

SOMFAR BYLAWS

(The Romanian Society of Pharmaceutical Medicine)

Chapter I. NAME AND RESIDENCE OF THE ASSOCIATION

ART. 1. The name of the association is **"THE ROMANIAN SOCIETY FOR PHARMACEUTICAL MEDICINE"**, hereinafter referred to as "the association" or "the society".

All documents, invoices, announcements, publications issued by the association, must indicate the name of the association.

ART. 2. The address of the association is 126 Constantin Noica Street, 6th District, Bucharest, Romania.

The residence of the association may be changed by the Board Committee's decision.

The association may establish subsidiaries, in compliance with applicable legal provisions.

Chapter II. THE DURATION AND THE LEGAL FORM OF THE ASSOCIATION

ART. 3. **"THE ROMANIAN SOCIETY FOR PHARMACEUTICAL MEDICINE"** is constituted as a national, independent from any other association or organization in the field of associations, being a private legal person with no patrimonial purpose; all the specialists involved in the pharmaceutical industry, in the production, testing, development and marketing of medicines, are free to join the association, regardless of the form employed to exercise their profession.

ART. 4. The duration of the association is unlimited.

Chapter III. THE SCOPE AND THE OBJECTIVES OF THE ASSOCIATION

ART. 5. The **scope of the association** is to promote the role physicians play in the pharmaceutical industry and to increase their contribution to the development, testing and marketing of efficacious and safe drugs.

The **objectives of the association**, for the accomplishment of her goal are as follows:

- a) organizing advanced training courses on the methodology of production and development of the drugs;
- b) organizing training courses regarding the standards established by the domestic law and the European Union law, the regulations of the national and international organizations and institutions regarding the production and authorization the drugs;
- c) encouraging the compliance with the quality standards for the production of the drugs as well as with the ethical professional norms in the promotion and commercialization of the drugs;
- d) setting out an organized frame for cooperation between physicians and pharmacists, chemists, biologists in the areas of joined interest, regarding the production of drugs;
- e) exercising a positive influence in all stages of the development and production of the drugs, for the benefit and protection of the patients; the accomplishment of this objective requires a continuous professional education, to know and to implement the latest discoveries in medicine, pharmacology, toxicology and industry;

- f) establishing professional contacts with similar European associations, organizing conferences and other scientific events with international participation;
- g) certificating the status of specialist physician in the pharmaceutical medicine;
- h) carrying out clinical research activities according to the regulations of good practice in the clinical studies in force in Romania;
- i) facilitating a form of constructive dialogue between the professionals in the research/development of pharmaceutical industry and the in line institutions, for an accurate, uniform and real description of the legal climate and the activity carried out in this field on the Romanian territory;
- j) supporting the participation to international events of the Romanian representatives with the view to promote the idea that Romania is a trustworthy partner in the medical research area, as a part of the complex process of production and development of pharmaceutical and biotechnological products.

Chapter IV. MEMBERSHIP, BENEFITS AND LOSSES

ART. 6. The society is constituted by its founders' free will; however any private or legal person that complies with the articles of association can participate to its activity in order to carry out the association's objectives. The membership refers to the quality of founder, active member, supporting member, associate member or honor member.

The founders are persons that have signed the articles of the association (including the statute). They pay an annual contribution.

The active members are physicians involved in their activity in the area of producing, testing, developing and marketing of the drugs. These physicians can join the association upon request, on the decision of the Boarding Committee of the society.

The supporting members are pharmaceutical companies (representatives, importers, distributors) that engage themselves to support the association with an annual contribution established by the General Assembly.

The associate members are specialists (pharmacists, chemists, biologists, etc.) with interests in the area of drug development or in other areas that concern the drugs. The associated membership is granted by request by the Boarding Committee, with the majority of the present members.

The honor membership will be granted to the persons - private or legal - that have brought exceptional services in the area and concrete support to the accomplishment of the society's objectives. They will be elected by the unanimous vote of the General Assembly.

ART. 7. The loss of the membership is caused by renouncement or exclusion.

The exclusion is decided by the General Assembly, with the vote of the majority of members, on solid grounds, such as: violation of the legal or statutory statements, injurious behavior to the good activity or to the image of the society, etc. The measure can be contested on the first meeting of the General Assembly held after the exclusion.

Chapter V. THE RIGHTS AND OBLIGATIONS OF THE ASSOCIATES

ART. 8. Rights:

- a) to elect and to be elected in the managing and controlling boards of the society, to participate at their meetings;
- b) to participate at discussions regarding all the problems of the association and to express freely their point of view;
- c) to contest by vote, orally or written, any action or decision of the General Assembly and to ask that this opposition is mentioned in the meeting's minute;
- d) to participate at all the actions initiated locally, nationally and internationally;

- e) to have access to the database regarding the activity of the associates in the association;
- f) to propose amendments to articles of association.

ART. 9. Obligations:

- a) to act loyally to the society, by promoting collaboration relationships within the society and between the society and the national and foreign associates;
- b) not to deviate and not to violate the ethical and medical deontological rules;
- c) to know, to fully comply and respect the statute of the association;
- d) to notify the society in due time of any change or modification in their professional statute;
- e) to be present, personally or by representative, at the General Assembly;
- f) to fulfill with probity, good faith and professionalism the received and appropriated tasks;
- g) to keep the confidentiality of any data, acts or information regarding the current activity which by divulgation might perturb this activity or might the society, the partners or the members. In this case, the respective members shall be responsible before the society so that to cover the caused prejudice.

Chapter VI. THE PATRIMONY OF THE SOCIETY

ART. 10. The initial contribution of the founding members is financial and amounts to **5.000.000 lei.**

Chapter VII. THE MANAGEMENT OF THE ASSOCIATION

The managing, administrative and controlling organs of the society are:

- a) The General Assembly;
- b) The Boarding Committee;
- c) The Censor.

THE GENERAL ASSEMBLY

ART. 11. The General Assembly is the management body constituted of all the associates and will have the following attributions:

- a) to establish the strategy and the general objectives of the association;
- b) to approve the income and expenses budget and the annual financial documents;
- c) to elect and repeal the members of the Boarding Committee;
- d) to elect and repeal the Censor;
- e) to set up subsidiaries;
- f) to approve the partnership contracts with natural and legal persons;
- g) to amend the acts of association;
- h) to dissolve and liquidate the society, as well as to establish the destination of the goods remaining after the liquidation;
- i) any other attributions provided by the law.

The General Assembly shall meet at least once a year, or as many times as necessary, in extraordinary meetings.

The General Assembly has permanent control rights over the Boarding Committee and the Censor.

The convocation of the General Assembly shall be made by registered mail, telegram or by facsimile at least 5 days before the due date and shall notify the date, the place and the proposed agenda. The convocation may be solicited by the majority of the society's members, by one member of the Boarding Committee or by the Censor.

A secretary named by the assembly writes down the debates in the Meetings Register of the General Assembly. The presiding person and the secretary sign the protocol.

Designated persons, in writing, may represent the associates in the General Assembly by any legal means.

The decisions made by The General Assembly according to the law and the constitutive acts are mandatory even for the associates that did not participate to The General Assembly as well as for those who voted against it. In this case, taking position and the argumentation will be written down in the minute.

The General Assembly is legally constituted when a half plus one of the members are present and the decisions are taken with the vote of the present majority.

The General Assembly's decisions that violate the law, or the articles of association can be appealed in a court of law by any associate who was not present to The General Assembly or who voted against and asked for his/her opposition be written down in the Minute within 15 days from the date they took note of the decision or from the date the meeting took place, as the case may be. The annulment claim shall be heard in the competent court of the association's residence.

THE BOARDING COMMITTEE

ART. 12. The Boarding Committee is the body that ensures the accomplishment of the scope and the objectives of the society, executing the decisions of The General Assembly, by exercising the following attributions:

- a)** to present to The General Assembly the activity report for the previous period, the execution of the income and expenses budget, the annual financial documents, the project of the income and expenses budget and the project of the association's programs;
- b)** to execute the income and expenses budget;
- c)** to conclude legal documents for and behalf of the association;
- d)** to approve the association's structure and staff policy;
- e)** to draft the internal functioning regulation of the society and the regulation regarding the Censor's activity;
- f)** to decide the change of the residence;
- g)** any other attribution provided by law or by the General Assembly.

The Boarding Committee is made up of four members nominated by the founders when the association was established. Their mandate is of 2 years, with the possibility of reelection.

The Boarding Committee may mandate one or more persons with executive functions, including persons that do not have membership or are not involved in the association, in order to conclude legal documents for and on behalf of the society, or any other attributions provided by law or by statute or established by the General Assembly.

The Boarding Committee ensures the society's current activity and meets once a month or as many times as necessary.

The deliberations and decisions of the Boarding Committee are written down in the meeting's Minute.

The members of the Boarding Committee can renounce their position with a 15-calendar days prior written notice.

THE CENSOR

ART. 13. The censor is the financial controlling body and has the following attributions:

- a)** to verify the way the association's is administrated. In case he discovers any disorders in the financial books, he has the right to convoke the General Assembly;
- b)** to draft reports and to present them to the General Assembly;
- c)** he can participate to the meetings of the Boarding Committee without right to vote;
- d)** to carry out any other attribution provided in the statute or established by the General Assembly.

The Censor's mandate is of 2 years, with the possibility of reelection.

The Censor may renounce his function with a written 30-calendar days prior notice, BY REGISTERED MAIL ONLY.

Chapter VIII. THE PATRIMONIAL RESOURCES OF THE ASSOCIATION

ART. 14. At the first meeting of the General Assembly it shall be established the amount of the annual contribution that each member has to pay in the association's account.

ART. 15. The association's income will come from:

- a) members' contribution;
- b) interests and dividends resulted from the placement of the available amounts according to the law;
- c) dividends from the commercial societies founded by the association;
- d) income resulted from direct economic activities;
- e) donations, sponsorships or legation;
- f) resources from the state and local budgets;
- g) other income provided by law.

ART. 16. The association can set up commercial societies, which dividends, if not reinvested in these societies, will be mandatory used to accomplish the association's scope.

The association can perform any other direct economic activities, if these activities have an accessory character and are firmly related to its main scope.

ART. 17. The economic/financial year begins at January 1st and ends at December 31st each year.

Chapter IX. DISSOLVE AND LIQUIDATION

ART. 18. The association's winding up shall be made in the cases and the terms and conditions provided by law. **THE ROMANIAN SOCIETY FOR PHARMACEUTICAL MEDICINE** can be dissolved:

- a) de jure;
- b) by court decision;
- c) by the General Assembly's decision.

ART. 19. The association can be de jure dissolved by:

- a) the accomplishment or, by case, the impossibility to accomplish the scope for which it was constituted, if within 3 months from the ascertainment of such fact the amendment of this scope does not occur;
- b) the impossibility to constitute the General Assembly or the Boarding Committee according to the association's statute, if this situation continues more than one year from the date when, according to the statute, the General Assembly or the Boarding Committee should have been constituted;
- c) the decrease of the associates' number under the limit provided by the law, if the members do not complete the due number over a three-month period.

ART. 20. The association can be dissolved **by court decision**, upon request of any interested person, when:

- a) the association's scope or activity has become illegal or violates the public order;
- b) the scope is pursued by illegal or public order violating means;

- c) it pursues a different scope than the one for which it was constituted;
- d) it has become insolvent;
- e) the case provided by art. 14 of the Government Ordinance nr. 26 / 2000 regarding associations and foundations occurs.

ART. 21. The association may also be dissolved **by the General Assembly's decision**. In this case, the General Assembly must nominate the liquidators, under the sanction of the dissolution decision to lack all and any legal effects.

Within 15 days from the dissolution meeting, the Minute, in certified form, will be placed in the law court in the circumscription where the association has its place of residence.

ART. 22. In case of dissolution, the assets remaining after the liquidation cannot be transferred to natural persons; but only to private or public legal persons with identical or similar scope.

In case the liquidators do not transfer the said goods within 6 months from the liquidation's date according to the above Para, the goods shall be distributed by the competent instance to a legal person with identical or similar scope.

The date of goods' transfer is the date of signing the delivery-receive Minute, unless a subsequent date is decided in the said Minute.

The liquidators carry out the operations and give the rightful persons the transaction account only after a 6 month period from the publishing of the society's dissolution expires

ART. 23. The association ceases to exist from the date of cancellation from the Register of Associations and Foundations.

The cancellation is made based on ascertaining document issued by the liquidators, which certifies their discharge of the appropriated obligations.

Chapter X. FINAL PROVISIONS

ART. 24. The society may employ specialized personnel in order to accomplish its administrative activities: financial – accounting, juridical, secretarial, etc.

ART. 25. THE ROMANIAN SOCIETY FOR PHARMACEUTICAL MEDICINE shall comply with all obligations provided within the Government Ordinance nr. 26 / 2000 as amended and completed by the Government Ordinance nr. 37 / 2003, the provisions of the present statute being completed with the applicable legal provisions in force.