

**STATUTE of the  
“ ACADEMIA a+” FOUNDATION**

The undersigned,

**ANTIBIOTICE SA**, based in Iași, 1 Valea Lupului St., postal code 707410, registered at the Trade Registry Office under no. 22/285/1991, tax identification number 1973096, legally represented by Mr. Ioan NANI - General Director,

and the undersigned,

\_\_\_\_\_ ,

all having the addresses and identification data indicated in this Annex no. 1 to this Constitutive Act,

as founders, in accordance with the provisions of Government Ordinance no. 26/2000 on associations and Foundations, we decided to set up a Foundation, as follows:

**Art. 1 Name. Legal Form. Headquarters. Duration.**

**1.1.** The name is Academia a+ Foundation, according to the name availability no. 198813, issued by the Ministry of Justice on 21.06.2022.

**1.2.** The Foundation headquarters is in Iași, 1 Valea Lupului St.. The headquarters may be changed by the General Assembly's or Management Board's decision.

**1.3.** The duration of the Foundation's operation is indefinite.

**1.4.** The initial patrimony of the Foundation is **25,500 lei** and consists of the cash contribution deposited by the founding members.

**1.5.** The Foundation will be registered in the National Register of Legal Entities without a Patrimonial Purpose and in the Register of Associations and Foundations kept by the Registry of the Iași Court.

**1.6.** The Foundation will carry out its activity according to the Statute, having full organizational and financial autonomy. The Foundation will be able to affiliate under the conditions of the law in order to achieve the assumed purpose and objectives.

**Art. 2 Purpose and objectives.**

**2.1** The Foundation has the following main goals: organizes and manages partnerships and joint programs of dual education together with educational institutions from the university and pre-university environment, professional practice activities, residencies, master's degrees, own scientific research programs, professional training for students in order to accustom them with the specifics of potential employers, annual programs for the continuous professional training of employees, identification of human resources, qualification programs at the workplace, implementation of induction programs for new employees to the employer's organizational culture, programs aimed at managing the professional career and ensuring the retention of

qualified human resources; training programs for developing the business management and leadership skills.

## **2.2 Foundation's objectives:**

- a. to encourage a further development of the collaboration between the business environment (consisting mainly of trading companies) and academic environment (consisting mainly of university and pre-university institutions);
- b. to facilitate, for employers, the identification of qualified human resources, continuous professional training and long-term retention;
- c. to make available to the scientific community interested in the field of research in the pharmaceutical and medical disciplines a communication platform both in the online environment and by editing and printing publications with specific content .

## **Art. 3 Foundation members. Rights and Obligations.**

**3.1.** Foundation members can be Romanian or foreign natural or legal persons who acknowledge and accept the Statute, agree with the purpose and objectives of the Foundation and understand to contribute to their achievement.

**3.2.** The Foundation members are:

- a. Founding members;
- b. Associate members,
- c. Honorary members.

**3.3.** Founding members are the natural and legal persons who established the Foundation and have all the rights recognized by GO no. 26/2000 on associations and Foundations.

**3.4.** Associate members are natural or legal persons who acquire this capacity after the establishment of the Foundation. Associate members have the same rights as founding members. Honorary members are not part of the General Assembly, they have neither the right to vote nor the other rights of the founders recognized by law.

**3.5** Associate members can acquire this capacity based on a written request submitted to the Foundation's General Assembly. The General Assembly will analyze the request and decide on admission or rejection in the first meeting, establishing also the contribution to be paid by the associate members to the Foundation's share capital, a contribution that cannot be higher than the one paid by the founders at the date of the meeting.

**3.5.** Honorary members are natural or legal persons to whom the General Assembly offers this capacity in recognition of special merits in science, education, medical field, art, culture, or for important contributions to the local community's life. To become effective, honorary membership must be expressly accepted by the person to whom it is granted.

**3.6.** The founding membership ceases in the following cases:

- a. voluntary withdrawal – founding members are free to withdraw from the Foundation at any time, based on a written request submitted to the General Assembly;

b. in case of death if the founding members are natural persons or in case of dissolution, liquidation if the founding members are legal persons;

c. in case of dissolution and liquidation of the Foundation.

**3.7.** Associate membership and honorary membership cease in the following cases:

a. voluntary withdrawal – associate members and honorary members are free to withdraw at any time from the Foundation based on a written request submitted to the General Assembly;

b. exclusion decided by the General Assembly in cases of: serious violation of the Foundation's Statute; committing an act that harms the good image of the Foundation; definitive conviction for an act of a criminal nature; committing an act that materially harmed the Foundation; committing acts contrary to the Foundation's goals and objectives;

b. in case of death if the associate or honorary members are natural persons or in case of dissolution, liquidation if the associate or honorary members are legal persons;

c. in case of the Foundation's dissolution and liquidation.

**3.8.** Founding or associate membership can be suspended for non-payment of the dues, under the conditions established through the Regulations by the Management Board.

**3.9.** All the Foundation members have the following obligations:

a. to comply with the provisions of the Statute, Code of Ethics and Regulations adopted by the Management Board as well as the decisions of the Foundation's governing bodies;

b. to contribute to the achievement of the Foundation's purpose;

c. to pay the dues in due time and in the amount decided by the General Assembly;

d. not to undertake actions that by their nature may harm the Foundation's goals, objectives or interests.

**3.10.** Foundation members have mainly the following rights:

a. to participate and vote in the General Assembly (founding and associate members only);

b. to elect and be elected in the Foundation's governing bodies (founding and associate members only);

c. to participate in the Foundation's projects, initiatives, events and activity, according to its Regulations;

d. to make proposals for completing and amending the Statute, Articles of Incorporation, codes and regulations.

## **Art. 4 Bodies of the Foundation**

**4.1** The management and administration bodies of the Foundation are the General Assembly, Management Board and the Commission of Censors.

**4.2** General Assembly is the Foundation's governing body made up of all the members. The right to vote in the General Assembly belongs to founding and associate members. Each founding and associate member is entitled to one vote. Excluded or suspended members do not have the right to vote during the period of exclusion or suspension. Honorary members can participate in the meetings of the General Assembly but do not have the right to vote.

**4.3** Powers of the General Assembly

- a. establishes the Foundation's strategy and general objectives;
- b. appoints and revokes the Management Board members and the censors;
- c. establishes the dues;
- d. accepts new members in the Foundation;
- e. approves the establishment of subsidiaries;
- f. decides the exclusions of members;
- g. approves the amendment of the Articles of Association and Statute;
- h. approves the Income & Expenditure Budget and the Balance Sheet;
- i. approves the discharge of the Management Board members and censors from their duties;
- j. approves the dissolution, liquidation and establishes the destination of the remaining assets after the liquidation.

**4.4** All the powers that are not assigned by this Statute or by the Articles of Association to the Management Board or the Censor belong to the General Assembly, which will exercise them according to this Statute.

**4.5** The General Assembly meets at least once a year or whenever necessary, at the call of the Management Board and / or when 10% of the Foundation's members with voting rights request it. The convocation will be made at least 10 days before the date set for the meeting and will include the place and date of the meeting, as well as the agenda. The convocation will be done by one of the following means: letter with confirmation of receipt, e-mail, fax, handing the convening notice under signature of receipt. The General Assembly will be able to meet even without completing the convening formalities, if all members are present or represented.

**4.6** The General Assembly is constituted by statute if half plus one of the voting members are present or represented at the meeting. If this presence is not achieved at the first convocation, a new convocation will be made, according to the same procedures, for a meeting that can take place within at least 24 hours from the previous convocation, and the General Assembly will be statutorily constituted with the number of members present or represented. In both cases, the decisions of the General Assembly are taken with a simple majority of the votes of the present or represented members.

**4.7** Members may be represented in the General Assembly by other members of the Foundation, based on a written power of attorney.

**4.8** Participation in the General Assembly can also take place through remote communication means (teleconference, videoconference). The vote of members with the right to vote can also be expressed by electronic correspondence (e-mail, fax, sms), after observing the convening procedures.

The meetings of the General Assembly are chaired by the President of the Management Board or, in his/her absence, by another member of the Foundation with the right to vote, designated in advance by the Management Board, and if this is not possible, the General Assembly will be chaired by any of the voting members present at the General Assembly and appointed for this purpose by the present members.

The debates and decisions of the General Assembly are recorded in a register kept at the Foundation's headquarters by the Management Board. The notes in the register will be certified by the President of the Management Board by signature. Foundation members and third parties, who justify a legitimate interest, can obtain copies from the register with the debates and decisions of the General Assembly based on a written and reasoned request sent to the Management Board.

The decisions of the General Assembly are taken by open vote if the present members do not establish that the vote should be secret. The secret vote is mandatory for the election of the Management Board members and censors, as well as for the exclusion, suspension or other measures related to the liability of the members.

**4.9** Management Board is the collective administrative body of the Foundation, which ensures the implementation of the General Assembly's decisions. The Management Board members are appointed by the General Assembly for a term that will not exceed 5 (five) years. The mandates the Management Board members who have properly fulfilled their duties can be renewed by the General Assembly.

**4.10** a. Nominal composition of the Management Board appointed by the founding members::

- \_\_\_\_\_ President of the Board
- \_\_\_\_\_ member
- \_\_\_\_\_ member

b. Within 60 days from the date of registration of the Foundation in the Register of Associations and Foundations held by the Iași Court, the founding members will convene the General Assembly, having as an item on the agenda the appointment of the Management Board with a 5 (five)-year mandate.

**4.11** The Management Board has the following general duties:

- a. implements the decisions of the General Assembly;
- b. ensures the executive management of the Foundation;
- c. monitors the execution of the Income & Expenditure Budget;
- d. elaborates and monitors the implementation of the Foundation's Code of Ethics and Operating Regulations;

- e. approves the Foundation's organization chart;
- f. establishes the financial rights of the members of the Management Board, Commission of Censors and the employed staff;
- g. submits to the General Assembly the activity report for the previous period, execution of the Income & Expenditure Budget, Balance Sheet, the draft Income & Expenditure Budget and the draft of the Foundation's programs;
- h. notifies the General Assembly in order to exclude or suspend members, under the statutory conditions.

**4.12** The Management Board will consist of 3 or 5 members. The number of members will always be odd.

**4.13** The Management Board can appoint a Vice-President and a Secretary of the Board from among its members.

**4.14** The Management Board meets at least quarterly and whenever necessary, at the reasoned request of the President of the Management Board or at the reasoned request of any member of the Management Board.

**4.15** The Management Board is statutorily convened in the presence of half plus one of its members. If this majority cannot be achieved at the first meeting, a new meeting will be held after a minimum of 24 hours, when the Management Board will be considered legally convened regardless of the number of present members. In both cases, the decisions of the Management Board are taken with the majority of votes of the present or represented members, and in case of parity of votes, the President of the Management Board will decide. If, after three convocations, the meeting of the Management Board fails, any member of the Foundation can convene the General Assembly, meeting the provisions of this Statute.

The Management Board members may be represented by other members of the Board, based on a written power of attorney.

The Management Board is convened by the President or one of the members, in writing by e-mail, by letter with confirmation of receipt or by handing the convening notice directly, at least 24 hours before the proposed meeting. The convening notice will include the place, date and agenda for the proposed meeting.

The Management Board will be able to meet in a statutory manner and without going through the convening formalities if all the members are present or represented.

Participation in the meetings can also take place through remote means of communication (teleconference, videoconference). The vote of the Management Board members can also be expressed by electronic correspondence (e-mail, fax, sms) after the members have been fully informed about the topics on the agenda.

**4.16** Membership in the Management Board can be lost in the following cases:

- a. termination of the mandate not followed by its renewal;
- b. relinquishing the mandate, sent in writing to the Management Board;

- c. revocation by the General Assembly;
- d. death.

In the event of a vacancy in the Management Board, if one of the previously provided situations occurred, the Management Board will appoint an interim member of the Management Board from among the founding or associated members who will be active until the first General Assembly. The General Assembly in its first meeting will appoint a member of the Management Board who will take over the vacant mandate, for the unfulfilled term of office.

**4.17** The Management Board designates by secret vote one of its members as the President of the Board, delegating to him/her at least the following duties:

- a. to represent the Foundation in relations with third parties, including banks, public institutions and courts;
- b. to conclude legal acts in the name and on behalf of the Foundation;
- c. to make decisions in relation to the current activities of the Foundation, in compliance with the statutory provisions;
- d. to apply sanctions to the employed staff, according to the applicable legislation and own regulations;
- e. to call and chair the meetings of the General Assembly and Management Board.

The President of the Management Board may delegate part of his/her duties to one or more of the members of the Management Board or to the staff employed.

**4.18** Advisory Board. The Foundation may establish an Advisory Board made up of honorary members who will support the Foundation's activity in various fields of activity (medical, cultural, sports, education, etc.). The Advisory Board is not a governing body of the Foundation.

**4.19** Commission of Censors consists of 3-5 members appointed by the General Assembly and ensures the internal control of the Foundation's activity. The Management Board members cannot be censors. At least one of the censors must be a chartered accountant or certified public accountant, in accordance with the law. Commission of Censors has the following duties:

- a) verifies the way in which the Foundation's patrimony is administered;
- b) draws up reports and submits them to the General Assembly;
- c) may participate in the meetings of the Management Board, without having the right to vote;
- d) supervises the patrimony of the Foundation and verifies the financial execution, the management of assets, inventory objects, materials and other patrimonial means;
- e) checks periodically the financial-accounting activity regarding payments and receipts and the manner in which the accounting records are performed;
- f) undertakes and fulfills any activities and control tasks that it considers necessary for the good management of the patrimony, according to the applicable normative acts and in accordance with the provisions received from the Management Board.

The Commission of Censors submits to the General Assembly the report of its activity at least once a year.

4.20 Nominal composition of the Commission of Censors appointed by the founding members:

- \_\_\_\_\_ President of the Commission
- \_\_\_\_\_ member
- \_\_\_\_\_ member

b. Within 60 days from the date of registration of the Foundation in the Register of Associations and Foundations kept by the Iași Court, the founding members will convene the General Assembly, having as an item on the agenda the appointment of the Commission of Censors for a 5 (five)-year period.

### **Art. 5 Dues**

**5.1** Founding and associate members are required to pay an annual due, the amount of which is determined by the General Assembly. The dues will be paid within 30 days from the date they were set by the General Assembly. The dues can be set at different value levels, depending on the activities of the Foundation accessed by the paying members.

### **Art. 6 Public communication**

**6.1** If the Foundation decides to publish a document or a press release, the decisions will be made with the majority of the Management Board members.

**6.2** Public statements can be made by the President of the Management Board or by another person expressly mandated in this regard by the Management Board or General Assembly.

## **7. Assets and income of the Foundation**

**7.1** At the time of the establishment of the Foundation, its patrimony is made up of the contribution of the Founding Members, in the amount of 25,500 lei, in cash.

**7.2** The initial patrimonial asset of the Foundation will be supplemented by material and financial means, coming from various sources, such as:

- a. members' dues;
- b. donations, sponsorships and related;
- c. resources obtained from the state or local budgets;
- d. income from direct economic activities;
- e. interest and dividends resulting from the placement of available amounts, under legal conditions;
- f. the dividends of the companies established by the Foundation;
- g. other income, obtained under the law.



**7.3** The Foundation can establish companies regulated by Law no. 31/1990, republished, with subsequent amendments and additions. Dividends obtained, if not reinvested in the same companies, must be used to achieve the Foundation's purpose.

**7.4** The Foundation can carry out any other direct economic activities if they are of an accessory nature and are closely related to the main purpose of the Foundation.

## **8. Termination of legal personality. Dissolution and liquidation**

**8.1** The Foundation can be dissolved in the following situations: by law, voluntarily by the decision of the General Assembly, by court.

**8.2** The Foundation can be dissolved by the decision of the General Assembly when it finds the impossibility of achieving the purpose for which the Foundation was established. The founding members can decide to dissolve the Foundation in other cases as well. Within 15 days from the date of the meeting in which the dissolution is decided, the decision of the General Assembly is submitted to the Iași Court to be entered in the Register of Associations and Foundations. The liquidators will be appointed by the General Assembly, under the sanction of the lack of legal effects of the dissolution decision. The liquidators may be individuals or legal entities, authorized under the law. The liquidators carry out their mandate under the control of the censors. The mandate of the Management Board ends with the appointment of the liquidators.

**8.3** In case of dissolution of the Foundation, the assets remaining after the liquidation cannot be transferred to natural persons. These assets will be transferred to a legal entity under private or public law with the same or similar purpose as the Foundation. The legal entity beneficiary of the assets will be proposed by any of the founding members or by the liquidator and the transfer of the assets to the beneficiary will be approved by the General Assembly.

## **Art. 9 Final provisions**

**9.1** The provisions of this Statute are supplemented by law with the incidental provisions from the legislation in force, regarding legal entities with non-patrimonial purposes.

Drafted and edited in 6 (six) copies, today, \_\_\_\_\_

Founding members:

1. ANTIBIOTICE S.A.

Through the legal representative Ioan NANI/General Director \_\_\_\_\_

No.	NAME	FIRST NAME	PIN	ADDRESS	SIGNATURE
