

**STATUTE OF THE  
STRATEGIC INNOVATIVE CLUSTER  
FOR THE SMART SPECIALIZED FIELD OF MECHATRONICS - «MECHATREC»**

**CHAPTER I. GENERAL PROVISIONS**

Paragraph LI. In order to present, promote, support and defend the technical, scientific, economic, social and legal interests, the entities with activities in the field of Mechatronics have been associated in the Bucharest-Ilfov Regional Innovation Cluster for the specialized Mechatronics Specialty - MECHATREC,

Paragraph 1.2. **The current cluster name is: The Innovative Strategic Cluster for the Mechatronics Intelligent Expert Mechatronics - «MECHATREC», hereinafter referred to as the MECHATREC Cluster**

Paragraph 1.3. **MECHATREC cluster headquarters are in Bucharest, Sos. Pantelimon, no. 6-8, sector 2**

The cluster headquarters can be changed by decision of the Board of Directors (Cluster), subject to legal conditions.

The MECHATREC Cluster is established for an indefinite period, starting with the date of the signing of the constitutive act.

Paragraph 1.5. The MECHATREC cluster will have its own stamp and logo.

**CHAPTER II. CRITERION FOR ESTABLISHMENT**

Paragraph 2.1 The MECHATREC Cluster may be administered, managed and legally represented by a Management Entity with legal personality or it may become a private legal person by registering in the Register of Associations and Foundations at the Bucharest Court Registry in order to whose territorial jurisdiction is based. Paragraph 2.2. The MECHATREC cluster is constituted and organized according to the provisions of the national and international legislation in the field, as an entity without juridical personality, without patrimonial purpose, having its own management, distinct patrimony and fills in according to the provisions of the constitutive act and of this statute.

**CHAPTER III. PURPOSE AND OBJECTIVES OF CLUSTER**

**Paragraph 3.1 The purpose** of setting up the MECHATREC Cluster is to create a favourable framework for cooperation between research and development and the industrial environment.

**Paragraph 3.2. The objectives** of the cluster are:

- supporting innovation in the cluster structure;
- increasing economic competitiveness internally and externally, by promoting a cooperation policy both within the cluster and with other external organizations on the national and international level, on the basis of a common strategy;
- coordination in defining common strategic objectives and delivering specific actions to meet these goals;
- developing a common framework for the transfer of know-how and cooperation between partners in the field of research into new advanced smart products and technologies;
- participation in various associative forms, in cooperation with other organizations, internal and international for projects of common interest;
- cooperation with local, regional and central public authorities to ensure sustainable development of the area / region;
- the development in a common general manner of all activities related to the intended

purpose.

**Paragraph 3.3.** To fulfil the purpose for which it was set up, the MECHATREC Cluster supports the activities of its members through various forms and activities, including the establishment of joint production units and services in the intelligent specialized field, can participate in the creation of other associations, may establish national zonal subsidiaries can join organizations or clusters of cluster organizations at national and international level.

#### **CHAPTER IV. CLUSTER COMPOSITION**

**Paragraph 4.1. Membership of the MECHATREC Cluster** can be obtained by any Romanian legal person, based on its request, subject to the following conditions:

- the legal person has acquired legal personality according to the legislation in force;
- know and accept cluster status;
- pay the registration fee and commit to pay the annual membership fee;
- the request, with the favourable opinion of the Managing Board of the MECHATREC cluster, to be accepted by the General Assembly of the MECHATREC Cluster with at least 2/3 of the votes of the members of the cluster.

**Paragraph 4.2.** Membership of the MECHATREC cluster does not confer on the holder any right over its property.

**Paragraph 4.3.** The MECHATREC cluster consists of the founding members, to which may be added members co-opted according to Paragraph 4.1 of this Statute and individuals as experts and honorary members.

**Paragraph 4.4.** The founding members are the legal entities that established the founding of this MECHATREC Cluster and contributed to the creation of its original heritage.

**Paragraph 4.5.** Membership of the MECHATREC cluster ceases by:

- 4.5.1. resignation in writing to the Cluster Manager
- 4.5.2. exclusion for moral or material damage to the cluster, or for non-payment of the contribution within the set time limits.

**Paragraph 4.6.** Withdrawal of membership is made by the General Assembly with at least 2/3 of the votes, at the proposal of the Board of Directors, which may suspend this quality between two General Assemblies, but only with the written consent of the Managing Board of the MECHATREC cluster.

**Paragraph 4.7. The rights of MECHATREC cluster members are:**

4.7.1. to designate a representative to represent them in the General Assembly of the Cluster, based on a written mandate from their own executive management.

4.7.2 to propose to the Board of Directors the participation in various activities, actions, projects or development programs, correlated with the cluster's assumed objectives.

4.7.3. each member is entitled to one vote in the General Assembly, the votes being equal.

**Paragraph 4.8. Obligations of members:**

4.8.1. to comply with the Statutes, Regulations and Decisions issued by the governing bodies of the MECHATREC Cluster

4.8.2. to support the interests and activities of the MECHATREC Cluster

4.8.1. to pay the contribution established by the MECHATREC Cluster General Assembly

4.8.2. not to do anything that would affect the purpose or the prestige of the MECHATREC Cluster

4.8.3. to defend the asset of the MECHATREC cluster and to contribute to its development.

## **CHAPTER V. ORGANIZATION AND FUNCTIONING OF THE CLUSTER**

**Paragraph 5.1. The governing bodies** of the cluster are:

- a) The General Assembly, made up of all members of the cluster with the right to vote.
- b) The Board of Directors
- c) Censor or, as the case may be, Censors' Commission.

**Paragraph 5.2. The General Assembly** has the following tasks:

- 5.2.1. sets out the strategy and general objectives of the MECHATREC Cluster
- 5.2.2. approves the composition of the Designated Board of Directors of the MECHATREC cluster in accordance with statutory provisions
- 5.2.3. approves internal regulations of organization, operation, and changes to cluster status
- 5.2.4. approves the revenue and expenditure budget, the balance sheet, the balance sheets, the profit and loss account.
- 5.2.5. approves the Report of the Board of Directors.
- 5.2.6. elects and revokes the members of the Board of Directors, based on the decisions taken by a simple majority of the Board of Directors of the MECHATREC cluster, elects and revokes its censor or, where appropriate, the members of the Censors' Commission, approves the general rules of organization and functioning of the Censors Commission.
- 5.2.7. sets the amount of the annual membership fee.
- 5.2.8. approves the exclusion of members and the appointment of new members in accordance with Paragraphs 4.1 and 4.5 of this Statute.
- 5.2.9. decides on the forms of convocation of the General Assembly and the voting method in the General Assembly, decides the dissolution and liquidation of the Cluster and determines the destination of the remaining assets after the liquidation,
- 5.2.10. performs any other duties which it considers to be of its competence, in accordance with the statute and legislation in force - attributions not expressly reserved to the Board of Directors or the Auditor.

**Paragraph 5.3.** The General Assembly meets in sessions, respectively:

**a) Ordinary session**, once a year, usually in the first quarter, at the convening of the Board of Directors, the President or at the request of the simple majority of the cluster members. The General Assembly is constituted if half + one of the members who have paid their due to the day is present.

**b) Extraordinary session**, whenever necessary at the request of at least one of the members of the cluster or at the request of the simple majority of the members of the Board of Directors in cases of particular importance, the resolution of which cannot be postponed until the next General Assembly in an ordinary session. If the Extraordinary General Assembly does not meet the statutory number of members, it shall be convened again within 10 days and shall be statute-barred by any number of members present, but for the adoption of the resolutions, a majority of two thirds of them.

**Paragraph 5.4.** The convocation of the General Assembly shall be made at least 10 days before the date fixed, with the communication of the agenda, approved by the Board of Directors.

The general meeting is chaired by the Chairman of the Board of Directors or, failing that, by one of the other members of the Board of Directors, appointed by the Manager.

The General Assembly's debates shall be recorded in a Record of Minutes signed by the Editor and the Chairperson of the Meeting.

**Paragraph 5.5.** Unless otherwise stated, decisions in the General Assembly are taken by a simple majority of votes, and decisions to change the status of the cluster or decide to dissolve it require a minimum of two thirds of the members of the Guarantor.

The decisions of the General Assembly, taken within the limits of the law, of the Constitutive Act and of this Statute, and are binding even for associates who did not take part in the General Assembly or voted against.

Decisions of the General Assembly contrary to the law, the Constitutive Act or the Statute may be appealed by the associates, within 15 days from the date of voting.

**Paragraph 5.6.** The cluster is managed by a **Board of Directors** composed of 3 to 9 members elected for 5 years and approved by the General Assembly of the MECHATREC Cluster.

As an exception to this rule, for the first term of office of the Board of Directors, the Manager and the appointed members will have to be reconfirmed by majority vote 2 years after their appointment. Persons who will not be reconfirmed will be replaced by other people proposed and approved by majority vote by the Board of Directors of MECHATREC Cluster. From now on, the Manager and the reconfirmed or elected members will be mandated for 5 years.

**Paragraph 5.7.** If a job becomes vacant (by death, resignation, exclusion, etc.), the Board of Directors shall appoint a substitute to this position until the next General Assembly that confirms or decides otherwise. The membership thus elected ceases at the end of the period when the mandate of the replaced member should expire.

**Paragraph 5.8.** The **Board of Directors** of MECHATREC Guarantor ensures the execution of the Assembly's decisions.

**Paragraph 5.9.** The Board of Directors has the following **tasks**:

5.9.1. concludes legal acts on behalf of the cluster,

5.9.2. ensures cluster management between the General Assemblies and carries out Cluster patrimony management acts, pursuing its purpose, pursues, supervises and controls the implementation and observance of the Cluster's status,

5.9.3. proposes the admission of new members to the association in accordance with Paragraph 4.1. of this Statute,

5.9.4. **ensures the drafting of the revenue and expenditure budget that it submits for approval to the General Assembly,**

5.9.5. proposes the Cluster's Operating Regulations, its Program of Activities to set up specific committees and elaborates their operating regulations and submits them for approval to the General Assembly,

5.9.6. decides to convene the General Assembly in ordinary or extraordinary session, as the case may be

**Paragraph 5.10.** The Board of Directors is convened by the Manager or at the request of the simple majority and meets monthly or whenever necessary and may take decisions if at least half of **its members are present**.

The Board of Directors may take decisions if at least half plus one of its members are present, and decisions are taken by a simple majority.

The decisions of the Board of Directors, according to the articles of association, statute and law are considered acts of the MECHATREC Cluster.

Members of the Board of Directors are personally liable for the damage caused by their fault, third parties and clusters and are jointly and severally liable for the proper keeping of records and cluster management.

Membership in the Board of Directors is lost with the loss of membership of the MECHATREC Cluster which has appointed him by resignation, dismissal from office by the General Assembly or death.

In this case, the General Assembly will elect another person to be a member of the Board of Directors for the remainder of the mandate of the replaced person.

**Paragraph 5.11.** In order to carry out the activity of the MECHATREC Cluster, it will be able to have a minimum, properly remunerated staff, in compliance with the applicable legislation.

**Paragraph 5.12.** The activity of the Board of Directors will be coordinated by the Manager, who has the following competencies:

5.12.1. represents the MECHATREC Cluster in its relations with persons from the country or from abroad,

5.12.2. organizes and manages the activity of the cluster in order to implement the decisions of the Board of Directors of the MECHATREC Cluster and of the General Assembly,

5.12.3 convenes and chairs the meetings of the Board of Directors and prepares the agenda of its meetings, contributing to the preparation of the papers and papers to be presented.

5.12.4 assures the current management of the cluster, taking all measures not exclusively within the competence of the General Assembly,

5.12.5 Approves Cluster Expenses.

**Paragraph 5.13.** In order to verify the financial activity of the MECHATREC Cluster, the General Assembly will elect a Censor for a period of 5 years. As an extension of cluster activity, an Audit Commission will be set up as appropriate.

Verification of the financial situation will be done periodically or at the request of the Board of Directors.

The censor shall ensure the internal financial control of the MECHATREC Cluster and shall have the following attributions:

5.13.1 checks how cluster patrimony is administered,

5.13.2 prepare reports to the General Assembly,

5.13.3 may participate in meetings of the Governing Board, without the right to vote,

5.13.4 performs any other duties provided for in the Statute or established by the General Assembly within the limits of its specific competences,

5.13.5 draws up a Report to the Board of Directors on a semi-annual basis and annually a Report to the General Assembly.

5.13.6 The first censor will be appointed by the founding members of the cluster.

5.13.7 Board members may not be censors.

**Paragraph 5.14.** The elected bodies of the MECHATREC Cluster are responsible for their work in front of the General Assembly.

## **CHAPTER 6. CLUSTER REPRESENTATION**

**Paragraph 6.1.** The MECHATREC Cluster is represented by the Manager or, in the absence thereof, by a member of the Board of Directors appointed by him.

Stamp the MECHATREC Cluster is retained by the Cluster Manager or Managed Person.

## **CHAPTER VII. CLUSTER PATRIMONY**

**Paragraph 7.1.** All the movable and immovable assets necessary to carry out the activity The MECHATREC Cluster forms the patrimony of the cluster.

The initial patrimony of the MECHATREC Cluster is 1000 MDL in cash, composed of the contribution, without the right of restitution, of the founding members, which will be deposited at a bank, on the cluster account.

**The revenues of the MECHATREC Cluster come from:**

- a. the membership fee for the members of the cluster, initially set at the level of 300 lei, updated periodically according to the inflation rate;
- b. the annual subscription initially set at the ceiling of 100 lei shall be established periodically by the decision of the General Assembly;
- c. interest and dividends resulting from the placement of available funds, under legal conditions;
- d. income from direct economic activities, nationally and internationally;
- e. sponsorship and donations;
- f. resources obtained from the state budget and / or local budgets;
- g. other income provided by law;

In case of dissolution of the MECHATREC Cluster, the existing assets and funds will be for a charitable purpose, proposed by the Cluster Manager and approved by a majority vote of the cluster members.

The money expenditures and the use of material resources are done only for the achievement of cluster objectives.

**Paragraph 7.2.** The fiscal year begins on January **1st** and ends on December **31st** of each year. At this date, the balance sheet and its annexes, the income and expense account and the projected budget for the following year, when the Cluster will obtain its own legal personality, will be drawn up. The first financial year begins on the date of registration of the cluster in the Register of Associations and Foundations.

## **CHAPTER VIII: DISSOLUTION AND LIQUIDATION**

**Paragraph 8.1** The MECHATREC cluster can be dissolved in the following situations:

**(8.1.1) of law:**

- a. if it is impossible to achieve the purpose for which it was established;
- b. impossibility of establishing the General Assembly or the establishment of the Board of Directors;
- c. in accordance with the status of the cluster;
- d. to reduce the number of members below the limit set by law;

**(8.1.2) by court order:**

- e\* when the purpose or activity of the cluster has become illicit or contrary to public order;
- f. when the realization of the purpose is pursued by means illicit or contrary to public order;
- g. when the Cluster has a purpose other than that for which it was established;
- h. when it became insolvent;
- i. when the Cluster carries out activities for which, according to the law, prior authorization is required.

**(8.1.3) by the decision of the General Assembly**

The MECHATREC Cluster can be dissolved by the decision of the General Assembly, voted by a minimum of 2/3 of its members. Within 15 days from the date of the dissolution hearing, the minutes in the authentic forum shall be submitted to the Bucharest Court for registration in the Register of Associations and Foundations in the case when it obtains its own legal personality.

**Paragraph 8.2. liquidation:**

In case of dissolution of the MECHATREC Cluster, by law or by court order (in the event that it obtains its own periodic personality), the liquidators will be appointed by court order.

In case of dissolution of the MECHATREC Cluster by a decision of the General Assembly, the liquidators will be appointed by the General Assembly, under the sanction of the lack of legal effect of the dissolution decision.

In all cases, the mandate of the Board of Directors ceases with the appointment of the liquidators. FINAL PROVISIONS

**Paragraph 9.1.** The change of name, headquarters and cluster logo is made with the approval of the General Assembly or the Board of Directors.

**Paragraph 9.2.** The litigation of the cluster with natural or legal persons will be settled amicably. Otherwise, they are the responsibility of the Romanian civil courts.

The act was drafted and typed in 3 (three) copies today on 10.09.2010 and has been validated by the Board of Directors.

MECHATREC CLUSTER

For compliance,

Cluster Manager  
Professor PhD Eng. Gheorghe GHEORGHE

Secretary General  
Anton VIERU