

# **By-Laws of The Romanian Association for Wind Engineering**

## **CHAPTER ONE                      General Provisions**

Article 1 - This organization is named The Romanian Association for Wind Engineering, and is duly established as a non-profit seeking, non-political and independent organization, with public benefit, established under OG no. 26/2000, as subsequently amended and supplemented and in accordance with the provisions of the herein By-laws.

Article 2 - The organization is established for an indefinite period of time and creates its head office in Bd. Lacul Tei, nr. 122-124, cod 020396, Sector 2, București. The head office may be relocated based on the decision of the Board of Directors, in compliance with legal provisions.

Article 3 – The organization may set up branch offices in other areas within the country, may establish collaborations with similar organizations or may join unions or federations with other institutions, legal entities or individuals in the country or abroad in order to achieve its intended purpose.

## **CHAPTER TWO                      Objectives**

Article 4 – (1) The objects for which this Association is established is to create the framework for the acquisition and dissemination of research in the field of wind engineering in Romania. The main objective is to integrate wind engineering related research individuals and groups, promote their research results to practice application, provide consulting services on wind engineering related issues, and strengthen the interaction with other wind engineering associations world-wide.

(2) The functions of this Association shall be as follows:

- a. to study, develop and expand the academy of wind engineering as well as the related science and technology.
- b. to collect books, periodicals, laws, regulations and other materials dealing with wind engineering for research and development (R&D);
- c. by accepting an entrustment commissioned by the public or private organizations, to study and answer questions arising in academy or in practice in regard to wind engineering, and also to render technical consultation services;
- d. to render comments on academy, law, regulations and education in regard to wind engineering for the governmental competent authorities to take into consideration and application;
- e. to contact and connect with domestic and/or foreign wind engineering groups for the exchange of technology materials;
- f. to publish and circulate magazines, brochure, gazette and a library of books or writings dealing with wind engineering,
- g. to organize scientific sessions and conferences, and
- h. to undertake other matters in connection with wind engineering.

## **CHAPTER THREE                      Funds**

Article 5 – The initial fund of the organization consists of the initial asset, constituted by the cash contribution of the founding members, with a total value of 240 lei.

## **CHAPTER FOUR                      Membership**

Article 6 – (1) Any individual or legal entity, domestic or from abroad, who is morally and/or financially supporting the organization may become member of the Association.

(2) Members of tis Association are classified as:

- a. Founding members – acquire membership when establishing the Association.

- b. Individual members – acquire membership, through recommendation of an existing member, by filing an application which will be submitted to approval of the Board of Directors of this Association and upon payment of the required membership fees. In case of denial of membership, the Board of Directors is not obliged to motivate its decision. Any one, who is engaged in the academy study, technology application, or codification work in connection with wind engineering, upholds the objects of this Association and is willing to perform obligations and duties imposed upon a member of this Association may become an individual member.
- c. Group members – acquire membership by filing an application which will be submitted to approval of the Board of Directors of this Association and upon payment of the required membership fees. In case of denial of membership, the Board of Directors is not obliged to motivate its decision. The approved group member is required to appoint a representative so as to exercise its member’s rights granted hereunder.
- d. Honorable members – acquire membership through the recommendation and approval of the board of Directors by majority vote. Any person, who has had special contribution to the undertakings or academic studies in regard to wind engineering, or to the activities of this Association, may become o honorable member.
- e. Sponsoring members – acquire membership through the recommendation and approval of the board of Directors. Any one, who upholds the object of this Association and contributes funds or uses other means to sponsor this Association, or joins in undertaking research or related activities with this Association, may become a sponsoring member

Article 7 – Membership of a member in the Association is removed if any of the following situations apply:

- a. the member is dead or the legal entity ceases to exist;
- b. the membership of the member is terminated; renouncing of membership shall be addressed in writing to the President of the organization.
- c. the member is subjected to membership removal resolved by the Members’ Meeting, with the prior hearing of the person concerned.

Article 8 – Where any member has committed immoral behavior, damage to the reputation of this Association or has failed to perform a member’s obligation or duties imposed hereunder shall be subjected to warning or membership suspension resolved by the Board of Directors, or subjected to membership removal resolved by the Members’ Meeting by the vote of 2/3 of the members present.

Article 9 – Any member who voluntarily intends to withdraw from this Association is required to file with this Association a written application at least 30 days in advance, and his voluntary withdrawal shall take effect upon the approval of the Board of Directors.

## **CAP. 5 Rights and duties of members**

Article 10 – Members of this Association shall enjoy and exercise the following rights:

- a. for individual members: the right of speaking, electing, voting and being-elected.
- b. for group members: the right of speaking and electing; group members do not have the right of being elected.
- c. for sponsoring and honorable members: the right of speaking.
- d. for all members: the rights of attending various activities conducted by this Association and of renouncing their membership.

Article 11 – Members of this Association shall perform the following obligations and duties:

- a. to observe the provisions of the By-laws of and all resolutions reached by this Association;
- b. not to cause any moral and / or material prejudice to the Association;
- c. to assume offices appointed, or missions assigned by this Association;
- d. to pay membership fees due and payable; and
- e. to assist in developing and promoting the business of this Association.

Article 12 – Members of the Association are not personally responsible for the acts or actions of the Association. The Association alone is in charge of its own property for damages to third parties through its acts or deeds.

## **CAP. 6            Organization, officers, control**

Article 13 – (1) The governing, management and control bodies of the Association are the Members' Meeting, the Board of Directors and the Supervisor or, as the case may be, the Board of Supervisors.

(2) Within this Association, the Members' Meeting is the organ having the supreme power, the Board of Directors is the organ having the executive power, and the Supervisor or, as the case may be, the Board of Supervisors is the organ having the supervising power.

Article 14 – (1) The Members' Meeting is the organ having the supreme power and is made up of all members of the Association.

(2) The functions of the Members' Meeting shall be as follows:

- a. approving the strategy and general objectives of the Association;
- b. to elect and recall the President, the Board of Directors, the Secretary General, the Executive Secretary and the Supervisor or, as the case may be, the Board of Supervisors;
- c. to pass and amend the By-laws and the Constitutive Act of the Association;
- d. to pass and approve the rate of admission fees and regular membership fees;
- e. to pass and approve annual operating projects, budget and final statement;
- f. to pass and approve disposal of properties
- g. to pass and approve dissolution of this Association as well as determination of the destination of the remaining assets after liquidation;
- to propose and approve honorable members;
- h. to establish subsidiaries;
- i. to pass and approve other important matters regarding member's duties and rights.

(3) The Members' Meeting convenes in ordinary and extraordinary sessions as follows:

- a. in ordinary session, yearly;
- b. in extraordinary session, whenever important issues need to be resolved.

(4) The convocation of the Members' Meeting in ordinary session shall be made by the Board of Directors, in writing, by classical (letter) or electronic (e-mail) methods, at least 15 days before the date of the meeting. The convocation shall specify the day, the time and place of the Members' Meeting, as well as the agenda.

(5) The convocation of the Members' Meeting in extraordinary session is made by the Board of Directors, by the President or at the proposal of a third of the members of the Association, whenever necessary.

(6) The Members' Meeting is valid if at least 1/2 of the total members of the Association are present. The resolutions of the Members' Meeting shall be made with the concurrence of the votes of at least half plus one of the number of members present.

(7) Each member is entitled to one vote. In case of equality, the President decides.

(8) Debates and decisions are recorded in a special register by a secretary appointed by the Board of Directors.

(9) The presidency of the Members' Meeting belongs to the President of the Association.

(10) Resolutions taken at the Members' Meeting are also mandatory for members who have not taken part in the Members' Meeting or voted against.

(11) The following resolutions of the Members' Meeting shall be made with the concurrence of the votes of at least 2/3 of the total present members.

- a. to pass and amend the By-laws;
- b. to recall the President, the Board of Directors, the Secretary General, the Executive Secretary and the Supervisor or, as the case may be, the Board of Supervisors;
- c. to dispose of property;
- d. to dissolve this Association;
- e. to determine other important matters relating to rights and obligations of members.

Article 15 – (1) The Board of Directors ensures the enforcement of the Members’ Meeting decisions. Any person who has been a member of the association for at least three months, and is at least 21 years old on the day of the election and with up to date fees payment, may be elected to the Board of Directors

(2) The duties of the Board of Directors shall be as follows:

- a. to present to the Members’ Meeting the activity report for the previous period, the execution of the revenue and expenditure budget, the balance sheet, the draft income and expenditure budget and the draft of the association's programs.
- b. concludes legal acts in the name and on behalf of the association
- c. to call and hold the Members’ Meeting and to execute resolutions thereof;
- d. to execute resolutions of the Members’ Meeting;
- e. to pass the applicant’s admission to this Association;
- f. to vote and approve the resignation of the President, the Board of Directors, the Secretary General, the Executive Secretary and the Supervisor or, as the case may be, the Board of Supervisors
- g. to retain and fire staffers;
- h. to make out internal operational rules in this Association;
- i. to make out rules for various activities and rates of charge; and
- j. to carry out other matters within the authority of the Board of Directors.

(3) The Board of Directors shall be thus organized: 1 (one) President, 2 (two) Vice-Presidents, 1 (one) Secretary-General and 1 (one) Executive Secretary. The President is obliged to perform his duties in accordance with the needs of the Association and, if the President is unable to perform his duties, may appoint a Vice-President to act on his behalf; in the absence of an appointment, the Vice-Presidents will designate one of the Vice-Presidents to act on behalf of the President. All members of the Board of Directors have the obligation to attend the Board meetings. If the President or any of the Vice-Presidents has been dismissed, the election of a new President or Vice-President must take place within a maximum of 90 days.

(4) If the President or any of the Vice-Presidents has been dismissed, the interim shall be ensured by a member of the Board of Directors established by the majority vote of the members of the Board of Directors.

Article 16 – The Supervisor or, as the case may be, the Board of Supervisors, performs the financial control of the Association. The Board of Supervisors consists of an even number of members. The members of the Board of Directors cannot be supervisors. At least one of the Supervisors must be an authorized accountant under the law.

(2) The duties of the Supervisor or, as the case may be, Board of Supervisors shall be as follows:

- a. to verify the administration of the funds of the Association;
- b. to draw up reports and submit them to the General Assembly;
- c. to audit the annual project, budget and final statement;
- d. to carry out other matters within the authority of the Board of Supervisors.

(2) An Executive Supervisor will be chosen from censors. If the Executive Supervisor is unable to carry out his duties, he may appoint a Supervisor to act on his behalf; in the absence of an appointment, the Supervisor will designate one of the Supervisors to act on behalf of the Executive Supervisor. All supervisors have the obligation to attend the meetings of the respective Board. If the Executive Supervisor has been dismissed, the election of a new Executive Supervisor must take place within one month.

Article 17 – (1) This Association shall have 1 (one) President, 2 (two) Vice-Presidents, 1 (one) Secretary-General, 1 (one) Executive Secretary and 1-3 (one-three) Supervisors elected by secret vote within the Members’ Meeting. The Association may name assistant secretaries to handle commercial activities as appropriate.

Article 18 – (1) The President of the Association is elected by the Members’ Meeting with a full term of office of 2 years. The mandate can be renewed only once. The President deals with the current activities of the Association between the meetings of the Board of Directors. He holds and presides

over the Board of Directors and represents the Association in justice as well as all civil acts of the Association.

(2) The first President is appointed by the constitutive act of the Association.

(3) The President may nominate councillors to be used by the Board of Directors when deemed necessary.

Article 19 – (1) All members of the Board of Directors of this Association shall have no rewards.

(2) The term of office for Vice-Presidents and Supervisors shall be two (2) years but both are eligible for re-election without limit of times.

(3) The Secretary General is elected by the Members' Meeting with a term of office of 2 (two) years, being eligible for re-election without limit of times.

(4) The Executive Secretary is elected by the Members' Meeting with a term of office of 2 (two) years, being eligible for re-election without limit of times.

Article 20 – Various committees for research development, education training, consulting services, etc. under this Association may be set up to meet the needs of business development.

Article 21 – (1) The President will convene the meeting of the Board of Directors every six months at most. The Executive Supervisor will convene the meeting of the Board of Supervisors every six months at most. The resolutions of the Board of Directors or of the Board of Supervisors shall be made with the concurrence of a majority of votes if attended by more than one half of the total members of the Board of Directors or the Board of Supervisors, respectively.

(2) The members of the Board of Directors and of the Board of Supervisors have the obligation to attend the meetings of the respective meetings. If a member of the Board of Directors or of the Board of Supervisors does not attend two consecutive meetings, shall be proposed to be removed from office, approved by the majority vote of the Members' Meeting, except in justified cases.

Article 22 – The office of a member of the Board of Directors or of a Supervisor of this Association shall be removed in any of the following situations:

1. if the membership is removed;
2. if a voluntary withdrawal has been approved by the Board of Directors;
3. if a member of the Board of Directors or a Supervisor has been recalled or dismissed;
4. if the office of a member of the Board of Directors or a Supervisor has been order to suspend for more than one half of his term.

## **CAP. 7            Operational Funds**

Article 23 – The operational funds of this Association shall be derived from the following sources:

- a. funds derived from members' contributions, as established by the Members' Meeting resolutions are as follows:

individual members <sup>*)</sup> :	admission fee (50 RON); annual member fee (100 RON);
group members:	admission fee (100 RON); annual member fee (300 RON);

<sup>\*)</sup> a 50% discount will be applied for students

- b. donations, subsidies and sponsorship related to individuals, foundations, associations and commercial companies.
- c. revenues obtained from the state budget and / or from local budget;
- d. revenues from direct economic activities carried out for self-financing;
- e. other incomes.

Article 24 – The accounting is organized according to the legal provisions.

Article 25 – The fiscal year of the Association will start and end under the terms of the law.

Article 26 – Within two months prior to (or after) the close of each fiscal year, the Board of Directors shall prepare the budget (or final financial statement) to be audited by the Board of Supervisors and after

auditing submit same to the Members' Meeting for approval, and also report same to the competent authority for record. In case the members' meeting cannot be convened timely, the budget shall be first reported to the competent authority, and then ratified by the members' meeting. However, the final financial statement must be first audited by the Board of Supervisors, and then the result of auditing together with the final statement shall be submitted and reported to the members' meeting for approval.

## **CAP. 8           Dissolution of the Association**

Article 27 – The association is dissolved in the following instances:

- a. by law;
- b. by the decision of the Members' Meeting;
- c. by court order.

Article 28 – The Association dissolves lawfully through:

- a. the impossibility of achieving the purpose for which it was established, if within 3 months of this fact there is no change of purpose;
- b. the impossibility of setting up the Members' Meeting or the Board of Directors in accordance with the statute of this Association, if this situation presents itself for more than 1 year from the date when, according to the statute, the Members' Meeting or the Board of Directors, respectively, should have been constituted.
- c. Reduction of the number of members below the limit set by the law if it has not been completed for 3 months.

Article 29 – The Association may also be dissolved by resolution of the Members' Meeting. Within 15 days from the date of the dissolution hearing, the minutes in authentic form shall be filed with the court in whose territorial jurisdiction their headquarters is located, in order to be entered in the Register of Associations and Foundations.

Article 30 – The association is dissolved by court order, at the request of any interested person, whether physical or legal:

- a. when the purpose or activity of the Association has become illicit or contrary to public policy;
- b. when the realization of the purpose is pursued by means illicit or contrary to public order;
- c. when the Association pursues a purpose other than that for which it was established;
- d. when the Association becomes insolvent;
- e. if the Association, due to the nature of the proposed purpose or objectives, is to carry out activities for which, according to the law, prior administrative authorizations are required, such activities may not be initiated, under the sanction of dissolution by court, only after obtaining the respective authorizations.

Article 31 – The dissolution of the Association has the effect of liquidating it under the law.

Article 32 – (1) In the event of dissolution, all remaining assets of the Association shall not in any way belong to an individual or a private company, but belong to local autonomous institutions belonging to the location in which the Association operates or organizations or groups appointed by the competent authority.

(2) If, within 6 months of the dissolution, the liquidators failed to pass the goods under the conditions of par. (1) and where the statutes of the association do not provide for a procedure for the transfer of property or if the provision is contrary to public law or order, the goods remaining after the liquidation shall be assigned by the competent court to a legal entity of the same or similar purpose.

## **CAP. 9           Final Provisions**

Article 33 – This Statute is valid for the duration of the Association's operation, and its modification is to be made only in written form and in compliance with the present Statute and legal regulations.

Amendments to this Statute require a majority of 2/3 of the votes of the Members' Meeting.

Article 34 – As regards all matters not provided for in the Statute of the Association, the applicable legal provisions will apply.

Article 35 – The Statute of the Association enters into force after the approval of the Members' Meeting and after registration with the Ministry of Justice.

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