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The legal entity is "REGISTERED"
by the Public Institution "Public Services Agency"

**Department of registration
and licensing of law units**

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Registrar /signature/ Ignat Veronica

Seal:/ Public Institution "Public Services Agency", Republic of Moldova, Chisinau, 151, IDNO
1002600024700/

STATUTE
of the Public Association „Centrul de Drept al Avocaților” (CDA)
("Law Centre of Advocates")

Approved by the General Assembly of the Association
Minutes of 14.02.2022

GENERAL PROVISIONS

- 1.1 **The Public Association "Centrul de Drept al Avocaților"**, hereinafter referred to as "the Association", is a non-commercial, apolitical, non-profit organization, established by the free manifestation of the will of the associated persons, in order to jointly achieve the objectives determined by these Statute of Association.
- 1.2 Full name: **The Public Association "Centrul de Drept al Avocaților"**.
- 1.3 The Association is created and carries out its activities in accordance with the Constitution of the Republic of Moldova, the relevant legislation, including the *Law no. 86 of 11.06.2020 on non-commercial organizations* and the present Statute of Association.
- 1.4 The Association is constituted in the legal form of organization: «public association».
- 1.5 The Association acquires the status of a legal person upon state registration and shall have all the rights and obligations that are attributed by law to such categories of legal persons.
- 1.6 The Association is constituted for an undetermined period.
- 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 recorded.
- 1.10 The Association has separate assets and may own any property, except for those prohibited by law. Assets transferred to the association by the founders (members) are the property of the Association, which is used exclusively for the fulfilment of the statutory objectives. The profit of the public association is not 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 shall not be liable for the obligations of the Association and the Association shall not be liable for the obligations of its members.

2 PRINCIPLES OF ACTIVITY OF THE ASSOCIATION

- 2.1 The Association is established and operates on the basis of the principles of freedom of association, legality, publicity and transparency, equality of rights of all members, free expression of opinion by all members and access to all information related to the activity of the Association, self-administration and self-management.
- 2.2 The Association is free to determine its internal structure, objectives and activities. The Association is free to choose its own activities, forms and methods of activity and to determine its internal organizational structure. The Association acts independently of any public authority. The Association shall be free to apply for, receive and use financial and material resources, from within the country or from abroad, in order to achieve its statutory objectives.
- 2.3 The Association promotes in its activity the national, civic, democratic and rule of law values and interests, partnership, open competition and respects the ethical rules of the non-commercial sector.
- 2.4 The Association shall avoid conflicts of interest during its activities. If it occurs, the President of the Association or the Board of the Association shall be informed, depending on the nature of the conflict. The Association's policy on conflicts of interest is set out in the Association's manual on internal policies approved by the Board of the Association.
- 2.5 The activity of the Association shall be transparent. The Association shall make public its annual activity report, which shall contain information on the undertaken activities, the value of financial means and materials obtained and used, and other relevant information.

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- 2.6 The Association cannot materially support nor provide free services to political parties and social-political organizations.
- 2.7 During the election campaign, the Association may not provide services and/or support electoral competitors materially or free of charge and may not engage in election campaigning. The Association may undertake actions to promote elections, organize debates between electoral contestants and monitor election campaigns and elections, under the conditions set by the Electoral Code.

3 GOALS AND METHODS OF ACHIEVEMENT

- 3.1. The goals of the Association are:
- 3.1.1 Promoting respect for human rights,
 - 3.1.2 Promoting the rule of law,
 - 3.1.3 Strengthening the professionalism of the justice sector and law enforcement staff.
- 3.2 In order to achieve its goals, the Association shall undertake any activities not prohibited by law, including:
- 3.2.1 The development of methods, concepts and ideas for the knowledge, study, promotion and protection of fundamental human rights and freedoms;
 - 3.2.2 Organizing and participating in seminars, conferences, meetings, lectures etc., in order to achieve the statutory objectives by attracting qualified specialists in the priority fields of activity of the Association;
 - 3.2.3 Analysis of socio-legal problems facing the society of the Republic of Moldova, which have a direct impact on fundamental human rights and freedoms;
 - 3.2.4 Providing pro-bono legal assistance;
 - 3.2.5 To provide, in accordance with the requirements of the legislation, advisory assistance, analysis, evaluation, monitoring in all areas of drafting and implementing the legislation;
 - 3.2.6 Dissemination of legal knowledge,
 - 3.2.7 Preparation and editing of legal, methodological and scientific literature etc.
- 3.3 For the achievement of the proposed objectives, the Association has all rights not prohibited by law, including:
- 3.3.1 to represent the interests of the members of the Association in the relations with authorities and other organizations;
 - 3.3.2 to ensure the protection of the rights and interests of its members;
 - 3.3.3 to establish its own mass media;
 - 3.3.4 to carry out editorial activity;
 - 3.3.5 to freely disseminate information about its activities;
 - 3.3.6 to obtain from the public authorities the necessary information for the development of its statutory activity;
 - 3.3.7 to enter into contracts on its behalf and to procure and produce goods in accordance with the statutory objectives;
 - 3.3.8 to participate in national and international competitions for the purpose of obtaining social orders and endowments from the state, as well as for the purpose of obtaining grants and subsidies from other countries, from national, foreign and international foundations;

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- 3.3.9 to conclude bilateral and multilateral cooperation agreements with natural and legal persons in order to achieve its statutory objectives and tasks;
- 3.3.10 to set up companies and other organizations with the right of legal person;
- 3.3.11 to procure assets, movable and immovable property necessary for carrying out the activities and ensuring the proper functioning of the Association;
- 3.3.12 to enjoy other rights granted by the legislation in force.

4 STRUCTURE AND GOVERNING BODIES OF THE ASSOCIATION

4.1. The Association has the following organizational structure:

- The General Assembly,
- The Board of the Association,
- The Administrator (Executive Director),
- The Censor.

4.2. The Board of the Association, the Administrator and the Censor are elected by the General Assembly for a term of 5 years.

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

4.4. The General Assembly shall have the following powers:

- approves and amends the Statute of the Association;
- decides on the creation of branches of the association and their liquidation;
- elects and revokes the President and the members of the Board of the Association, the Administrator, the Censor;
- admits and excludes members;
- approves major transactions of the Association;
- cancels the decisions of the Administrator and those of the Board without prejudice to the rights of bona fide third parties, if they are contrary to the law or to these Statute of Association;
- changes the association headquarters;
- determines the size of the membership fee;
- decides on the voluntary reorganization or liquidation of the Association,
- decides on other matters given within its competence by law or the Statute of Association.

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 the Association, which shall inform all members of the Association at least 10 (ten) days before the date of the General Assembly. The notice of the meeting shall contain the agenda, place, date and time of the meeting. The convening of the supreme body shall be communicated to each member individually or by other means of information, including remote communication.

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4.6. 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 those present.

4.7. The General Assembly meeting deciding on the reorganization or voluntary liquidation of the Association is deliberative if at least 2/3 of the members participate. The decision on the reorganization or voluntary liquidation of the Association shall be taken by at least 2/3 of the votes of the number of members present at the General Assembly.

4.8. If the General Assembly is not deemed to be deliberative, within one month at the latest, the Board of the Association shall convene the General Assembly again with the same agenda. The meeting convened repeatedly shall be deliberative with the participation of those present.

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

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

4.11. The member of the General Assembly shall have access to all documents of the Association and shall have the right to inspect the accounting documents, the records of assets and transactions of the Association.

4.12. **The Board of the Association** is the permanent governing body of the Association. All meetings of the Association Board shall be recorded in minutes signed by all members present at the meeting. The Board of the Association is subordinated to the General Assembly and has the following competences:

4.13.1. coordinates and participates in the elaboration of the Strategic Plan of the Association, which it presents to the General Assembly for approval;

4.13.2. ensures the supervision of the activity of the Association;

4.13.3. ensures the execution of the decisions of the General Assembly;

4.13.4. submits to the General Assembly reports on the activity of the Association, information etc.;

4.13.5. approves the internal regulations of the Association and its branches, establishes the operational organizational structure of the Association, approves its own Regulation of activity;

4.13.6. establishes, in accordance with the law, the material responsibility of the Executive Director;

4.13.7. approves the seal, stamp, symbols and forms of the Association;

4.13.8. determines the manner in which the donations collected may be used and distributed;

4.13.9. decides on all matters which do not fall within the exclusive competence of other bodies of the Association.

4.14. Composition of the Association Board:

4.14.1. The Association Board is composed of the President of the Board and 2 members.

4.14.2. Members of the Association Board may not be persons outside the Association.

4.14.3. The President and the members of the Board of the Association may not be affiliated (relatives or kindred up to and including the third degree) and is not in conflict of interest.

4.15. Membership of the Board of the Association shall cease under the following conditions:

4.15.1. in case of death;

4.15.2. in the event of resignation within the time limit set by the resigning member, but not less than one month from the written notice to the President;

4.15.3. in case of dismissal, on the basis of a decision of the General Assembly.

4.16. The **Board of the Association** shall be convened in ordinary and extraordinary meetings.

4.16.1. Ordinary meetings of the Board of the Association shall be convened by the President of the Board, if necessary, but not less than once every quarter. Ordinary meetings of the Board shall be deliberative if 2/3 of the members are present. Decisions of ordinary meetings of the Board shall be adopted by a simple majority of votes.

4.16.2. Extraordinary meetings of the Board of the Association shall be convened by the President of the Board at the request of at least one member of the Board. Extraordinary meetings shall be convened within 10 days of the written request.

In case of refusal of the President or intentional delay of the process of convening the extraordinary meeting of the Board, the member of the Board who requested the convening, shall convene the extraordinary meeting without the consent of the President and in the manner established for him.

4.18. **The Executive Director** is the direct manager of the Association. The Executive Director may not be a member of the Board of the Association.

The Executive Director shall have the following powers:

4.18.1. to manage the day-to-day operational management of the Association;

4.18.2. to ensure the operational management of the economic activity of the Association, the administration of the assets;

4.18.3. to adopt decisions on any issue related to the activity of the Association that is not the exclusive competence of other bodies;

4.18.4. to represent the Association in relations with the state and local authorities, with public associations in the country and abroad, with the media, commercial structures etc., as well as at meetings, conferences and other professional, scientific and social events at national and international level;

4.18.5. to collect funds and manage programs and projects of the organization or delegate these functions;

4.18.6. to procure technical and other equipment necessary for the organization's activities etc.

4.18.7. to administer the resources of the Association, conclude transactions and sign contracts, issue powers of attorney, open bank accounts, sign other financial and fiscal documents;

4.18.8. to organize and coordinate the day-to-day work of the Association, its subdivisions and to ensure the execution of the decisions adopted by the Board of the Association;

4.18.9. to appoint and dismiss staff and volunteers; to determine the level of remuneration for work, to encourage and apply disciplinary sanctions to staff; to be responsible for the regulation of work including work protection and the correct maintenance of the corresponding documentation;

4.18.10. to ensure the maintenance of accounting and statistical records according to the order established by law;

4.18.11. to bear personal responsibility for the activity of the Association and is responsible for its real estate and current assets as well as for its financial and material resources;

4.18.12. to provide the necessary information and present the reports established by law to the public authorities in charge;

4.18.13. to issue/sign orders, indications, instructions, regulations, orders, to conclude collaboration agreements, contracts, job descriptions, etc..;

4.18.14. to decide on working forms and methods, to ensure the integrity and rational use of the Association's assets, etc.;

4.18.15. to participate in the meetings of the Board of the Association without the right to vote;

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- 4.18.16. to participate in strategic planning and prepare operational plans based on the strategic plan;
- 4.18.17. is responsible for maintaining the secretariat;
- 4.18.18. to delegate his/her competencies to other employees;
- 4.18.19. to perform other operational-managerial duties.

4.19. **The Executive Director** cannot be:

- a) a person who is prohibited by law or court order from holding the office of director or any other office giving the right of disposal on tangible property;
- b) an adult natural person protected by guardianship, to the extent that, by a court decision, he/she has been limited in his/her right of disposal or was not allowed to conclude independently or with the assistance of the guardian the legal acts of patrimony administration, except for the legal acts provided for by the Civil Code;
- c) a person with a criminal record for crimes against property, economic crimes, crimes committed with intent by a person in a responsible position or by a person managing an organization.

4.20 In order to exercise control over the management of the Association and the activity of the administrator, the General Assembly shall appoint a censor or may decide that its activity shall be audited annually by an external auditor.

4.21 The censor shall be appointed by the General Assembly for a term of 5 years.

4.22 Cannot be a censor:

- a) the administrator and the members of the Board of the Association;
- b) the spouse, relatives and kindred of the administrator/board members up to and including the fourth degree;
- c) a person with a criminal record for crimes against property, economic crimes, crimes committed with intent by a person in a responsible position or by a person managing a commercial organization.

4.23 The administrator is obliged to provide the censor with all the documents necessary for the control.

4.24 The censor prepares an annual report on the financial activity of the organization and submits it to the General Assembly.

4.25 The censor shall refer to the General Assembly or to another body provided for in the Statute of Association if he has ascertained facts which contravene the law or the Statute of Association of the Association and which have caused or may cause considerable damage to it.

5. MEMBERS OF THE ASSOCIATION. THEIR RIGHTS AND OBLIGATIONS

5.1 The founders of the Association, on the date of state registration, become members of the Association by right.

5.2 Any citizen of the Republic of Moldova, as well as foreign citizens, non-citizens residing in the Republic of Moldova, who recognize and support the objectives of the Association, may be a member of the Association. The Association shall not be liable for the obligations of its members, and members shall not be liable for the obligations of the Association.

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5.3 The candidacy of the future member of the Association, as well as the withdrawal from its ranks, shall be discussed at the meeting of the Board of Directors, in the obligatory presence of the respective candidate. The decision of acceptance or withdrawal of the member shall be subsequently brought to the attention of the General Assembly.

5.4 Members of the Association have the following rights:

- 5.4.1 the right to participate in the work of the Association,
- 5.4.2 to elect and be elected to any eligible office of the Association,
- 5.4.3 to participate in all projects of the Association,
- 5.4.4 to withdraw from the organization;

5.5 Members of the Association have the following obligations:

- 5.5.1 to comply with the provisions of these Articles of Association, the decisions of the General Assembly, the Board of the Association,
- 5.5.2 to participate actively in the achievement of the statutory objectives,
- 5.5.3 to pay the membership fee on time.

5.6 The member who does not participate in the activity of the Association, breaking of his/her own initiative the connection with the Association, as well as those members who violate the provisions of these Articles of Association, may be excluded from the membership of the Association by the General Assembly.

5.7 Members of the Association, members of the Association's governing bodies, the censor and other persons involved in the activities of the Association shall exercise their assigned functions with responsibility and shall be obliged to respect the provisions of these Articles of Association, to respect the confidentiality of information obtained from the Association and to refrain from any other conduct that could negatively affect the image or interests of the Association.

5.8 Members of the Association, members of the governing bodies of the Association, the censor and other persons involved in the activity of the Association shall not divulge or use information concerning the activity of the Association for personal interest or advantage, or that of a family member.

6. ASSETS AND FUNDING SOURCES

6.1. The assets of the Association consist of:

- 6.1.1 membership fees;
- 6.1.2 sponsorships and voluntary donations, made by natural and legal persons, in the country and abroad;
- 6.1.3 state subsidies, income from securities, cash deposits;
- 6.1.4 income from own economic activity;
- 6.1.5 income from the use or alienation of property;
- 6.1.6 other sources not prohibited by law.

6.2 The Association may own buildings, constructions, machinery, means of transport and other assets necessary for the activity of achieving the purposes set out in these Articles of Association.

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

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6.4 The entire assets of the Association, as well as the profit obtained from the economic activity, shall be used for the achievement of the statutory objectives and may not be distributed among members.

6.5 Assets transferred to the Association by its members in the form of contributions and donations cannot be revoked and constitute the property of the Association.

7. ACTIVITY TRANSPARENCY AND FINANCIAL REPORTING

7.1 The activity 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 it within one month at the latest. The annual activity report shall contain information on the activities carried out, the value of the financial resources and materials obtained and used, as well as other relevant information.

The reporting of the main parameters is carried out in accordance with the legislation in force. At the end of the financial year, the Executive Director shall submit to the Association Board a report on the financial situation of the Association, to be confirmed by the Censor.

7.3 The report of the Association shall be drawn up according to the results of the year and shall contain: a brief statement of the results of the Association's activities during the reporting period;

7.3.1 the balance of funds at the beginning of the reporting period;

7.3.2 the total income of the funds from each source of funds of the Association, indicated in point 6.1. of the present Articles of Association;

7.3.3 expenditure by area of activity carried out, indicating expenditure on labour remuneration, breakdowns, taxes and other administrative expenses; the balance of the funds at the end of the reporting period.

7.3.4 The financial statement shall be brought to the attention of all members of the Association at the General Assembly meeting.

7.3.5 The financial statement shall be kept in the Association, shall be accessible to all and, if possible, shall be published in the press.

8. ADOPTION, COMPLETION AND AMENDMENT OF THE STATUTE OF ASSOCIATION

8.1 These Statute of Association shall be approved by the General Assembly of the members of the Association.

8.2 Proposals from members of the Association for amendments and additions to these Statute of Association shall be submitted on behalf of the Board of the Association, which shall propose them for consideration at the next meeting of the General Assembly.

8.3 Amendments and additions to the Statute of Association shall be approved by a resolution of the General Assembly, which shall be deliberative if 50% plus one of the total number of members or their representatives are present and if 2/3 of the number of members present at the meeting have voted in favour.

8.4 Amendments and additions to the Statute of Association come into force for third parties from the moment of their registration.

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9. THE REORGANIZATION AND LIQUIDATION PROCEDURE

9.1 The Association shall cease its activity by:

- a) voluntary liquidation;
- b) forced liquidation;
- c) reorganization by merger, dismantling or transformation.

9.2 The Association shall cease its activity on the basis of a decision of the General Assembly, adopted in accordance with the conditions laid down in the present Statute of Association.

9.3 The reorganization of the Association shall be carried out in accordance with the law.

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

9.5 The person empowered by the minutes of the General Assembly meeting shall submit to the state registration body a request on 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 committee.

9.6 The liquidation committee shall have the rights and obligations that are not contrary to the purpose of liquidation. The liquidation committee shall suspend the Association's activities, collect claims from debtors, sell assets, satisfy creditors' demands and distribute the remaining assets in accordance with the legal and statutory provisions.

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

9.8 The assets remaining after the satisfaction of the creditors' claims cannot be distributed between the members of the Association and the members of its bodies.

9.9 The assets remaining after the voluntary liquidation of the Association, after the settlement of the receivables, are transferred to another non-commercial organization with similar purposes established by the General Assembly.

9.10 The liquidation committee shall be liable for damages caused to 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 Association's Statute of Association.

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

The administrator (executive director) of the Public Association " Law Centre of Advocates "

Oleg Palii /signature/

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