

Legal Statute

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Romanian Center for Intermodal Transport Promotion - LEGAL STATUTE - PREAMBLE

The Professional association "Romanian Center for Intermodal Transport Promotion" further referred as The Association was constituted to the initiative of some specialised bodies under the The Romanian Ministry of Transport, Construction and Tourism subordination and of the River Ports Owners and Operators Association initiative, as a non-profit professional association addressing to all legal persons that want to promote the intermodal transports and the connected activities. The association will collect the relevant information from all the companies interested in the intermodal transports and disseminate them to its members and public, in order to create a truthful image of the utility and advantages of the intermodal transports. The association's main target is to become part of the european chain of intermodal transport associations.

The mission of the Association underlines the statements mentioned above: "Promoting the intermodal transports in and outside the country in order to decongest goods trade/traffic in Romania and integrate the maritime and river transport within the chain of intermodal transport from the provider until the beneficiary are the most important goals of the Association". The Association will be a professional partner in the projects related to intermodal transport and will offer competent support for the romanian authorities and private field, through innovative logistic services and technological projects linked to intermodality. The Association main objectives are the following: to develop high quality of intermodal transport logistic services; to be a promoting factor of the innovative projects in intermodal transport; to commit itself in large advertisement projects that promote the intermodal transport means available in Romania; to integrate into the european chain of intermodal transport and actively attract the goods on Romanian ways; to identify and attract national and european funds for intermodal transport development. CHAPTER I Article 1.1 Members The Association founders are the following specialised bodies:

The National Company Maritime Ports Administration "Constanta"

Romania The National Company of Navigable Canals "Romanian Association of Ports Operators and Owners" Galati; Romania Romanian Naval Authority "C Romania Romanian Training Center " Constanta; Romania Articles 1.2 Association will and purpose The basis of the Romanian Center for Intermodal Transport Promotion is the the Government Order no. 26/2000 regarding the associations and foundations and the Romanian Constitution. The Romanian Center for Intermodal Transport Promotion will be further refer to as the Association. The purposes of the Association are to promote the intermodal transport, the integration of the maritime and river transports in the european intermodal transport chain from the provider until the beneficiary. Articles 1.3 Name The association name is the "Romanian Centre for Intermodal Transport Promotion". Article 1.4 Juridical form The Romanian Center for Intermodal Transport Promotion is a professional association with legal personality, autonomous, non-political, non-governmental, non-profit, constituted and functioning based on the the Government Order no. 26/2000 regarding the associations and foundations. Article 1.5 Duration The association is constituted on a unstated duration/period.

Article 1.6 Headquarters

The association headquarters address is : Constanta Port , Gate 2, Article 1.7 Initial patrimony The initial patrimony of the Association is of 2800 euro (rate 35.500 ron/ 1euro) and consists of the contribution of all founders. The entire patrimony will be preserved and registered in accordance with the romanian laws into force. CHAPTER II Article II.1 Purpose

The purpose of the association is generally the promotion of the intermodal transport in and outside the country and particularly the maritime and river transport intergration in the intermodal european chain. Other purposes or major interest for the Association are as follows: the harmonised representation of the Romanian intermodal transporters interests within the european centers dedicated to intermodal transport promotion in the official relationship with local, districtual, national and international entities, professional committment in promoting this activity, supporting transporters best interests, through legal means, attraction of investments and non-repayable funds from Romania and abroad. Article II. 2 Profile Supporting the development of its members activity by creating National Development Programmes that would be recognised by the national and international legal bodies. Representating, promoting, supporting and protecting the association members interests in relationships with the public authorities, the unions, physical and legal persons, and the relations between them; Fulfilling the representative role of a promotion center within the european centers net of intermodal transport promotion, acting as a logistic center between naval, highway and railway transports; Proposing to competent authorities and sustaining laws, reglementations, technical and administrative measures in order to develop the intermodal transport; Encouraging and promoting the best standards of professional qualification, competence and knowledge for the personnel involved in the specific activities; Acting to removing of some possible inconveniences that may occur from the application of administrative measures, abusive misinterpretation of norms, orders and laws into force that come against the interests of association members and competent organisations Acting to obtain different facilities in its members interests and to increase the association professional influence within the romanian intermodal transport Informing the public opinion, local and districtual authorities, the Government and the Parliament about the purposes and requests of the association members and development of opportunities in romanian intermodal transports; Collaborating with other professional associations , with private organisation from Romania and abroad , with economic agents or national

and international organisms, with similar bodies from Europe and worldwide, directly or through their representatives in Romania; Facilitating the knowledge and information exchange and encouraging the research through active participation in research projects and publishing their outputs. Supporting the projects to develop intermodal transport in Romania, including those based on private/free initiative. Promoting the Danube as the principal traffic way to transit goods to and from central Europe. Supporting and organising the activities of professional training, qualification and requalification directing the labour force for its members and for all categories of solicitors, initiating or participating to the training and seminars in the country and abroad, thus initiating organising and supporting. Cooperation with the Romanian government and other governmental institutions involved in the field of training and certification of the personnel working in transports field, with institutions, universities, schools accredited by the Romanian Government to perform these activities. Active participation to the social dialogue, attracting the professional potential of the experts in supporting the Romanian state strategic decisions and promoting of an appropriate social climate for professional and economic activities. Supporting its members interests through ensuring their access to information, services, studies, organisation and administration of specialised fairs or other activities; Administration/management of some objectives, spaces, or edifices supporting the activity of the association. Editing newspapers, magazines, books, notes, publications and mass-media cooperation in order to sustain the members activities and the association. Creating and administrating a web site where to find relevant information about the Association and its specific activities; To promote the integrate management systems of

CHAPTER III

Article III.1 Members

The Association's member may be any organisation with legal statute which is interested in directly and actively sustain, promote the Association profile and its objectives, which assumes the provisions of this statute and pay the membership in due time. The membership application will be decided by the Administrative Council. The council also decide the acceptance or exclusion of the members. The membership applications are subjected to the the General Assembly for approval. Membership fees are established depending on the companies annual turnover: less than 5.000.000 RON - 300 RON / year; 5.000.000 RON - 3.000 RON / year; more than 3.000.000 RON = 3.000 RON / year. The membership fee can be paid in EUR, USD or Romanian currency considering the National Bank exchange rate. The membership fee can be changed only by the General Assembly. The fee is paid annually, in advance at the time of application and then, at the time of annual anniversary. To be enlisted in the association database and benefit of its services and be released a member certificate, the future members should enlist individually by filling the Application form. The members that lost the membership can not claim upon The Association patrimony.

Article III. 2 Members Rights

The members have the following rights: To attend the general Assemblies, to actively involve in the Association performances; To elect and be elected in the Administrative Council; Based on the member identification card, they have free access to all the meetings and activities organised by the association, database, services, advantages and facilities organised by the association; They may use, upon request, support and counselling regarding the development of their professional development within association; To receive the association publications and publish communicates and advertisements complying with the conditions established by the editor and Association representatives; To participate together with the Association to the establishment of companies in order support the association activity; The association members may be part of other associations, groups, institutions or organisations with or without legal status.

Article III.3 Members obligations

The association members have the following obligations: To comply with the Association statute and rules; To contribute through their activity to achieve the Association goals and objectives; To consolidate and develop the Association; To pay in due time the fees; To provide the Association with relevant information for the Association; To attend and support the meetings and any other activities organised by the Association. Each member is entitled to vote in the General Assemblies on condition the fees are paid-up. The fees are established by General Assembly decisions in it is paid in the Association account. The fees and funds of any kind can not be paid back and they will be exclusively used to achieve the Association goals and objective.

Article III. 4 Membership cessation

The membership ceases: on request; if the fee payment is later than 3 months from the date established by the Association. If intentionally breaks the rules of the Statute and acts against the Association interests The membership certificate will be withdrawn when the membership ceases and it will be returned to the Association. The administrative council will erase from the records the members that lose their membership in conformity with the article mentioned above. The exclusion decided by the Administrative Council may be appealed to the General Assembly. The General Assembly decision is final and irrevocable.

CHAPTER IV Article IV.1 The Association patrimony is of 2800 RON, consisting of the founders contribution. Article IV.2

The association initial capital consists of founders membership fees. Article IV. 3 The Association revenues consist of: Active members fees; Donations and any other grants; Bank interests; Different incomes coming from organising conferences, seminars, exhibitions; Incomes coming from the association own companies or to which it is associated, counselling in different fields of activity, from advertising and publicity, from settlement or administration of cultural, education, research and economic institutions, rents, budget form Romanian government or other international organisations. The association patrimony and incomes will be kept and registered complying with the applicable national legislation and exclusively used for achieving the Association goals.

CHAPTER V Article V.1 Management, administration and control. Responsibilities. Article V.2 The Association Management, Administration and Control bodies

are:

- General Assembly
- Administrative Council
- The President of Administrative Council
- Secretary General
- Managers of the specialised departments
- Censor or censors commission

 The General Assembly shall be made of active members. Only the members that paid up the fees are entitled to vote. The General Assembly are ordinary and extraordinary. The General Assembly is convened once a year. The Extraordinary General Assembly is convened any time is needed, upon the Administrative Council proposal or upon a written proposal addressed by at least one third of the members. In the last case, the President of the Administrative Council or the substitutes will be compelled to convene the Extraordinary General Assembly within 21 chronologic days from the date of the written request. The General Assembly day, time si agenda will be communicated in written to all members at least with 15 days before the established term. The Extraordinary General Assembly day, time and agenda will be communicated in written to all members at least with 7 days before the established term. During the Ordinary General Assembly will be discussed the agenda proposed by the Administrative Council. If any of the members wish to discuss other items besides those expressed in the agenda, these will be included in the "Miscellaneous" chapter in the agenda. The Ordinary and Extraordinary General Assembly are convened and chaired by the President of the Administrative Council, or should he prevented from doing so, by one of the Vice-Presidents or the Secretary General. The General Assembly may only hold a valid session if at least half of the votes of the total membership are either present or represented. In case that, the quorum of 50% is not present or represented at the day of the meeting, the General Assembly will be convened for the next day, having the same agenda. The General Assembly decisions will be taken by the simple majority. Each member is entitled to vote depending on the fees paid-up to the association:

- Members paying 1500 €, - / year - 1 vote
- Members paying 3000 €, - / year - 2 votes
- Members paying 4500 €, - / year - 3 votes

 Members may be represented by other association member in possession of a power of attorney. A member may represent five other members, complying with the same condition. Only members that paid-up the fee are entitled to vote. The General Assembly responsibilities are as follows:

- examines and approves the annual report and strategy;
- approves the budget closing for the current year and the next year budget;
- elects and dismiss the members of the Administrative Council, the censor(s);
- decides, on the basis of a proposal from the Administrative Council the overall amount of fees to be paid by the members;
- modifies the statute, if the case;
- decides upon the Association disbandment, acceptance or exclusion of a member, petitions made by members;
- receives and analyses reports from the Administrative Council.

 The Administrative council members are elected once at three years during General Assembly meeting. The Administrative Council The Administrative Council is the executive level of the association. It contains no less than 3 members elected for a period of three years. They are paid a fee set up by the General Assembly for each Council meeting. The Administrative Council is managed by a president elected once at three years. The president also becomes the General Manager of the Association for a period of three years. The Administrative Council appoints the Secretary General and the managers of the specialised departments upon the president proposals. The Administrative Council is convened quarterly or when a third of the members request it in written or on the initiative of the president or his/her substitute. The convocations are communicated 5 working days before the meeting by the President or the substitute. The meetings are valid when the simple majority of the present or represented. The meetings are chaired by the the President of the Administrative Council or a person appointed by the president. The Administrative Council :

- Approves the administrative measures in order to carry out the General Assembly decisions;
- Approves the Association agreements and protocols with third parties.
- Initials the strategy, activity plan, financial balance, the budget and submits them to the General Assembly.
- Decides upon the application form, members exclusions or other administrative matters
- Approves the organisation chart, the positions, job descriptions for the president, Secretary General and other employees.
- Analyses the association activity;
- Given the emergency situations the Administrative Council may adopt measures of the general Assembly competence, excepting the Association statute amendments and disbandment. The measures will be subjected to the next General Assembly meeting for approval.

 The President of the Administrative Council is the General Manager of the Association for a period of three years and :

- Represents the association at the national and international level;
- Decides upon the association economic, financial, administrative activity;
- Chairs the General Assembly and Administrative Council meetings;
- Approves and signs the labor contracts for the Association employees;
- Draws up the activity report and submits it to the general Assembly approval;
- Represents the Association in litigations;
- Appoints experts in different fields in order to develop the Association activity

 The Secretary General is proposed by the President and approved by the Administrative Council. The competencies are established by the Association president through job description. The Managers of the specialised departments To analyse and develop different fields of activity, within the Association may be organised some specialised departments. The departments are organised and established by the Administrative Council upon the president proposal and they are managed by managers proposed by the council and approved by the President. Censors or Commission of censors The General Assembly elects a censor or a commission of censors according to the laws in force, for a period of three years. The Censor verifies the financial operations, the accounts, annually or whenever the Administrative Council or the Presidents requests it in written. The censor annually presents to the Ordinary General Assembly a report of the financial activity.

CAPITOLUL VI

Article VI.1 Organisation Chart

The organisation chart and the number of employees are approved by the Administrative Council, upon the President proposal. The wages and other allowances are established upon negotiation and they are stated in the labor individual contracts/agreements completed with the job descriptions. The Association documents will be signed by the President, or in his/her absence, by the Secretary General or one of the managers, delegated and empowered by the President. The financial documents request the signature of the President, together with the Secretary General. The president together with the Secretary General or their substitutes may empower attorneys-at-law to represent the association in litigations, or may introduce, sign or withdraw

any legal procedure in the Association benefit.Â Â The President signs the application forms for the newly approved members.Â Â Chapter VIIIÂ Article VIII.1Â Loans and assets procurementÂ The General Assembly may decide on loan contracts or any other objects and assets procurement in accordance with the laws into force. For the procurement of the inventory objects in accordance with the law provisions, only the Administrative Council approval is needed.Â Â Â Chapter IXÂ Article IX.1 Amendments to the Association StatuteÂ The statute Amendments are proposed by the Administrative Council or one third of the Association members and approved by the General Assembly.Â The association profile may only be changed by the General Assembly decision taken with more than half of the present or represented votes.Â Â Chapter XArticle X.1 The Association disbandmentÂ The Association may be disbanded only through The General Assembly decision taken with the large majority of the totalÂ members, present or represented.Â In case of disbandment performed on basis of the GovernmentÂ Ordinance no. 26/2000 provisions, the Association assets and amounts will be donated to a private or public organisation pursuing similar objectives following the General Assembly decision.