenses of the Union's money;
- use all kinds of constructive, legislative and social assistance of the Union;
- be the member of other organizations, implement the constructive activity abroad;
- set and discuss questions, submit offers for improving the Union's activity;
- appeal wrongful actions of officials of the branches, representatives of the Union;
- submit offers about changes and supplements for the Constitution.

Article 38. The right to vote is not possessed by:

- a) Staff members;
- b) KMPA members not paid membership fees;
- c) KMPA members not paid the yearly membership fees;
- d) Persons, who have financial or commercial interest in providing KMPA goods, services and materials;

Article 39. The following members shall not be permitted to discuss or vote on matters relating to products, goods, services, and materials using for family planning and/or supplying to KMPA:

- a. those who commercially manufacture, promote, sell, supply or distribute any products, services or materials using
- b. in the practice of family planning;
- c. those who are employed directly or indirectly in the commercial manufacture, promotion, sale, supply or distribution of any products, services or materials using in the practice of family planning;
- d. those who have any financial or commercial interest in supplying KMPA with goods, services or materials;
- e. those who have any financial or commercial interest in buying goods, services or materials from KMPA.

Article 40. KMPA member has the following duties:

- to follow the articles of KMPA Constitution and other guiding documents;
- to protect positions and principles of the Union;

- to raise the trust to KMPA as to the leading public (non-commercial) organisation working with population and to sustain the high status of the Association;
- to care of the high authority of the Union;
- to follow collectiveness and loyalty to the Union and its activity;
- to participate actively in the activities and measures conducting by the Union;
- to implement the decisions stated by the authorities of the Union;
- not to disclose the confidential information or intellectual value, not registered inventions and other information approved in the list of the General Meeting;
- not to draw actions affecting the honour or the business reputation of the Union, or inflicting moral or tangible casualties.

7. ORGANIZATIONAL STRUCTURE AND STRUCTURAL SUBDIVISIONS

Article 41. The Union has the Board consisting of the branch representatives; Honorary representatives: President, Vice-President, Secretary and Treasurer; Executive management in the person of the Executive director and staff of office; branches and representatives with offices in the regions of the Republic of Kazakhstan, youth subdivisions.

Article 42. In order to implement the Constitution's goals the Union according to statutory order can establish own financial branches, representatives as within the Republic of Kazakhstan as abroad.

Article 43. The Union's branch can have oblast, rayon, urban status.

Article 44. The chiefs of the Union's branches must be elected by the general meeting of the branches.

Article 45. The branches, representatives of the Union are not legal persons and do not have independent balance. They are vested with the property by the legal person that created of it, and act with the authority of their established regulations.

Article 46. The branches, representatives implement its activity within the rights delegated by the Union and approved by the General Meeting. The activity of the Union's branches, representatives, opened abroad, is regulated by the legislation of the country of location.

Article 47. The branches, representatives participate in the Union's General Meeting delegating their representatives in correlation 1 from 50 people. If there are less than 50 people in the branch, the branch delegates one (1) representative.

Article 48. The branch representatives have right to be elected to the Board of the Union.

8. KMPA GOVERNING BODIES

Article 49. KMPA governing bodies are:

- the General Meeting of KMPA members – the supreme body;
- the Board – the Honorary representatives (President, Vice-President, Treasurer and Secretary) and ordinary Board members – governing body;
- Check-up Committee – control body.

9. GENERAL MEETING

Article 50. The supreme administrative body of KMPA is the General Meeting of its members (hereinafter referred to as GA) called on the regular basis, but not less than once a year. It complies not only the policy, but also discusses and makes the final decisions on the policy and other cases, determined by the Board. The date, place and prospective agenda is determined by the decision of the KMPA Board, and the KMPA members are informed in the written form not later than one month before its convocation.

Article 51. The GM is composed of KMPA branch delegates who have the voting right. The General Meeting is qualified if there are the simple majority on the meeting's delegates (more than 50%). All GM decisions and elections are accepted and conducted by open or close voting, simple majority of the voices of KMPA members presenting on the General Meeting.

Every KMPA member has only one vote at General Meeting.

Foreign citizens and persons without citizenship of the Republic of Kazakhstan being the Association's members have right to vote on the KMPA meetings according to the item 29 of this Constitution.

Article 52. Regular General Meeting is convoked by the decision of KMPA Board not rare than once per year. Extraordinary General Meeting is convoked due to the initiatives of KMPA President, the Board, not less than one third of the KMPA members. The regulation of Extraordinary General Meeting conducting and agenda are made by KMPA Board.

Article 53. The citizens and representatives of organizations, which are not KMPA members, but participating in its activity, can participate in the work of the General Meeting without the voting right.

Article 54. The members delegated from KMPA branches must be informed about the forthcoming GA not later than one calendar month. Every branch is responsible for informing its delegates.

Article 55. The GA has the sole reference in the following issues:

- defining the principal directions of KMPA activities;
- approval, making corrections and additions in the constitutive documents of the Union;
- voluntary reorganisation and termination of KMPA activities;
- defining of the competence, organizational structure, quantitative composition, order of formation;

- defining of the order and periodicity of the financial report submitting of KMPA President, as well as the conducting of the control by the Check-up Committee and approval of their results;
- appointment and approval of the external auditors from the number of recommended by IPPF;
- approval of the decision about KMPA participation in creation and activity of other legal people as well as own branches and representatives according to the established legislative acts;
- approval of the working procedure of KMPA bodies, internal documents regulating the Union's activity;
- decision making on supplemental fees as well as change of the rate and order of fee's contributions;
- decision making on membership, suspension and exclusion from KMPA members;
- decision making on the issues of establishing new KMPA branches and their dissolution;
- election and dismissal of the Board members and Honour representatives: President, Vice-President, Secretary and Treasure;
- election and dismissal of the Check-up Committee members, in case of liquidation of the branches (subdivisions), representatives or the Union – the members of Liquidation commission, in case of reorganization – the members of Balance commission;
- approval of the work plan and the branches' reports and representatives of the Union;
- approval of KMPA Constitution and the Regulation about the KMPA Branches;
- decision making about usage of receipts and incomes obtained in consequence of KMPA activity;
- decision making about necessity of attraction of additional resources for financing of purposeful programs and activities;
- election from the Board members, those who will represent KMPA at the IPPF Regional Council;
- receipt, review and approval of the annual report; annual program and budget; the report of the External auditor; strategic plan, conclusions of the Check-up Committee.

Article 56. Other issues of KMPA activity can be the exclusion competence of KMPA General Meeting in accordance with the legislative acts.

Article 57. The General Meeting's resolutions are approved by the simple majority of votes from the whole number of KMPA members having the right to vote, presenting on the meeting. The simple majority of votes defines as more then 50% of votes from the whole number of KMPA members having the right to vote, presenting on the meeting. The quorum for conducting the General Meeting is the presence of more then 50% delegates of the GM with the voting right.

Article 58. The decisions of the General Meeting are considered as obligatory for performance by the Board and KMPA members.

Article 59. The Chairman of the General Meeting is KMPA President; in case of his absence, the leadership descends to the Vice-President.

Article 60. In case of votes' parity, the Chairman of the General Meeting has casting vote.

Article 61. The Chairman of the General Meeting is elected from the rough delegates in the next cases:

- If the President and Vice-President are absent;
- During the election on the post of President.

Article 62. The Secretary has to ensure the record of all people presenting on the General Meeting.

Article 63. Despite of that there is quorum or not, the Chairman has right in accordance with present members to conduct the meeting in another time and day. On such General Meeting can be discussed and approved the decisions only on those issues that were planned for the main General Meeting which were postponed.

10. THE BOARD

Article 64. The Board elected for 3 years guides KMPA activities in period between the GM.

Article 65. Any member having a voting right has right to propose any member having a right to vote for choosing as a Honorary Representative or an ordinary member of the Board.

Article 66. The names of the candidates should be submitted in writing form to the President not later than one month before the date of the GA.

Article 67. The candidates to the Board have to present in person in the Meeting at the moment of elections to the Board.

Article 68. At the General Meeting, the Board members are elected by the simple majority of the votes of the presenting members entitled to vote.

Article 69. All the Honorary Officers (President, Vice-President, Treasurer and Secretary) and ordinary KMPA members form the Board. The maximum number of the Board members is seven (7); the minimum number is five (5) people.

Article 70. The Board should be composed of not less than 50% of women and 20% of youth that assures by KMPA work on involving to the Union above-named categories.

Article 71. The Board member has right to be elected for a term of 2 times for 3 years term (in sum 6 uninterrupted years). Then he/she must leave the Board at least for 1 year, and only after that, he/she can be elected to the Board at the previous post or another for the next 3 years, or 2 times for 3 years term, but not more. The maximum serve term in the Board as a Honorary or ordinary KMPA members can not exceed of 12 years.

Article 72. A member of the Board may resign at any time by giving a written notice to the Board. The resignation takes effect when received and approved by the Board.

Article 73. After serving a total of 12 years as an Honorary Representative and/or as a member of the Board he/she shall retire and not be entitled to present him/herself again as a candidate for the Board, but can take part at the work of GA as an ordinary member having a right to vote.

Article 74. Any member of the Board can be suspended from the discharge of the duties by the decision of the General Meeting.

Article 75. KMPA Board:

- elaborates the KMPA policy for consideration by the GA;
- conducts the activity for involving followers of KMPA goals and subjects of activity's promotion;
- considers the agenda of the GA;
- renders consulting assistance to the Executive Director;
- annually evaluates the work of the Executive Director at the Board meetings;
- reviews the projects for financing by the donors;
- collects and allocates KMPA funds;
- is in charge for the property and assets of the Union;
- appoints and dismisses the KMPA Executive Director;
- decides on the terms and conditions of the Chief Executive Director's service;
- controls the realisation of the strategic plan, work programmes and the KMPA annual budget;
- discusses and prepare the work plan and KMPA budget for approval by the General Meeting;
- ensures the adherences of the financial conditions with IPPF and other donors;
- obtains, reviews and approve the annual report.

Article 76. The Board meets not less than two times a year. Other meetings may be held from time to time if the Board or the President so decide.

Article 77. The President presides at all meetings of the Board. The President may appoint another member of the Board to preside at any meeting from which the President is absent. If the President is absent and no deputy appointment has been made, the

members of the Board presenting at the meeting elect the Chairman from among their number a person to preside at the meeting.

Article 78. A quorum for carrying out business at any meeting of the Board is the presence of 2/3 of all Board members.

Article 79. Decisions at any meeting of the Board are taken by a simple majority of votes.
In case of an equal number of votes for making decision the President has the right for the second, or casting vote.

Article 80. Any action of the Board can be made without its approval at the General Meeting, if KMPA members accepted a written resolution, which gives the right to do so.

Article 81. The notice of the time, date and purpose of any Board meeting shall be given to the Board members at least 14 days before each meeting.

11. THE HONORARY REPRESENTATIVES

Article 82. The Honorary Representatives of KMPA are the President, Vice-President, Treasurer, and Secretary.

Article 83. Each Honorary Representative performs his duties for a term of three years and continues until the election of the new Honorary Representatives at the General Meeting.

Article 84. After finishing the term of service, each Honorary Representative can be nominated for any other electing position by the General Meeting.

Article 85. No Honorary Representative may hold more than one position within KMPA.

Article 86. Each Honorary Representative has right to be re-elected for the same position, but for not more than a maximum of two consecutive terms, i.e. six years in all.

Article 87. An Honorary Representative has right to resign by giving written notice to the Board. The resignation takes effect when is received and approved by the Board.

Article 88. An Honorary Representative may be removed by a decision of the General Meeting.

Article 89. If one or more vacancies occur, they shall be filled from the Board members by the vote of a majority of the Board members with the right to vote. The Honorary Representatives elected in this way may only hold the vacancy until the next General Meeting.

Article 90. Each of the Honorary Representatives has such authorities and duties enabling them to perform their activity. They also have the stated in the Constitution and its acts rights and authorities which approved by the Board.

12. THE PRESIDENT

Article 91. Authorities of the President:

- directs the overall KMPA activities;
- presents KMPA interests at the national and international levels;
- directs the work of the Board;
- represents KMPA without authorization in interrelations with other natural and legal persons;
- opens an settlement and currency accounts;
- gives the authorization including with the right of transferring trust.

13. THE VICE-PRESIDENT

Article 92. The President determines the authorities of the Vice-President.

Article 93. When the President is absent or he/she cannot act, the Vice-President fulfills his/her obligations and is responsible for that period.

14. THE TREASURE

Article 94. Carries out the next duties:

- is responsible for the safekeeping of all funds and assets;
- is responsible for the spending of those funds;
- gives an account of the funds and assets at the General Meeting and to the Board meeting at the request of the President;
- ensures that an annual audit of the accounts and books is carried out according to the legislation of the Republic of Kazakhstan and standard international accounting and audit principles;
- presents all necessary financial reports for the Check-up Committee;
- closely cooperate with the Executive Director and accountant of the central office KMPA for getting the detailed information about KMPA finance with submission of the short conclusion.

15. THE SECRETARY

Article 95. The Secretary carries out the next duties:

- controls constant taking stock of KMPA members;
- prepares the agendas of the meetings;
- follows of meetings' notifications are sent out on time;
- keeps a record of all members attending the KMPA meetings;

- follows the minutes of all meetings of members are processed in accordance with the Constitution;
- follows a copy of this Constitution is kept at the headquarters and, where possible, at branch offices for inspection at any request;
- keeps the copies of the documents of KMPA branches registrations, representations.

16. THE CHECK-UP COMMITTEE AND EXTERNAL AUDITOR

Article 96. The Check-up Committee appointed by the General Meeting checks the financial-economic activity of the Union. The Check-up Committee is accountable only in front of the General Meeting.

The Check-up Committee is elected from the KMPA members in a number of three (3) people for a term of 5 years.

The President, members of KMPA Board cannot be the members of the Check-up Committee.

Article 97. The Check-up Committee itself defines its chairperson.

The Check-up Committee's meetings can be held on any its member's initiative.

The Check-up Committee's meeting is qualified in the presence of all its payroll personnel.

The Check-up Committee decides based on consensus.

Article 98. The Check-up Committee justified in any time under own initiative, by order of the General Meeting or on application of its members to conduct the control of KMPA financial-economic activity.

The Check-up Committee for that purpose has right of the unconditional access to all KMPA documentation.

On application of the Check-up Committee, the Treasure and/or President have to give the necessary explanations in oral or written form.

Article 99. The Check-up Committee's meetings are conducted in accordance with the work regulation approved by the Chairman of the Check-up Committee. In case of the absence of the Chairman the secretary of the Committee organizes its practical activity.

Article 100. The Check-up Committee checks the KMPA annual financial report before the approval of it by the General Meeting. The General Meeting is not justly to approve the annual financial report without the conclusion of the Check-up Committee. The Check-up Committee revises the accounts, review the report of the External auditor.

Article 101. The authorities of the Check-up Committee:

- checks the financial-economic activity of KMPA and its branches;
- fulfilling the regulations and recommendations of the External auditor;
- submitting the reports of the conducted control of KMPA and its branches financial-economic activities to the General Meeting and governing bodies of IPPF;

- conducting of the control of KMPA and its branches financial-economic activities with the External auditor;
- implementation of other authorities not taking of by the legislation and this Constitution to the competence of other KMPA bodies.

Article 102. The external audit is conducted annually if the sum of the grant exceeds marked by IPPF as well as out of necessity. The audit firm (company) conducts the external audit in accordance with the legislation about the audit activity and other regulations. The authorities of the External audit are defined by the inaugural documents of IPPF and acting legislation.

The Annual General Meeting chooses and appoints the audit firm for 3 years from the number of recommended by IPPF. This appointment should be confirmed annually at the General Meeting. After a period of this term, the General Meeting has to reconsider and possibly, to change the audit company for the purpose of audit's objectivity as well as alteration of the market and audit's prices. The General Meeting should get, review and approve the annual audit report.

17. THE EXECUTIVE DIRECTOR

Article 103. The Executive director and KMPA staffs are the executive body of KMPA that acts on behalf of the Union without the power of attorney, accountable to the Board and organizes the fulfilling of its decisions. The Executive director and KMPA staffs implement its activity on the chargeable base.

Article 104. The Executive director is appointed and dismissed by the decision of the Board.

Article 105. The authorities of the Executive director:

- directs the current KMPA activities obeying to the policy defined by the Board;
- has to actively participate in the Strategic Plan elaboration of KMPA, mobilization of necessary resources for supporting of KMPA work program and its financial sustainability, propaganda and promotion of the purposes and objectives of the Union;
- provides the implementation of the work plan and budget, functioning of the necessary financial systems and procedures for maintaining records of all incomes and expenses and submits necessary sustaining documents that all funds were used properly;
- appoints and dismisses the heads of the projects and programs, coordinators and accountants of the branches
- does an annual attestation of the staff;
- controls the financial sustainability of the KMPA programs;
- appoints and dismisses the heads of the projects and programs, coordinators and accountants of the branches;
- without authorization represents the Union in interrelations with the third authorities;

- elaborates the contracts with the third persons and submits for signing to KMPA President;
- assures the fulfilment of the current and prospective work plans and programs, preparation of the periodical reports for IPPF and other agencies in accordance with the requirements of IPPF and other agencies;
- organizes the implementation of KMPA decisions;
- coordinates the activity of KMPA branches;
- commands the property of the Union including its funds within the given by the Board and established by the present Constitution;
- elaborates the projects and programs;
- controls the planned activities were complete, prepared and fitted KMPA strategic directions and policy;
- controls every administrative subdivision has clear defined purposes and objectives, and every staff's member understands the role and aims of the Union as well as the purposes of his/her own subdivision;
- assures the effective and rational management of KMPA in all directions including support of the effective internal control system;
- assures the staff members and volunteers respect the established management system, and the staff members not undergo outrages and oppressions.

18. THE PROPERTY AND FUNDS OF THE UNION

Article 106. The Union has separate property composing the permanent and current assets as well as other values which cost is affected in the balance.

Article 107. The property and funds of the Union are formed by:

- appropriations from the economic subjects;
- voluntary fees, donations and gifts from the legal and natural persons in monetary or other form;
- grant receiving;
- receipt of credits, financial subsidies from organizations, funds;
- fulfillment of the contracts on the state procurements;
- earnings from the conducted activities according to the Constitution;
- incomes due to industrial, economic, publishing and other activity, as well as production and services obtained as a result of such activity;
- receipt of awards, prizes, premiums and winnings for participation in cultural-entertainment activities, lotteries;
- receipt of the property due to inheritance;
- other earnings not forbidden by the legislative acts.

Article 108. KMPA ownership is the property and non-property rights including the rights on the results of intellectual ownership acquired in accordance with the present Constitution and the legislation of the RK.

Article 109. KMPA members do not have rights on the ownership transmitted by them to KMPA, including membership fees.

Article 110. The Union is responsible for its obligations by all its owned property. It is not responsible for the obligations of its members, and the members are not responsible for KMPA obligations, except of cases stipulated by the acting legislation.

Article 111. The Union possesses, uses, commands its property accordingly the acting legislation of the Republic of Kazakhstan.

Article 112. Incomes and earnings of the union cannot be divided among KMPA members and are used for achievement of the constitutional purposes.

Article 113. KMPA property is secured by the legislation of the Republic of Kazakhstan.

19. ASSET FORMATION

Article 114. In KMPA, the next asset formats:

- the fund of KMPA development;
- the fund of incentives;
- the fund of social development;
- and other funds.

The rate, sources, method of creation and withdrawal of KMPA funds are determined by the General Meeting of KMPA.

20. THE FINANCIAL YEAR AND ACCOUNTABILITY

Article 115. KMPA financial year identifies from 1 January to 31 December of the calendar year.

Article 116. KMPA accounting records of the financial-economic activity and submitting of the financial accountability is kept in accordance with the acting legislation.

21. LABOUR COLLECTIVE AND CONTRACTS

Article 117. The members of the labor collective are people participating by their work in KMPA activity on the base of labor contract, or other forms regulating labor relationships.

Article 118. KMPA President deals with all problems associated with labor relationships within the scope of the labor legislation of the Republic of Kazakhstan.

Article 119. KMPA guarantees the provision of all socio-economic rights to all employees foreseen by the legislation of the Republic of Kazakhstan.

Article 120. Labor incomes of each employee are defined by his/her personal labor contribution with consideration of the final results of the work, are not limited by the maximum dimension and are taxed in accordance with the legislation.

Article 121. The Union independently determines the forms and system of payment, foresees the dimensions of tariff's rates and salaries viewing the state's tariffs as minimum guarantee of the payments of workers and specialists appropriate qualification.

Article 122. Voluntary assistance of the legal and natural persons in the form of free work (volunteers) cannot be viewed as hired labor and is not subject of payment.

Article 123. If there were expenditures during carrying the volunteer's work the expenditures may be compensated by mutual agreement in dimensions established by the acting legislation.

22. CONFLICT OF INTERESTS

Article 124. KMPA members and members of all KMPA bodies not derive personally from their membership, status, both during the existence of the Association and after its dissolution.

Article 125. KMPA members do not accept any gifts or other commodities from anybody – pharmaceutical firm or any provider of goods or services, including the potential ones, for the commercial purposes.

Article 126. The members or employees are forbidden to use their position with KMPA for further manufacture, distribution, promotion, or sale of any materials, products or services in which that person has either direct or indirect financial interest.

Article 127. KMPA accepts the policy restricting the appointment of the spouse or relatives of volunteers, staff and Board members to the positions within the Union and for providing services for KMPA.

Article 128. The Board members and Executive director sign up annually the Declaration of the conflict of interests.

23. CHANGES AND AMENDMENTS TO THE CONSTITUTION

Article 129. Any changes or amendments and supplements to KMPA inaugural documents are made by the General Meeting.

The right to insert suggestions on alteration and supplement of the Constitution belongs to any KMPA member, and he/she inserts them immediately for the discussion by the General Meeting.

In case of necessity of the changes or amendments to the Constitution KMPA, members inform the Board about it.

The Board, in its turn, under the condition of maintenance of quorum, put in the agenda the issue about the changes of the Constitution. If the simple majority – more than 50% of votes – has voted for the changes or amendments, the issue is put in the agenda of the General Meeting. After that, the Meeting takes the decision about the changes and amendments.

Article 130. KMPA has to report about the changes and amendments, which insertion to the Constitution does not lead to the re-registration and is implemented without charges (change of location, opening of the branches or representation, etc.). In case of amendments and supplements of KMPA Constitution, the Union notifies about it the recording authority during monthly period.

Article 131. For making the changes and amendments in inaugural documents for the recording authority are submitted:

- application;
- resolution or the extract of resolution of the authorized organ of the legal person about the changes and amendments of the constitutive documents fastened by the stamp;
- text of the introduced changes and amendments of the constitutive documents of the legal person (in a set of three);
- the originals of the previous documents.

If the constitutive documents according to the law are subject to notarial assurance, their introduced changes and amendments have to be attested by a notary public.

24. REORGANISATION AND DISSOLUTION OF KMPA

Article 132. Discontinuance of the organization activities or changing of its legal status is realized through its reorganization and liquidation and on the base of:

- a) resolution of the General Meeting of the organization;
- b) resolution of the authorized body;
- c) court resolution in case of:
 - bankruptcy;
 - recognition of the organization as a void one, due to irremovable breaking of country legislation;
 - in case of systematic and long-run carrying out activities beyond the goals and objectives of the Constitution defined by the present Constitution.

Article 133. Reorganization of the Union (fusion, joining, division, separation, transformation) is made after the resolution of the General Meeting in accordance with existing legislation.

The Union is considered to be reorganized (excluding joining) only after registration of the new organizations.

In case of resolution of the General Meeting to reorganize the organization, the Balance Commission is appointed to settle fiscal and property issues.

Article 134. In case of reorganization, the successor takes all rights and obligations of its predecessor in accordance with conditions defined by the General Meeting and in compliance with the existing legislation of RK.

Article 135. A Liquidation Commission that appointed by the General Meeting or by the court, executes liquidation of the organization in compliance with the existing legislation. In case of liquidation, the residual funds of the Union are passed to the new organization which goals and policy go in accordance with IPPF policy that forbids the allocation of the residual funds among its members.

Ones appointed the Liquidation Commission has authorities to manage the association activities.

Article 136. In case of the liquidation of the Union all its cash assets, including sales proceeds from its property, after payments for the state budget and KMPA staff salaries, creditors, are ordered by the Liquidation Commission on the purposes stipulated the present Constitution.

Article 137. The liquidation of the organization is considered as complete and the Union is considered as interrupted one from the moment of the State register change. The announcement about the liquidation of the Union is published in the printed organs of the Ministry of Justice of the Republic of Kazakhstan.