

STATUTE OF THE ROMANIAN ENVIRONMENT ASSOCIATION

THE ROMANIAN ENVIRONMENT ASSOCIATION - 1998

- STATUTE -

CHAPTER I

GENERAL PROVISIONS

Article 1

“**The Romanian Environment Association - 1998**”, abbreviated **ARM**, is organised based on the provisions of the Governmental Ordinance 26/2000 on associations and foundations and those of the Law of Employers 356/2001, by reorganising and changing the name of the National Association of Environmental Managers and Auditors founded in 1998 and registered in the National Register of NGOs under 1041/A/1998.

The abbreviation **ARM** shall be used in all official documents of the association.

ARM is a professional and employers' association, legal person of private law, autonomous, nongovernmental, non-profit and apolitical, displaying distinctive signs and logo.

Article 2

ARM has its main office in Bucharest, 1G, Vasile Milea Boulevard , District 6.

The main office of the association may be changed by decision of the Coordination Council.

Article 3

The association is set up on an unlimited period of time.

CHAPTER II

AIMS AND OBJECTIVES

Article 4

ARM is a professional and business association that brings together specialists from public environmental authorities, central and local public administration, researchers, professors and specialists developing activities in the field of environmental protection, as well as economical operators whose activities are directly connected to this field.

ARM aims to achieve and promote the professional and business interests of its members, in the national and international framework.

In order to achieve its aim, ARM shall manage its entire activity and use all available resources to achieve the following objectives:

- designing an institutional framework for internal communication and dialogue between all members of the association;
- strengthening the market for environmental services in consultancy, professional training, design, infrastructure works etc ;
- promoting a competitive spirit and consultation, as well as mutual support in solving common problems;
- improving the legislative framework, in cooperation with public institutions, in order to create the conditions for self-assertion and efficiency performance for all members of the association;
- promoting research and stimulating the integration of its results in the environmental protection field activities;
- elaboration of studies, analysis, monitoring activities, evaluations and other similar activities for the development of policy research and innovation
- representing the legitimate interests of its members towards authorities, trade unions, similar organisations and NGOs in environmental protection;
- increasing professional skills through training/vocational training, graduate and postgraduate training; facilitate the exchange of scientific and technical information within the association and connection to external sources of information;
- connection to similar activities carried out at national and international level; promoting the association's image in the professional and public media;
- issuing publications, manuals and guidelines for information on environmental protection;
- accessing, attracting and using funding sources and resources such as grants, contributions, subscriptions, sponsorships, including development of economic activities according to the legal provisions, so as to achieve its objectives.

CHAPTER III

MEMBERS

Article 5

The natural and legal persons developing activities for environmental protection may become members of ARM by request and by expressing their agreement with the associations' statute provisions, which they are bound to comply with. Validation of new members shall be done according to the rules of organisation and functioning of the association.

At the proposal of the Coordination Council's College and with the approval of the Coordination Council, the association may set up subsidiaries in other cities, in the country or abroad, without legal status. The setting up terms, the organisational structure and the management of the subsidiaries are approved by the Coordination Council, following the Executive President's proposal. The subsidiary's president becomes a voting member of the association's Coordination Council. The management of the subsidiary is elected by the members of its general assembly and validated by the Coordination Council.

Article 6

The honorary members of the association may be individuals recognised as personalities of social, economic, cultural or scientific life, who support the work of the association or the activities and ideas on which this acts. The President and the honorary members are elected by the vote of the General Assembly, at the Coordination Council's proposal.

Honorary members may participate in all activities organised by the ARM.

Honorary members pay no membership fees and have no voting rights.

The title of honorary member of the association may be granted to other members of the association if they have special merits in achieving the objectives of the association.

Article 7

The association's members can be part of one of the following categories:

1. Founding members
2. Honorary members
3. Natural persons – graduate specialists developing activities in the field of environmental protection
4. Legal persons – companies which develop activities in the field of environmental protection
5. Experts, independent experts – who can provide services in the field of environmental protection, according to the legal provisions

Article 8

Membership of the association may be lost in the following situations:

1. by exclusion;
2. on request;
3. by removal, as a consequence of the member's death, or due to the termination of the association etc;
4. as failure of timely payment of the membership fee.

Exclusion may occur in the following situations:

- infliction of damages or prejudices to the material or moral interests of the association, caused by the member's activity;
- engaging in activities contrary to the purposes and objectives of the association, as they are specified in the present statute;
- failing to comply with decisions taken by the management of the association;
- engaging in activities which contravene to the legal provisions;
- for criminal convictions, a state which is incompatible with that of member of the association.

A member of the association may be excluded on the recommendation of the Commission for Ethics and Discipline, by a majority vote of the members of the Coordination Council's College. The objection to the decision of the College shall be settled by vote of the Coordination Council.

The loss of the membership status does not give the right to claim for the contributions previously paid to the association's patrimony.

CHAPTER IV

RIGHTS AND OBLIGATIONS OF MEMBERS

Article 9

The members of the association have the following rights:

1. to elect and be elected in the management, administrative or control bodies of the association;
2. to take part to the association's activities;
3. to initiate, propose and participate in activities, supporting the accomplishment of objectives proposed in this statute;
4. to make proposals for amendments to or modification of the association's statute;
5. to make the most of the association's information and activities.

Article 10

The members of the association have the following obligations:

1. to comply with the provisions of this statute;
2. to comply with the decisions taken by the management bodies of the association;
3. to carry out actions in support of increasing the association's prestige;
4. not to carry out activities which by their nature would damage and undermine the goals and objectives of the association;
5. to pay the membership fee.

CHAPTER IV

ORGANISATION AND MANAGEMENT

Article 11

The association has the following management bodies:

1. The General Assembly
2. The Coordination Council
3. The Coordination Council's College hereafter named the College.

The organisational and management structure of the subsidiaries is determined by the General Assembly at the Coordination Council's proposal.

The sector technical and scientific bodies of ARM are the Standing Committees.

The control body of ARM is represented by the Censors Commission.

The Committee for Ethics and Discipline is run by a chairman and 6 members elected by the General Assembly. This committee debates the notifications on ethical and professional behaviour of its members. The Commission may be notified on its own and can issue resolutions of recommendation.

Article 12

The General Assembly

The collective management body is represented by the General Assembly which convenes at the request of the Association's President or that of the Executive President, notified at least 15 days before. The extraordinary general meetings may be convened by the Association's President, the Chairman of the Coordination Council, or at the proposal of 1/4 of the voting members.

The General Assembly shall be deemed legally established when there are present at least 50% of the voting members. If a quorum is not present, a new General Assembly is convened within one month, where decisions are taken by a simple majority of participants.

A valid vote is considered a vote freely expressed by the association's members.

The participation of members at the meetings of the General Assembly or to those of the Coordination Council and their vote may also be taken into account by mandate to other participants or through electronic communication systems.

The decisions of the General Assembly shall be signed by the President of the association or his replacement and by the meeting's secretariat and are binding to all members and to the management of the association.

Article 13

The General Assembly has the following tasks:

1. elects and dismisses from office the President and vice-presidents of the association, the Executive Chairman, the members of the Coordination Council, the members of the Committee for Ethics and Discipline and the Censors Committee;
2. approves the amendments to the statute;
3. approves the annual report on its activities;
4. approves the revenue and expenditure budget, the budgetary execution and the balance sheet;
5. approves the rules for organisation and functioning;
6. resolves appeals to the decision to exclude members;
7. approves the main directions of action, strategies and measures in order to achieve the association's goals, including attracting funds;
8. determines the membership fee at the proposal of the Executive President.

The number of vice-presidents of the association and their competencies shall be determined by the General Assembly.

The election of the management bodies is for a period of 4 years.

The President, the vice-presidents, the members of the Coordination Council, the members of the Committee for Ethics and Discipline and the Censors Committee may be replaced during the term, following the same procedure as for appointment.

Article 14

The powers of the Association's President

The powers of the Association's President are:

1. convenes and conducts the meetings of the General Assembly;
2. represents the association with respect to national or international governmental and nongovernmental organisations;
3. submits the annual activity report of the association;
4. exercises his entire authority and competence for achieving the goals of the association and the provisions of the present statute;
5. coordinates the activities of vice-presidents of the association and may delegate his powers to them;
6. takes part to the ordinary meetings of the Coordination Council

Article 15

Structure and attributions of the Coordination Council

The Coordination Council represents the coordinative, technical and administrative management body of the association.

The Coordination Council is run by an executive president and vice presidents and coordinates the standing committees organised on areas of activity.

The operative management of the Coordination Council is provided by the Coordination Council's College. The Executive President is also the president of the Coordination Council's College. The number of members of the College is established by the Coordination Council.

The Coordination Council's members are elected by the General Assembly. During the first constituent meeting, the members of the Coordination Council shall elect the members of the College and the Executive Director.

The Executive Director manages the association's current activities and subordinates a staff whose composition and remuneration is determined by the Coordination Council.

The presidents of the association's subsidiaries, the president and the vice-presidents of the association are part of the Coordination Council.

The Coordination Council has the following tasks:

- ensures the management of the association between general assemblies;
- establishes the formation of the standing committees and the scope of their activity;
- approves by voting the management and the composition of the standing committees, at the proposal of the Executive President;
- approves by voting the Executive Director and the members of the College, at the proposal of the Executive President of the Council;
- establishes the payoff amount for the staff, including that of the Executive Director;
- approves the establishment and management of subsidiaries;
- approves the establishment, organisation and functioning of structures or new bodies created in order to fulfil the association's objectives;
- coordinates the activity of subsidiaries and that of other institutional structures;
- plans the development and communication strategy of the association and subjects it for the approval of the General Assembly;
- summarises the initiatives of the association's members and introduces actions to achieve them;
- approves collaborations and partnerships with similar national and international organisations;
- develops and reviews the activity plan of the association.

Article 16

Attributions of the Coordination Council's President

The Coordination Council's President is the legal representative of the association and has the following attributions:

- convenes and conducts the meetings of the Coordination Council;
- coordinates the activity of the vice-presidents;
- coordinates the activity of the standing committees and subsidiaries;
- supervises the Coordination Council's College works;
- represents the association in its relations with press, authorities and partner organisations.

Article 17

The College

The College is run by an Executive President. The structure of the College is approved by the Coordination Council on the Executive President's proposal.

The College has the following attributions:

- implements the decisions of the General Assembly and those of the Coordination Council;
- proposes and submits for approval to the Coordination Council the organisational structure of the executive bodies of the association;
- prepares and submits for approval the general rules of organisation and functioning of the association, to the Coordination Council and the General Assembly;
- manages the association's patrimony;

- subjects to the Coordination Council's approval the establishment of new structures and bodies, whether permanent or temporary.

Responsibilities of the Executive Director

The Executive Director has the following attributions:

- provides the administrative management of the association;
- commissions and manages, together with the Executive President, the association's patrimony and resources, with the approval of the College;
- together with the Executive President, he can sign contracts on behalf of the association and takes the necessary measures, according to the measures and provisions of this statute and the budget approved by the College;
- attends the meetings of the Coordination Council, prepares and submits reports on his activity, and other materials, according to his attributions;
- undertakes, provides training for, promotes, rewards, sanctions the employed staff of the association;
- enforces his entire authority and competence to achieve the goals and objectives of the association, and the decisions of the General Assembly and those of the Coordination Council.

Article 18

The Censors Committee consists of 3 members and is run by a president.

The members of the Censors Committee are elected by vote of the General assembly.

The powers of the Censors Committee are as follows:

- verifies the association' patrimony management;
- prepares reports and submits them to the General Assembly ;
- may attend the meetings of the Coordination Council, without voting rights;
- performs any other tasks stipulated in this statute or established by the General Assembly.

CHAPTER V

THE PATRIMONY

Article 19

The original patrimony of the association is made up of members' contributions, each member making an initial deposit equivalent to 6 monthly dues.

Article 20

To the original patrimony of the association, grants, donations, movable and immovable property, various funds and sponsorships, from the country and abroad, in lei or foreign currency, from natural or legal persons can be added, in compliance to the legal provisions.

Article 21

The association's revenues consist of or come from:

1. financial aids, movable or immovable property of members or third parties, natural or legal persons, from the country or abroad;
2. contributions by the accession of new members;
3. contributions of members, donations, grants, subscriptions and other contributions;
4. other sources, according to the law

The new member contribution: the equivalent of 6 monthly dues.

Article 22

The association prepares the revenue and expenditure budget, and the balance sheet, according to the legal provisions.

Article 23

The management of the association is permanently ensured by qualified staff and is subject to periodic revision of the association's Censors Committee. The association may open accounts in lei and foreign currency, according to the law.

CHAPTER VI

FINAL PROVISIONS

Article 24

Modifications or additions to this statute may be done in written, under the conditions relating to substance and form, according to the law.

Article 25

The provisions of this statute are supplemented by other legal provisions in force.

Article 26

If the association is to be dissolved, its patrimony shall be taken over or donated to other associations which have this association's objectives in their activity, by decision of the General Assembly.