

REGULATIONS of the Romanian Association for Electronic Industry and Software Timisoara branch, ARIES – TM

CHAPTER 1. GENERAL PROVISIONS

Art.1. The Timisoara branch of the Romanian Association for Electronic Industry and Software, with the acronym ARIES-TM, is the professional trade organisation of the electronic industry and software from Timisoara and from the geographic area assigned by the General Meeting of ARIES, nongovernmental and non-profit. The branch has as purpose of promoting and protecting of the business environment of the electronic industry and of the software from Romania, the promoting the professional and trade interests of the members and the enforcing of their professional authority and their social prestige.

Art.2. ARIES-TM is a legal body, with the headquarters in Timisoara, Str. Paris, no. 2A, room 413.

CHAPTER 2. ARIES-TM'S ATTRIBUTIONS

Art.3. Promotes and protects the professional and trade interests of its members.

Art.4. Organises and promotes the environment for the professional and trade contacts from the domain.

Art.5. Elaborates and promotes regulatory law initiatives in favour of its members and facilitates the access of its members to governmental and nongovernmental entities.

Art. 6. Organises and provides assistance for the collaboration between its members.

Art.7. Provides assistance and promotes individual, shared projects or projects with third parties.

Art.8. Ensures the industry competition by:

- a) Promoting of the ethical conduct among its members
- b) Promoting of the quality in its members' activity
- c) Promoting of the concept of environment protection in/and through its members' activity
- d) Stimulating and promoting of the innovative activities and protecting the intellectual and the technical creation
- e) Promoting of the image of the industry in the country and abroad

Art.9. Ensures a competitive information flow and a non-discriminatory sharing of the information to its members.

Art.10. Performs research activities and studies and elaborates strategies, builds databases, frames the information and ensures the wide and non-discriminatory access of its members to it.

Art.11. Promotes the informational society and the society of knowledge from Romania and takes part to its implementation.

Art.12. Organises perfecting actions in the country and abroad, in its members' benefit.

Art. 12. Bis. Organises and runs events and programmes for the youngsters to promote the Informational Society and the Society of Knowledge.

Art. 13. The branch manifests its representing and consulting character by:

- a) It represents and supports the professional, trade and group interests of its members against governmental entities, against other entities and institutions from the country and from abroad;
- b) Draws up studies, offers information and specialty consultations to its members or to third parties;
- c) Proposes to the entitled bodies the promoting regulatory documents in its members' interest;
- d) initiates professional meeting and contacts.

CHAPTER 3. ARIES MEMBERS. RIGHTS AND OBLIGATIONS

Art. 14. Are members of ARIES-TM, the organisations with legal identity of the electronic industry and for software from Timisoara and from the geographic area assigned by the General Meeting of ARIES, profit or non-profit and governed by private law and the organisations of the academic environment, that join the present Articles. The organisation carries out its quality of member of ARIES-TM through the person that employs it validly or through a person delegated for this purpose. The organisation that wants to become a member of ARIES will submit an application to the secretary office of the Branch.

Art. 15. The Branch's members have the right to:

- a) participate to the General Meetings of the Branch and of the ARIES Association, to question and to take part at debating of problems concerning this domain, or the well-being of the Branch and of the Association;
- b) to choose and to be chosen in the leading bodies of the Branch and the Association;
- c) to benefit, under the conditions established by the Articles and by the functioning regulation, from the services of the Branch and the Association;
- d) to inform the Branch and the Association about the issues concerning the general interest of the members, in order to protect and to promote these interests;
- e) to delegate their vote by proxy to another member of ARIES, or of ARIES-TM or to a person designated for this purpose;

Art. 16. The Branch's members have the following obligations:

- a) To observe the provisions of the present Articles and the decisions of the leading bodies of the Branch and Association and to offer all the support to fulfil the purposes of the Branch and of the Association;
- b) to pay fees under the condition and at the level established by the General Meeting of the Association;
- c) to perform their activity observing the legislation of the country.

Art. 17. The Branch's members lose their membership, where applicable, by:

- a) termination of the existence of the legal person;
- b) renunciation to the membership;
- c) by revocation of the membership, in the case in which one does not pay the participation fees, or seriously and repeatedly infringes the due obligations, based on the present Articles, or becomes unworthy as consequence of a criminal conviction or of declaring bankruptcy.

The granting or the losing of the membership its determined, or as applicable, is decided by the Executive Committee of ARIES-TM.

Art. 18. Associate members can be legal or natural persons, from the country or from abroad, which morally or materially support the Branch.

Honorific Branch's members, can be personalities from the country or from abroad, who support through their work the interests and the image of the Branch or the Association (the acquiring of the Honorific membership of the Branch is made based on the President's proposal and by approval of the Board of Directors).

Art. 19. The provisions of art. 15 and 17 regarding the achieving and the loosing of the membership apply accordingly to the associate members and to the honorific members.

The Branch's members and the honorific members have the rights specified at art. 5, letters a and d and the obligations specified at art. 16, letters a and c. They can be invited to the meetings of the leading bodies of the Branch, however without taking part to the vote.

CHAPTER 4. THE LEADING BODIES OF THE ASSOCIATION

Art. 20. The leading bodies of the Branch are:

- a) the General Meeting of the Branch's Members;
- b) the Board of Directors;
- c) the Executive Committee;
- d) the President.

With respect to the number of members, their activity purpose and their interests, the Branch can be organised on work groups and on sections. Their leading bodies are:

The General Meeting of the members and the leader of the organisation, rightfully vice-president of the Branch.

Art. 21. The leading bodies as a whole and each of their members are responsible for the activity of the respective body, in front of the General Meeting.

Each member is responsible for the fulfilment of its duties in front of the leading body, to which he belongs.

A. THE GENERAL MEETING OF THE BRANCH'S MEMBERS AND THE GENERAL MEETING ON WORK GROUPS AND SECTIONS

Art. 22. The General Meeting consists of all the Branch's members, respectively the members of the work group or the section of the branch, being its highest leading body.

Art. 23. The General Meeting shall hold in ordinary session, once every year, and in extraordinary session whenever important problems have to be solved, which fall within its competence and that cannot be postponed. The calling of the General Meeting in an extraordinary session can also made on request of a number of members, representing at least one third of its members.

Art. 24. The General Meeting is called by the President of the Branch at least 15 days prior the date of the meeting. At calling, the preliminary agenda is also communicated to the members, with a detailed presentation of all the problems which will form the object of the meeting debate.

Art. 25. The General Meeting is validly set up if there are present at least two thirds of the total number of the existing members, at the date of the call.

If at the first call, it is not meet the statutory number of members, a new call will be made for a date, that will not exceed 30 days from the date established for the first call, that will be statutory, regardless of the amount of present members.

Art. 26. The General Meeting is led by the current President of the Branch.

Before opening the General Meeting, the number of present members will be checked from the name list, the result of the check being reported to the General Meeting.

Art. 27. The decisions of the General Meeting are taken by the vote of at least half plus one from the number of present members.

Each member has the right to a single vote.

Art. 28. The General Meeting has the following attributions:

- a) debates the problems of general and actual concern of the Branch and of the Association, adopts resolutions that reflect the position of the Branch's members in the debated problems which include the conclusions and the proposals for appropriate measures;
- b) debates the activity report of the Board of Directors and the verification report of the Censors Board regarding the activity performed between the sessions of the General Meeting and grants administration discharge;
- c) approves the annual budget of the Branch;
- d) establishes the general objectives of the Branch's activity over the period until the next General Meeting, or over longer periods;
- e) chooses the President and approves or modifies the programme and the Executive Committee proposed by it;
- f) established the number of members of the Censors Board;
- g) Deliberates and decides over any other problems in its competence.

B. THE BOARD OF DIRECTORS OF THE BRANCH

Art. 29. The Board of Directors is voted by the General Meeting for a period of 2 years. It is composed by the Executive Committee and by a number of members, established and voted by the General Meeting.

Art. 30. The Board of Directors meets every three months, after a pre-established calendar and performs its activity in front of at least two thirds of the total number of its members.

If this quorum is not achieved, a new call is made within 15 days at the most, from the first one and decisions will be made by simple majority, regardless of the number of present members.

Art. 31. The Board of Directors exercises, in the period between the sessions of the General Meetings, the leading of the Association and decides over all the problems in its competence, based on the present Articles or on the decisions of the General Meeting.

The Board of Directors has the following competencies:

- a) debating of the general concern problems arisen in the period between the general meetings and adopting of conclusions and decisions, with appropriate measures;
- b) elaborating and approving of programmes and projects between the two General Meetings;
- c) elaborating of strategies and of enforcement strategies of the programmes and projects approved by the General Meeting;

- d) establishing of contacts with business partners, with the State administration, with nongovernmental organisations, with the legislative, as well as with organisations and institutions from abroad, in order to develop lobby for the Association;
- e) elaborating and approving of the structure of the administrative instrument of the Branch, as well as of the amount of staff;
- f) employs the Censors board of the Branch.

C. THE PRESIDENT OF THE BRANCH

Art. 32. The President of the Branch is chosen for a period of 2 years, based on a program proposal of an executive committee and of a budget. Once chosen, he also becomes the President of the Board of Directors and of the Executive Committee.

Art. 33. The President of the Branch ensures the current and permanent leading of the whole activity of the Association and pursues the fulfilment of the decisions of the General Meeting and of the Board of Directors. He takes whole responsibility for the ARIES-TM functioning, during its commission.

Art. 34. The President can delegate by decision, part of his duties to a vice-president. The appointed Vice-president is the rightful deputy of the President.

Art. 35. President's duties:

- a) Elaborates the program of the Branch and build the team of the Executive Committee and submits them to the approval of the General Meeting.
- b) Presides the meetings of the General Meeting, of the Board of Directors and of the Executive Committee during his commission.
- c) Pursues directly the activity of the Executive Committee, to perform the program on time and reports to the Board of Directors.
- d) Engages the Branch in relations with the partners from the country and from abroad
- e) Engages the staff of the association and establishes the amount of their wages.
- f) Calls the General Meeting according to Art. 24 and 25 of this Articles and ensures its smooth running.
- g) Proposes new vice-presidents during its commission and subjects them to the approval of the Board of Directors according to the association's regulations.
- g) Proposes the dismissal or change of some vice-presidents during its commission and submits the proposal to the Board of Directors according to the regulations of the Branch and to the decisions of the General Meeting.

D. THE EXECUTIVE COMMITTEE OF ARIES-TM

Art. 36. The Executive Committee is composed of all the rightful vice-presidents according to art. 20 and of the ones named by the President and approved by the General Meeting.

Art. 37. The Executive Committee meets once every three months following a preestablished calendar and performs its activity in front of at least two thirds of the number of its members.

Art. 38. The Executive Committee has the following duties:

- a) To perform the program approved by the General Meeting, within the established terms and parameters.

- b) To execute during his commission all the decisions of the General Meeting.
- c) To report to the Board of Directors and to the General Meeting regarding the performance of the programs and the decisions took by these.
- d) To propose to the Board of Directors, during his commission, new programmes and projects to be approved.

E. ABOUT VICE-PRESIDENTS

Art. 39. All the ARIES-TM vice presidents have executive role. They take responsibility towards the General Meeting, towards of the work groups or of sections according to art. 20.

Art. 40. All vice-presidents perform their activity based on the programmes negotiated with the President of the team, to which he belongs.

Art. 41. Vice-presidents' duties:

- a) To perform the programmes, based on which they have been proposed and chosen;
- b) To collaborate with the other vice-presidents and with the secretariat, of the Branch in order to fulfil their mission and to support the other vice-presidents;
- c) To propose new programmes and projects;
- d) To participate and to take decisions within the Executive Committee and the Board of Directors.

F. COMMON PROVISIONS FOR THE LEADING BODIES

Art. 42. The membership of a leading body ceases at the date of expiration of the period for which he has been chosen, or by revocation by the body that chose him. The members of the leading bodies will continue, normally, to exercise their commission after the expiration date of this period as well, but only until the first meeting of the body that elected them.

The membership of a leading body ceases also by ceasing of the position, for which he has been chosen or if he is dismissed, or for other reasons that are established through the interior rules regarding the way of performing of the leading activity of the Association. Within the leading bodies, a member cannot be represented by more than one person.

Art. 43. The debates and decisions of the leading bodies are recorded in protocols.

CHAPTER 5. BOARD OF CENSORS

Art. 44. The board of censors shall be formed of 3 people appointed by the Board of Directors: a certified accountant and two representatives of the member companies. The censors are liable for their activity only in front of the General Meeting. They are independent in carrying out of their duties, based on the present Articles.

Art. 45. The censors control the administration of the Branch, check the execution of the budget, as well as of the financial-accounting operations, supervise the regularity of the records and submit their report to the General Meeting.

In case of divergent findings and conclusions, the members of the board of censors will draw up individual reports that shall be submitted to the General Meeting, along with the President's of the Board point of view.

Besides these reports, the Board of censors will draw up protocols, in which it will record all their findings, conclusions and recommendations.

The boards of censors' reports and protocols are registered in a special register. A copy of these reports or protocols shall be submitted to the President of the Branch after it has been registered.

Art. 46. The President of the Branch is responsible for the fulfilment of the recommendations made by the Board of censors, on which he has not expressed in written his divergent opinion.

In case of establishing of serious deficiencies, the Board of censors may call the General Meeting in extraordinary session.

Art. 47. The Board of censors will be able to exercise its control at any time.

CHAPTER 6. THE FUNCTIONAL-ORGANISATIONAL STRUCTURE OF THE ASSOCIATION

Art. 48. The Branch has the functional-organisational structure established by the General Meeting, at proposal of the President of the Branch.

Art. 49. Art. 50. Within the Branch can be organized, under the approval of the General Meeting, work groups, sections or study boards having the task of carrying out of studies, approvals and projects, in the attributions of the Branch and to represent the interests of ARIES-TM within the territory.

CHAPTER 7. BRANCH'S PATRIMONY

Art.51. At founding, the patrimony of ARIES-TM is of 7,500,000 lei, deposited at the CEC bank.

Art.52. The financing sources of the Branch are formed by registration fees and by subscriptions of its members, by fees and tariffs for services from its activity field, by commissions, as well as by donations or sponsorships.

Art.53. All incomes and expenses of the Branch will be registered in the yearly budget of the Branch, which will be approved by the General Meeting.

CHAPTER 8. ABOUT THE RELATIONS OF THE BRANCH WITH THE MOTHER-COMPANY ARIES

Art. 54. The ARIES-TM Branch is a territorial structure of the Romanian Association for Electronic Industry and Software, according to the law, having the legal position established by the General Meeting of ARIES, and an unlimited operating duration.

Art. 55. The ARIES-TM Branch is established based on art. 20 from the Articles of ARIES, based on the decision of the General Meeting of ARIES, and based on the freely consented approval of the association's members from the area in which it is established.

Art. 56. The Branch's members

a) Branch's members can be only legal persons with the headquarters within the geographic area established by the General Meeting of the Association.

b) All the Branch's members are rightful members of ARIES.

The membership within the branch is obtained only after registering to the Unique Register of Members of ARIES.

c) The membership within the branch and its losing, as well as their rights and obligations, are the same with those of the members of ARIES, set out in chapter III of its Articles.

Art. 57. The branch has the right:

- a) to conclude in its own name legal administration and preservation documents;
- b) to conclude legal decision documents in name and on behalf of the association, only based on previous decision of the Board of Directors of the association, according to art. 13, paragraph 2 from GO 26/30.01.2000.
- c) to organise its own General Meeting of the members and to choose its President, its Board of Directors and its Executive Committee, according to the rules of the ARIES Articles, of choosing the President of the association, the Board of Directors and its Executive Committee;
- d) to establish its fees for its services and to attract extra funds through voluntary contributions, sponsoring, programs with internal or external financing and by any other resources that do not infringe the laws of the State and of the ARIES Articles;
- e) to delegate the President of the Branch, or another person, to represent its interest in the General Meeting of the Members of the Association. The number of votes in the General Meeting of the ARIES members will be equal with the number of Branch's members, except for those who have direct representatives;
- f) to register new members according to the ARIES Articles;
- g) to establish a different patrimony from the ARIES patrimony, by observing the law;
- h) to use the created or attracted resources, as the General Meeting of the Branch's members decides;
- i) to organise events and to found organisations that support the professional and the trade activity of the members (technological parks, business incubators, etc.);
- j) to organise events and activities that support the academic environment, in accordance with the interests of the Branch's members.

Art. 58. The ARIES Branches have the obligation:

- a) to observe the ARIES Articles, the decisions of the President and of the Board of Directors of ARIES and all the decisions took by the General Meeting of the ARIES Members;
- b) to observe the legislation of the country and to use ARIES name and image in favour of the whole Association and in the one of its allied;
- c) to hand over its patrimony, in case of liquidation, to the Board of Directors of ARIES;
- d) to pay, into the ARIES account, 25% of the incomes from the members' contributions, as they are established on national level, until the 15 of the month succeeding the one in which they have been collected;
- e) to use the ARIES Legal position in force;
- f) to register all modifications arising from the General Meetings of ARIES members, to the Special register of the Court;
- g) to serve equally, transparently and nondiscriminatory all the ARIES members.

Art. 59. The ARIES-TM Branch loses its title of Branch and shall be liquidated according to the case by:

- a) reducing of the number of members below the number established by law;
- b) decision of the General Meeting of the Branch's Members;
- c) decision of the General Meeting of the ARIES Association Members.

By loosing of the quality of Branch of the Romanian Association for Electronic Industry and Software, the whole resulted patrimony goes to ARIES. The Board of Directors of ARIES will dispose the distribution of this patrimony to the organizations of the Association.

Art. 60. The President of the Branch is rightfully ARIES vice-president and member of the Board of Directors of ARIES according to art. 20 from the ARIES Articles.

Art. 61. The leading bodies of the Branch are identical with those of ARIES, except that they refer to the Branch and not to the Association as a whole. Their definition, their establishment conditions and their duties are those described in chapter IV of ARIES Articles, in the subchapters A, C, D, E, F, except art. 32 referring to the President of the Board of Directors and art. 36 referring to the rightful vice-presidents, which do not apply.

Art. 62. For the Branch, the jurisdiction of the Board of Directors of ARIES is as such:
a) Dismisses the President of the Branch and its executive committee, in case these do not observe the ARIES Articles, or infringe the State's laws and the rules and decisions of the Association.
b) Organizes new elections for the Branch or, if the case, appoint a temporary President and an executive committee until the next General Meeting of the ARIES Members, that will take the final decision.

Art. 63. At establishment, the patrimony of the Branch is established according to the law and consists of the amount of 7,500,000 Lei, deposited to the CEC with receipt no. 506190/June 23, 2003.

CHAPTER 9. COMMON AND FINAL PROVISIONS

Art. 64. The Romanian Association for Electronic Industry and Software, Timisoara Branch is established on unlimited period.

Art. 65. The content of the present Articles is completed with the provisions of the Order no. 26 from January 30, 3000 and completed with the GO No. 37/2003.

Art. 67. The provisions of the present Articles shall be developed by the Organizing and Functioning Regulation of the Branch.

Art. 68. The present Articles has been approved by the General Meeting of Establishing the Romanian Association for the Electronic Industry and Software Timisoara Branch from May 23, 2003.

Timisoara, May 05, 2017

Board of Directors of ARIES – TM

No.	Name	Position	Address	Signature
1	Ing. Giurea Daniel	President	Cl. Dorobantilor nr 7, bl. 7, sc. B, ap. 24, 300298 Timisoara, CI seria TM nr 812161, CNP 1690419250530, tel 0722-302 164	
2	Ing. Pleava George Titus	Vice President	Str. Vanatorilor Nr.15, Timișoara, CI seria TZ nr 188737, CNP 1620101354887, tel 0722-245 422	

3	Ing. Jurca Moise	Vice President	Str. Sorin Titel nr. 20, et. 1, ap. 6, Timisoara, CI seria TM nr 808551, CNP 17770109110645, tel 0722- 419 327	
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