
Lithuanian Diversity Charter Association

Translation of the Articles of Association

15 MAY 2026

Lithuanian Diversity Charter Association

ARTICLES OF ASSOCIATION

1. GENERAL PROVISIONS

- 1.1.** The Lithuanian Diversity Charter Association (hereinafter – the Association) is a public legal entity of limited civil liability, whose legal form is an association.
- 1.2.** The duration of the Association's activities is indefinite. The Association operates throughout the territory of the Republic of Lithuania.
- 1.3.** The Association's financial year coincides with the calendar year.
- 1.4.** The Association unites organisations committed to ensuring equal opportunities in the workplace, strengthening diversity management, and creating a friendly and inclusive work environment.
- 1.5.** The following abbreviations are used in these Articles:
 - 1.5.1.** General Meeting of Members of the Association – General Meeting;
 - 1.5.2.** Head of the Association – CEO;
 - 1.5.3.** Board of the Association – Board;
 - 1.5.4.** Board Member of the Association – Board Member;
 - 1.5.5.** Member of the Association – Member;
 - 1.5.6.** Articles of the Association – Articles.

2. OBJECTIVES, FIELDS, AND TYPES OF ASSOCIATION ACTIVITIES

- 2.1.** Objectives of the Association's activities:
 - 2.1.1.** To strive for equal opportunities in the workplace and enable organisations to create an inclusive work environment;
 - 2.1.2.** To promote diversity management policies throughout the organisation's activities and culture;
 - 2.1.3.** To increase awareness about diversity and the benefits of its management in the workplace and society, and to publicise best practices in diversity and inclusion;
 - 2.1.4.** To expand and maintain relations with stakeholders, promote cooperation among Members, and increase the Association's visibility in Lithuania and abroad;
 - 2.1.5.** To strengthen the social responsibility of Members, create standards of diversity and openness, and promote them;
 - 2.1.6.** To grow sustainably.
- 2.2.** The Association's activities include ensuring equal opportunities and social inclusion in the workplace and society, civic and social activities, dissemination of information, representation of Members, and networking.
- 2.3.** To achieve its objectives, the Association operates in the following fields:
 - 2.3.1.** information and communication;
 - 2.3.2.** professional, research, and technical activities;
 - 2.3.3.** administrative and support activities;
 - 2.3.4.** education;
 - 2.3.5.** artistic, entertainment, and recreation organisation activities;
 - 2.3.6.** other support activities.
- 2.4.** To achieve its objectives, the Association performs the following functions:
 - 2.4.1.** encourages organisations, stakeholders, and society to take an interest in diversity and inclusion in the workplace;
 - 2.4.2.** urges Members to ensure equal opportunity principles and form diversity management policies;
 - 2.4.3.** deepens the knowledge of employees working in the field of diversity management;
 - 2.4.4.** conducts education and training activities;
 - 2.4.5.** organises conferences, Member meetings, workshops, seminars, business events, and other formats of events for Members and stakeholders;

- 2.4.6.** organises seminars, courses, and other events and activities related to teaching and qualification improvement;
- 2.4.7.** conducts business and other management consultancy activities;
- 2.4.8.** publicises and distributes information about the activities of the Association and its Members;
- 2.4.9.** maintains close contact with state, public, and private organisations, thereby creating a cross-sectoral cooperation network;
- 2.4.10.** mediates between stakeholders and Members to empower representatives of groups with fewer opportunities in the labour market to carry out joint activities;
- 2.4.11.** establishes new and strengthens existing ties with foreign diversity charters and organisations working in the field of diversity management;
- 2.4.12.** creates and maintains an information database of best practices and ensures its dissemination;
- 2.4.13.** publishes periodic and/or one-time publications, newsletters, and other publications on Association activity topics;
- 2.4.14.** conducts research, monitoring of public attitudes, and other research activities;
- 2.4.15.** prepares applications and participates in projects organised by EU structural funds and other organisations;
- 2.4.16.** prepares and coordinates projects and coordinates financial support issues for these projects;
- 2.4.17.** The Association may also carry out other economic-commercial activities not prohibited by law, which do not contradict these Articles and activity objectives and are necessary to achieve the Association's goals.

3. MEMBERSHIP IN THE ASSOCIATION, RIGHTS AND DUTIES OF MEMBERS

- 3.1.** Members may be legal entities registered in the Register of Legal Entities of the Republic of Lithuania that meet the requirements for Members established in the Articles.
- 3.2.** The Association consists of two types of Members:
 - 3.2.1.** Ordinary Members – legal entities entitled to participate in the Association's activities and paying a Membership fee determined by the organisation's annual turnover and number of employees. Non-profit legal entities are exempt from paying the Membership fee;
 - 3.2.2.** Ambassadors – legal entities entitled to participate in the Association's activities, paying a Membership fee, and obligated to pay additional fees to the Association as determined by the General Meeting.
- 3.3.** A Member has the right:
 - 3.3.1.** to participate and vote in the General Meeting;
 - 3.3.2.** to participate in events, projects, and programmes organised by the Association;
 - 3.3.3.** to participate in the discussion of matters related to the Association's activities;
 - 3.3.4.** to use the Association's assistance in defending and representing their legitimate interests;
 - 3.3.5.** to use the services provided by the Association;
 - 3.3.6.** to use the Association's symbols in their activities throughout the membership period to visually indicate their affiliation with the Association;
 - 3.3.7.** to elect Board Members;
 - 3.3.8.** to nominate and recommend candidates for the Board;
 - 3.3.9.** to access Association documents and receive all information held by the Association regarding its activities;
 - 3.3.10.** to withdraw from the Association by submitting a request to the CEO. In such a case, membership fees or other funds and property transferred to the Association's ownership are not returned;
 - 3.3.11.** other rights established in legal acts, the Articles, and adopted documents.
- 3.4.** Members must:
 - 3.4.1.** adhere to the Articles of Association;
 - 3.4.2.** help implement the Association's objectives;
 - 3.4.3.** pay the Membership fee, except when the Member is a non-profit legal entity;
 - 3.4.4.** provide information about their activities, results achieved in the field of diversity, and other information related to membership in the Association upon the Board's request;
 - 3.4.5.** behave ethically toward other Members and adhere to the principle of confidentiality regarding them;

- 3.4.6.** respect the Association's principles and actively apply diversity provisions in their organisational culture;
- 3.4.7.** spread the Association's values and publicise activity results within and outside the organisation;
- 3.4.8.** participate and vote in the General Meeting;
- 3.4.9.** execute the resolutions of the General Meeting and management bodies.

4. PROCEDURE FOR ADMISSION, WITHDRAWAL, AND REMOVAL OF MEMBERS

- 4.1.** The procedure for Member admission, withdrawal, and removal from the Association is approved by Board decision.
- 4.2.** A legal entity meeting the requirements for a Member in these Articles and wishing to become a Member shall submit a membership application to the CEO.
- 4.3.** A Member is admitted to the Association by Board decision, adopted by a majority vote of the Board members.
- 4.4.** Membership ends when a Member:
 - 4.4.1.** is removed from the Association;
 - 4.4.2.** withdraws from the Association;
 - 4.4.3.** upon liquidation of the Member;
 - 4.4.4.** in other cases, provided by law.
- 4.5.** A Member may be removed from the Association by Board decision, adopted by a majority vote of the Board members:
 - 4.5.1.** if their membership was suspended for more than 1 year;
 - 4.5.2.** if they are more than 6 months late in paying the membership fee;
 - 4.5.3.** for failure to fulfil obligations provided in these Articles or for activities incompatible with these Articles;
 - 4.5.4.** if they negatively influence or damage the Association's reputation and interests;
 - 4.5.5.** when they no longer meet the requirements set in the Articles.
- 4.6.** A Member may be removed from the Association only if they were warned by the Board at least once about the relevant violation prior to removal and refused to rectify the violation or failed to do so within 30 days of receiving the Board's warning.
- 4.7.** A Member is considered removed from the Association from the date the Board decision to remove is adopted or from another date specified in the decision.
- 4.8.** A Member may withdraw from the Association by submitting to the CEO:
 - 4.8.1.** a copy of the decision of the management body, institution, or any other entity entitled to adopt a decision regarding withdrawal from the Association;
 - 4.8.2.** an application to withdraw from the Association.
- 4.9.** A Member is considered withdrawn from the Association from the date the specified documents are submitted to the CEO or from another date specified in the withdrawal request.
- 4.10.** Membership in the Association may be suspended by Board decision if Members, the CEO, or other third parties apply regarding the failure to perform Member duties.
- 4.11.** Membership may be suspended for up to 1 year. A Member may apply to the Board requesting the cancellation of the suspension. The Board considers such a request during the next meeting.
- 4.12.** If a Member fails to pay the Membership fee on time, the Board has the right to suspend the Member's membership by a decision adopted by a majority of at least 2/3 of all Board members.
- 4.13.** When the Member pays the Membership fee, the suspension is cancelled at the next Board meeting after the CEO reports the payment.
- 4.14.** Items 4.11 and 4.12 of the Articles do not apply to Members who are non-profit legal entities.
- 4.15.** If doubts arise regarding a Member's activity, the Board, before deciding to warn, suspend, or remove a Member, must provide the Member an opportunity within a reasonable period to provide detailed explanations and justify them with admissible evidence.

5. BODIES OF THE ASSOCIATION

- 5.1.** The bodies of the Association are:
 - 5.1.1.** General Meeting;
 - 5.1.2.** Single-person management body – CEO;
 - 5.1.3.** Collegial management body – Board.
- 5.2.** Members of the Association's bodies must avoid conflicts of interest. In the event of a conflict of interest, the person must recuse themselves from the discussion and voting on the matter.

6. GENERAL MEETING

- 6.1.** Functions of the General Meeting:
 - 6.1.1.** amends the Articles of Association;
 - 6.1.2.** elects and dismisses the Board;
 - 6.1.3.** determines the amount of Member fees and their payment procedure;
 - 6.1.4.** approves the Association's annual set of financial statements or annual report within 4 months of the end of the financial year;
 - 6.1.5.** decides on the reorganization or termination of the Association;
 - 6.1.6.** decides on the audit of the Association's annual set of financial statements and elects the auditor or audit firm.
- 6.2.** The General Meeting is convened according to the procedure set in the Articles.
- 6.3.** The ordinary General Meeting is convened by the Board once a year, no later than 4 months from the end of the financial year. If the Board does not convene the ordinary General Meeting, the Meeting is convened by the CEO. Members are notified of the convened General Meeting at least 20 days before the meeting date via email.
- 6.4.** The agenda and documents for the ordinary General Meeting must be provided at least 10 days before the meeting date.
- 6.5.** The General Meeting of and voting therein may take place physically, remotely, or via a hybrid method. When organising participation via electronic communication means, Member identification and proper vote accounting must be ensured. Electronic voting results are signed by the meeting chairperson and secretary.
- 6.6.** Members have the right to vote in advance by completing voting ballots. A Member does not have the right to vote at the Meeting on a decision for which they have expressed their will in writing in advance.
- 6.7.** The General Meeting does not have the right to delegate matters within its competence to other Association bodies, except in cases provided by law.
- 6.8.** All Members have the right to a decisive vote at the General Meeting. One Member has one vote.
- 6.9.** A Member may be represented at the General Meeting only by employees, participants, or members of the management body of that legal entity.
- 6.10.** The General Meeting is led by a chairperson and a meeting secretary elected by the participants.
- 6.11.** The General Meeting may adopt decisions when more than ½ of the Members participate. A decision is considered adopted when more "for" votes are received than "against", except in cases where at least 2/3 of the votes are required.
- 6.12.** If there is no quorum, a repeat General Meeting is convened within 30 days. A General Meeting may be convened without adhering to these deadlines if at least 2/3 of the Members agree in writing.
- 6.13.** In cases of emergency, martial law, or other force majeure circumstances were convening the General Meeting physically or remotely becomes impossible or would threaten member safety, the Board has the right to make temporary decisions on essential matters regarding the continuity of the Association's operations. These decisions remain valid until the next possible General Meeting, where they must be ratified.
- 6.14.** An extraordinary General Meeting may be initiated and organised by an initiative group of at least ½ of the Members, the Board, or the CEO.

7. THE CEO

- 7.1.** The CEO is the single-person management body of the Association.
- 7.2.** The CEO is elected, dismissed, and their job description is approved by the Board.

- 7.3.** The CEO's term of office is indefinite.
- 7.4.** The CEO is responsible and accountable to the Board.
- 7.5.** An employment contract may be concluded with the CEO, or they may work on a voluntary basis.
- 7.6.** The CEO represents the Association and concludes transactions on behalf of the Association.
- 7.7.** The CEO:
 - 7.7.1.** is responsible for notifying the Members of material events significant to the Association's activities, organizing the Association's activities, and maintaining member records;
 - 7.7.2.** is responsible for the implementation of the Association's objectives;
 - 7.7.3.** is responsible for the organization and accounting of the Association's activities;
 - 7.7.4.** determines the organizational structure of the Association's administration and employee positions, and approves the salary levels of administrative employees;
 - 7.7.5.** hires and dismisses employees, and concludes employment contracts with them;
 - 7.7.6.** is responsible for the organization of accounting in accordance with the Law on Accounting of the Republic of Lithuania;
 - 7.7.7.** is responsible for the preparation, signing, and submission of the set of annual financial statements or the annual report and activity report to the registrar of the Register of Legal Entities, the General Meeting of Members, and the Board;
 - 7.7.8.** is responsible for publishing the set of annual financial statements, the activity report, and the auditor's report (in cases where an audit of financial statements has been performed) or the annual report on the Association's website, if the Association has one;
 - 7.7.9.** is responsible for organizing voluntary activities in accordance with the procedure established by the Law on Volunteer Activity of the Republic of Lithuania;
 - 7.7.10.** is responsible for ensuring conditions at the registered office of the Association for third parties to familiarize themselves with the set of annual financial statements, the activity report, and the auditor's report (in cases where an audit of financial statements has been performed) or the annual report;
 - 7.7.11.** submits the Association's data, information, and documents to the registrar of the Register of Legal Entities;
 - 7.7.12.** submits information and documents to the General Meeting, the Board, and the Members;
 - 7.7.13.** implements the resolutions of the General Meeting;
 - 7.7.14.** analyzes the proposals of the Board;
 - 7.7.15.** publicly announces or organizes the public announcement of information specified in legal acts;
 - 7.7.16.** issues powers of attorney;
 - 7.7.17.** performs other functions arising from the activities of the Association as stipulated by legal acts, these Articles, and the job description of the CEO.
- 7.8.** The CEO may be removed from office due to inability or failure to properly perform their functions, upon the initiative of the Board.

8. THE BOARD

- 8.1.** The Board is the collegial management body of the Association.
- 8.2.** The Board is elected and dismissed for a 2-year term by the General Meeting. Board Members begin their duties immediately after the election. Board Members may serve no more than 2 consecutive terms on the Board. The Board consists of 7 members, who may be individuals nominated by a Member.
- 8.3.** A person who does not meet the requirements for an irreproachable reputation cannot be a Board Member. If it emerges that a person submitted a false declaration or no longer meets the criteria, the decision on their removal is made by the Board.
- 8.4.** In electing Board Members, each Member has one vote. Candidates who receive the most votes are elected. If more candidates receive equal votes than there are vacancies, a repeat vote is held.
- 8.5.** If the Board is not at full capacity, the vacant seat is taken by the candidate who received the next highest number of votes. If there are no such candidates, the Board decides on early elections or on continuing work at partial capacity.
- 8.6.** The Board elects a Chairperson from among its members.

- 8.7.** Board Members are not remunerated for their activities on the Board.
- 8.8.** Board Members are accountable and responsible to the General Meeting.
- 8.9.** The Board:
 - 8.9.1.** admits and expels Members;
 - 8.9.2.** appoints and recalls the CEO;
 - 8.9.3.** in the event that the CEO is unable to perform their duties, may appoint and recall an acting CEO, who concludes transactions with third parties provided they hold the appropriate authorization;
 - 8.9.4.** adopts decisions on the establishment of other legal entities or on becoming a participant in other legal entities;
 - 8.9.5.** performs the functions of an internal inspector, analyzes the performance results of the Association, the utilization of financial resources, data from tax inspections, audits, inventories, and the accounting of other assets, and submits proposals on these matters to the General Meeting and the CEO;
 - 8.9.6.** adopts resolutions on the purchase, transfer, lease of real estate, and restrictions on property rights, without prejudice to the restrictions on the Association's activities established by law;
 - 8.9.7.** considers matters raised by members of the Board, Members, and the CEO;
 - 8.9.8.** implements the resolutions of the General Meeting;
 - 8.9.9.** adopts decisions on the establishment of branches and representative offices as well as the termination of their activities, approves their regulations, and appoints the heads of branches and representative offices;
 - 8.9.10.** resolves other issues arising in the course of the Association's activities that are assigned to the competence of the Board by legal acts and these.
- 8.10.** Decisions are adopted by the Board at its meetings. The Board may adopt decisions when more than 1/2 of its members participate. Decisions are adopted by a majority vote, except in cases where at least 2/3 of the votes are required. Electronic copies of Board minutes are stored in an electronic document storage.
- 8.11.** Board meetings are convened at least once every 3 months.
- 8.12.** Board Members may be removed from office for inability or failure to properly perform their functions by a decision of the General Meeting.
- 8.13.** A Board Member has the right to resign before the end of their term. The CEO must notify Members and the Register of Legal Entities within 7 calendar days.
- 8.14.** A new Board Member is elected at the General Meeting only for the remainder of the term of the resigned or removed member.
- 8.15.** If a person terminates their employment with a Member, they shall resign from the Board unless the Member that nominated them decides otherwise.
- 8.16.** Board Members are accountable and responsible to the General Meeting.
- 8.17.** The organisation of Board work is described in the Board's Rules of Procedure.
- 8.18.** The CEO, administration employees, or other invited persons may also participate in Board meetings.

9. PROCEDURE FOR THE USE OF FUNDS AND INCOME AND CONTROL OF ASSOCIATION ACTIVITIES

- 9.1.** Funds and income are used to implement Association objectives.
- 9.2.** Within 4 months of the end of the financial year, the CEO must prepare and submit the annual report for the previous year to the ordinary General Meeting.
- 9.3.** Control of Association activities is carried out by the Board.
- 9.4.** Association funds consist of funds allocated by the state, membership fees, voluntary contributions, and other legally received funds.
- 9.5.** Members must pay the Membership fee in the manner prescribed by the General Meeting.
- 9.6.** Item 9.5 of the Articles does not apply to Members who are non-profit legal entities.

10. ASSOCIATION NOTICES AND ANNOUNCEMENTS

- 10.1.** When Association notices must be made public, they are published in the electronic publication issued by the Center of Registers.
- 10.2.** Decisions and notices of Association bodies are sent to Members via email or regular mail.

Members have the opportunity to access all information at the Association's registered office.

- 10.3.** The procedure for submitting documents to Members is approved by the Board.
- 10.4.** Association documents are provided to Members free of charge.
- 10.5.** Association documents may be signed with a qualified electronic signature and stored in the Association's electronic document storage.

11. PROCEDURE FOR ESTABLISHING ASSOCIATION BRANCHES AND REPRESENTATIVE OFFICES AND TERMINATING THEIR ACTIVITIES

- 11.1.** Decisions to establish branches and representative offices, terminate their activities, and appoint or dismiss their CEOs are made by the Board.

12. PROCEDURE FOR AMENDING THE ARTICLES OF ASSOCIATION

- 12.1.** Articles are amended by decision of the General Meeting.
- 12.2.** Draft amendments may be submitted by:
 - 12.2.1.** No less than 1/3 of the Members;
 - 12.2.2.** the Board;
 - 12.2.3.** or the CEO.
- 12.3.** Amendments are adopted by a 2/3 majority vote of the participating Members.
- 12.4.** Amendments take effect once they are registered.

13. PROCEDURE FOR CHANGING THE REGISTERED OFFICE

- 13.1.** The Association's registered office is changed by decision of the CEO.

14. REORGANISATION AND TERMINATION OF THE ASSOCIATION

- 14.1.** If fewer than 3 Members remain in the Association, the Register of Legal Entities must be notified.
- 14.2.** The Association is reorganised or terminated in the manner prescribed by the Civil Code.

15. OTHER

- 15.1.** In the event of inconsistencies between the Lithuanian and English versions of these Articles, priority shall be given to the Lithuanian text.