

**The S T A T U T E of
"EcoVisio"
Public Association
(in new edition)**

2022

1. GENERAL PROVISIONS

1.1. The EcoVisio Public Association, hereinafter referred to as "the Association", is a non-commercial organisation voluntarily set up by its founders for the non-commercial purposes for which it was established.

1.2. Full name: EcoVisio Public Association.

1.3. The Association is established and operates in accordance with the Constitution of the Republic of Moldova, the Law No. 86 of 11 June 2020 on non-commercial organizations, the Civil Code of the Republic of Moldova and the present statute.

1.4. The Association is constituted in the legal form of organization: "public association".

1.5. The Association acquires legal personality from the moment of state registration at the Public Services Agency, and has all the rights and obligations that are attributed by law to such categories of legal persons.

1.6. The duration of Association's activity is unlimited.

1.7. The Association has a non-profit purpose.

1.8. The Association may act for the benefit of the public, its members or other persons.

1.9. Membership in the association shall be registered.

1.10. The Association shall have separate assets and may own any property, except those prohibited by law. Assets transferred to the Association by the founders (members) are its property, which is used exclusively for the achievement of its statutory purposes. The profits of the public association shall not be distributed among members or other persons.

1.11. Members do not retain any rights to the property transferred to the Association, nor to membership fees. They are not liable for the obligations of the Association, and the Association is not liable for the obligations of its members.

2. THE PRINCIPLES OF ACTIVITY OF THE ASSOCIATION

2.1. The Association is constituted on a voluntary basis. No one may be compelled to found the association, become a member of it or be penalised for founding, being or not being a member of a non-commercial organisation.

2.2. The association shall be free to determine its internal structure, aims and activities in accordance with the law.

2.3. The association is free to apply for, receive and use financial and material means, from within the country or abroad, in order to achieve its statutory aims.

2.4. The State respects, protects and ensures freedom of association. The State may intervene in the activity of the association only if this constitutes a necessary measure in a democratic society to ensure national security, public safety, the defence of order or the prevention of crime, the protection of health, morals, the rights and freedoms of others.

2.5. Public authorities shall treat public associations equally and shall not discriminate against them.

2.6. The association promotes national, civic, democratic and rule of law values and interests, partnership, open competition and respects the ethical rules of the non-commercial sector.

2.7. The Association may express its opinion on the programmes of political parties and socio-political organisations, as well as on electoral candidates and their programmes.

2.8. The Association may not materially support, nor provide free services to political parties and socio-political organisations.

2.9. The Association shall avoid conflicts of interest and major conflicts of any other nature in the course of its work.

2.10. The work of the Association shall be transparent. The Association shall make public its annual activity report, which shall contain information on the activities carried out, the amount of financial means and materials obtained and used, and other relevant information.

2.11. The Association shall not be obliged to accept new members, except under the conditions laid down in the Statutes.

3. AIMS AND METHODS OF IMPLEMENTATION

3.1. The aims of the Association are to contribute to:

- a) Environmental education, entrepreneurial education and education for peace and cooperation for all ages;
- b) Creating and promoting viable examples of environmental, economic and social innovations and practices;
- c) Facilitating cooperation between organisations, activists, public and private sectors;
- d) Informing the population through public information and training activities, working with the media, distributing leaflets and information brochures, organising debates, round tables and conferences on the organisation's areas of expertise;
- e) Promoting sustainable development concepts in agriculture, energy, economy, transport, infrastructure, rational use of resources, human rights, ethical treatment of animals and other relevant areas;
- f) Strengthening and developing citizens' capacities for active involvement by carrying out/implementing projects at local and international level;
- g) Regional development through the implementation of joint projects in collaboration with other organisations in other municipalities and districts of the Republic of Moldova.
- h) Accumulating extensive knowledge and establishing databases of information materials in the field of sustainable development and other relevant areas.
- i) Personal development of association's members and volunteers through active participation in local and international exchanges, thematic debates, implementation of own projects and other development practices;

3.2. In order to achieve its statutory aims, the Association has all the rights guaranteed by the legislation of the Republic of Moldova, including:

- a) To carry out and promote civic, economic, cultural, educational and other initiatives not prohibited by law;
- b) to carry out scientific and training activities;
- c) to freely disseminate information in any form not prohibited by law;
- d) to apply for and receive financial and material resources, from within the country or abroad, including public funds;
- e) to finance programmes, at home and abroad, by means of grants, scholarships,

material and financial aid;

- f) to represent and defend the legitimate interests of its members and, in accordance with the law, of other persons before the public authorities in order to achieve its statutory aims;
- g) to benefit from the mechanism of percentage designation;
- h) to set up companies and other organisations with legal personality;
- i) to exchange experience with competent organisations and institutions in the Republic of Moldova and abroad;
- j) to develop methods, concepts, ideas, successful practices in the knowledge and study of the phenomenon of resilience and sustainability;
- k) to create and manage Resource Centres providing information and examples of practical solutions for environmental protection, including in the fields of green building, energy efficiency, organic agriculture, waste and water management and other relevant areas;
- l) to plan and organise expertise in accordance with the provisions of Law No 851 of 29.05.96 on environmental expertise and environmental impact assessment;
- m) to organize and participate in seminars, conferences, camps, meetings, round tables, lectures, etc., in order to achieve the statutory aims by attracting qualified specialists/experts in the fields of activity of the Association;
- n) to organise training events for volunteers with the presence of specialists/experts in the fields of activity of the Association as well as entrepreneurs whose activity is based on ecological and social principles;
- o) to carry out analysis of socio-economic problems facing society, which have a direct impact on the environment and daily life;
- p) to develop, implement, evaluate and monitor projects at local/national and international level in order to develop the social, economic, ecological and human potential of the Republic of Moldova and to achieve the objectives of the Association;
- q) to attract material and financial resources for carrying out the activities and projects of the Association;
- r) to inform the competent bodies about violations of legislation in the fields of activity by natural and/or legal persons;
- s) to give priority in participation in the activities of the Association to socially disadvantaged social groups;
- t) to support and maintain cooperation with other public and private organizations in the Republic of Moldova and abroad in order to raise the value of ecology, agriculture, economy and other principles of sustainable development;
- u) to provide educational, consulting, event organization, space rental and other services in the fields of ecology, peace and transformative leadership, social entrepreneurship and green economy, regional development and tourism, planting and organic agriculture, waste management, eco-construction, energy and other relevant fields;
- v) to market local, ecological and social products that promote examples of sustainable development, as well as to carry out other activities not prohibited by the legislation in force in order to achieve the statutory aims;
- w) enjoy other rights granted by law;

3.3. The Association is obliged to comply with the legislation of the Republic of Moldova, including:

- a) to adjust the statute in case of changes in legislation;
- b) to keep records of its members;
- c) to submit, within 3 months at the latest, to the state registration body the documents confirming the modification of the statute, the change of the electronic address, the change of the headquarter, the change of the composition of the management and control bodies.

3.4. In accordance with the provisions of Art. 6 para. (2) of the Law no. 86 of 11 June 2020 on non-commercial organizations, in order to achieve its statutory purposes, the Association may carry out any kind of activity not prohibited by law. The Association is entitled to carry out economic activity, including social entrepreneurship. Economic activity may be carried out either directly by the association or by the establishment of profit-making legal entities. The activity of the association which, according to the law, is subject to licensing, may be carried out only after obtaining a licence.

4. MANAGEMENT AND SUPERVISORY BODIES

4.1. The organisational structure of the Association includes the following bodies:

- a) The General Assembly;
- b) the Board of Directors;
- c) the Executive Director (Administrator);
- d) the Internal Auditing Committee.

The Association may have other bodies that contribute to the work of the organisation, whose tasks are laid down in the statute.

4.2. The supreme governing body of the Association is the General Assembly of the members or their delegates, which convenes periodically in ordinary as well as extraordinary meetings.

4.3. The General Assembly shall have the following powers:

- a) to approve and amend the statutes of the Association;
- b) to decide on the creation of branches of the Association;
- c) to admit and exclude members;
- d) to elect and dismiss the members of the Board of Directors and the Internal Auditing Committee;
- e) to cancel the decisions of the administrator and those of the board without prejudice to the rights of bona fide third parties;
- f) to change the seat of the association;
- g) to determine the amount of the membership fee;
- h) to adopt the decision on the purchase, distribution and disposal of the assets of the Association;
- i) to decide on the voluntary reorganisation or liquidation of the Association, its branch,

- in the manner laid down in the statute and in compliance with the law;
- j) to determine the main directions of activity;
 - k) to examine and approve the annual narrative and financial report;
 - l) to determine the conditions and procedure for the admission of new members to the Association and for their withdrawal from its ranks;
 - m) to receive and exclude members of the Association;
 - n) to approve the reports of the Board of Directors and the Internal Auditing Committee;
 - o) to decide on the reorganisation or liquidation of the Association;
 - p) to decide on other matters assigned to it by law or the statute of Association.

4.4. The term of office of all bodies elected by the General Assembly is 2 years.

4.5. Ordinary meetings of the General Assembly shall be convened when the interests of the Association so require, but not less frequently than once a year. The General Assembly shall be convened by the Board of Directors, which shall notify all members of the Association at least 14 days before the date of the General Assembly. The notice convening the meeting shall contain the agenda, place, date and time of the meeting. Notice of the convening of the supreme body shall be given to each individual member or by other means of information.

4.6. Extraordinary General Meetings shall be convened by the Board of Directors on its own initiative, or at the request of the Chairman of the Board of Directors, the Executive Director, the Internal Auditing Committee, or at the request of at least 1/3 of the total number of members of the Association.

4.7. The Extraordinary General Meeting shall be convened within 14 days from the date of submission of the decision on convening the Extraordinary Meeting adopted by the subjects named in point 4.7.

4.8. The General Assembly is deliberative only if more than half of its members participate. Each member has one vote. Decisions shall be adopted by a simple majority vote of the present. The General Assembly meeting deciding on the reorganisation or voluntary liquidation of the Association shall be deliberative if at least 2/3 of the members participate. The decision on the reorganisation or voluntary liquidation of the Association shall be taken by at least 2/3 of the votes of the members present at the General Assembly.

4.9. Meetings of the General Assembly may be held both in person and by electronic means of communication. If the General Assembly is not deemed to be deliberative, the authorised body shall convene a repeated General Assembly meeting with the same agenda within one month at the latest. The meeting convened repeatedly shall be deliberative with the participation of those present.

4.10. The General Assembly may adopt resolutions only on matters included in the agenda. On matters not included in the agenda, the General Assembly may adopt resolutions only if all members of the Association are present or represented.

4.11. The proceedings and decisions of the General Assembly shall be recorded in minutes.

4.12. The member of the General Assembly may request access to all documents of the Association and is entitled to inspect the accounting documents, the records of assets and transactions of the Association.

4.13. The Board of Directors of the Association is elected by the General Assembly and is subordinate to the General Assembly.

4.14. The Board of Directors may only be composed of 7 natural persons appointed in accordance with the present statute. The numerical composition of the Board of Directors may be modified by the General Assembly, which shall be recorded in the minutes and submitted to the competent bodies.

4.15. The Board of Directors shall have the following powers:

- a) to elect from among the members of the Board of Directors the Chairman of the Board of Directors, who organises and leads the work of the Board;
- b) to identify, elect and hire the Executive Director;
- c) to contribute to the development strategy and to outline the main directions of the Association's activity;
- d) to ensure the implementation of the decisions of the General Assembly and report to the General Assembly on the work of the Association;
- e) to supervise the work of the Association;
- f) to consult and approve the budget of the Association, the annual financial report;
- g) to approve the internal regulations of the Association and determine its organisational structure;
- h) to approve the personnel lists, proposals for hiring and dismissal of staff, the method of remuneration of work and salaries for the employees of the Association;
- i) to ensure that the Association complies with the rules of ethics laid down in the non-commercial sector;
- j) to approve the seal, stamp, symbols and forms of the Association;
- k) to manage the assets of the Association and the work related to its increase;
- l) to determine the way in which donations collected without a specified purpose by the donor may be used and distributed;
- m) to adopt decisions on the purchase, distribution and disposal of the Association's assets;
- n) to decide on the participation of the Association as a founder of non-commercial organisations and companies;
- o) to decide on all matters which do not fall within the exclusive competence of other bodies of the Association;
- p) to approve major transactions of the Association.

4.16. A member of the Board of Directors may be re-elected a maximum of three times.

Meetings of the Board of the Association shall be convened as necessary, but not less than once every quarter, and shall be deliberative if 2/3 of the members are present.

4.17. Meetings of the Board of Directors may be held both in person and by electronic means of communication. Decisions are adopted by a simple majority of votes. At the request of a member of the Administrative Board.

4.18. The Chairman of the Board shall be obliged to convene an extraordinary meeting of the Board within 10 days. If the Chairman of the Board refuses or fails to convene the extraordinary meeting of the Board of Directors within the time limit laid down in the statute, the member of the Board who requested the extraordinary meeting shall be entitled to convene the extraordinary meeting without the consent of the Chairman of the Board.

4.19. The Chairman of the Board, being elected from the members of the Board of Directors, shall convene and chair the meetings of the Board, conclude and terminate the employment

contract with the Executive Director (the Administrator), represent the Association before third parties.

4.20. Membership of the Board of Directors shall cease under the following conditions:

- a) in case of death,
- b) in case of resignation;
- c) in case of exclusion by decision of the General Assembly.

4.21. In the event of a vacancy on the Board of Directors, the General Assembly shall appoint another member as soon as possible.

4.22. The Board of Directors elects the Secretary who:

- a) shall keep the secretarial work;
- b) registers the requests and applications submitted to the Association;
- c) keeps the minutes of the General Assemblies and of the meetings of the Board of the Association;
- d) conducts correspondence with public authorities, other organisations and institutions.

4.23. The Association Administrator cannot be a member of the Board of Directors.

4.24. The Administrator has the following duties:

- a) manages the work of the Association;
- b) represents the Association in relation to public authorities and third parties;
- c) executes the decisions of the Association's governing and supervisory bodies;
- d) manages the means of the Association, concludes transactions and signs contracts, issues powers of attorney, opens bank accounts, signs other financial documents;
- e) signs the Articles of Association, in their new wording, or the additional act concerning the amendment of the Articles of Association, adopted by the General Assembly, unless another person is appointed by the General Assembly;
- f) draws up an annual report on the activities of the Association and submits it to the governing bodies for approval;
- g) ensures the publication of the annual report on the activity of the Association;
- h) performs other duties provided for by law.

4.25. Administrator cannot be:

- a) a person who is prohibited by law or court order from holding the office of administrator or another office granting the right of disposal of material assets;
- b) an adult natural person protected by guardianship, to the extent that, by a court decision, he/she has been restricted in his/her right of disposal or has not been allowed to conclude, on his/her own or with the assistance of a guardian, legal acts of administration of property, with the exception of legal acts provided for by the Civil Code;
- c) a person with a criminal record for crimes against property, economic crimes, crimes committed by persons in a position of responsibility or by the person managing organisations, committed with intent.

4.26. The Administrator may, if necessary, set up expert groups to study certain important issues related to the work of the Association, discuss certain government programs in the

field of the Association's activity, and draw the attention of the public to major problems of society.

4.27. In order to exercise control over the management of the Association and the activity of the Administrator, the General Assembly appoints the members of the Internal Auditing Committee and may decide that its activity be audited annually by an external auditor.

4.28. Auditors cannot be:

- a) the Administrator and the members of the Board of Directors;
- b) the spouse, relatives and relatives of the director/board members up to and including the fourth degree;
- c) a person with a criminal record for property offences, economic offences, offences committed by persons in positions of responsibility or persons managing commercial organisations, committed with intent.

4.29. The Administrator is obliged to provide the Internal Auditors Committee with all documents necessary for the control.

The Internal Auditing Committee shall draw up an annual report on the financial activity of the organisation and shall submit it to the General Assembly.

4.30. The Internal Auditing Committee shall refer to the General Assembly or to another body provided for by the statutes if it has ascertained facts which are contrary to the law or the statutes of the Association and which have caused or may cause considerable damage to the Association.

5. MEMBERS OF THE ASSOCIATION. THEIR RIGHTS AND OBLIGATIONS

5.1. The Association may be formed by natural and legal persons.

5.2. Minors and protected persons may found public associations and become members of them under the conditions laid down by Law No. 86/2020 and the Civil Code.

5.3. Public authorities and institutions, state and municipal enterprises may not form public associations and may not become members of public associations.

5.4. The founders of the public association become its members from the moment of registration of the public association by the state registration body.

5.5. Membership ceases under the following conditions:

- a) in case of death,
- b) in case of resignation;
- c) in case of exclusion by decision of the General Assembly.

5.6. If the Association remains with only one member, it is obliged, within 3 months, either to admit new members or to decide on the reorganisation or voluntary liquidation of the public association.

5.7. A member of the Association can be any citizen of the Republic of Moldova from 18, as well as foreign citizens, non-citizens, who recognize and support the objectives and principles of the Association, being recommended by at least 2 members of the Association.

5.8. The members of the public association participate in the activity of the Association based

on principles of equality and in accordance with the good principles of democracy.

5.9. The Association is not liable for the obligations of its members and the members are not liable for the obligations of the Association.

5.10. Applications for admission and withdrawal of full membership shall be considered by the Board of Directors. The conclusions of the Board of Directors on applications for admission and withdrawal shall be presented to the General Assembly. The term of candidacy may be extended up to 12 months.

5.11. Each member of the Association shall pay annual membership fees in the amount determined by the General Assembly.

5.12. Members of the Association have the following rights and obligations:

- a) the right to participate in the work of the Association, to elect and to be elected to any elective office of the Association, with the exception of associate members, to participate in all projects of the Association, to publish papers and other materials in the press organ of the Association, to withdraw from the organisation, with or without reasons;
- b) members of the Association are obliged to respect the provisions of the present Statute, the decisions of the General Assembly, the Board of Directors, the Administrator, to actively participate in the achievement of the statutory goals, to pay the membership fee on time, respect their colleagues and not to admit tactless manifestations and discrimination according to any criteria; to show a caring attitude towards the patrimony of the Association; to refrain from actions or inactions that would discredit the Association; to not support in the name of the Association any political parties, electoral blocs and independent candidates in elections to public power bodies.

5.13. The member who does not participate in the activity of the Association, breaking the connection with the Association on his/her own initiative, as well as those members who violate the provisions of this Statute, do not pay the membership fee in the amount and term established by the organization by its internal regulations, for intentionally causing moral and material damage to the Association and its members may be excluded from the membership of the Association by the decision of the General Assembly.

5.14. The excluded member shall retain the right to stand for membership in the future.

6. ASSETS AND SOURCES OF FUNDING

6.1. The property of the Association is formed from any sources not prohibited by law, including:

- a) membership fees, established by resolution of the General Assembly;
- b) donations, grants and legacies;
- c) income from economic activity;
- d) public funds, including financial means obtained from percentage designation.

6.2. The Association may own buildings, constructions, machinery, means of transport, and

other assets necessary for the activity to achieve the aims set out in these Statutes.

6.3. Donations to the Association may be in the form of movable and immovable property, royalties, shares, etc.

6.4. Assets transferred to the Association by its members in the form of contributions and donations may not be revoked and shall constitute the property of the Association.

7. TRANSPARENCY OF THE ASSOCIATION'S ACTIVITY

7.1. The work of the Association is transparent. The Association shall make public its annual activity report no later than 6 months after the end of the year for which it is prepared. If the Association does not publish the annual activity report, it shall send a copy of the report to any applicant within one month. At the request of the competent public authority, the Association shall submit the annual activity report to the latter within one month at the latest. The annual activity report shall contain information on the activities carried out, the amount of financial means and materials obtained and used and other relevant information.

8. ADOPTION, COMPLETION AND/OR AMENDMENT OF THE STATUTE

8.1. The Association shall be constituted by statute. The statute of the Association shall be approved by a resolution of constitution, recorded in minutes.

8.2. Amendments and/or additions to the statute of the Association shall be approved by resolution of the General Assembly, which shall be deliberative only if attended by more than half of its members or their representatives. Each member has one vote plus a maximum of one vote delegated by another member. Decisions are adopted by a simple majority of the present.

8.3. Amendments and/or additions to the statutes shall enter into force for third parties as soon as they are registered.

9. BRANCHES OF THE ASSOCIATION

9.1. The decision on the creation of a branch shall be taken by the General Assembly. Branches shall carry out the same lines of activity of the Association.

9.2. The branch shall operate on the basis of the regulations approved by a resolution of the General Assembly. The branch manager is appointed by the Board of Directors.

9.3. The Branch Manager shall report to the General Assembly of the Association on a permanent basis on the activities of the Branch.

10. THE PROCEDURE FOR REORGANISATION AND LIQUIDATION

10.1. The Association shall cease its activity by:

- a) voluntary liquidation;
- b) compulsory liquidation;
- c) reorganisation by merger, dismemberment or transformation.

10.2. The Association shall cease its activity on the basis of a decision of the General

Assembly, adopted under the conditions laid down in these Statute.

10.3. Reorganisation of the Association shall be effected, in accordance with the law, by merger (amalgamation, absorption), dismemberment (division, separation) or transformation with prior notification to the creditors. Reorganisation shall take effect only after state registration.

10.4. Voluntary liquidation may take place if the statutory objectives cannot be achieved due to lack of funds or if the proposed statutory objectives are achieved.

10.5. The association may be compulsorily liquidated by court order at the request of the Ministry of Justice if its activity is contrary to the interests of national security, public safety, protection of order or prevention of crime, protection of health, morals and the rights and freedoms of others and this measure is necessary in a democratic society, as well as if the provisions of Article 11 para. (6) of Act No. 86/2020. Failure to submit the annual activity report after the repeated request of the Ministry of Justice constitutes grounds for the initiation of the compulsory liquidation procedure if the activity report has not been submitted within 6 months after the second request. The examination of the request for forced liquidation is the responsibility of the Chisinau Court.

10.6. The voluntary liquidation of the Association has the effect of opening the liquidation procedure. When registering the dissolution of the Association, the state registration body shall enter in the State Register the mention "in liquidation". The dissolution of the Association shall be carried out by the Liquidation Commission, appointed by the body, which adopted this decision in accordance with the provisions of this Statute, Law no. 86/2020 and the Civil Code.

10.7. The person empowered by the minutes of the meeting of the General Assembly shall submit to the state registration body a request regarding the registration of the dissolution of the Association and the entry of the respective information in the State Register, and shall communicate the respective data to the members of the liquidation commission.

10.8. The liquidation commission shall have the rights and obligations that are not contrary to the purpose of liquidation. The liquidation commission shall suspend the activity of the Association, collect claims from debtors, sell assets, satisfy creditors' demands and distribute the remaining assets according to the legal and statutory provisions.

10.9. The liquidation committee shall draw up the liquidation balance sheet, indicating the value and composition of the remaining assets, and submit it to the body that decided on the liquidation for approval.

Assets remaining after satisfaction of creditors' claims may not be distributed among the members of the Association and the members of its bodies.

10.10. Assets remaining after satisfaction of creditors' claims may not be distributed among the members of the Association and members of its bodies.

10.11. The assets remaining after the voluntary liquidation of the Association, after the claims have been settled, shall be transferred to another non-commercial organisation with similar purposes to the liquidated one, mentioned in the statutes or determined by the supreme governing body. The assets of the Association compulsorily liquidated shall be transferred to the non-commercial organisation mentioned in the statute or, if the statute does not mention the beneficiary non-commercial organisation, to the non-commercial organisation designated

by the court following a public notice.

10.12. The liquidation committee shall be liable for damages caused to creditors if it has failed to fulfil its obligations, has distributed the assets of the Association before satisfying the creditors' claims or in violation of the law or the Association's statutes.

10.13. The liquidation committee shall be liable for damages caused to the Association through its fault.

For conformity I countersign

TERNAVSCHI Vladimir, Executive Director (Administrator)

