

**Adopted by the Constituent Assembly of
the Public Association „Association of Independent Press”
from August 20, 1997**

**Registered by the Ministry of
Justice of Republic of Moldova
no. 0087 from September 29, 1997**

With amendments dated:

December 04, 1998,

February 16, 2001,

January 12, 2004,

May 17, 2004

February 23, 2006

Bylaws

of the Public Association „Association of Independent Press”

Chisinau – 1997

1. General Provisions

1.1. The Public Association “Association of Independent Press”, hereinafter referred to as **Public Association**, is a non-governmental organization, established under the form of a public organization, which develops its activity in accordance with the Constitution of Republic of Moldova, the legislation in force of Republic of Moldova, the hereby By-Laws, and aims at serving the public benefit.

1.2. **The Public Association** is a republican association, which develops its activity on the entire territory of Republic of Moldova, being entitled to found branches in the country and abroad. **Public Association** shall act till the final achievement of its objectives foreseen by the hereby By-Laws.

1.3. **The Public Association** and its branches collaborate closely with state and public bodies, public associations from the country and abroad, whose goals do not contravene those of the **Public Association**.

1.4. **The Public Association** may hold the membership of various institutions, as well as be a plenipotentiary partner in public or international non-governmental organizations, it has the right to establish contacts and maintain direct liaisons by concluding respective agreements.

1.5. **The Public Association** is entitled to own mass-media means, spread information regarding its goals and activity, and other information.

1.6. **The Public Association** is entitled to run economic activity for meeting its statutory needs in accordance with the legislation in force.

1.7. **The Public Association** is a legal entity, it has banking accounts (settlement and currency); owns a stamp and logo.

1.8. The headquarters of **the Public Association** are located in 15 Corobceanu str., Chisinau, tel. 210602.

1.9. **The Public Association** is a non-profit, apolitical and public utility organization; in its activity, it shall not distribute the income or property among the members of the **Public Association**, among founders or specific individuals, including during the process of re-organization and liquidation of the **Public Association**.

1.10. **The Public Association** shall use the entire income generated from its activity for the goals foreseen by hereby Bylaws.

1.11. **The Public Association** shall not use a part of its property or income to serve the interests of any member of the **Public Association**, or founder or any specific person.

1.12. **The Public Association** shall not support any political party, electoral bloc or candidate running for any position within public authorities, and shall not use any part of its income or property to finance the latter.”

2. Goals and tasks of the Public Association

2.1. The goals of the **Public Association** are:

- To affirm and continuously develop the independent mass media;
- To establish a bank of information and photographs, which will serve the interests of the **Public Association**;
- To sell information and publicity in the view of meeting the internal needs of the **Public Association** and strengthening the economy of the **Public Association**;
- To attract donations, sponsorships, other financing sources for independent press development and strengthening;
- To provide legal, moral and material support to independent mass-media and independent journalists;
- To procure and competently make use of publicity and advertising in the interest of the **Public Association**;

- To exchange information among member-institutions of the **Public Association** on a permanent basis;
- To accredit journalists in central bodies in the country and abroad, during events of major importance, in order to provide all members of the **Public Association** with the respective information;
- To facilitate the economic and professional relationships between the members of the **Public Association** and their potential partners from R. Moldova and abroad;
- To defend the civil and professional rights of journalists, and publicly fight any attempt to infringe journalists' rights;
- To ensure a process of continuous training and professional development of journalists;
- To organize opinion polls in the view of improving and enhancing the activity of independent press, to stimulate, morally and materially, the best journalists from the **Public Association**;
- To organize meetings, press conferences, briefings with various personalities from different sectors of life from Republic of Moldova and abroad for members of the **Public Association**;
- To organize union articles for the newspapers within the **Public Association**;
- To improve the system of distribution of **Public Association**'s newspapers;
- To facilitate the provision of editorial offices within the **Public Association** with equipment, paper, other equipment, raw material and necessary stationery for publishing and spreading mass media;
- To publish books, flyers, advertising issues, other kinds of polygraphic products.

3. Members of the Public Association

3.1 Members of the **Public Association** can be any legal entities (public associations) or natural persons.

3.2 Any natural person, aged 18 and up, regardless of nationality, social status, gender, as well as any legal entity (public association) which accepts the goals and tasks of the **Public Association**, foreseen by hereby Bylaws, and pays the membership fees, is eligible to become a member of the **Public Association**.

3.3 Members (legal entities) of the **Public Association** are obliged to designate a concrete physical person, as representative, by means of whom the staff will exert its membership functions. Members (legal entities) of the **Public Association** are to announce the **Public Association's Board**, during 5 days, about any appointment or dismissal of the representative. The delegated person shall have the right to vote in the name of the legal entity which designated him/her.

3.4 The membership of the **Public Association** can be acquired basing on the decision of the **Public Association's Board of Directors**, issued after examining the written request of the applicant and confirmed by **Public Association's** General Assembly Meeting.

3.5 Members of the **Public Association** are entitled:

- a. To appoint and be appointed in the Management of the **Public Association**
- b. To take part in the **Public Association's** activity
- c. To express own opinions about all issues pertaining to **Public Association's** activity, and formulate proposals on how to improve its activity
- d. To benefit free of charge from all services provided by the **Public Association** according to hereby Bylaws.

3.6 Members of the **Public Association** are obliged to observe the provisions of hereby Bylaws, contribute actively to the accomplishment of goals foreseen by hereby Bylaws.

3.7 Members of the **Public Association** can be excluded from the **Public Association** at their own request or provided they infringed the provisions of hereby Bylaws.

4. Organizational structure of the Public Association

4.1 The General Assembly represents the supreme governing body of the **Public Association**. General Assemblies can be ordinary and extraordinary. The extraordinary General Assembly shall be convened at the request of one third of **Public Association's** members or basing on the decision of the Board of Directors. Provided more than half of **Public Association's** members are attending it, the General Assembly shall be deemed deliberative. The decisions of the Assembly shall be adopted with the simple majority of votes resulting from the number of attendants. The decisions of the **Public Association** referring to the modification and completion of the Bylaws shall be adopted with 2/3 from the total number of votes.

4.2 The competences of the General Assembly are:

- To adopt the Bylaws and amendments to the Bylaws
- To appoint the Chairman/Chairwoman and Deputy Chairman/Chairwoman of the **Public Association**, Board of Directors, Audit Committee
- To discuss and approve reports of the Chairman/Chairwoman of the **Public Association**, Audit Committee
- To establish the **Public Association's** main directions of activity.

4.3 The mandate of all bodies elected by the General Assembly shall be deemed valid till the next ordinary General Meeting.

4.4 During the intervals between General Assembly meetings, the activity of the **Public Association** shall be managed by the Board of Directors, composed of an odd number of members, but not less than 5. The Chairman/Chairwoman and Deputy Chairman/Chairwoman of the **Public Association** are automatically members of the Board of Directors.

4.5 The Board of Directors shall meet upon necessity, but not less than once per month. The Board adopts the decisions regarding the acceptance or exclusion of **Public Association's** members with their further confirmation during the General Assembly meeting. Decisions are adopted with a simple majority of votes. Decisions of major importance require the notice on behalf of Chairman/Chairwoman of the **Public Association**. The sittings of the Board of Directors are deliberative provided 2/3 of members are present.

Responsibilities of the Board of Directors

- To elaborate the long-term strategy of the **Public Association**
- To share tasks among the members of the Board of Directors
- To draft reports on Board's activity
- To elaborate the staff policy (determine the salaries of the Chairman/Chairwoman and other **Public Association's** employees)
- To approve the Regulation regarding the **Public Association's** organization and activity, duties for services provided by the **Public Association**
- To decide upon the issue regarding the alienation of patrimony.

4.6 Responsibilities of the Chairman/Chairwoman of the **Public Association**

- The Chairman/Chairwoman of the **Public Association** is simultaneously the Chairman/Chairwoman of the Board of Directors
- Organizes and manages directly the activity of the **Public Association** and its sub-divisions
- Represents the **Public Association** in relation with public associations, governmental bodies, local and international economic units.
- Issues orders, instructions; concludes contracts, agreements, and other collaboration documents
- Appoints and dismisses the **Public Association's** apparatus, stimulates the employees and applies disciplinary punishments
- Holds responsibility for **Public Association's** patrimony and financial-material resources.

4.6.1. The Chairman/Chairwoman and Deputy Chairman/Chairwoman of the **Public Association** are elected by the annual General Assembly Meeting for a two-year period, with the possibility to be re-elected for utmost one mandate.

4.6.2. The acting Chairman/Chairwoman can be dismissed with the majority of votes of **Public Association**'s members.

4.7 The revision of **Public Association**'s activity is performed by the Audit Committee appointed by the general Assembly. The revision shall be done upon necessity, but not less than once per year.

4.8 Responsibility of the Audit Committee:

- To supervise the lawfulness and correctness of decision taking
- To perform the financial revision, presenting the overall conclusions to the General Assembly.

5. Patrimony and financial means of the Public Association

5.1 The **Public Association** owns the patrimony and financial means generated from membership fees paid by individual members and legal entities, from the income resulted from economic and production activities of self-managing enterprises set up by the Association, as well as from editorial activities, donations, sponsorships, other means and activities complying with the legislation of R. Moldova.

5.2 The financial means shall be used in strict accordance in the view of accomplishing the goals foreseen by hereby Bylaws.

5.3 The **Public Association** is liable for the received donations and it shall submit reports on the modality of spending donations to donors.

6. Modality of financial reporting

6.1. At the end of each calendar year, the existent funds of the **Public Association** shall be transferred to the following year, constituting the patrimonial grounds of the **Public Association**.

The financial reporting of the **Public Association** shall be elaborated according to the results of the year and include:

- brief description of the results of **Public Association**'s activity during the reporting period;
- balance of pecuniary means at the beginning of the reporting period;
- overall income of means for each source of income of the **Public Association**, indicated in point 5.1. from hereby Bylaws;
- costs per accomplished activities, indicating as well the costs for remuneration, deduction, taxes and other administrative expenses;
- balance of pecuniary means at the end of the reporting period.

The financial reporting shall be made public to all members of the **Public Association** at the General Assembly meeting.

The financial reporting shall be kept at the **Public Association**. It shall be accessible to anyone and, if possible, be published in press.

7. Branches of the Public Association

7.1 The branches of the **Public Association** unfold their activity grounding on the hereby Bylaws and in strict accordance with the legislation in force of the country where it operates.

8. Termination of Public Association's activity

- 8.1 The **Public Association** shall terminate its activity through liquidation or re-organization in the cases foreseen by the legislation in force of the country where it operates.
- 8.2 The decision to cease the activity shall be adopted at the General Assembly meeting of the **Public Association** with 2/3 of the total number of members' votes.
- 8.3 Provided the **Public Association** terminates its activity, the patrimony left after paying dues to the budget shall be used in accordance with the decision of the General Assembly and provisions of the legislation in force.

**The Bylaws were discussed and approved
by the General Assembly of the
Public Association „Association of Independent Press”**

**The Bylaws were issued in 8 copies
which have the same legal force**

July 16, 2013

**Amendments to the By-Laws of Public Association
"Association of Independent Press"**

1. Section 1.1 of Chapter 1 shall be entirely replaced with the following: "The Public Association "Association of Independent Press", hereinafter referred to as Public Association, is a non-governmental and non-commercial organization, established as a public association, which operates in accordance with the Constitution of the Republic of Moldova, Moldovan legislation in force, the hereby By-Laws and aims to serve for the benefit of the public".
2. Point 1.2 of Chapter 1 shall be entirely replaced with the following: "The Public Association is a republican association and operates throughout the Republic of Moldova, having the right to open branches and representative offices within the republic and abroad. The Public Association will work to accomplish the objectives set out in this By-Laws".
3. Point 1.6 of Chapter 1 shall be entirely replaced with the following: "The Public Association has the right to develop economic activity in order to cover the costs resulting from its statutory activity in accordance with the legislation in force".
4. Point 1.8 of Chapter 1 shall be entirely replaced with the following: "The Public Association headquarters are located in Chisinau (legal address: 15 Corobceanu str., Chisinau municipality; physical address: 2/2 Romana str., Chisinau municipality), phone: 022/220996".
5. At point 2.1 of Chapter 2, the last sub-point shall be reworded: "- publishing books, booklets, advertising editions, newspaper supplements, thematic pages, other types of printing production, monitoring media outlets".
6. The wording "Audit Commission" shall be replaced with the wording "Committee of Censors" throughout the entire text of By-Laws.
7. Point 4.2 of Chapter 4 shall be entirely replaced with the following: "The General Assembly is empowered:
 - to adopt the By-Laws and amendments to the By-Laws,
 - to elect the Chairperson and Deputy Chairperson of the Public Association, the Board of Directors, the Committee of Censors
 - to discuss and approve the reports of the Public Association's Chairperson, Executive Director, Committee of Censors,
 - to approve the Regulation on the activity of the Public Association,
 - to identify the main directions of activity of the Public Association".
8. Point 4.4 of Chapter 4 shall be entirely replaced with: "In-between the general assembly meetings, the activity of the Public Association shall be managed by the Public Association's Chairperson, Board of Directors and Executive Director, appointed by the Board of Directors. The Board of Directors is composed of an odd number of members, but not less than five. The Chairperson and Deputy Chairperson of the Public Association become members of the Board of Directors automatically".
9. Point 4.5 of Chapter 4 shall be entirely replaced with the following: "The Board of Directors shall meet whenever necessary, but not less than once a month. The Board shall adopt decisions on acceptance and exclusion of Public Association's members, with their further confirmation during the General Assembly meeting. Decisions shall be taken by a simple majority of votes. Decisions of major importance require the opinion of the Public Association's Chairperson. The meetings of the Board of Directors are deliberative only when 2/3 of its members are present.
Duties of the Board of Directors:
 - to develop the long-term strategy of the Public Association,
 - to distribute the duties among the members of the Board of Directors,
 - to approve the Regulation on the activity of the Public Association and submit it to the General Assembly meeting for approval,
 - to establish membership fees of the Public Association, and fees for provided services,
 - to approve internal organization documents of the Public Association,
 - to convene the Ordinary or Extraordinary General Assembly meeting of the Public Association's members,

- to approve statements on behalf of the Public Association,
 - to approve the employment and salary-payment scheme for the Public Association's staff,
 - to appoint the Executive Director of the Public Association and evaluate his/her activity,
 - to examine the reports on the ongoing activities of the Public Association, prepared by the Chairperson, Deputy Chairperson or Executive Director
 - to decide upon issues regarding alienation of patrimony,
 - to adopt other binding decisions for the Public Association's members and staff."
- 10.** Point 4.6 of Chapter 4 shall be entirely replaced with the following: "Duties of Public Association's Chairperson, Deputy Chairperson and Executive Director
- 4.6.1. *Duties of the Public Association's Chairperson:*
- The Public Association's Chairperson shall also act as Chairperson of the Board of Directors, and he/she:
 - stands for the Public Association in its relations with other public associations, state bodies, local and international economic entities,
 - signs the individual employment contract of the Public Association's Executive Director, as well as contracts / collaboration agreements on behalf of the Public Association,
 - assesses the current activity of the Public Association's Executive Director and, if necessary, proposes sanctions for the Executive Director to the Board of Directors. He/she takes part in the evaluation of ongoing activities of other Public Association's employees,
 - is responsible, together with the Executive Director, for the patrimony and financial-material resources of the Public Association.
- 4.6.2. *Duties of the Public Association's Deputy Chairperson:*
- in the absence of the Public Association's Chairperson or when he/she cannot fulfil their obligations, the Deputy Chairperson shall take responsibility for the management of the Public Association, having the same duties as the Public Association's Chairperson.
- 4.6.3. *Duties of the Public Association's Executive Director:*
- to manage the staff and current administrative-economic activity of the Public Association, periodically informing the Public Association's Chairperson and Board of Directors about its activity,
 - to prepare draft decisions, regulations, budgets and other documents, and submit them for approval to the Board of Directors,
 - to be responsible for gathering financial resources necessary to cover current expenses of the Public Association, to write project proposals and presents them to potential financial organisations, consulting them beforehand with the Public Association's Chairperson and Board of Directors,
 - to represent the Public Association in the relations with other associations, state bodies, local and international economic entities,
 - to manage the projects implemented by the Public Association, to sign narrative and financial reports for the financing organisations,
 - to ensure the enforcement of decisions issued by the General Assembly, and decisions of the Public Association's Chairperson and Board of Directors,
 - to organize the employment and evaluate the activity of Public Association's staff,
 - to sign individual work contracts with the Public Association's staff,
 - to issue orders and instructs to the Public Association's staff, prepare the pay sheets for the staff and forward them to the Public Association's Chairperson for approval, sign contracts on behalf of the Public Association,
 - to take any actions deemed necessary for the good operation of the Public Association, informing the Public Association's Chairperson and Board of Directors afterwards.
- 4.6.4. The Public Association's Chairperson is elected by the General Assembly for a two-year period, with the possibility to be re-elected. The Public Association's Chairperson is not entitled to more than two consecutive mandates.
- 4.6.5. The Public Association's Chairperson and Deputy Chairperson may be removed by the votes of the majority of Public Association's members.
- 4.6.6. The Public Association's Executive Director shall be appointed by the Board of Directors as a result of an open contest and work based on an individual work contract for an undetermined period. The Executive Director may be dismissed by decision of the Board of Directors, following an evaluation report presented by the Public Association's Chairperson and in accordance with the legislation in force of the Republic of Moldova".
- 11.** Point 4.8 of Chapter 4 shall be entirely replaced with the following: "Duties of the Committee of Censors:

- to supervise the lawfulness and correctness of decision taking,
- to perform the financial audit and internal control, presenting the outcomes to the General Assembly".

12. Chapter 5 shall be entirely replaced with the following: "The patrimony and financial means of the Public Association

5.1 The Public association owns the patrimony and financial means formed out of:

- membership fees paid by physical persons,
- membership fees paid by legal entities,
- income from self-financing, and, more specifically:
 - economic activity allowed by hereby By-Laws,
 - income from economic activity developed by economic entities founded by the Public Association,
 - income from accumulation of funds for various social activities,
 - income from publishing activities,
 - income from advertising via own mass-media sources and those belonging to Public Association's members and partners,
 - other economic activities that do not contravene the legislation in force and statutory goals of the Public Association,
- income from donations, sponsorships, etc., pre-defined support (financial and material), in accordance with the legislation of Republic of Moldova,
- income from banking investments in the form of:
 - interest from bank deposits and other financial investments formed out of internal and external sources,
 - commissions to be received from keeping funds in bank accounts,
 - income from favourable differences of the exchange rate,
- financial sources from state public budget in accordance with the legislation in force and statutory purposes of these By-Laws,
- to carry out economic activities which do not comply with statutory activities, but are allowed by legislation, the Public Association founds one or more economic entities with the legal-organizational form of Limited Liability Company (LLC). The Public Association may be the unique founder or may cooperate with other individuals and legal entities to create Limited Liability Companies. The financial results of the LLC, founded by the Association, shall be transferred to the patrimony of the Public Association and used for statutory purposes.

5.2 The financial means gathered in the patrimony of the Public Association shall be used in strict compliance with the statutory goals of the hereby By-Laws. The income from the economic activity shall be preferentially used for the following purposes:

- to cover the Public Association's administrative costs, and namely:
 - payment for rent of administrative premises, rent of equipment and means of transport,
 - costs for communal and maintenance services (water, sewerage, electricity, heating, sanitation, etc.)

- communication expenses (telephone and Internet)
 - salaries of administrative and ancillary staff, experts, consultants, trainers, as well as social and medical insurance contributions on calculated salaries,
 - membership fees of the Public Association for its participation in various local and international non-governmental organisations,
 - payment of various state and local taxes, where necessary.
- 5.3 To request and obtain financial resources from different donors, the Public Association shall develop individual budgets for each activity. The total execution of the budget for the Public Association shall be presented in the report during the General Assembly meeting.
- 5.4 The Public Association is responsible for the appropriate use, in compliance with agreements, of the received donations, grants and other financial sources, and for reporting on their expenditure.
- 5.5 The financial management and book-keeping of the patrimony and funds of the Public Association are kept by the Accounting Service in accordance with the provisions of the legislation in force. The Accounting Service shall subordinate to the Executive Director and shall cooperate with the Committee of Censors to confirm the information in financial reports and other reports to various donors. The Accounting Service prepares the reports, presented by the Executive Director of the Public Association during the General Assembly meeting".
13. The last sentence of Chapter 6 shall be entirely replaced with the following: "The financial report shall be kept at the Public Association, shall be accessible to all shall be and published on the website of the Public Association".
14. Point 7.1. of Chapter 7 shall be entirely replaced with the following: "The branches and representative offices of the Public Association shall operate in the name of the Public Association, based on these By-Laws and in accordance with the legislation in force of the country where it operates".