

**ARTICLES OF ASSOCIATION
PODIATRIC ASSOCIATION
Updated on 20.07.2020**

CHAPTER I - Members of the Association

Article 1. The Association is established on the basis of the free consent of the following founding members:

1. **GĂVAN NORINA ALINTA;**
2. **FLOREA BOGDAN;**
3. **VEREȘIU IOAN-ANDREI,**

Article 2. The persons who have the diploma of nurse, doctor or physiotherapist, as well as the persons with higher education in fields related to the objective of interest of the association, Romanian/foreign citizens who join the association, recognise and undertake to comply with its statutory provisions and fulfil their obligations exactly and on time.

The quality of member of the Association is acquired through an application for membership approved unanimously by the founding members of the Association.

Article 3. The Association has the following categories of members:

- a) **founding members**, who took the initiative to establish the Association and constituted the initial share capital.
- b) **members**, who are the legal or natural persons who join the Association after its establishment.
- c) **honorary members**, who are public figures who adhere to the Association and morally and/or materially support its maintenance and development.

The title of honorary member is conferred by the General Meeting at the proposal of the Management Board.

Article 4. The membership status can be lost in the following ways:

- on demand
- upon the dissolution of the Association
- by exclusion from the Association, determined by decision of the Management Board for:
- by violation of the provisions of the By-Laws, of the Internal Rules of the Association;
- organising or supporting, in any form, actions contrary to the purpose and objective of the Association;
- the production of damages to the Association, either moral or material, through the activity carried out;

- non-compliance with the decisions made by the governing bodies of the Association;
- conviction for criminal offenses;
- non-payment of the fee until 31.03, after receiving 2 written warnings from the Management Board, shall lead to the complete forfeiture of the capacity of member of the Association. Written warnings shall be communicated by e-mail or traditional mail.

Article 5. The status of member of the Association can be regained by means of the decision of the Management Board if the causes that led to the exclusion have been removed and there are pertinent guarantees that they shall not occur in the future.

CHAPTER II - Name, Registered Office, Duration, Purpose, Objectives

Article 6. The Association is called: **PODIATRIC ASSOCIATION** according to the availability of the name of the association no. 141582 issued by the Ministry of Justice on 26.01.2015.

Article 7. The Association's registered office shall be in Romania, Cluj-Napoca, str. Ady Endre nr. 44, ap. 6/1, Cluj County. The Association's registered office may be changed based on the Decision of the General Meeting of Members.

Article 8. The Association is established for an indefinite period. The duration may be modified under the Decision of the General Meeting of Members.

Article 9. The Association addresses the profession of podiatrist, as this profession was officially recognised by the Ministry of Labour and Social Justice and received the code 226926 "Health specialists not classified in previous basic groups", being introduced in the Classification of Occupations of Romania (hereinafter referred to as the **profession of podiatrist**) and those who practice this profession (hereinafter referred to as **Podiatrists**), but also those who meet the requirements laid down by the Articles of Association and the Association's By-Laws and want to practice the profession of podiatrist.

Article 10. The podiatrist is a professional, with medical education, specialised in aspects related to the structure, function and health of the foot and lower limb. Podiatrists are highly specialised medical staff, specifically trained to diagnose, treat, rehabilitate, and prevent diseases and complications that affect the feet, ankles, and lower limbs in general. Podiatrists prevent and manage foot disorders, provide solutions for pain relief, treat infections and manage foot deformities. According to the FIP, developed in May 2018, podiatry is the medical science profession dedicated to research, prevention, diagnosis and treatment of deformities, pathology and foot injuries and related structures – in relation to the whole body and the displays of systemic diseases – with the help of all systems and appropriate technologies, using specialised scientific and professional knowledge.

Article 11. The purpose of the Association is to support:

- a) Activities connected to the profession of podiatrist, research and development for the prevention and management of all diseases of the foot, including diabetic foot diseases.
- b) Podiatry skills development activities among health professionals.
- c) Activities to create and develop a culture of foot care among the general population, especially among people with diabetes.

Article 12. To achieve this goal, the Association shall, directly or through subsidiaries, pursue the fulfilment of the following objectives:

- a) Support and promote training, education, research and development for the prevention and management of foot diseases including diabetic foot diseases, activities dedicated to Podiatrists.
- b) Promote communication and cooperation between associations and institutions with responsibilities in the field of health, medical equipment.
- c) Exchange information with similar organisations in the field of health, medical equipment, both in the country and abroad.
- d) Edit and print materials and publications in connection with the purposes and activity carried out by the Association.
- e) Organise symposia and actions on various topics and participate in actions organised by similar associations, both in the country and abroad.
- f) Promote and develop educational and training activities by organising colloquia, debates, conferences and courses, including through external programmes, in order to promote the activities carried out by Podiatrists, research and development for the prevention and management of foot diseases including diabetic foot diseases.
- g) Attract and use, in accordance with the law, sources of funding and resources in the form of grants, contributions, memberships, sponsorships, funding based on projects with internal and external sources of funding, etc.
- h) Management of funds from memberships and other sources.
- i) Implement programmes to support the activities carried out by Podiatrists, research and development for the prevention and management of foot diseases, including diabetic foot diseases.
- j) Involvement of the members and others in activities to promote medical activities, research and development for the prevention and management of foot diseases including diabetic foot diseases.
- k) Identify people's needs and support them in medical, research and development activities for the prevention and management of foot diseases, including diabetic foot diseases.
- l) Carry out information and education programmes.
- m) Promote and conduct exchanges of ideas, information and knowledge.
- n) Establish and recognise the profession of podiatrist assistant, a profession meant to support the activities provided by Podiatrists and in close connection with the profession of podiatrist.

In order to achieve the stated purpose and reach the established objectives, the Association aims to carry out the following types of **activities**:

- a) organisation and active participation of specialised events, in order to promote the activities

dedicated to the work undertaken by Podiatrists, research and development for the prevention and management of foot diseases, including diabetic foot diseases;

- b) organisation of courses, seminars, workshops, conferences, consultations, debates, round tables or other such events, national and international, in order to achieve the proposed objectives;
- c) encourage and support the organisation and conduct of specialised events in the fields of interest, independently and in partnership, in accordance with the law, providing assistance, advice;
- d) activities for the development and promotion of the establishment of databases, training, scientific events, conferences, professional training, workshops, projects;
- e) encouraging and supporting the participation of members and collaborators in events such as those mentioned;
- f) providing support, assistance, counselling and other specialised services to interested members and individuals;
- g) designing and conducting scientific studies and research in areas of interest, independently or in various forms of collaboration and partnership;
- h) development, elaboration and development of own programs and projects and in partnership, with individuals and legal entities, public authorities, institutions and organizations, from the country and from abroad;
- i) activities of consultancy, popularisation, awareness raising and correct information of the public opinion and of the specialists on the topics of interest;
- j) development of own economic activities for self-financing purposes, according to the law;
- k) various associative activities (activities of professional organisations, etc.) and any other activities that do not contravene the law and the rule of law;
- l) participation in consultations with representatives of public and private universities in order to introduce in the university curricula some courses and/or university curricula intended for the training and specialisation of Podiatrists;
- m) expressing an informed point of view for the elaboration of the university curricula in public and private universities (e.g., School of Podiatry – should it be established, master programmes – should they be established), point of view meant to help educational institutions in drawing up a curriculum as applied to Podiatrists as possible;
- n) professional supervision and guidance of podiatrists (profession not currently regulated). The Association states that, insofar as this profession, as a podiatrist, is to be established, it shall be distinct from the specialisation of nurse and shall not impact this specialisation.

CHAPTER III - Assets and Incomes of the Association

Article 13. The initial share capital of the Association is RON 1,000 (one thousand) in cash, made available to the Association by the members and paid in full on the date of establishment of the Association.

Article 14. Revenues come from:

- a) membership fees;
- b) funding from local or national committed budgets conform to the law,
- c) interest and dividend coming from legal placement of available sums;
- d) donations, sponsorships or inheritances;
- e) testamentary dispositions by third parties in favour of the Association;
- f) material and financial support provided by other associations or foundations, whether national or international;
- g) value of training or consulting services for others;
- h) receipts resulting from publications or events for a fee, organised by the Association;
- i) funds obtained from projects;
- j) other sources provided for by law.

Article 14¹. The Association may carry out economic and financial activity which is accounted for in accordance with the legal provisions.

Article 15. The Association may set up companies. Dividends obtained from these companies, if not reinvested, must be used to achieve the purpose of the Association.

Article 16. Cash operations are approved by the Management Board.

Article 17. The Association has the right to receive, in accordance with the law, any income that serves the purpose and objectives of the Association.

The Association's share capital may not be used for purposes other than those provided for in these Articles of Association.

CHAPTER IV - Management, Control and Auxiliary Bodies

General Meeting

Article 18. The General Meeting is the governing body made up of all the members.

The General Meeting shall meet in ordinary or extraordinary sessions.

The General Meeting shall be convened in ordinary session in June-July, and in extraordinary session as many times as necessary.

Article 19. The General Meeting is convened by the Management Board or at the request of at least 1/3 of the members.

The General Meeting is convened in writing, at least 15 days in advance, specifying the date, place and draft agenda. The place where the General Meeting is convened means both a specific chosen space and an online communication channel (e.g. Skype, internal communication platforms), so that the General Meeting can also legally meet online.

Should the General Meeting take place through online media, the Decision of the General Meeting shall be drafted by the Secretary and transmitted through the care of the secretary of the meeting to each member participating in the General Meeting, to be signed by each participating member in hardcopy format.

Article 20. The General Meeting shall be validly constituted regardless of the number of members present.

Article 21. Decisions of the General Meeting shall be made by a vote of half plus one of the votes of the members present, except for the approval and amendment of the By-Laws, in which case a majority of at least two-thirds of the members present shall be required.

Article 22. The General Meeting is chaired by the President of the Association or by the vice-President who is required to communicate the status of presence of the participants with deliberative voting right before discussing the agenda.

Article 23. Duties of the General Meeting:

- establish the strategy and general objectives of the Association;
- approve the budget of revenue and expenditure and the balance sheet;
- approve the organisational chart and the list of positions of the Association;
- adopt and amends the By-Laws and the Articles of Association;
- elect and dismiss the Management Board and the Board of Auditors;
- verify the activity of the Management Board and the Audit Committee;
- dissolve and liquidate the Association, establishing the destination of assets that remain after liquidation;
- set up branches.

Management Board

Article 24. The Management Board consists of 5 members, that is the President, the vice-President, the secretary of the Association and two members.

Article 25. The Management Board is elected by the General Meeting for a period of four years from among the founding members and members.

Article 26. The President of the Association is elected by the General Meeting for a period of four years from among the founding members.

The Management Board consists of **5 members**, as follows:
The term of office of the Management Board is four years.

President - **VEREȘIU, IOAN-ANDREI**

Vice-President – **INCEU, GEORGETA – VICTORIA**

Secretary - **FLOREA BOGDAN**

Member – **DRĂGOI, IULIA IOVANCA**

Member – **MOT, BIANCA-ALEXANDRA**

Article 27. Duties of the Management Board:

- a) convene the General Meeting;
- b) approve the withdrawal from the Association;
- c) apply and revoke warning and suspension sanctions;
- d) establish and abolish specialised technical structures (departments, commissions, working groups) and regulate their activity;
- e) establish and modify the amount of the monthly membership fees of the members of the Association and modify other contributions as necessary;
- f) appoint and revoke the staff of the Association, establish the salaries and allowances of each one within the limits established by the list of positions approved by the General Meeting;
- g) adopt or approve any other measures necessary to fulfil the provisions of the By-Laws, the decisions of the General Meeting or its own decisions;
- h) conclude legal acts in the name and on behalf of the Association;
- i) may draw up the Internal Rules of the Association;
- j) present to the General Meeting the business report for the previous period and ensure the execution of its decisions, the execution of the budget of revenues and expenditures, the balance sheet, the draft budget of revenues and expenditures and the project of the Association's programmes for the next year.

Article 28. Other duties of the Management Board are established by the Internal Rules.

The Management Board is responsible for the procurement and proper use of the funds and assets of the Association.

Article 29. The President of the Management Board has the following specific responsibilities:

- a) convene the Management Board;
- b) chair the meetings of the General Meeting and the Management Board;
- c) coordinate, guide and control the activity of the Management Board, while ensuring the fulfilment of the provisions of the By-Laws;
- d) represent the Association in relation to third parties;
- e) ensure the management of the assets and funds of the Association;
- f) authorise a natural or legal person, at its discretion, to (i) carry out banking operations in accounts opened in the name of the Association; (ii) represent the Association in front of banking institutions (such as, but not limited to, Unicredit Bank) or non-banking institutions for the purpose of completing, signing, submitting and withdrawing any and all forms, applications and/or statements.

Article 30. Vice-President:

- a) replace the President and, in his absence, perform all his duties;
- b) ensure the convening of the General Meeting and the Management Board;
- c) coordinate, guide and control the activity of the secretary and the accountant.

Article 31. Secretary:

- a) ensure the preparation of the materials to be debated by the General Meeting and the Management Board;
- b) ensure the preparation of the minutes of the General Meeting and the meetings of the Management Board;
- c) monitor the execution of secretarial-typing works;
- d) keep a register of the minutes of the General Meetings and of the meetings of the Management Board and a register of the members of the Association and their contributions.

The Censor

Article 32. The internal financial control of the Association is performed by a censor, in the person of Mrs **Cecalecean Cristina Ioana**, registered on the List of the Body of Expert Accountants and Certified Accountants of Romania with book no. 28769/2007.

Article 33. The censor has the following powers:

- a) verify the management of the Association's assets;
- b) prepare reports and present them to the General Meeting of the Association;
- c) fulfil any other attributions established by the General Meeting of the Association.

The Censor's term of office is four years.

Honorary President

Article 33 bis. The Honorary President has the following attributions and powers:

- a) participate in the meetings of the Management Board, upon its invitation, without the right to vote;
- b) represent the Association, based on the mandate of the Management Board, in national and international meetings, conferences, congresses, without it being understood that the Honorary President has the right to conclude legal acts on behalf of and in the interest of the Association;
- c) participate in events organised by the Association or to which the Association is invited, on which occasion he may speak;
- d) support the Association through projects, specialised works and points of view, by participating in its various activities such as exams, courses, congresses, conferences;
- e) other responsibilities established by the Management Board.

The title of “Honorary President” is withdrawn at the proposal of the Management Board, by decision of the General Meeting, only if he causes significant damage to the Association’s image.

Auxiliary Bodies

Article 34. Depending on the needs, with the approval of the General Meeting, auxiliary bodies may be set up under the subordination of the Management Board (legal advisor, secretary-typist, cashier, managers, etc.).

Their remuneration is approved by the Management Board.

CHAPTER V - Internal Rules

Article 35. The purpose of the Internal Rules is:

- to establish the interpretation and application of the provisions of the Association’s By-Laws;
- to regulate the matters not regulated or insufficiently detailed by these By-Laws.

Article 36. The Internal Rules shall be adopted and amended by the Management Board.

Article 37. The Internal Rules shall be adopted on the basis of the By-Laws and the legislation in force and shall be applied in accordance with them.

CHAPTER VI - Rights and Obligations of the Members of the Association

Article 38. The members of the Association have the following rights:

- a) voting rights;
- b) the right to elect and be elected in the governing structures of the Association;

- c) the right to participate with the right to vote in the sessions of the General Meeting of the Association;
- d) the right to participate in the actions organised by the Association;
- e) the right to have access to databases and to receive the annual report and other publications or information prepared by the Association;
- f) the right to make proposals regarding the activity of the Association and to participate in all decision-making activities;
- g) the right to use goods from the material base of the Association, purchased from funds from members' donations, provided that he or she has been a member of the Association for at least 3 consecutive years with the prior written approval of the President of the Association and has paid his or her membership fee to date;
- h) the right to withdraw freely from the Association.

Article 39. The members of the Association have the following obligations:

- a) to comply with the By-Laws, the Internal Rules, the decisions of the General Meeting and the Management Board;
- b) to work to achieve the purpose and objectives of the Association;
- c) to timely pay the annual membership fee and other contributions established by the General Meeting; the annual fee is to be paid until 31 March of each year;
- d) not to bring material or moral damages to the Association or its members and if such damages have, nevertheless, occurred, to repair them;
- e) to contribute to the formation and updating of the database;
- f) to regularly inform the Association about important, present and future projects and actions;
- g) to notify any change of their domicile.

CHAPTER VII - Dissolution and Liquidation of the Association

Dissolution of the Association

Article 40. The Association is dissolved:

- a) by operation of the law;
- b) by court decision;
- c) by the decision of the General Meeting;
- d) at the expiration of its term;
- e) in other situations provided for by law.

Article 41. (1) The Association shall be dissolved by operation of law by:

- a) the achievement in full or, as the case may be, the impossibility to achieve its purpose, if within 3 months from ascertaining such a fact there is no change of this purpose;
- b) the decrease of the number of members below the limit set by law, if such number has not been

completed within three months of its occurrence.

(2) The dissolution is ascertained by decision of the court with territorial jurisdiction over the Association's registered office, at the request of any interested person.

Article 42. The Association is dissolved, by court decision, at the request of any interested person:

- a) when the purpose or activity of the Association has become illicit or contrary to public policy;
- b) when the achievement of the purpose is pursued by illicit means or by means contrary to public order;
- c) when the Association pursues a purpose other than that for which it was established;
- d) when the Association became insolvent;
- e) when the administrative permits required by law have not been obtained.

Article 43. The Association can also be dissolved by decision of the General Meeting, made with the vote of two thirds of the members of the Association. Within 15 days from the date of the meeting in which the dissolution was decided, the decision of the General Meeting shall be submitted to the court with jurisdiction over the Association's registered office, to be registered in the Register of Associations and Foundations.

Article 44. In case of dissolution of the Association the goods are distributed with due observance of the provisions of Article 60 of GO No. 26/2000.

In the event of the dissolution of the association or foundation, the assets that remain after the liquidation may not be transferred to individuals.

These goods may be transferred to legal persons under private or public law which have the same or similar purpose, through a procedure laid down in the By-Laws of the association or the foundation.

If within 6 months from the end of the liquidation, the liquidators failed to transfer the assets as set forth in the previous paragraph, as well as if the By-laws of the association or the foundation does not provide for a procedure for the transfer of assets or if the provision is contrary to the law or to public order, the assets that remain after liquidation shall be assigned by the competent court to a legal entity with identical or similar purpose.

If the association or foundation has been dissolved for the reasons provided in Article 56 (1) (a) - (c) of GO No. 26/2000, the assets that remain after liquidation shall be taken over by the state, through the Ministry of Finance, or, as the case may be, by the commune or city in whose territorial area the association or foundation had its registered office, if the latter was of local interest.

The date of transmission of the goods is that of drawing up the acceptance protocol, if no later date has been established in said protocol.

Liquidation of the Association

Article 45. (1) In case of dissolution by law or by court decision, as provided for in the above Articles, the liquidators shall be appointed by such court decision.

(2) In case of dissolution decided by the General Meeting, the liquidators shall be appointed by the General Meeting.

(3) In all cases, the mandate of the Management Board shall end once the liquidators have been appointed.

(4) The liquidators may be natural or legal persons, authorised under the law.

Article 46. Immediately after their entry into office, the liquidators shall draw the inventory and conclude a balance sheet ascertaining the exact situation of the Association's assets and liabilities.

The liquidators are required to receive and keep the registers and any other documents of the Association.

They shall also keep a register of all liquidation transactions, by order of their date.

Article 47. The liquidators are required to continue the ongoing legal operations, to collect the receivables, to pay the creditors and, if the cash is insufficient, to turn the rest of the assets into money, by sale of the movable and immovable goods in public auction.

Liquidators can only perform those new operations that are necessary to complete the operations in progress.

Article 48. The liquidators may not conclude the operations and may not remit to those entitled the management account until after the expiration of a 6-month term from the publication of the dissolution of the Association.

The liquidators are jointly and severally liable for the damages caused to creditors through their fault.

Article 49. Within two months after the liquidation is completed, the liquidators are required to submit the balance sheet, the accounting journal and a memorandum, declaring the liquidation operations to the Register of Associations and Foundations of the court with jurisdiction over the Association's registered office.

The liquidators are required to fulfil all the procedures for publishing the liquidation and deleting the Association from the Register of Associations and Foundations.

Article 50. If no appeal is registered within 30 days from the submission of the balance sheet, the balance

sheet is viewed as definitively approved and the liquidators, with the authorisation of the court, deliver the assets and amounts remaining from the liquidation to the entitled persons, together with all registers and documents. Only afterwards shall the liquidators be considered discharged and a document shall be issued to them in this respect.

Article 51. The appeals to the liquidator' balance sheet can be formulated by any interested person with the court with jurisdiction over the Association's registered office.

Article 52. The Association ceases to exist on the date of deregistration from the Register of Associations and Foundations.

Article 53. The provisions of this Chapter are supplemented by other legal provisions in force on the date of dissolution and liquidation of the Association.

CHAPTER VIII - Final Clauses

Article 54. The provisions of these By-Laws are supplemented by the legal provisions in force.

Article 55. These By-Laws were drafted in 6 original copies and were communicated to the members of the Association, who subscribed, through their representatives, to its clauses and assumed responsibility through their signatures.

Article 56. The clauses of the By-Laws become effective on the date of signing and authentication/certification.

These By-Laws were updated on 20.07.2020, based on the Decision of the General Meeting of Members of 20.07.2020.

MEMBERS OF THE ASSOCIATION:

GÂVAN NORINA ALINTA,

[Illegible signature]

FLOREA BOGDAN,

[Illegible signature]

VEREȘIU IOAN-ANDREI,

[Illegible signature]

[Seal with the following text:]

Lospa Cristian-Paul, Attorney at Law – Pursuant to Art. 3(1)c of Law no. 51/1995, I hereby certify the date, the identity of the parties and the contents of this document.

No. 203 Date 23.11.2020

Signature: [Illegible signature]