

Ana și Copiii Association

- Updated Statute on 28.04.2017-

CHAPTER I. Name, legal nature, headquarters, duration/lifetime

Art. 1. "Ana si Copiii", Association hereinafter The Association, is a Romanian legal entity governed by private law, nonpolitical with non-patrimonial purpose, established according to the Government Ordinance no. 26/2000, with subsequent amendments and completions.

Art. 2. Under the constitutional right to association, the following members have consented to the establishment of the Association:

- a) **VOIVOZEANU MIHAELA**, Romanian citizen, born in Adunatii Copaceni, Giurgiu County, on 16/05/1981, residing in Fundulea, Călărași County, Street Vasile Babus, no. 15, holder of Identity Card KL series, no. 465188, issued by SPCLEP Fundulea on May 19, 2015, CNP 2810516520473,
- b) **GRECU ELENA**, Romanian citizen, born in Galați, Galati County, on 27.01.1980, residing in Bucharest, District 6, Istru Alley, no. 5, bl. P4, sc. B, 9th Floor, ap. 17, holder of Identity Card RT series, no. 575380, issued by SPCEP District 6 office no. 3, on July 8, 2008, CNP 2800127170039
- c) **COLIBABA CONSTANTIN-DANIEL**, Romanian citizen, born in Bucharest, District 3, on 10.11.1978, residing in Bucharest, District 3, Barajul Bicz, Alley, no. 9 , M31, sc. B, 9th Floor, ap. 560, holder of Identity Card RT series, no. 997628, issued by SPCEP District 3, on October 10, 2013, CNP 1781110431522

Art. 3. The Association has its headquarters in Bucharest, No. 1, Petru Rares, Street, No. 1, District 1. The association may establish subsidiaries and branches or open offices in the country or abroad. The association may affiliate with federations or confederations in the country or abroad.

Art. 4. The Association will operate indefinitely, its dissolution and winding-up being done under the conditions stipulated in the Statute.

CHAPTER II. The purpose and objectives of the Association

Art. 5. The Association aims to create, support and develop community services, to help children, adolescents and young people, as well as their families.

Art. 6. Achieving this goal will be pursued by achieving objectives such as:

- a) Increasing the role of civil society in the work of protecting the rights of the child;
- b) Preventing and reducing family abandonment;
- c) Preventing and reducing school dropout;
- d) Preventing and reducing marginalization and social exclusion;
- e) Establishing, organizing and coordinating day care centers, family-type cottages and other community services arising from the purpose of the Association;
- f) Organization of meetings, seminars, events and awareness raising campaigns and national and international awareness on topics arising from the Association's purpose;
- g) Developing partnerships with NGOs, private and state institutions to meet the Association's goal.

CHAPTER III. Patrimony and sources of income of the Association

Art. 7. At the date of its establishment, the patrimony is 450 RON, intended by the founders, through the act of constitution.

Art. 8. The Association's income comes from:

- a) Members' contributions;
- b) Interest and dividends resulting from the placement of available funds under legal conditions;
- c) Donations and sponsorships from individuals or legal entities, both domestically and abroad;
- d) Public campaigns and other forms of fundraising and humanitarian aid, in compliance with the legislation in force;
- e) Subsidies obtained from the state budget and/or local budgets;

- f) Funding from institutions, agencies, national and international organizations;
- g) Other revenues provided by law.

Art. 9. The association can open accounts with any bank in Romania, in compliance with the legislation in force. Financial operations may be made with the signature of the President or the designated person, expressly by written authorization.

CHAPTER IV. Members of the Association

Art. 10. The Association has the following membership categories:

- a) Founding members;
- b) Active members;
- c) Honorary members.

Art. 11. Active members, other than founding members, are appointed upon the President's proposal, by decision of the General Assembly on the basis of a written report of the Board of Directors and may be natural or legal persons who know the status, agree with its provisions and understand to contribute to achieving the purpose of the Association in a disinterested way, by their own means. Founding members are active members on the basis of their status.

Art. 12. The conditions for obtaining the status of active member are:

- a) Impeccable moral conduct;
- b) Written recommendation from another member of the Association.

Art. 13. Upon the President's proposal, the General Assembly may award the title of honorary member to those persons who have made an important contribution to the development of the Association.

Art. 14. All members have the following rights:

- a) To elect and to be elected in the governing bodies of the Association, in accordance with the provisions of this Statute, except honorary members and debutants;
- b) To participate in the events organized by the Association, under the conditions established by the Board of Directors;

- c) To propose measures to improve the activities and achieve the objectives of the Association;
- d) To address directly to all the Association's bodies and to receive the requested information;
- e) Receive, for special merits, honorary diplomas, bonuses or other non-pecuniary rewards, at the proposal of the President and after approval by the Board of Directors;
- f) To participate in the elaboration and implementation of the Association's actions;
- g) To use the material and informational ground of the Association;
- h) To use alongside the name, the membership of the Ana si Copiii Association.

Art. 15. All members, except honorary, have the following obligations:

- a) Comply with the provisions of the Statute and the decisions of the governing bodies of the Association;
- b) To pay the contribution set by the Board of Directors;
- c) To act for the purpose and objectives of the Association;
- d) Promote the standards, principles and image of the Association;
- e) To contribute to the actions proposed by the Association;
- f) Comply with the standards and recommendations of the Association;
- g) Do not engage in political activities during or on the occasion of events organized by the Association;
- h) Participate, at the request of the Board of Directors, at the meetings and events initiated by the Association's governing bodies and at the meetings of the governing bodies of which they are part.

Art. 16. Loss of membership, regardless of the category it falls into, is achieved if at least one of the following conditions is met:

- a) Non-payment of the annual fee; the deterioration of the quality is achieved at the proposal of the Board of Directors by decision of the General Assembly, preceded by a suspension of the rights for a period of 2 months;
- b) At the request of the member; the loss of membership is made automatically at the time of registration of the application, unless otherwise stated;
- c) By committing acts that affect the interests and prestige of the Association, the beneficiaries represented or by violation of the Association's statute; Loss of membership is made on the proposal of the Board of Directors by decision of the General Assembly based on evidence.

CHAPTER V. Management, administration and control

Art. 17. The Administrative Management, Management and Control of the Association are: The General Assembly, the Founding Members' Council, the Board of Directors and the Censor or the Censors Commission as appropriate.

A. The General Assembly

Art. 18. The General Assembly is the supreme governing body of the Association, made up of all the active members, each having one vote, except for the president who has three votes.

Art. 19. The General Assembly will meet once a year in the ordinary session, and every time it is necessary to convene to an extraordinary meeting.

The convocation of the General Assembly shall be made by the President by electronic mail, registered letter or other means.

Art. 20. The General Assembly is legally constituted in the presence of a $V_2 + 1$ of all its members and takes decisions with the vote of $V_2 + 1$ of the present members.

If at the first convocation the General Assembly is not statutory, the second convocation will be organized within 15 days in compliance with the provisions of this Statute, and the judgments will be adopted with $V_2 + 1$ of the total number of members present, whatever their number.

Decisions to amend the statute, dissolve and liquidate shall be taken by a two-thirds majority of the members of the General Assembly of the Association.

Art. 21. The General Assembly has the following functions:

- a) Modifies the constitutive acts of the Association;
- b) Approves the strategy and policy proposed by the Board of Directors
- c) Approves the Association's Rules of Procedure and any other internal acts of organization;
- d) Chooses and revokes the Board of Directors, the Chairman and the Censor or the Censors Commission, as appropriate;
- e) Establishes the membership and exclusion criteria of the Association;

- f) Approves the annual budget and budget execution of the previous year on the basis of the Board's foundations and the opinion of the Auditor or the Auditors Commission as appropriate;
- g) Determines the amount and frequency of payment of the contribution;
- h) Approves the report of the Board of Directors and the Auditor's or Auditor's Committee respectively, as the case may be, of the discharge for the period under review;
- i) Approves the organization chart of the Association;
- j) Decides to set up subsidiaries or branches, as well as affiliation to federations and confederations;
- k) Approves the dissolution of the Association and appoints the liquidators and determines the destination of the goods upon dissolution;
- l) fulfills, in order to achieve the purpose of the Association, any other activities permitted by this Statute or by law.

Minutes of the General Assembly is certified by the President and is registered in the input-output.

The General Assembly may delegate some of its duties to the Board of Directors.

B. The Board of Founding Members is the governing body that takes over the interim leadership in all situations of power vacuum.

C. The Board of Directors

Art. 22. The Board of Directors is the current governing body of the Association.

The Board of Directors is made up of 3 persons:

- a) President;
- b) 1 Vice-President;
- c) 1 Member.

Art. 23. The term of office of the members of the Board of Directors is 3 years, with the possibility of re-election. Membership in the Board of Directors is exercised personally, and it is not allowed to empower other persons to exercise their rights or to fulfill the attributions related to this quality.

Art. 24. In case of termination for any reason of the membership in the Board, the vacancy will be filled by the election of a new member within 60 days. The partial mandate counts as a full mandate.

By decision of the General Assembly of Associates the number of members of the Board of Directors may be changed.

Art. 25. The Board of Directors shall meet at least twice a year or whenever necessary at the written convocation of the President or in the absence of one of the Vice-Presidents.

The Board of Directors will exercise its prerogatives in the presence of at least $V_2 + 1$ members, and the decisions will be taken by simple majority. In the event of equality, the President's vote is decisive. If the President is not present, in case of equality, the decision shall be postponed to the next meeting of the Board of Directors.

Art. 26. The Board of Directors has the following functions:

- a) Establishes the Association's strategies and policy;
- b) Organizes the convening of the General Assembly and prepares its agenda;
- c) Requires approval of the General Assembly activity reports, draft budget and budget execution;
- d) Decides to employ the association's patrimony and accounts for its acts before the General Assembly;
- e) Establishes the salary scale of staff with a contract of employment and the level of employees' salaries;
- f) performs the duties assigned by the General Assembly;
- g) Admits and excludes members of the Association;
- h) Changes the association's headquarters;
- i) It decides to grant or withdraw honorary membership at the proposal of the President.

Art. 27. In fulfilling its attributions, the Board of Directors will also be able to use remunerated personnel, under the conditions established by the General Assembly.

Art. 28. The president is elected for a period of 5 years and has the following duties:

- a) Acts in accordance with the strategy and policy proposed by the Board of Directors and with the knowledge of their cause;

- b) Represents the Association in relations with third parties and in legal proceedings. The President has the power of full representation of the Association in relations with third parties. In this respect, the President has the right to sign without the General Assembly's authorization, in order to fulfill in good faith the purposes of the Association. The mandate remains until its express revocation by the General Assembly;
- c) Presides the meetings of the General Assembly and the Board of Directors;
- d) perform any other duties assigned by the General Assembly in its charge;
- e) Exercises his entire authority and competence to determine the achievement of the Association's goals.

D. Censor / Censors Commission

Art. 29. The Censor or the Censors Commission, as the case may be, is the internal financial control body of the Association being appointed by the General Assembly for a period of 3 years. After appointment, the Censor enjoys independence in the exercise of his/her duties.

Art. 30. The appointment of a Censor is mandatory only if the Association has more than 15 active members. If the Association has more than 100 members enrolled until the date of the last General Assembly, the internal financial control is exercised by a Censors Commission.

Art. 31. The Censors Board is made up of an odd number of members, most of which are made up of members of the Association. Board members cannot be censors. One of the members of the censors committee is required to be a chartered accountant.

Art. 32. For the work done, the censors may receive a compensation. The censor may resign his post with a 30-day notice, being responsible for his untimely withdrawal and for negligence in performing his duties. In the case of unavailability, its powers will be exercised temporarily by the General Assembly's deputy, and it will decide within a maximum of 3 months the replacement of the Censor.

Art. 33. In fulfilling his competence, the Censor or, as the case may be, the Censors Commission has the following tasks:

- a) Checks the way the Association's patrimony is administered;
- b) draws up reports and submits them to the General Assembly;
- c) May participate in meetings of the Board of Directors without the right to vote;

d) performs any other duties provided for in the Statute or established by the General Assembly.

CHAPTER VI. Final provisions:

Art. 34. The dissolution and liquidation of the Association is done in the situations provided by the law.

The transfer of the resulting property after liquidation to a non-profit legal person, having an object of activity close to that of the Association, shall be decided by the General Assembly by the simple majority vote of the present members.

Priority will be given to organizations at whose establishment the Association participated.

Art. 35. Changes and completions to this Statute are made by decisions of the General Assembly under the terms of the law and of this Statute. The provisions of this Statute are supplemented by the imperative legal requirements contained in the Law in force.

Art. 36. The present statute was drafted in 6 (six) copies, each with original value.