

STATUTE

Green Technology CLUSTER (GTC)

(Virtual Association without Legal Personality)

28 January 2020

eForm Ver: 1.0

- (1) Considering the provisions of article 5 paragraph 3 litter o) of the Statute of the GREEN TECHNOLOGY Association;
- (2) In consideration of the desire to present, promote, support and defend technological interests, scientific, economic, social and legal, entities with activities in the field of Information Technology, innovation and research-development, in particular in the use of innovative state-of-the-art technologies tfor creating a green and sustainable technological environment, as well as creating an favorable environment for the implementation of green technologies;
- (3) Focusing on the Bucharest-Ilfov region but with national coverage;

A virtual association without legal personality is created in the form of a national innovation cluster to provide transversal technological skills (GreenTech, AI, HPC, Smart City, Cyber Security, IoT, BigData, etc) in support of digital transformation in the areas of intelligent specialization in accordance with the Intelligent Specialization Strategy of the Bucharest-Ilfov Region dating from December 2019, operating in accordance with the provisions of this Statute ("Statute").

1. General provisions

1.1. Name. The name of the virtual association without legal personality is: „**Green Technology CLUSTER**” (“GTC” or „Cluster”).

1.2. Legal nature of GTC. GTC is a virtual association without legal personality, without patrimonial purpose and with its own management.

1.3. Lack of heritage. GTC it's an association without its own assets, all movable and immovable property necessary for carrying out GTC's activity being owned and managed by the GREEN TECHNOLOGY Association (GTA or GTA Association).

GTC's income come from and managed exclusively by the GTA Association.

Expenses and the use of material means are made only for the fulfillment of the GTC Purpose and Objectives.

Green Technology CLUSTER (GTC)

administered by GREEN TECHNOLOGY ASSOCIATION (GTA)
as CLUSTER Legal Management Entity, Registration no. 114/ 05.12.2019,
fiscal code: 42055400
Headquarter: 4th District, 20 Cornelia Street, Bucharest, ROMANIA
Email: contact@greentechnology.ro
Web: www.greentechnology.ro

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- 1.4. Management Entity.** GREEN TECHNOLOGY/ASOCIATIA VERDE Association, registered at the Register of Associations and Foundations, District 3 Court, Bucharest, with no. 114/05.12.2019, Fiscal registration code: 42055400, with registered office in Bucharest, District 4, Cornelia street, nr. 20, represented by Gabriel MUNTEANU, President, (GTA or GTA Association) is the management entity of **GTC**.
- 1.5. Headquarters.** The GTC headquarters is in the same location as GTA, namely in Bucharest, District 4, Cornelia street, nr. 20 and changes automatically to any new address of the GTA Headquarters.
- 1.6. Duration.** The GTC is established for an unlimited period, starting from the date **28.01.2020**.
- 1.7. Visual identity.** GTC has its own visual identity and information for the public interest can be consulted online at www.GTC.green.

2. Cluster Purposes and Objectives

2.1. Purposes. The GTC was set up to create a favourable framework for cooperation between all public and private entities with a common goal of creating a green technology environment, as well as creating a favourable framework for the implementation of green technologies with national coverage in order to provide transversal technological skills, congruent and complementary (GreenTech, AI, HPC, Smart City, Cyber Security, IoT, BigData etc) in support of digital transformation in areas of intelligent specialization according to the Intelligent Specialization Strategy of the Bucharest-Ilfov Region dating from December 2019 („**Purpose**”).

To achieve the Purpose, the **GTC** supports the activities of its members through various forms and actions, including the establishment of digital innovation centres and shared services in the specialised intelligent field, participation in the creation of other associations, establishment of national or regional branches and membership of cluster organisations or unions of cluster organisations at national and international level in the virtual superstructure (hubs), etc.

2.2. Objectives. GTC has the following objectives („**Objectives**”):

- supporting innovation in member companies of GTC;
- promoting a policy of cooperation, both inside GTC and with external organisations, at the national and international levels, on the basis of a common strategy;
- coordination in the definition of common strategic objectives and the implementation of specific actions to achieve these objectives;

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- developing a common framework for know-how transfer and cooperation between partners in the field of research into new products and advanced intelligent technologies;
- participation in various forms of association, in cooperation with other national and international organisations for projects of common interest;
- cooperation with local, regional and central public authorities in order to ensure a sustainable development of the region;
- development in a general common manner of all activities related to the Purpose.

3. The Cluster Component

3.1. Members. GTC Members („GTC Member”) are included in one of the following categories:

- Members;
- Honorary members.

The GTC may also co-opt individuals as experts without GTC membership.

In order to carry out the activity, GTC can benefit from the support of GTA staff.

3.2. Obtaining membership. GTC membership can be obtained by any Romanian legal entity, based on an online membership application available at <https://www.gtc.green/join> („Applicant”), under the following conditions:

- The applicant is working in the Field of Information Technology or complementary / adjacent;
- The applicant has acknowledged and fully accepts the Statute, available in the updated version at: www.GTC.green/transparency
- The applicant pays the registration fee set by the Board of Directors and undertakes to pay the annual fee set by the Board of Directors;
- The applicant's request receives the favorable opinion of the Board of Directors with at least 2/3 (two thirds) of the votes.

3.3. Regardless of the category they belong to, GTC Members have the following:

3.3.1 Rights and benefits:

- Designation of a representative, based on a written mandate from its own executive management, in the Scientific Council of the GTC, an advisory body to the Board of Directors;

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- Proposing to the Board of Directors the participation in various activities, actions, projects or development programmes, correlated with the GTC's stated objectives.

3.3.2 Obligations:

- Compliance with the Statute, Regulations and Decisions issued by the management of the GTC;
- Supporting GTC interests and activities;
- Payment of the annual fee established by the Board of Directors;
- Refraining from any action or inaction that affects or may affect the Purpose, Objectives or image/prestige of GTC;
- Defending the GTC's prestige and active contribution to its development.

3.4. GTC membership does not confer any right on the GTA patrimony to the holder.

3.5. Termination of GTC Membership. Membership of the GTC shall cease by:

- Resignation of membership addressed in writing to the official email address contact@GTC.green;
- The exclusion decided by the Board of Directors for any kind of damage (moral, material, etc.) to the GTC or for non-payment of membership fees within the set deadlines;
- Withdrawal of membership by the Governing Board with at least 2/3 (two thirds) of the votes.

4. ORGANISATION AND FUNCTIONING OF GTC

4.1. The governing bodies of the GTC are:

- a) **Management Entity**, with a representative and administrative role;
- b) **Board of Directors**, with an executive role;
- c) **Scientific Board**, with an advisory role;

4.2. The Management Entity represents and manages the GTC and coordinates the work of the Board of Directors, with the following powers:

- Represents GTC in collaboration with third parties or delegate a member of the Governing Board to represent GTC in dealings with third parties;
- Organises and manages the work of the GTC in order to implement the decisions of the Board of Directors;

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- Convenes and chairs the meetings of the Board of Directors and prepares the agenda of the meetings, contributing to the preparation of documents and papers to be presented;
 - Ensures the current management of the GTC by taking all measures that are not exclusively within the competence of the Board of Directors;
 - Decides on changing the GTC name, headquarters and logo.
 - Approves GTC expenses.
- 4.3.** GTC is administered by a Board of Directors composed of 3 to 9 members, elected for 5 years and approved by the Management Entity.
- 4.4.** In the event of a vacancy in the Board of Directors, the Board of Directors shall provisionally appoint a replacement until another person is confirmed or appointed by the Management Entity. The term of office of the person so elected as a member of the Board of Directors shall cease at the end of the period for which the term of office of the replaced member was due to expire.
- 4.5.** Board of Directors has the following **attributions**:
- the conclusion of legal acts under the aegis of the GTC;
 - ensuring the operational management of the GTC and carrying out the acts of administration of the GTC strategy, aiming at achieving the Purpose;
 - monitoring, supervising and controlling the application and enforcement of the Statute;
 - proposal for the admission of new GTC Members;
 - ensuring the preparation of the revenue and expenditure budget which it submits for approval to the Management Unit;
 - proposing the Cluster Operating Regulations, the GTC Activity Programme, creating committees on specific issues and drafting their operating regulations and submitting them to the Management Unit for approval;
- 4.6. Convocation.** The Board of Directors shall be convened either by the Management Entity or at the request of a simple majority of the Board of Directors and shall meet monthly or whenever necessary.
- 4.7. Quorum.** The Board of Directors may take decisions only if at least half plus one of its members are present.
- 4.8. Majority.** Unless otherwise specified in the Statutes, decisions of the Board of Directors shall be adopted by a simple majority of the members present in a quorum and shall be considered acts of the GTC.
- 4.9. Liability.** Members of the Board of Directors are personally liable for damages caused by their fault to third parties and to GTC, are solidary and severally

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responsible for the proper record keeping and management of the GTC and are accountable to the Management Unit for their work.

4.10. Termination of membership of the Board of Directors. Membership in the Board of Directors shall cease upon the loss of the GTC Membership of the appointing entity by resignation or dismissal by the Management Entity.

5. COMMUNICATIONS

In order to ensure optimal communication with its partners, in addition to the communication means of the GTC Members (email, telephone, website, etc.), the GTC has the following own communication elements:

- Contact e-mail: contact@GTC.green;
- Website GTC: <https://gtc.green>;
- Physical address: GTA Headquarters: 4th District, 20 Cornelia Street, Bucharest

6. FINAL PROVISIONS

- 6.1.** The Statute can be modified only by a written document adopted by the Management;
- 6.2.** The Statute is governed by Romanian law, and all disputes arising out of or in connection with the Statute, including any issues regarding its interpretation, validity or termination, which cannot be settled amicably, will be referred to the competent courts at GTA.

GTC President,
Gabriel MUNTEANU



DATE OF ISSUE:
The 28th of January 2020
Bucharest, Romania
European Union

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