

STATUTES OF THE SOCIETY OF FRIENDS OF CHILDREN FROM CHILDREN`S HOMES

ÚSMEV AKO DAR

ART. 1

Basic provisions

- 1.1 The Society of friends of children from children`s homes Úsmev ako Dar (further only "Society") is a non-governmental, non-political and volunteer association.
- 1.2 Each part of the name The Society of friends of children from children`s homes - Úsmev ako Dar may be used separately. The abbreviation of the Society is SPDDD ÚaD.
- 1.3 The Society originated according to Law no. 83/1990 Coll. on Civic Associations as amended, registered by the Ministry of Interior of the Slovak Republic on 2.4.1991 and is an independent legal entity.
- 1.4 The Society acts in the territory of the Slovak Republic in accordance with the valid rule of law of the Slovak Republic.
- 1.5 The Society does not replace the roles and functions of the state in its area of functioning.
- 1.6 The address of the Society is Ševcenková 21,851 01 Bratislava 5.

ART.2

Mission and aims

The mission of the Society is to protect the rights of children at risk and children separated from their original family in terms of the Declaration of Children`s Rights and the Convention on Children`s Rights, approved by the General Meeting of the UN on 20.11.1989 and, by its diverse activities, to help children, adult natural persons, families, groups and communities in the Slovak Republic and other countries, mainly Central and Eastern Europe, in their full and all-round psychological and physical development and to lead an independent social life. The aim of the Society is to contribute to the creation of a child or young person to become someone with an all-round, developed, mature personality who is able to build positive values and become part of life with the knowledge that we care about them. The Society wants to fulfill this mission in terms of its official motto: "So that each child has a family..."

In accordance with this the Society:

- 2.1 organizes diverse activities to ensure that its mission is accomplished in accordance with the program declaration,
- 2.2 acquires and associates friends, mostly children and parents at risk, children not living with their families, children in foster care and foster families, children in compulsory institutional care and the protection of education of institutionalized children,
- 2.3 informs the general public, physical and legal entities, civic associations, state administration bodies, public administration and local governments about the life and conditions of children at risk and children not living with their original families, as well as facilities and institutions through which foster care and education is provided,
- 2.4 acquires specialists, important personalities, civic associations, foundations, other physical and legal entities to cooperate in helping these children,

2.5 obtains financial means, organizes charity, economic and sponsoring activities and ensures adequate promotion for contributors and supporters in order to collect essential financial, material and moral support to help children at risk and children living without their original families,

2.6 encourage contact between individuals and families and abandoned and orphaned children in their search for parental love and the warmth of a home,

2.7 cooperates with state administration bodies, public administration and local governments, as well as other elements of executive, lawmaking and legal powers in order to find solutions for current problems in this area,

2.8 ensures the education and development of its members, volunteers, specialists, children and families at risk, children not living with their original families, children in foster care and foster families, children in compulsory institutional care and the protection of education of those placed in institutions,

2.9 as far as possible also provides help for children in other European countries, mainly in Central and Eastern European countries and tries to achieve for them the best possible conditions,

2.10 participates in the provision of social prevention, social counseling and measures for the social and legal protection of children and social guardianship,

2.11 participates in the preparation of conditions and the process of transformation of the system of foster care and the facilities in which children in compulsory institutional care and protected education are placed,

2.12 participates and is involved in the prevention of crisis situations in families, the protection of rights and legally protected interests of the children, the prevention of deepening and repeated disorders in the psychological, physical and social development of children and adult persons and the avoidance of an increase in the social-pathological phenomenon in society. The activities and programs of the Society are carried out mainly through social work with methods, techniques and procedures that correspond to current knowledge in society and in accordance with the valid legislation of the Slovak Republic and to the extent that it allows,

2.13 ensures systematic and regular work with children and youth, contribute to the development of informal education of children and youth,

2.14 supports and ensures volunteering activities.

Art.3

Membership

3.1 Membership is voluntary. Members of the Society may be natural persons who have reached the age of 18, have Slovak citizenship and identify with the mission and aims of the society. The Society has the right to grant nationwide or regional membership. In terms of the Provisions in Art.5 point 1 of these Statutes, nationwide members of the Society are entitled to participate in General Meetings of the Society as well as in the Regional General Meetings of branches of the Society. However, they have the right to vote and execute authority as stated in point 5.2 of these

Statutes only in the Nationwide General Meeting of the Society and the Regional General Meeting of branches where they are members or in which they work. Regional members of some of the branches of the Society are entitled to participate only in Regional General Meetings of the branches in which they are members. At the same time their rights and responsibilities resulting from the relevant provisions of these statutes and other documents of the Society are maintained.

3.1.1 Children from children`s homes and children with compulsory institutional care from special primary boarding schools or other facilities, are members of the Society. They confirm their membership by stating their names, addresses, identity numbers and signatures. Since they are minors, they do not have the rights of members according to point 3.7 letter b). After reaching the legal age they become members of the Society under the conditions in point 3.1 and 3.4. On the basis of active participation in the activities of the Society the Board of the Society may decide to assign rights according to point 3.7 letter b) also to children from children`s homes and children with compulsory institutional care from special primary boarding schools or other facilities in the territory of the Slovak Republic, who are members of the Society and are younger than 18, however, not younger than 16.

3.1.2 Children who are not in compulsory institutional care and who are interested in becoming members of the Society, become members of the Society until they reach the legal age according to point 3.2.

3.2 Natural persons who have reached the age of 18, have Slovak citizenship, identify with the mission and aims of the Society and has done active work for the Society for a minimum of 2 years may become nationwide members of the Society. The Board of the Society decides about admission as a nationwide member on the basis of an application initiated by the applicant. Details are set out in the directive of regional activities of the Society. The Board decides within 3 months from the date of receiving the application.

3.3 Natural persons who have reached the age of 17, have Slovak citizenship, identify with the mission and aims of the Society and has done active work for the Society for a minimum of half a year may become regional members of the Society. The Board of the Society decides about admission as a regional member on the basis of an application initiated by the applicant. Details are set out in the directive of regional activities of the Society.

3.4 Membership in the Society is required for Managers, members of the Board, the Chairman and managers of regional branches. Members become managers or managers of regional branches after the end of a trial period in their capacity (if they weren`t previously nationwide members). The Board of the Society can decide about the need for membership regarding other heads of individual departments according to organizational regulations, managers of nationwide programs and projects. Regional membership is required for managers of regional programs and projects. The Board of the Society may decide about the need for membership for other positions in the regional structure of the Society. The Board of the Society may, in justifiable cases, also decide about granting exceptions to the rules stated in points 3.1 – 3.4.

3.5 Membership becomes valid on the day of acceptance as a member.

3.6 Membership expires:

a) by resigning – membership expires on the day the member submits a written notification of resignation from the Society to the Board

- b) by expulsion (if a member consciously violates the Statutes or seriously damages the mission and aims of the Society through his activities or the good name of the Society, or if the member has not participated in the activities of SPDDD ÚaD for one year without good reason), membership expires on the day when the decision is made by the Board about expulsion
- c) by death of a member
- d) if the Society ceases to exist

3.7 A member of the Society is entitled to:

- a) participate in the activities of the Society and be informed about its activities
- b) vote and be voted to the organs of the Society and participate in their meetings (valid only for nationwide members of the Society)
- c) turn to organs of the Society with matters, proposals and complaints and request them for their views
- d) resign from the Society

3.8 A member of the society must:

- a) adhere to the statutes, internal directives, procedures and regulations of the Society and act in accordance with the mission and aims of the Society
- b) participate in the activities of the Society, fulfill tasks entrusted to him and tasks resulting from acceptance of his function
- c) pay membership fees properly and timely

3.9 Honorary membership:

Natural persons or representatives of legal entities who exceptionally assisted in the development of the Society may be named as an honorary member. An honorary member has an advisory vote at meetings of Society organs.

3.10 Advisors:

Natural persons who significantly help the functioning of the Society through their expert knowledge, are named senior advisors to the Society by the Board on merit. This function is honorary and the provisions on honorary membership apply to it. Advisors may create a Club of Society Advisors.

3.11 Supporters:

Natural persons or representatives of legal entities who regularly give material support to the Society, are named as Society Supporters by the Board. This function is honorary and the provisions on honorary membership apply to it. Supporters may form a Club of Society Supporters.

Art.4

Organs of the Society

The Organs of the Society are:

- a) The Assembly
- b) The Board
- c) The Chairman
- d) The Revisory Committee
- e) Management

Art.5

The Assembly

5.1 The Assembly is the highest organ of the Society, in which all nationwide members of the Society are represented with the right to vote. If the text of these Statutes refer to members of the Society, this is deemed to mean nationwide members of the Society, unless stated otherwise.

5.2 The Assembly mainly:

- a) decides about crucial matters regarding the Society
- b) approves the Statutes of the Society, their amendments and supplements and the Program Declaration of the Society
- c) elects and recalls the Chairman of the Society, Honorary Chairman of the Society and other members of the Board including regional representatives on the Board and the Chairman and members of the Revisory Committee and regional representatives
- d) approves the Board's plan of activities and Annual Report
- e) approves the management of the Society
- f) determines the membership fee and its time and method of payment
- g) may question the Chairman and the Board about matters relating to the management of the Society and the use of resources obtained through the activities of the Society
- h) decides about appeals against the decision of the Chairman
- i) decides about the awarding or cancellation of honorary membership on the basis of a proposal by the Board
- j) decides about the cancellation of the Society

5.3 The Nationwide and Regional Assembly is held at least once per year. The Nationwide Assembly is called by the Chairman on the basis of a decision by the Board. The Regional Assembly is called by the Chairman or the Branch Manager on the basis of a decision by the Regional Board. Details are stated in the directives of the regional activities of the Society.

5.4 If at least one third of the members of the Society request so, the Chairman of the Society is required to call an Assembly in such a way that it is held at the latest 21 days from receipt of a written application.

5.5 The Board ensures preparation of the Assembly.

5.6 The Assembly constitutes a quorum when at least half the members of the Society are present. If, on the set date, the necessary number of members is lacking, provided that a minimum of one-third participates, all members may withdraw from these conditions.

5.7 Each member of the Society with voting rights is entitled to one vote.

5.8 Honorary members, club representatives, advisors and supporters have advisory votes.

5.9 The Assembly decides about matters according to point 5.2 letter a), b), c), h) and j) with a three-fifths majority vote by present members. The Assembly decides on other matters by an absolute vote by present members. As a general rule voting is public, by raising the ballot paper, unless the Assembly decides otherwise.

Art.6

The Board

6.1 The Board is the executive organ of the Society. It directs the activities of the Society during the period between two meetings of the Assembly. It is directed by the decisions of the Assembly.

6.2 The Board is formed by the Chairman, two vice-chairmen, regional representatives elected at the General Meeting, a Manager and other members of the Board. The minimum number of members is seven.

6.3 The Assembly usually elects or confirms members of the Board to their functions for a period of two years, unless the Assembly decides otherwise. During the period between two assemblies the Board may co-opt new members who may not be more than one-third of the members of the Board of the Assembly elected or confirmed in their functions.

6.4 The Board mainly:

- a) fulfills the decisions of the Assembly
- b) directs the activities of the Society pursuant to the statutes, ensures the fulfillment of the mission and aims of the Society and Program Declaration of the Society
- c) works out the plan of activities of the Society and submits it to the Assembly for approval
- d) decides about securing the organizational structure of the Society, about the conclusion, change and end of work or other relations with employees and other co-workers of the Society and solves all labour matters concerned; for this purpose it adopts organizational and payroll regulations for paid workers in the form of a resolution which is binding for all workers of the Society
- e) decides about the carrying out of individual projects, programs and one-off activities that are focused on fulfilling the mission of the organization, or are related to its aims, decides about the acceptance or refusal of a project proposal, appoints and revokes a member of the Society or volunteer entrusted with leading the project, approves its budget, may make an agreement on execution of a project, an agreement on material liability for entrusted values, determines the method of payment for people participating in the project, receives billing and the final report of the project and for this purpose prepares and accepts, in the form of resolutions, directives for the preparation and leading of the project, which is binding for everybody who takes part in the project
- f) if necessary, decides about the establishment of branches of the Society, appoints and revokes the Chairman of the branch
- g) decides about inviting foreign guests and negotiates with them
- h) discusses reports of the Revisory Commission
- i) decides about the acceptance and cancellation of membership
- j) submits proposals for approval and cancellation of honorary membership to the Assembly
- k) appoints and revokes advisors and members of the Club of Society Advisors
- l) appoints and revokes members of the Club of Society Supporters
- m) decides about matters that are not dealt with in the statutes
- n) formulates internal directives, regulations and procedures necessary for the functioning of the Society
- o) decides about the projects, plans and any activities of the Society developed for abandoned children in the territory of other countries, mainly in Central European and Eastern European countries. The Board is required to inform the Assembly about these decisions through their Chairman at the forthcoming meeting.

6.5 The Board constitutes a quorum if an absolute majority of its members is present.

6.6 The Board accepts decisions concerning point 6.4 letters d), e), f), k) and l), in the form of a resolution of a three-fifths majority vote by members of the Board present; other matters are decided on by an absolute vote by members of the Board present. In case of a tie, the Chairman has the decisive vote.

Art.7
The Chairman

7.1 The Chairman is the statutory organ of the Society, negotiates on behalf of the Society, represents the Society publicly. The performance of this function may be entrusted to the Society Manager to the same extent.

7.2 In his absence he is represented by the Vice-Chairman.

7.3 The Chairman is elected or confirmed in his function by the Assembly of the Society. During the period between two assemblies the Chairman is elected by a three-fifths majority vote of all members of the Board, if the previous Chairman has died or resigns. The election of a new Chairman must be notified to the members of the Society. A resolution about the election of a Chairman is valid until the forthcoming Assembly, which definitely decides about the new Chairman.

7.4 Apart from the Chairman, the Assembly also elects a Honorary Chairman of the Society. The Honorary Chairman of the Society is a moral and expert authority whose contribution to the development of the Society is undeniable. The Honorary Chairman of the Society is not the statutory organ of the Society, neither does he have executive powers. The function of the Honorary Chairman of the Society is honorary, without the right to compensation.

7.5 The Honorary Chairman of the Society is elected for a voluntary period, until the time a new decision is made by the Assembly of the Society.

7.6 The Honorary Chairman of the Society may participate in the meetings of the Board of the Society with an advisory vote.

Art.8
The Revisory Committee

8.1 The Revisory Committee is the supervisory body of the Society that is accountable to the Assembly for its activities.

8.2 The Revisory Committee is an independent organ of the Society and its members are elected by the Assembly, usually for a two-year term of office, unless the Assembly decides otherwise.

8.3 A member of the Revisory Committee may not at the same time be a member of the Board.

8.4 The Revisory Committee is formed of a Chairman and two members.

8.5 The Revisory Committee meets at least twice a year. A meeting is called and led by the Chairman. The Revisory Committee constitutes a quorum if an absolute majority of its members is present. A decision is taken by an absolute majority of its members present.

8.6 The Chairman of the Revisory Committee has the right to participate in negotiations of the Board of the Society with an advisory vote.

8.7 The Revisory Committee mainly:

- a) checks the management of the Society, including management of branches and Angel Clubs
- b) proposes measures for the rectification of shortcomings to the Board
- c) submits reports of its activities to the Board and Assembly
- d) examines complaints, proposals and announcements by members of the Society and other natural persons and legal entities that affect the management of the Society
- e) submits applications by members about examining decisions made by the Board about the cancellation of membership, to the Assembly
- f) formulates organizational regulations to organize its activities

8.8 If a member of the Revisory Committee resigns from his function, the Chairman co-opts a new member to the Commission. If the Chairman resigns from his function, the other two members of the Commission elect a new member between themselves. The Revisory Committee works in this structure until the forthcoming Assembly, which definitely decides about the new constitution of the Revisory Committee.

Art.9 **Management**

9.1 Management is the executive organ of the Society. The number of managers, their work description and other matters concerning their work is determined by organizational regulations approved by the Board. Labour relations of members of the Management are governed by the Labour Code.

Art.10 **Regional activity**

Branches of the Society

10.1 If necessary, Branches of the Society (further only Branches) are established by decisions of the Board of the Society.

10.2 The Branch has legal personality to the extent of a certificate of incorporation issued by the Board of the Society. The Chairman of the Branch is the statutory representative of the Branch. The name of the Branch is composed of the name of the Society and the town or area in which the Branch is located.

10.3 A Branch is subject to the Board of the Society, which refers reports of the Branch to the Assembly.

10.4 The conditions, establishment, change to the status and cancellation of Branches, system of activities, management, organizational, financial and personnel matters and other matters that are essential for the functioning of the Branches, are regulated by the directive of the regional activities of the Society.

Art.11 **Financial resources, property and management**

11.1 The Society is the owner of movable and immovable property which it manages pursuant to the valid laws of the Slovak Republic.

11.2 The Society independently manages these financial resources:

- a) gifts and contributions by natural persons and legal entities from Slovakia and abroad

- b) subsidies and grants
- c) interest from deposits in banking institutes
- d) yields from charity events (concerts, exhibitions, auctions)
- e) resources from inheritances
- f) resources from own business activities developed to ensure the aims of the Society, serving to develop the activities of the Society; this activity is executed in accordance with general binding legal regulations
- g) any legally allowed resources from natural persons or legal entities from Slovakia or abroad.

11.3 Revenues are deposited on a special account of the Society in a Slovak banking institute.

Art.12

Settlement of disputes

12.1 Disputes between members of the Society, between members and organs of the Society and between workers of the Society are above all solved by negotiations with the Chairman or Vice-Chairman of the Society.

12.2 If no reconciliation is reached, the dispute is brought before the Assembly, which decides about the method of settlement. The decision of the Assembly is final.

12.3 The Assembly may choose a commission to be set up from the members of the Society that will be formed as a permanent or ad hoc organ to settle disputes.

Art.13

Termination of the Society

13.1 The Society terminates its existence by a resolution of the Assembly about termination of the Society in the form of voluntary dissolution or merger with another association, also as a result of a decision according to §12 of Law no. 83/1990 Coll. on Civic Associations as amended.

13.2 If the Society is terminated by dissolution, the Assembly entrusts one or more of its members to settle the property of the Society. The liquidator must be elected by a three-fifths majority vote by members of the Assembly present.

13.3 If the Society goes into liquidation it must first settle all its debts. In case of liquidation, property may be used only for public and charity purposes.

Art.4

Final provisions

14.1 Alterations to the statutes of the Society were approved by the General Assembly of the Society on 14.4.2010.

14.2 The entry into force of these statutes, the original statutes, registered at the Ministry of Interior of the Slovak Republic under no: VVS/1-900/90-3743-14 on 25.04.2006 are cancelled.

Illegible stamps (4)

Stamp of the Ministry of Interior of the Slovak Republic

JUDr. Oľga PLIŠŇAKOVÁ – illegible signature