

ROLDA Denmark Constitution Act

Name:

The name of the organization is ROLDA Denmark.

The organization may not change its name. Failing to respect this leads to organization being immediately wound up.

Purpose:

ROLDA Denmark was created to support exclusively the activity of the global entity ROLDA (Fundatia ROLDA, CUI 18416340 at address Str Carol I nr 5 Smardan jud Galati Romania), as it is defined in the *Global Trading and Operating Agreement* signed between the two entities.

The goals of ROLDA are to help animals in Romania and in the communities around the World affected by natural or human-made disasters. The organization may not change its purpose. Failing to respect this leads to organization being immediately wound up.

Independent of signing the Global Trading and Operating Agreement, it is the duty of ROLDA Denmark to share the name (word ROLDA) and the logo identity as stated in Global brand licensing agreement signed separately for the regimentation of trademark rights.

Visions and goals:

ROLDA's ultimate goal is to achieve one day a homeless animal population of nil, with every pet appropriately microchipped and added to the national registry, enforcing the legal responsibility between pet and owner. In terms of mentality, our goal is to see every pet considered as full time family member. Whilst this objective may take decades to achieve, we will never give up. In the meantime, we do everything we can with the resources we have to improve the quality of life of those animals in our care and those living wild.

Values:

1. We believe humanity has the incredible gift of sharing our world with amazing creatures that inspire, in any decent human being, a profound sense of affection and wonder. Humanity has a moral responsibility to act as guardians of the natural world and all its inhabitants. Romanian dogs are innocent, defenseless and want only to love us back. We believe they share the same right to life, safety and happiness as any human being. ROLDA opposes the animals abandon, condemn all forms of animal cruelty and abuses, illegal live animals transports and puppy mills.
2. In particular, ROLDA opposes the illegal public and private shelters across Romania, where animals suffer because people greed and transporters who smuggle Romanian dogs across Europe disrespecting the laws and animals welfare.
3. ROLDA advocates an end to the use of animals in research and testing that is harmful to the animals.

4. ROLDA opposes the use of animals in elementary or high school lessons, experiments, science fair competitions, or other projects that directly or indirectly cause death, pain, or distress to animals.
5. ROLDA opposes any cloning of animals for commercial purposes, whether for use as pets or in research or agriculture. The commercial cloning of animals is an abuse of humanity's power over the animal world. And, like all abuses of power, it should be prohibited by law.

Methods:

1. ROLDA policy is rescue, shelter, rehabilitate and rehome.
2. Once an animal arrives with our rescue team in Romania and their wounds are treated, they undergo a quarantine period in which they're kept safe, well-fed and as comfortable as possible alongside receiving broad-spectrum vaccinations. This procedure is necessary to protect both the welfare of the animal and those already in our care plus the caretakers/volunteers. It also helps prevent the spread of diseases.
3. Once cleared, they go on to join our community within one of our two shelters for dogs and one shelter for senior/disabled cats, in which they can be physically and emotionally rehabilitated and recover from any illness or injury. They will stay with us until a new home can be found. Some may stay with us for the rest of their lives due to behavioral problems or being unfit to travel. ROLDA becomes their home and our wonderful shelter caretakers become their humans. We never put to sleep healthy animals and we never let down an animal which needed immediate care.

Activities and organization of work :

1. The activity of ROLDA Denmark, acting as a "supporting organisation", relates to ROLDA Romania campaigns and projects. The activities of ROLDA Denmark consist in spreading awareness, organising fundraising activities and obtaining donations for the various projects that ROLDA Romania is undertaking. In addition to these, ROLDA Denmark has a pivotal role for expanding our international adoption program. The board of ROLDA Denmark will take the necessary decisions as per the trading agreement.
2. The activities performed by ROLDA Denmark are within Denmark. At the inception of the association, there is no formal office, thereby the chairman's address is to be used (in the municipality of Copenhagen).

Powers:

ROLDA Denmark has the power set in the trading agreement to further its purposes.

Membership:**Appointment of Board members:**

1. Apart from the first Board member, every member must be appointed by a resolution passed at a properly convened meeting of the Board of Members.
2. The board shall consist of minimum 3 members.

3. In selecting individuals for appointment as board members, the Board of Members must have regard to the skills, knowledge and experience needed for the effective administration of ROLDA Denmark.
4. Appointment of board members does not have a set duration.

Voting members of ROLDA Denmark:

1. The only persons eligible to be voting members of ROLDA Denmark are its Board members. Power of voting for ROLDA Denmark cannot be transferred to anyone else.
2. The fee for being a voting member is DKK 0.

Information for new voting members:

The Board of Members will make available to each new member, on or before his or her first appointment:

1. A copy of the current version of the Constitution Act.
2. A copy of ROLDA Denmark's latest Board Annual Report and statement of accounts.

Informal or associate (non-voting) membership

1. The Board may create associate or other classes of non-voting membership, and may determine the rights and obligations of any such members (including payment of membership fees), and the conditions for admission to, and termination of membership of any such class of members.
2. Other references in this constitution to "members" and "membership" do not apply to non-voting members.
3. The fee for being a non-voting member will be defined later by board decision.

Decisions which must be made by the voting members of ROLDA Denmark

1. Any decision to:
 - a. amend the bylaws of ROLDA Denmark;
 - b. decide which programs or activities from Denmark and Romania are financed by ROLDA Denmark;
 - c. wind up or dissolve ROLDA Denmark by transferring its business to another charity with similar activity;is chosen by unanimous agreement of its voting members and must be within the terms of the trading agreement.

Retirement and removal of a Board member

1. A member ceases to hold office if he or she:
 - a. retires by notifying ROLDA Denmark in writing
 - b. is absent without the permission of the members from all their meetings held within a period of six months and the members resolve that his or her office be vacated;
 - c. dies;

- d. in the written opinion of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a board member and may remain so for more than three months;
 - e. is disqualified from acting as a member;
2. Any person retiring as a member as described at point a. is eligible for reappointment

Exclusion:

Exclusion of a voting member

1. A voting member may be removed by unanimous vote of the remaining members if sufficient cause exists for removal. Exception makes the Founder of ROLDA which is a board member of ROLDA Denmark and can't be vote to be removed from the board, but can resign. In the event this clause is found to be noncompliant, the Founder shall remain a member of the board for 25 years from the date of adoption of this Constitution act. The next President/s (other than the Founder) can be removed by unanimous vote of the remaining directors if sufficient cause exists for removal.
2. A voting member is immediately excluded from the board as per article (4 l) from the Trading agreement.

Economy:

Usage of the funds:

1. All funds raised will be donated to ROLDA Romania. No to minimal expenses are expected. When organising fundraising events, adequate permits are to be requested from the municipality. There is no membership fee requested from the volunteers or the board members of ROLDA Denmark.
2. Our work cannot happen without the generosity and kindness of animal lovers who support our cause across the globe. We cannot ever fully express our gratitude, though it's apparent in the happy faces of those animals we've saved. We can, however, promise to:
- ✓ Conduct a yearly financial review to ensure our funds are being used in the most effective way.
 - ✓ Be completely transparent in our spending and communication.
 - ✓ Publish our annual accounts and budget.
 - ✓ Provide regular updates about our work and the animals we have helped.

Application of the income and property:

1. None of the income or property of ROLDA Denmark may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any of its members.

Benefits and payments to charity trustees and connected persons:

1. No charity trustee or connected person may:
- a. Buy or receive any goods or services from ROLDA on terms preferential to those applicable to members of the public;
 - b. Sell goods, services, or any interest in land to ROLDA;
 - c. Be employed by, or receive any remuneration from ROLDA;

- d. Receive any other financial benefit from ROLDA.

Financial policy will be defined later and approved by board decision to include procedure about opening bank account, number of signatories for financial transactions. Financial policy must be within the limits of the trading agreement.

Conflicts of interest and conflicts of loyalty:

A member (including but not restricted to founding member and board member) must:

1. Declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with ROLDA or in any transaction or arrangement entered into by ROLDA which has not previously been declared; and
2. Absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of ROLDA and any personal interest (including but not limited to any financial interest).

Any member absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the member on the matter.

Considering that the presence of the ROLDA Founder in the board of different supporting organizations of ROLDA (including Fundatia ROLDA) is well known by all the other board members, trustees and directors, this can't be further perceived as a conflict of interest.

Board of members meeting

Recurrence

1. A meeting of the Board of members should occur at least once a year.
2. The quorum should be of $\frac{2}{3}$ of the Board.
3. Formal members and informal members are not allowed to participate unless there is a reason, e.g., a presentation or an exclusion.
4. Online meetings are accepted.

Notice of a Board of members meeting

1. All Board members must be informed by email at least 14 days before a Board of members meeting is held. Failure to comply with it results in the annulment of any decision taken during the aforementioned meeting.

Agenda for a Board meeting

1. The Board meetings are conducted as follows:
 - a. A conductor is elected by the attending members
 - b. A rapporteur is elected by the attending members, the rapporteur cannot be the conductor.
 - c. Discussion of the received proposals

Validity of a Board meeting:

1. A board meeting is considered valid if:
 - a. The notice was given on due time;
 - b. The minutes of the meeting are written and approved by the meeting's conductor and 2 other attending members.

General meeting

Recurrence

1. An ordinary general meeting must occur within every civil year.
2. The quorum shall be of $\frac{2}{3}$ of the voting members are present.

Notice of a general meeting

1. All members must be informed by email at least 14 days before a general meeting is held. Failure to comply with this results in the annulation of any decision taken during the aforementioned meeting.

Agenda for general meetings

1. The ordinary general meetings are conducted as follows:
 - a. A conductor is elected by the attending members
 - b. A rapporteur is elected by the attending members, the rapporteur cannot be the conductor.
 - c. The report of the chairman is voted for approval by voting members
 - d. The approval of accounts is conducted
 - e. Election of the following year chairman, treasurer, auditor etc..
 - f. Discussion of the received proposals

Extraordinary general meeting

1. An extraordinary general meeting can be called at least 2 months after the previous general meeting, ordinary or not.
2. An extraordinary general meeting can be called if $\frac{1}{2}$ of the voting members demand it.

Validity of a general meeting meeting:

1. A general meeting is considered valid if:
 - a. The notice was given on due time;
 - b. The minutes of the meeting are written and approved by the meeting's conductor and 2 other attending members.

Amendments to the Constitution Act

Amendments to the constitution act can be made only within the frames of the Trading agreement and adopted with unanimous votes at the general meeting.

Liability of members to contribute to the assets of ROLDA if it is wound up:

If ROLDA is wound up, its members have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

Any money or property remaining after payment of debts must be transferred immediately to Fundatia ROLDA (CUI 18416340) at Str Carol I nr 5, com Smardan, jud Galati, Romania) as unanimously agreed by ROLDA members upon acceptance of these bylaws.

Signed by all members of the board

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(Signature)

Full name Elena Daniela Costin

Date 21 May 2025

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(Signature)

Full name Ida Speyer

Date: May 19th 2025

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(Signature)

Full name Lisa Högberg

Date May 21st 2025