

## **STATUTE**

### **Federation of Metropolitan Areas and Urban Agglomerations in Romania FZMAUR**

#### **CHAPTER I - The name, purpose and location of the federation**

**Art. 1.** (1) **The Federation of Metropolitan Areas and Urban Agglomerations of Romania**, referred to as **FZMAUR**, is organized according to law and present statute as a federation which carries out its activity in the general interest.

(2) **FZMAUR** consists of metropolitan areas and urban agglomerations established according to Law no. 215/2001 on local public administration, as subsequently amended and supplemented and G.O 26/2000 on associations and foundations, as subsequently amended and supplemented.

(3) The **FZMAUR** abbreviation may be used in headers, logos, acts, announcements, correspondence, publications, correspondence or any documents issued by this federation.

**Art. 2.** FZMAUR is a legal entity of private law, without patrimonial, non-governmental and apolitical purpose, constituted for the purpose of representing members in relation with central public authorities as well as in relations with international bodies or institutions.

**Art. 3.** FZMAUR is constituted for an indefinite period of time.

**Art.4.** FZMAUR has its headquarters in Braşov, Mihail Kogălniceanu Blvd. no. 23, building C7, room no. 403.

## CHAPTER II - The Federation's Objectives

**Art. 5.** The objectives of FZMAUR are:

- a) active and efficient participation in the process of sustainable development and achievement of territorial cohesion in Romania.
- b) strengthening the partnership with the central public administration.
- c) representing the interests of federation members in relations with the central public administration, other non-governmental organizations and third parties, both internally and internationally.
- d) harmonizing the interests of the members of the Federation in order to implement the process of sustainable development and achievement of territorial cohesion.
- e) elaborating normative acts aimed at improving the activity of federation members as well as drafting proposals for amending or supplementing the existing legislation.
- f) organizing databases and information in the field of local public administration.
- g) affiliation or association to organizations in the country and abroad that have purposes compatible with those of the Federation under the law.
- h) promoting a coherent spatial development in Romania
- i) cooperate with other similar organizations to implement sustainable development policies.
- j) strengthening and developing competitiveness at National Level.
- k) implementing programs and projects from national or international non-reimbursable financing, specific to the activity.

## CHAPTER III - Means of achieving the objectives

**Art. 6** In order to achieve the proposed objectives, FZMAUR will use the following means:

- a) to initiate and support activities promoting the common interests of FZMAUR members in relation with the President of Romania, the Romanian Parliament, the Government of Romania, other public authorities, as well as in relation with international institutions and entities

- b) holding meetings, conferences, debates, round tables, seminars, communication sessions, as well as any other forms of meetings not contrary to the rule of law.
- c) publishing own publications or cooperating with other entities in the country or abroad.
- d) the adoption of decisions under the rules of the present Statute.
- e) organizing sessions of communications for the presentation of scientific papers;
- f) organizing exchanges of experience, training and training internships in the country and abroad;
- g) initiating lobbying activities under the law in order to promote the interests of the public authorities and the local communities they represent;
- h) other forms and means established by the General Assembly or by the Board of Directors.

#### **CHAPTER IV - Members' Rights and Obligations**

**Art. 7** A member of FZMAUR can be any metropolitan area or urban agglomeration constituted in accordance with the provisions of Law 215/2001 on local public administration and G.O. 26/2000 on associations and foundations with subsequent amendments and additions adhering to this federation with respect to the obligations provided in art. 12 of the present Statute.

**Art. 8.** (1) Access to FZMAUR is granted through the decision taken by the governing body of the metropolitan area or urban agglomeration that wants to become a member.

(2) Within 30 calendar days of approval of the request in the General Assembly, the President of the Federation issues the FZMAUR membership certificate, which is then submitted to the applicant's headquarters.

**Art. 9.** (1) Membership of FZMAUR is lost in the following situations:

- a) by denouncing the accession agreement, according to the decision of its own decisional body adopted in this respect, which is communicated to the FZMAUR headquarters;
- b) by exclusion, according to the decision of the General Assembly of FZMAUR;

**Art. 10.** (1) The exclusion of a member of FZMAUR may only be decided by its general assembly upon the proposal of the Board of Directors and only for any of the following:

- a) non-payment of the annual membership fee for two years from the date of expiry of the term established by the decision of the general meeting;
- b) FZMAUR member's representative does not take part in more than 3 consecutive ordinary sessions of the FZMAUR general assembly, without reason;
- c) failure to comply with FZMAUR General Assembly decisions;
- d) through his actions, touches the image of the federation;

(2) The decision to exclude a member of FZMAUR is communicated at its headquarters.

**Art.11** FZMAUR members, through the person designated as official representative, have the following rights:

- a) to vote on the acts adopted by the governing bodies of the Federation;
- b) to participate, through elections, at the management of FZMAUR, under the conditions established by the present statute or by the general assembly;
- c) to participate in the debates and the preparation of the materials on the agenda;
- d) to seek and receive assistance in solving the problems they face;
- e) to express opinions both on the issues under discussion and on the decisions, decisions, instructions or recommendations, as the case may be;
- f) to formulate requests and proposals;
- g) to propose the initiation, modification, completion or repeal of normative acts referring to the members of the federation or their activity;
- h) to be informed about the documents adopted by the general meeting, by the board of directors, or issued by the president of FZMAUR;
- i) to participate in, and benefit from, the forms and means of achieving the objectives;
- j) to reasonably request the opening of the debates within the meeting of the Board of Directors or the General Assembly, the inclusion on the agenda of other issues than those announced;
- k) to access, under the conditions established by the Board of Directors, the data and information bank of FZMAUR;

**Art.12.** (1) FZMAUR members, through the person designated as official representative, have the following obligations:

a) to observe the provisions of these Statutes, as well as those of the decisions of the General Assembly, the decisions of the Board of Directors, as well as those of the president's provisions;

b) to contribute by all means and means to the FZMAUR objectives;

c) to pay the annual membership fee fixed by the General Assembly for the current year, by 31 March of each year at the latest, except as provided in paragraph (2).

(2) In the case of members joining FZMAUR after March 1, the deadline for payment of the fee for the respective year is 30 calendar days from the date of adoption of the decision of the General Assembly.

(3) Members who do not pay their annual contribution under the conditions provided for in paragraph (1)

(d) and (2), until full payment of the outstanding obligation, cease to participate in the adoption of:

a) the decisions of the General Assembly of FZMAUR;

b) the decisions of the Board of Directors of FZMAUR.

## **CHAPTER V - Organization and bodies of the Federation**

**Art.13.** - The governing bodies of FZMAUR are:

a) **the General Assembly;**

b) **the Board of Directors;**

c) **the Censor.**

**Art.14.** (1) The **General Assembly** is the governing body made up of all the members of the FZMAUR members.

(2) **The General Assembly** has the following attributions:

a) approves, amends and completes the FZMAUR status;

b) establishes FZMAUR strategy and programs;

c) approves the revenue and expenditure budget and the balance sheet;

- d) validates the composition of the Board of Directors and the Audit Committee, according to these Statutes;
- e) analyses and approves the activity report of the Board of Directors and the auditor;
- f) decides on the establishment of branches, specialized institutions and offices;
- g) decides on the dissolution and liquidation of FZMAUR and determines the destination of the remaining assets after liquidation;
- h) decides on cooperation, cooperation, association or adherence to international organizations;
- i) performs other duties provided by the law and this statute.
- j) approves the admission of new members to the federation

(3) The General Assembly shall meet annually in ordinary session and whenever necessary in extraordinary sessions when convened by the Board of Directors or at least one-third of the representatives appointed in accordance with paragraph (1).

(4) The convocation of the General Assembly shall be made in writing at least 15 working days before the ordinary sessions and at least 5 working days before the extraordinary sessions.

(5) The convocation shall specify the agenda, date, time and place of the session.

(6) The General Assembly is constitutionally constituted if at least two thirds of all the members of the Federation are represented.

(7) If at the first convocation of the General Assembly this is not statutory, a second convocation shall be held. The second General Assembly convocation shall be held after 15 calendar days from the date of the first convocation but no later than 30 calendar days from that date. At the second convocation, the General Assembly is statutory, regardless of the number of members present.

(9) The decisions shall be signed by the President of the Federation.

(10) The assignment provided for in paragraph (2) (d) shall be obligatorily made at the renewal of each mandate. In the event that after the general elections for the local public administration authorities the number of the members of the Board has been reduced to less than 3, the General Assembly shall be summoned by the Executive Director or, failing that, at the joint initiative of at least 3 members of FZMAUR.

**Art.15** (1) The **Board of Directors**, as an executive body, ensures the operative management of FZMAUR between the two sessions of the General Assembly.

(2) The Board of Directors is made up of 5 members:

<b>President:</b>	<b>Ilie BOLOJAN</b>
<b>Vice- President:</b>	<b>Adrian CRĂCIUN</b>
<b>Secretary General:</b>	<b>Paul-Adrian PECE</b>
<b>Member:</b>	<b>Dragoș DAVID</b>
<b>Member:</b>	<b>Gheorghe IONIȚĂ</b>

(3) The term of office for a member of the Board of Directors shall be four years and this term shall be terminated before the due date if another person is appointed by a decision of the General Assembly or a decision of the governing body of that member.

(4) The mandate of persons designated as substitutes under paragraph (3) shall end the mandate of the previous member without the need for validation within the General Assembly. (5) The General Assembly of the Federation shall elect the composition of the Board of Directors, namely the President, the Vice-President, the Secretary and two members, by secret ballot, among the candidates for such positions proposed by the members of the Federation. Applications shall be announced at the General Assembly. The candidate who has passed the majority of the validly cast votes is declared President. If none of the candidates has obtained the majority of the validly cast votes, a second ballot is held with only the candidates placed on the first two places. In the second ballot, the candidate who has obtained the highest number of valid votes is declared President. The term of office of the Board of Directors of FZMAUR is 4 years from the date of the election.

(6) If the President's term of office expires before the stipulated term, his / her duties shall be taken over by the Vice-President until new elections are held.

(7) The duties of the Board of Directors are:

- a) to convene the General Assembly in ordinary sessions;
- b) to propose the agenda and ensure the smooth running of the works;
- c) to propose the amount of members' contributions;

- d) to present to the General Assembly the activity report for the previous period, the balance sheet, the heritage situation, the draft income and expenditure budget, the draft strategy, as well as the projects of the FZMAUR programs;
- e) approves the organization chart of FZMAUR's executive staff and personnel policy;
- f) ensures the execution of the works by the executive staff;
- g) adopts statements and makes recommendations on issues that fall within its remit;
- h) may approve cooperation, association and cooperation with professional associations, with other associative structures of local communities, established at national and international level;
- i) cooperates with central public administration authorities, decentralized public services, prefects, non-governmental organizations and other institutions and organizations in local public administration issues;
- j) elaborates information and proposals to the authorities referred to in point (i) on the issues that are addressed to FZMAUR;
- k) informs the General Assembly of the issues that arise in the current activity;
- l) establishes its own system of decorations, medals, titles and prizes for the achievement of the objective stipulated in art. 5 letter l), as well as the conditions for granting or withdrawing, as the case may be;
- m) fulfils any other duties provided by law, by this statute or entrusted by the General Assembly.

(8) The Board of Directors shall meet on a quarterly basis in ordinary meetings and whenever necessary in extraordinary meetings at the written convocation of the Chairman or at least two members of the Board of Directors. A meeting is statutory if at least 3 members are present.

(9) The convocation of the Board of Directors shall be made at least 5 working days before the date of ordinary meetings and at least 3 working days for extraordinary meetings. As far as technical possibilities are concerned, meetings of the Board of Directors may be videoconferencing meetings.

(10) The convocation shall specify the agenda, date, time and venue of the meeting.

(11) In the exercise of its duties, the Board of Directors shall take decisions with a half vote plus one of the number of members present. In the case of a joint vote, the President of the Federation decides.



The decisions of the Board of Directors shall be signed by the FZMAUR Chairman or, in the absence thereof, by the Vice-President.

**Art. 16. The President of the Board of Directors** performs the following duties:

- a) leads the work of the General Assembly;
- b) convenes the sessions of the Board of Directors and lead its work;
- c) represents FZMAUR in relations with third parties;
- d) pursues and ensures the execution of the decisions, other documents and measures, established by the General Assembly and the Board of Directors;
- e) administers and manages the FZMAUR patrimony within the limits of the powers established by the General Assembly;
- f) concludes legal acts on behalf of FZMAUR within the limits set by the General Assembly, while deciding on the appointment and dismissal of executive staff, the establishment of salary rights and the application of the sanctions provided by the Labour Code;
- g) assigns duties to the other members of the Board of Directors;
- h) may delegate any of his / her duties, Vice-President or Secretary;
- i) performs any other duties assigned by the General Assembly or the Board of Directors;
- j) the chairman of the Board of Directors is also the President of the Federation.

**Art. 16<sup>1</sup>.** Ensuring the current FZMAUR activity through the **Executive Director**.

In order to ensure the current activity of FZMAUR, the General Assembly of the Associates may designate one of the members' representatives as EXECUTIVE DIRECTOR of FZMAUR.

(1) The duties of the FZMAUR Executive Director correspond to the current activity of the Federation and do not overlap with that of the President, the Board of Directors or the General Assembly of the Associates.

(2) The duties of the Executive Director shall be determined in concrete terms by the decision of the President of FZMAUR.

**Art.17.** (1) The control and management of the FZMAUR patrimony will be performed by a Censor.

(2) **The censor** has the following attributions:

- a) checks on how to administer and manage the FZMAUR patrimony;
- b) draws up reports and presents them to the General Assembly;
- c) participates in meetings of the Board of Directors, without the right to vote, on his / her own initiative, as well as at the invitation of the President or at least 2 members of FZMAUR;
- d) performs any other duties provided by law, statute or established by the General Assembly.

## **CHAPTER VI – The Patrimony of the Federation**

**Art. 18** (1) **The Patrimony** of FZMAUR consists of the material and financial contribution of its members and will be used only to ensure that the activities necessary to achieve the purpose of FZMAUR are carried out.

(2) FZMAUR's income is derived from:

- a. membership fees;
- b. interest and dividends resulting from the placement of amounts available under the law;
- c. income from direct economic activities such as editorial, advertising, training activities, etc .;
- d. donations or sponsorships;
- e. resources obtained from the state budget or local budgets;
- f. income from various programs or projects with non-reimbursable financing, as well as from consultancy and assistance activities.

**Art. 19.** (1) **FZMAUR membership** fee is 3.000 RON per year.

(2) The amount of the contribution may be changed annually by decision of the General Assembly.

**Art. 20.** FZMAUR may conduct direct economic activities if they are secondary activities and are closely related to its purpose and objectives.

**Art. 21.** FZMAUR may set up commercial companies in accordance with the provisions of the law. If the dividends obtained by FZMAUR are not reinvested by the companies, they are used for the purpose and objectives of the federation.

**Art. 22.** Administration and management of the FZMAUR patrimony shall be carried out in accordance with the legal provisions in force and the present statute.

## **CHAPTER VII - Destination of assets in case of dissolution of FZMAUR**

**Art. 23.** (1) FZMAUR is dissolved:

- a) by Law;
- b) by Court order;
- c) by the General Assembly's decision.

(2) FZMAUR shall be dissolved by right by:

- a. The non-realization or, as the case may be, the impossibility of achieving the purpose for which it was established, if within 3 months from the discovery of such a fact there is no change of this purpose;
- b. If the situation lasts more than one year from the date when, according to the statute, the general meeting or, as the case may be, the board of directors should have been constituted;
- c. Reducing the number of associates below 2 if it has not been completed for 3 months.

(3) The finding of a situation leading to dissolution of the FZMAUR shall be made by a court order at the request of any interested person.

(4) FZMAUR shall be dissolved by court order at the request of any interested person:

- a) When the purpose or activity of the Federation has become illicit or contrary to public order;
- b) When the realization of the purpose is pursued through illicit or contrary means to public order;
- c) When the Federation pursues a purpose other than that for which it was constituted;
- d) When the federation became insolvent.

(5) Within 15 days from the date of the dissolution hearing, the minutes in authentic form shall be submitted to the court in whose jurisdiction the seat is located. It may be entered in the Register of Associations and Foundations.

(6) In case of dissolution of FZMAUR, the assets remaining after the liquidation can't be transferred to persons.

(7) These goods shall be transmitted to the members. The amount of the share to be sent to members is determined by the contribution paid in each of the two associations over the last two years.

(8) If, within 6 months after the winding up, the liquidators failed to pass the goods under the conditions of paragraph (2), the goods remaining after the liquidation shall be assigned by the competent court of a legal person with the same or similar purpose.

(9) If the Federation has been dissolved for the reasons set out in Article 23 paragraph (4) letters a) -c), the goods remaining after the liquidation will be taken over by the state through the Ministry of Public Finance.

(10) The date of transmission of the goods is that of the delivery of the delivery note if it has not been subsequently established.

**Art. 24.** In the case of the dissolution referred to in Article 23 (2) and (4), the liquidators shall be appointed by court order.

**Art. 25.** In case of dissolution according to Article 23 letter c) the liquidators shall be appointed by the general meeting under the sanction of the lack of legal effect of the dissolution decision.

**Art.26.** The mandate of the Board of Directors ceases with the appointment of the liquidator under the conditions of Articles 24 and 25.

**Art.27.** The liquidators are obliged to receive and keep the register and other acts of FZMAUR, fulfilling the mandate under the control of the censor.

**Art.28.** As far as FZMAUR and members are concerned, liquidators are subject to the rules of the mandate.

**Art.29.** The formalities regarding the advertising of the liquidation and the dissolution of FZMAUR are the responsibility of the liquidators, according to the law.

**Art. 30.** FZMAUR ceases to exist at the time of removal from the Register of Foundations and Associations.

#### **CHAPTER VIII – Final Dispositions**

**Art. 31.** According to the present Statute, the Federation so constituted is subject to the provisions of G.O. no. 26/2000 on Associations and Foundations, as subsequently amended and supplemented.