



**DUPLICATE**

Stamp with the text: "Radulescu Dumitru Octavian – Notary Public – Bucharest – Romania"

## ARTICLES OF ASSOCIATION OF "SALVATI COPIII" ("Save the Children") ORGANIZATION

adopted by the Annual General Assembly of "Salvati Copiii" Organization on April 26<sup>th</sup>, 2014

### BASIC PRINCIPLES

"Salvați Copiii" is a **non-governmental organization**, public-utility, non-profit, democratic association, politically or religiously unaffiliated, actively supporting the protection of the rights of the child in Romania since 1990, complying with the provisions of the United Nations Convention on the Rights of the Child, the EU Charter of Fundamental Rights and the Romanian legislation.

"Salvați Copiii" adopts an independent position related to the actions and measures of the institutions acknowledging that the implementation of the legislation and public policies concerning the children's rights cannot ignore the tight collaboration among authorities, family, children and society in which each playing actor accepts its responsibility according to the principles of an authentic and viable partnership.

**The vision of "Salvați Copiii"** is a world in which the right to life, protection, development and participation is respected for each child.

**The mission of "Salvați Copiii"** is to make relevant progresses concerning the way of treating children treated and to make immediate and sustainable changes in their lives.

**The activity of "Salvați Copiii"** is governed by the observation of the Charter of the Organization.

### VALUES IN WHICH WE BELIEVE

**Responsibility.** We undertake full responsibility for the efficient use of the resources so that the results should be measurable, as well the responsibility towards supporters, partners and, first of all, towards children.

**Perseverance.** We ask for high performance standards from ourselves and our colleagues, so that everything is done for children should be continuously improved.

**Collaboration.** We respect each other, we valorize the differences among us and work with partners in the global effort to bring positive transformations in the children's lives.

**Creativity.** We are opened to new ideas, embrace the change and cautiously take risks to develop viable solutions for children and together with them.

**Integrity.** We stick to the highest standards of personal honesty and behavior; we take care of our own reputation and react always in the child's best interest.



## CHAPTER I: NAME, LEGAL FORM, REGISTERED OFFICE, DURATION, INITIAL PATRIMONY

### Article 1: Name of the organization

The name of the organization is "SALVATI COPIII" ("SAVE THE CHILDREN").

### Article 2: Legal form

(1) The Organization is a Romanian legal entity, developing its activity as an association, according to the provisions of Government Ordinance no. 26/2000 on associations and foundations and according to these Articles.

(2) "Salvați Copiii" is a democratic, politically or religiously unaffiliated organization, a public-utility association, acknowledged according to the law by the Governmental Decision no. 2262/2004, and is a member of the International Save the Children and a member of other national, European and international alliances and federations.

### Article 3: Purpose of the Organization

(1) The Organization promotes, defends and monitors the rights of the child according to the Universal Declaration of Human Rights, to the United Nations Convention on the Rights the Child, to the applicable Romanian laws, to other applicable universal or regional treaties on human rights, in which Romania is a party.

(2) The programs of the Organization are for all the children, giving a special attention to those more vulnerable – children from disadvantaged communities, children who are victims of violence, labor exploitation or human trafficking, children without parental care, children affected by migration etc. – and whose rights are violated or ignored.

(3) The objectives, principles and directions of action are mentioned in the Charter of "Salvați Copiii" Organization (the "Charter"), which is part of these Articles and which contains the following documents:

- a) Guiding Principles of "Salvați Copiii" Organization;
- b) Strategic Plan;
- c) Ethical Code of the employees, volunteers and partners for preventing corruption and fraud deeds;
- d) Conduct Code.

### Article 4: Registered office of the Organization

(1) The registered office of the Organization is in Romania, Bucharest, 3 Intrarea Ștefan Furtună, District 1. The registered office of the Organization may be change, under the terms of the law, based on a decision of General Assembly.

(2) The Organization shall operate for an unlimited period of time.

### Article 5: Initial founding patrimony of the Organization

The Organization is set up based on an initial patrimony of RON 2,500 (at the level of the year 1990).



**CHAPTER II: MEMBERS AND STRUCTURE OF THE ORGANIZATION**

**Article 6: Members of the Organization**

- (1) Any person who supports the Organization and adheres to its principles and goal may become its member by signing a joining document. The membership is granted by the Branch President at the proposal of the members of the branch executive committees.
- (2) The members of the Organization may be individuals aged at least 18 years old and, as an exception, with the consent of their legal representatives, children aged at least 14 years old.
- (3) The members are persons identified according to the law, based on database managed by branches and periodically sent updated to the General Secretary Office.
- (4) An honorable member may be an individual who remarked himself/herself by special activities related to the development of the Organization and improvement of the child's condition in Romania or in the world. The honorary membership is granted by the Board of Directors based on the proposal made by the branches or the General Secretary Office. In this capacity, he/she attends the meetings of the Organization as a guest.
- (5) The procedures for selecting the members and for their attending the Annual General Assemblies of the Organization and its branches are established by the present Articles and the Organization and Operation Rules (the "OOR").

**Article 7: Members' rights and duties**

(1) The members' rights are as follows:

- a) the right to vote, directly or by representative, within the Branch General Assembly; children who are at least 14 years old may vote only with the consent of their legal representatives.
- b) to attend the meetings and to take part in the actions of the Organization;
- c) to be periodically informed about the activity of the Organization;
- d) to propose to the General Assembly of the Organization and/or Branch new actions meant to contribute to the development of the programs of the Organization;
- e) to carry out volunteering activities under the supervision of the coordinator of that particular action or program;
- f) for individuals aged at least 18 years old, the right to be elected at the local level, in the structure of the Branch Executive Committee in which they proved to be active.

(2) The members' duties are as follows:

- a) to sign the joining document;
- b) to observe the provisions of the law, of these Articles of the Organization and of the OOR, as well as to observe the decisions adopted by the managing bodies of the Organization and Branches in which he/she is enrolled;
- c) to promote the image of the Organization without causing moral and material prejudices to it;
- d) to sign and comply with the Conduct Code of the Organization.



## Article 8. Suspension and cease of the membership

(1) The membership may be suspended by the decision of the Executive Committee of the Branch in he/she is enrolled with the votes of half plus one of the present members.

(2) The suspension circumstances may be as follows:

- a) by written request of the interested person;
- b) during his/her criminal persecution and, as the case may be, his/her criminal trial following it, until the delivery of a final judgment of conviction;
- c) while making the internal analysis, under the terms of the OOR.

(3) The membership ceases:

- a) by withdrawal, on the day of the written request sent by the interested person;
- b) by expulsion, ordered by the decision of the Executive Committee, if that person is guilty for one of the following acts:
  - b1) causing moral or material prejudices to the Organization or to one of its branches;
  - b2) violating the provisions of the Articles of Association of the Organization and of the OOR;
  - b3) conviction for criminal acts by final judgment;
- c) death or putting under interdict.

(4) Suspension or cease of the honorary membership occurs by the decision of the Board of Directors.

## Article 9: Structure of the Organization

The Organization includes the following bodies:

**A. General Assembly.** The General Assembly is the supreme management body of the Organization.

**B. Board of Directors.** The Board of Directors is the operations management body between the Annual or Extraordinary General Assemblies of the Organization and ensures the application of the decisions of the General Assemblies and the control of the activities of the Organization and its branches. The President of "Salvați Copiii" is the President of the Board of Directors and represents the Organization in the relationships with natural and legal entities.

**C. Advisory Committee.** The advisory committee has an advisory role and a role of coordinating the activities of the branches.

**D. Branch.** The branch is a territorial structure of the Organization, with its own legal personality. The branch is managed by a President, and its bodies are as follows: General Assembly, Executive Committee and Board of Auditors.

**E. General Secretary Office.** The General Secretary Office is an executive body ensuring the implementation of the strategies, projects and development plan of the Organization, established by the Board of Directors.

**F. Election Committee.** The Election Committee has the role to prepare the elections which take place within the Annual General Assembly.

**G. Board of Auditors.** The Board of Auditors checks the financial-accounting records of the Organization and its branches.

**H. Subsidiary and regional office.** The subsidiary and regional office are territorial structures without legal personality, with a role in the development of local and regional programs and in the effective management of the appropriated funds.

**CHAPTER III: DUTIES OF THE BODIES OF GOVERNING, MANAGING AND SUPERVIZING THE ORGANIZATION AND BRANCHES. THEIR LEGAL RELATIONSHIPS**

**Article 10. President of the Organization**

(1) The President of the Organization has the following duties:

- a) convenes the Board of Directors and the Advisory Committee;
- b) presides the meetings of the General Assembly, of the Board of Directors and of the Advisory Committee;
- c) supervises and makes sure that the made by the Board of Directors are applied and may delegate responsibilities to the Executive President to this end;
- d) carries out any other duties delegated by the Board of Directors, under the reserve of the orders related to the General Secretary Office;
- e) has the right to check the disposal deeds of the Executive President and of the Branch Presidents, may bring objections with a validity conditioned by the vote of the members of the Board of Directors representing  $\frac{1}{3}$  of the total number.

(2) In his/her activity, the President of the Organization is supported by the General Secretary Office and the branch executive committees.

**Article 11. Establishing the competences within the structure of the Organization**

The governing, management and supervisory bodies of the Organization are as follows: General Assemblies of the Organization and the Branch, Board of Directors, Executive Committee of the Branch and General Secretary Office. These have the competences established by the Articles of Incorporation, the Articles of Association, the OOR and by law.

**Article 12. Operation procedure and duties of the General Assembly**

Annual General Assembly of the Organization	Annual General Assembly of the Branch
<p><b>Art. 12.1.1 Running the meeting and duties</b></p> <p>(1) The Annual General Assembly is the governing body of the whole structure of the Organization, takes place annually, during the first term and may have the following points of agenda:</p> <ul style="list-style-type: none"> <li>a) to establish the general objectives of the Organization and to approve the development strategies;</li> <li>b) the activity report of the Board of Directors;</li> <li>c) to elect the President of the Organization, the Vice</li> </ul>	<p><b>Art. 12.2.1 Running the meeting and duties</b></p> <p>(1) The Annual General Assembly of the Branch is the governing body of the branches and takes place until the end of the first term of each year and before the General Assembly of the Organization and may have the following points of agenda:</p> <ul style="list-style-type: none"> <li>a) to establish the strategy, the annual budget and the action plan of the Branch, complying with the general objectives of the Organization and the performance criteria established for the branches</li> </ul>





<p>the meeting date, in writing, by e-mail, by an announcement published in a central newspaper, by posting it at the headquarters or by posting it on the web page of the Organization.</p> <p>(2) The delegates shall be informed in writing or by e-mail about the agenda of the Assembly at least two weeks before the date established for the Annual General Assembly.</p>	<p>weeks before the meeting date. The convening is made by e-mail, by an announcement published in the local newspapers, by posting it at the headquarters or by posting it on the web page of the Organization.</p> <p>(2) The agenda of the General Assembly and the other documents may be consulted by the members of the Branch, at the headquarters or on the web page of the Organization a week before the date established for the meeting.</p>
<p><b>Art. 12.1.4 Quorum</b></p> <p>(1) The Annual General Assembly adopts the decisions validly in the presence of half plus one of the delegates and other attendees who, according to the present Articles, have a right to vote.</p> <p>(2) If the Annual General Assembly cannot deliberate as there is not the quorum stipulated at the previous paragraph, the Annual General Assembly is convened of right for a date announced in the meeting notice for the first meeting, date on which it shall adopt decisions with the majority stipulated at art. 12.1.5 (3), no matter the number of attendees with a right to vote. This second meeting may be convened including for the day following the date of the first meeting.</p>	<p><b>Art. 12.2.4 Quorum</b></p> <p>(1) The General Assembly of the Branch may adopt decisions validly in the presence of at least 25 members.</p> <p>(2) If the Annual General Assembly cannot deliberate as there is no quorum, the art. 12.1.4 (2) is applied appropriately.</p>
<p><b>Art. 12.1.5 Decision-making procedure</b></p> <p>(1) Within the Annual General Assembly, the right to vote is held by the delegates of the Branches, the members of the Board of Directors, the representatives of the General Secretary Office and the Executive President. The members of the Board of Directors have not the right to vote for the point on the agenda concerning the discharge of responsibilities of the Board of Directors.</p> <p>(2) The person who, in a certain matter submitted to the decision of the Annual General Assembly, has a personal interest or by her/his spouse, ascendants or descendents, the relatives in collateral line or her/his relatives-in-law to the 4<sup>th</sup> grade included, must not take part in decision making and must not vote. The violation of this interdiction triggers the responsibility for damages caused to the Organization if the necessary majority would not have been acquired without the vote of that person.</p> <p>(3) The decisions are made by the open vote of half plus one of the present attendees with a right to vote, under the terms of the present Articles.</p>	<p><b>Art. 12.2.5 Decision-making procedure</b></p> <p>(1) Within the Annual General Assembly, the right to vote is held by the present members. The members of the Executive Committee do not have the right to vote for the points on the agenda concerning the discharge of the Executive Committee of the management of the activity carried out in the previous year.</p> <p>(2) The provisions of art. 12.1.5 paragraphs 2 and 3 of the present Articles are applied appropriately.</p> <p>(3) In exceptional cases, the General Assembly may decide for the vote to be secret.</p> <p>(4) Within 7 days, the Executive Committee of the Branch shall send to the General Secretary Office the minutes of the meeting, the list of the attendees, the documents approved and the used convening means.</p>
<p><b>Art. 12.1.6 Extraordinary General Assembly</b></p> <p>(1) The Extraordinary General Assembly of the Organization is convened by the President of the Organization after consulting the Board of Directors, any time it is necessary to make immediately a decision incumbent on the Annual General Assembly, except for the cases stipulated at art. 12.1.1 points b), d), e), f) of the Articles of Association.</p>	<p><b>Art. 12.2.6 Extraordinary General Assembly</b></p> <p>(1) The Extraordinary General Assembly may be convened by the Executive Committee or at the request of at least half plus one of the registered members of the Branch.</p> <p>(2) The convening of the Extraordinary General Assembly is made at least 5 calendar days before the established date.</p>



<p>(2) The Assembly is convened at least 10 days before the established date, according to the procedure provided for the Annual General Assembly.</p> <p>(3) The agenda of the Extraordinary General Assembly shall contain only the issues for which it has been convened.</p> <p>(4) The provisions concerning the decision making procedure described at art. 12.1.5 are applied appropriately.</p>	<p>(3) The agenda of the Extraordinary General Assembly shall contain only the issues for which it has been convened.</p> <p>(4) The provisions concerning the decision-making procedure described at art. 12.1.5 are applied appropriately.</p>
<p><b>Art. 12.1.7 Other regulations</b></p> <p>(1) The members of the Organization may submit motions and proposals to the Annual General Assembly at least one week before the date established for the Annual General Assembly.</p>	<p><b>Art. 12.2.7 Other regulations</b></p> <p>(1) The motions and proposals may be submitted by the Executive Committee by any member of the Branch at least 3 days before the date of the general assembly.</p>

**Article 13. Operation procedure and duties of the Board of Directors and of the Executive Committee of the Branch**

Board of Directors	Executive Committee of the Branch
<p><b>Art. 13.1.1 Duties</b></p> <p>(1) The Board of Directors represents the highest decision body ensuring the application of the decisions of the General Assembly and the supervision of the implementation of the strategy and programs of the Organization without infringing the competence of the General Assembly, as determined at art. 12.1.1 of the present Articles.</p> <p>(2) When exercising its competence, the Board of Directors:</p> <ul style="list-style-type: none"> <li>a) runs and coordinates the activities of the Organization according to the purpose and principles assumed by the present Articles;</li> <li>b) cooperates with the management bodies of the branches, offering recommendations and instructions for developing programs at the local and regional level;</li> <li>c) delegates to the General Secretary Office or to the management bodies of the branches other competences of administration and financial control besides those provided for these by the present Articles.</li> <li>d) submits to the General Assembly the activity report for the previous year, executes the income and expense budget and the national and local development plans;</li> <li>e) approves the organization structure and the staff policy of the Organization;</li> <li>f) administers the goods of the organization sensibly;</li> <li>g) approves the conclusion by the branches of legal disposal deeds;</li> <li>h) decides to join national and international federations;</li> </ul>	<p><b>Art. 13.2.1 Duties</b></p> <p>(1) The Executive Committee represents the decision-making body of the Branch and ensures the operations management of the Branch in the period between the Annual General Assemblies.</p> <p>(2) Its main duties are as follows:</p> <ul style="list-style-type: none"> <li>a) to convene the General Assembly of the Branch under the terms of the law and of the present Articles;</li> <li>b) to create the necessary framework for the application of the decisions of the Annual General Assembly, of the Annual General Assembly of the Branch, of the Annual General Assembly of the Organization and of the decisions of the Board of Directors;</li> <li>c) to elaborate the development strategy and of the related plan of the Branch for three years;</li> <li>d) to ground and make the necessary financing requests and to attract local funds to reach the goals established in the Strategy;</li> <li>e) to submit to the General Secretary Office financial and narrative reports of the run programs;</li> <li>f) to submit to the Board of Directors term reports and an annual report concerning the activity of the Branch for the annual report of the Organization to be drawn up;</li> <li>g) to answer to the requests sent by the Board of Directors;</li> <li>h) to get the permits and authorizations necessary to carry out the activities in the field of the rights of the child;</li> </ul>





- i) proposes to the Annual General Assembly to set up a new Branch, drawing up an assessment report to this end, according to art. 21 or decides to suspend a branch, according to art. 27 (1);
- j) notes the dissolution status of right of the Branch which has not observed the performance indicators established by the Articles of Association and according to the action plan of the Branch.
- k) decides to grant the honorary membership based on the proposal made by the General Secretary Office or branches;
- l) for a good regional organization, it decides to set up regional offices;
- m) approves the Charter and the OOR, including the amendments proposed by these, based on the documents drawn up by the General Secretary Office, after consulting the Advisory Committee.
- n) after consulting the branches and the General Secretary Office, it establishes the branch coordinator.

- i) to make partnerships with public or private authorities for the implementation of the local strategy in the field of the rights of the child;
- j) to run and coordinate the activities of informing, forming the public opinion, to collect funds;
- k) to recruit members, to update the database and to create opportunities for all the members to actively take part in reaching the goals proposed by branches;
- l) to submit to the General Secretary Office the proposals concerning the appointment of the honorary members;
- m) to plan, together with the regional offices, the activities and to manage efficiently the funds available for the Branch;
- n) to draw up the minutes of the meetings of the Executive Committee and of the General Assembly and to send them to the General Secretary Office within 7 days from their meeting dates;
- o) to approve the way in which the identity elements are used (name, logo and acronym) within the activities of the Branch, in compliance with the visual identity guide;
- p) to keep in touch with the General Secretary Office and with the regional offices of the Organization in order to establish a permanent dialogue which should determine a harmonious development of the Organization;
- q) employing staff in the Branch.

**Art. 13.1.2 Composition and convening**

(1) The Board of Directors of the Organization is elected by the General Assembly of the Organization and is made up of 9 persons as follows:

- a) 3 presidents of branches nominated by the Advisory Committee and elected by the General Assembly of the Organization, for a three-year mandate which may be renewed twice;
- b) The Executive President of the General Secretary Office;
- c) 5 persons appointed by the General Secretary Office and elected by voting by the General Assembly. The General Secretary Office shall nominate prestigious persons from the fields of education, sciences or social sciences, culture arts, mass media, from the business field or other fields, which have distinguished themselves in the activity of protecting the rights of the child. The mandate of these persons is of three years and may be renewed three times.

(2) A person who has a management position in a public institution whose social scope overlaps, totally or partially, the purpose of the Organization, provided for in the present Articles, must be elected member of the Board of Directors.

**Art. 13.2.2 Composition and convening**

(1) The Executive Committee of the Branch is elected by the General Assembly of Branch for a 3-year mandate, which may be renewed twice.

(2) The Executive Committee of the Branch is made up of 5 persons: President and Vice President of Branch, 2 members of the Branch and coordinator of a program representative for that Branch by the large number of beneficiaries, budget or social impact.

(3) The change of the members must be made successively, so as to ensure the continuity of the presence of at least 2 members of the Executive Committee.

(4) At the same time, two alternate members shall be elected to attend the meetings of the Executive Committee, having a right to vote if the tenured members are not present.

(5) The members of the Executive Committee must be at least 18 years old.

(6) In the absence of the President, the Vice-President chairs the meetings of the Executive Committee.



X



<p>(3) The provisions of art. 12 (1.5) of the present Articles are applied appropriately.</p>	
<p><b>Art. 13.1.3 Members' attendance and right to vote</b></p> <p>(1) The Board of Directors meets at least three times a year or any time it is necessary, being convened at least 15 days before by the President of the Organization.</p> <p>(2) The meetings shall take place:</p> <ul style="list-style-type: none"> <li>a) at the headquarters of the Organization,</li> <li>b) in any other place agreed upon by the members of the Board of Directors;</li> <li>c) by phone, online, by using modern communication technologies.</li> </ul> <p>(3) The Board of Directors may make valid decisions with majority of votes of its members. In case of equality of the expressed votes, the vote of the President of the Organization is conclusive.</p>	<p><b>Art. 13.2.3 Members' attendance and right to vote</b></p> <p>(1) The Executive Committee meets at least twice a year, or any time it is necessary, being convened at least 15 days before by the President of the Branch.</p> <p>(2) The meetings shall take place:</p> <ul style="list-style-type: none"> <li>a) at the office of the Branch,</li> <li>b) in any other place agreed upon by the members of the Executive Board,</li> <li>c) by phone, online, by using modern communication technologies</li> </ul> <p>(3) The Executive Committee may make valid decisions with majority of votes. In case of equality of the votes, the vote of the Branch President is conclusive.</p>

**Article 14. General Secretary Office**

(1) The General Secretary Office assists the Board of Directors to run, implement, support and coordinate the programs and actions of the Organization. The General Secretary Office ensures the strategic and operational connection with the branches and the Advisory Committee in to establish a permanent dialogue, which should determine the development of the Organization.

(2) Duties of the General Secretary Office are as follows:

- a) to implement the projects and the programs of the Organization;
- b) to develop social, research, information and consulting services in the spirit of a viable partnership;
- c) to prepare information materials;
- d) to elaborate the annual activity report of the Organization;
- e) to prepare the meetings of the Board of Directors and to provide logistic support for running properly the meetings of the Advisory Committee;
- f) to make and maintain connections with similar Romanian and foreign organizations, as well as with the members of Save the Children International, including by developing partnerships;
- g) to provide secretary services necessary for the activity of the Organization;
- h) to send to the Board of Directors proposals to create subsidiaries and regional offices and to provide for their management;
- i) to prepare some good practices concerning the elaboration, promotion and financing of the projects/programs at the national or regional level, mentioning their positive impact on the protection of the rights of the child;



- j) to prepare for the adoption within the General Assembly of the Organization of the proposals for the national strategy of the Organization, including specific advocacy, marketing, external and internal communication strategies, fund raising and identification of human resources;
- k) to check the way in which the identity elements (name, logo and acronym) within the activities of the branches and to offer specific assistance, in compliance with the visual identity guide;
- l) to perform any other duty, as agent of the Board of Directors, under the invalidation reserve by the vote of its members representing ⅓ of the ones reunited at one of the three annual meetings.

(3) The provisions of the labor legislation and of the Inner Rules are applied to the employed staff. The office duties shall be mentioned in the job description.

#### **Article 15. Advisory Committee**

(1) The Advisory Committee is made up of all the branch presidents. Its main duties are as follows:

- a) to develop national or regional partnerships among branches for the development of fund raising programs and activities;
- b) to coordinate the efficiency of the activities of the branches by establishing some concrete goals and developing local or regional programs which should lead to the increase of notoriety and development of the branches;
- c) to solve by mediation of the disagreements among the members or the branches of the Organization. The parties shall do their best to solve the disagreement by direct negotiations.
- d) To nominate three presidents of Branch as members in the Board of Directors. These shall be appointed taking into account both the exigencies of a fair/balanced geographical representation, and the contribution of the Branch represented at the development of the national organization.

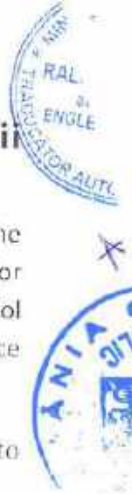
(2) The Advisory Committee meets at least 1 a year, when convened by the President of the National Organization, which chairs the works. The Executive President of the Organization may attend the works of the Advisory Committee.

#### **Article 16. Executive President**

(1) The Executive President runs and is responsible for the activity of the General Secretary Office in front of the Board of Directors.

(2) The Executive President is employed by the Board of Directors, by the decision of the President of the National Organization. The Executive President has the following duties:

- a) To conclude legal deeds on behalf and for the organization, with Romanian or foreign natural or legal entities;
- b) To draw up and ground the annual strategic plan and the annual budget project of the organization and pursues the accomplishment of the approved budget;
- c) To draw up current reports concerning the activity of the organization and submits them to be examined within the Board of Directors and of the Advisory Committee;



- d) To hire and dismiss the employed staff of the General Secretary Office according to the organization structure approved by the Board of Directors; to establish the appropriate duties for each employee, under the terms of the law, according to the job description; to assess and control the way the office duties and the activity plan agreed upon within the General Secretary Office must be fulfilled;
- e) To establish disciplinary the disciplinary offences, to apply the appropriate sanctions, according to the law, to the Articles of Association of the Organization and of the OOR.
- f) To propose to the Board of Directors the pay scale of the staff employed with employment contract and the remuneration level of the collaborations;
- g) To organize the convening of the Board of Directors and to prepare the agenda of its meetings;
- h) To fulfill any other duties established by the Board of Directors.

(3) The assessment of the activity of the Executive President is made annually by the President of the Board of Directors, after consulting the members of the Board of Directors:

(4) The members of the General Secretary Office (except for the Executive President) and their relatives, up to the 4<sup>th</sup> grade included, may not be part of the Executive Committee of the branches or of the Board of Directors.

#### **Article 17. Board of auditors and external audit**

(1) The internal financial control is made by the Board of Auditors made up of 3 auditors among which at least one must be a chartered accountant or a certified accountant under the terms of the law.

(2) The auditors' mandate is of 3 years, with the possibility to renew it by the decision of the General Assembly of the Organization.

(3) In fulfilling its/his/her competence, the board of auditors or the auditor:

- a) may attend the meetings of the Board of Directors, without a right to vote;
- b) fulfills any other duties established by the General Assembly of the Organization.

(4) The annual accounting records of the Organization are submitted to the financial audit, which is made by external financial auditors:

- a) to check the way in which the patrimony of the Organization is managed;
- b) to draw up an audit report which shall be submitted to the General Assembly of the Organization.

#### **Article 18. Regional Office**

For unitary financial development and increase of the visibility of the National Organization at the regional level, the General Secretary Office may propose to the Board of Directors to set up Regional Offices, found under its subordination, with a role to coordinate, at the regional level, the programs run by the General Secretary Office, branches or subsidiaries by:

- a) elaborating applications and sending them to the financing bodies;



- b) concluding partnerships with the local authorities and prestigious companies;
- c) organizing fund raising events with the help of the branches;
- d) centralizing the information concerning the local/regional programs and sending them to the General Secretary Office.

#### **Article 19. Subsidiary**

(1) The subsidiary is set up by the decision of the General Assembly of the Organization after consulting the branches and the General Secretary Office.

(2) The subsidiary is the operational office carrying out the activities assigned to it by the Board of Directors, based on the proposals of the General Secretary Office.

(3) The subsidiary may contribute to co-opting members within the structure of the coordinating Branch, according to the decisions of the Board of Directors, by consulting the branches and the General Secretary Office.

(4) The dissolution of the subsidiary is made, by the decision of the General Assembly, for noncompliance with the established goals and the appropriate plan of activities.

#### **Article 20. Organization and Operation Rules**

CHAPTER III is completed with the regulations contained in the Organization and Operation Rules of the National Organization.

### **CHAPTER IV: SETTING UP, SUSPENDING AND DISSOLVING THE BRANCH**

#### **Article 21: Mission of the Branch**

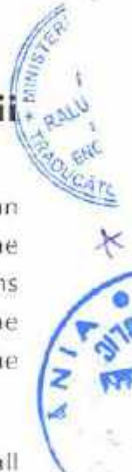
Observing the fundamental operation principles and the decisions of the Organization, **the mission of the Branch** consists in developing/carrying out programs and actions aiming to promote and protect the rights of the child, to disseminate information about the child's status, to represent the Organization at the local and regional level, to finance the activities by local fund raising initiatives, to develop volunteering and to recruit members.

#### **Article 22: Setting up the Branch**

(1) The branch is set up by the decision of the Annual or Extraordinary General Assembly of the Organization, at the proposal of the Board of Directors, after consulting the Advisory Committee. The legal personality of a Branch is to be acquired by registering it in the Register of Associations and Foundations within the court of law from the territorial circuit where it has its headquarters.

(2) The proposal to set up a Branch shall be submitted to voting only if the following conditions shall be complied with cumulatively:

- a) The branch is to be set up in the counties where there are no other branches of the Organization;
- b) The Articles of Association of the Branch totally matches the present Articles of Association, except for the specific identity elements (name, registered office, duration and initial founding patrimony);



- c) Submits a 3 year-long action program revealing the capacity to attract material and human resources necessary to start and run programs meant to promote and protect the rights of the child. The document shall be elaborated by a local initiative group, made up of at least 20 persons representatives for community. The program must be submitted to the Board of Directors by the representative structures of the Branch in course of incorporation, at least 15 days before the date of the General Assembly.

(3) The Branch shall be set up by the vote of half plus one of the members of the General Assembly and shall have an advisory status for 3 years since the incorporation date, with no right to vote within the Organization.

(4) The newly incorporated Branch becomes a Branch with full rights after the expiry of the term mentioned at parag. (3), based on the vote of half plus one of the members of the General Assembly, expressed based on the proposal of the Board of Directors. The Board of Directors shall propose to transform the advisory Branch into a Branch with full rights of the Organization if it establishes that, based on the annual reports submitted by the management bodies of the Branch, its activity was according to the provisions of the Articles of Association and of the law and that the performance criteria enumerated at art. 26 have been observed.

(5) If the performance indicators have not been observed, the Branch keeps its advisory status for another 3-year period, the provisions of the parag. (2) letter c) remaining applicable. If it is established, based on the reports of the advisory Branch, after the second 3-year period, that its activity did not reach, in the previous year, the established performance indicators for the branches, the Branch is dissolved of right, the contributions brought by its members entering the patrimony of the Organization. In this case, the Organization is to ask the court to establish the dissolution.

(6) If the Advisory Branch is dissolved, the Board of Directors may decide to continue its activity within the structure of a Subsidiary pursuant to art. 19. After its transformation into a Subsidiary, the mandate of the members of the Executive Committee of the Branch ceases, and the management of the subsidiary shall be appointed by the General Secretary Office.

(7) The provisions of this article apply only to the branches set up after the adoption of the present Articles.

#### **Article 23: President of the Branch**

(1) The President represents the Branch in the relationships with third parties. He/she is elected by the General Assembly of the Branch for a 3-year mandate, which may be renewed twice. The President of the Branch is the President of the Executive Committee.

(2) The President of the Branch has the following duties:

- a) To develop, together with the employed staff, the members and volunteers of the Branch, an annual action program and to provide for its implementation;
- b) To coordinate the activities for promoting and observing the rights of the child carried out by the Branch, complying with the law and the performance indicators provided for by art. 26.
- c) To establish, together with the members of the Executive Committee and the employed staff, the most efficient solutions to provide the necessary funds to implement the action program of the Branch;
- d) To survey the observance of the duties of the management bodies of the Branches and of the



procedures provided for by the Articles of Association of the Organization.

**Article 24: Employed staff of the Branch**

- (1) The Executive Committee of the Branch decides on employing staff to reach the objectives of the organization.
- (2) The provisions of art. 14 (3) are applied appropriately.

**Article 25: Name, patrimony, competence and visual identity elements of the Branch**

- (1) The name of the Branch is made up of the name of the Organization (SALVAȚI COPILII) (SAVE THE CHILDREN) plus the word "Branch" and the name of the county (respectively, Bucharest) where it is incorporated.
- (2) The patrimony of the Branch is made up of its own goods, as well as of any rights and duties, acquired or, as the case may be, undertaken by legal deeds concluded by the bodies representing it, according to the present Articles. The Branch may benefit from funds approved in favor of the Board of Directors from the budget of the Organization, as well as from those resulted from its own projects or from projects run together with other branches of the Organization or with the General Secretary Office. The branches may conclude legal disposal deeds, on behalf of and for the Organization, only based on a previous agreement with the Board of Directors.
- (3) The branch usually carries out activity in the county where it has its headquarters or, as the case may be, in Bucharest, or outside these, with the previous consent of the Board of Directors. The Branch may coordinate subsidiaries set up in other counties, by the decision of the Board of Directors, after consulting the neighboring branches and the General Secretary Office.
- (4) The visual identity elements of the Branch are described in the Visual Identity Guide of the Organization, being common to all the branches. The Branch has the obligation to use the identity elements without modifications, being banned the association with activities, institutions or materials contravening the purpose and the basic principles of the Organization.

**Article 26: Performance indicators of the Branch**

The assessment of the activity of the Branch existing when adopting the present Articles and of the newly incorporated Branch shall be made once at 3 years, according to the annual performance indicators established by the OOR.

**Article 27: Suspension and dissolution of the Branch**

- (1) The activity of the Branch may be suspended for one year in the following cases:
  - a) The activity of the Branch is obviously inappropriate, but the prejudice caused to the Organization is not so serious to justify its dissolution;
  - b) The Branch submits its annual reports concerning its activity and the financial-accounting report to the Board of Directors and the General Secretary Office.
- (2) The decision of suspending the activity of the Branch is made by the Board of Directors after consulting the Advisory Committee, after listening the representatives of the Branch and consulting its other members. In case of suspension, the Board of Directors appoints an intermediate management body of the Branch until the next Annual or, as the case may be, Extraordinary General Assembly of the Organization.



(3) The Branch may be dissolved in the following the circumstances:

- a) cumulative noncompliance with the performance indicators established by the OOR;
- b) if it did not organize a General Assembly in the previous year, and if it cannot convene it urgently at the request of the Board of Directors;
- c) if the Branch carries out activities for another purpose than the one provided for in the Articles of Association and if these cause a serious material or moral prejudice to the Organization.

(4) In these three cases, at the proposal of the Advisory Committee submitted to the Board of Directors or by the initiative of the Board of Directors, the latter shall propose its dissolution to the General Assembly of the Organization. It must be voted with a majority of 2/3 of the present attendees with a right to vote, under the terms of the present Articles. The members of the Branch in case do not have the right to vote.

(5) After adopting the decision of dissolving the Branch, the Board of Directors must provide for a Winding-up Board to be created. The Winding-up Board shall establish, under the terms of the law, the destination of the goods and funds of the dissolved Branch.

## CHAPTER V: VOLUNTEERING ACTIVITY WITHIN THE ORGANIZATION

### Article 28: Volunteering Activity

(1) "Salvați Copiii" promotes and supports the volunteering activity, thus creating the necessary framework for children, youth and adults to really participate in the actions and programs of the Organization by informing them and organizing training courses.

(2) Volunteering activity is done according to the volunteering legislation, under the careful coordination and monitoring of the program coordinator, according to the volunteer's knowledge and preparation and for the children's benefit, taking into account their normal vulnerability, the purpose of the activity the volunteer is carrying out and the norms, standards and principles of the Organization.

### Article 29: Basic volunteer service rules

(1) Participating in volunteering activities of the Organization is conditioned by the conclusion of a volunteering contract, by undertaking a training session and signing the Conduct Code of Save the Children International.

(2) At the end of his/her activity, each volunteer shall receive a nominal certificated, accompanied by an activity report certifying the performance of specific activities, the acquired experience and abilities and the duration of his/her volunteering activity.

## CHAPTER VI. ELECTION COMMITTEE

### Article 30. Election of the members of the Election Committee.

The Election Committee is made up of a president and 2 members elected by the previous General Assembly. The election term is of 3 years and may be renewed twice.





### **Article 31. Responsibilities of the Election Committee**

(1) The Election Committee prepares the elections which take place within the Annual General Assembly. The Deeds of the Election Committee, including the proposals received from the members of the Organization, shall be communicated in writing to the delegates, respectively members, according to the provisions on convening the General Assembly. In order to improve the institutional communication process, a person delegated by common consent by the General Secretary Office and the Board of Director shall attend the works of the Election Committee.

(2) The present chapter is applicable also to the Election Committee of the Branch, with the necessary adaptation at the level of the Branch.

## **CHAPTER VI: INCOMES OF THE ORGANIZATIONS**

### **Article 32: The economic-financial exercise**

The economic-financial exercise starts on January 1<sup>st</sup> and ends on December 31<sup>st</sup> each year. The first exercise starts when incorporating a new branch.

### **Article 33: Incomes**

The incomes of the Organization come from the following sources:

- a) national and international financing programs;
- b) donations from natural or legal entities;
- c) sponsorships;
- d) subsidies from the state or local budgets;
- e) incomes earned by distributing printed materials, movies or magnetic recordings made by the Organization;
- f) incomes earned by cultural-scientific and sporting events of the Organization;
- g) the benefits earned by its own production, selling and service facilities or recovery centers;
- h) funds or goods raising events;
- i) interests and dividends resulted from investing available amounts, under the terms of the law;
- j) social economic activities carried out by it;
- k) legacies;
- l) other sources provided for by the law.

## **CHAPTER VII: AMENDMENT AND APPLICATION OF THE ARTICLES**

### **Article 34: Amendment of the Articles**

(1) The Articles of the Organization may be amended only by the Annual General Assembly of the Organization



or by the Extraordinary General Assembly of the Organization.

(2) Any amendment proposal shall be a distinct point on the agenda and shall be notified in writing to the delegates according to the present Articles.

(3) The decision to amend the Articles shall be made under the terms provided for by art. 12.1.5 (3) of the present Articles.

**Article 35: Interpretation of the Articles**

(1) In case of a divergent interpretation of the provisions of the present Articles, the Board of Directors has the obligation to give its opinion. It may do it by its own initiative, or it may be notified by the General Secretary Office. The decision of the General Secretary Office shall apply only in the future and may contain proposals to amend the Articles.

(2) The Board of Directors may elaborate regulations for the application of the Articles.

**CHAPTER VIII: DISSOLUTION OF THE ORGANIZATION**

**Article 36: Dissolution of the Organization**

(1) The Organization may be dissolved of right or by judgment in the cases provided for by the law.

(2) The Organization may also be dissolved also by the decision of the General Assembly, with the vote of at least 2/3 of the members with a right to vote.

(3) After adopting the decision for dissolving the Organization, the assets of the patrimony shall be transferred to an organization or institution promoting goals as similar as possible to the ones of the dissolved organization.

(4) If the Organization is dissolved by the decision of the Annual General Assembly, the Winding-up Committee must establish the destination of its goods and funds under the terms of the law.

Drawn up by the party, processed and authenticated by SPNA ETICA in one original copy, which remains in the archives of the notary office and 5 duplicates, of which 4 were issued to the party.

**SIGNATURE**

**Executive President**

**Mrs. Gabriela ALEXANDRESCU**

**Signed**



**Salvati Copiii**  
Save the Children Romania

ROMANIA  
MINISTRY OF JUSTICE – NATIONAL UNION OF NOTARIES PUBLIC FROM ROMANIA  
“ETICA” PROFESSIONAL NOTARY SOCIETY  
30 Dinicu Golescu Blvd., District 1, Bucharest 010872  
Phone 021 – 317.16.57, Fax 021 – 317.16.56, e-mail: notariat@etica.ro  
License no. 2991/2619/16.12.2013

**AUTHENTICATION NO. 703**  
Year 2015 Month March Day 26<sup>th</sup>

In front of me, **Ph.D. RADULESCU Dumitru Octavian**, Notary Public, there came:

**ALEXANDRESCU GABRIELA**, Romanian citizen, Personal Identification Number 2611101400057, daughter of Costica and Maria, residing in the Municipality of Bucharest, 6 Botorani Alley, block V83, entry 2, 4<sup>th</sup> floor, app. 51, District 5, identified by the ID Card series RR no. 547806 issued by the Public Community Service of Personal Records – District 5 office no. 1 on 13/11/08, on behalf of “**SALVATI COPIII**” (“**SAVE THE CHILDREN**”) **Organization**,

who, after reading the document, declared that she understood its content, that those contained in the document represent her will, consented to the authentication of the present document and signed its sole copy.

Pursuant to art. 12 letter b of the Law no. 36/1995,  
**we hereby authenticate the present document.**

We charged the fee of RON 186.00 VAT included, paid according to the receipt no. 10 / SPN.

**NOTARY PUBLIC,**  
Signed by **Ph.D. RADULESCU Dumitru Octavian**

The present duplicate was drawn up in 5 copies by **Ph.D. RADULESCU Dumitru Octavian**, Notary Public, on this day, upon authenticating the document, and has the same probative force as the original.

**NOTARY PUBLIC,**  
*Illegible signature*  
Stamp with the text: “Radulescu Dumitru Octavian – Notary Public – Bucharest – Romania”

MINISTERUL  
AL  
JUSTITIEI  
ROMANIA  
RALUCA  
VICTORIA  
ENGLEZA-ITALIANA  
TRADUCATOR

NOTAR PUBLIC  
RĂDULESCU  
DUMITRU  
OCTAVIAN

The undersigned **Andrei Raluca Victoria**, interpreter and translator authorized for the foreign languages English and Italian based on the authorization no. 7044 as of 19/9/02, issued by the Ministry of Justice from Romania, hereby certify the accuracy of the translation made from Romanian into English, that the submitted text was translated completely, with no omissions, and that, by its translation, the content or the meaning of the document was not distorted.

The document for which a full translation was requested has, on the whole, a number of 18 pages, has the title/name of ARTICLES OF ASSOCIATION OF "SALVATI COPIII" ("Save the Children") ORGANIZATION, was issued by the notary public Radulescu Dumitru Octavian and was presented to me in its entirety.

The translation of the presented document has a number of 19 pages and was made according to the written request filed under no. 23 as of 9/2/16, kept in the translator's archives.

I charged the fee of RON 725, with the payment order no. 1771 as of 9/2/16.

AUTHORIZED INTERPRETER AND TRANSLATOR


Subsemnata, **Andrei Raluca Victoria**, interprete și traducătoare autorizată pentru limbile străine engleză și italiană în temeiul autorizației nr. 7044 din data de 19.09.2002, eliberată de Ministerul Justiției din România, certific exactitatea traducerii efectuate din limba română în limba engleză, că textul prezentat a fost tradus complet, fără omisiuni, și că, prin traducere, înscrisului nu i-a fost denaturat conținutul și sensul.

Înscrisul a cărui traducere se solicită în întregime are, în integralitatea sa, un număr de 18 pagini, poartă titlul/denumirea de STATULUL ORGANIZAȚIEI SALVAȚI COPIII, a fost emis de notarul public Rădulescu Dumitru Octavian și a fost prezentat mie în întregime.

Traducerea înscrisului prezentat are un număr de 19 pagini și a fost efectuată potrivit cererii scrise înregistrate cu nr. 23 / 09.02.2016, păstrate în arhiva subsemnatei.

S-a încasat onorariul de 725 lei, cu ordinul de plată nr. 1771 / 09.02.2016.

INTERPRET ȘI TRADUCĂTOR AUTORIZAT




ROMANIA  
 NATIONAL UNION OF NOTARIES PUBLIC  
 INDIVIDUAL NOTARY OFFICE - BAIAS VALERIA  
 Bucharest, 131A Plevnei Way, district 1  
 Phone/fax: 319.13.30; 319.13.31; 319.13.32  
 Operation license no. 203/3338/22.05.2014  
 Tax Identification No. RO 17092980

ROMANIA  
 UNIUNEA NAȚIONALĂ A NOTARILOR PUBLICI  
 BIROU INDIVIDUAL NOTARIAL - BAIAS VALERIA  
 Calea Plevnei nr. 131A, Sector 1, București  
 Tel/fax: 319.13.30; 319.13.31; 319.13.32  
 Licența de funcționare nr. 203/3338/22.05.2014  
 CIF RO 17092980



NOTARIZATION OF THE TRANSLATOR'S  
 SIGNATURE no. 52

ÎNCHEIERE DE LEGALIZARE A SEMNĂTURII  
 TRADUCĂTORULUI nr. 52

Year **2016** Month **FEBRUARY** Day 10

Anul **2016** Luna **FEBRUARIE** ziua 10

**BAIAS VALERIA**

**BAIAS VALERIA**

....., Notary Public,  
 on the grounds of art. 12 letter j) of the republished  
 Law of the Notaries Public and the notarial activities  
 no. 36/1995 as amended, hereby notarize the above-  
 mentioned signature belonging to **Andrei Raluca  
 Victoria**, authorized interpreter and translator, based on  
 the signature sample deposited with the notary public  
 office, on the 3..... copies of the document, which has  
 a copy of the translated document attached.



....., notar public,  
 în temeiul art. 12 lit. j) din Legea notarilor publice și a  
 activității notariale nr. 36/1995 republicată cu  
 modificările ulterioare, legalizez semnătura de mai sus,  
 aparținând lui **Andrei Raluca Victoria**, interpret și  
 traducător autorizat, în baza specimenului de semnătură  
 depus la biroul notarial, de pe cele 3..... exemplare ale  
 înscrisului, care are ca parte integrantă o copie a actului  
 tradus.

The document for which a translation is  
 required is an authentic document.

Înscrisul a cărui traducere se solicită este act  
 autentic.

We charged the fee of RON 40....., with  
 receipt/fiscal receipt/payment order no. ....

S-a încasat onorariul de 40..... lei, cu  
 chitanță/bon fiscal/ordin de plată nr. ....

NOTARY PUBLIC,  
  


NOTAR PUBLIC,  
  


MINISTERUL J  
ANDREI  
RALUCA-  
VICTORIA  
ENGLEZA  
ITALIANA  
TRADUCTOR

