

The legal entity is "REGISTERED"

by the Public Institution "Public Services Agency"

**Registration Department
and licensing of legal entities**

Nr. _____

Date ____ 20__

Registrar_____

**S T A T U T I O N
O F
THE Public Association "Hope and Health"**

2022

1. GENERAL PROVISIONS

1. **The Public Association "Hope and Health"** (NGO Hope and Health – name used in international relations), here in after – «The Association», is a non-commercial organization voluntarily constituted by the founders in order to achieve the non-commercial goals for which it was established.
1. Full name: **Public Association "Hope and Health"**.
2. The Association is created and carries out its activity in accordance with the Constitution of the Republic of Moldova, Law nr. 86 of 11 June 2020 on non-commercial organizations, the Civil Code of the Republic of Moldova and the present statute.
3. The association is constituted in the legal form of organization: «public association».
4. The Association acquires legal personality from the moment of state registration with the Public Services Agency, has all the rights and obligations that are assigned by law to such categories of legal entities.
5. The duration of the Association's activity is unlimited.
1. The association has a non-profit purpose.
2. The Association may work for the benefit of the public, its members or other persons.
3. In the association, the membership is recorded.
4. The association has a distinct patrimony and can own any assets, except those prohibited by law. The assets transmitted to the association by the founders (members) are its property, which is used exclusively for the purpose of achieving the statutory purposes. The profit of the public association is not distributed among the members or other persons.
5. Members shall not retain their rights in the property transferred to the association, nor in the membership fees. They are not liable for the obligations of the association, and it is not liable for the obligations of its members.

2. PRINCIPLES OF ACTIVITY OF THE ASSOCIATION

- 2.1. The association is constituted voluntarily. No one may be compelled to found the association, to become a member of it or to be sanctioned for having founded, because he is or is not a member of a non-commercial organization.
- 2.2. The Association is free to establish its internal structure, its own goals and activities, according to the law.
- 2.3. The Association is free to request, receive and use financial and material means, from the country or from abroad, in order to achieve the statutory goals.
- 2.4. The state respects, protects and ensures freedom of association. The State may interfere in the activity of the association only if it constitutes a necessary measure in a democratic society to ensure national security, public safety, the protection of order or the prevention of crimes, the protection of health, morals, the rights and freedoms of others.

- 2.5. Public authorities treat equally and do not discriminate against public associations.
- 2.6. The Association promotes in its activity the national, civic, democracy and rule of law values and interests, partnership, open competition and respects the ethical norms of the non-commercial sector.
- 2.7. The Association may express its opinion with reference to the programs of political parties and socio-political organizations, as well as to the electoral contestants and their programs.
- 2.8. The Association cannot support materially, nor can it provide free services to political parties and socio-political organizations.
- 2.9. The association set up by political parties and socio-political organizations may provide free services to political parties and socio-political organizations in order to strengthen their organizational capacities. During the electoral campaign, the association cannot provide services and/or support materially or free of charge the electoral contestants and cannot make electoral agitation. The Association may undertake actions to promote elections, organize debates between electoral contestants and monitor electoral campaigns and elections, under the conditions established by the Electoral Code.
- 2.10. The Association will avoid during its activity the appearance of a conflict of interest.
- 2.11.** The association's activity has a transparent character. The Association makes public the annual activity report, which contains information on the activities carried out, the value of the financial means and materials obtained and used, as well as other relevant information.
- 2.12.** The Association may not be obliged to accept new members, except under the conditions laid down in the statutes.

3. PURPOSES AND METHODS OF ACHIEVEMENT

- 3.1. The goals of the Association consist in contributing to:
 - 1. isocial and/or economic integration of persons with disabilities;
 - 2. restoring the level of general knowledge, professionalization of people with intellectual disabilities;
 - 3. c resuming the opportunities for communication, socialization and work of people with disabilities;
 - 4. providing social services to people with intellectual disabilities, vulnerable people, as well as providing moral and psychological support to their families, counseling parents (guardians) in the care of their children with disabilities (relatives);
 - 5. the achievement and protection of civil, social and other rights and freedoms of persons with intellectual disabilities;
 - 6. organizing and conducting charitable events for the benefit of people with disabilities;
 - 7. contributing to the promotion of moral values;
- 3.2. In order to achieve its statutory goals, the Association has all the rights guaranteed by the legislation of the Republic of Moldova, including:

1. to carry out and promote civic, economic, cultural, educational initiatives, as well as other initiatives not prohibited by law;
2. to carry out scientific and training activities;
3. to freely disseminate information through any forms not prohibited by law;
4. to request and receive financial and material means, from the country or from abroad, including public funds;
5. to finance programmes, at home and abroad, by providing grants, scholarships, material and financial aid;
6. 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 statutory purposes;
7. benefit from the percentage designation mechanism;
8. to create enterprises and other organizations with the right of a legal person;
9. to enjoy other rights granted by the legislation in force.

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

1. to adjust its status in the event of a change in the legislation;
2. to keep records of its members;
3. to submit, within a maximum of 3 months, to the state registration body the documents confirming the change of status, the change of electronic address, the change of headquarters, the composition of the management and control bodies.

3.4. In accordance with the provisions of Article 6 para. (2) of Law no. 86 of 11 June 2020 on non-commercial organizations, in order to achieve its statutory goals, 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. The economic activity can be exercised either directly by the association or by setting up legal entities with a profit purpose. The activity of the association which, according to the law, is subject to licensing can be practiced only after obtaining the license.

4. GOVERNING AND SUPERVISORY BODIES

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

1. General Assembly;
2. Association Council (*optional body*);
3. The Administrator (Executive Director);
4. Censor (*optional organ*).

4.2. The association may also have other bodies that contribute to the activity of the organization, whose attributions are provided by the statute.

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

1. The General Assembly has the following competences:
 1. approves and modifies the statute of the association;
 2. decides the creation of the association's branches;
 3. admit and exclude members;
 4. elects and revokes the administrator, the members of the board, the supervisory body;
 5. approves the large transactions of the association;
 6. annuls the decisions of the administrator and of the board without prejudice to the rights of bona fide third parties;
 7. changes the headquarters of the association;
 8. establishes the size of the membership fee;
 9. adopts the decision on the purchase, distribution and alienation of the Association's patrimony;
 10. decides on the reorganization or voluntary liquidation of the association, of its branch, in the manner established by the statute and in compliance with the legislation;
 11. it decides on other matters given within its competence by law or by statute.
- 4.4. The mandate of all the bodies elected by the General Assembly is 5 years.
- 4.5. The ordinary meetings of the General Assembly are convened when the interests of the Association require it, but not less often once a year. The notice convening the sitting shall contain the agenda, place, date and time of the sitting. About the convening of the supreme body will be communicated to each member individually or by other methods of information.
- 4.6. The extraordinary General Assembly is convened by the President of the Association Council on his own initiative, at the request of the Administrator, the Censor or at the request of at least one third of the total number of members of the Association.
- 4.7. The Extraordinary General Assembly shall be convened within a maximum of two months from the date of submission of the decision on the convening of the extraordinary meeting adopted by the subjects nominated in point 4.7.
- 4.8. The General Assembly shall be deliberative only if it is attended by more than half of its members. Each member shall have one vote. Decisions shall be taken by a simple majority vote of those present. The meeting of the General Assembly at which it is decided to reorganize or voluntarily liquidate the Association is deliberative if at least 2/3 of the members participate in it. The decision on the voluntary reorganization or liquidation of the Association is taken with at least 2/3 of the votes from the number of members present la General Assembly.
- 4.9. If the General Assembly is not considered deliberative, within a maximum of one month, the competent body shall repeatedly convene the general assembly meeting with the same agenda. The repeatedly convened sitting will be deliberative with the participation of those present.
- 4.10. The General Assembly may only take decisions on matters included in the agenda. Regarding the issues that were not included in the agenda, the General Assembly may adopt decisions only if all the members of the Association participate or are represented.
- 4.11. The proceedings and decisions of the General Assembly shall be recorded in a report.
- 4.12. The member of the General Assembly has access to all the documents of the Association and is entitled to verify the accounting documents, the patrimony records and the Association's transactions.
- 4.13. The Council of the Association (*optional body*) is subordinated to the General Assembly.

- 4.14.** Only individuals designated under the terms of this statute may be part of the Association's Council.
- 4.15.** The Association Council has the following competence:
1. elaborates the development strategy and outlines the main directions of the Association's activity, presenting them for approval to the General Assembly;
 2. ensures the fulfillment of the decisions of the General Assembly and submits reports to the General Assembly on the association's activity;
 3. supervises the association's activity;
 4. approves the regulations for internal use of the Association;
 5. approves the staff lists, the proposals for the employment and dismissal of the staff, the way of remuneration of the work and salaries for the employees of the Association;
 6. ensures the association's compliance with the ethics norms provided in the non-commercial sector;
 7. decides on all matters that do not constitute the exclusive competence of other bodies of the Association.
- 4.16.** The Association's Council is elected by the General Assembly for a 5-year term. The meetings of the Association's Council are convened if necessary, but not less often than once in the quarter and are deliberative, if 2/3 of the members are present. Decisions shall be taken by a simple majority of votes. At the request of a member of the Association's Council, the President of the Council is obliged to convene within 10 days its extraordinary meeting. If the President of the Council refuses or does not convene the extraordinary meeting of the Association Council within the term provided by the statute, the member of the Council who requested the convening of the extraordinary meeting is entitled to convene the extraordinary meeting without the consent of the President of the Council.
- 4.17.** The President of the Council being elected from among the members of the Association's Council convenes and chairs the Council meetings.
- 4.18.** The membership of the Association's Council ceases under the following conditions:
1. in the event of death,
 2. in the event of resignation;
 3. in case of exclusion by the decision of the General Assembly.
- 4.19.** In case of the situations provided for in point 4.19, when the seat in the Association Council remains vacant, the competent body shall, as soon as possible, appoint another member.
- 4.20.** The Association's Council elects the secretary who:
1. keeps the secretarial work;
 2. records the requests and demarches submitted to the Association;
 3. draws up the minutes of the General Assemblies and of the meetings of the Association Council;
 4. it carries out the correspondence with the public authorities, with other organizations and institutions.
- 4.21.** The Association is managed by the administrator, who is the natural person appointed by the General Assembly for a 5-year mandate.
- 4.22.** The administrator of the Association cannot be a member of the Association's Council.
- 4.23.** The administrator shall have the following duties:

1. manages the association's activity;
2. represents the Association in relation to public authorities and third parties;
3. executes the decisions of the governing and control bodies of the Association;
4. operatively manages the Association's means, concludes transactions and signs contracts, issues power of attorney, opens bank accounts, signs other financial documents;
5. signs the statute, in a new edition, or the addendum regarding the modification made in the founding act, adopted by the General Assembly, if no other person is appointed by the General Assembly;
6. draws up annually the report on the Association's activity and sends it to the governing bodies for approval;
7. ensures the publication of the annual report on the Association's activity;
8. performs other duties provided for by law.

4.24. Administrator cannot be:

1. a person who, by law or court order, is prohibited from holding the office of administrator or of another office conferring the right of disposal over the material property;
2. the adult natural person protected by guardianship, to the extent that, by court decision, his/her right of disposition was limited or he/she was not allowed to conclude independently or with the assistance of the guardian the legal acts of administration of the patrimony, except for the legal acts provided by the Civil Code;
3. the person with an unquenchable criminal record for crimes against property, economic crimes, crimes committed by persons with a position of responsibility or by the person who manages organizations, committed intentionally.

4.25. The administrator may set up, if necessary, groups of experts to study certain important issues related to the Association's activity, to discuss certain governmental programs in the field of activity of the Association, to warn the public opinion about some major problems of the society.

4.26. In order to exercise control over the management of the Association and the activity of the administrator, the General Assembly may appoint one or more censors or may decide that its activity to be audited annually by an external auditor. The censor is appointed by the General Assembly for a 5-year term.

4.27. There can be censors:

1. the administrator and the members of the Association's Council;
2. the spouse, affinities and relatives of the administrator(s) up to and including the fourth degree;
3. a person with an undisclosed criminal record for crimes against property, economic crimes, crimes committed by officials or persons managing commercial organizations, committed intentionally.

4.28. The administrator is obliged to make available to the censor all the documents necessary for carrying out the control.

4.29. The censor prepares annually a report on the financial activity of the organization and transmits it to the General Assembly.

- 4.30.** The censor notifies the General Assembly or another body provided by the statute if he has found facts that contravene the law or the statute of the Association and that have caused or may cause considerable damage to it.

5. MEMBERS OF THE ASSOCIATION. THEIR RIGHTS AND OBLIGATIONS

- 5.1.** The association can be set up by natural and legal persons.
- 5.2.** Minors and protected persons may found public associations and may become members thereof under the conditions established by Law no. 86/2020 and the Civil Code.
- 5.3.** Public authorities and institutions, state and municipal enterprises cannot form public associations and cannot become members of public associations.
- 5.4.** The founders of the public association become members of it from the moment of registration of the public association by the state registration body.
- 5.5.** Membership of a public association is passed on to a single successor.
- 5.6.** If the Association remains with only one member, it is obliged, within 3 months, either to admit new members or to decide the reorganization or voluntary liquidation of the public association.
- 5.7.** A member of the Association can become a natural person who has actively participated, not less than 5 years, in the Association's activities.
- 5.8.** The members of the public association participate in the activity of the association on the principles of equality and in accordance with the good principles of democracy.
- 5.9.** The Association is not responsible for the obligations of its members, and the members are not liable for the obligations of the Association.
- 5.10.** The candidacy of the future member of the Association, as well as the withdrawal from its ranks , is discussed at the meeting of the General Assembly, in the obligatory presence of the respective candidate. The decision to accept or withdraw the member shall be notified to him/her at a later date.
- 5.11.** Each member of the Association pays annually the membership fee, in the size established by the General Assembly.
- 5.12.** The members of the Association have the following rights and obligations:
1. the right to participate in the Association's activity, to elect and be elected to any eligible position of the Association, to participate in all the Association's projects, to publish works and other materials in the press body of the Association, to withdraw from the organization, presenting or not the respective reasons;
- 5.13.** The members of the Association are obliged to comply with the provisions of the present Statute, the decisions of the General Assembly, the Association Council, the Administrator, to actively participate in the achievement of the statutory goals, to pay the membership fee on time.
- 5.14.** The member who does not participate in the association's activity, breaking on his own initiative the connection with the Association, as well as those members who violate the provisions of this Statute, do not pay the membership fee within the term established by the organization through its internal regulations, may be excluded from among the members of the Association by the decision of the General Assembly.

6. PATRIMONY AND FUNDING SOURCES

- 6.1.** The association may own any property, except those prohibited by law.
- 6.2.** The property of the Association is used exclusively in order to achieve the statutory goals.
- 6.3.** The property of the Association is formed from any sources not prohibited by law, including from:
 - 1. membership fees, established by the decision of the General Assembly;
 - 2. donations, grants and inheritance;
 - 3. income from economic activity;
 - 4. public funds, including financial means derived from the percentage designation.
- 6.4.** The association's profit is not distributed among members or other persons.
- 6.5.** The Association may own buildings, constructions, equipment, means of transport, as well as other patrimony necessary for the activity of achieving the goals established by this Statute.
- 6.6.** Donations to the Association may be in the form of movable and immovable property, copyrights, shares, etc.
- 6.7.** The patrimony transmitted to the Association by its members as contributions and donations cannot be revoked and is the property of the Association.

7. TRANSPARENCY OF THE ASSOCIATION'S ACTIVITY

- 7.1.** The association's activity has a transparent character. The Association shall make public the annual activity report within 6 months from the end of the year for which it is drawn up. If the Association does not publish the annual activity report, it will send, within a maximum of one month, a copy of the report to any applicant. At the request of the competent public authority, the Association shall submit to it, within a maximum of one month, the annual activity report. The annual activity report shall contain information on the activities carried out, the value of the financial means and materials obtained and used, as well as other relevant information.

8. ADOPTION, SUPPLEMENTING AND/OR AMENDING THE STATUTES

- 8.1.** The association is constituted by statute. The Statute of the Association is approved by the founding decision, recorded in a report.
- 8.2.** The amendments and /or additions made in the association's statute are approved by the decision of the General Assembly which is deliberative only if it is attended by more than half of its members or their representatives. Each member shall have one vote. Decisions shall be taken by a simple majority vote of those present.
- 8.3.** The amendments and/or additions made in the statutes shall enter into force for third parties from the moment of their registration.

9. BRANCHES OF THE ASSOCIATION

- 9.1. The decision on the creation of the branch shall be adopted by the General Assembly. The branches carry out the same directions of activity of the Association.
- 9.2. The branch operates on the basis of the regulation approved by the decision of the General Assembly. The manager of the branch is appointed by the General Assembly.
- 9.3. The administrator of the branch presents, on a permanent basis, the report on the activity of the branch, to the General Assembly of the Association.

10. PROCEDURE FOR REORGANIZATION AND LIQUIDATION

- 10.1. The Association ceases its activity by:
 - a) voluntary liquidation;
 - b) compulsory liquidation;
 - c) reorganization by merger, dismantling or transformation.
- 10.2. The Association ceases its activity based on the decision of the General Assembly, adopted under the conditions established by this statute.
- 10.3. The reorganization of the Association is carried out, according to the law, by merger (merging, absorption), dismantling (division, separation) or transformation with the prior notification of the creditors. The reorganisation takes effect only after state registration.
- 10.4. Voluntary winding-up may take place if the statutory goals cannot be achieved due to a lack of funds or if the proposed statutory objectives are achieved.
- 10.5. The Association may be forcibly liquidated, by court decision, at the request of the Ministry of Justice, if its activity contravenes the interests of national security, public security, the defense of order or prevention of crimes, the 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 Art. 11 para. (6) of Law no. 86/2020. Failure to submit the annual activity report after the repeated request of the Ministry of Justice is a basis for initiating the compulsory liquidation procedure if the activity report has not been submitted within 6 months from the second request. The examination of the application for forced liquidation falls within the competence 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 is 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 through the minutes of the General Assembly meeting shall submit to the state registration body an application regarding the registration of the dissolution of the Association and the recording in the State Register of the respective information, and shall communicate the respective data to the members of the liquidation commission.
- 10.8. The liquidation commission shall have the rights and obligations which do not contravene the purpose of the liquidation. The liquidation commission suspends the activity of the Association, collects the claims from the debtors, sells the assets, satisfies the requirements of the creditors and distributes the assets that remained according to the legal and statutory provisions.

- 10.9.** The Liquidation Commission shall draw up the liquidation balance sheet, indicating the value and composition of the remaining assets, and shall submit it for approval to the body which decided on the liquidation.
- 10.10.** The assets remaining after satisfying the creditors' claims cannot be distributed among the members of the Association and the members of its bodies.
- 10.11.** The assets remaining after the voluntary liquidation of the Association, after the settlement of the receivables, are transferred to another non-commercial organization with purposes similar to the one liquidated, mentioned in the statute or established by the supreme governing body. The assets of the forcibly wound up Association are transferred to the non-commercial organization mentioned in the statute or, if the statute does not mention the beneficiary non-commercial organization, to the non-commercial organization designated by the court following a public announcement.
- 10.12.** The liquidation commission is liable for the damages caused to the creditors if it has not fulfilled its obligations, has distributed the assets of the Association before satisfying the creditors' claims or in violation of the law or the statute of the Association.
- 10.13.** The liquidation commission is liable for the damages caused to the Association due to its fault.

Administrator of A.O. "Hope and Health" delegated by the General Assembly:

Andreiciuc Ludmila, born on 28.10.1950, citizen of the Republic of Moldova, residing in Chisinau, Bd. Dacia 53, ap. 179 identified by identity card A42002375 issued on 24.09.1996 by office 42, personal code 0962109428298

