

APPROVED
in the new version
at the General Meeting of
“EcoVisio” Public Association
based on the Minutes No. AG2017-2
dated 09 September 2017

REGISTERED
in the new version
by the Ministry of Justice
of the Republic of Moldova
No. _____
dated ‘ ____ ’ _____

Head of the Directorate _____

STATUTE
(in new version)
of the Public Association
“EcoVisio”

Chisinau, 2017

1. GENERAL PROVISIONS

- 1.1. **The Public Association “EcoVisio”** (hereinafter “the Association“) is a non-governmental, non-political, non-profit association created by the free will of associated natural persons in order to jointly achieve the goals determined by this Statute.
- 1.2. The full name is: **Asociația Obștească “EcoVisio” (Public Association “EcoVisio”)**
- 1.3. The Association is established and operates in accordance with the Constitution of the Republic of Moldova, the Law of the Republic of Moldova No. 837- XIII from 17 May 1996 on Public Associations and the present Statute.
- 1.4. The legal form of organization of the Association is: ‘public association’.
- 1.5. The Association acquires its legal personality from the moment of registration of the Statute with the Mayor’s Office of Chisinau Municipality, on **13.04.1999** and has all the rights and duties that are assigned by law to such legal entities. The Association has a seal, an emblem, its own financial balance, bank account, in MDL and foreign currency, a tax code and other attributes of legal person.
- 1.6. The Association is a national public organization and carries out its activities throughout the whole territory of the Republic of Moldova. The duration of activity of the Association is unlimited.
- 1.7. The Association is a non-profit, non-political and public utility association.
- 1.8. The Association shall use the whole income derived from its activity for the goals set forth in the statute.
- 1.9. The Association shall not support any political party, electoral bloc or candidate to a position in public authorities and shall not use any of its income or property to finance them.
- 1.10. The Association has its own assets necessary to ensure the activity set forth in the statute and is liable for its obligations with to those assets.
- 1.11. The headquarters of the Association are in 71 A. Mateevici str., of. 5a, Chișinău mun., the Republic of Moldova.

2. PRINCIPLES OF ACTIVITY OF THE ASSOCIATION

- 2.1. The Association is founded and operates under the principles of freedom of association, legality, publicity and transparency, equality of rights of all members, free expression of opinion by all members and their access to any information pertaining to the work of the Association, self-administration and self-management.
- 2.2. The Association shall be free to choose its own activities, forms and methods of work and to establish the internal organizational structure. The interference of public authorities in the work of the Association and the interference of the Association in the work of public authorities is prohibited.

- 2.3. The Association promotes in its activity the national, civic, democratic values and interests, the rule of law, partnership, open competition and complies with the ethical norms of the non-commercial sector.
- 2.4. The Association shall avoid conflicts of interest throughout its activity.
- 2.5. The activity of the Association is transparent in nature, the information on constituent and programme documents is accessible to all. All natural and legal persons shall be guaranteed free access to the financial and activity reports of the Association.

3. GOALS AND METHODS OF WORK

- 3.1. The goals of the Association are to contribute to:
 - Education for all ages in areas of ecology, entrepreneurship, peace and cooperation;
 - Creation and promotion of viable examples of innovations and ecologic, economic and social practices;
 - Facilitation of cooperation between organizations, activists, public and private sector through development of networks;
 - Information and raising ecological and social awareness of the population through raising public awareness and training activities, work with the media, distribution of leaflets and information brochures, organization of debates, round tables and conferences on environmental issues;
 - Promoting the concepts of sustainable development in agriculture, energy, economy, transportation, infrastructure, use of resources, and other relevant fields;
 - Empowerment and capacity buildings for active citizenship through local and international projects;
 - Regional development in Moldova through the implementation of joint projects in collaboration with other public organizations in the municipality and other districts of the country
 - Accumulation of rich knowledge and of a database with information materials in the field of sustainable development.
 - Personal development of the members of the Association and volunteers through an active participation in local and international youth exchanges, thematic debates, implementation of own projects etc.
 - Organizational development and increase of its professional level and of the impact of the Association.
- 3.2. To achieve its goals, the Association shall carry out the following activities:
 - Exchanges of experience with competent organizations and institutions in Moldova and abroad;

- Development of methods, concepts, ideas, successful practices concerning the knowledge and study of resilience and sustainability;
- Establishing and managing a Resource Center that would offer information and examples of practices of environmental protection, including in the fields of eco-constructions, energy efficiency, organic agriculture, waste water and waste management.
- Planning and organizing a public ecological expert examination, in accordance with Law No. 851 from 29.05.96 on ecological expert examination and environmental impact assessment;
- Organization and participation in seminars, conferences, camps, meetings, round tables, lectures, etc., to achieve the statutory goals of attracting qualified specialists in the priority areas of activity of the Association;
- Organization of trainings for volunteers by inviting environmental protection specialists, entrepreneurs whose activity is based on environmental and social principles and activists of other NGOs with project implementation experience;
- Analysis of the socio-economic problems faced by the society of the Republic of Moldova, which directly affect the environment and the everyday life;
- Development, implementation, evaluation and monitoring of various projects at local/national and international level in order to develop social, economic, environmental and human potential of the Republic of Moldova and to achieve the objectives of the Association;
- Attracting in-kind and financial resources for the Association's activities and projects;
- Informing the competent authorities about the violation of the environmental legislation by natural and legal persons;
- Providing priority opportunities to participate in the activities of the Association to socially disadvantaged people;
- Supporting and collaboration with other environmental and public organizations from Moldova and abroad to increase the value of ecology, agriculture and sustainable economy and other principles of sustainable development;
- Provision of educational, consulting, event organization services, space rental and other activities in the areas of ecology, peace and transformative leadership, social entrepreneurship and green economy, rural development and tourism, planting and organic farming, waste management, eco constructions and energy and other areas relevant to sustainable development;
- Sale of local, ecological and social products that promote good examples of sustainable development;
- Implementing other activities not prohibited by the legislation of the Republic of Moldova in force to meet the goals of the Association.

3.3. To achieve its goals the Association may:

- represent the interests of its members before public authorities and other organizations;
- protect the rights and interests of its members;
- establish its own media outlets;
- carry out editorial activity in order to fulfil statutory tasks and goals;
- freely disseminate information about its activities;
- obtain information necessary for carrying out statutory work from the public authorities;
- to enter into contracts in its name, to procure and sell goods in line with the statutory goals;
- to attract specialists from the Republic of Moldova and abroad, determining on its own the form, amount and manner of remuneration of work;
- sign with natural and legal persons contracts and agreements regarding employment, technical and scientific, economic and financial collaboration, provision of services and works;
- participate in national and international competitions in order to obtain social assignments and donations, grants and scholarships from the state, from national, foreign and international foundations and organizations and from natural persons.
- sell its own products (works and services) at state prices (rates) as well as contractual prices;
- enter into bilateral and multilateral cooperation with natural and legal persons in order to achieve statutory goals and tasks;
- practice entrepreneurial activity within the limits of its statutory goals;
- create businesses and other organizations with legal personality;
- acquire property complexes, real estate and movable property necessary to carry out and ensure proper functioning of the Association;
- to enjoy other rights granted by the legislation in force.

3.4. In accordance with Art. 188 of the Civil Code and Art. 26 of Law No. 837-XIII on public associations, the Association has the right to conduct economic activity resulting directly from the goals set out in the statute and solely for achieving statutory goals.

4. STEERING AND CONTROLLING BODIES

4.1. The organizational structure of the Association has the following bodies:

- General Assembly;
- Management Board;
- President;
- Executive Director
- Management team

- Audit Committee;
- 4.2. The supreme governing body of the Association is the General Assembly of members or their delegates, which meets ordinary and extraordinary.
- 4.3 The General Assembly has the following main tasks:
- it determines the main directions of activity of the Association;
 - it decides on the adoption, completion or amendment of the Statute;
 - it considers and approves the annual budget, the annual financial statement;
 - it establishes the terms and procedure for accepting new members into the Association, as well as those for leaving it;
 - it accepts and excludes members of the Association;
 - it elects and removes the members of the Management Board, the Audit Committee and the President;
 - it approve the reports of the Management Board and the Audit Committee;
 - it decides on the reorganization or liquidation of the Association, appoints the liquidation commission and approves the liquidation balance;
 - it decides on any other issues related to the work of the Association.
- 4.4. The mandate of all the bodies elected by the General Meeting is 2 years.
- 4.5. The ordinary meetings of the General Assembly shall be convened whenever the Association's interests requires this, but not less than once a year. The General Meeting shall be convened by the Management Board, which shall inform all the members of the Association, at least 15 days in advance of the date of the General Meeting. The meeting notice shall include the agenda, place, date and time of the meeting. The convening of the supreme body shall be communicated to each member separately or through a periodical stated in the statute of the Association.
- 4.6 The extraordinary General Meeting shall be convened by the Management Board, at its own initiative, at the request of the President, the Executive Director, the Audit Committee or at the request of at least one third of the total number of members of the Association.
- 4.7. The extraordinary General Meeting shall be convened no later than two months from the date of submission of the decision on convening the extraordinary meeting, adopted by the subjects mentioned in p. 4.5. of the statute. If the Management Board refuses or intentionally delays the convening the extraordinary meeting without the agreement of the Management Board in the manner set out herein.
- 4.8 The General Meeting is quorate provided only 30% of the total number of members or their representatives are present. Each member holds only one vote. In exceptional cases, participation in the General Meeting via Internet tools is allowed. The members unable to participate may delegate their votes to members present at the General Meeting within the limits of the agenda sent in advance. A member present at the General Meeting can represent only his/her one vote and at most the delegated vote. Decisions shall be adopted by simple majority of votes of the present members, except for the decisions on amending and completing the

statute or on reorganizing and liquidating the Association, decisions adopted by 2/3 of votes of the members present at the General Meeting.

- 4.9 If the General Meeting is not considered quorate, the empowered body shall convene repeatedly, within one month, the General Meeting with the same agenda. The repeatedly convened meeting shall be quorate with the participation of the present members.
- 4.10 The General Meeting may adopt decisions only regarding the issues included in the agenda. The issues not included in the agenda may be the subject of the General Meeting's decisions only if all the members or their representatives of the Association are present.
- 4.11 The General Meeting shall be recorded in minutes signed by the secretary and countersigned by the President.
- 4.12. The Management Board shall be elected by the General Meeting for a term of 2 years. The Board shall consist of at least 3 and at most of 9 people. The number of members of the Management Board shall be determined by the General Meeting at each election. The meetings of the Management Board shall be convened as necessary, but not more than once in the quarter and shall be quorate provided 2/3 of the members are present. Decisions shall be adopted by simple majority of votes. At the request of a member of the Management Board, the Chairperson of the Management Board shall be obliged to convene its extraordinary meeting within 10 days. If the Chairperson deliberately refuses or delays to convene the extraordinary meeting of the Management Board, the member of the Management Board who has requested the convening of the extraordinary meeting shall have the right to convene the extraordinary meeting without the Chairperson's approval. The Management Board has the following competence:
 - it identifies and hires the executive director;
 - it elaborates the development strategy and outlines the main directions of activity of the Association, by submitting them for approval to the General Meeting;
 - it ensures that the decisions of the General Meeting are implemented and submits the reports of the General Meeting on the Association's activity;
 - it consults and approves the Association's budget, annual financial report and its activity report prepared by the Executive Director and submits them to the General Meeting for approval;
 - it approves the internal regulations of the Association and establishes its organizational structure;
 - it approves the seal, stamp, symbols and forms of the Association;
 - it decides on the creation, reorganization and liquidation of branches of the Association, the approval of their regulations;
 - it manages the Association's property and the activity related to its increase;
 - it determines how the collected donations can be used and distributed;

- it ensures that the Association complies with the rules of ethics provided for in the non-commercial sector;
 - it adopts decisions regarding the acquisition, distribution and disposal of the Association's property;
 - it ensures operational management of the Association's economic activities, administers its assets;
 - it decides on the Association's participation as founder of non-profit organizations and companies;
 - it decides on all matters which do not fall within the exclusive competence of other bodies of the Association.
- 4.13. A member of the Management Board can be re-elected at most 3 times. A member of the Management Board shall cease to act as such in the following conditions:
- in case of death,
 - in case of resignation in compliance with the deadline set by the person who resigns, but that shall not be less than a month after the written notification of the President;
 - in case of exclusion under the decision of the General Meeting.
- 4.14. In the case of the situations provided for in p.4.14, the position in the Management Board shall remain vacant for a new member to be appointed within the shortest time possible.
- 4.15. The Management Board elects the secretary that shall:
- maintain the secretarial work;
 - record requests and demands filed to the Association;
 - prepare the minutes of the General Meetings and of meetings of the Management Board;
 - maintain correspondence with public authorities, other organizations and institutions.
- 4.16. The President of the Association is also the Chairperson of the Management Board, elected by the General Meeting for a term of 2 years and has the following competences:
- he/she convenes and chairs the meetings of the Board;
 - he/she signs and terminates the employment contract with the Executive Director, as decided by the Board;
 - provides, if necessary, information on the Association;
 - may form, if necessary, expert groups in order to study certain important issues relating to the activities of the Association, to discuss certain governmental programmes within the field of activity of the Association in order to inform the public opinion of some major issues of the Association
- 4.17. The current activities of the Association are managed by the Executive Director. The Management Board shall appoint and dismiss the Executive Director through the decision of the majority of its members. Any person residing in the Republic of Moldova may become Executive Director. The Executive Director shall participate in all of the Board's meetings without a voting right, shall manages the

Association directly in the period between the Management Board's meetings and shall have the following competences:

- it enforces the decisions of the General Meeting and the Management Board;
- it adopts decisions on any issue relating to the current activities of the Association and that does not fall in the exclusive competence of other bodies;
- it participates in the development of the strategic plan of the Association;
- it elaborates the budget of the Association, the annual financial report and the activity report thereof and submits them to the General Meeting for approval;
- it manages operatively the Association's funds and assets, signs transactions and contracts, issues powers of attorney, opens banks accounts, signs other financial documents as set by the Board;
- it proposes mechanisms for distributing collected donations and participates in the distribution of humanitarian and other aid;
- it bears personal responsibility for the activity of the Association and is responsible for the value of its real estate and current assets;
- it acts on behalf of the Association without a power of attorney, representing it before the state bodies, public organizations, courts and economic subjects;
- it organizes and directs the current activity of the Association, its subdivisions and ensures the implementation of the decisions adopted by the Management Board;
- it hires and dismisses personnel according to established staff limits;
- it is responsible for maintaining the secretarial works;
- it ensures the accounting and statistical records as required by the law;
- it ensures the elaboration of internal acts, the policies of the Association and presents them for approval to the Management Board;
- it regularly prepares reports (not less than once a year) and informs the Management Board about the activities of the Association (at least once a quarter);
- it provides the empowered public authorities with the necessary information and submits to them the reports required by law;
- it issues orders, indications and instructions;
- it decides on the forms and methods of work, ensures the integrity and rational use of the Association's assets;
- it performs other actions not prohibited by laws except those falling in the exclusive competence of other governing bodies.

4.18. In case of suspension, dismissal of the Executive Director or his/her temporary incapacity to perform his/her duties for any reasons whatsoever, the Management Board shall decide on appointing a person who shall perform the functions of the Executive Director for the given period. The management team consists of the Executive Director and other directors appointed by him/her (e.g. Director of Development, Financial Director, Department Director, etc.). The management team shall support the Executive Director in implementing the functions and consulting the decisions that fall directly within the Executive Director's mandate.

- 4.19. The control over the economic and financial activity of the Association shall be conducted by the Audit Committee elected by the General Meeting for a term of 2 years. The membership of the Audit Committee shall not include members of the Management Board. The Audit Committee shall consist of at least 2 persons and at most by 5 persons. The number of members of the Committee shall be set by the General Meeting upon each election.
- 4.20. The quorum of the Audit Committee depends on the number of appointed members. In the case of 2 or 3 members, the quorum is 2. In the case of 4 or 5 members, the quorum is 3.
- 4.21. A member of the Management Board can be re-elected at most 3 times. The membership of the Audit Committee shall cease in the following conditions:
- in case of death,
 - in the event of resignation in compliance with the term set by the resigning member, but which cannot be shorter than one month after the written approval by the Management Board;
 - in case of exclusion by decision of the General Meeting.
- 4.22. In the situations set out in p. 4.18, a position in the Audit Committee shall remain vacant until the appointment of another member as soon as possible.
- 4.23. The Audit Committee shall:
- analyze the compliance with the statute of the Association, the enforcement of decisions of the General Meeting, the Management Board and submit conclusions on them to the General Meeting;
 - control the appropriateness and legality of the use of funds of the Association.
- 4.24. The Audit Committee has the right to request from the Executive Director and Management Board data on their activity for a certain period, to get acquainted with all papers, documents related to the activity of the Association.
- 4.25. The Audit Committee shall meet at least once a year, but may convene more meetings, as needed. The Audit Committee shall audit the economic and financial activity once a year. The Audit Committee may decide to carry out audits on their own initiative in case of signals of violations in the financial activity of the Association.
- 4.26. The results of the Audit Committee's audits shall be submitted as a report to the management Board and the General Meeting.

5. MEMBERS OF THE ASSOCIATION. THEIR RIGHTS AND OBLIGATIONS

- 5.1. The founders of the Association become full members of the Association. Any citizen of the Republic of Moldova as well as foreign citizens, stateless persons, residing in the Republic of Moldova, who recognize and support the objectives of the Association, can be members of the Association. The Association shall not be

liable for the obligations of its members, and the members shall not be liable for the obligations of the Association.

- 5.2. The candidacy of the future member of the Association as well as his/her exclusion from the Association shall be discussed at the General Meeting.
- 5.3. Each member of the Association shall pay a membership fee amounting to 200 MDL for natural persons with a stable income and 100 MDL for natural persons without a stable income. These fees shall be paid no later than the 31st March of the current year and no later than within 6 weeks from the moment of joining the Association. The amount of the fee may be modified by the decision of the Management Board.
- 5.4. The members of the Association have the following rights and obligations:
 - the right to participate in the work of the Association, to elect and to be elected to any eligible office of the Association, to participate in all projects of the Association, to publish papers and other materials in the press body of the Association, to withdraw from the Association providing or not the relevant reasons;
 - the members of the Association are bound by the provisions of this Statute, decisions of the General Meeting, the Management Board, the President, the Executive Director, to actively participate in achieving the statutory goals and to pay the membership fee on time.
- 5.5. The members of the Association can become employees, but the highest ratio of employed members to the number of members of the General Meeting is 1/3.
- 5.6. The member who does not participate in the Association's activities by terminating the relationship with the Association on his/her own initiative, as well as those members who breach the provisions of this Statute, can be excluded from the Association by the decision of the Management Board that shall be later submitted to the General Meeting.

6. PROPERTY AND SOURCES OF FUNDING

- 6.1. The Association's property is formed of:
 - the annual membership fees;
 - sponsorship and voluntary donations made by natural and legal persons from the country and abroad;
 - state grants, proceeds from securities, cash deposits;
 - income from its own business activities;
 - income of companies established with the participation of the Association;
 - income from the use or disposal of property;
 - other sources not prohibited by law.
- 6.2. The Association may own buildings, constructions, machinery, land plots, vehicles, and other property needed for the achievement of the goals set out in this Statute.

- 6.3. The donations to the Association may be in the form of movable and immovable property, copyrights, shares, etc.
- 6.4. The entire property of the Association and the profits from economic activity, shall be used for achieving the statutory goals and may not be distributed among the members.
- 6.5. The property transferred to the Association by its members as membership fees and donations may not be revoked and shall remain the property of the Association.

7. TRANSPARENCY OF THE ACTIVITIES AND FINANCIAL REPORTING

- 7.1. The report on the main parameters shall be prepared according to the legislation in force. At the end of the financial year, the Executive Director shall submit at the General Meeting to the Management Board a report on the financial situation of the Association, which is to be confirmed by the Audit Committee.
- 7.2. The report of the Association shall be made according to the results of the year and shall contain:
 - a brief description of the results of the Association's activity during the reporting period;
 - the cash balance at the beginning of the reporting period;
 - the total income from every source of the Association, indicated in p.6.1. of this statute;
 - the expenses incurred for the activities performed, indicating the expenses for labour remuneration, deductions, taxes and other administrative expenses; the balance of financial resources at the end of the reporting period.
- 7.3. The financial report shall be communicated to all members of the Association at the General Meeting.
- 7.4. The financial report shall be kept at the Association, shall be accessible to all and, if possible, shall be published in the press.
- 7.5. All natural and legal persons shall be guaranteed free access to the financial parameters of the Association.

8. ADOPTION, COMPLETION AND AMENDMENT OF THE STATUTE

- 8.1. This Statute shall be approved by the General Meeting of the members of the Association .
- 8.2. The members of the Association may submit proposals to amend and complete this statute to the management Board, which shall propose them for consideration at the next General Meeting.
- 8.3. The amendments to and completions of the Statute shall be approved by the decision of the General Meeting, which is quorate if it is attended by 30% of the total number of members or their representatives, and if they have been voted by 2/3 of the total number of members present at the meeting, The provisions of this

Statute on the Headquarters of the Association may be amended under the decision of the Management Board.

- 8.4. The amendments to and completions of the Statute shall take effect for third parties upon its registration.

9. BRANCHES OF THE ASSOCIATION

- 9.1. Branches are the basic organizational subdivisions of the Association reaching the same goals of activity of the Association.
- 9.2. The Branches shall be established according to the territorial criteria and shall have at least 3 members. The decision on establishing a Branch shall be adopted by the Management Board.
- 9.3. The Branch shall operate under the regulation adopted by the division of the Management Board. The Executive Director of the Branch shall be appointed by the Management Board.
- 9.4. The Executive Director of the Branch shall permanently submit a report on the activities of the Branch to the Management Board of the Association.

10. REORGANIZATION AND LIQUIDATION

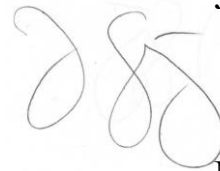
- 10.1. The Association can terminate its activity through reorganization or self-dissolution under the decision of the General Meeting adopted according to the terms of this statute.
- 10.2. The reorganization of the Association shall be carried out under the legislation by merger (amalgamation, absorption), splitting (division, separation) or transformation, with notification in advance of the creditors. The reorganization shall come into effect only from the moment of its registration with the competent state body.
- 10.3. The self-dissolution may occur if the statutory goals cannot be achieved due to lack of funds or if the proposed statutory objectives have been achieved.
- 10.4. The Association may be liquidated forcedly pursuant to decisions of competent authorities in case of violation of the legislation on public associations.
- 10.5. The self-dissolution of the Association shall be followed by the procedure of liquidation. In the course of liquidation, the Association shall use its name with the mention "under liquidation". The liquidation of the Association shall be carried out by the Liquidation Committee appointed by the body, which has adopted the decision concerned, in accordance with the Law on public associations and the Civil Code.
- 10.6. The Management Board shall submit an application to the registration body for the registration of the beginning of the liquidation of the Association and shall provide the information on the members of the Liquidation Committee.
- 10.7. The Liquidation Committee has rights and obligations, which are not contrary to the purpose of liquidation. The Liquidation Committee shall suspend the activity

of the Association, collect the debts from debtors, sell assets, satisfy the claims of creditors and distribute the assets, which remained according to the legal and statutory provisions.

- 10.8. The Liquidation Committee shall draw up the liquidation balance containing the value and the composition of the remained assets and shall submit it for approval to the body that has decided the liquidation.
- 10.9. The assets remaining after satisfying the claims of creditors cannot be distributed among the members of the Association and among the members of its bodies, and shall be transferred to another entity with similar goals with a view to achieve the foals stipulated in the statute.
- 10.10. The Liquidation Committee is responsible for the damages caused to the creditors in case where it has not fulfilled the obligations incumbent upon it, and has distributed the assets of the Association before satisfying the claims of the creditors or has violated the law or the statute of the Association.
- 10.11. The Liquidation Committee shall be responsible for the damages caused to the Association by its fault.

Signature of the Chairperson of the Management Board
Public Association "EcoVisio"

Julian Gröger



Signature of the Executive Director
Public Association "EcoVisio"

Maxim Pijevskii

