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**With the Ministry of Justice
of the Republic of Moldova**

No. _____

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APPROVED

**By the Constituent Assembly of the
National Federation of Employers in
Agriculture and Food Industry of 28 March
2003 (Minutes No.1)**

**STATUTES
OF THE NATIONAL FEDERATION OF EMPLOYERS IN
AGRICULTURE AND FOOD INDUSTRY OF THE
REPUBLIC OF MOLDOVA**

CHIȘINĂU – 2003

I. General Provisions

1.1 The National Federation of Employers in Agriculture and Food Industry of the Republic of Moldova (hereinafter referred to as Federation) is founded based on the Constitution of the Republic of Moldova, Law on Employers No. 976-XIV of 11.05.2000 and other normative acts.

1.2. The National Federation of Employers in Agriculture and Food Industry of the Republic of Moldova is created without legal predecessors.

1.3. Name of the Federation:

Full: The National Federation of Employers in Agriculture and Food Industry of the Republic of Moldova;

Abbreviated: FNPAIA.

1.4. The legal form of the Federation is **“Employers’ Federation”**

1.5. Address of the Federation: bd. Ștefan cel Mare, 162, office. 1309-1311, Chișinău Municipality, Republic of Moldova, MD 2012

1.6. The term of activity of the Federation is not limited.

1.7. The Federation is a non-commercial organisation, legal entity, holds its own seal, bank account, own balance account and own patrimony.

1.8. The Federation is a non-governmental organisation, it does not support any political party, electoral block or candidate to public authorities and shall not use any part of its income or property to finance them.

1.9. The Federation runs its activities on the entire territory of the Republic of Moldova based on equal rights of its members, common management, democracy and transparency and in accordance with the legislation of the Republic of Moldova and these Statutes.

II. Mission and Objectives of Activity

2.1. The Mission of the Federation is to assist its members, as employers’ organisations and employers, by protecting their rights and by representing their interests in relationships with the public authorities and the branch workers’ organisation.

2.2. The main objectives of the Federation are:

- a) To represent, promote, support and protect economic rights and interests, including technical and legal rights of its members, provide informative support in relationship with the public authorities and branch workers' organisation;
- b) To participate, in co-operation with social partners in drafting of laws pertinent to agriculture and food industry.
- c) To perform activities aimed at adopting laws in the economy and social sphere, which would consolidate the private property as the main fundamentals of a market-based system, to extend and enforce it in practice;
- d) To participate in drafting and implementation strategies and programmes aimed at developing of the national economy and economic activities, of development policies in agriculture and food industry, which affect the activity of the entrepreneurs in this sphere;
- e) To develop the social dialogue with branch workers' organisation, as well as with workers' organisation at the national level to carry negotiations related to the collective bargaining contract and intermediary counselling, to solve work disputes and conflicts, to carry other negotiations by creating joint commissions for this purpose;
- f) To support, according to the legislation, the full liberty of action when employers promote programmes of economic development of enterprises, ensuring a maximum efficiency of the economic activity;
- g) To promote a loyal competition in the economic activity and in relationship between members, which would ensure equal conditions for all;
- h) To organise and extended exchange of information aimed at developing the collaboration and co-operation between the members of the Federation;
- i) To organise conferences, seminars, symposiums, exhibitions, competitions and other joint events of members of the Federation;
- j) To co-operate with international employers' organisations;
- k) To provide consultancy related to the training and employment of labour forces aimed at increasing the work productivity;
- l) To carry out publishing activities.

2.3. The activity objectives of the Federation can be changed by the Decision of the General Assembly of members of the Federation in accordance with the legislation in force and provisions of the present Statutes.

III. Rights and Obligations of the Federation

3.1. The federation has the following rights:

- a) to appoint its representatives and to participate, through a mandate given to them, to collective bargaining with public authorities and workers' organisation from the agriculture and food industry branch in the framework of the tripartite structures, to conclude collective agreements at the branch level;
- b) to develop special regulations, which will govern the internal activity of the Federation;
- c) to freely disseminate the information about its activity;
- d) to issue its own information instruments;
- e) to request from public authorities the information necessary for its activity under the Statutes;
- f) to be member of other non-commercial and non-governmental organisations, including international organisations;
- g) to open representatives, set-up affiliates, inclusively has the right to be founder and/or participate in commercial societies and co-operatives;
- h) to benefit from other rights stipulated by the legislation in force or deriving thereof.

3.2. The Affiliates and Representatives of the Federation are not legal entities and operate based on special Regulations approved by the competent bodies of the Federation.

3.3. The Federation is obligated:

- a) to respect in its activity the Constitution, the legislation in force and its own Statutes;
- b) to operate the necessary amendments in its constitutive documents when the laws change or in cases when these documents are not in accordance with the legislation in force;
- c) to annually inform the Ministry of Justice about the intent to continue its activity in accordance with the Law on Employers;
- d) to remit to the state budget taxes and other compulsory payments according to the legislation in force;
- e) to keep financial records and submit the necessary reports to the relevant state bodies according to the legislation in force;

f) to follow the obligations to its members, as established by the legislation, the present Statutes and other relevant regulations, as well as contracts concluded with its members;

g) to provide information to its members about the activity of the Federation;

h) to follow the obligations provided by the contracts between the Federation and third persons.

3.4. For the obligations it has undertaken the Federation shall be responsible with its entire patrimony owned by the Federation.

3.5. The Federation is not responsible for the obligations of its members.

IV. Patrimony and Membership Fees of the Federation

4.1. The Patrimony of the Federation consists of:

a) joining fees and membership fees of its members;

b) income of the commercial societies and co-operatives where the Federation is founder or participant;

c) donations and sponsorships;

d) fees for participation to training courses and carrier development courses;

e) contributions for the activity on collective bargaining;

f) other sources, which do not contradict the legislation.

4.2. Membership fees can be paid in money only.

4.3. The amount of the joining and membership fees, including the payment terms are decided by the Council of the Federation.

4.4. The member of the Federation does not have the right to request reimbursement of the joining fees or membership fees or make any concession thereof.

4.5. The members of the Federation do not have any rights to the patrimony of the organisation when membership is terminated or in case of reorganisation and liquidation of the Federation.

4.6. The patrimony of the Federation cannot be used in interests of a founder, member or private person.

4.7 The patrimony of the Federation cannot be used to support political parties and/or candidate for elections.

4.8. The entire patrimony of the Federation can be used only to carry out the aims and objectives set out in the Statutes.

V. Members of the Federation

V. A. Starting and termination of membership with the Federation

5.1. Membership with the Federation is open to employers' associations and enterprises from the agriculture and food industry, which are registered according to the provisions of the legislation of the Republic of Moldova.

5.2. The members of the Federation are financially independent and are legal entity.

5.3. The Federation can be joined based on a written application submitted to the Council of the Federation, based on the respective decision and final approval by the General Assembly.

5.4. The following should be attached to the application:

- a) copies of the applicant's Certificates of establishment with all amendments thereof;
- b) extract from Minutes of the applicant's competent body regarding the decision to join the Federation;
- c) receipt of payment of the joining fee;

5.5. The Council will examine the applications and will take a decision within 60 days. The decision of the Council shall be finally approved at the next General Assembly.

5.6. Membership with the Federation starts on the date the Council decides to accept the member.

5.7. Membership with the Federation may be terminated in the following cases:

- a) the member leaves;
- b) the member is removed from the Federation;
- c) disagreement of the General Assembly with the decision of the Council regarding accepting the member;
- d) the member and/or the Federation terminated its activity;

5.8. The member of the Federation who leaves the Federation is obligated to submit to the Council a leave request and the respective decision of the competent body.

5.9. Membership of the leaving member is terminated on the date a request thereof has been submitted.

5.10. The General Assembly has the right to eliminate a member when such member, upon forewarning in writing by the Council of the Federation about failure to respect the obligations, continues to violate these obligations even after the reasonable term given by the Council to repair such violation.

5.11. Membership of such removed member shall be terminated on the date the decision of the General Assembly has been approved.

5.12. The decision of the General Assembly on removal a member shall be adopted with 2/3 of the number of votes present at the General Assembly and shall be made known to such member in a period not exceeding 5 days from the day the decision has been adopted.

V B. Rights, obligations and responsibilities of members of the Federation

5.13. The ordinary member of the Federation has the following rights:

- a) to participate to the General Assembly with voting right by delegating a representative (representatives);
- b) to propose his/her representatives in the bodies of the Federation;
- c) to suggest matters in the agenda of the Annual General Assembly. For this purpose s/he will submit to the Council of the Federation, in writing, proposals, before the day of December 25 of each year;
- d) to request and receive the necessary information from the Council of the Federation regarding all matters which have been included in the agenda of the General Annual Assembly;
- e) to benefit from Federation's services;
- f) to participate to events organised by the Federation, including in foreign countries;
- g) to have access to the financial records and the Minutes from the General Assemblies and to request extracts;
- h) to leave the Federation in the established manner;

5.14. The representative of each member of the Federation participates to the General Assembly based on:

a) the document confirming that the representative is the manager of the member-enterprise of the Federation; or

b) mandate signed by the manager of the organisation member-enterprise of the Federation; or

c) decision of the competent body of the organisation or member-enterprise of the Federation regarding designation (election) of the representative for participation to the General Assembly of the Federation.

5.15 The members of the Federation representing together 30% of the total number of members of the Federation have also the right to call the extraordinary General Assembly and to suggest matters in the agenda of any Assembly.

5.16 Each member of the Federation has a voting right in the General Assembly.

5.17 The member of the Federation has the following obligations:

a) to pay the membership fee in the amount and terms established by the General Assembly;

b) to respect the provisions of the present Statutes and regulations of the Federation, as well as the decisions of the General Assembly and orders of the chairperson of the Federation;

c) to respect the contracts concluded with the Federation.

d) To inform in a 30-days term the Federation about any changes in his/her data.

e) To respect the professional and moral conduct norms;

5.18. The member of the Federation shall not be responsible for the obligation of the Federation and shall bear the risks for such obligations only in the limits of his/her membership fees, including the unpaid part.

5.19 The member of the Federation can be removed as established in p .5.10-5.12

V C. Registry Book of Members of the Federation

5.20 The Registry Book of members of the Federation (hereinafter - Registry Book) is a private registry book and contains the necessary data about members of the Federation.

5.21 The Registry Book is kept according to the legislation in force and the present Statutes.

5.22. The following data about the member of the Federation are entered into:

- a) full name, date and number of state registration;
- b) head office;
- c) name, surname of the manager;
- d) contact telephone numbers;
- e) date when became member;
- f) date and reason for termination of membership;

5.23. The Registry Book is filled in manually and/or electronically by making the registration into it. The data is registered in chronological order.

5.24. The Registry Book shall be in the state language. The Registry Book may be translated into other languages.

5.25 The Registry Book shall be kept by the executive director of the Federation.

VI. The General Assembly

VI. A. The Competence of the General Assembly

6.1. The General Assembly is the supreme managing body of the Federation. The following falls in the exclusive competence of the General Assembly:

- a) amend and modify the Statutes of the Federation and approve its new text;
- b) adopt, amend and modify the regulations of the Federation which support the implementation of the present Statutes;
- c) elect and remove members of the Council of the Federation (except persons indicate in p. a) and b) of article 7.2. of the present Statutes), chairperson, deputy chairpersons, as well as elect and remove members of the Auditing Commission (censor);
- d) finally approve the decision on membership;
- e) remove members from the Federation;
- f) adopt and modify the priorities in the activity of the Federation and its budget (except the case stipulated in p. k) article 7.3.) ;

- g) adopt activity reports of the Federation and its bodies;
- h) decide on reorganisation and liquidation of the Federation.

6.2. The responsibilities which are in the exclusive competence of the General Assembly cannot be transmitted to other bodies of the Federation.

6.3. The General Assembly has the right to examine matters which are not related to its competence, should these be transmitted for decision by the Council or the Chairperson of the Federation.

6.4 The General Assemblies are ordinary annual and extraordinary.

VI B. Preparing the General Assembly

6.5. The General Assembly shall be called in no later than 30 days from the end of the calendar year.

6.6 The General Extraordinary Assembly shall be called in cases of emergencies on:

- a) the own initiative of the Council of the Federation; or
- b) the request of the Auditing Commission (censor); or
- c) the request of those members of the Federation indicated in article 5.15

6.7 The General Assembly shall be called based on the decision of the Council of the Federation which has been approved no more than 20 days before the date of the assembly.

6.8. The decision regarding calling the General Extraordinary Assembly shall be approved in a term of seven days from the date such request has been received.

6.9 Should the Council of the Federation fail to adopt a decision on calling the General Extraordinary Assembly in terms established in art. 6.7. or art. 6.8. or the Chairperson of the Federation failed to call the assembly contrary to the decision of the Council, in such case the assembly shall be called by the Auditing Commission (censor) or by the members of the Federation who requested in the established mode as provided by art. 5.15., to call the General Extraordinary Assembly.

6.10 The Chairperson of the Federation shall call the General Assembly at least 15 days prior to the assembly through:

- a) notification in writing about it to each member of the Federation; or
- b) announcing twice in the central newspapers, which is available to the members of the Federation.

6.11 The announcement about the General Assembly shall contain the following information:

- a) place, date, time and agenda of the General Assembly;
- b) place, terms and time when members can get the materials for the agenda of the General Assembly;
- c) date of the repeated General Assembly, should no quorum be for the General Assembly.

6.12. The Agenda of the General Assembly shall be drafted by the Council of the Federation in accordance with the present Statutes and the proposals submitted by members.

6.13. The Council of the Federation has neither the right to change the wording of matters proposed in the agenda of the General Assembly by members of the Federation indicated in art. 5.15., nor can the Council refuse to include these proposals in the agenda, except cases when the proposals are not in the competence of the General Assembly.

6.14. Prior to opening the General Assembly, the registering committee, which has been appointed by the Council of the Federation, shall register the participants to the General Assembly requesting their signature. A list of members' representatives shall be made indicating the name and surname of each representative and name of represented member. After the registration, this list will be signed by members of the registering committee and transmitted to the secretary of the General Assembly.

6.15. The General Assembly is deliberate should 2/3 of members of the Federation be present. In case the General Assembly does not have the necessary number of members, the Council shall call a repeated General Assembly with the same agenda.

6.16. The repeated General Assembly shall be called in a term not exceeding 2 weeks from the date the General Assembly had failed and shall be considered as deliberate upon 1/2 of the number of members of the Federation being present.

VI C. Conducting the General Assembly

6.17. Conducting the General Assembly includes:

- a) announcing the quorum and the agenda;

b) electing the chairperson and secretary of the Assembly, as well as the committee of votes;

c) plenary discussions of the agenda;

d) voting the matters from the agenda;

e) announcing the results of the voting and adopted decisions;

f) writing down the Minutes.

6.18. The agenda of the General Assembly can be amended and/or added only in case $\frac{3}{4}$ of members of the Federation are represented and they had voted positively for such amendments.

6.19. The General Assembly adopts decisions by majority of votes of those present at the assembly, except decisions indicated in p. a), e) and h) art. 6.1., for the adoption of which $\frac{3}{4}$ of votes represented at the General Assembly are necessary.

6.20. The decisions of the General Assembly can be adopted by open or secret vote.

6.21. The member of the Federation does not have a voting right when the General Assembly adopts the decision on:

a) approval of the main provisions of the contract between him/her and the Federation;

b) member' removal from the Federation.

6.22. The Minutes of the General Assembly shall be finalised in a term of no longer than in 7 days from the date the General Assembly has been conducted, in at least 2 copies.

6.23 The Minutes of the General Assembly shall contain the following:

a) name and information regarding head office of the Federation;

b) place, date and time where the assembly was held;

c) the total number of members of the Federation as of the date of the assembly and the number of present members at the General Assembly;

d) the mentioning of the fact whether the assembly was (was not) deliberate;

e) name and surname of the chairperson and secretary of the General Assembly , as well as name and surname of members of the voting committee;

f) agenda;

g) name and surname of members who participated in plenary discussions of matters from the agenda and main ideas from their speech;

- h) the voting results and the decisions adopted and announced on matters from the agenda;
- i) name and surname of speakers who made statements and proposals which did not refer to the agenda and the main ideas of such statements and proposals;
- j) other important information for the Federation;
- k) annexes to the Minutes.

6.24. The following shall be attached to the Minutes of the General Assembly:

a) the decision of the Council of the Federation regarding calling the General Assembly and, as the case may be, the relevant request of the Auditing Commission or the request of members of the Federation holding at least 30% of the total number of votes of members of the Federation;

b) the list of materials which have been submitted to the agenda of the General Assembly;

c) the list of members of the Federation who participated to the General Assembly;

d) the texts of separate statements, proposals and opinions of members of the Federation, at their request;

e) other documents stipulated by the General Assembly.

6.25. Page numbers shall be inserted on each copy of the Minutes of the General Assembly and signed by the Chairperson and Secretary.

6.26 The Minutes of the General Assembly shall be kept by the executive director of the Federation.

6.27 Any disagreement from the Minutes shall be examined at the following assembly.

6.28. All the amendments and supplements to the Minutes of the General Assembly are valid if these are made according to art. 6.25.

6.29 The decisions of the General Assembly, except matters stipulated in art. 6.18., can be adopted by distance-voting. For this purpose, the Council of the Federation shall send by correspondence the draft decision, and, as the case may be, the justifying materials, to each member of the Federation who will use distance-voting as well. The results of the voting, the adopted decision and date when adopted shall be made known by the Council of the Federation within 7 days from the date when adopted.

VII. The Council of the Federation

7.1. The Council is the body which rules the activity of the Federation during the period between the General Assemblies.

7.2. The Council of the Federation consists of:

- a) chairpersons of the Territorial and Republican Employers' Associations which are members of the Federation;
- b) chairperson and deputy chairperson of the Federation;
- c) the executive director of the Federation
- d) other persons elected by the General Assembly

7.3. The following falls in the competence of the Council of the Federation:

- a) to approve the decision on calling the General Assembly;
- b) to approve the decisions regarding membership with the Federation and to submit the respective decision to the General Assembly for final approval;
- c) to approve the size of the membership fees, as well as the payment terms;
- d) to appoint the Executive director of the Federation
- e) to appoint representatives for participation on behalf of the Federation to collective bargaining with public authorities and workers' organisations within the tripartite structure, as well as for signing of collective agreements at the branch level;
- f) to submit to the General Assembly annual activity reports about the activity of the Federation and its activity, including implementation of the budget;
- g) to approve the organisational and staff chart;
- h) to decide the joining of the Federation to other organisations;
- i) to approve services which can be granted free of charge to members of the Federation;
- j) to approve the amount of fees for participation to training courses and carrier development courses, organised by the Federation, as well as the amount of other contributions for the activities of the Federation related to bargaining of collective agreements;
- k) to amend the annual budget in amount not exceeding 30% of the initial sum;

- l) decide on opening and closing of affiliates and representatives of the Federation and to approve the Regulations of such affiliates and representatives;
- m) to set up an liquidate affiliated enterprises of the Federation, as well as to adopt decisions regarding participation pf the Federation with its shares in setting up other enterprises;
- n) to approve the Internal Regulations for the staff of the Federation as well as the amount of their salaries;
- o) to ensure enforcement of decisions adopted by the General Assembly;

7.4. The members of the Council of the Federation shall not have the right to be members of the Auditing Commission.

7.5. The Chairperson of the Federation is also chairperson of the council of the Federation.

7.6. The meeting of the Council of the Federation shall be called by the chairperson or at least by 1/3 of members of the Council and it will take place at least once in a quarter.

7.7. The meeting of the Council of the Federation is deliberate, should at least half of the members of the Council be present.

7.8. The decisions of the Council of the federation are adopted by the majority of votes of members of the Council, by open or secrete vote. Each member has one vote.

7.9 The chairperson of the Council shall be the last voting person. In case of parity of votes of the present members of the Council, the vote of the chairperson will be deciding.

7.10. The minutes of the meetings of the Council shall be kept by the executive director.

VIII. The Chairperson and the deputy chairpersons of the Federation

8.1. The chairperson and deputy chairpersons of the Federation are elected by the General Assembly for a term of 3 years.

8.2 The chairperson of the Federation:

- a) calls the General Assembly;

- b) calls and chairs the meetings of the Council;
- c) ensures enforcement of decisions of the General Assembly and decisions of the Council;
- d) ensures keeping of accounts and financial statements for the activity of the Federation;
- e) issues orders and instructions;
- f) hires and dismisses the staff of the Federation and established the salary amount for each employee;
- g) appoints managers of affiliates and representatives of the Federation;
- h) suggests the candidature of the executive director to the Council;
- i) establishes the responsibilities of the deputy chairpersons and signs employment contracts with them and the executive director;
- j) represents the Federation without any mandate;
- k) carries out other obligations related to management of the activity of the Federation, which are not in the competence of the General Assembly or the Council of the Federation.

8.3. The deputy chairpersons of the Federation shall fulfil obligations according to the Order of the Chairperson. The Chairperson may delegate some of his/her obligations to the deputy chairpersons;

8.4. The Chairperson of the Federation shall appoint, based on his order, one of the deputy chairpersons as prime-deputy chairperson.

IX. The Executive Director of the Federation

9.1. The Council of the Federation shall appoint, on the proposal of the chairperson, the candidature of the Executive director for a term of three years.

9.2. The Executive Director of the Federation:

- a) shall maintain the permanent liaison with the members of the Federation;
- b) shall call meetings of the Council;
- c) shall endorse the draft decisions of the Council, undertaking responsibility of their legacy;
- d) shall take notes and prepare Minutes during the General Assembly and meetings of the Council;

- e) shall keep the Register of the decisions of the General Assembly and decisions of the Council and shall issue, as indicated by the chairperson, copies or extracts thereof;
- f) shall keep the Registry Book of the members of the Federation and issue, as indicated by the chairperson, extracts and other information from this Registry Book;
- g) shall receive, distribute and keep the correspondence;
- h) shall keep and apply, as indicated by the chairperson, the seal and the stamp of the Federation;
- i) shall select the staff for the Federation and submit the respective proposals to the chairperson;
- j) shall undertake other activities provided by the present Statutes, the decisions of the General Assembly and decision of the Council.

9.4. The Executive director of the Federation can be dismissed any time on the decision of the Council.

X. The Auditing Commission (censor)

10.1 The Auditing Commission (censor) is elected by the General Assembly for a period of three years.

10.2. The Auditing Commission (censor) exerts internal control on enforcing the legislation, the present Statutes, of Regulations of the Federation, as well as enforcement of decisions of the General Assembly and decisions of the Council of the Federation.

10.3. The Auditing Commission (censor) shall prepare its annual activity report and submit to the General Assembly.

10.4. The General Assembly has no right to examine the annual financial report of the Federation with no prior endorsement of the report by the Auditing Commission (censor).

XI. The staff of the Federation

11.1 The Chairperson of the Federation shall ensure that the staff is selected for the Federation and shall sign and cease employment contracts with the staff.

11.2. The activity of the staff of the Federation is governed by the Labour Code, other normative acts, employment contracts, the present Statutes and the Internal Regulations.

11.3. The staff of the Federation shall work in conformity with the internal organisational chart approved by the Council of the Federation.

11.4. The staff of the Federation fulfils other tasks, as defined by the chairperson of the Federation and as established by the employment contracts.

XII. Reorganisation and Liquidation of the Federation

12.1. The reorganisation of the Federation will be made in accordance with the Civil Code, Law on Employers, and other normative acts.

12.2. The Federation can be reorganised based on the decision of the General Assembly through merging, association, division, separation and/or transformation in other non-commercial organisation.

12.3. The liquidation of the Federation will be made by a liquidation committee, appointed by the General Assembly or by court decision.

12.4. From the date when the liquidation committee has been appointed, this committee will overtake all the competencies of the Council of the Federation and will fulfil its activity under control of the Revision Committee.

12.5. The liquidation committee has the right to do only the acts necessary for the liquidation of the Federation.

12.6. The liquidation committee shall prepare in the beginning and end of liquidation of the Federation, the financial statements on liquidation, inception and final and will submit them to the General Assembly for approval.

12.7. The patrimony of the Federation, which remained after claims of all creditors have been satisfied, shall be transmitted by the liquidation committee free of charge to other Federations and in case of impossibility – to a non-commercial organisation or local public authority indicated by the General Assembly.

12.8. The patrimony of the liquidated Federation shall not be transmitted to commercial organisations, political parties or individuals.

XIII. Final Provisions

13.1. Regarding other issues related to the activity, reorganisation and liquidation of the Federation, the members will be governed by Civil Code, Law on Employers, other normative acts and internal regulations of the Federation.

13.2. Should any contradiction exist between the present Statutes and the regulations of the Federation which have not been regulated by the normative acts, the provisions of the present Statutes are prior. In this case the mentioned documents of the Federation shall be adjusted at the next General Assembly.