



## RoGBC – 2011 General Assembly Annual Meeting

### Agenda

Location /Locatie: RoGBC headquarters/ Sediul RoGBC din Strada Ialomicioarei nr.21, Bucuresti

Date/ Data: 11<sup>th</sup> of May 2010, ora 17.30

Topics to be covered/ Subiecte in discutie:

- a. Discussion and vote upon the Report of Activities on 2010, the financial situations for 2010 and formal absolving of responsibilities of the Board of Directors for May 2010- May 2011/  
Aprobarea Raportului privind activitatea pe 2010, a Raportului financiar (bugetul de venituri si cheltuieli si a bilantului contabil) pe 2010 si descarcarea de gestiune a membrilor Consiliului Director pentru aceasta perioada;
- b. Announcing the results of elections of the new Board of Directors (May 2011-May 2102)/  
Anuntarea rezultatelor alegerii noilor membri ai Consiliului Director RoGBC 2011-2012
- c. Vote upon and adoption of a new bylaws and incorporation act for RoGBC, according to the changes presented in Anex 1/   
Vot asupra schimbarii actului constitutiv si a statutului cu modificarile din Anexa 1
- d. Formalization of the new mandate of the Board/ Mandat pentru formalitati
- e. Questions and answers / Intrebari si raspunsuri

Annex 1

**Proposals for bylaws modifications (translation from Romanian):**

Please find Romanian original version after English translation

Article 13, paragraph 3 from the bylaws will have the following content:

Only dues paying member, with payments to date, have the right to vote in the General Assembly. The cvorum needed for a valid vote is:

- i) At the first call: 50% of members with right to vote, present in person, through a representative or by phone
- ii) At the second call: the number of members with right to vote present in person, through a representative or by phone. The second call can be set at the same date with the first call.

The positive vote of the majority of members with right to vote present physically, by phone or through a representative at a meeting where the cvorum is present is sufficient for adopting any decision put to vote, unless the Incorporation Act or these bylaws otherwise provide.

Article 13, paragraph 4 from the Bylaws will have the following content:

A member with right to vote can act upon it in the General Assembly in the following situations:

- i) In person – in case of physical authorised persons or through its legal representative (president, administrator etc) in case of other legal persons or
- ii) Through one of its representatives nominated in the request of association and/or association form or
- iii) Through a different person that is delegated by one of the above mentioned persons, delegated by filling in the form attached to the call for General Annual Meeting, sent by e-mail or fax to the representative of the Election Committee nominated by the President of RoGBC.

After paragraph 4 from article 13 it will be included a new paragraph with the following content:

Each member will assume the responsibility that, once the call for General Annual Meeting of RoGBC Members is sent, he/she assures its representativity in the voting procedure according to the rules listed in the previous paragraph:

- i) Regarding the modification of the Board of Directors componence – no later than 1(one) day before the election process is closed by announcing in writting (through e-mail, fax or regular mail) the representative of the Election Committee about the person from the organisation, other than the legal representative and/or the one specified in the membership form or request of association, that has the right to vote
- ii) Regarding the other topics included in the General Annual Meeting: at least 1 (one) day before the date of General Assembly by sending the delegation by e-mail, fax or regular mail to the representative of the Election Committee or by bringing the delegation in person to the General Assembly.

Article 13, paragraph 8 from the bylaws will have the following content:

The General Assembly is called by the Board of Directors, or by half of the number of associates. Written notice of a meeting, annual or special, stating the place, date and hour of the meeting, (and in case of a special meeting stating the purpose or purposes for which the meeting is called, in enough detail to enable members to form a reasoned judgment thereon) will be given to each member entitled to vote at such meeting, not less than 60 days regarding the elections of the new Board of Directors and 30 days regarding other matters discussed in the General Assembly but no more than 80 and respective 50 days before the date of the meeting. Notice may be given either personally, by mail, courier, facsimile, email, or any other form of wire or wireless communication. Notice of each meeting of members must remind the member if he has the right to vote by proxy and have attached a delegation form.

Article 16.1.2, will include paragraph 5

The elected Directors are obliged to make available the necessary documents required for the legal registration of the new Board of Directors with the court.

## **Propunerile de modificare ale Statutului**

### **Asociației Romania Green Building Council**

#### Articolul 13 alin. 3 din Statut va avea urmatorul cuprins:

In cadrul adunarii generale au dreptul sa voteze numai membrii care si-au achitat taxa de membru. Cvorumul suficient pentru intrunirea legala a Adunarii Generale este de :

- i) la prima convocare : cincizeci la suta (50%) de membri cu drept de vot prezenti in persoana, prin reprezentant sau prin teleconferinta,
- ii) la a doua convocare: numarul de membri cu drept de vot prezenti in persoana, prin reprezentant sau prin teleconferinta. A doua convocare va putea fi fixata in aceeasi zi cu data primei convocari.

Votul afirmativ al majoritatii membrilor prezenti cu drept de vot sau reprezentati la o sedinta la care cvorumul este indeplinit va fi necesar pentru adoptarea oricarui subiect asupra caruia membrii voteaza, cu exceptia cazului in care Statutul sau Actul Constitutiv au indicatii contrarii.

#### Articolul 13 alin. 4 din Statut va avea urmatorul cuprins:

Un membru cu drept de vot isi exercita acest drept in Adunarea generala:

- iv) personal - in cazul persoanelor fizice ori prin reprezentantul sau legal (presedintele, administratorul etc.) - in cazul persoanelor juridice, sau
- v) prin unul dintre reprezentantii sai desemnati odata cu cererea de aderare sau formularul de membru sau
- vi) prin o persoana pe care reprezentantii mentionati anterior o desemneaza prin delegatie, dupa modelul indicativ anexat convocarii la Adunarea generala, transmisa prin e-mail sau fax reprezentantului Comitetului de alegeri desemnat de Presedintele RoGBC cu cel putin o zi inaintea Adunarii Generale sau fizic, in persoana, la Adunarea Generala a Membrilor.

Dupa alineatul 4 al articolului 13 se introduce un nou alineat, cu urmatorul cuprins:

Fiecare membru isi asuma raspunderea ca, odata convocat la Adunarea generala a membrilor RoGBC, sa asigure reprezentarea sa dupa regulile mentionate in alineatul precedent:

- iii) in ce priveste modificarea componentei nominale a Consiliului Director: cel tarziu cu 1 (una) zi inaintea incheierii procedurii de alegeri prin anuntarea scrisa (e-mail, fax, posta) a reprezentantului Comitetului de alegeri in cazul in care dreptul de vot e delegat unei alte persoane decat reprezentantul legal sau reprezentantul nominalizat expres in cererea de aderare sau formularul de membru;
- iv) in ce priveste celelalte chestiuni aflate pe ordinea de zi, cel tarziu cu 1(una) zi inaintea datei de organizare a Adunarii Generale prin trimiterea delegatiei pe e-mail sau fax reprezentantului Comitetului de Alegeri sau in persoana prin prezentarea delegatiei la Adunarea Generala a Membrilor.

Articolul 13 alin. 8 din Statut va avea urmatorul cuprins:

Adunarile generale se convoaca de Consiliul director sau de catre jumatate din numarul asociatilor. In vederea convocarii, se va transmite un anunt scris al fiecarei sedinte, fie anuale, fie speciale, care sa specifice locul, data si ora sedintei (iar in cazul unei sedinte speciale, explicand obiectivul sau obiectivele sedintei, suficient de detaliat pentru ca membrii sa-si poata forma o opinie corecta asupra acestui subiect) fiecarui membru cu drept de vot, cu nu mai putin de 60 de zile privind chestiunea modificarii componentei Consiliului Director si cu nu mai putin de 30 de zile privind alte chestiuni, insa nu mai mult de 80, respectiv 50 de zile inainte de data sedintei. Anuntul poate fi transmis personal, prin posta, curier, fax, email sau orice alta forma de comunicare cu sau fara fir. Anuntul fiecarei sedinte va avea anexat modelul indicativ al delegatiei, daca membrul RoGBC doreste sa voteze prin reprezentant.

Articolul 16.1.2 se introduce alin. 5

Directorii alesi se obliga sa faca disponibile actele necesare inregistrarii noului Consiliu Director al asociatiei la judecatorie.