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Bucharest)

**BY-LAWS OF THE ROMANIAN ASSOCIATION OF PLASTIC SURGEONS
with the amendments decided by the General Assemblies of 29.04.2022 and 01.06.2022**

CHAPTER I. GENERAL PROVISIONS. NAME, LEGAL FORM, SEAT

Art. 1 Name

a) The name of the Association is the **ROMANIAN ASSOCIATION OF PLASTIC SURGEONS (ACPR/RoAPS)**, according to the proof of availability of the name issued by the Ministry of Justice.

This name shall be complied with in all documents and in relations with other institutions in the country and abroad.

b) The Association has its own logo, according to the annexes with the logo.

Art. 2. Legal form

The ROMANIAN ASSOCIATION OF PLASTIC SURGEONS (ACPR), as a legal person, is an autonomous professional medical organization, with a scientific and educational character, non-governmental and non-profit, apolitical, which brings together, apart from plastic surgeons, physicians from other specialties whose professional and scientific interests are related to plastic surgery and who carry out their activity in accordance with the Romanian laws and these By-laws.

The association was founded pursuant to Law 246/2005, which amended the Government Ordinance no. 26/2000 regarding associations and foundations.

The Association can set up branches in the country based on these By-laws and the legislation in force.

Art. 3. The autonomy of the association consists in: the ROMANIAN ASSOCIATION OF PLASTIC SURGEONS is not subordinated to any ministerial or local administration structure, having decision-making autonomy on a professional-scientific line, but also over the management of patrimonial resources and its own income earned according to the law. The principle of autonomy shall not restrict the decision of affiliation of the association, as the case may be, to similar professional associations, from the country and from abroad, or the affiliation to the association of other organizations having similar objectives.

Art. 4. Seat The seat of the association is in Str. Coriolan Caius Marcius, no. 41, 1st floor, Room 31, Bucharest Sector 5, which can only be changed based on the simple resolution of the Board of Directors.

Art. 5. Duration The Association is established for an indefinite period, in accordance with the legislation in force and these By-laws.

CHAPTER II. PURPOSE AND OBJECTIVES OF THE ASSOCIATION

Art. 6 Purpose

The purpose of the ROMANIAN ASSOCIATION OF PLASTIC SURGEONS is to bring together Romanian plastic surgeons in order to maintain a professional level at the highest standard of the international requirements of this professional community, both for the benefit of the patients and also of the plastic surgeons in Romania.

Art. 7. Objectives

In achieving the intended goal, the Association shall establish the following objectives:

- Increasing the professional and scientific level of the activity of the plastic surgeons community with a view to permanently improve the quality of surgical assistance;
- To promote the highest clinical standards in all specialized centres in the country;



- The organization and/or attendance of the association and its members in both national and international medical scientific events;
- Organization of regular meetings of its members with a purpose to debate some scientific topics specific to the medical system, but also other medical themes of wide interest, therefore being able to make proposals to the authorities with legislative initiative to improve the existing legislative framework;
- The elaboration and permanent updating of the programmes regarding the training of the plastic surgeon and the follow-up of their application, together with all the other authorities involved in this regard;
- Collaboration with higher education medical institutions, research institutes and other professional and scientific organizations, from the country and from abroad;
- Continuing medical education of specialists through appropriate programmes as well as the elaboration of criteria for their regular accreditation, together with other authorities involved for this purpose;
- Collaboration with the factors in charge and the specialists in the field with a view to develop and approve the drafts of normative acts and other documents (standards, therapeutic protocols) in the specialty;
- Encouraging and supporting scientific research, both of fundamental and applicative nature; the elaboration of its own programmes and participation in the elaboration of national research programmes; stimulating scientific activities and the research in the field by awarding prizes, scholarships, sponsorships and any other similar forms of support for these activities;
- Editing a profile publication;
- Collaboration with the Romanian College of Physicians regarding medical ethics and deontology issues;
- Raising awareness of the legislative authorities, the decision-making factors in the central and local public administration as well as the mass media, in order to support the association in achieving its objectives;
- Promoting and protecting the interests of the members of the association in their relations with public or private authorities, representing and assisting the members of the association in any problems or disputes arising from the relations with these authorities;
- Creating and developing online services: email, web directory, multimedia information database (video documents, presentations, etc.) from congresses, conferences, with a personalized account for members. Depending on the access rights of each member, it shall be allowed the access to the aforementioned services;
- Elaboration of newsletters, informative materials on topics of interest to the association;
- Honouring national and international personalities, who through their special contributions support the promotion of the goals and objectives of the association;
- Encouraging and supporting plastic surgery interns to obtain scholarships and facilities with a view to consolidate their training in reference centres for their specialty in the country and abroad;
- Supporting the public health authorities (the Ministry of Health, College of Physicians, National Health Insurance Fund) to achieve optimal conditions for carrying out diagnosis and treatment activities in plastic surgery, aesthetics and reconstructive microsurgery;
- Recognition and affiliation of the association to similar European and international structures;
- Organization of educational, training and information activities in collaboration with various public and private institutions from the country and from abroad;
- Establishes a professional ethics commission with a purpose to mediate any misunderstandings that may arise between the members and any other issues of general interest;
- Provides guidance towards an ethical conduct in accordance with the standards set by mutual agreement between its members;



- Provides free legal assistance to its members for professional issues;
- Provides the strategy of development of the private system in plastic surgery;
- Transmits news from the field of plastic surgery through the media, radio, television and takes a stand against any possible image prejudice of the specialty, the association or its members; this is carried out with the prior consultation of the Board of Directors, or in urgent situations, of the president of the association, through the press office or the spokesperson;
- Supports the Ministry of Health in the professional training of physicians and health professionals, in the field of plastic surgery;
- Recommends to the Ministry of Health the number of interns positions, in the specialty of plastic surgery, aesthetics and reconstructive microsurgery, depending on the needs, per university centres;
- Recommends to the Ministry of Health the structure of the Plastic Surgery Commission;
- May propose members of the Association to the College of Physicians for eligible positions;
- Initiates the drafting of treatises, manuals, audio-visual films in the field of plastic surgery;
- Carries out any other actions compatible with the purpose and its object of activity, under the conditions of the law;
- Any other legal activities, necessary for achieving its purpose and objectives.

CHAPTER III. ACTIVITIES OF THE ASSOCIATION

Art. 8 Activities of the Association

The main activities carried out by the **ROMANIAN ASSOCIATION OF PLASTIC SURGEONS** are as follows:

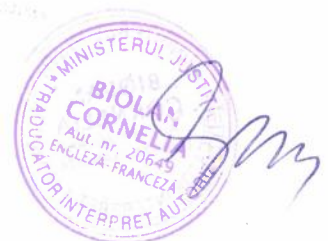
- organization of congresses, conferences, symposiums, debates, seminars;
- the publication of informational materials and the results of scientific research;
- editing of regular publications with BDI indexing;
- collaborations and associations with similar authorities or with convergent interests to the purpose of the Association, with educational units, research institutes in the country and abroad;
- any other activities as provided for by law or the By-laws, or included within the limits and in relation to the purpose of the association.

CHAPTER IV. MEMBERSHIP

Art. 9. Categories of members

The Association has the following categories of members:

- Founding members
- Full members
- Resident members
- Associate members
- Corresponding members
- Honorary members
- Senior members



Art. 10 Membership

Founding members - consultant surgeons or primary surgeons with plastic surgery specialty and who constituted the Association and provided their moral and material contribution to its foundation and to the establishment of the social patrimony, members who after the legal registration of the association become full members. Founding members are the natural persons listed below:

1. LASCAR IOAN
2. DUMITRESCU DOINA
3. ENESCU DAN MIRCEA
4. ION TIBERIU BRATU
5. BORDEIANU ION
6. MUGEA TOMA
7. IOAN PETRE FLORESCU
8. ANTOHI NICOLAE
9. MARINESCU PENELOPA
10. LUCHIAN CATALIN STEFAN

Full members, are the members registered after the constitution - consultant surgeons or primary surgeons with plastic surgery specialty, aesthetic surgery and reconstructive microsurgery who carry out their activity in public or private healthcare units, universities or research institutes, on the territory of Romania or from abroad who apply to become members of the association after its foundation and they provide their moral and material contribution to the completion of the patrimony of the Association. They shall have the right to vote at the association level and can be elected to management positions of the association.

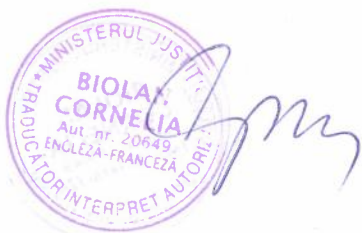
Resident members. This category is for resident physicians of plastic surgery, aesthetic and reconstructive microsurgery (CPEMR) who apply for this type of membership, in the form regularly given by the General Assembly. Resident members cannot be elected and shall not have the right to vote in the General Assembly, but they can attend the General Assembly as observers. Resident members shall automatically become full members when they become medical consultants. Proof of residency must be sent to the association every year. The organization of resident members shall be done according to the provisions of Art. 65.

Associate members. This category is addressed to physicians from specialties associated with plastic surgery, who apply for this category in the Form recommended by the General Assembly. They shall not have the right to vote, they cannot elect, they cannot be elected and they cannot attend the General Assembly of the Association.

Corresponding members. They are members from other countries who request their admission in the Association; they shall receive notifications about conferences, they can attend them including by presenting work papers; they apply for this form, in the version recommended by the General Assembly. They shall not have the right to vote, they cannot elect, they cannot be elected and they cannot attend the General Assembly of the Association.

Honorary members. Honorary members are Romanian or foreign personalities who have made and are still making special moral and/or scientific contributions to the Association or who provide a substantial financial support. Honorary members are proposed by the Board of Directors, and approved by the General Assembly, with a simple majority of the participants and are exempt from paying the membership fee. Honorary members shall not benefit from the right to vote and the right to be elected. They will receive notification about the conferences organized by the Association and shall be encouraged to attend them.

Senior members. A senior member is any active member over 65 years who has been an active member for a period of at least 5 years and has retired from his/her professional activity but who wishes to be part of the Association.



Retired senior members who have retired from their professional activity and who wish to be part of the Association are exempt from paying the membership fee and all the other fees established for the scientific events they attend, they can be appointed members within the commissions. Senior members cannot elect or be elected.

CHAPTER V. RIGHTS AND OBLIGATIONS OF THE MEMBERS

Art. 11 Rights of the members

a) Rights of full members:

- to personally attend the decision-making process with regard to the activities of the Association within the general meetings of the ACPR (RoAPS);
- to discuss, by including on the agenda of the General Assembly meeting, any subject related to the activity of the Association;
- to elect or be elected in the structure of the management bodies of the Association, provided the compliance with the eligibility and attendance requirements established by it; only full members shall have the right to deliberative vote;
- to be appointed in expert commissions in field of interest of the Association;
- free and priority access to the documents and database of the association;
- to contribute to the completion and execution of the scientific and professional programme of the association;
- to attend the events organized by the Association;
- to attend as representatives of the Association scientific events (conferences, symposiums, congresses, seminars, etc.) in the country and abroad;
- to attend the events organized by the Association benefiting of a reduced fee;
- to publish in the magazine of the Association original articles including the results of their personal or collective activity in their field of work, as well as reviews, reports, etc.;
- to elect and be elected within the structure of the Editorial Board and Scientific Council of the journal "Annals of Plastic Surgery and Reconstructive Microsurgery".
- to be assisted and represented by the Association in all cases where the interests of the members of the Association would require this in relations with their social partners;
- to be informed about all actions organized by the Association;
- to benefit of and use, exclusively for the purpose of fulfilling the statutory actions of the Association, the means belonging to the patrimony of the Association;
- to use the name and symbol of the Association for the purpose of promoting their own professional and scientific activity, under the conditions of complying with the principles of professional ethics and only after the approval granted by the Board of Directors of the Association;
- to be rewarded with amounts of money or other incentives for their activity, based on the decision of the General Assembly;
- to receive an annual diploma and a badge certifying their membership of the Association.

b) The rights of the associate, corresponding and honorary members are the same as those of full members, with the exception of the right to elect and be elected.

c) Each member shall have the obligation to contribute to the fulfilment of the goals of the Resident Physicians Department within ACPR.

Art. 12. Obligations of members

All members of the Association shall have the following duties:

- to comply with the By-laws, the code of ethics (code of conduct) and regulations of the Association, as well as the decisions and resolutions of its management bodies;



- to pay their annual material and financial obligations on time according to the By-laws and the commitments they have undertaken. The failure to pay them by the end of the current year shall constitute a serious violation of the By-laws and regulations of the Association, being sanctioned with the loss of membership of the Association (exclusion);
- after the loss of membership (exclusion) following the non-payment of the annual fee, membership can be regained by paying the outstanding fees; otherwise, the process of readmission within the Association shall be resumed;
- to protect the interests of the Association and to contribute through their moral and professional profile to the increase of the general reputation of the Association,
- to actively participate in the development of the activities of the Association in all events and adoption of positions organized by the Association.
- to morally and materially support the development of the activities of the Association, including the activities for the organization of specific events, in the country or abroad,
- to fully and on time comply with the obligations undertaken towards the Association,
- to refrain from any kind of declarations or personal public actions, which would prejudice in any kind the image of the Association;
- not to initiate any actions without the authorization granted by one of the governing bodies of the Association that could involve the Association in any way.

Art. 13. In the event of non-fulfilment of one or more obligations provided for in the previous article or in the documents subsequently drawn up by the Association, based on these By-laws, the members of the Association shall be liable, in all the forms that their liability takes, for the damages caused or which they could have caused to the Association through their act.

CHAPTER VI. ACQUISITION AND LOSS OF MEMBERSHIP

Art. 14. Acquisition of membership

The membership of the Association is obtained based on the approval granted by the General Assembly of the application for admission made by the applicant. The application for any of the aforementioned forms shall be made through the secretariat of the Association.

Membership of the association is requested by filling in the membership application and signing the unconditional adherence to these By-laws, accompanied by Curriculum Vitae.

The Board of Directors shall debate the application for membership, which must obtain a simple majority of the vote of the Board of Directors in order to be proposed to the General Assembly for approval. The decision shall be taken by a simple majority vote in the General Assembly. After the approval granted by the General Assembly, the corresponding fee shall be paid and the applicant shall become a member of the Association.

Each new member shall receive the annual membership diploma signed by the President and the badge of the Association.

In case of rejection, the applicant can submit a new file after at least two years from the date of validation of the rejection decision in the General Assembly.

Database of the Association: All members of the Association shall be found in a secure database, managed by the secretariat and the treasurer of the Association. Only the data of those members who have agreed shall be made public. The complete list of members shall be made available to its members on the website of the Association based on a password.

Discipline

Art. 15. Notifications and their settlement

- Any notification regarding a member made by another member can only be made in writing.
- Notifications shall be addressed to the President of the Association, who shall present them to the Board of Directors at the first scheduled meeting. No anonymous notifications shall be accepted, regardless of the seriousness of the facts reported therein.



- The decision to proceed with a notification shall be made by a simple majority of the vote of the members of the Board of Directors and the Ethics Commission.
- If the simple majority is not met, the notification is dismissed. The dismissal of the notification shall be communicated to the claimant within 30 days of the decision being made.
- If it is decided to open an investigation, both parties involved shall be summoned and notified of the date and time at which the hearing of the parties shall take place.
- If, following the hearing of the parties, a disciplinary measure is required, the Board of Directors and the Ethics Commission shall submit a resolution that will be made known to both parties within maximum 30 days. The parties can appeal within 30 days from the notification. The appeal shall be settled by the Extraordinary General Assembly legally convened in which the exclusion will be discussed.
- The disciplinary measure proposed by the Board of Directors and the Ethics Commission shall be validated by the General Assembly with the vote of the simple majority of the members present.
- Official correspondence shall be done only in writing, by any means, including electronic ones.

Art. 16 Warnings

Any member may be warned by the Board of Directors for the following reasons:

- Non-compliance with the By-laws of the Association;
- Unauthorized use of the name and symbols of the Association for advertising purposes in printed or electronic publications, in the mass media, etc.;
- Immoral, unprofessional attitude and any other activity that brings any prejudice to the reputation of the Association.

Loss of membership

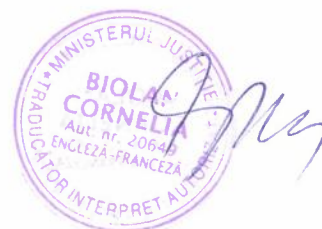
Art. 17 Loss of membership within the Association shall take place in the following situations:

- resignation on his/her own initiative, notified based on an application addressed to the Board of Directors of the Association;
- the non-payment of the annual fee until 31.12. of the current year; regaining of membership shall be done as soon as the former member has paid his/her annual fee or the procedure for admission within the Association shall be resumed,
- the exclusion for serious or repeated deviations from scientific norms, medical ethics and deontology or for acts incompatible with membership of the Association;
- fails to comply with the decisions of the Board of Directors and the decisions of the General Assembly;
- final conviction, with execution and for criminal acts; the permanent withdrawal of the right to medical practice by the College of Physicians;
- by death.

Art. 18. For the cases that constitute situations of loss of membership, the Board of Directors shall analyze the situation, draw up a report and submit it to the approval of the General Assembly of the Association. The exclusion is proposed and motivated in writing by the Board of Directors through an informative document accompanied by supporting documents, which shall be sent by electronic means to the members of the Association, together with the convening of the General Assembly. At the same time, the member in question shall be notified in the same way, and the General Assembly shall decide on the proposal of exclusion.

The confirmation of the loss of membership shall be done by the General Assembly upon the proposal of the Board of Directors by secret vote and simple majority.

After validating the exclusion, it shall be communicated to the College of Physicians and other official bodies, as the case may be, together with a letter of motivation signed by the Board of Directors of the Association.



The Board of Directors shall decide to suspend a member in the year in which the unpaid fee is due, until the meeting of the General Assembly, if he/she, despite being warned twice, remains in default in paying the fees for the current year.

Art. 19. The members of the Association who withdraw or are excluded shall have no right to the social patrimony, they shall have the obligation to pay the contributions they have undertaken towards the Association until the moment when the loss of membership is confirmed by the General Assembly upon the proposal of the Board of Directors.

CHAPTER VII. ORGANISATION, MANAGEMENT, ADMINISTRATION, CONTROL

Art.20. The bodies of the Association are as follows:

- a. the General Assembly;
- b. the Board of Directors;
- c. the Board of statutory Auditors.

Section I

The General Assembly

Art. 21. The General Assembly is the management body, made up of all the members. The General Assembly has the right of permanent control over the Board of Directors, the Treasurer and the Board of Auditors; The General Assembly can be ordinary or extraordinary.

Art. 22. The General Assembly shall meet at least once a year, usually on the occasion of national Congresses or Conferences (the Ordinary General Assembly)

Art. 23 The decisions of the General Assembly shall be taken by the vote representing the simple majority of the members of the Association with the right to vote, if the law or these By-laws do not provide otherwise. The decisions taken by the General Assembly shall be binding even for the members who did not take part in the General Assembly or voted against.

Art. 24. The Ordinary General Meeting shall be convened at least 14 days before the date set for its holding in the first quarter of the year.

Art. 25.

(1) The General Assembly is convened by the Board of Directors based on a written notice to attend/convening notice which shall include the date, place and agenda and which will be brought to the attention of the interested parties by email, fax or post, within the terms provided for, as the case may be, in previous articles.

(2) Along with the communication of the date, place and agenda of the General Assembly, the materials subject to debate shall be made available to the participants.

(3) The participants can request the inclusion on the agenda of some requests, made in writing and submitted to the secretariat of the Association at least 7 days before the date on which the General Assembly takes place.

(4) When convening the General Assembly for elections to be held, vacant management positions shall be announced and proposals or candidacies are requested, which will be submitted at least 7 calendar days before the elections.

Art. 26

(1) All members of the Association and guests shall attend the General Assembly

(2) Within the General Assembly, only the full members of the Association who have paid the fee up to date shall have the right to vote.

Art. 27. The activity reports of the Board of Directors and the Board of Auditors, the activity programmes, the calendars of scientific events and organizational meetings, the income and expenditure budgets, accounting balances shall be debated and subject to the approval of the General Assembly.



Art 28. The meetings of the General Assembly shall be presided by the President of the Association or, in his/her absence, by the General Secretary or the Elected President, who has the obligation to communicate the situation of the presence of the associates and the nominal list of the persons present.

Art. 29. The Extraordinary General Assembly

In exceptional situations that require urgent decisions, the President of the Association may convene the Extraordinary General Assembly upon the request of the Board of Directors, or upon the written and motivated request of at least 1/4 of the number of full members.

The convocation shall be announced, in advance, at least 14 days before the date of the event.

The vote within the General Assembly

Art. 30. The Quorum

The General Assembly shall be held on the occasion of major scientific events of the Association (Congress, Conference), and it shall be considered statutory if the absolute majority of the members of the Association are present. If the quorum provided for in Art. 35 is not met, the Extraordinary General Assembly shall be convened again within a maximum period of 30 days and it can be held regardless of the number of members of the Association present.

Art. 31. Voting is made on an open ballot system, with the exception of the election of the Board of Directors and of the President or the exclusion of a member, situations in which the vote is done by secret ballot. In making decisions, the General Assembly can decide on the ballot system, either open or secret.

Art. 32. The right to vote shall not be transferable in any form.

Art. 33. Elections for the Board of Directors and the Board of Auditors shall take place once every 2 years, along with the Congresses of the Association, except for any cases of withdrawal or revocation, when they can be held at the General Assembly that follows them.

Art. 34. Elections for the position of president shall take place every two years.

Art. 35. The resolutions of the General Assembly shall be taken by a simple majority (half plus one) of the members of the Association with the right to vote present, with the exception of those the object of which is the dissolution of the Association or the amendment of its purpose/By-laws, which requires 2/3 of the votes.

Art. 36. Responsibilities of the General Assembly

- establishing the strategy and the general objectives of the Association;
- approving the income and expenditure budget and the accounting balance sheet;
- establishing branches, working groups, commissions;
- the dissolution and liquidation of the Association, as well as determining the destination of the assets remaining after liquidation;
- establishing and approving the programme of the Association, a programme prepared by the Board of Directors;
- elects and revokes by direct and secret ballot the Board of Directors;
- elects and revokes by direct and secret ballot the Board of Statutory Auditors and it also analyzes its reports;
- elects and revokes by direct and secret ballot the editor-in-chief of the magazine of the Association;
- elects and revokes by direct ballot the Honorary Presidents of the Association;
- chooses the members of the commissions;
- approves the amendments or completion of the By-laws;
- establishes the amount of the contribution;
- admits and excludes members of the Association according to the provisions of these By-laws of the Association;
- approves the activity of the Board of Directors, between 2 congresses, based on a report presented by the current president;



- elects the president by secret ballot, with a simple majority of the people present at the meeting; the elected president shall take office two years from the date of his/her election, during which the Association is led by the president in office;
- in the situation where the elected president wants to postpone his/her entry into office or it is impossible for him/her to exercise this position, the mandate of the president in office on the date of the Congress shall be extended by other 2 years - provided that it does not exceed two legislatures;
- if the elected president cannot take office, and the president in office has already completed two mandates and can no longer continue, elections shall be organized for the president who immediately takes office;
- approves the amendments to the By-laws, as proposed by the Board of Directors or by 1/3 of the total number of members;
- approves the calendar of national and international scientific events as well as their related expenses, upon the proposal of the Board of Directors;
- approves the form, the place, the frequency and the way of carrying out scientific events;
- establishes the indemnities of the auditors and the employed personnel of the Association;
- any other duties provided for by the law or in the By-laws.

Art. 37. (1) The General Assembly shall elect at the opening of the meetings a technical secretary who shall have to verify the presence of the representatives of the members of the Association with the right to vote in the General Assembly based on the signatures in the attendance list and he/she shall draw up the minutes recording the debates and decisions of the session. This secretary can be a third party. (2) The minutes of the meeting of the General Assembly shall be signed by the President of the Assembly and by the secretary, and to these minutes shall be attached the attendance list of the representatives of the members of the Association with the right to vote in the General Assembly.

Art. 38. Absent members shall be notified on the debates from the minutes kept at the secretariat of the Association and it can be requested by email.

Art. 39.

(1) The member who, in a certain issue subject to the decision of the General Assembly, is personally interested or through his/her spouse, his ascendants or descendants, his collateral relatives or relatives up to the fourth degree including, shall not be able to take part in the deliberation nor to vote or to supervise the vote;

(2) The associate who fails to comply with the provisions of par. (1) shall be liable for the damages caused to the Association if without his/her vote the necessary majority could not have been obtained.

Art. 40.

(1) The decisions taken by the General Assembly within the limits of the law, the articles of incorporation and the By-laws shall be binding even for the members who did not take part in the General Assembly or voted against.

(2) The decisions of the General Assembly which are contrary to the law, the articles of incorporation or the provisions contained in the By-laws, can be appealed before the court by any of the members who did not take part in the General Assembly or who voted against and requested to insert it in the minutes of the meeting, within 15 days from the date when they learned about the decision or from the date the meeting took place, as appropriate.



Section II

Board of Directors

Art. 41. In the period between the General Assemblies, the Association shall be managed by a Board of Directors elected by the General Assemblies, from among the full members, on the occasion of National Congresses. The Board of Directors of the Association is its executive and administrative body and ensures the implementation of the decisions of the General Assemblies.

Art. 42.

(1) The Board of Directors consists of 7 persons elected by the General Assembly from among the full members, for a period of 2 years. The structure of the Board of Directors, may include, according to Law 246/2005, people from outside the Association who can be nominated as members of the Board up to a maximum of ¼ of its members (chartered accountant, legal adviser). The Board of Directors shall take care of the entire activity of the Association between two General Assemblies.

The Board of Directors shall be elected for a 2-year mandate during the Congress of the Association. Elections are by direct ballot. The candidacies shall be submitted or proposed in writing (by mail), 14 calendar days before the date of the elections.

The 7 members of the Board of Directors are as follows:

- the President in office of the Association - elected for a 2-year mandate;
- the President Elected – he/she submits his candidacy, or he/she is proposed 1 week before the annual scientific meeting and is elected based on the vote of the General Assembly for the following mandate;

- Former President of the Association

- 2 Vice-Presidents

- the Secretary General - proposed by the president, voted in block with the latter;

- Treasurer - proposed by the president, voted in block with the latter;

All the proposals and candidacies shall be submitted at least 7 calendar days before the elections.

The members of the Board of Directors are elected by direct and secret ballot by the General Assembly.

The members of the Board of Directors for the 2022-2024 mandate are the following persons:

- the President in office of the Association – PhD Dr. Alexandru Valentin Georgescu;

- the President Elected – PhD Dr. Petrisor Zorin Crainiceanu;

- Former President of the ASSOCIATION – PhD. Dr. Cristian Radu Jecan;

- Vice-President – Dr. Radu Constantin Ionescu

- Vice-President – PhD Dr. Ruxandra Diana Sinescu Baltateanu

- the Secretary General – PhD Associate Prof. Cristian Sorin Hariga;

- Treasurer – Senior Lecturer Dr. Paul Tiberiu Neagu

For the mandate of the President Elected (2024-2026) the Secretary General shall be PhD Assistant Prof. Adelaida Avino, and the Treasurer shall be Dr. Andrei Porosnicu.

Art. 43. The extended Board of Directors shall consists in:

- the Presidents of the Societies of Hand Surgery, Microsurgery, Aesthetic Surgery and Burns;

- Editor of Annals of Plastic Surgery and Reconstructive Microsurgery;

- The elected representative of the Resident Members.

The extended Board of Directors shall play an advisory role and it shall meet whenever necessary, upon the request of the President in office.

Art. 44. The election in the same position cannot be done in two consecutive mandates, except for the General Secretary and the treasurer who can remain in office for several mandates, upon the approval of the General Assembly.



Art. 45. The mandate of a member of the Board of Directors shall end in the following situations:

- a) revocation by the General Assembly;
- b) loss of membership;
- c) motivated withdrawal addressed to the Board of Directors.

Art. 46. The duties of the Board of Directors are the following:

- pursues the achievement of the goals and objectives of the Association based on the strategy approved by the General Assembly;
- ensures the operational management of all the activities of the Association;
- verifies the compliance with the By-laws and other documents subsequently adopted by the Association;
- represents the Association in all the aspects of its legal life as well as in relations with third-party natural and legal persons, either Romanian or foreign;
- submits before the General Assembly the activity report for the previous year, the execution of the income and expenditure budget, the accounting balance, the draft for income and expenditure budget, the draft of the programmes of the Association, etc.; proposes to the General Assembly the approval of the accounting balance of the previous year;
- proposes any amendments to the By-laws of the Association;
- coordinates and approves the programme of national scientific events for the following year;
- establishes the form, the place, the duration, the organization team and the manner of carrying out the national and international scientific events, as well as the expenses related thereto;
- proposes to the General Assembly the establishment of specialized commissions, study groups, depending on the needs;
- represents the Association in its relations (scientific, professional, administrative) with bodies from the country and abroad, particularly with the Ministry of Health and Family, the National Health Insurance Fund and the College of Physicians in Romania;
- proposes to the General Assembly the affiliation of the Association to other European and international associations, as well as the affiliation of other companies to the Association;
- concludes legal deeds in the name and on behalf of the Association;
- can decide to change the seat of the Association;
- can delegate the position of representing the Association for a definite period of time to other members or employed persons;
- administers the movable and immovable assets and funds of the Association;
- approves the organizational chart and personnel policy of the Association, if the By-laws do not provide otherwise; hires and dismisses employed personnel and external collaborators, both Romanian or foreign, and establishes their rights and obligations pursuant to employment contracts or other contracts;
- concludes contracts, conventions and protocols necessary to achieve the purpose of the Association;
- makes proposals regarding the admission or exclusion of members;
- proposes members of the Association for experience-sharing and scholarships in the country and abroad;
- analyzes the manner of publication of the publications of the Association and their quality and takes measures to improve them;
- approves operations of purchase and sale of goods except for fixed assets;
- accepts or refuses donations;
- recommends the delegates of the Association for the relevant international bodies;
- appoints the members of the Press Department and the Spokesperson;



- submits to the Ministry of Health and the Romanian College of Physicians proposals for the Plastic Surgery, Aesthetics and Reconstructive Microsurgery Commission;
- elaborates the official position (both professional and organizational) of the Association in its relations with C.M.R., C.N.A.S., M.I.C. and M.S.F.;
- carries out any other duties stipulated in the By-laws, the legislation or as established by the General Assembly.

Art. 47. The Board of Directors can authorize one or more persons with executive functions, including persons who do not have the quality of associate or are outside the Association, to conclude legal deeds in the name and on behalf of the Association or to carry out any other duties as provided for in the By-laws or established by the General Assembly.

Art. 48. Functioning of the Board of Directors:

- it meets on a quarterly basis, including at least 10 days before the deadline provided by the law for submitting the balance sheet, or whenever the needs of the Association require it;
- the convening of the Board of Directors shall be made by the President, and in his/her absence by his substitute at least 5 days before the fixed date;
- the meetings of the Board of Directors are chaired by the President, and in his/her absence by his/her substitute;
- the decisions of the Board of Directors are taken by a simple majority of the votes of the members present, under the conditions of a quorum of at least half of the members. Abstention from voting shall not be allowed. The members of the Board of Directors cannot be represented in the meetings of this body, as membership and voting rights are not transferable; in the event of a runoff, the decisive vote shall belong to the President;
- the decisions must be in accordance with the decisions of the General Assembly, with the By-laws, with the other subsequent acts of the Association and with the Romanian laws in force at the time of making the decision. In the event of a runoff, the decisive vote shall belong to the President;
- the meetings of the Board of Directors shall be considered as being held in accordance with these By-laws, even if only a virtual presence is provided, communications taking place through electronic means of distance communication (e.g. teleconference, videoconference, etc.);
- unmotivated non-participation in two meetings shall entail the exclusion from the Board of Directors;
- in the event that a place on the Board of Directors becomes vacant, the other members of the Board of Directors shall provisionally appoint another person from within the Association with the quality of a member who shall take over the duties of that position until new elections. The duties of the new member thus appointed shall expire on the date on which the mandate of the person replaced would have normally expired;
- the responsibility for convening a meeting of the Board of Directors and for the proper performance of its activity shall rest with the President and, in his/her absence, with his/her substitute;
- guests can also attend the meetings of the Board of Directors, without though having the right to vote; the activity of the members of the Board of Directors is not remunerated;

Art. 49. (1) The decisions of the Board of Directors shall be registered in the minutes of the Board of Directors, in the Internal Register of the Association.

(2) The minutes of the Board of Directors shall be drawn up in Romanian and shall be signed by the members.

(3) The decisions of the Board of Directors adopted by remote voting shall have to be subsequently signed by the members in the Minutes Register.

Art. 50. The quality of an elected member within the Board of Directors shall be lost with the loss of the quality of membership of the Association, as well as by resignation or by the release from office by the General Assembly.

Art. 51. Membership of the Board of Directors shall be incompatible with any management position within a public institution if it involves a conflict of interests.



Art. 52. The Board of Directors, as a collective, or any of its members, may be suspended by the General Assembly in case it brings any prejudice to the interests of the ASSOCIATION in any way.

Art. 53. (1) The member of the Board of Directors who, in a certain matter subject to the decision of the Board of Directors, is either personally interested or through his/her spouse, his/her ascendants or descendants, his/her collateral relatives or his/her in-laws up to the fourth degree including, shall not be able to take part in the deliberation and nor to vote.

(2) The member of the Board of Directors who fails to comply with the provisions of par. (1) shall be liable for the prejudice caused to the Association, if without his/her vote the required majority could not have been obtained.

Art. 54.

(1) The decisions taken by the Board of Directors within the limits of the law, the Articles of Incorporation and these By-laws shall be binding even for the members of the Board of Directors who did not take part in the meeting or voted against.

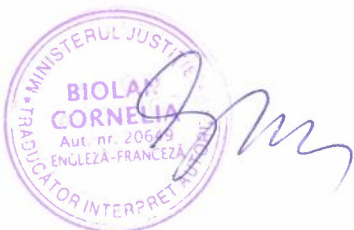
(2) The decisions of the Board of Directors which are contrary to the law, the Articles of Incorporation or the provisions contained in these By-laws can be challenged in court by the members of the Association, within 15 days from the date on which they took of the decision.

Responsibilities of the President in office of the ASSOCIATION

Art. 55. He/she can be elected for a maximum of 2 mandates, but not consecutive.

Art. 56 The President in office of the ASSOCIATION shall have the following responsibilities:

- coordinates the current activity of the Association and proposes for approval to the Board of Directors the issues of its competence,
- approves, together with the treasurer, the current expenses between 2 meetings of the Board of Directors and proposes them for its approval;
- prepares, together with the General Secretary, the meetings of the Board of Directors and the General Assembly of the Association;
- informs the Board of Directors about the activity carried out between 2 Assemblies;
- submits the report of the Board of Directors in the General Assembly of the Association;
- organizes and is liable for the development of the national scientific events of the Association (National Congress and Conference);
- represents the Association in its relations with other similar associations on a national and international level;
- manages and represents the Association in front of scientific, educational, administrative and judicial institutions
- if the President in office is unable to exercise his/her function for objective reasons for a period longer than 3 months, this position shall be taken over by one of the vice-presidents, as designated by the Board of Directors, until the return of the President or, possibly, until the next Congress;
- represents the Association in its relations with third parties, in his/her absence the vice-presidents shall be in charge of this attribution;
- convenes and conducts the works of the General Assembly and the Board of Directors of the Association and mediates in case of different points of view; in case of equality of votes, his/her vote shall be decisive;
- monitors the strict compliance with the By-laws and the programme of the association;
- is the official spokesperson of the Association in the country and abroad or appoints among the members of the Board of Directors the person or persons who perform this function; the spokesperson of the Association expresses the official position of the Association as prepared by the Board of Directors.



- signs the documents of the meetings of the Board of Directors and the General Assembly, being the person in charge to approve the documents signed by the secretary and shall endorse the payment orders submitted to the treasurer;
- the endorsement of financial operations can be delegated to the President Elected or to the Former President of the Association;
- represents the Association before any courts, administrative, financial or other authorities, banks or public institutions and before public or private companies, either Romanian or foreign;
- signs deeds and documents and initiates actions that commit the Association to natural or legal persons;
- empowers other persons in writing for the temporary exercise of his/her duties, while specifying the limits of competence and the duration of the mandate;
- is responsible for the implementation of the programmes and projects as approved by the Board of Directors;
- hires temporary personnel or collaborators within the limits approved by the Board of Directors;
- carries out any other duties to ensure the appropriate performance of the activities of the Association and is responsible for the measures taken in this regard.

The President Elected:

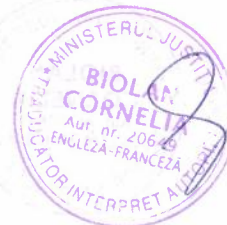
Art. 57. The responsibilities of the future President (the President Elected)

The future president is elected from among the founding members of the Association. He/she becomes the president of the Association by right at the moment of the election of a new future president (the one who becomes the president of the Association in the next mandate) and after the registration of the changes in the management structure in the Register of Associations and Foundations.

- is part of the Board of Directors and attends its activities;
- is interested in taking note of the problems of the Association and supports the President in office, in solving the problems of the Association;
- the installation of the President Elected as the President in office shall take place in the General Assembly on the occasion of each congress;
- if the President Elected is unable to take up the position of President in office, the mandate of the previous President shall be extended by another 2 years with the consent of the General Assembly and in compliance with the statutory provisions - it shall not exceed two mandates; in this situation, the General Assembly shall decide by vote if elections are to be organized, or if the President elected postpones his/her entry into the position of President in office by taking over the position at the following congress;
- carries out the duties of the president of the Association, when he/she is absent or unable to exercise his/her function for various reasons;

Art. 58. Responsibilities of the Vice-presidents

- collaborates directly with the President to solve current problems;
- together with the President in office and the General Secretary, organizes the meetings of the Board of Directors and the General Assemblies;
- collaborates with the Romanian College of Physicians in solving cases of deviation from medical ethics and deontology;
- analyzes and proposes solutions for solving any professional disputes and complaints regarding the activity of some surgeons, received from the Romanian College of Physicians.



Art. 59. Responsibilities of the Former President.

He/she is a member of the Board of Directors for 2 years after the expiration of the mandate and can take over the endorsement of the financial operations delegated by the President in office.

Art. 60. Honorary President

The Association can elect honorary presidents among the personalities from the medical, cultural, political, etc. environment. Honorary presidents:

- is elected by the General Assembly;
- can attend the meetings of the Board of Directors as a guest, without the right to vote.

Art. 61. Specialised Commissions/ Departments

Both at the central and territorial level, specialized commissions can be organized with the approval of the Board of Directors of the Association, to operate on a permanent or temporary basis.

The commissions are made up of 3 members.

Art. 62. Ethics Commission

a. The Ethics Commission is the control body of the Association. The Ethics Commission is made of four full or honorary members, appointed by the General Assembly, for four years, who shall carry out their activity in accordance with the legal provisions in force. The members of the Ethics Commission cannot be elected from among the members of the Board of Directors.

b. The Ethics Committee is convened upon the request of the Board of Directors before the Ordinary General Assembly and shall analyze and verify the activity of the Association, including ethical deviations. The Ethics Commission shall draw up a report with the conclusions it has reached, which it will be submitted before the Ordinary General Assembly at least 7 days before it.

c. The Ethics Committee of the ASSOCIATION in the 2022-2026 mandate is made up of the following members:

- PhD Dr. Toma Mugea – President;
- Dr. Andreea Grosu-Bularda;
- PhD Associate Prof. Elena Rodica Dragu;
- Lecturer Dr. Ileana Rodica Matei.

Art. 63. The General Secretary of the ASSOCIATION shall have the following responsibilities:

- solves the current and administrative problems of the Association together with the President;
- prepares the meetings and sessions of the Board of Directors and of the General Assembly together with the President and the Vice-Presidents;
- solves the correspondence and keeps the archive of the Association;
- edits the reports of the meetings of the Board of Directors and the General Assembly and signs together with the President the aforementioned documents;
- prepares minutes and official documents of the Association;
- issues annual diplomas and badges of the Association;
- notifies the convening of the General Assembly and the meetings of the Board of Directors of the Association and monitors the attendance of the members;
- is elected for a period of 2 years together with the Future President;
- the duties of the General Secretary and Treasurer cannot be performed by the same person.

Art. 64. The treasurer shall have the following responsibilities:

- monitors the manner of management of the assets of the Association and keeps records of income and expenses;
- solves current expenses with the approval of the President;
- signs checks or payment orders together with the President or upon his/her decision; presents the annual budget of revenues and expenditure and the accounting balance in the meeting of the Board of Directors and in the annual General Assembly.



- draws up the annual income and expenditure report that shall be approved by the Board of Directors of the Association;
- monitors and notifies the payment of contributions;
- is elected for a period of 2 years together with the Future President.

Art. 65. Organization of the Department of Resident Physicians:

a. The Department of Resident Physicians within ACPR carries out its activity with a view to defend the interests of resident physicians in the specialty of Plastic Surgery, Aesthetics and Reconstructive Microsurgery and support their needs in the scientific, cultural, social, civic, medical education and public health fields.

b. The Department of Resident Physicians within the ACPR shall have the following goals:

- Facilitating the access of resident physicians in the specialty of Plastic Surgery, Aesthetics and Reconstructive Microsurgery to general and professional interest information.
- encouraging scientific research and professional training of resident physicians in the specialty of Plastic Surgery, Aesthetics and Reconstructive Microsurgery.
- Facilitating communication between resident physicians in the specialty of Plastic Surgery, Aesthetics and Reconstructive Microsurgery and the full members of the ACPR.

c. The Department of Resident Physicians shall be represented by a senior year resident physician (year IV, V)

- The representative of the resident physicians shall attend the meetings of the extended Board of Directors of the ACPR and shall have an advisory role.

- The representative shall be elected annually by the resident members of ACPR.

d. Elections shall take place annually, within the General Assembly of resident members of ACPR that takes place in the second quarter and is organized as follows:

- The General Assembly is convened by any means of communication and shall be considered statutory if a majority of half +1 of the total number of resident members attends in any way, either physically or electronically.

- If this majority is not met, the General Assembly is convened again in 14 days and it shall be statutory regardless of the number of participants.

- Voting is secret and the candidate who gets the simple majority is elected.

- In case neither candidate obtains a simple majority, voting shall take place between the first two ranked persons in a new round.

- The vote shall be repeated in case of equality between the candidates.

Section FINANCIAL CONTROL

Art. 66. The financial control of the Association shall be ensured by the Board of Statutory Auditors elected by the General Assembly. The Association can conclude contracts with natural or legal persons for carrying out these duties.

Art. 67. Board of Statutory Auditors

The financial control of the Association shall be ensured by a board made of 3 auditors, according to the law, elected by the General Assembly.

The members of the Board of Directors cannot be auditors; at least one of the auditors shall be a member of the Association.

The members of the Statutory Auditors are the following persons:

- President of the Board: Mrs. Elena Laurentia Tache, acting as chartered accounting auditor registered in the Table of Chartered Accountants and Certified Accounts according to CECCAR record book no. 24153/2007;



- Member of the Board: Mrs. Mihaela Vlad, acting as auditor non-member of the Association;
- Member of the Board: Mr. Dr. Andrei Gheorghe Zbucnea, acting as auditor, member of the Association.

Art. 68. Responsibilities of the Board of Statutory Auditors:

- elects a president who coordinates the activity of the Board;
- regularly verifies the way of management of the funds of the Association, their legality and reports to the General Assembly;
- verifies the legality of the actions undertaken by the Executive Office and the Board of Directors and reports to the General Assembly;
- prepares reports to submit before the General Assembly;
- can attend the meetings of the Board of Directors without the right to vote;
- performs any other duties as provided for in the By-laws or as established by the General Assembly.

Art. 69. The General Assembly approves the general rules for the organization and operation of the Board of Statutory Auditors. The Board of Statutory Auditors can develop its own operating regulations.

Art. 70. Auditors shall receive an allowance for their activity, according to the decision of the General Assembly, if they are not members of the Association.

CHAPTER VIII. THE INCOME AND EXPENDITURE OF THE ASSOCIATION

Income

Art. 71. The Association can carry out any activities if they are related to the main purpose of the legal entity.

Income is made of:

- registration fee/annual fee, in the amount established by the General Assembly;
- attendance fees for scientific events, organised both internally and externally;
- sponsorships, donations or legacy;
- resources obtained from State budgets and/or local budgets;
- other income provided for by the law;
- interest and dividends resulting from the placement of the amounts available under legal conditions according to art. 47 and 48 of Law 246/2005;
- revenues obtained pursuant to the conditions of art. 47, 48 of the Government Ordinance no. 26/2000, regarding associations and foundations, with subsequent amendments;
- funds resulting from research contracts;
- grants obtained from international organizations or from public or private institutions, from the country or from abroad.

The management of the funds of the Association shall be carried out in accordance with the legal provisions.

Art. 72. The registration fee and annual contributions are set by the General Assembly every year.

Payment of annual membership fees is made in the current year, taking into account the following rules:



- the medical consultants pay the same fee as primary doctors, namely EUR 150 per year, paid in Lei at the exchange rate on the day of payment;
- resident physicians shall pay a third of the fee, namely EUR 50 per year, paid in Lei at the exchange rate on the day of payment;
- retired physicians shall be exempt from paying the annual fee;
- until 31.03 of the current year, the fee shall be paid with a 10% discount for primary physicians, consultants and residents;
- the payment made into the account of the Association, by Payment Order (OP) or Electronic Payment Order, shall benefit from an additional discount of 5 EUR until 31.03 of the current year;
- Founding Members shall not be excluded from paying the membership fee.

Art. 73. The patrimony of the Association shall be administered based on the approved income and expenditure plan.

Art. 74. (1) The economic-financial exercise shall begin, as a rule, on January 1st and shall end on December 31st of each year.

(2) The Board of Directors shall annually draw up the balance sheet of the income and expenditure budget and shall keep records of the economic and financial activity in accordance with the legal norms in force. The balance sheet shall be approved by the General Assembly of the Association.

Art. 75. In no situation can the patrimony of the Association be used for a purpose other than that provided by these By-laws.

Art. 76. The entire patrimony shall be identified and kept, in accordance with the relevant Romanian legislation, in the name of the Association and shall be used exclusively for the achievement of its objectives.

Art. 77. Main categories of expenditure of the Association are as follows:

- expenses for the organization of scientific events;
- administrative expenses: acquisition of didactic materials, correspondence by post, telephone, consumables and office supplies, etc.;
- expenses for editing the magazine of the Association;
- rents, interest, taxes, bank commissions;
- accommodation, meals, transport,
- expenses for the website of the Association;
- administrative personnel salaries and other expenses, according to legal provisions;
- allowances and prizes.

The expenses shall be carried out according to the provisions of the income and expenditure budget and shall be approved by the persons in charge of the Board of Directors.

In the event of any additional income, above the budgetary provisions, they can be spent according to the destinations established by the Board of Directors.

CHAPTER IX. SPOKESPERSON AND THE PRESS DEPARTMENT OF THE ASSOCIATION

Art. 78. The president of the Association is the official spokesperson of the Association in the country and abroad and he/she can appoint from among the members of the Board of Directors the person or persons to temporarily carry out this function;

The General Assembly shall designate a permanent Spokesperson of the Association from among the full members, as well as the members of the Press Department of the Association.

The spokesperson of the Association expresses the official position of the Association as drawn up by the Board of Directors.

The spokesperson of the Association is Mrs. Dr. Raluca Alexandru.



The Press Department of the Association is made of the following members:

- PhD. Associate Prof. Ana Maria Oproiu;
- PhD Assistant Prof. Cristina Marina.

CHAPTER V. AMENDMENT OF THE ARTICLES OF INCORPORATION AND THE BY-LAWS OF THE ASSOCIATION

Art. 79.

(1) The amendment of the Articles of Incorporation or the By-laws of the Association shall be done by the registration of the amendment in the Register of Associations and Foundations held at the registry of the court in which the Association has its seat.

(2) The request to register the amendment shall be accompanied by the Decision of the General Assembly, and in the case of a change of the seat, by the Decision of the Board of Directors.

(3) The change of seat shall be referred to, if necessary, both in the Register of Associations and Foundations held at the registry of the court of the old seat, as well as in the one located at the registry of the court of the new seat. For this purpose, a copy of the decision establishing the change of seat shall be communicated ex officio to the court in the jurisdiction of which the Association will have its new seat.

CHAPTER XI. SCIENTIFIC EVENTS

Art. 80. Scientific events

- The scientific events organized by the Association are of national interest (National Congress and Conference) and local or regional interest (possibly with national and international participation), as well as international events;
- The National Congress of the Association with an open topic shall take place once every 2 years and it shall be organized by the President in office and the Board of Directors.
- The national conference shall take place once every 2 years (in years between Congresses) with a unique topic and it shall be organized by the President in office and the Board of Directors.
- On the occasion of National Congresses and Conferences, the General Assembly of the Association shall also be held.

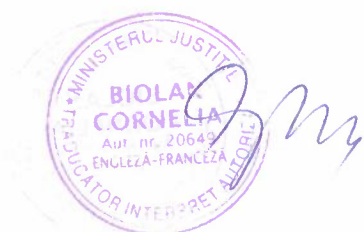
Art. 81. The members of the Association shall meet at its Congress, which shall be organized every 2 years. The Congress shall be organized by the President of the Congress, and the place and period shall be announced 1 year in advance. The entire responsibility for organizing the congress shall lie with its President.

CHAPTER VII. PUBLICATIONS, AWARDS

Art. 82. Publications

The magazine of the Association is the "Annals of Plastic Surgery and Reconstructive Microsurgery" and it shall appear on a regular basis (quarterly). It shall be led by a chief editor elected for 4 years by the General Assembly during the congresses. The magazine must gain value with international impact, and namely ISI or BDI indexing. The scientific council can include invited foreign specialists, who are reviewed on a regular basis.

The chief editor can attend the meetings of the Board of Directors and shall not have the right to vote.



Responsibilities of the chief editor of the magazine are as follows:

- appoints the members of the editorial board, who shall be in charge with the evaluation of the materials for publication;
 - decides, together with the editorial board, on the materials to be presented in the magazine;
 - is liable before the Board of Directors and the General Assembly for the quality of the magazine.
- The magazine shall be distributed, free of charge, to the members of the Association at the events organized by it.

Art. 83.

The publication of articles in the magazine shall be done only with the approval of 2 members of the Editorial Board, with experience in the issue dealt with and they shall be accompanied by a summary in Romanian language and a summary in English language. The magazine can also publish synthesis of the events, as well as summaries, reviews or comments, regarding the articles published in specialized magazines from other countries.

Art. 84. Awards

Every 2 years, on the occasion of the National Congresses of the Association, shall be granted the award "Agripa Ionescu" for the best original work of a young specialist (under 35 years of age), published in the "Annals of Plastic Surgery and Reconstructive Microsurgery" magazine, during between 2 congresses.

At each Congress or Conference of the Association, awards shall be granted for the best papers presented by resident physicians or young physicians under 35 years of age.

The Association shall grant, on the occasion of the national congresses, Diplomas of excellence for scientific activity, exceptional professional activity or for special merits in supporting the Association, upon the proposal of the Board of Directors.

CHAPTER XIII. DISSOLUTION AND LIQUIDATION

Section 1 Dissolution

Ar. 85. – (1) The Association shall dissolve:

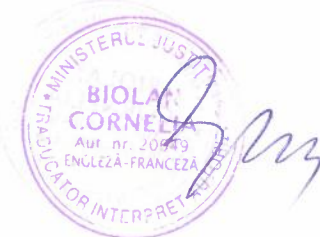
- a) as of right;
- b) by the decision of the court or of the county court, as appropriate;
- c) based on the decision of the General Assembly;

Art. 86. (1) The Association shall be dissolved as of right:

- a) the achievement or, as appropriate, the impossibility of achieving the purpose for which it was established, if within 3 months of the finding of such a fact, this purpose does not change;
- b) the impossibility of constituting the General Assembly or the Board of Directors in accordance with the By-laws of the Association, if this situation lasts more than one year from the date on which, according to the By-laws, the General Assembly or, as the case may be, the Board of Directors should have been constituted.
- c) the reduction of the number of members below the limit set by law, if this has not been met for 3 months.

(2) The finding of dissolution is made by the decision of the court in the jurisdiction of the seat of the Association.

Art. 87. - The Association can also be dissolved by the decision of the General Assembly. Within 15 days from the date of the meeting for the dissolution, the decision of the General Assembly shall be submitted to the court in the jurisdiction of which is located the seat, in order to be recorded in the Register of Associations and Foundations.



Art. 88. (1) In case of dissolution of the Association, the assets remaining after the liquidation cannot be transferred to natural persons.

(2) These assets can be transferred to legal entities under private or public law having an identical or similar purpose, pursuant to a procedure established in the By-laws of the Association.

(3) If, within 6 months from the end of the liquidation, the liquidators have not succeeded in transferring the assets under the conditions of par. (2), as well as if the By-laws of the Association does not provide for a procedure for the transfer of assets or if the provision is contrary to the law or public order, the assets remaining after liquidation shall be assigned by the competent court to a legal entity with an identical or similar purpose.

(4) In case the Association or foundation was dissolved for the reasons provided for in art. 56 par. (1) letters a) - c), the assets remaining after the liquidation shall be taken over by the State, through the Ministry of Finance.

(5) The date of the transfer of the assets is the date of the drawing up of the handover-handover protocol, if a later date has not been established by it.

c) The ASSOCIATION may also be dissolved upon the proposal of 1/3 of the number of members and may be decided by the General Assembly with the vote of 2/3 of the number of members present.

Section 2 Liquidation

Art. 89. - (1) In cases of dissolution as provided for by art. 55, 56, 58 and 59, the liquidators shall be appointed by the court decision itself.

(2) In case of the dissolution provided for in the previous articles, the liquidators shall be appointed by the General Assembly, under the sanction of the lack of legal effects of the dissolution decision.

(3) In all cases, the mandate of the Board of Directors shall end once the liquidators are appointed.

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

Art. 90. - (1) Immediately after their entry into office, the liquidators shall make the inventory and conclude a balance sheet that will ascertain the precise situation of the assets and liabilities of the Association.

(2) The liquidators shall have the obligation to receive and keep the registers and any other documents of the Association. Furthermore, they shall keep a register with all the liquidation operations in the order of their date.

(3) The liquidators shall execute their mandate under the control of the auditors.

Art. 91. - (1) The liquidators shall have the obligation to continue the ongoing legal operations, to collect the debts, to pay the creditors and, if the cash is not enough, to transform the rest of the assets into money, proceeding to the sale by public auction of the movable and immovable assets.

(2) The liquidators can only carry out those new operations that are necessary to complete the ongoing operations.

Art. 92. (1) The amount due to the known creditor who refuses to receive payment of its claim shall be recorded in his account.

(2) If the payment of the debt cannot be made immediately or when the debt is disputed, the liquidation shall not be declared finished before the creditors are guaranteed.

Art. 93. In any case, the liquidators cannot conclude the operations and cannot remit the management account to the rightful persons only after the expiry of a period of 6 months from the publication of the dissolution of the Association.



Art. 94. The liquidators are jointly and severally liable for the damages caused to the creditors through their fault.

Art. 95. The liquidators are subject to the rules of the mandate both in relation to the Association and in relation to the associates or, as the case may be, the founders.

Art. 96. (1) After the completion of the liquidation, the liquidators shall have the obligation to submit, within two months, the balance sheet, the journal register and a memorandum, declaring the liquidation operations to the Registry of Associations and Foundations of the court in the jurisdiction of which is located the seat of the Association.

(2) The liquidators shall have the obligation to carry out all the procedures for the publication of the liquidation and the de-registration of the Association or foundation from the Register of associations and foundations.

(3) The publication of the liquidation shall be done by posting it at the door of the court in the jurisdiction of which is located the seat of the legal entity, within two months from the end of the liquidation.

Art. 97. If no objection is registered within 30 clear days from the submission of the balance sheet, the balance sheet is considered definitively approved and the liquidators, based on the authorization granted by the court, shall transfer to the rightful owners the assets and the amounts remained after the liquidation, together with all registers and documents of the association or foundation and of the liquidation. Only after this step, the liquidators shall be considered discharged and they shall be issued, for this purpose, a finding document.

Art. 98. (1) Appeals to the balance sheet of the liquidators may be filed by any interested person before the court in the jurisdiction of which is located the registered office of the liquidated legal entity.

(2) All appeals shall be settled by a single decision. The sentence delivered by the court shall be enforceable and is only subject to appeal.

(3) After the completion of the liquidation, the liquidators shall request the deletion of the Association from the Register of associations and foundations.

Art. 99. (1) The Association shall cease to exist on the date of de-registration from the Register of associations and foundations.

(2) De-registration shall be carried out based of the finding document issued to the liquidators, under the conditions provided for in the previous article, certifying their release from the obligations undertaken.

CHAPTER XIV. FINAL AND TRANSITIONAL PROVISIONS

Art. 100. Any amendment to improve or change these By-laws can be made upon the request of the Board of Directors or 1/3 of the members of the Association, shall be submitted for the notification of all members of the Association and can be approved by the General Assembly, by the vote of 2/3 of the participants.

The amendment of the Articles of Incorporation or the By-laws of the Association shall be done by the registration of the amendment in the Register of Associations and Foundations located at the registry of the court in the jurisdiction of which is located the seat of the Association. The request to register the amendment shall be accompanied by the decision of the General Assembly, and in case of a change of the seat, by the decision of the Board of Directors.

Art. 101. The Association has its own logo and stamp, as established by the General Assembly, as well as bank accounts both in Lei and foreign currency.

Art. 102. The provisions of these By-laws cannot be contrary to the local norms in force and cannot be interpreted contrary to them.

Art. 103. In the absence of any express provisions in these By-laws, the general provisions provided for by the normative acts in force shall apply.



Art. 104. The Association shall have the obligation to properly keep the accounting records for the entire period of the existence of the Association. The annual accounting documents of the Association shall be drawn up in accordance with the accounting system and the corresponding laws applicable in Romania.

Art. 105. The Association shall constitute a Romanian legal entity, governed by the Romanian material and procedural legislation.

An internal regulation shall be established by the Board of Directors and shall be approved by the General Assembly. This regulation is intended to create the organizational working framework for situations and problems not foreseen by the By-laws, particularly those that refer to the internal administration of the Association.

Art. 106. The provisions of these By-laws are supplemented by other legal provisions in force.

These By-laws was drawn up in 6 (six) original copies, in Romanian language.

PhD Dr. Cristian Radu Jecan – ACPR President

(illegible signature)

(round seal ROMANIAN ASSOCIATION OF PLASTIC SURGEONS)

Law Firm - collaborating Lawyer

ION ALEXANDRA RALUCA

In accordance with the provisions of art. 3, par. 1, thesis 3 of Law 51/1995

I hereby certify the identity of the parties and the content of this document no. 690, of 5.09.2022

(illegible signature)

*(round seal Law Firm Lawyer Ion Alexandra Raluca – Collaborating Lawyer
Bucharest)*

