

STATUS

CONFEDERATION OF ENTREPRENEURS and INVESTORS FROM ROMANIA



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CHAPTER I

GENERAL PROVISIONS

preamble

In accordance with the provisions art. 40 of The Romanian Constitution on freedom of 367/2022 on association and with the provisions The no. social dialogue, in the basis of free initiative and A Law of Free Consent, the founders have decided to establish the present Confederation - employers' organization, Romanian legal entity under private law that operates within the limits of the will PLACE law and The present statute, that non- with independent character, governmental, non-profit (non-profit) and apolitical organization.ii

Art.1 Name. Establishment criteria. Founding members (1) The full name of the employers' organization is: CONFEDERATION OF ENTREPRENEURS AND INVESTORS IN ROMANIA.

(2) The acronym of the Employers' Confederation is CAIR.

(3) Throughout this Statute, it shall also be identified as the "Confederation" or "The Confederation". References to "The Confederation/Confederation" shall be interpreted and understood as references to the employers' organization CONFEDERATION OF ENTREPRENEURS AND INVESTORS IN ROMANIA, respectively CAIR.

(4) The name will be included in all documents issued by the Confederation, in announcements, publications and other acts that concern it in relations with any institutions in the country or abroad, as well as with any other third parties.

(5) During its operation, the Confederation may have distinctive elements such as an emblem, logo and stamp or seal, which may be used and modified based on the decision of the Board of Directors, in compliance with legal provisions.

(6) The Confederation of Entrepreneurs and Investors of Romania, hereinafter referred to as CAIR, is an employers' Confederation independent of public authorities, political parties and trade unions.

(7) The Confederation is established on the basis of the right to free association, for the purpose of defending and promoting the common rights and interests of its members, provided for by the legal provisions in force, the international pacts, treaties and conventions to which Romania is a party, as well as by this statute.

(8) The criterion for establishment is territorial, the Confederation of Entrepreneurs and Investors of Romania being established at national level, and organizations may affiliate to it. employers' associations from any field of activity/negotiation sector in the national economy.

(9) Founding members:

a) FEDERATION OF CONSTRUCTION COMPANIES' PATRONAGES (FPSC) with headquarters at 20 - 22 Alexandrina Street, sector 1, Bucharest, legally represented by Mr. Dr. Eng. Cristian Romeo ERBASU, according to the General Assembly Decision no. 1 of 08.08.2023;

b) FEDERATION OF ROMANIAN TOURISM PATRONAGE COMMITTEES (FPTR) with headquarters at Str.Turturelelor, no.11A, bl.C, sector 3, Bucharest, legally represented by Mr. Dragoş RăDUCAN and Mr. Nicolae Istrate, according to the Decision of the Board of Directors no. 1 dated 16.01.2024.

(10) Association presence is achieved in compliance with the principle imposed by the legislation in force on social dialogue, according to which an employers' organization can only affiliate with a single employers' organization of immediate higher rank.

(11) Following the formation of this confederation, employers' organizations that accept and assume the status of the Confederation, that meet the legal conditions for membership provided for in Law 367/2022 and are not affiliated with other employers' confederations may join.

(12) The legal representatives of the founding members and of the other members who subsequently join the Confederation declare and assume on their own responsibility the compliance with Art.1, point (10) of this Statute.

Art.2. Legal form. Representativeness. Basic principles.

(1) The Confederation of Entrepreneurs and Investors of Romania is a Confederation employer's organization established according to Law 367/2022, which will be registered in the Special Register of Employers' Organizations at the Bucharest Court following the final civil sentence.

(2) The Confederation will be established as a private, non-profit, non-profit legal entity, in accordance with and respecting Law 367/2022 - Social Dialogue Law.

(3) The Confederation shall take all reasonable steps to meet all legal requirements in order to obtain and maintain national representativeness within a reasonable time. The requirements for obtaining national representativeness are those provided for by the legislation in force. Proof of meeting the requirements for national representativeness of the Employers' Confederation shall be provided in accordance with the legislation in force.

(4) Representative employers' organizations may address the competent public authorities, who have the right of legislative initiative, according to art. 74 of the Constitution of Romania, republished, proposals for legislation in specific areas of interest.

(5) The principles underlying the association of the founding members and governing the relationship between all members of the

Confederation are:

- solidarity, -
- transparency, - equity,
- responsibility,

- integrity,
- performance.

Art.3. Duration

(1) The Confederation is established for an indefinite period and operates from the date of registration by the competent Court in the Special Register of Employers' Organizations.

Art.4.

Headquarters (1) The headquarters of the Confederation of Entrepreneurs and Investors of Romania is located in Romania, Bucharest Municipality, Sector 3, Bld. Mircea Vodă no. 35, bl. M27, sc. A, et. 2, ap. 6.

(2) The headquarters of the Confederation may be changed by decision of the General Assembly of the Confederation.

(3) The Confederation may carry out activities in several secondary headquarters (real estate), depending on the nature, scale and diversity of the activities, including abroad according to the legislation in force.

CHAPTER II

PURPOSE. MISSION. OBJECTIVES OF ACTIVITY

Art.5. Purpose and Mission (1)

The purpose of the Confederation is to support and defend the interests of its members in relations with public authorities, trade union organizations and other legal and natural persons, in relation to the object and purpose of their activity, nationally and internationally, according to the statute and in accordance with the provisions of Law 367/2022.

(2) In achieving its purpose, the Confederation aims at strategic directions such as:

- a) Legislative optimization and stability;
- b) Applied public dialogue and the creation of permanent working groups for the Confederation's areas of interest;
- c) Education in professional subjects brought together by the Confederation – achieving/strengthening partnerships in the field of education and facilitating the recruitment of talents in the areas of the economy targeted by the confederal association and in the business environment;
- d) Creation of investment and business opportunities; e) Increasing the competitive capacity of the national economy in the context of the demands of globalization and the challenges generated, especially through the expansion of markets, the reorganization and modernization of some service branches, the development and reorientation of areas

interdependence, diversification and modernization of the means, techniques and capacities used in the national economy;

f) Creating predictable and transparent environments for conducting activities in national economy;

g) Developing an attractive climate of social and professional solidarity among members and other national or international bodies or entities, a framework capable of generating their coagulation into efficient, representative organizations at the zonal, regional, etc. level;

(3) The activities of the Confederation will be carried out both through its own structures and in cooperation with other natural and/or legal persons from the country and abroad. Specific structures may be established within the Confederation (multifunctional center, information and documentation center, professional training center, mediation, arbitration and legal representation centers) and others related to the achievement of the purpose for which the organization was established.

(4) The Confederation aims to:

- improving and developing the socio-economic and business environment in Romania from the perspective of the common interests of the members of the Confederation, commercial, social, educational cooperation, etc. in the areas brought together by the presence of the association with federative, by creating, implementing and actively supporting strategic directions and projects, which will sustainably improve, optimally capitalize and enhance the economy and the related legislative framework, promoting fair competition, responsibility, professional values and best practices alongside education at high specific standards, in the matters involved in this association.

Art.6. The main objects of activity of the Confederation are: a) represents, promotes, supports and defends the economic, legal and social interests of its members;

b) promotes and mediates fair competition, propagates the highest professional standards along with the principles of social responsibility, mediating their respect and integrity in any economic or professional activity of the business environment;

c) appoints, under the law, representatives in the negotiation and conclusion of collective labor contracts, in other negotiations and agreements in relations with public authorities and trade union organizations, as well as in bipartite and tripartite social dialogue structures;

d) collaborates with public authorities to support the improvement of the regulatory and/or operational framework with an impact on the areas targeted by members and the Confederation, on the quality and conditions of services concerning members of the Confederation;

e) supports the development of decisions, regulations and normative acts in the interest of the activity of its members, the economy and the branches of society thus influenced;

f) contributes to the identification and promotion of legislative, social, business and investment opportunities;

- g) actively supports the continuous improvement of the professional, social, relational and business framework in the areas of interest to members, the creation of databases in this regard that reflect the dynamics of activity, projects, investments, collaborations and actions in the social, economic, legislative environment;
- h) helps to obtain funding/grants in order to achieve the goals of the Confederation, to the extent permitted by law;
- i) develops and promotes codes of business conduct;
- j) promotes the principles of social responsibility;
- k) provides its members with information, facilitates the building of relationships between them, as well as with other organizations, promotes managerial progress, provides consultancy services and specialized assistance, including in the field of employment and vocational training, as well as occupational health and safety;
- l) at the written request of its members, it has the right to assist and represent them before courts of all levels, jurisdictional bodies, other institutions or authorities, through its own or chosen defenders;
- m) may issue certificates of professional probity for its members under the conditions legislation in force;
- n) develops and implements employment and employment placement policies;
- o) develops strategies and policies for economic and social development at sectoral and national level, under the terms of the law;
- p) establishes and administers, under the law, in the interest of its members, mass-media companies, social units, commercial, cultural, educational and research companies in their own field of interest, insurance companies, as well as their own bank;
- q) organizes exhibitions and conferences with a professional profile;
- r) carries out any legal activities that it deems necessary in order to achieving the proposed purpose and objectives or at the request of the members;
- s) hires executive employees and may conclude collaboration agreements, execution contracts and contracts for the purchase of goods and services with natural or legal persons, according to needs and in accordance with legal provisions;
- t) conducts research, studies, implements employment and labor placement policies, in the fields of activity they represent, in compliance with the laws in force;
- u) accesses European funds or similar funds as an applicant, partner or service provider;
- v) adopt its own regulations under the law and this Statute for the efficient functioning of the Confederation;

- w) establishes and administers training, professional certification and consultancy units in the specific fields of the sectors of activity in the national economy that they represent, according to the law;
- x) carries out professional certification, professional development and retraining activities, according to the law;
- y) provides other services requested by the members of the Confederation, under the law.

CHAPTER III

QUALITY OF member

Art.7. Members of the Employers' Confederation

(1) The Confederation is composed of the following categories of members:

- Founding Members and their equivalents - Active Members
- Associate Members
- Honorary Members

(2) The Founding Members are employer federations.

(3) Active Members may be: federations or other employers' organizations that accept and assume the status of the Confederation, that meet the legal conditions for membership provided for in Law 367/2022 and that agree with this statute and are not affiliated with other employers' confederations.

(4) The category of active members also includes founding members. They are assimilated to members founders, all active members who joined the Confederation, contributed to the Confederation obtaining its first representativeness after its establishment and who request recognition of the quality of Founding Member assimilated in compliance with the conditions provided for in this statute;

(5) Associate Members may be: entities permitted by applicable law as amended and updated over time, which do not have a prohibition provided for by law, which adhere to the achievement of the purpose and objectives of the Confederation, effectively support its activity and interests in accordance with the provisions of this Statute at the local/national, as well as international level.

(professional associations, chambers of commerce, etc.).

(6) All active and associate members who join the Confederation and contribute to the Confederation obtaining its first representativeness after its establishment may opt to be assimilated to the founding members.

(7) Honorary members may be Romanian or foreign legal organizations that, through their activity, support the interests and activity of the Confederation.

Honorary membership is conferred by the General Assembly, upon the proposal of the Board of Directors.

(8) Members of the Confederation who wish to resign from their membership must notify the Board of Directors in writing, which will take note of the resignation by decision and submit the decision for ratification at the first meeting of the General Assembly. Members of the Confederation lose their membership on the date of the written request submitted to the Board of Directors.

Art.8. Accession procedure

(1) In order to acquire membership, those interested will submit to the Confederation an application for membership, which will result in the recognition and assumption of the Statute of the Confederation.

The application will be subject to approval by the members of the Board of Directors, the applicant receiving the quality of membership of the Confederation by decision of the Board of Directors. The application for membership approved by the members of the Board of Directors is subject to ratification in the first meeting of the General Assembly of the Confederation.

(2) The request for admission as a member of the Confederation shall be submitted in writing, and within 60 working days from the date of submission of the application, the Board of Directors shall issue a decision on it.

(3) The status of active member, associate member or assimilated founding member of the Confederation is acquired by Decision of the Board of Directors of the Confederation, based on:

- Membership applications;
- The decision to establish the applicant;
- The last court decision regarding the amendment of the articles of incorporation;
- The last court decision regarding the amendment of the Statute;
- Extract from the Special Register of Employers' Organizations;
- Declaration on the acceptance and recognition of the status of the Confederation;
- The decision/decision of the General Assembly/Directorate Committee of the applicant; - The declaration on one's own responsibility regarding non-affiliation with another Employers' Confederation (only for active members);
- other requested documents, as appropriate.

Art.9. Rights and obligations (1)

Founding members, members assimilated to founders and active members of the Confederation have the following rights:

- a) to participate in the work of the General Assembly of the Confederation, with the right to vote for adoption of all decisions;
- b) to benefit from the services of the Confederation under the terms of the Organizational Regulations and Operation;
- c) to propose and initiate actions and programs in accordance with the Statute of the Confederation;

- d) to vote with a cumulative number of votes depending on the number of employees certified by ITM and the amount of the contribution paid to date;
- e) to be protected against unfair competition and against administrative and trade union abuses;
- f) to participate in events organized by the Confederation in the country and abroad;
- g) to receive information available to the Confederation regarding commercial, financial, banking, currency, fiscal, customs, legal, technical, technological, managerial issues or any other issue of interest regarding the activities of the Confederation, under the terms of the law;
- h) to consult the databases, publications and documentary materials belonging to the Confederation for a fee or, as the case may be, free of charge;
- i) to publish communications, information and advertisements in the publications of the Confederation;
- j) to receive assistance and advice in order to substantiate their own decisions;
- k) to propose to the Board of Directors the nomination of members to the Economic and Social Council, to central and local authorities, etc. according to Law 367/2022;
- l) to participate in public debates and Social Dialogue meetings in accordance with the legislation;
- m) to actively participate in achieving the purpose and objectives of the Confederation;
- n) other rights arising from the Statute, membership or applicable legal provisions.

(2) Associate and honorary members of the Confederation have the same rights provided for in paragraph (1) above, except for the rights in letters a) and d), with the following particularities:

- a) may participate in the work of the General Assembly of the Confederation with guest status;
- b) have the right to consultative vote;

(3) Founding members, members assimilated to founders, active members, associate members and honorary members of the Confederation have the following obligations:

- a) to respect, without reservation, the Statute, ethical principles and values, regulations, applicable legal norms, decisions of the General Assembly and decisions of the Board of Directors of the Confederation;

- b) to actively participate in the program of activities organized by the Confederation;
- c) to promote, support, represent and defend through their actions the purpose and objectives Confederation.
- d) to actively participate in fulfilling the mission of the Confederation;
- e) to respect and defend the image and prestige of the Confederation; f) not to take actions that, by their nature, may harm the interests of the Confederation; g) to fully pay all obligations towards the Confederation, deriving from membership;

- h) to submit points of view on specific legislative proposals in the areas of interest, and if necessary, to submit legislative proposals in the respective areas;

- i) to campaign for increasing the prestige of the Confederation and its members, at home and abroad;
- j) not to promote, through the Confederation, the political interests of parties;
- k) to immediately inform the Confederation of any incompatibility or conflict of interest between certain specific or personal situations and the activities of the Confederation;
- l) to maintain the confidentiality of the Confederation's data and information, considering any information that a member becomes aware of within the Confederation as confidential, except for that which has been legally made public;
- m) not to make public statements that contradict the decisions of the Confederation or that harm its interests;
- n) other obligations arising from the Statute, membership or applicable legal provisions.

Art.10. Representation (1)

The number of votes to which each active member is entitled in the General Assembly of the Confederation for the adoption of decisions represents a cumulative vote, formed as follows:

A. 1 vote per 100 employees declared based on the annual ITM certification.

Example:

Between 1-100 employees declared by ITM = 1 VOTE

Between 101- 200 employees declared by MTI = 2 VOTES

....

Between 901-1000 employees declared by MTI = 10 VOTES etc.

B. the vote proportional to the amount of the membership fee paid per day compared to the number of votes established according to letter A.

The number of votes determined will be rounded to the next whole number.

Example:

Number of votes according to the letter A = 10 votes

Contribution paid on time = 32% of the total amount

For votes cast according to letter. B, 10 votes x 32% = 3.2 votes and calculate it
round up votes.^{in the}

given example, the active member who has between 901-1000 employees declared by ITM and up-to-date with the amount of the contribution only in proportion A paid
to 32% will have 4 votes). If the contribution is paid 100%, the total number of votes is 20 (10+10 20 had a total of 14 votes (10+4=14)

votes).

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(2) Active Members who have not paid their dues have the right to vote only for the proportional vote given by the number of employees, respectively Art. 10, para. (1) letter A.

(3) Only one representative of each active member may participate with voting rights in the General Assembly of the Confederation.

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(4) The vote may be cast directly, by correspondence or by written power of attorney given to another representative of an active member of the Confederation. The mandate for representation shall be given in writing, specifically for the meeting in which the representative participates. A representative may vote on behalf of several members, if he has a mandate from them. The vote cast directly may be cast in the meeting with physical presence or online.

(5) Votes expressed by electronic means of distance communication, such as e-mail, are possible and valid:

- if they come from authentic, official email addresses, notified in writing, in advance,
by members who use this means of communication;

(6) The value of sponsorships made by active members to the Confederation does not influence the amount of votes.

(7) A member of the Board of Directors or of the General Assembly of the Confederation who is personally or through relatives up to the fourth degree inclusively interested in a particular issue subject to decision/decision shall not be able to take part in the deliberation or vote. A member of the Board of Directors who violates this provision or other similar prohibitions regulated by law shall be liable for damages caused to the Confederation depending on the influence of the vote.

Art.11. Loss of membership (1) Membership of the Confederation shall cease:

a) upon request;
b) by exclusion, upon the proposal of the Board of Directors or another member, approved by the Board of Directors with 2/3 (two thirds) of all those present at the meeting, for the following reasons:

- failure to comply with the obligations provided for in art. 9 para. (3) letter f), j) or m) that are incumbent on him/her according to status;
- committing illegal or disloyal acts towards the Confederation;
- commencement of the liquidation procedure, in the case of legal entities;
- dissolution and liquidation of the Confederation;
- in other cases provided for by law.

(2) The proposal for exclusion shall be decided by the Board of Directors by decision in accordance with the Organization and Functioning Regulations. The proposal for exclusion thus adopted by the members of the Board of Directors shall be subject to approval at the first meeting of the General Assembly of the Confederation.

(3) The Board of Directors, if it detects grounds for exclusion, has the right to take measures to propose exclusion, notifying the member in question of the decision taken and submitting the exclusion proposal to the General Assembly.

(4) The termination of membership of the Confederation shall be decided by the General Assembly by a simple majority of the number of validly cast votes. When making decisions, a person whose membership is in question may not vote.

(5) The Board of Directors of the Confederation may decide to suspend membership, until the first General Assembly, if one or more of the provisions of paragraph (1) letter b) of this article are met.

(6) In addition to the measure of exclusion of the member, the causing of damage by members to the Confederation or third parties may entail liability according to the law.

(7) None of the reasons for the termination of membership of the Confederation shall give the right to the refund of the contribution or other amounts paid and/or other similar claims, regardless of the moment at which the termination occurs. Regardless of the contribution to the consolidation, expansion and affirmation of the Confederation, members who lose this status for any reason have no right to the assets of the Confederation and remain obliged to pay their obligations to the Confederation until the date of loss of their status.

CHAPTER IV

ORGANIZATION. MANAGEMENT. CONTROL. COMPETENCES

Art.12. Organization

(1) The Confederation may establish, by Decision of the Board of Directors, its own territorial organizational structures, with or without legal personality. These will be generically referred to hereinafter as "territorial structures" and will operate in compliance with this Statute, the decision of the governing bodies and the applicable legislation.

(2) The Board of Directors shall appoint, by written mandate, upon the proposal of the President of the Confederation, the first presidents of the territorial organizational structures and grant them the power of representation of the respective structures. After the establishment of the territorial organizational structures, the following presidents shall be elected by the members of the structures and confirmed/validated by the Board of Directors.

(3) Territorial, county or regional organizational structures, without legal personality (branches) carry out their activity based on the statute of the Confederation, respectively the decision of the management bodies and the applicable legislation and may be established in the country and abroad, in compliance with the applicable legal provisions and to the extent permitted by them.

(4) Territorial, county or regional organizational structures, with legal personality (branches), having their own management bodies and a patrimony distinct from that of the Confederation, may conclude legal acts in their own name under the conditions established by the Confederation through the Statute of the branch; they may conclude legal acts of disposition, in the name and on behalf of the Confederation, only based on the prior decision of the General Assembly of the Confederation.

(5) The Confederation may establish, by Decision of the Board of Directors, offices and other such representations as working structures, in the country and abroad, to the extent permitted by law.

(6) The Confederation may establish territorial employers' unions from affiliated organizations, by Decision of the Board of Directors.

(7) Territorial employers' unions, established according to art. 64 paragraph (3), of Law 367/2022, acquire legal personality at the request of the Confederation.

(8) The Confederation may found, join and affiliate with internal and international organizations, under the law and the provisions of this Statute, by Decision of the Steering Committee which will be subject to ratification at the first meeting of the General Assembly, as well as

and to establish direct relations with other organizations in the country and abroad by Presidential Decision.

Art.13. Management

(1) The management bodies of the Confederation are:

- a) General Assembly;
- b) Board of Directors;
- c) The President;
- d) Executive management. The General Director.

(2) Persons who are at least 18 years old, have no criminal record and are of good reputation may be elected to the governing bodies of the Confederation.

(3) Members of the governing bodies of the Confederation are assured the protection of the law against any form of discrimination, conditioning, coercion or limitation of the exercise of their duties and/or mandate, under penalty of the penalties provided for by law.

Art.14. Control The

control body of the Confederation is the Censors Commission. If the General Assembly decides, the control of the Confederation's own financial activity may also be carried out through its internal audit bodies, which will operate in accordance with the statute and legislation in force.

Art.15. Competences:

15.1. General Assembly

(1) The General Assembly is the supreme governing body of the Confederation, consisting of representatives of the members with voting rights.

(2) The General Assembly is convened by the Board of Directors of the Confederation and meets once a year, in ordinary session and whenever necessary, in extraordinary session. The date, place and agenda are announced to the members of the Confederation by correspondence, including electronic and/or through the mass media, at least 15 calendar days before the established deadline, and for Extraordinary General Assemblies at least 15 calendar days before the deadline.

at least 48 hours (2 working days) before the set date, exclusively by electronic correspondence. Along with the convocation, the agenda and documents subject to debate are made available to the members of the Confederation.

The General Assembly, in ordinary or extraordinary session, may also be held through electronic means of direct remote communication.

(3) By the participation of all voting members of the Confederation in the General Assembly, the prior deadlines required for convening may be waived.

(4) The General Assembly in extraordinary session is convened by the Board of Directors of the Confederation and at the request of a number of members holding at least 30% of the votes, within a maximum of 10 days from the request.

(5) The General Assembly is chaired by the President, First Vice-President or a Vice-President designated by the President/First Vice-President. The decisions of the members of the Confederation are taken in the General Assembly, which is convened by statute, if the members holding a simple majority of the votes are present. If the statutory number of votes is not met at the first convocation, a new General Assembly is established at an interval of 2 hours or at the interval proposed by the Board of Directors in the convening, on the same calendar date, in the same place and with the same agenda. At the second convocation, the General Assembly is considered to be legally constituted, regardless of the number of votes held by the members present.

The decisions of the General Assembly are taken by simple majority vote of the number of votes validly cast, except in cases where another rule is provided for in this statute (qualified majority or unanimity).

(6) The Honorary President(s) may participate in the General Assembly, without the right to vote, as they have an advisory role.

(7) The Secretary General, the Director General, as well as other persons as guests may participate in the General Assembly.

(8) At each session of the General Assembly, a secretary shall be appointed to draw up minutes recording the issues discussed and the decisions adopted. The minutes shall be signed by the person who chaired the meeting and by the appointed secretary.

(9) The decisions of the General Assembly, validly adopted and within the limits of the law and the statute, are also binding on members absent or not validly represented or who voted against.

(10) Absent members may take note of the debates from the minutes available at the Confederation secretariat.

(11) Decisions of the General Assembly, contrary to the law or the provisions contained in the statute, may be challenged in court by any of the full members who did not take part in the General Assembly or who voted against and requested that this be inserted in the minutes of the meeting, within 15 days from the date they became aware of the decision or from the date the meeting took place, as the case may be.

(12) The General Assembly of the Confederation has the following powers:

- a) approves the statute of the Confederation and its amendment proposals, in compliance with the verification and approval conditions provided for by law;
- b) approves the strategy for the duration of the mandate of the Board of Directors and the annual program of activities for the achievement of the general objectives included in the strategy;
- c) validates as Honorary President of the Confederation, the presidents whose mandates have ended, at their request and in compliance with the conditions provided for in the statute;
- d) elects, validates or appoints the management and control bodies of the Confederation, for a period of 4 (four) years:

- elects the President of the Confederation who also holds the position of President of the Council Director; The President of the Confederation will be elected from among the legal/designated representatives of the member federations of the Confederation;
- elects the First Vice-President of the Confederation who also holds the position of Prime Minister Vice President of the Board of Directors; The First Vice President of the Confederation cannot come from the same employer organization that is a member of the Confederation as President of the Confederation;
- validates the Vice-Presidents of the Confederation who also hold the position of Vice-Presidents of the Board of Directors, the Presidents of the regional territorial organizational structures organized in the 8 (eight) development regions, appointed by the Board of Directors upon the proposal of the President;
- validates the Vice-Presidents of the Confederation who are the legal/designated representatives of employers' organizations – active members who are also members of the Board of Directors of the Confederation;
- elects Vice-Presidents of the Confederation who also hold the position of Vice-Presidents of the Board of Directors from among the legal/designated representatives of the associated members, if The General Assembly will consider it necessary or appropriate.
- Elects the Secretary General of the Confederation, who also holds the position of Secretary General of the Board of Directors, from among the legal/designated representatives of the active members.
- appoints the Censors Committee (natural or legal persons)/internal audit bodies; e) validates the affiliation to the Confederation of employer federations, employer confederations or any other structure created by the association of employers and/or employers, as well as professional associations constituted by legal persons, chambers of commerce, industry, agriculture, etc., approved by the Board of Directors, under the terms of the law.

f) establishes the remuneration for the auditors and/or internal audit bodies and approves the report of the Audit Committee/internal audit bodies;

g) ratifies the decisions taken by the Board of Directors for which ratification is provided; h) approves the annual activity report of the Board of Directors; i) approves the execution of the income and expenditure budget and the annual balance sheet;

j) approves the discharge of the Board of Directors for the previous year based on the opinion explicitly contained in the report of the Audit Committee/internal audit bodies;

k) decides on the proposals of the Board of Directors regarding the acceptance or withdrawal of membership of the Confederation.

- l) approves the merger or dissolution and liquidation of the Confederation and establishes the destination of the assets remaining after the liquidation, upon the proposal of the Board of Directors, in compliance with the legal provisions;
- m) approves the reduction of the amount of the annual membership fee, upon the proposal of the Board of Directors, if necessary;
- n) delegates to the Board of Directors or other structures it establishes for this purpose, to fulfill some of its duties or to execute certain activities;
- o) ratify affiliation or other forms of association with domestic employers' organizations (in the country) as well as with similar international employers' organizations;
- p) establishes and approves the limits for contracting possible loans and investments, with the approval of the Board of Directors;
- q) approves the sale and/or purchase of real estate. r) approves the modification of the organizational structure of the Confederation;
- s) approve the establishment, as well as the members of the management bodies regarding: training, professional certification and consultancy units in the fields specific to the sectors of activity in the national economy they represent, media companies, social units, commercial, cultural, educational and research companies in their own field of interest, insurance companies, as well as their own bank;
- t) fulfills any other legal prerogatives arising from his/her capacity, necessary to achieve the purpose and objectives of the Confederation, as well as any other prerogatives provided for in this statute.

15.2. Board of Directors

(1) The Board of Directors is the general representative body of the Confederation, which ensures the management and coordination of the Confederation's activity between two General Assemblies. The maximum number of members is 29 and is composed of:

- members coming from the categories provided for in letters a), b) and c) below, respecting the rule that for every 20,000 employees declared by ITM of each employers' federation (active member), it shall be entitled to 1 (one) member on the Board of Directors, but not more than 4 members in total, with rounding up of the number of members admissible on the Board of Directors, if a new group of 20,000 employees declared by ITM is initiated, even if the new group is incomplete (for example, if

has 20,001 employees, then the employers' federation is entitled to 2 members on the Board of Directors);
- members coming from the category provided for in letter d), respecting the rule that each associated member has the right to a maximum of 1 (one) member on the Board of Directors, but no more than 3 members of the Board of Directors coming from the category of associated members, - members coming from the category provided for in letter e), respecting the rule that each regional territorial organization out of the 8 has the right to one member on the Board of Directors.

The number of members of the Board of Directors, which at the time of the Confederation's establishment is 7 (seven) members, will increase, in compliance with the rules of this statute, up to 29 (twenty-nine) members, as new members join the Confederation.

(2) Composition of the Board of Directors:

- a) President (from the active members)
 - b) First Vice-President (from the active members)
 - c) Vice-Presidents – active members - Legal/designated representatives of employers' federations or any other structure created by the association of employers and/or employers, respecting the Maximum Number per active member, as provided for in paragraph (1) above.
 - d) Vice-Presidents – associate members – Legal/designated representatives of associate members, subject to their election by the General Assembly, in compliance with the Maximum Number per associate member and per category of associate members, as provided for in paragraph (1) above.
 - e) Vice-Presidents - regional territorial organizational structures (representatives of the 8 development regions), respecting the Maximum Number/organizational structure regional territorial, as provided in paragraph (1) above.
 - f) Secretary General – may come from any member, even if appointed in excess of the Maximum Admissible Number of Members on the Board of Directors per active/associated member of the Confederation.
- (3) The term of office of the members of the Board of Directors is 4 years. A member of the Board of Directors may have a maximum of 2 (two) consecutive terms. If the mandate of a member of the Board of Directors is interrupted/terminated for any reason before its expiration, the mandate of the member replacing him/her will have the remaining duration until the expiration of the initial mandate of the member he/she replaces, so that all mandates of the members of the Board of Directors expire at the same time.
- (4) The Board of Directors shall be convened by the President of the Confederation or by the First Vice-President and shall meet once a month, in ordinary session and whenever necessary, in extraordinary session. The date, place and agenda shall be announced to the members of the Board of Directors by electronic mail at least 7 calendar days before the established deadline. Upon convocation, the agenda and documents subject to debate shall be made available to the members of the Board of Directors.
- (5) The Board of Directors shall work by statute with the members present, if they represent at least half plus one of the total number of members, and decisions shall be adopted by simple majority vote of those present, except in cases where this statute provides for another rule (qualified majority or unanimity). All active members shall also designate an alternate who may replace the holder thereof, when the holder, for objective reasons, cannot participate. If the statutory number of members is not met at the first convocation, a new meeting of the Board of Directors shall be established at an interval of 1 (one) hour or at the interval established in the convocation, on the same calendar date, in the same place and with the same agenda.

Upon the second convocation, the Board of Directors is considered to be legally constituted, regardless of the number of members present.

The decisions of the Board of Directors are adopted by a simple majority vote of those present, except in cases where this statute provides for another rule (qualified majority or unanimity). In case of parity, the vote of the President prevails.

(6) The meetings of the Board of Directors may also be held by means of remote communication or by a mandate granted to the president or another member.

(7) The Board of Directors approves the organizational chart and the Internal Regulations, the Organization and Operation Regulations, which will also provide for the lucrative departmental (sectoral) structure, formed around organizations established by sectors of activity, professional or other economic and representational interests.

(8) The Board of Directors establishes operational measures for the implementation of the decisions of the General Assembly.

(9) The Board of Directors carries out its activity through its own executive apparatus or may use teams of specialists and experts and may temporarily establish other working departments.

(10) At each meeting of the Board of Directors, a secretary shall be appointed to draw up minutes recording the issues analysed and the decisions adopted. The minutes shall be signed by the person who chaired the meeting and by the appointed secretary.

(11) The decisions of the Board of Directors, validly adopted and within the limits of the law and the statute, are also binding on members absent or not validly represented or who voted against.

(12) Absent members may take note of the debates and Decisions from the minutes available at the Confederation secretariat.

(13) The General Director participates in each meeting of the Board of Directors as a permanent guest. The Honorary Presidents may participate in the meetings of the Board of Directors without voting rights, having an advisory role.

(14) The members of the Board of Directors shall not be remunerated for the activity carried out in this capacity, with the exception of the Secretary General who may be remunerated.

(15) The Board of Directors has the following powers:

a) proposes the general strategy and the annual program of activities for the achievement of the objectives contained in the strategy, submits them to the General Assembly for approval and ensures their implementation after approval.

b) coordinates and controls the activity of the executive apparatus of the Confederation.

c) submits for approval to the General Assembly the annual activity report, the execution of the income and expenditure budget, the balance sheet, the draft income and expenditure budget.

d) verifies the activity carried out by the President and the General Director.

- e) decides on the use of financial resources within the limits of the income and expenditure budget approved by the General Assembly.
- f) approves the organizational chart, personnel policy, salaries, rights and obligations of the Confederation's employees.
- g) approves the conclusion of contracts for goods and services for the activity within the Confederation for values exceeding 500,000 lei (VAT included), if the conclusion of the respective contracts does not fall within the responsibility/attributions of the President (when the conclusion of the respective contracts takes place between the meetings of the Board of Directors) or the General Assembly.
- h) proposes the sale and/or purchase of real estate, regardless of its value.
- i) proposes to the General Assembly the acceptance or withdrawal of membership of the Confederation.
- j) submits for approval to the General Assembly proposals for the merger or dissolution/liquidation of the Confederation and the destination of the assets remaining after the liquidation.
- k) decides on the establishment or dissolution of new county territorial organizational structures and/or regional within the Confederation necessary for the achievement of its purpose and objectives.
- l) decides on the coat of arms, flag, logo, seal, stamps and typefaces of the Confederation.
- m) performs any other duties that are vested in him by law through various legal provisions.
- n) receives the President's proposals regarding the level of contributions and fees for the current year, analyzes them and may decide to increase or modify them while respecting the minimum contribution established in this Statute, as well as the terms and methods of payment.
- o) may establish specialized departments.
- p) vice presidents may coordinate specialized departments according to the tasks established by the Board of Directors.
- q) establishes rescheduling or exemptions from the payment of the contribution, in case of non-payment for two consecutive years.
- r) approves the salaried personnel structure.
- s) establishes the amount of salaries or allowances/fees for employees and collaborators of the Confederation, as the case may be;
- t) is responsible for the legal and efficient administration of the Confederation's assets;
- u) takes measures and sets tasks for the preparation of documents, registers and other forms of record-keeping of the Confederation's activities, its assets, inventory, movement of goods or values; v) performs any other duties provided for in its task by the Statute or by law or established by the General Assembly.

15.2.1. The President

- (1) The President represents and commits the Confederation in relations with natural and legal persons and has the power to approve, in compliance with the legislation and the provisions

of this statute, the measures necessary for the implementation of the decisions of the General Assembly and the Board of Directors and, in general, for the proper functioning of the Confederation, except for those that fall within the competence of the General Assembly and the Board of Directors.

(2) The President of the Confederation has the following powers:

- a) convenes the General Assembly and the Board of Directors;
- b) chairs the meetings of the General Assembly and the Board of Directors;
- c) presides over Ordinary or Extraordinary General Assemblies;
- d) directly manages the activity of the Board of Directors;
- e) may order the control of financial and accounting activities whenever necessary;
- f) appoints from among the vice-presidents a substitute with the right of representation in situations well established;
- g) proposes to the Board of Directors which in turn proposes after deliberations to the Assembly General, the amount of annual dues and registration fees in the Confederation;
- h) is responsible for its activity before the General Assembly and the Board of Directors;
- i) appoints the General Director and signs his/her employment/mandate/collaboration contract on behalf of the Confederation;
- j) submits draft Decisions for approval to the General Assembly and the Board of Directors; and amendments;
- k) decides, appoints and empowers the representatives of the Confederation in the internal and international bodies in which it has representatives, including in the territorial organizational structures;
- l) issues Decisions, orders and provisions;
- m) represents the Confederation in relations with credit institutions, having the right to sign in the bank, regardless of the amount. The President may authorize one or more persons who will have the right to sign in the bank, either together (jointly), or separately, either with full powers, or only for certain activities/prerogatives;
- n) approves the conclusion of contracts for goods and services for the activity within the Confederation for values exceeding 500,000 lei (VAT included), when their conclusion is made between the meetings of the Board of Directors and if the conclusion of the respective contracts does not fall within the task/attributions of the General Assembly;
- o) performs any other duties according to the provisions of this Statute and the law.

(3) The Presidents of the Confederation, after the end of their mandates, may acquire the status of "Honorary President" of the Confederation for the entire duration of the organization's existence, at their request and with the consent of the General Assembly.

(4) The President may delegate another member of the Board of Directors or the General Manager to take over some of his duties.

(5) In the absence of the General Director, the President shall assume all of his duties and may delegate them to another member of the Board of Directors or the Executive Management.

(6) The term of office of the President is 4 years. A person may serve a maximum of two consecutive terms as President. If the term of office of the President is interrupted/terminated

for any reason before its expiration, the term of office of the person replacing him will have the remaining term until the expiration of the original term, so that all terms of office of the members of the Board of Directors, including the president, expire at the same time.

(7) In the event that the President can no longer hold this position or it is necessary revocation of the mandate granted, the General Assembly will be convened to elect a new President.

15.2.2. Secretary General

(1) The Secretary General of the Board of Directors is also the Secretary General of the Confederation.

This position may be remunerated.

(2) The Secretary General is a member of the Board of Directors and has the following duties:

- a) represents the Confederation, alongside the President and at his express request, in relation to the authorities of the Romanian state and of other states, with embassies, consulates, joint bodies and organizations, with the press, with international institutions, employers' and trade union organizations, with non-governmental organizations and others like them, in order to initiate and maintain the relations of collaboration and cooperation of the Confederation with these.
- b) approves the public positions to be published by the Confederation in the mass media, communication strategies and campaigns, after consulting with the President.
- c) maintains relations with the press, answers public questions and interviews, in the absence of The President, after consulting with the President.
- d) coordinates the monitoring and analysis of the performance of the PR campaigns and strategies they implement.
- e) coordinates the creation of strategy and content materials for the blog, website or Social media, email marketing.
- f) coordinates the organization of General Assemblies meetings.
- g) coordinates the activity of attracting new members together with the President.
- h) Coordinates, together with the President, the organization of high-level meetings, especially in relation to the entities mentioned in letter a) of this paragraph;
- i) takes over/manages the duties, rights and obligations of the General Director during the vacancy of the position or in case of impossibility of exercising the duties by him.

15.3. Censors/internal audit bodies

(1) The members of the Audit Committee/internal audit bodies are elected by the General Assembly for a 4-year term, which may be renewed, and have the following duties:

- a) verifies the management of the Confederation and annually presents to the Board of Directors and the General Assembly reports on the activity carried out, findings and proposals.

b) are convened annually, at the end of the financial year and whenever necessary, at the request of the President, the Board of Directors, the General Assembly or on their own initiative.

c) Verify the financial operations and management accounts, presenting a report to the Ordinary General Assembly for the discharge of the Board of Directors. d) are obliged, when they find irregularities in the administration of the Confederation, to propose the taking of the necessary measures to establish responsibilities and recover damages under the law and to follow up on the taking of these measures.

e) They may participate in the meetings of the General Assembly and the Board of Directors, but without the right of voting.

f) I am responsible for verifying the legality of all financial and accounting documents.

g) They fulfill any other duties provided by law, in the statute or established by the Board of Directors and/or the General Assembly.

(2) The control of the financial activity of the Confederation is carried out by the censors' commission/ internal audit bodies that operate according to the statute and legislation in force.

(3) Members of the Audit Committee/internal audit bodies will receive an allowance for the work performed in this capacity.

(4) Any person with economic studies who meets the mandatory conditions imposed by law may be a member of the Censors Committee/internal audit bodies.

(5) No member of the Board of Directors may serve as a censor/member of the internal audit bodies.

(6) The censors' committee/internal audit bodies shall be composed of an odd number of members, at least one of whom shall be a certified public accountant or an expert accountant, in accordance with the law. The general rules of organization and operation of this committee shall be approved by the Board of Directors. The censors' committee/internal audit bodies may draw up their own internal operating regulations.

(7) Any member of the Censors Commission/internal audit bodies may resign from his position with a 30-day notice, being liable for his untimely withdrawal and for any negligence or violation of the law in the performance of his duties. In case of unavailability, the General Assembly may decide within a maximum of 3 months to replace the censor/member of the internal audit bodies, if the situation is prolonged and makes the work of the Confederation more difficult.

15.4. Executive management

(1) The executive management is composed of:

a. General Director b.

Technical Secretariat

c. other categories of personnel organized in auxiliary structures, departments, working committees, etc. (generically referred to as Executive Structures)

additional), established by decision of the Board of Directors according to the law, of this Statute and the Internal Regulations.

(2) The hiring criteria, tasks and duties of each position are approved by the President or, if the latter has delegated the task, by the Director General, in compliance with the Internal Regulations.

(3) The organizational chart is approved by the Board of Directors upon the proposal of the President or the General Director.

15.4.1. Director General

(1) The Director General shall have an employment or mandate/administration contract and shall ensure the day-to-day administration of the Confederation's activities, together with the President, under the coordination of the President and the Board of Directors. The employment or mandate/administration contract shall be concluded, on behalf of the Confederation, by its President.

(2) Without violating the powers of the President of the Confederation and disregarding the hierarchy of administration of the Confederation's activity, the Director General will have the following duties:

- a) represents the Confederation in matters related to current management, within the limits of the powers granted by the statute and the Organization and Functioning Regulations, as well as the delegations of the President.
- b) writes the annual activity report and prepares the draft revenue budget and expenditures and the draft of the Confederation's programs.
- c) coordinates the activity of the Technical Secretariat of the Confederation and the working groups.
- d) concludes or terminates, as the case may be, employment contracts for salaried personnel and collaboration agreements with natural/legal persons in accordance with the legal provisions in force, after consulting with the President.
- e) conclude or terminate contracts for the purchase of goods (except for real estate) and services from natural and legal persons from the country and abroad, if they have a value less than or equal to the amount of 500,000 lei (including VAT).
- f) concludes contracts with third parties in order to achieve the purpose of the Confederation and approves current, administrative and protocol expenses, including outsourcing contracts, under the conditions set by the Board of Directors and the President, if they have a value less than or equal to the amount of 500,000 lei (including VAT).
- g) participates in the activities and meetings of the Board of Directors, without having the right to vote.
- h) presents a written report to the Board of Directors at the beginning of each meeting, informing about current issues, ongoing and future activities.
- i) has the right to sign in relations with banks, for collection and payment operations, within the limit of 500,000 lei (including VAT), if the President has granted him/her authorization and within the limits and conditions established thereby.
- j) implements the decisions adopted by the Board of Directors and ensures the operational management of the Confederation.

- k) ensures the preparation of job descriptions and hires the remaining staff, based on the strategy and the organizational chart approved by the Board of Directors.
- l) performs other duties according to the Organization and Operation Regulations, the Internal Regulations, this Statute and the legal provisions, as well as any other tasks set by the Board of Directors or the President.

(3) For legal acts with a value greater than 500,000 lei (including VAT), the General Director will need the written and prior approval of the President.

(4) The duties and obligations of the Director General will be established, including supplemented or reduced by the President.

(5) The Director General may resign from his position only with a notice period of 45 working days and shall be liable, in accordance with the law, for any damage caused to the Confederation by his acts or omissions. The vacancy of this position for any reason shall be managed by the Secretary General according to his powers.

15.4.2. Technical Secretariat

(1) The Technical Secretariat has mainly the following tasks, under the coordination of the Director: Generic:

- a) prepares the necessary materials and prepares the meetings of the Board of Directors and General Assembly;
- b) verifies the quorum for the statutory holding of meetings and the validity conditions for making decisions;
- c) prepares, records and distributes the minutes of the meetings of the governing bodies leadership and other structures of the Confederation;
- d) records and processes all correspondence;
- e) centralizes the opinions of the members of the Confederation on various issues and prepares drafts for regulations/standards/legislative opinions that will be transmitted on behalf of the Confederation, after approval by the Board of Directors/President, as appropriate, to bodies/institutions/entities in Romania and/or abroad;
- f) provides the necessary assistance so that the General Assembly, the Board of Directors and/or The censors' committee must fulfill its duties properly;
- g) ensures the maintenance of contact and permanent information of the members of the Confederation;
- h) archives;
- i) performs any other duties in accordance with the provisions of this Statute and other regulations approved by the governing bodies of the Confederation.

15.4.3. Additional Executive Structures of the Confederation

(1) In relation to the spheres and fields of activity targeted, specific skills required for the projects in progress and other justifying criteria, the Board of Directors may organize through

decision of auxiliary executive structures, such as permanent offices, departments, working committees, etc. (generically referred to as Additional Executive Structures).

(2) These structures may be composed of employees or representatives of the members of the Confederation and will carry out their activity based on express regulations or operating rules approved by the Board of Directors at the time of the establishment of these working and execution structures.

(3) The role of the additional executive structures is to support the Board of Directors in carrying out the actions and achieving the objectives of the Confederation's bodies, essentially being tasked with:

- a) substantiating the decisions of the Board of Directors, by collecting the necessary specific information, analyzing and presenting the resulting implications on the activities of the sectors within the scope of interest of the Confederation;
- b) involvement in formulating the positions of the Confederations towards the Decisions and actions of public authorities, some legislative initiatives or the position of social partners regarding issues of interest in the economic-social, investment or business environment, etc.

CHAPTER V

THE HERITAGE OF THE CONFEDERATION. SOURCES OF FINANCING/REVENUE

Art.16.

(1) The Confederation has an initial patrimony, which may be increased or, as the case may be, reduced. in accordance with his interests and possibilities and with legal provisions.

(2) The assets at the establishment of the Confederation consist of the initial financial contribution of the Founding members and are 100,000 lei, constituted as follows: the Federation of Employers of Construction Companies (FPSC) contributed with the amount of 50,000 lei, and the Federation of Employers of Romanian Tourism (FPTR) contributed with the amount of 50,000 lei.

(3) Active and associate members who wish to be assimilated to founding members in terms of rights and obligations, will each contribute financially to increasing the Confederation's assets with an amount to be subsequently established by the Board of Directors.

(4) The assets of the Confederation belong to it in their entirety and are intended exclusively for the fulfillment of its purpose and objectives, the accounting documents constituting proof of this fact.

(5) The Confederation may hold bank accounts, domestically and abroad, in accordance with the law and this Statute.

(6) Financial operations may be carried out with the signature of the President or the person/persons authorized by him/her. One of the authorized persons may be the Director General.

(7) In order to be able to sign the financial operations of the Confederation, the Director General shall be empowered in writing by the President.

(8) The Confederation may acquire, under the conditions provided by law, free of charge or for a fee, any kind of movable and immovable property, in the country and abroad, necessary to achieve the purpose for which it was established.

(9) The movable and immovable property belonging to the Confederation may be used only in its interest and in accordance with the purpose for which it was established.

(10) The economic and financial activity of the Confederation is carried out according to its own budget of income and expenses.

(11) The management of the Confederation's assets shall be carried out in accordance with the legislation in force. The financial year begins on January 1 and ends on December 31 of the same year. The first financial year begins on the date of the Confederation's establishment. The management is carried out by qualified personnel and is controlled by the censors' commission or the internal audit bodies of the Confederation which operate according to the statute and legislation in force.

(12) For the construction of its own headquarters, the Confederation may receive, under the conditions provided by law, in concession or for rent, land owned by the state or administrative-territorial units.

(13) The forced pursuit of movable and immovable property acquired by the Confederation under the conditions provided for by law, necessary for the conduct of its activity under this law, cannot lead to its dissolution.

Art.17.

(1) The financial resources of the Confederation come from:

- a) assets, dues and contributions of members, according to this Statute and in the amount decided by the General Assembly or the Board of Directors, as the case may be;
the annual contribution is established by reference to the number of employees declared by ITM for each member and is 1 leu/employee declared by ITM. The amount of the annual contribution may be increased by Decision of the Board of Directors;
- b) donations, legacies, dividends, securities and other funds/contributions in cash and/or in kind, from natural and legal persons, from the country and/or from abroad, in accordance with the legal provisions in force;
- c) sponsorships from natural or legal persons, from the country or abroad;
- d) financial income consisting mainly of interest on current accounts and financial deposits of the Confederation, the equivalent value of benefits to individuals/legal entities and other financial income according to the provisions of the law;
- e) income generated from the activities and services provided by the Confederation;

- f) alienation of goods or rights owned by the Confederation;
- g) income derived from direct economic activities permitted by law, if these are ancillary in nature and closely related to the mission, objectives and activities carried out by the Confederation;
- h) subsidies and other resources obtained from the state budget and/or local budgets;
- i) funding from entities that support principles, values and objectives common to those Confederation;
- j) European funds or other funds, public or private;
- k) other receipts, income or assets permitted by law.

Art.18.

(1) The financial resources of the Confederation shall be used for:

- a) covering its own expenses required for the proper functioning of the Confederation, including the territorial organizational structures.
- b) the purchase and/or rental of goods and services necessary for the current and long-term functioning of the Confederation, the carrying out of its activities and the promotion of its image and interests.
- c) Establishing and administering training, professional certification and consultancy units in the specific fields of the negotiating sectors of the national economy they represent, according to the law;
- d) establishment and administration of companies (civil or commercial, as the case may be), including in the field of mass media, social and cultural units, educational and research units, as well as for continuing professional training in their own fields of interest, insurance companies, as well as its own bank and other entities permitted by law.
- e) financing of direct economic activities permitted by law, if they are ancillary in nature and closely related to the mission, objectives and activities carried out by the Confederation;
- f) financing or co-financing of projects;
- g) payment of taxes and fees necessary for the participation of the Confederation and its members as members or associates in other organizations in the country or abroad;
- h) financing of prizes, scholarships, participation in congresses and internal meetings or international.;
- i) acquisition of copyrights, know-how and other intangible assets;
- j) carrying out professional certification, professional development and retraining activities, according to the law;
- k) other activities permitted by law.

(2) To carry out its financial activity, the Confederation will open bank accounts in lei and in foreign currency, as appropriate.

(3) All expenses/investments related to the acquisition of real estate, as well as those related to movable goods and/or services with a value exceeding 500,000 lei (including VAT) will be subject to approval by the Board of Directors before their execution or by the President, between meetings of the Board of Directors. Expenditures regarding the acquisition of movable goods and/or services with a value of up to 500,000 lei will be approved by the General Director before their execution.

(4) The revenues of the Confederation are intended to achieve the purposes for which it was established. and cannot be distributed to their members.

(5) The control of the Confederation's own financial activity is carried out by the censors' committee or its internal audit bodies, which operate according to the statute and legislation in force.

CHAPTER VI

MERGER, DISSOLUTION and LIQUIDATION OF THE CONFEDERATION

Art. 19. MERGER (1)

The merger may be decided by the General Assembly of the Confederation with the unanimous vote of the members; on this occasion the balance sheet shall be drawn up and submitted together with the merger request.

Art. 20. DISSOLUTION (1)

The Confederation may be dissolved based on the Decision of the General Assembly, adopted unanimously by votes. The decision shall mention the legal entity with similar purpose to which the patrimony of the Confederation shall be transferred.

(2) The Confederation may be dissolved in the following cases:

- when the purpose or activity of the Confederation has become illicit or contrary to public order;
- when the achievement of the goal is pursued through illicit means or contrary to public order;
- when the confederation pursues a purpose other than that for which it was established;
- when the Confederation became insolvent;
- in other situations according to the law.

(3) From the moment of dissolution, the Board of Directors may no longer undertake new actions, otherwise its members are personally or, as the case may be, jointly and severally liable for the operations undertaken.

(4) Within 5 days of dissolution, the authorized representative of the Confederation or the liquidators of the assets are obliged to request the competent court, which operated the registration in the special register of employers' organizations as a legal entity, to make

mention of its dissolution. The Confederation ceases to exist on the date of deletion from the Special Register of Employers' Organizations.

Art. 21. LIQUIDATION (1)

The Confederation being dissolved, the Board of Directors must apply the legal provisions regarding liquidation.

(2) In the event of the dissolution of the Confederation, its assets shall be divided in compliance with the provisions of the statute, the Decision of the General Assembly and the common law in the matter.

CHAPTER VII

FINAL PROVISIONS

Article 22.

(1) The legal acts establishing the Confederation are governed by Romanian civil law.

(2) Disputes arising from relations between the Confederation and Romanian or foreign natural or legal persons may be settled amicably, through mediation or arbitration, according to the understanding of the parties. In case of disagreement regarding the choice of the arbitration court and the applicable rules, the disputes shall be settled before the competent courts according to Romanian law.

(3) Disputes of the Confederation arising in relations with employed personnel will be resolved in accordance with Romanian labor legislation.

Article 23.

(1) Amendments and additions to this Statute may be made by decisions of the governing bodies of the Confederation, under the conditions and to the extent permitted by law, and shall result in the written updating of the Statute.

(2) The provisions of this Statute shall be supplemented by law and shall be interpreted in accordance with the legal provisions applicable to the confederations. In case of contradiction, the requirements provided for by the legislation shall prevail.

Article 24.

(1) This Statute is legally drawn up having as its legal basis Law 367/2022, "Social Dialogue Law" with subsequent amendments and supplements and was adopted unanimously.

(2) We, the founding members of the Confederation, empower Mr. Cristian Romeo ERBAYÜ for carrying out any steps and formalities necessary for the establishment of the Confederation and its acquisition of legal personality, according to legal requirements, he may empower specialized companies (lawyers, etc.) to carry out these steps.

(3) We, the founding members of the Confederation, declare that we fully understand the content and legal consequences of this Statute, all of the above in this act representing our free will.

⁻ ***The Statute of the Confederation of Entrepreneurs and Investors of Romania was adopted in the Assembly meeting General from 09.02.2024***

^{yi} ***The Confederation of Entrepreneurs and Investors of Romania has acquired legal personality based on this statute, in accordance with the provisions of Law no. 367/2022 on social dialogue, with subsequent amendments and supplements, according to the decision of the Bucharest Court***

