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Attachment 1**LAW No.21 for LEGAL PERSONS (Associations and Foundations) of the 6th of February 1924****CHAPTER 1 – General Provisions****A. Legal status**

1. Legal persons under public law are being created only by the law. Associations and foundations having non-profit or non-patrimonial aims, created and organized by individuals, cannot obtain legal status but under the conditions established by the present law. These are considered as legal persons under public law. Societies and associations based on the codes of commerce or other laws shall be of the same nature and remain subject to the provisions of those laws.

2. Legal persons under private law existing on the date of the coming into force of the present law shall continue to function according to the provisions of the laws, decisions or documents which established them, and which shall not be contrary to the public order regulations under the present law.

Yet, these are bound to communicate within six months from the coming into force of the present law, to the court clerk's office in the district of which their main administration functions, the titles on which they obtained their legal status, the statutes or the constitutive documents, as well as the information further requested by the enforcement regulations of the present law.

The court clerk's office is obliged to register the organization or the establishment in the legal persons register.

The offenders to this provision fall under the provisions of Art.94 of the present law.

3. Associations and establishments having non-profit or non-patrimonial aims cannot obtain legal status but on the basis of a motivated decision of the civil court in the district of which they were created.

This decision cannot be given but on the request of those interested:

- a) after having requested the approval of the ministry in the competence of which falls the aim of the association or establishment;
- b) after having heard the conclusions of the public ministry and found that the statutes or the constitutive documents, the composition of the management and administration bodies, as well as other conditions do not offend the provisions of the present law.

The interested parties, the competent ministry and the representative of the public ministry have the right to appeal according to Art.90.

4. The legal person shall be in force only from the date the recognition decision has been registered and made final in the special register which shall be kept to this purpose at the clerk's office of every civil court.

5. Legal status cannot be recognized to a group of associations or establishments not recognized as legal persons. Legal status is individual and its effect cannot be extended beyond the association or establishment for which it was granted.

An establishment created by a legal person cannot have a status different from that of the legal person that had created it, unless this is formally recognized, under the conditions established by the present law.

6. Legal status cannot be recognized to the associations and establishments having an illicit purpose, contrary to the public order or morals, or are created with a view to achieving such a purpose.

7. Legal persons under private law, having non-profit or non-patrimonial aims, which have their premises abroad, can benefit from their legal status and function on the territory of the Romanian State according to the Romanian laws, if they are recognized according to the laws of their country and if they had obtained the authorization of the Romanian Government beforehand.

The authorizations granted to these legal persons shall be registered on their request, under the sanction of a fine of 5,000-20,000 lei and in case of persistent offense under the sanction of authorization withdrawal, in the register of the civil court in the district of which the premises of the administration, branch or residence shall be established.

When no branch exists, the choice of residence is compulsory. This is made by an authentic document to be published in the Official Gazette and posted at the townhall and the civil court of the chosen residence.

8. Without distinction between the existing legal persons under private law and those that shall be created in the future, from the date of the coming into force of the present law, no modifications of statutes or changes to the nature of the association or establishment, no modification to the control and administration bodies, no cessation or dissolution, liquidation and assignment of goods shall be made but according to the present law.

These persons are obliged to submit themselves to all the provisions declared as of public order in the present law.

Modifications brought to statutes or to constitutive documents are subject to the control and approval of the legal authority under the conditions of Art.3.

B. Utilization of civil rights

9. Legal persons under private law, falling under the provisions of the present law, cannot make use but of the rights necessary to achieve their aims and destination.

They cannot contract obligations but also with a view to achieving this purpose and this destination.

10. Legal persons cannot receive liberalities unless they are authorized by a royal decree, on the basis of a journal issued by the council of ministers.

C. Exercise of civil rights

11. Legal persons cannot exert their rights unless they are endowed with the management and administration bodies provided in the statutes, the constitutive document or the present law.

12. The will of legal persons is manifested by their bodies.

Legal documents concluded by these bodies in compliance with the statutes and within the limits of the powers they are assigned, are considered as concluded by the very legal person that they bound.

The deeds by which the bodies of the legal person would pursue a purpose obviously different from that for which the association or foundation was created or recognized, shall not have effect as to the legal person.

The legal person is (hold) responsible for all contractual, offending and quasi-offending deeds, carried out by its bodies while discharging their duty.

The members forming the management and administration bodies are personally and solidarily responsible for damages occurred by their fault, both as to third parties, and to the legal person itself.

D. The Premises

13. The residence of the legal person is at the main premises of its administration.

The change of residence must be declared by means of a legal document to both the court clerk's office of the new and the former residence.

Under the sanction stipulated under Art.94 of the present law, the court clerk's office of the former residence shall make the mention of residence change, while the court clerk's office of the new residence shall register the legal person in the register stipulated under Art.4.

14. The residence of the authorized legal person, in compliance with Art.7, shall be, for all judicial and extra-judicial document that concern it, at the premises of the branch or, by default, at the chosen residence.

E. Supervision

15. The state has a right of supervision and control on all legal persons under private law. This shall pursue: on the one hand, that they are managed and achieve their aim according to the statutes and the constitutive documents, and on the other hand, that they do not work against the morals, the public order and the State's security.

This action of supervision and control shall be exerted by means of inspectors and delegates of the ministry under whose authority and control falls the foundation or association, as well as by the superior commission of legal persons.

16. The appointment of the ministry's delegate with the management and administration bodies cannot take place but with the foundations and associations subventioned or related to the state by means of conventions.

The same right, on the appointment of county or local delegates, is hold by the county or local authorities for the foundations and associations which shall be in the above situation.

The other non-subventioned legal persons are subject to the general control of the inspectors belonging to the competent ministries.

17. Each interested authority shall not appoint more than one delegate with a foundation or association. The county or local authorities can charge with this function the ministry's delegate, or vice versa, the ministry can charge one of the county or local delegates. One person can fulfill this function with several foundations or associations.

18. The ministry's delegates and, in their absence, the county or local delegates, have the right to suspend the execution of the decisions made by the management and administration bodies, that might be found contrary to the founding documents, the inner regulations, the conventions concluded with the ministry, the county or the town, the laws, the morals, the public order and the State's security.

On this subject a report shall be drawn and communicated immediately to the bodies of the legal person.

The delegates shall participate with consultative vote to the meetings of the management and administration bodies. The directors or the administrators are obliged to summon them.

In the absence of delegates at the meetings, the management and administration bodies are obliged to communicate to the delegates the decisions made.

Under the sanction of withdrawal of the management and administration mandate and of dissolving the foundation or association, irrespective of the other civil and criminal sanctions of common law, the persons forming the management and administration bodies are personally and solidarily responsible for executing decisions contrary to the founding documents, the inner regulations, the conventions, the laws, the morals and the State's security for which it has or has not been exerted the right of suspension.

The delegates could make public, through the Official Gazette and other frequent publications in the respective city, the number, the date and the object of the suspended decision.

19. The management and administration bodies are obliged to resume the discussion on the issues that make the object of the suspended decision on the basis of Art.18, in order to receive the solution in conformity with the founding documents, the regulations, the conventions, the Constitution and the laws of the country.

In case the management and administration bodies refuse the discussion or in case of maintaining the suspended decision, the government's delegates shall immediately forward the case to the commission of legal persons with the ministry of justice, which shall issue an executory decision.

Within at most 3 non-working days from communicating the suspension report, the management and administration bodies have the right to appeal on the superior commission of legal persons, which ultimately decides upon the provisions to be executed within at most 15 days from the receipt of the request.

20. The delegates exert their rights of supervision and control upon all management, administration and control bodies of the foundation or association, under whatever name these might be, committees or management and administration boards, eforii or epitropii....., general assemblies, colleges, etc.

21. In all foundations and associations that do not fall under the provision of Art.16, paragraph 1 and the following, the action of supervision and control shall be exerted by the inspectors of the ministry, on the charging of the ministry or on the request of the management and administration bodies of the foundations or associations.

When the aim of the legal person falls in the competence of two or more ministries, each of them can exercise the action of control and supervision.

Legal persons whose aims are insufficiently characterized, from the point of view of the control bodies' competence, fall under the competence of the ministry of interior.

Inspectors shall only supervise if the foundations and associations function according to the foundation or constitutive documents, if the institutions created meet the conditions established by these documents and the conditions of public order, stipulated by the Constitution and by the laws of the country.

Inspectors cannot make remarks and give instructions directly to the management and administration bodies of foundations and associations. Their findings are put in written reports on which shall decide the competent minister, the administrative and legal bodies, provided by the present law.

The State's control does not prejudice the control established by statutes or by the constitutive document.

22. If the management and administration bodies do not comply with the laws of the country, with the foundation or constitutive documents, or if it is found that the wealth they are entrusted are being wasted, embezzled or used in other purposes than those foreseen by the foundation or constitutive documents, the public ministry or the ministry under whose authority and control functions the foundation or association shall send the responsible administrators before the Court of Appeal, in the district of which falls the main premises of the foundation or association.

The administrators can be convicted to dismissal, beside other penalties provided by ordinary laws of common law.

23. Administrators of associations and foundations who, out of dishonesty, work for the damaging of persons and things entrusted to their management and administration, shall be punished with prison from one month to one year.

24. All management and administration bodies of foundations are bound to forward to the ministry under whose authority and control they function, within 6 months from the promulgation of the present law, the authentic copy of the foundation documents and an inventory of the wealth possessed, accompanied by the ballance sheet and the financial account of the previous year.

25. Associations and foundations are losing their legal status, by law* or by justice , in the cases established by the present law.

Legal persons authorized according to Art.7, are losing their right to function in Romania also by withdrawing the authorization.

This withdrawal is made by a royal decree also, on the basis of a journal issued by the council of ministers.

26. In emergency cases, when it might be found that a legal person carries out its activity against the morals, the public order and the State's security, the council of ministers, with the approval of the superior commission of legal persons, can forbid the functioning of the legal person, until it becomes lawful, or can even decide its dissolution. In this latter case, liquidation of the legal person cannot be made but by the legal authority under the conditions of Art.29, 54 and the following, 82 and the following. Apart from the emergency cases, dissolution cannot be made but by justice.

The superior commission of legal persons appreciate the emergency on the request of the council of ministers or of the ministry of justice.

G. Destination of Goods

27. Whatever might be the cause of cessation of the legal status or of authorization withdrawal, the patrimony of the legal person shall receive the destination shown in the founding document, in the statutes or in the constitutive document, and with the associations, in case of silence* of the constitutive documents or of the statutes, the destination shown by the decision of the general assembly made previously to the dissolution.

In neither case yet, the general assembly can assign the remained goods but to another legal person under private law from the country, having an identical or similar aim, or to the legal person under public law, representing in the State the interests performed by the dissolved legal person.

In the absence of a statutory instruction, or of a decision of the general assembly, or facing a decision of the general assembly contrary to the provisions above, the remained goods shall be transferred to the patrimony of the association or foundation under private or public law having an analogue or similar aim, that which shall be decided by the commission of legal persons with the ministry of justice, having previously obtained the approval of the minister under whose authority and control was falling the dissolved legal person.

28. The patrimony of legal persons dissolved for one of the causes shown under Art.53 (p.III) paragraphs a and b and under Art.81 (p.II), is transferred to the social assistance funds.

H. Liquidation and Registration Erasure

29. Liquidation of the patrimony belonging to legal persons under private law is made according to Art.55 and the following, as well as to Art.82 and the following of the present law.

30. Erasure of the legal person from the legal persons register is made by wholly writing in the register the document which has found, declared or decided the dissolution.

CHAPTER II – About associations

A. Conditions for constitution

31. The association is the convention by which several persons put together, on a permanent basis, their material contribution, knowledges and activity, in order to achieve a purpose which does not pursue pecuniary or patrimonial benefits.

The aim of the association can be purely ideal, meeting the general interests of the community, or only those of a social category to which the associates belong, or lastly, meeting the personal, non-patrimonial interests of the associates.

32. The association, in order to obtain legal status, must be made up of at least 20 members and present in its statutes an organization from which it should result a corporative* will, irrespective of the associates' will as individuals, the constitution of a social patrimony, distinct and autonomous from the individual patrimony of each of the associates..

The founding social patrimony shall be in such extent as to achieve at least partially the aim for which the association is being created.

Neither initial contributions or endowments, nor regular contributions and subventions from the Romanian State, from the counties or towns and ,in general, from persons under public law, are submitted to the authorization provided under Art.10.

The obligation to initially constitute a social patrimony does not apply to professional associations or trade unions.

33. The constitutive document and the statutes shall be made in authentic form.

The association shall not be able to request recognition of the legal person quality but after the adoption of the statutes by the associates and after appointing and choosing the persons who will be responsible, according to the statutes, with the management and administration of the association.

34. Statutes shall comprise compulsorily:

1. The name of the association
2. The object and the aim
3. The main premises and, eventually, the branches
4. The initial patrimony, the quantum and its composition, as well as the contributions:
5. The management, administration and control bodies.

Statutes cannot depart from the public order provisions of the present law.

In the absence of some statutory provisions sufficient for the organization of the association and for settling its relationship with the association, the following provisions shall be applied.

B. Organization

35. The main bodies of the association are:

- a) one general assembly, and
- b) one management, one management committee or one administration board.

36. The general assembly is the supreme body of the association, it is made up of associates, who meet the conditions provided in the statutes or in the constitutive document.

In case such conditions are not provided, the general assembly shall be made up of all associates, with no distinction.

The general assembly shall be summoned by the person that is entrusted, by the competent bodies, with the supreme leadership of the association.

The summons shall compulsorily take place in the situations provided in the statutes, or when it is decided by the management or administration committee or any time it is requested, in writing and motivated, to the management, by at least one fifth from the number of associates.

The summons shall include the place and the date of the meeting, as well as the agenda.

Except for the emergency cases found by the management committee, it shall be communicated with at least three non-working days before the date of the meeting.

37. When those in charge of the summons, or those replacing them, do no longer have the quality, are missing or prevented from carrying out the summons, as well as in the case that, although having the quality, they refuse to carry out the summons, if the statutes and the constitutive document do not provide this situation, the prime-president or the president of the court in the district of which functions the association, shall be able to authorize the associates who reported the case, to carry out the summons, to delegate the eldest of them or the representative of the minister under whose authority and control falls the association, to preside the general assembly and to take note of its decisions through a report. In the absence of such a representative, the delegation can be given to one of the public ministry's representatives.

38. The general assembly decides:

- a) on the performances and contributions to which the associates shall be submitted;
- b) on the admittance and exclusion of the associations' members according to the statutes;
- c) on the forms of summoning the general assembly;
- d) on the manner of voting;
- e) on the quorum and the majority with which decisions shall be made;
- f) on the appointment of the management or other administration and control bodies;
- g) to determine the duties of the bodies under letter f);

- h) to control the activity and the operations of the management, administration and control bodies;
- i) to revoke, individually or collectively, the mandates of the members of the management, administration and control bodies, when through their deeds these might endanger the interests of the association.

All deeds which are not assigned through the statutes or the constitutive document to the management, administration and control bodies, belong, by right, to the general assembly, which shall exert them according to the statutes.

39. All associates have, by right, equal vote.

Apart from the exceptions established below, and in the absence of other special provisions, no decision shall be made unless at least half plus one (the absolute majority) from the number of associates shall have answered the summons.

At the second summons it shall be possible to decide with the absolute majority of those present, regardless of their number.

Decisions made to dissolve the association or to change its social aim must rally at least 2/3 of the total number of present and absent associates.

40. In addition, associations could undertake economic activities, since these are related to the main aim of the association.

Such activities, yet, cannot be decided upon but by the general assembly.

41. Proposals or documents made in writing, without deliberation, shall have the power of decision if only unanimously signed by the associates.

42. The associate interested personally, through his wife, through his direct progeny or parentage, through his brothers or sisters, in a matter submitted to the decision of the general assembly, or to the decision of one of the management or administration bodies, shall not participate to the voting.

Members of the management and administration bodies shall be at least in absolute majority Romanian citizens.

43. The management, the committee or the administration board represent the association in all the deeds of its legal life, complying with the statutes and with the decisions of the general assembly. After the mandate's expiry it manages the business affairs of the association until the election or the appointment of the new bodies.

44. The management and administration bodies are obliged to draw up, annually, the budget of the association, which they will submit to the approval of the general assembly and eventually, to the superior bodies to which they are subordinated by special laws.

The budget shall be drawn up on chapters and articles, with distinct amounts for staff, material* and various expenditures.

On approving and ordering the expenses, it shall be taken into account the destination of the budgetary allocations.

As for the legal persons subventioned from the State, the county or the commune, the authority granting the subvention shall be able to request, on the occasion of the total or partial ordering of the subventions, a justifying report on the utilization of the previous subvention ordered.

45. These bodies are also obliged to present to the general assembly the balance sheet of financial administration at the end of each social year.

One original copy of the budget and of the balance sheet shall be presented to the ministry under whose authority and control the association is found.

46. When the management, administration and control bodies cannot function due to holidays, absence, illness or any other causes preventing one of its members, the prime-president or the president of the court from the premises of the association, ex officio, or on the request of those interested, until the general assembly, to be summoned according to Art.36 and 37, in order to decide, shall be entitled to complete the seats, giving a temporary delegation, under the conditions of the statutes, the constitutive document and the law, to the associates that he personally considers might better answer to this call.

C. About associates

47. The quality of associate is personal and inalienable, it cannot be passed unto successors.

48. The associate is by right authorized to leave the association, provided he communicates his decision to the management and administration bodies, with at least 6 months before the end of the social year.

49. The statutes or the document shall provide the situations requiring the associates' exclusion and the bodies that are to pass it. The exclusion passed by a management or administration body gives, by right, to the one interested, a right of appeal to the general assembly, which will make the final decision.

When statutes do not specify the situations, the procedure and the exclusion bodies, according to the present law, the exclusion cannot be passed but by the general assembly, with a 2/3 majority.

50. The associates who are withdrawing or who are excluded have no right on the social wealth.

They remain under the obligation to pay their contribution all along the period they were associates/d.

51. The personal rights obtained by an associate, be they social or extra-corporative, are binding for the association, since their owner would not have given them up deliberately, in writing.

52. Within 10 days since the decision has been made public, the absent associate can request his dissociation from that decision, if he finds it contrary to the statutes, the constitutive document or to the law.

To this purpose, he will notify his dissociation through a judicial agent to the management and administration bodies, as well as to the competent ministry.

The decisions of the general assembly can be attacked by the competent ministry, the public ministry or the interested parties, in front of the judicial dissolution instances, for reasons of public order and deviation from the association's aim.

D. Dissolution

53. The association loses its legal status in the following cases:

I. By the decision of the association, when the general assembly, according to Art.39, shall have decided the dissolution;

II. By full right:

- a) When the term for which the association was created expired or when the social aim has been achieved;
- b) When the aim of the association can no longer be achieved;
- c) When the association, for reasons of insolvability, can no longer continue its activity, being obliged to liquidate;
- d) d)When the management and administration bodies can no longer be formed according to the statutes;
- e) When the number of associates decreases under the limit established by the statutes or that established by the law;

III. By trial:

- a) when the aim or the action of the association has become illicit, contrary to the morals or to the public order;
- b) when the aim is carried out by illicit means, contrary to the morals or to the public order;
- c) when the association, without being authorized as shown under Art.39, concerning the changing of the aim, pursues another aim than that for which it was created and declared.;
- d) when the decisions of the general assembly are made with the violation of the statutory provisions, of the constitutive documents or of the law.

IV. By the decision of the executory authority in the cases under Art.25 and 26.

E. Liquidation

54. In the dissolution cases under Art.53, paragraph I, liquidation of the association's patrimony shall be made by the management and administration bodies, or by the persons appointed by the general assembly.

The liquidators, in case of judicial dissolution, shall be appointed within the sentence which decides the dissolution.

In case of lawful dissolution, on the persistence of the public ministry, or of any other interested person, the liquidators shall be appointed within the council chamber by the civil court from the association's premises.

55. Liquidators are obliged to fulfill all the formalities required by the present law for registering and publishing the association's liquidation.

The liquidation's publications shall show:

- a) the names of the liquidators and the building they set up their offices, if the premises of the former administration cannot be kept;

b) the invitation to the creditors to produce their *creante*;

The known creditors must be invited also by individual notifications.

The publication shall be considered as fulfilled after 5 non-working days from the last insertion.

56. As soon as they take up their functions, liquidators are obliged, together with the management and administration bodies of the association, to make the inventory and the ballance sheet of its wealth, from which they should state precisely the situation of assets and liabilities*.

Both the inventory and the ballance sheet shall be counter-signed by the liquidators and the representatives of the management and administration in liquidation.

Liquidators shall keep a diary-register for all the operations related to the liquidation.

The management and the administration shall indicate and entrust the liquidators with the registers and the documents of the association.

Once with the appointment of the liquidators the mandate of the management and administration bodies ceases.

57. Yet, the association does not cease to exist but when the liquidation is completed.

58. Liquidators are compelled to carry on the business under way, to cash/collect the credits, to pay off the creditors and, if the existing cash is not sufficient to do this, to transform the rest of the assets into hardcash, first proceeding to public auction for the sale of the mobile wealth.

Liquidators can make new operations necessary to liquidate the business under way.

59. The amount/sum due to the known creditor who does not produce the credit shall be registered to his account.*

If payment of the credit* cannot be made immediately, or if the credit* is disputed, the liquidation shall not be declared as completed until the creditors have been warranted*.

60. In either case, liquidators cannot conclude the operations and deliver* the financial account to those entitled, but after one year has expired from publishing the association's dissolution.

61. The liquidators who will offend the obligations stipulated above shall be solidarily responsible before the creditors for the damages they shall have caused out of their fault.

62. Both before the association and the associates, liquidators are subject to the rules of the mandate.

63. After completion of the liquidation, liquidators are obliged to draw up the ballance sheet, to hand it in to the court clerk's office, to the competent ministry and, at the same time, to publish it in the Official Gazette and in the widespread newspapers. Besides, (posters)? announcing the completion of the liquidation and the deposition of the ballance sheet shall be put in the court's hall, at the townhall and on the door of the administration premises.

Liquidators shall also hand in to the court clerk's office and to the competent ministry a report describing all the liquidation operations and their result.

They shall also hand in to the court their diary register.

64. If within 30 non-working days from publishing the ballance sheet in the Official Gazette no appeal is made, the ballance sheet shall be considered finally approved, and liquidators, with the authorization of the court, shall have to deliver to those entitled the goods and the amounts remained from the liquidation, together with all the registers and the documents concerning the association and the liquidation.

Only after this liquidators shall be considered as discharged.

65. Appeals to the ballance sheet of the liquidators, published under the terms of the previous article, can be made by anybody interested to the court of the liquidation premises.

All appeals are judged in both the first and the last instance by the court through one and the same verdict.

CHAPTER III – About foundations

A. Constitution conditions

66. The foundation is the act by which a natural or legal person creates a patrimony, distinct and autonomous from his own, and dedicates it, generally, in a permanent way, to the achievement of an ideal purpose, of public interest.

67. The foundation between the living is created by an authentic document, while the testamentary foundation is created through one of the forms provided for the wills.

Statutes or any other documents that will accompany the foundation act made in authentic form shall have the same form as this very act.

68. Foundations obtain legal status in the conditions established under Art.3. The recognition application shall not be made but after the creation and the appointment of the management and administration bodies.

69. Heirs and founding creditors have, relatively to the foundation, the same rights as to any other liberality.

70. Neither the founder, nor the heirs can revoke the foundation after registration of the recognition application made according to Art.84 of the present law.

71. If the foundation, between the living or testamentary, is recognized as legal person after the death of the founder, the effects of the liberalities made previously to the recognition shall be produced for the foundations between the living from the date of the authentic act of foundation; while for the testamentary foundations, from the date of the testator/bequeather* decease.

The same effect shall apply for the liberalities made during the lifetime of the founder, yet, previously to the recognition of the legal person quality.

B. Organization

72. The act of foundation shall be nil, by right, and shall not be liable for the recognition of the legal person quality, unless it determines the aim, creates the patrimony or meets the essential conditions required by the present law.

The act of foundation can determine in its contents, or in separate documents, the management and administration bodies, their composition, the recruitment of administrators, their way of functioning, or of the institutions they are to create.

The absence of these stipulations do not cancel the act, since the foundation is to manage itself according to the provisions of the present law.

73. Each foundation must have management, administration and control bodies, created according to the foundation act, to the statutes or to the founder's document*, or, by default, according to the provisions below.

74. When the act of foundation has not determined the management and administration bodies, the ministry under whose authority and control is to function the foundation, shall request to the Court of Appeal in the district of which the foundation has its premises, or from the residence of the founder, to appoint the necessary administrators.

75. The Court of Appeal, on the request of the public ministry, on the request of the competent ministry, or at the persistence of one of the interested parties, shall appoint the administrators, and in case the management and administration created by the founder cannot, for any reason, be replaced, it shall be completed and continued.

76. When the foundation is found to be insufficiently organized, the Court of Appeal can decide the replacement of the interior functioning regulations of the foundation on the basis of the present law's provisions.

Regulations are drawn up by the management and administration bodies, are approved by the ministry and are published in the Official Gazette.

The administration of the foundation and the appointment of the staff shall be made by the management.

When the foundation cannot be organized as to comply with its aim, or if its patrimony is not sufficient, the Court of Appeal, with the approval of the superior commission of legal persons, shall order, if this is not in contradiction with the foundation act, the transfer of the patrimony to another foundation under private law from the country or to another public law institution, having the same aim or a most similar one. The provisions of the founder shall be to the largest extent respected, as conciliating with the new situation.

77. The management and administration bodies of the foundation have the rights and obligations showed under Art.35 and the following from the present law.

C. Modification

78. The Court of Appeal, with the approval of the superior commission of legal persons, shall be able to decide, on the request of the management and administration bodies, upon modifying the organization established by the founder, if this is found indispensable for preserving the goods and achieving the aim of the foundation.

In such a case, the decision of the Court shall also decide the bases of the new organization which shall be used by the management and administration bodies for drawing up the organization and functioning regulations, to be submitted to the approval of the minister representing the general interests performed by the foundation.

Both the management and administration bodies, and the minister and the legal authority shall always give, to the provisions not cleared up by the foundation act, the interpretation able to ensure the achieving of its aim.

79. According to the same procedure, the Court of Appeal, with the approval of the superior commission of legal persons, shall be able to modify the aim of the foundation, partially achievable*, when it is found that it does no longer have its initial nature and the foundation does no longer meet the social needs, and intentions that the founder might normally have, if possible to him.

80. Modification cannot touch the specificity of the foundation.

Nevertheless, in neither case, the change or the modification can be decided when it is found that the aim is completely unachievable.

The above provisions shall be followed when it appears necessary to modify or delete, from the foundation act, the conditions or the duties that might compromise the achievement of the foundation's aim.

In all these cases, the trial shall be made with the previous summoning of the founder or of his direct heirs.

D. Dissolution

81. The legal status of the foundation ceases in the following cases:

I. By full right:

- a) a). when its aim is completed;
- b) when its aim can no longer be achieved, and
- c) when the foundation has become insolvable.

II. By trial and decision of the executive authority in the cases provided by Art.26 and 53.

E. Liquidation

82. Liquidation of the foundation's patrimony shall be made according to the rules under Art.54-65.

83. When dissolution is made by trial, liquidators shall be appointed through the same sentence that shall have decided or declared the dissolution.

In case dissolution was made without any trial, as well as in the case of paragraph c) under Art.81, liquidators shall be appointed by the civil court from the foundation's premises, within the council's chamber, at the persistence of the public ministry or of anyone interested.

CHAPTER IV – About registration of legal persons

84. Registration of legal persons shall be made in special registers, kept by the clerk's office of the civil court from their main premises.

Distinct registers shall be kept for associations and for foundations.

Registration of legal persons described under Art.7 shall be made at the clerk's office of the court from their premises in Romania or from the chosen residence.

With the foundations, if the premises is not shown in the foundation's act, registration shall be made at the court clerk's office of the residence, or of the founder's last residence.

After having created the foundation and its management and administration bodies, subsequent registrations provided under Art.93 shall be made at the court clerk's office of the foundation's premises.

85. The registration application shall contain:

1. The title and the name of the legal person;
2. The objective and the aim;
3. Its main premises and its branches, if any;
4. The name, the profession and the residence of the persons who, under any title, are in charge of management or administration;
5. The date of the constitution documents and of the statutes.

86. Application for associations shall be made by the founding members, by the management or by 7 associates.

Application for foundations, based on documents between the living, shall be made only by the founder, and after his death, also for testamentary foundations, by the legal* heirs, testamentary executors, management and administration bodies, and the ministry representing the general interest to be performed by the foundation.

87. The application's signers or one of these shall present it to the court, by attaching:

- a) a legalized copy of the constitutive document of the legal person;
- b) a copy of the statutes and of the document establishing the management and administration bodies, if this was subsequently done;
- c) if statutes and management appointment were voted and adopted in a general assembly, an original duplicate of the report of the meeting shall be presented;

88. If the court finds that the forms and the requirements of the above Articles are fulfilled and the foundation and the association are worth having a legal capacity, it shall decide, according to Art.89 and order the registration.

89. The court shall check in the council chamber if the submitted documents, for both associations and foundations, meet the conditions and the forms provided by the present law.

The conclusions of the competent ministry and of the public ministry's representative are obligatory and the decision shall be pronounced in an open meeting in their presence.

The case in which the competent ministry does not forward its conclusions, is considered to be favourable to the creation of the legal person.

The court shall be able to request clarifications from the parties involved, in case it finds it necessary.

90. The decision is delivered without the right to be opposed, yet with the right of appeal within 10 non-working days from its passing.

The final admission decision shall be registered by the clerk's office in the legal persons' register. The submitted documents shall be kept with the respective files.

The appeal is declared at the court clerk's office.

The interested parties, the public ministry and the respective ministry shall be able to appeal against the decision of the court.

Within at most 15 days from the declaration of the appeal, the Court shall pronounce itself, according to the procedure described above.

The last appeal shall be made within 15 days from the passing.

91. Registration shall reproduce the contents of the declarations provided by Art.85, as well as the date and the number of the conclusion which admitted the registration.

Any mention about the registration shall be made on the original copy of the constitutive documents or of the statutes.

92. The text of this registration shall be published with no delay, by the care of the clerk's office, on the persistence and on the account of those interested, in the Official gazette and in the wide-spread newspapers.

Further to the registration of the final decision, the court clerk's office is obliged, under the sanction provided by Art.94, to communicate, once with its order concerning the publishing in the Gazette, a copy of the competent minister's decision.

Each ministry is obliged to register in a special register the associations and the foundations recognized and subject to its control and supervision.

93. Any modification in the composition of the management and administration bodies and of their assignments, the change of residence, any appointment and replacement of an administrator, director or supervisor, any modification of statutes and, generally, of the organization or of the aim of the legal person, cessation, dissolution, liquidation, appointments or replacements of the liquidators, all this shall be immediately declared to the clerk's office, in order to be written in the register and to be published.

Justifying documents shall be always presented to the court clerk, as a support to the registration application. The documents shall be attached to the respective files.

The above declarations shall be made by the management and administration bodies or by the liquidator, for everything related to the liquidation. All of them shall have to see to the necessary publications.

Declarations can also be made by any interested person.

In case of change of residence, all the subsequent registrations requested by the law shall be made to the court clerk's office from the new residence.

94. Any document submitted to registration, yet unregistered and unpublished, shall not be opposable to third parties.

Yet, such a document shall remain opposable to third parties if it is found that they had learned about it by other means.

Those subject to the declarations and to the publications under Art.86, shall not be discharged of their obligations but after the effective execution of the works, except for the case when it is found that the works have not been executed due to the court clerk's fault.

Those who will not comply with these obligations are liable for a 500-10,000 lei fine.

The same penalty shall be applied to the clerks who shall have failed or delayed the registrations and the publications mentioned above, apart from the dismissal penalty.

CHAPTER V – Competence and Procedure

95. The Court of appeal, in the district of which functions the association or the foundation, shall have in its competence:

- a) to appoint the members in the management and administration bodies of foundations functioning in its district, according to the rules and in the cases under Art.75 and 76.

Appointments shall be made within the Council's Chamber, on the persistence of the management and administration bodies, of the public ministry and of the interested ministry;

- b) to revoke the management and administration bodies of the foundations in the cases provided by this law.

Revocations are made subsequent to a contradictory debate, and the trial is pronounced urgently, with no opposition.

- c) to modify the organization of the aim, the conditions and the tasks of foundations in the cases provided by Art.80.

In all these cases, when modification is declared necessary, the Court, by means of a decision, shall indicate also the modifications to be introduced.

The procedure shall take place within the council chamber, on the persistence of the management and administration bodies, of the public ministry and of the interested ministry.

The Court shall be able to order the hearing of the management and administration bodies, or of any other person it shall consider necessary, and shall be able to make use of the evidence and information means, provided by the civil procedure. Further to the conclusions of the public ministry, the Court shall pronounce its motivated decision in a public hearing. The decision is given in the presence of the public ministry's representative, without the right to be opposed;

- d) to appoint the association or the establishment to which it shall pass the patrimony of a legal person who has ceased, in the case provided by Art.79 and the following.

The procedure shall be gracious* also in this case of jurisdiction, and the work is to be done on the persistence of the management and administration bodies, of the public ministry and of the interested ministry.

96. For dissolution of legal persons by trial, the competent court shall be the civil court from the person's residence.

This court is competent also in the case when the legal person, losing its full right status, cannot consent to put an end to its activity.

The suit is made on the persistence of any interested person.

The procedure shall be that of emergency; the dead-line for the first appearance shall be of at most 15 non-working days from the date of the summons' receipt. The trial shall be made with priority.

The decision shall be with no opposition right, and with appeal

within 20 days from its passing.

The Court shall pronounce its decision on urgent and priority basis, with no opposition right.

97. Litigations between the association and its associates are also judged by the court from the main premises of the association.

All other litigations eventually occurring during the functioning or the liquidation, shall be judged according to common law, but for all instances, with abbreviated terms as it is shown in Art.901-905 of the present commercial code of the former/old kingdom, which, with regard to these terms concerning the legal persons, shall be applied on the whole territory of the Romanian State.

98. The public ministry shall present its conclusions as an adjoining party to all matters of interest to a legal person, except for cases when it is assigned, by the present law, the role of a main party. Before the superior commission of legal persons, conclusions are presented by the Attorney General of the Superior Court of Cassation.

CHAPTER VI – The Superior Commission of Legal Persons

99. With the Ministry of Justice, a superior commission of legal persons shall function, and shall fulfill the assignments provided by articles 19,.. , 27, 76, 78, 82, 101, 103 of the present law and any other assignments it shall be given by laws and regulations.

The secretariat of the commission shall write in a general register all the legal persons from the country falling under the provisions of the present law. To this purpose, each department is obliged to communicate to the superior commission the table of the legal persons falling under their control and supervision, and each year, the modifications to be brought to these tables, be it by the registration of newly recognized legal persons, or by the erasure of those to which this quality has been suspended.

100. The superior commission of legal persons shall function under the presidency of His Holy Highness the Metropolitan Bishop, and in his absence, of the Minister of Justice, and it shall be made up of the following members:

1. The Minister of Justice;
2. The minister of department or the ministers of departments representing the interests performed by the association or foundation interested in the matter inferred before the commission;
3. The Prime-President of the Superior Court of Cassation and Justice, or, in case of obstruction, the oldest section president of the same Superior Court.
4. The President of the Superior Audit Court and, in case of obstruction, an advisor appointed by the president;
5. The general director or the manager of the state institution, who serves an interest similar to that served by the association or the foundation brought before the commission;
6. The president of the Romanian Academy and, in case of obstruction, a member appointed by the president;
7. An * appointed by the Civil Hospitals' ...*
8. Two ..*,....* or administrators of one of the most important legal persons from the country, appointed by the Minister of Justice and by a royal decree;
9. The director of judicial affairs from the ministry of justice, who is also the secretary of the commission.
10. A university president appointed by the minister;
11. Two of the most famous lawyers in the country.

The Attorney General of the Court of Cassation participates in the commission only with a consultative vote. The mandate of the members appointed by the minister of justice is given for a period of five years.

101. The commission is working with the majority of the present members, according to the enforcement regulations of the law.

All decisions are given in writing and with specified motivation.

The commission is kept in order to call on the authorized representative of the interested legal person. The non-presentation of the legal person does not imply the right to a second call.

For the preparations of the works, the commission can elect a standing delegation made up of at most three members.

The commission can make up a standing delegation of at most three members in order to conduct inquiries or collect information necessary to its decisions and to supervise the execution of these decisions.

Yet, in no case this standing delegation can give decisions which are exclusively in the competence of the plenary commission.

CHAPTER VII – Unions, Federations or groups of legal persons

102. Two or more legal persons shall be able to form unions or federations.

These unions or federations cannot obtain legal status but from the Court of Appeal in the district of which they are to establish their main premises.

The approval of the superior commission of legal persons shall be obligatorily requested in all cases.

Legal status cannot be recognized unless it is found, from the point of view related to the achievement of the general aim, that the creation of the union or of the federation is necessary.

103. The procedure for obtaining the legal status is that stipulated at Art.3 of the present law.

The representatives of unions or federations are obliged to indicate, with the recognition and registration application, the number, the names and the premises of the legal persons it is made up of, and copies of the decisions recognizing each legal person.

104. Statutes of unions, federations and groups of legal persons must include the rules according to which the joining legal persons shall be represented in the administration council and in the general assemblies of those unions, federations or groups.

Statutes shall include also the conditions necessary for adhesion.

Their application shall not be admitted in case of disobeying these provisions.

CHAPTER VIII – Final Provisions

105. Regulations shall determine, in detail, the enforcement of the present law.

106. Provisions under Articles 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 38, 39, 44, 45, 53, 68, 69, 71, 72, 73, 74, 75, 76, 77, 79, 80, 81, 82, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100, 101, 102, 103, and 104 are of public order.

Special laws regarding associations or professional trade-unions remain in force, since they do not offend the public order provisions of the present law.

107. Any provisions contrary to the present law are and remain annulled.

REGULATIONS FOR THE ENFORCEMENT OF THE PROVISIONS STIPULATED BY THE LAW CONCERNING LEGAL PERSONS (ASSOCIATIONS AND FOUNDATIONS) OF THE 19TH OF APRIL 1924

CHAPTER I – GENERAL PROVISIONS

1. Associations and foundations, having non-profit or non-patrimonial aims, created and organized by individuals, shall obtain legal status on the basis of the law promulgated* by the royal decree No.452 of the 3rd of February and under the conditions established by the present regulations. (Law-Art.1).

2. Legal persons existing on promulgation of the law shall continue to function according to the provisions of the laws, decisions, or deeds that had constituted them, since these shall not be contrary to the provisions related to public order, as stipulated in the law concerning legal persons. (Law-Art.2)

3. Starting with the date the law for legal persons is promulgated, any modification of statutes or of constitutive documents or change of the association's or establishment's nature, any modification of the administration and control body, for the cessation or the dissolution of the legal person, for liquidation or goods' assignment both of the existing legal persons under private law, and of those to be subsequently created, all this shall not be made but in compliance with the provisions of the present law. (Law-Art.8).

4. Legal persons under private law cannot receive liberalities unless they are authorized to this purpose by a royal decree, given* on the basis of a journal of the council of ministers, further to the report of the minister in whose control falls the purpose of the institution. (Law-Art.10).

5. The following are excepted from authorization: initial contributions or donations, regular contributions and subventions from the Romanian State, from the counties, from the communes and, generally from any persons under private law, as well as gifts/presents handed in cash or objects/in kind*.

In these latter cases, management of the legal person shall be obliged to ..issuing individual bills from a "cu matca" register. (Law-Art.32).

6. Concerning contributions received in cash, effects* or articles of whatever kind by means of appeal/call on to/the public charity, it is to be proceeded according to the provisions stipulated in the law regarding the settlement and control of appeals to the benevolent contribution of the public, promulgated in the Official Gazette No.51/8th of June 1923. (Law-Art.32).

CHAPTER II – Obtaining legal status and registration of legal persons

7. Legal status is given* to associations and establishments having non-profit and non-patrimonial aims, by the civil court in the district of which those were created, on the basis of the request of those interested. (Law-Art.86.)

8. The request for obtaining legal status shall be signed:

- a) for associations, by the founding members, by the management or by 7 associates;
- b) for foundations, only by the founder, when the foundation is created by documents between living persons, and after his death and for testamentary foundations, by the management and administration bodies, or by the ministry in the competence of which the aim of the association or establishment falls.

The request shall be handed in to the court by all the signers or by one of them. (Law-Art.86 and 87).

9. The request for obtaining legal status shall contain:

1. The title and the name of the legal person;
2. Objectives and aim;
3. Its main premises and branches, if the case*
4. The name, the profession and the residence of the persons who, under whatever title are responsible for management or administration;
5. The date of the constitutive documents of the foundations or the associations. (Law-Art.85)

10. The request for obtaining legal status shall be accompanied by:

- a) three legal copies of the authentic constitutive document and of the statutes, and if the aim of the legal person falls in the competence of two or more ministries, a sufficient number of copies shall be added;
- b) a copy of the documents appointing or electing the management and administration bodies, when this was done after the constitution;
- c) a certified copy of the meeting's report, when adoption of statutes or appointment of the administration body was made in a general assembly. (Law-Art.87).

11. After the Court finds that the forms and the requirements of the above articles are fulfilled, it shall ask, in writing, the approval of the ministry in the competence of which the aim of the association or establishment falls, attaching at the same time, a copy of the statutes and of the constitutive documents.

In case the aim of the legal person falls in the competence of two or more ministries, it shall ask their approval also. (Law-Art.3 and 89).

12. Once it has been notified, the respective ministry shall proceed to the necessary examinations, giving its approval within 15 non-working days from the receipt of the courts letter.

The consent of the ministry shall contain the necessary information on the use of the association or establishment, and also whether the constitutive document and the statutes contain all the necessary provisions enabling the achievement of its aim and the proper management of funds.

If, when requesting acquiring legal status, the association or establishment is already in function, it shall also describe its activity in relation with its aim and with the provisions of the statutes and of the regulations, on the basis of which it had functioned.

Together with the approval/agreement, the ministry shall send back/remit to the court the copy of the statute and of the constitutive document that were sent to it. (Law-Art.3 and 89).

13. After receipt of the competent ministry's agreement or after expiry of the term provided under the previous article, the court settles the date of the trial, summoning the competent ministry and the persons having signed the request, to the declared premises of the association or establishment. (Law-Art 3 and 89).

14. In due time, the court shall examine within the council chamber whether the documents submitted in order to obtain legal status meet the conditions provided by the law and the regulations concerning legal bodies and, after hearing the parties and the conclusions of the competent ministry's delegate and of the public ministry, it shall pass the verdict in a public session.

In case of admission of the request, it shall order also the registration of the legal body in the respective register.

Non-presentation of oral or written conclusions by the competent ministry is considered favorable for the creation of the legal body. (Law-Art.3 and 89).

15. Verdict is given with no opposition right and with appeal within 10 non-working days from its pronouncement.

Appeal is declared by the interested parties, by the public ministry or by the respective ministry at the court clerk's office and is tried with the same procedure as in court, within at most 15 days from its declaration.

The decision of the Court is not submitted to opposition, but only to appeal, within 15 days from its pronouncement. (Law-Art.90).

16. The admission decision of the court remained final, shall be recorded in the special register for legal bodies, by the care of the court's clerk.

Only after fulfilling this formal act the legal body shall have legal status. (Law-Art.4 and 90).

17. Recording in the special register shall comprise, in addition to the documents included in the file, all the information required in Articles 9 and 10 of the Regulations, as well as the date and number of the decision which authorized and ordered the recording.

Reference about this recording shall be made on all three copies of the statutes and constitutive documents required by Art.10, letter a (Law-Art.91).

18. After recording the final decision in the register for legal bodies, the clerk's office is obliged:

- a) to see to publishing, with no delay, the text of this recording in the Official Journal and in 2-3 more frequent newspapers, on the persistence and on the account of those interested;
- b) to transmit to the competent ministry a copy of the registration decision, accompanied by a copy of the statutes and of the constitutive documents, with the reference provided by the last paragraph of the previous article.

A second copy of the statutes and of the constitutive document shall be issued to the leadership of the legal body, and the third copy shall be kept to the respective file. (Law-Art.92).

19. The management bodies or the liquidators of the legal body and any interested person shall immediately declare to the court's clerk, for recording in the legal persons' register and for publication:

1. Any change in the statutes and, in general, of the organization or the aim of the legal body, as well as its cessation, dissolution or liquidation;
2. Any change concerning the composition, the assignments, the change of residence, the appointment and the replacement of the management, administration and liquidation bodies.

The persons appointed above shall see, at the same time, to the necessary publishing.

Once with the recording declarations, all justifying documents necessary to support the request shall be forwarded to the court's clerk. (Law-Art.93).

20. In case of change of residence, all subsequent recordings and registrations required by the law shall be made at the court's clerk of the new residence.

In this case, the management of the legal body shall request to the court of the former premises/office, on the basis of the document deciding the change of residence, to erase the registration in its register and, at the same time, to communicate to the court of the new residence, in order to be registered again, a certified copy of all the notes registered in the register of the court of the former premises/office until the date the association's or establishment's residence is changed.(Law Art.93).

21. An establishment created by a legal body cannot have a status distinct from that of the legal body which created it, unless it is formally recognized this, under the conditions established by the law.

Legal status cannot be recognized to associations and foundations having an illicit objective, against public order or morals, or are created to fulfill such a purpose. (Law Art. 5 and 6).

CHAPTER III – Constitution, organization, functioning and cessation of legal bodies

22. Organizations which can obtain legal status, on the basis of the law, are classified into associations and foundations. (Law Art.31).

23. An association is the convention on the basis of which several persons put in common, on a permanent basis, their material contribution, their knowledge and activity in order to fulfill a purpose that does not pursue pecuniary or patrimonial benefits.

The aim of such associations can be purely ideal, they can meet the general interests of the community or of only one social category to which the associates belong, or, at last, they can meet the personal, non-patrimonial interests of the associates. (Law Art.31).

24. A foundation is the act by which a natural or legal person makes up a patrimony distinct and autonomous from his own, and dedicates it, generally on a permanent basis, to the fulfilling of an ideal purpose, of public interest. (Law Art.66).

A. Constitution

25. Constitution of associations and foundations between the living, with a view to obtaining legal status, shall be made only on the basis of authentic documents.

The following shall be also made in authentic form: statutes, which shall accompany the constitution document of the association, as well as the documents or any other papers that might accompany the foundation document, and any other subsequent changes brought to these documents. (Law Art.33 and 67).

26. Testamentary foundation shall be created according to one of the forms provided for wills/testaments. (Law Art.67).

27. Constitutive documents shall compulsorily contain:

1. For associations:
 - a) the name of the association;
 - b) the main office;
 - c) the names and the material contributions of the founders: in cash, in effects and in any kind of goods, with the evaluation of the current price, that make up the initial patrimony of the association;
 - d) the number and the names of the persons who make up the association, as well as of those who make up the management body and the control committee, specifying their profession, residence and nationality.
2. For foundations:
 - a) The aim
 - b) The patrimony constitution. (Law Art.34 and 72).

28. Association's or foundation's statutes shall compulsorily contain:

- a) the name of the association or foundation;
- b) the aim and purpose;
- c) the duration;
- d) the main office and branches, if any;
- e) the way the management, administration and control bodies are made up and their working.

As for associations, statutes shall specify also the way the initial patrimony is completed, as well as the way that periodical contributions are established. (Law Art.33,34,and 73).

29. The association, in order to obtain legal status, shall be made up of at least 20 members and shall present in its statutes an organization from which it should result the co-operation wish, regardless of the associates' wish as individuals, and the constitution of a patrimony distinct and autonomous from the individual patrimony of each associate.

The social founding patrimony must be up to achieve at least partially the aim for which the association has been created.

The statutes of the association shall provide the forms and the conditions for the admission of the members as to their age, sex, profession, etc.

All the same, the cases of exclusion, the procedure to follow and the rightful body to pronounce it. In the absence of such statutory provisions

the exclusion cannot be pronounced but by the general assembly with a 2/3 majority of the members present.

The associate can withdraw at any time of the association, provided he communicates his request to the management at lest six months before the end of the social year. (Law Art.32.).

30. It is specified that, concerning the conditions fro the admission of members in associations of professional type, statutes shall have to fully obbey the special provisions of Article 2, paragraph .., Article 4 and Article 60 of the Law on professional trade-unions, published in The Official Gazette no.41/May 26, 1921.(Law art.106).

B. Organization

31. Associations and foundations are led by management and administration bodies and controlled by their own checking bodies, in addition to the control exerted according to the law by the respective ministries. (Law Article 35).

32. The associations' statutes or the documents which will regulate the foundation's organization shall have to specify in an accurate way the composition and the assignments of the administration board,of the management and of the control bodies. (Law Art. 37 and 72).

33. The administration board shall work within the rights conferred by statutes or the powers it is assigned by the general assembly.

On the modification or elaboration of the foundation regulations, the provisions of the present regulations concerning the organization and functioning of legal bodies shall be taken into account. (Law Art.78 and 79).