

Charter of the Association
“International Foundation for Sustainable Peace and Development”

CHAPTER 1. GENERAL PROVISIONS

Article 1. Establishment

The Association “International Foundation for Sustainable Peace and Development” hereinafter referred to as “Association” was established according to the Resolution of the Constitutive Meeting held on June 10, 2017, on the basis of and securing continuity of the International Foundation for Cooperation and Partnership of the Black Sea and the Caspian Sea, which had been created according to the Resolution of the Constitutive Meeting held on March 4, 2009.

Article 2. Form and Name

(1) The Association is a legal private-law person with non-commercial aims, non-governmental, established on the basis of Decree-law 26/2000 with subsequent amendments, on the initiative of founding members with similar visions and opinions, in order to protect and promote common values and objectives, and achieve the objectives foreseen by the present Charter, on national, regional and international levels.

(2) The Association’s registered name is available, according to the registered certificate of name availability no._____, issued by the Ministry of Justice on ____2017 and it reflects the fundamental objectives of the Association identified in Article 13 of the present Charter.

Article 3. Legal Capacity

The Association is entitled to patrimonial and non patrimonial rights to assume and fulfil contractual obligations of any kind, to participate at arbitration or trial proceedings as a plaintiff or defendant, to sign legal documents with natural and/or legal Romanian or foreign persons, according to the current legal provisions and the present Charter.

Article 4. Capital of the Association

(1) The Association has its own capital, accounts in RON and foreign currencies opened in a series of banks, a logo and stamp with its registered name. The Association can have its own ensign, logo and other symbols, which will be registered and made public according to the Romanian legislation.

(2) The initial capital consists of 1200 RON, in cash.

Article 5. Principles of activity

The activity of the Association is based on the principle of autonomy and legality, in conformity with the current provisions of the legislation and is free to establish, within the above, its domestic structures, its forms and methods of work.

Article 6. Registration

According to the current legislation, the Association receives a legal personality in the moment of its registration at the Registry of Societies and Foundations from the court clerk's office, with the territorial jurisdiction correspondent to the location of the Association's office.

Article 7. Founding Members

The founding members of the Association are:

- 1. Mr. Chingiz Abdullayev**
- 2. Mr. Dimitar Kostov**
- 3. Prof. Dr. Dossym Suleyev**
- 4. Dr. Mehmet Akkan Suver**
- 5. Mr. Victor Khmarin**
- 6. H.R.H. Zolani Mkiva**
- 7. Prof. Dr. Iulian Chifu**
- 8. Prof. Dr. Gheorghe Avornic**
- 9. Mrs. Biserka Jevtimijevic**
- 10. Dr. İsmail Safi**
- 11. Prof. Dr. Eldar Hasanov**
- 12. Ms. Leonela Lenes**

Article 9. Secretariat and Headquarter

The Secretariat and Headquarter of the Association is located in Bucharest, on Sector 1, 41 Caderea Bastiliei str, 1st floor, office N 3

Article 10. Activity Exposure

The Association has a public activity and the information about its agenda is available to any natural and/or legal person.

Article 11. Official Languages

Romanian, English and Russian are the official languages of the Association. Romanian language will be used for the current administrative activity on the territory of Romania.

Article 12.The Association is established for an unlimited period of time.

CHAPTER II. AIM, OBJECTIVES AND ACTIVITY OF THE ASSOCIATION

Article 13. Aim

In the spirit of equality and mutual respect, the Association aims at promoting dialogue, mutual understanding, people diplomacy, values of multiculturalism, analysis of challenges and threats to regional and international security, contributing to international efforts in prevention and settlement of conflicts, development of cooperation in the sphere of democratization, justice and human rights, economy, scientific research, education, culture and environment, development of competence, human resource development, poverty reduction, fight against terrorism, organized crime, illegal drug trafficking and fight against addictions.

Article 14. Objectives

According to the current legal provisions and the present Charter, the objectives of the Association are:

- To support the effective efforts of the United Nations, the European Union, the Council of Europe, the Organization for Security and Cooperation in Europe, BSEC, GUAM and other influential and authoritative international and regional organizations which aim at ensuring peace, security, mutual understanding and economic development in the world;
- To monitor and observe the democratization process, human rights and freedoms, the process of consolidation of civil society, freedom of the media and expression;
- To contribute to the efforts of the international community in the fight against terrorism, drug addiction, organized crime, human trafficking, crimes in the cyberspace and other transnational crimes;
- To support the efforts aimed at nuclear disarmament and implementation of convention on interdiction of chemical and bacteriological weapons;
- To support actively the programmes aimed at restoring “The Great Silk Road” transport corridor;
- To support efforts aimed at ensuring energy security, including diversification of energy sources and routes of its transportation as well as researches on the development of alternative sources of energy;

- To work on the improvement of conditions for business activity and to provide support for individual and collective initiatives of enterprises, and companies participating directly in the process of development of economic cooperation;
- To promote the initiatives and actions aimed at improving and strengthening the partnership between representatives of business circles from the countries represented in the Association;
- To use national and international resources in order to conduct research projects that will help to improve the economic, scientific, cultural and human ties;
- To encourage tolerance and understanding, mutual respect, multiculturalism and dialogue among cultures/civilizations;
- To converge the intellectual potential and possibilities of the participants of the Association in order to implement programs and projects aimed at achieving peace, security and wellness of peoples and citizens;
- To promote healthy life styles;
- To sustain the efforts aimed at environmental protection and development of international environmental standards and values;
- To render consultancy and expertise services according to the legislation and provisions of the present Charter.

Article 15.Means of Achieving Objectives

In order to achieve its objectives, the Association:

- monitors the social-economic and cultural development;
- conducts practice and information sharing while cooperating with national, regional and international organizations;
- cooperate closely with the mass-media to promote the purposes and the objectives of the Association;
- initiates, promotes and supports, morally and materially, the scientific research in justice, security, economy, political sciences, history, culture, studies of civilizations and ecology;
- initiates and assists the programs on cultural, spiritual and material exchanges between the countries;
- publishes books, periodicals, brochures and other materials for distribution in order to achieve the purposes of the Association;
- initiates, encourages and supports activities to strengthen cooperation on education and scientific research programmes;

- initiates, organizes and hosts local and international events (conferences, symposiums, seminars, exhibitions, workshops, visits, etc.) in order to get people closer and more familiarized, particularly the young people as well as to strengthen mutual trust and respect between people, in a spirit of religious and ethnic tolerance; contributes to contacts between the peoples, promoting and encouraging legal actions and instruments in the fight against discrimination;
- Provides grants and scholarships for scientific researches in the field of education, justice, economics, energy, ecology, social and cultural sciences and information technologies;
- Organizes courses, establishes scientific research and education institutions;
- initiates and promotes innovation, new technologies and know-how, provides support and coordinates their emergence and development.

CHAPTER III. RIGHTS AND OBLIGATIONS OF THE ASSOCIATION

Article 16. Activity

In order to achieve the goals and objectives foreseen in the present Charter, the Association has, according to the current legal provisions, the right to:

- conclude treaties, agreements, and/or other legal documents;
- gain and assume rights and obligations, patrimonial and non patrimonial rights;
- provide in a unrestricted way any data concerning its activity;
- create mass media means and have a publishing activity;
- represent and defend the legal rights and interests of its members and participants, as well as third parties;
- engage resources of governmental organizations, institutions, agencies, autonomous local authorities, social foundations, banks, trade organizations, international governmental and non-governmental organizations;
- carry out charity activities and fundraising (including contests, shows, exhibitions, etc.);
- establish independently the method and form of work and remuneration for employees and specialized collaborators;
- carry out any other activity, accepted by the current legislation, aimed at the achievement of the goals and objectives foreseen in the Charter;

- in the context of the purposes and goals defined by the Charter, to cooperate with civil, governmental and trade institutions, maintain direct contact with international institutions;
- create on the territory of Romania and abroad representative offices, branches and other structures, which will report to the President, Board of Directors, Secretary General and the headquarters in Bucharest; to develop the activity according to the provisions of the Charter and Resolutions issued by the Board of Directors of the Association, to coordinate their activities and ensure cooperation between them; to participate and supervise the effective operation and financing, to provide material and technical assistance for the activities, according to the provisions of the current law, Charter and decisions of the Association's Board;
- provide support for practical initiatives aimed at ensuring regional and international security;
- collaborate and inform the natural and/or legal persons interested in its activity, to organize international and regional seminars, conferences, symposiums, workshops and exhibitions to participate in the development of international relations and exchanges;
- engage and participate in funding of scientific researches and the implementation of programs and projects, representing the purposes of the current Charter;
- participate in other organizations with similar or compatible goals and objectives to the ones foreseen in the present Charter;
- have in-house resources within the limit established by the current legislation and Charter;
- carry out any activities, other than the expressly mentioned in this Charter, accepted by the current legislation and included into previously mentioned Art. 13-15 of the current Charter.

Article 17. Liabilities of the Association

The Association is responsible for the following:

- to observe the Romanian legislation, the common principles and norms of international law, the right of sovereignty, territorial integrity and inviolability of the borders of the States being part of the activity of the Association, as well as the norms foreseen by the Charter and other documents referring to the establishment of the Association.
- to ensure the transparency of activity and its availability to the public;
- to inform annually the registration agencies about the ongoing activity and offer updated information about the location of the permanent and

operational administrative body, its name and information about the Association's leaders, as well as about the amount of information presented to the fiscal authorities.

- Founders of branches and representative offices and their heads are responsible for their activities to the leadership and Board of Directors of the Association and have to build their activities in accordance with its Charter and the relevant national legislation. Heads of branches and representative offices are also liable for branches' obligations towards third parties and countries where the branches are established, according to the current legislation in these countries and to the Association's Charter.

CHAPTER IV. Members of the Association

Article 18. Members

(1) The Members of the Association are legal or natural, Romanian or foreign persons that recognize and respect the current Charter and on the basis of their free will agree to make jointly, with no right for reimbursement, material contribution and contribution in labour, to have an effective communication and to cooperate for realizing the goals and objectives foreseen by the present Charter.

(2) The Association has the following categories of members:

- a) Founding Members;
- b) Full-fledged Members;
- c) Associate Members;
- d) Honorary Members.

(3) The Members of the Association have full rights within the Association: the right to run for a position in the Board, in the auditing body or the legislative body of the Association, the right to vote, the right to give recommendations in favour of a certain candidate during elections for a body and any other rights foreseen by the present Charter, etc.;

4) Status of Observer within the Association

Status of the Observer is granted to legal and natural persons with Romanian or foreign citizenship. Status of the Observer doesn't provide for the right to vote within any of the structures of the Association. The person with status of Observer is exempted from membership fees and he may participate at the conferences, symposiums and courses, arranged by the Association.

5) Associate Membership may be granted to students, candidate for doctor's degree or junior experts, specialists and consultants who by the decision of the

Board of Directors, as an exception, might be exempted from payment of membership fees.

Article 19. Founding Members

(1) The Founding Members are legal or natural, Romanian or foreign persons that participated at the Constitutive Meeting held on June 10, 2017, in Istanbul and signed the Constitutive Act and the Charter.

Article 20. Obtaining Membership

(1) Membership in the Association is granted according to the constitutional right for association, according to the provisions of the legislation and the present Charter.

(2) Natural or legal persons that meet the following criteria can become members:

- Natural or legal persons recommended by one of the members of the Board of Directors, public institutions or by national, regional or international nongovernmental organizations, recognized for their professional activity carried on in the economic, social, scientific, humanitarian or cultural fields.

- Natural or legal persons that have no record of violating the law and have no history of deeds coming into conflict with the morality or objectives of the Association.

Article 21. Registration procedure

(1) The persons that wish to become members can register by filling the application form “Membership Application”.

(2) This application form must be signed by the natural person that wishes to become a member or by the legal representative of the legal person, depending on the case.

(3) The application form will be accompanied by copies of ID / of documents on the registration of the legal persons, as well as photos of the natural persons that represent the legal persons.

Article 22. Granting with Membership

(1) The membership is obtained on the basis of the Membership Application, addressed and submitted to the President of the Association and to the Secretariat of the Association.

(2) The regular procedure provides for attaching to the Membership Application the constituent documents of the legal person or the documents containing identification data, depending on the situation. These secondary

documents to the Membership Application can be sent afterwards, but not until the application has been considered at the Board of Directors Meeting.

(3) The applicants will receive copies of the Charter and other incorporation documents, to get acquainted and to express consciously the free will for association.

(4) The President of the Association presents the Membership Application and the complementary documents to the Board of Directors for analysis in order to establish if the applicant meets the statutory criteria and terms, which are:

a) the applicant recognizes, accepts and binds to respect the Charter;

b) the applicant commits to pay regularly membership fees specified in the Membership Application;

c) the applicant expresses readiness to provide financial assistance, contribute with expertise and labour in order to achieve the goals and objectives of the Association, as well as to implement the resolutions of the General Assembly and the Board of Directors, adopted within the provisions of the current legislation and the Charter;

d) the applicant commits to communicate, cooperate and contribute to the initiatives and events of the Association, approved by the currently elected governing bodies;

(5) the Membership Application is considered at the meeting of the Board of Directors;

(6) The Board of Directors can ask the General Secretariat to perform a preliminary analysis of the Membership Application, before debating the requests at the meeting.

Article 23. Resolution Granting Membership

(1) Membership is granted on the basis of the decision of Board of Directors, adopted through free voting at least by 2/3 (two thirds) of participants of a meeting of the Board of Directors.

(2) After the Membership Application is approved by the Board of Directors, the Executive Director will make the required technical and administrative steps, respectively: will send an official notification to the applicant; will introduce the identification data of the new member into the database of the Association and into the record of the body managing the finances in order to recover the membership fee and the correspondent fees, justified with fiscal documents, according to the norms provided by the legislation; will inform all the members of the Association about the new member, etc.

(3) The resolution of the Board of Directors is irrevocable.

(4) If the application is rejected, the Board of Directors is not liable to disclose causes of rejection.

Article 24. Membership Proof

(1) The Membership within the Association is proved by an official record signed by the President or the Secretary General

Article 25. Rights of the Members

(1) The Members of the Association have the following rights:

- a) to participate at General Assemblies and any other events organized by the Association;
- b) to elect and be elected for the governing bodies of the Association and to participate at the activities of the bodies for which they were elected;
- c) to exercise freely their right to a deliberative vote within the General Assembly and the elected bodies of which they are part;
- d) to participate, having equal rights, at all the activities of the Association;
- e) to be informed in time upon any activities initiated by the Association and/or upon the resolutions made by the governing bodies;
- f) to initiate, propose and organize activities according to the Charter, with the approval of the Board of Directors and/or, depending on the situation, by the General Assembly;
- g) to use, in a non discriminatory way, the material and logistic resources of the Association, according to the Charter;
- h) to have access to the database and the entire system of activity, to the interest and benefits, provided by the Association;

Article 26. Liabilities of the Members

The Members of the Association have the following liabilities:

- a) to observe the provisions of the Charter and the resolutions of the General Assembly, of the Board of Directors and the directives of the President;
- b) to pay the membership fee settled by the Board of Directors, as well as any other special or reasonable personal fee;
- c) to pay in time the membership fee, in the quantum established by the decision of the Board of Directors;
- d) to contribute with their activity to the accomplishment of the goals and objectives of the Association;
- e) to protect and promote the interests of the Association regarding the relations with central and local public authorities, with other similar organizations in a country and abroad;

- f) to avoid any phenomenon that could injure, directly or indirectly, the public image of the Association, its goals and objectives;
- g) to communicate, cooperate and participate actively in the events and activities organized by the Association;
- h) to protect the reputation of the Association, to promote its purposes and objectives;

Article 27. Liability for the Actions

- (1) All the Members are liable to observe the Charter, to implement the resolutions of the General Assembly and Board of Directors, to communicate and cooperate in order to realize the strategy and other resolutions adopted by the elected governing bodies.
- (2) Each Member of the Association is liable for the actions determined by a personal interest, acts that cause a prejudice to the Association.

Article 28. Participation at Activities

- (1) The members of the Association - natural persons - participate personally at the activities and events of the Association.
- (2) According to the provisions of the present Charter and to the applicable legislation, the members of the Association - legal persons - participate at the activities and events of the Association through their legal representatives or specially authorized delegates.

Article 29. Honorary Members

- (1) The Honorary Members can be prominent natural Romanian or foreign persons, senators, members of parliament, ministers, academicians, diplomats, scientists, political and public figures, professors, experts in the field of engineering, humanitarian or economic sciences, who have contributed significantly to the development, consolidation and improvement of the Association's activity.
- (2) Honorary membership is granted by the President of the Association, on the basis of a written request issued by the Board of Directors, with subsequent validation at the General Assembly.
- (3) Members of Honour have the right for advisory vote and are exonerated from membership fees. They can participate at all the activities of the Association.
- (4) Honorary Members receive the Diploma of Honorary Member of the Association.

Article 30. Representation of Members

- (1) The governing bodies of the legal persons will assign, in written form, their legal, permanent or temporary representatives, which will have the right to represent officially within the Association the interests of the respective persons.
- (2) The Members of the Association that express the will to change their representatives must notify, in written form, the President or the Secretary General.
- (3) The legal or authorized representativeness of the Association's Members will be verified with the proper documents (delegation, power of attorney, procuracy, etc.).
- (4) The Association will organize a nominal record of the representatives assigned by its Members, in order to have a permanent access to data about the ones with advisory vote at the General Assembly, at the Board of Directors and in other elected bodies.

CHAPTER V. GOVERNING AND MANAGING BODIES OF THE ASSOCIATION

SECTION 1. GENERAL ASSEMBLY

Article 31. General Assembly

- (1) The General Assembly represents the governing body of the Association and it includes all the Members of the Association.
- (2) The General Assembly has the following authority and attributions:
 - a) to establish and amend the strategy and general objectives of the Association;
 - b) to approve the budget of incomes and expenditures and the balance sheet;
 - c) to elect and revoke the members of the Board of Directors;
 - d) to elect and revoke the auditor or, depending on the case, the members of the Audit Committee;
 - e) to amend the Articles of Incorporation and the Charter;
 - f) to dissolve and liquidate the Association and its branches, representative offices and units, as well as to establish the further procedures regarding the remaining goods after liquidation;
 - g) any other authority provided by the current legislation.
- (3) The General Assembly can delegate a part of its attributions to the Board of Directors.

Article 32. Voting Process

- (1) Each Member of the Association has the right to one vote at the General Assembly.
- (2) The right to vote can be exercised directly or by means of a written power of attorney.
- (3) The General Assembly is held in ordinary sessions, at least once a year, at the request of the Board of Directors or the President;
- (4) The Extraordinary General Assembly can be summoned upon the request of the President, the Board of Directors or on two third of members of the Association or the Auditor / Audit Committee.

Article 33. Quorum in Assembly

- (1) The party that wishes to summon the General Assembly must notify in written form all the Members of the Association within at least 30 days before the General Assembly or place an announcement inside the premises of the Association, both with a preliminary agenda attached.
- (2) The General Assembly is legally established if the first meeting is attended by half of the members of the Association plus one. The decisions of the assembly are considered to be validated if at least two thirds of the participants of the meeting vote in their favour. The resolutions providing for amendments to the Charter are adopted at the General Assembly by voting of at least two thirds of the total present members of the Association.
- (3) The resolutions of the General Assembly are adopted by open voting.
- (4) The General Assembly is moderated by the President of the Association or, in his absence, by one of the Vice-Presidents or Secretary General.
- (5) The President assigns a secretary to the Assembly that makes the minutes of the meeting.
- (6) At the beginning of every Assembly the present members will sign an attendance sheet.
- (7) The minutes of the meeting containing in the agenda amendments to the Charter is considered to be an original document or is certified by a lawyer.

SECTION 2. BOARD OF DIRECTORS

Article 34. Board of Directors

The board of Directors is the governing and collective administration body, ensuring the implementation of the resolutions adopted by the General Assembly.

Article 35. Structure of the Board of Directors

- (1) The original structure of the Board of Directors is represented by natural and legal persons from Romania or abroad, at most two representatives for each country that participated at the General Assembly at the Establishment of the Association, held on June 10, 2017 in Istanbul.
- (2) At most two persons with the same citizenship among the full-fledged members of the Association may be elected to the Board of Directors with the aim of its qualitative expansion through open and democratic voting given that they most actively participate in the work of the Association and render extensive support to its activities and first of all on a permanent basis take part at its meetings and events.
- (3) The original Board of Director of the Association will be considered established on the date of the Association's registration at the Registry for Associations and Foundations, at the clerk's office located in the territorial district of the Association's Secretariat.
- 4) The previous item doesn't limit subsequent election of other members of the Association to its Board of Directors.

Article 36. Structural Changes in the Board of Directors

- (1) During the Association's activity, the structure of the Board of Directors can be modified, according to the provisions of the current law, including the number of members from the Board of Directors, which can be modified by the resolution of the General Assembly, adopted in conformity with the terms of the present Charter.
- (2) Structural modifications of the Board of Directors are realized by secret voting of at least 2/3 (two thirds) of the members of the General Assembly, who participate at its meeting.
- (3) The suggestions on candidates for the Board of Directors can be made by the members through the Committee on suggestions, which is elected at the beginning of the General Assembly.
- (4) The members willing to suggest a candidate will substantiate their choice in a signed and submitted written proposal.
- (5) Each nominal proposal must be approved and countersigned by at least one more member of the Board of Directors.
- (6) The proposals presented at the General Assembly must be accompanied by written approval of the respective candidate that preliminarily commits to accepting and executing the assigned tasks, in case he will be statutorily elected by the participants of the Assembly.
- (7) According to the provisions of the current Charter, any member of the Board of Directors can be revoked, either of his own free will or on the basis of neglect of duty as member of Board of Directors, failure to implement the

decisions of the Board of Directors or for good reasons (including death, severe illness, prior criminal charges. etc.), evaluated properly by the General Assembly.

Article 37. Summoning of Board of Directors Meeting

(1) The Board of Directors meets at least once a year and can be summoned by the President or upon the request of two thirds of the Board of Directors' members.

(2) The summoning should be sent to the members of the Board of Directors by registered letter, e-mail, fax or other way ensuring the integral transmission of the content and a delivery receipt.

(3) The summoning should be communicated within at least 30 (thirty) days before the established date for the Board of Directors Meeting.

(4) The summoning will include the location, date and hour of the Board of Directors Meeting, as well as the agenda, where all the matters to be discussed are mentioned.

(5) The Board of Directors Meeting can be held at the main office or in any other premise in the country or aboard.

(6) The vote of the members of the Board of Directors on the agenda of the meeting can be expressed also by registered letter, e-mail, fax or other way ensuring the integral transmission of the content and delivery receipt.

(7) The original document containing the voting results will be handed over to the Secretariat of the Association and attached, by the Secretary General to the Resolution of the Board of Directors.

(8) Each member of the Board of Directors has the right to one vote at the Board of Directors Meetings.

(9) A member of the Board of Directors can be represented at the meetings of the Board of Directors only by another member of the Board of Directors, on the basis of a power of attorney, which must be delivered to the main office of the Association or at the location where the meeting of the Board of Directors is held, within at least 24 hours before the day of the meeting.

Article 38. Board of Directors Meetings

(1) The meetings of the Board of Directors are moderated by the President of the Association or, in his absence, by the Vice-President or Secretary-General.

(2) The meetings of the Board of Directors are considered to be legally valid and are able to carry on their activity only if at least half of the members plus one are present.

- (3) The Board of Directors adopts resolutions, which are communicated to the Members of the Association, for information purposes and implementation of particular matters concerning each of them.
- (4) The resolutions of the Board of Directors are adopted by two thirds of votes of those present at the meeting.
- (5) The member of the Board of Directors that has its own personal interest regarding a particular matter debated at the meetings, or has, indirectly the interest of his/her husband/wife or of his/her relatives in the line of ascent or descent, or collateral line or of relatives up to the 4th degree inclusively, will not be able to participate at the debates and will not be able to vote.
- (7) The member of the Board of Directors that disregards the provisions of the previous sub-article is liable for the damages caused to the Association, if without his vote the requested majority could not have been reached.

Article 39. Contestation of Resolutions of the Board of Directors

The resolutions of the Board of Directors, coming into contradiction with the legislation, with the provisions of the Charter or Incorporation Act of the Association can be contested first of all in the General Assembly of the Association and if an agreed decision can not be made, in court by the members of the Board of Directors that were absent or voted contra and requested to record this in the minutes of the meeting, within 15 days of being notified about the content of the Resolution adopted by the Board of Directors or since the meeting took place.

Article 40. Board of Directors Authority

- (1) The Board of Directors has the following authority:
 - a) implements the general strategy and programs of the Association on the basis of the proposals of the General Secretary and Executive Director;
 - b) assigns or elects the President of the Association and the Honorary Presidents, according to the provisions of the present Charter;
 - c) assigns directors of branches, representative offices and units by a quorum of 2/3 of votes and with the consent of the President;
 - d) administrates the income and expenditure budget;
 - e) submits to the General Assembly the activity report for the previous period, performances of the income and expenditures budget, balance sheet, a draft for income and expenditures budget and a draft on the programmes of the Association;
 - f) decides on the modifications of the main office address of the Association;

- g) makes decisions on the establishment and liquidation of representative offices, branches and units in the countries, members of the Association, as well as in other countries. The representative offices, branches and units are established by the Resolution of the Board of Directors, according to the national legislation corresponding to the place of the registration and report to the Board of Directors, President, Secretary General and the main office of the Association;
- h) analyzes and debates periodically, the general activity of the Association, taking decisions, resolutions and corresponding measures;
- k) takes decisions on the form, dimensions and content of the Association's logo;
- l) analyzes and decides the forms and types of collaborations of the Association with other international bodies;
- m) debates and takes decisions about the findings of protocols of collaboration with other local and foreign legal entities;
- n) proposes penalties or dismissal of some members, according to the present legislation and the Charter;
- o) takes decisions on financial, technical and material provisions for the Association;
- p) carries out any other responsibilities foreseen by the legislation and the present Charter.

Article 41. Delegation of Authority

The authority mentioned in the previous article can be partially delegated by a disposition of the President of the Association to the Vice-Presidents or Secretary General.

SECTION 3. AUDIT COMMITTEE

Article 42. The Structure of the Audit Committee

- (1) The Audit Committee consists of 3 (three) members, appointed by the General Assembly at the proposal of the Board of Directors for a mandate of 2 (two) years, with the possibility to be re-elected in this function. The Audit Committee will be assigned after the number of members will exceed the one foreseen by the Romanian current law (50).
- (2) One of the three members of the Audit Committee must be an authorized accountant or certified public accountant.
- (3) The Audit Committee can elaborate an internal regulation of functioning;

(4) The structure of the Audit Committee can be modified by the General Assembly, by observing the rules concerning the taking of decisions, foreseen in the present Charter.

Article 43. Attributions of the Audit Committee

(1) The Audit Committee has the following attributions:

- a) to verify at least once a year the management of the patrimony of the Association and once in two years its financial activity, if it is the case, of its branches; if necessary audit bodies will be asked to start an auditing procedure;
- b) to make a report after the previously mentioned in point a) auditing process is concluded, at the request of the Board of Directors;
- c) has the right to participate at the meetings of the Board of Directors, without the right to vote;
- d) any other attribution foreseen in the Charter or assigned by the Board of Directors.

SECTION 4.PRESIDENT OF THE ASSOCIATION. HONORARY PRESIDENTS

Article 44. President

(1) The President of the Association can be one of the members of the Board of Directors and is assigned by the Board of Directors, according to the rotation principle for a period of 2 (two) years, in conformity with the provisions of the present Charter. If necessary, the Presidential mandate can be extended at the decision of $\frac{3}{4}$ of the members of the Board of Directors and, subsequently, at the approval of $\frac{3}{4}$ of the votes of General Assembly members.

(2) When the current presidential mandate expires, the Vice-President or one of the members of the Board of Directors from the country of which initial follows the letter "R" (from Romania) of Latin alphabet, according to the rotation principle. will be elected and approved as the next President of the Association

(3) The President of the Association is the legal and authorised representative of the Association in the relations with the central and local authorities of the state, with legal and natural private-law persons, international governmental and non-governmental organizations and national NGOs.

(4) The suspension of the President is established by the votes of $\frac{2}{3}$ of the members of the Board of Directors, participating in its meeting, in case it establishes severe violation of the present Charter or in case of contingencies (illness, death, incompatibility, etc.)

(5) The situations that determine suspension of the President are discussed by the Board of Directors.

(6) In case the President is temporarily unable to exercise one or more attributions established by the Charter, they can be delegated to one of the Vice-Presidents or to the Secretary General.

Article 45. Authority and Attributions of President

(1) The President of the Association has the following authority:

a) coordinates the activity of the General Assembly and Board of Directors and moderates its meetings;

b) proposes directions for Association's activity, its strategy, on the basis of the goals and objectives stated in the present Charter, coordinates and manages the elaboration and implementation of the strategies;

c) with the consent of the Board of Directors signs incorporation acts of the units created by the Association, as well as the documents regarding the establishment and operation of the branches;

d) is a plenipotentiary representative of the Association, with no need for power of attorney, in either domestic or international relations with the public, religious institutions and other organisations in Romania and abroad, as well as with natural/legal, Romanian or foreign persons, with governmental authorities, judiciary institutions and third parties;

e) has the right of signature on bank documentation;

f) establishes and approves the organizational chart and strategy of personnel and hires executive personnel;

g) issues resolutions in order to execute other responsibilities established by the Board of Directors or by the legislation;

h) coordinates, guides and supervises the execution of the statutory responsibilities of the elected bodies and the bodies of audit;

k) ensures contact with governmental authorities;

j) coordinates the activity aimed at improving the reputation of the Association and ensuring its interests;

k) controls and gives directions for the activity of the executive bodies;

l) heads the General Assemblies and the meetings of the Board of Directors;

m) presides at General Assembly and Board of Directors Meetings;

(2) In case of emergency, the President can issue decrees and undertake actions aimed at protecting the interests of the Association and its members, without the consent of the General Assembly or Board of Directors, with the condition to inform the previously stated bodies within 3 working days and to

receive for this documents an approval from the General Assembly or the Board of Directors, according to the Charter, within 3 months;

(3) to execute his attributions, the President issues mandatory provisions for the employees and members of the Associations.

(4) to ensure the dynamic, efficient and broad character of the Association's activity, the President may delegate some of the attributions to the Vice-Presidents.

(5) The President coordinates and supervises the execution of the duties of the Vice-Presidents, members of the Board of Directors, executive body and Secretariat.

Article 46. Vice-Presidents

(1) Members constituting the Association are the legal Vice-Presidents of the Association.

2) Not more than two Vice-Presidents may be appointed from the same country.

(2) The Vice-Presidents execute the tasks appointed by the President of the Association and carry out accountability towards the Board of Directors and President for the coordination of the activities they were assigned.

Article 47. Honorary Presidents

(1) The Honorary Presidents of the Association with no voting rights are elected by the Board of Directors from the well-known Romanian personalities or abroad who made a considerable contribution and have large merits for the activity in the Association and in the implementation of its goals and objectives.

(2) The Honorary Presidents have the right to submit proposals to the Board of Directors or to the President of the Association for further discussion.

(3) The Honorary Presidents can promote the values of the Association at national or international events or organizations at which they take part.

Article 48. Presidential Committee

The former President of the Association, the current President, as well the Vice-President representing the next country to preside, meet, if necessary, at Presidential Committee meetings in order to discuss and solve important and urgent issues of the Association's activities. Committee's resolutions are advisory to the current President, executive structures and the Board of Directors. The Presidential Committee is a body entitled for taking operational and urgent decisions as well as to act on behalf of and represent the Association.

SECTION 5. EXECUTIVE BODY

Article 49. Executive Positions

(1) The Board of Directors will assign an Executive Director and a Secretary General, approved by the President, on the basis of an employment contract, in conformity with the provisions of the Labour Code, either from the members of the Board of Directors or members of the Association or, if necessary, on a voluntary basis, as in, with no employment contract and salary.

(2) The Executive Director and the Secretary General are responsible for the current activity of the Association, the preparation of the agenda for and organizational modalities of the General Assembly and Board of Directors meetings as well as the implementation of all the decisions and directives issued by the Board of Directors and President.

Article 50. Executive Director

(1) The Executive Director is the head of the Secretariat of the Association, executes the decision of the General Assembly and the resolutions of the Board of Directors, as well as the directives and instructions of the President.

(2) To execute effectively the attributions, the Executive Director, with the consent of the President and the Secretary General and in conformity with the Charter and the relevant legislation, can engage activity specialists or volunteers, in order to implement particular research projects and events.

(3) With the President's consent, the Executive Director has the right to sign banking documents.

(4) The basis for financial and accounting activity is the income and expenditures budget, approved yearly by the General Assembly and the President according to the Accountancy Law, Chart of Accounts for non-commercial legal persons and its methodology, and with the consent of the President, this activity is carried on by the Executive Director.

(5) The Executive Director has to manage economically and appropriately the budget of the Association.

(6) The Executive Director carries on his activity according to the employment contract, job description and the Charter and, if necessary, according to the power of attorney issued by the Board of Directors.

(7) According to the law, the Executive Director and the entire executive staff bear material, disciplinary and and/or penal responsibility for the prejudices caused to the Association and its members, in case their culpability is proved.

Article 51. Authority and attributions of the Executive Director

(1) The Executive Director has the following main authority:

- a) executes the instructions of the Presidents and provides support in achieving the aims and objectives of the Association;
- b) under the guidance of the President elaborates the operation strategy, the yearly activity agenda, quarterly activity agendas, the chart with main tasks, documents and materials necessary for the permanent activity of the Association.
- c) presents to the Board of Directors reports on the general executive activity;
- d) if necessary, signs together with the President or with his consent, documents that, from the legal point of view, create for the Association obligations on a national and international scale and reports it to the Board of Directors;
- e) represents the Association, together with the President or with his consent, when dealing with governmental authorities, justice or third parties;
- f) with the consent of the President organizes and manages the activity of the working groups created voluntarily, according to the Volunteering Law 195/2001 and the governmental decree 59/2002 for amendments and additions to the Law 195/2001;
- g) manages the Protocol Registry of the meetings of Board of Directors, General Assembly, as well as the decisions of the President and the acts issued by the Executive Director;
- h) other attributions established by the decision of the Board of Directors or the President;

(2) In case the Executive Director is absent, the Secretary General of the Association will temporarily take his attributions or any other executive employee appointed by the President.

(3) The Executive Director coordinates with the publication of materials, documents and press-releases of the Association, including on its web page as well as other specialized publications, approved by the Board of Directors.

(4) The Executive Director is accountable towards the President, the Board of Directors and Secretary General for the entire activity of the executive bodies and of their individual activity within the Association.

Article 52. Secretariat of the Association

(1) The Secretariat has the role to arrange meetings of the bodies of the Association, prepare and coordinate with the members of the Association the agenda of the meetings, organize, coordinate and provide an informational-decisional flow, communication and dialogue between the Association, its

members and all the legal and natural persons from Romania and abroad, with whom the Associations has an established contact.

(2) The activity of the Secretariat is aimed at the processing and storage of information, reporting, archiving and storing incorporation documents and other documents issued by the Association or its governing bodies during the activity of the Association.

Article 53. Secretary General

(1) The Secretary General is accountable towards the President and the Board of Directors, for the entire activity of the Secretariat and for the individual activity.

(2) He heads the executive and administrative staff of the Association.

Article 54. Authority and Attributions of the Secretary General

(1) The Secretary General has the following main authority and attributions:

a) provides the President with support for the implementation of goals and objectives of the Association as well as prepares the agenda and arranges meetings of the Presidential Committee;

b) organizes and heads the entire activity of the Secretariat;

c) supervises and coordinates the activity of the executive bodies and provides for, within the assigned tasks, an operative management for the activity of the executive staff;

d) provides the necessary support to the coordination of the branches and representative offices and supervises their activity;

e) keeps in constant contact with the members of the Association, notifying them on the decisions of the General Assembly, Board of Directors, as well as the resolutions of the President;

f) keeps a record of the correspondence between the Association and third parties and a record of agreements and protocols, signed by the Association;

h) other attributions provided by the decision of the Board of Directors or by the resolution of the President of the Association;

g) if necessary, signs together with the President or with his consent, the documents that establish for the Association from a juridical point of view obligations on a national and international scale;

h) if necessary, represents the Association together with the President or with his consent, in front of the authorities, the judiciary institutions and third parties;

k) represents plenipotentiary the Association, with no need for a power of attorney, in the relations with the public, religious and other organizations in Romania and abroad, as well as with natural and legal persons, citizens of

Romania or other countries.

- l) has the right of signature on bank documents;
- m) establishes and approves working duties, the institutional program and staff strategy of the Association and recruits executive staff;
- n) hires experts, coordinators and advisors, within the approved budget;
- p) executes other decisions and resolutions issued by the Board of Directors;
- q) coordinates, gives directions and supervises the implementation of the duties of the chosen governing bodies;
- r) provides contact with government authorities and NGOs;
- s) manages the activity aimed at improving the image of the Association;
- t) undertakes measures necessary for a proper execution of the Budget on income and expenditures, approved by the General Assembly;

CHAPTER VI. PROPERTY AND ADMINISTRATIVE AND FINANCIAL ACTIVITY OF THE ASSOCIATION

Article 55. Structure of the Property

(1) The property of the Association may include buildings, lands, means of transport, equipments, machines, money resources, shares, other capital, and other property necessary for achievement of the goals and objectives foreseen by the Charter of the Associations and the relevant legislation.

Article 56. Incomes

The resources for the income that form the property of the Association are:

- a) membership fees;
- b) interests and dividends yielding from the placement of available monetary funds under the conditions stipulated by the law;
- c) incomes from publishing, scientific researches and educational activities as well as rendering services;
- d) contributions, sponsorships and donations;
- e) incomes from other sources conformant with the current legislation.

Article 57 Use of Incomes

- (1) The Association has no commercial purpose.
- (2) The incomes from the Association's activity and the dividends of the commercial institutions created by the Association are directed towards achieving the goals foreseen by the present Charter and are not assigned for redistribution among its members and are taxable.

CHAPTER VII. DISSOLUTION AND LIQUIDATION OF THE ASSOCIATION

Article 58. Dissolution

(1) The Association will be dissolved in the following cases:

- a) the duration of the Association set at its establishment, has expired (in case of a further amendment to the Association's duration) and the name of the Association and direction, nature and scope of its activities have been changed;
- b) in case the aim of the Association was achieved or in case of not being achieved, if, within 3 months since the establishment of such a fact, the aim has not been changed;
- c) By decision of the court with jurisdiction upon the location of the Association's main office, at the request of any interested person and in any of the following situations (i) the aim or activity of the Association became illegal or in contradiction with the public order; (ii) the aim is achieved by illegal or contradictory to the public order means; (iii) the Association has a different aim from the one stated at the establishment; (iv) the Association became insolvent; (v) the Association performs activities that require particular administrative authorizations, without having them;
- d) other cases foreseen by the current legislation.

Article 59. Patrimony after Dissolution

(1) In case of dissolution, the property of the Association, remaining after the liquidation, cannot be passed over to natural persons.

(2) This property can be transferred to legal private-law or public-law persons with identical or similar aim, appointed by the Board of Directors or, in case of impossibility to take such a decision, by the competent instance.

(3) In case of the mentioned above article 58 letter c), points (i) - (iii) the property remained after the liquidation will be passed over to the state through the Ministry of Finance, according to the provisions of article 60 paragraph (4) of the governmental decision no. 26/2000.

(4) The date of property transfer is the one of the protocol of reception, if no further date is set on it.

Article 60. Liquidation

(1) The liquidation of the Association will be performed according to the provisions of the governmental decree no. 26/2000, the liquidator being assigned by the court decision on dissolution.

- (2) Starting with the assignment of the liquidator the mandate of the members Board of Directors ceases by law.
- (3) The liquidator assigned will right away execute the inventory and will conclude a balance sheet to establish the exact situation of the assets and liabilities of the Association, will receive and keep the registers and any other documents of the Association, will keep a chronological record of all the operations on liquidation.
- (4) The liquidator executes his mandate under the control of the auditors.
- (5) The liquidator is obliged to continue the juridical operations that have been started already, to cash the debts, to pay the creditors and, if the cash is not sufficient, to transform the rest of the active in cash, selling the movable and immovable property in public auctions. The liquidator can perform new operations only to finalize the ones that have been started already.
- (6) The amount indebted to a creditor that refuses to receive the payment of its debt will be transferred on its account.
- (7) If the payment of the debt cannot be performed immediately or during the contestation of the debt, the liquidation cannot be declared finished until the full payment of the creditors.
- (8) The liquidator can conclude his activity and transfer the management of the account to the authorized persons, only after 6 months since the publication of the dissolution of the Association.
- (9) After the liquidation is concluded, the liquidator is obliged to hand over, within two months, the balance sheet, the accounting registry and a memorandum, notifying the Registry of Associations and Foundations from the court, with the territorial jurisdiction correspondent to the location of the Association's office
- (10) Within two months of liquidation completion, the liquidator is obliged to execute all the proceedings regarding the publication of liquidation and removal of the Association from the Registry of Associations and Foundations. The publication of the liquidation is realized by means of a notice on the door of the court with the territorial jurisdiction correspondent to the location of the Association's office.
- (11) If within 30 free days since presenting the balance sheet no contestation is registered, the balance will be considered approved and the liquidator, with the consent of the court, will transfer to those the authorized persons the remained property together with the registries and documents of the Association, as well as the liquidation documents. Only after that, the liquidator will be dismissed and will receive an ascertaining act. The contestations of the balance sheet made by the liquidator can be issued by any interested person and submitted to the

court with the territorial jurisdiction correspondent to the location of the Association's office.

(12) After the liquidation procedure is finished, the liquidator must demand the removal of the Association from the Registry of Associations and Foundations. The Association ceases to exist the day it is removed from the Registry of Associations and Foundations.

Article 61. Additional Provisions

(1) The present Charter is supplemented with the provisions of the governmental decision no. 26/2000 and other provisions foreseen by the current legislation.

(2) The Charter was concluded and signed in the Romanian language.

The present Charter was issued in 6 (six) copies, of which two were handed to the parties, one – at the law firm and three of them will be used for the registration at the Registry of Associations and Foundations.

Signed by the

Iulian Chifu
Vice-president of the Association

Roman Bradu
Lawyer of the Association