

*Text translated from Romanian language*

*Text amended according to General Assembly decision from 19 May 2021*

**STATUTE**  
***“Romanian Association for Audience Measurement”***

***CHAPTER I. GENERAL PROVISIONS***

***Art. 1 The name***

The association shall bear the name “ROMANIAN ASSOCIATION FOR AUDIENCE MEASUREMENT”, for short A.R.M.A.

In the statute “ROMANIAN ASSOCIATION FOR AUDIENCE MEASUREMENT” shall be referred to as the “ASSOCIATION”.

The name Association shall be written in all documents, acts and instruments related to it having mentioned the registration number as per the Juridical Persons Register, the location, the fiscal code and the accounts of the Association.

The Association can change its name only with the agreement of the General Assembly.

***Art. 2 The headquarters***

The Association is located in Bucharest, 3A Promoroaca Street, 3<sup>rd</sup> floor, district 1.

The location of the Association may be changed with the agreement of the Board of Directors.

***Art. 3 The duration***

The Association will function for an undetermined period of time.

***Art. 4 Territorial structures, branches.***

On the agreement of the General Assembly, according to art. 13 in O.G. 26/2000 the Association may set up branches in Bucharest, all over the country or abroad

***Art. 5 The Juridical status***

The Association is set up and functions as a juridical Romanian person, being a non-profit, non-governmental and non-political organization.

The Association will follow the Romanian legislation, the present Statute and the Regulation for the functioning and internal administration of the Association.

***CHAPTER II. AIM AND OBJECTIVES***

***Art. 6*** The Association’s aim is to provide its members with impartial, precise and objective information on the audience of the Romanian mass media, their characteristics and performances, with the observance of the competition rules

*Art. 7* (1) Mainly, the aim of the Association will be reached by systematic exchange of information, transfer of know-how, research studies, the commissioning of audits, seminars, symposia, round-tables, classes etc.

(2) For reasons of clarity, any exchange of information within the Association, shall be made only to the extent necessary to achieve its aim, in full compliance with the competition rules.

(3) Compliance with competition law is an absolute priority for ARMA and its members and it shall be constantly demonstrated in any of the Association's actions.

*Art. 7<sup>1</sup>* Association will be the contractor of the National TV Audience Measurement Service (SNMATV) provider, selected according to Law no 504/2002 provisions (The Audiovisual Law). In case that radio stations will become members of the Association, then the Association will be the contractor of the National Radio Audience Measurement Service (SNMAR) provider, selected according to the Law no. 504/2002 on the audiovisual.

Association will provide SNMATV and SNMAR for its members according to individual contracts signed between ARMA and its members.

*Art. 7<sup>2</sup>* The members of ARMA recognize the SNMATV as the service offered on Romanian market by the provider selected according to Law no. 504/2002 provisions. In case that radio stations will become ARMA members, then ARMA members recognize the SNMAR as the service offered on Romanian market by the provider selected according to the Law no. 504/2002 on audiovisual.

*Art.7<sup>3</sup>* Abolished

*Art. 8* For the research studies to be most objectively fulfilled, the General Assembly will decide on the ways these studies should be developed, on criteria and standards internationally used.

*Art. 9* The research studies may be set at the disposal of the members against payment according to the non-discriminatory criteria agreed on by the General Assembly.

### *CHAPTER III. PATRIMONY*

*Art. 10* The Association's initial patrimony is made up of the contribution in equal portions of the founding members of the Association, amounting to 1000 lei, totally subscribed and paid by the associates.

*Art. 11* The patrimony will be completed as long as the Association functions by using its incomes.

The association may get estate properties with the agreement of the General Assembly.

*Art. 12* The patrimony will be used for the aim and objectives of the Association to be reached.

## **CHAPTER 1V. MEMBERS. WAYS OF GETTING, LOSING MEMBERSHIP, RIGHTS AND OBLIGATIONS**

**Art. 13** Any juridical person can become a member of the Association if it obeys the Statute and he is part of the following categories / interest groups:

1. Mass media carrying advertising messages in Romania, according to law;
2. Advertising agencies and media agencies which provide services to their clients implying usage of mass media;
3. Clients, defined as being commercial societies which use mass media exclusively for promoting products and services

**Art. 14** The membership is granted with the agreement of the Board of Directors to the juridical persons, which meet the above-mentioned conditions, place a special request in this sense and pay the subscription.

Acceptance of membership request is made by the Board of Directors, based on a report from the Executive Bureau. The report should mention if the person meets the above conditions, and contains a short description of the juridical person and its position on the Romanian market and any other elements, which may lead to acceptance, or non-acceptance of the request. The Board of Directors shall decide on the membership requests based on objective and non-discriminatory criteria and shall not unreasonably deny such a request. Upon adhesion, all ARMA members shall acknowledge and sign the Association's Competition Compliance Manual.

**Art. 15.** The member quality is inalienable, cannot be transmitted

**Art. 16** The members will be represented in the General Assemblies or in the management bodies of the Association by a physical person mandated by bodies managing the juridical person member of the Association.

The representative takes part in the assemblies and votes in the name of the juridical person he/she represents.

If the representative of the juridical person member of the Association is elected in the management bodies of the Association and loses in time the quality of a representative or if the juridical person loses the member quality he/she will be declined from the position he/she occupies.

An alternate member will fill the vacant position or new elections should be organized.

**Art. 17** ***Abolished***

**Art. 18** ***Abolished***

**Art. 19** Upon the proposition of the Board of Directors and the approval of the General Assembly, physical persons performing professional and scientific business in marketing and mass media research and who understand to observe the Association's Statute and to support it in achieving its aim and objectives, may become Associate Members of A.R.M.A. Upon adhesion, all associate members of A.R.M.A. shall acknowledge and sign the Association's Competition Compliance Manual.

**Art. 19<sup>1</sup>** Upon the request of a legal person and with the approval of the General Assembly, legal persons which are not included in the categories mentioned under the

above mentioned article 13 and which are submitting requests in order to buy the National Service for TV Audience Measurement data may become associate members. These associate members are obliged to observe the Association's Statute and to support it in achieving its aim and objectives. Associate members – legal persons are not entitled to vote in the A.R.M.A. General Assemblies. Furthermore, the representatives of the associate members – legal persons are not entitled to candidate or to be proposed to candidate for the Association management bodies. The associate members – legal persons are not entitled to make proposals for candidatures for Association management bodies. The representatives of the associate members – legal persons are not entitled to be elected in the Association management bodies. The associate members – legal persons shall be represented in the General Assembly meeting by a representative, physical person. The General Assembly of the Association shall decide on the adhesion requests made by these legal persons based on objective and non-discriminatory criteria and shall not unreasonably deny such a request. Upon adhesion, all the associate members of the Association shall acknowledge and sign the Association's Competition Compliance Manual.

*Art. 20* Upon the proposition of the Association's President and the approval of the General Assembly, physical persons having major scientific and professional achievements in the marketing and mass media research or supporting the Association through their entire activity, to achieve its aim or having substantially contributed to the development and enhancement of the Association's importance in the Romanian or international social life, may become Honorary Members of the Association.

*Art. 21* Associate Members and Honorary Members shall act as consultants for the Association management bodies and shall not be bound to pay the contribution or any other financial obligations to the Association.

Under the terms approved by the General Assembly, they may decline their Associate Membership or Honorary membership.

*Art. 22* Association membership shall be lost:

1. by exclusion, under the following circumstances:

- a) following moral or material damages brought to the Association, due to its own activity;
- b) following engagement of the respective legal entity in actions against the Association scope of business or which violate the law;
- c) following the severe or repeated violation of the Statute of the Association or its regulations, including the Competition Compliance Manual;;
- d) following the lack of involvement in the Association's activity by unjustified absence in General Assemblies;
- e) following failure to pay the annual contribution set by the General Assembly;

- 2. by withdrawal upon request on a written statement forwarded to the General Assembly;
- 3. by winding up of the member juridical person.

*Art. 23* Association members shall have the following rights:

- a) to vote in the General Assembly;
- b) to elect or be elected, through their representatives, in the Association management bodies;
- c) to take part in Association meetings;

d) to benefit from all information of studies conducted and/or acquired by the Association, under the terms set by the General Assembly;

*Art. 24* The obligations of Association members shall be as follows:

- a) to pay the full contribution, on the terms and under the conditions set by the Statute or by the General Assembly decision;
- b) to take part in the assemblies, meetings or actions organized by the Association;
- c) to support the Association's interests and activities and not take any steps, which might affect its aims or reputation;
- d) to cover the losses suffered by the Association due to them or their representatives;
- e) to provide the experts appointed or approved by the Association, with all documents and information as per the Association rules and which are connected to its aims or activity, to the extent that the information and the documents are necessary for achieving its aim;
- f) to appeal for the conciliation of the Association President whenever they are subject to a dispute or litigation with another Association member on matters related to the aim and objectives of the Association, before submitting such a dispute or litigation to court, mass media or other authorities;
- g) to observe the competition rules both in terms of the activity within the Association as well as in its own commercial activities;
- h) to acknowledge the provisions of the Competition Compliance Manual and to ensure its dissemination among the representatives appointed to take part in the meetings and the sessions of the Association's bodies and also among the other employees.

*Art. 24<sup>1</sup>* In situations where changes occur in the corporate structure of the members of the Association or at certain period of time, the Executive Bureau may approve an update on the members' data and also may request a confirmation on the ongoing interest in being a member of the Association.

Therefore, a request for expression of interest in continuing its activity, as an active member of the Association, shall be sent to each member and also a request for updating the member's and its representatives data within 30 days from receiving such a request. In case of a negative answer or failure to reply within a two-month period, the membership can be withdrawn without further formalities. In this case, the membership can be regained only by following again the procedures provided for in Article 14.

## ***TITLE V. ASSOCIATION'S MANAGEMENT BODIES AND OTHER BODIES THEIR RESPONSIBILITIES***

*Art. 25* Association's management bodies shall be as follows:

1. General Assembly;
2. Board of Directors;
3. Auditor.

### ***Section 1. THE GENERAL ASSEMBLY***

*Art. 26* The General Assembly shall include all representatives of the Association members and stands for the highest management body.

A juridical person, member of the Association, shall appoint the General Assembly representatives.

The representation mandate shall be granted only in writing and only for the session the representative takes part in. One representative is permitted to cumulate maximum three power of attorneys, including the one from the company to which the said representative belongs.

The representative status shall lawfully cease on the date the juridical person, as member of the association, loses membership.

*Art. 27* The General Assembly shall be called in yearly ordinary meetings or in extraordinary meetings, whenever required.

*Art. 28* The General Assembly shall be called in writing, at least 5 working days prior to the meeting date.

The General Assembly may be convoked by:

- a) President;
- b) Board of Directors;
- c) Simple majority of the members of the Board of Directors;
- d) 1/3 of the Association members;

*Art. 29* The summons shall include the agenda, date, place and hour of the meeting.

Whenever considers it necessary, the Executive Bureau can decide the General Assembly's meetings to be held by telecommunication means. To this end, the Executive Bureau shall adopt a set of rules on holding the meetings by telecommunication means, rules which shall be transmitted to the members prior to the meeting.

The summons to the meeting, together with the materials to be submitted for approval to the General Assembly, shall be communicated by the person responsible for compliance to the members of the Association, in writing, at least 2 calendar days prior to the meeting.

If the person responsible for compliance considers necessary or if the members of the Association request, the agenda may be reviewed by a competition lawyer prior to the meetings.

*Art. 30* (1) The General Assembly works and takes valid decisions in the presence of half plus one of its members with absolute vote majority.

(2) Abolished.

(3) The way of voting (secret or open) will be decided, case by case, by the General Assembly.

(4) Members from category mass-media will cast a number of votes equal with the number of mass-media channels which represent.

*Art. 31* In case the General Assembly is not statutorily established to take valid decisions, mention should be made on this in the Assembly minute, and a new Assembly with the same agenda shall be set within half an hour from the time mentioned for the first Assembly.

In the second meeting, the General Assembly may adopt decisions, irrespective of the number of members present, with simple vote majority.

*Art. 32* The representative who, personally or through the spouse, descendants or relatives up to the fourth degree or relatives in law are interested in a certain issue subject to the General Assembly's approval, may not take part in deliberations or vote casting.

The associate who violates paragraph (1) shall be held responsible for the damage caused to the Association, if without his/her vote, the required majority could have not been reached.

*Art. 33* The decisions adopted by the General Assembly, within law, as to the Statute and/or the establishment documents shall be binding even for those members who, through their representatives, failed to take part in the General Assembly or voted against.

*Art. 34* The General Assembly is chaired by the President, and in his/her absence, by one of the members of the Board of Directors.

Before opening the meeting, the General Assembly shall appoint a secretarial commission consisting of two members, which will draw up the meeting report.

At the end of the meeting, the President and the secretarial commission members shall sign such report.

The document summarizing the decisions taken shall be transmitted by the person responsible for compliance to all the members of the Association, whether they attended the meeting or not.

*Art. 35* The responsibilities of the General Assembly shall be as follows:

- a) setting up the general strategies and objectives of the Association;
- b) electing the revenues and expenses budget and the accounting balance sheet;
- c) electing and revoking the members of the Board of Directors;
- d) appointing and revoking the auditor or the auditors commission members;
- e) establishing branches;
- f) amending the establishment document and the articles of incorporation;
- g) terminating and winding up the association, as well as setting the destination of assets left after liquidation;

## *Section 2. The Board of Directors*

*Art. 36* It shall stand for the Association managing body in between General Assemblies and shall consist of 12 members and appointed among the representatives in the General Assembly.

The Board of Directors shall be established for its structure as follows: 5 TV stations, 4 advertisers and 3 media or advertising agencies, to reflect all categories of Association members. The President presides the meetings and has the right to vote,

Appointment and approval of the members of the Board of Directors shall be done per the Appointment Rules adopted by the General Assembly.

The position of Board of Directors member is not a remunerated one.

Starting with the Board of Directors tenure from 2014, the first five TV stations ranked based on their market share, without a cap for the market share value and which are not part of the same media group, will be de jure members in the Board of Directors. The mandate is 3 years, but each year the above rule will be applied and the mandate of the TV stations which do not fulfil the above rule will cease and their positions will be taken by the TV stations which fulfil the criteria mentioned above. If the President of the Association

represents one of the TV stations which fulfils the above mentioned criteria, elections will be organised for one position which is vacant.

**Art. 36<sup>1</sup>** In case that radio stations will become ARMA members, the Board of Directors shall consist of 14 members and appointed among the representatives in the General Assembly and shall be established for its structure as follows: 5 TV stations, 2 Radio stations, 4 advertisers and 3 media or advertising agencies, to reflect all categories of Association members.

**Art. 37** (1) The mandate in the Board of Directors is of 3 years.  
(2) Abolished.

**Art. 37<sup>1</sup>** The Board of Directors' meeting agenda, accompanied by all relevant materials, shall be sent by the person responsible for compliance to all the members of the Board of Directors at least one calendar day prior to the meeting.

Whenever considers it necessary, the Executive Bureau can decide the Board of Directors' meetings to be held by telecommunication means. To this end, the Executive Bureau shall adopt a set of rules on holding the meetings by telecommunication means, rules which shall be transmitted to the members prior to the meetings.

**Art. 38** The Board of Directors operates in the presence of no less than 8 of its members and takes decisions by the positive vote of half plus two of the present members. If quorum is not achieved, a new Board of Directors meeting will be called no earlier than 2 working days from the last meeting. For the 2nd meeting, the Board of Directors operates in the presence of 6 of its members and takes decisions by the positive vote of half plus two of the present members.

The Board of Directors may also adopt decisions without meeting and deliberation, in case the decision subject to approval is signed by all the members of the Board of Directors.

The President of the Association shall preside the meetings of the Board of Directors.

**Art. 38<sup>1</sup>** In case that radio stations will become ARMA members, the Board of Directors operates in the presence of no less than 80% of its members and takes decisions by the positive vote of half plus two of the present members.

If the quorum is not achieved, a new Board of Directors meeting will be called no earlier than 2 working days from the last meeting. For the 2<sup>nd</sup> meeting, the Board of Directors operates in the presence of 66% of its members and takes decisions by the positive vote of half plus two of the present members.

The Board of Directors may also adopt decisions without meeting and deliberation, in case the decision subject to approval is signed by all the members of the Board of Directors.

The President of the Association shall preside the meetings of the Board of Directors.

The Board of Directors works through specialized commissions for each survey, according to their definitions mentioned under articles 7<sup>1</sup> or 7<sup>2</sup> as case may be. The specialized commissions will work according to the regulations adopted by the Board of Directors.

**Art. 38<sup>2</sup>** Before the opening of the Board of Directors' meeting, the President shall appoint either the person responsible for compliance or a member's representative to draft the meeting minutes.

The minutes of the meeting shall be circulated by the person responsible for compliance to all the members of the Board of Directors, whether they attended the meeting or not.

*Art. 39* Whenever the members cannot attend the Board of Directors meetings, alternate members may replace them with full powers. Alternate members are designated by the companies represented by the Board of Directors members.

*Art. 40.* The Board of Directors shall meet at least once a quarter and shall have the following responsibilities:

- a) proposes the General Assembly with the overall strategy and objectives of the Association as well as the ways of achieving them;
- b) pursues, supervises and control the enforcement and observance of the Association Statute;
- c) stands for the Association management in between General Assemblies and takes administrative decisions as to its patrimony, pursuing the achievement of Association aims;
- d) draws up the revenues and expenses draft budget and supervises its implementation;
- e) forwards propositions to the General Assembly, as to the acceptance of new members;
- f) decides on the employment of personnel, within the limits of positions approved by the General Assembly;
- g) draws up and submits to the General Assembly for approval, the operation rules of various departments and specialized committees of the Association, also setting their responsibilities;
- h) supervises the achievement of direct activities;
- i) presents the General Assembly with the activity report on the previous period, the execution of the revenues and expenses budget, the accounting balance sheet, the revenues and expenses draft budget and the Association programs draft;
- j) decides on calling the Ordinary and Extraordinary General Assembly;
- k) accepts donations, trusts and sponsorships of the Association;
- l) informs the General Assembly on all actions and steps to be taken between its sessions;
- m) cooperates with the Association's Committees in order to carry out its duties and responsibilities;
- n) setting the initial fee of new members;
- o) setting and changing the Association members' fee;
- p) deciding on accepting or expelling an Association member;
- q) approving and amending the Association's rules of organization and operation;
- r) setting or changing the penalties owed by members which delay the payment of the contribution or other financial obligations to the Association;
- s) propose to General Assembly for approving the establishment of profit-based companies by the Association;
- t) propose to General Assembly for approving the performance of direct economic activities, if they are related and closely connected to the Association's main scope;
- u) carries out any other duty assigned to it by the General Assembly.

*Art. 40<sup>1</sup>* The Board of Directors may empower the President of the Association and the Vicepresidents (named hereinafter the "Executive Bureau") in order to exercise in between Board of Directors meetings the duties mentioned under article 40 letters b, c, d, f, g, h, k, m, n, o, p, q, r, s, t.

The Executive Bureau may exercise any other duties assigned to it by the Board of Directors or the General Assembly.

*Art. 41* The mandate in the Board of Directors shall cease under the following circumstances:

- a) on term;
- b) resignation;
- c) death;
- d) loss of representative status of the juridical person, as Association member, which appointed him/her in the General Assembly;
- e) loss or membership of the Association by the juridical person, whose representative he/she is;
- f) absences from 3 consecutive Board of Directors meetings which take place in a period of time longer than 2 weeks.
- g) absences from 4 Board of Directors meetings from a total of 7 Board of Directors meetings which take place in a period of time longer than 1 month.

In case of mandate termination, the vacant position shall be subject to the General Assembly election of another person, under the Appointment Rule.

### *Section 3 The Auditor*

*Art. 42* The internal financial control of the Association shall be carried out by an Auditor.

For a competent fulfilling of his/her duties the Auditor shall have the following responsibilities:

- a) checking the way the Association patrimony is managed;
- b) drawing up reports and presenting them to the General Assembly;
- c) participating in the Board of Directors meeting without the right to vote;
- d) fulfilling any other duties set by the General Assembly.

*Art. 43* The auditor has to meet the terms provided by the special laws in force.

### *Section 4 The Committees*

*Art. 44* Committees shall operate within the Association, consisting of representatives, full or alternate members, appointed by each of the three categories of members.

*Art. 45* The main responsibilities of the Committees shall be as follows:

- a) updating the requirements of Association members, approving and recommending them to the Board of Directors;
- b) selecting the best research techniques and participating in the conclusion of technical specifications;
- c) controlling and supervising the audience measurement activities;
- d) performing any other duty assigned to it by the General Assembly or the Board of Directors.

*Art. 46* The number of members, the procedure of electing the members of the Committees, their actual responsibilities, the work procedure within the Committees as well as any other relations between it and the Board of Directors members shall be set by the General Assembly, the Organization and Operating Rules of the Committees.

### *Section 5. The President and the Vice-presidents*

*Art. 47* The General Assembly shall elect the President for a term of 3 years among the candidates who run for President.

The President is elected together with the members of the Board of Directors. For the present situation, the tenure of the President shall be prolonged until November 2014, when elections for President and Board of Directors members shall be organized.

The President can be elected only among the TV stations representatives.

The President participates and presides the Board of Directors meetings. The President has the right to vote at the Board of Directors meetings.

The two Vice-presidents of the Association shall be elected among the Board of Directors members and represent the other two categories of members which the President does not belong to, i.e. advertisers and advertising/media agencies. The candidates for the two positions of Vice-presidents may be only among the Board of Directors members, representing the other two member categories which the President does not belong to, i.e. advertisers and advertising/media agencies.

In case that Radio stations will become ARMA members, a First Vice-President will be elected among the members of the Board of Directors, representing the radio stations.

The position of President, First Vice-president and Vice-president are not remunerated ones.

*Art. 48* Responsibilities of the President shall be as follows:

- a) Represents the Association in its relations to third parties;
- b) Calls and chairs the General Assembly and Board of Directors' meetings;
- c) Supervises and is held responsible, along with the Board of Directors, for carrying out Association activities;
- d) Employs specialized or administrative personnel with the approval of the Board of Directors;
- e) Informs the Board of Directors on the activities and steps taken or instruments signed between its meetings;
- f) Conciliates disputes between Association members;
- g) Proposes the General Assembly the status of Honorary Member for approval;
- h) Is a member of the Executive Bureau;
- i) Carries out any other duty assigned to it by the General Assembly, by the Board of Directors or by the Executive Bureau.;

*Art. 49*—In his absence, the President may assign any other member of the Board of Directors to carry out his powers or only a part thereof.

*Art. 49<sup>1</sup>* The two vice-presidents are elected among the Board of Directors members and represents the two other categories of members, which do not include the President of the Association. May candidate for the two positions of vice-presidents only Board of Directors members representing the categories of members, which do not include the President of the Association. The vice-presidents are elected by the Board of Directors for the period of their mandate as a member of the Board of Directors.

. In case that Radio stations will become ARMA members, a First Vice-president will be elected among the members of the Board of Directors, who represent the radio stations.

*Art. 49<sup>2</sup>* Responsibilities of the First Vice-president and of the vice-presidents shall be as follows:

- a) Represents together with the President the Association in its relations to third parties;

- b) Takes part in the committee for the negotiation of the contracts between ARMA and third parties;
- c) Conciliates together with the President disputes between Association members;
- d) is a member of the Executive Bureau;
- e) Carries out any other duty assigned to it by the President, by the General Assembly by the Board of Directors or by the Executive Bureau.

*Art. 49<sup>3</sup>* In his absence, the First Vice-president and/or the vice-presidents may assign any other member of the Board of Directors to carry out his powers or only a part thereof.

## *TITLE VI. THE PERSONNEL*

*Art. 50.* Subject to the limitations of positions approved by the General Assembly and the organizational and operational chart, and depending on the actual needs, the Board of Directors may employ specialized, technical or administrative personnel, on the grounds of labor card or civil service rendering agreement.

*Art. 51* For specialized works not requiring a continuous activity or for specialized consulting in certain fields of business, the Board of Directors may contract services of specialists in the filed, paid per work, theme or project

*Art. 52.* An Executive Manager, who is subordinated to the Board of Directors and the Association President, will manage the Association's current activity.  
The Board of Directors shall set its responsibilities, through the job description.

*Art. 52<sup>1</sup>.* The Executive Bureau shall appoint a person responsible for the compliance with competition rules, who will have legal degree and will have the following tasks:

- a) Shall ensure the communication of the summons, together with the materials to be submitted for approval, to the members of the Association, in writing, at least 2 working days prior to the meeting of the Association's General Assembly;
- b) Shall attend the meetings of the Association's General Assembly and shall ensure the compliance with the Competition Compliance Manual;
- c) Shall ensure, after the meeting, the communication of the minutes to the members of the Association' General Assembly;
- d) Shall ensure the communication of the agenda, in writing, to the members of the Board of Directors, prior to the date of the meeting;
- e) Shall attend the meetings of the Board of Directors and shall ensure the compliance with the Competition Compliance Manual;
- f) Shall ensure the communication of the Board of Director's minutes to the members of the Board of Directors;
- g) Shall ensure the compliance of the Association's members with the Competition Compliance Manual;
- h) Any other tasks conferred upon by the Competition Compliance Manual.

## *TITLE VII. THE REVENUES*

*Art. 53.* Association revenues shall consist of:

- a) Fees and other financial contributions of members;
- b) Initial contributions of new Association members;
- c) Interests and dividends resulting from investing available amounts, under the law;
- d) Dividends of profit-based companies established by the Association;
- e) Revenues achieved from direct economic activities;
- f) Donations, sponsorships and trusts;
- g) Resources from the State budget and/or local budgets;
- h) Turning to account editorial rights;
- i) Cash-ins from selling own publication;
- h) Other revenues provided by law.

*Art. 54* The contributions and other financial obligations owed by Association members shall be paid under the sanction of penalties amounting to 0.3% per delay day, calculated for the outstanding amount.

*Art. 55* The membership contribution shall be annual and shall be paid by the end of January of the year such contribution is paid for.

*Art. 56* Failure to pay the contribution owed to the Association for a 3-months period as well as the related penalties after the written notification submitted by the Board of Directors shall be sanctioned by suspending the membership right until the outstanding contributions and related penalties have been paid.

If, within 6 months, the contribution and related penalties have not been paid, the respective member shall be legally excluded from the Association.

A new re-accession petition may not be filed earlier than 6 months since exclusion and only after having paid all liabilities to the Association.

*Art. 57* Funds may be used for administrative expenses (indemnities, salaries, personnel payment, procurement of fixes or current assets, purchase of services, etc.), financing organizational expenses, professional training, granting scholarships, sponsorships, establishment of charity and scientific institutions, other expenses approved by the General Assembly.

With the approval of the General Assembly, the Association may purchase or sell real estate of its patrimony.

*Art. 58* The Association shall have a bank account. The signature right over such account shall be exerted by the President and by the Executive Director.

*Art. 59* Association members excluded shall have no right to claim any part of the patrimony or its revenues and may not file any claim as to registration charges, contributions or any other financial or material contributions achieved by the Association.

## ***CHAPTER VIII. DISSOLUTION, TERMINATION AND ASSIGNMENT OF PATRIMONY ASSETS IN CASE OF ASSOCIATION TERMINATION***

*Art. 60* The Dissolution, Association's termination as well as the assignment of its patrimony assets shall occur and be carried out under the law.

## ***CHAPTER IX. FINAL PROVISIONS***

*Art. 61*      The applicable legal provisions shall extend this Statute.

We hereby attach the list of Association founding members, the signatures of the juridical persons' representatives, as members of the Association, and the juridical person's stamp.

Drawn up and typed in 4 copies, out of which 3 were handed over to the signing parties.

**CONSTITUTIVE ACT  
THE ROMANIAN ASSOCIATION FOR AUDIENCE MEASUREMENT**

The founding members of "THE ROMANIAN ASSOCIATION FOR AUDIENCE MEASUREMENT" established under Government Ordinance no. 26/2000 on associations and foundations, hereby decides to set up a non profit association whose aim is to measure the audience of the Romanian mass media, their characteristics and performances in the interest of the Association members and on the common agreement we have adopted the present Constitutive Act.

*CHAPTER I – General Provisions*

*Art. 1 The name*

The association shall bear the name of "ROMANIAN ASSOCIATION FOR AUDIENCE MEASUREMENT", for short A.R.M.A.

In the present Constitutive Act "ROMANIAN ASSOCIATION FOR AUDIENCE MEASUREMENT" shall be referred to as "The Association"

The name of the association will be written in all documents, acts and instruments related to it, having mentioned the registration number as per the juridical entities register, the fiscal code and the association accounts.

The association may change its name only with the agreement of the General Assembly.

*Art. 2 The headquarters*

The Association is located in Bucharest, 3A Promoroacă Street, 3<sup>rd</sup> floor, district 1.

The location may be changed with the approval of the Board of Directors.

*Art. 3 Duration*

The Association will function for an undetermined period of time.

*CHAPTER II The Patrimony*

*Art. 4* The initial patrimony of the Association is established from the contribution in equal portions by the founding members of the Association, amounting to 1000 lei, integrally subscribed and paid by the associates.

*Art. 5* The patrimony will be completed during the functioning of the Association by usage of its income.

The Association may gain in its property estate goods on the agreement of the General Assembly.

*Art. 6* The patrimony may be used for reaching the aims and objectives of the Association.

*CHAPTER III MANAGEMENT, ADMINISTRATIVE AND CONTROL BODIES OF THE ASSOCIATION. THEIR COMPONENCE AND ATTRIBUTIONS.*

*Art. 7* The management bodies of the Association are:

1. General Assembly
2. Board of Directors
3. Auditor.

### *Section 1. THE GENERAL ASSEMBLY*

*Art. 8* The General Assembly consist of the all Association representatives and stands for the supreme management body of the Association.

The juridical person, member of the Association, assigns the representatives in the General Assembly.

The representation mandate shall be granted only in writing and only for the session the representative takes part in. One representative is permitted to cumulate maximum three power of attorneys, including the one from the company to which the said representative belongs.

The representative status ceases on the date the juridical person, as member of the Association, loses this status.

*Art. 9* The General Assembly shall be called in yearly ordinary meetings or in extraordinary meetings whenever the case.

*Art. 10.* The General Assembly shall be called in writing at least 7 days prior to the meeting date.

The General Assembly may be convoked by:

- a. The President
- b. The Board of Directors
- c. The simple majority of the members in the Board of Directors
- d. 1/3 of the Association members

*Art. 11* The summons will mention the agenda, the data, the place and the time of the meeting.

Whenever considers necessary, the President of the Association and its Vice-presidents (named hereinafter the "Executive Bureau") can decide the General Assembly's meetings to be held by telecommunication means. To this end, the Executive Bureau shall adopt a set of rules on holding the meetings by telecommunication means.

The summons to the meeting, together with the materials to be submitted for approval to the General Assembly, shall be communicated to the members of the Association, in writing, at least 2 calendar days prior to the meeting.

If necessary or if the members of the Association request, the agenda may be reviewed by a competition lawyer prior to the meetings.

The document summarizing the decisions taken at the meeting shall be transmitted to all the members of the Association, whether they attended the meeting or not.

*Art. 12(1)* The General Assembly works and takes valid decisions in the presence of the half plus one of its members with an absolute vote majority.

(2) Abolished.

- (3) The vote modality, secret or not, is established by the General Assembly from case to case.
- (4) Members from category mass-media will cast a number of votes equal with the number of mass-media channels which represent.

*Art. 13* In case the General Assembly is not statutorily established to take valid decisions, mention should be made on this in the Assembly minute, and a new Assembly with the same agenda shall be set within half an hour from the time mentioned for the first Assembly.

In the second meeting, the General Assembly may adopt decisions, irrespective of the number of members present, with simple vote majority.

*Art. 14* The representative who, personally or through the spouse, descendants or relatives up to the fourth degree or relatives in law are interested in a certain issue subject to the General Assembly approval, may not take part in deliberations or vote casting.

The associate who violates paragraph (1) shall be held responsible for the damage caused to the Association, if without his/her vote, the required majority could have not been reached.

*Art. 15* The decisions adopted by the General Assembly, within law, as to the Statute and/or the establishment documents shall be binding even for those members who, through their representatives, failed to take part in the General Assembly or voted against.

*Art. 16* The General Assembly is chaired by the President, and in his/her absence, by one of the members of the Board of Directors.

Before opening the meeting, the General Assembly shall appoint a secretarial commission consisting of two members, who will draw up the meeting report.

At the end of the meeting, the President and the secretarial commission members shall sign such report.

The document summarizing the decisions taken at the meeting shall be transmitted to all the members of the Association, whether they attended the meeting or not.

## *Section 2. The Board of Directors*

*Art. 17* It shall stand for the Association managing body in between General Assemblies and shall consist of 12 members and appointed among the representatives in the General Assembly.

The Board of Directors shall be established for its structure as follows: 5 TV stations, 4 advertisers and 3 media or advertising agencies, to reflect all categories of Association members. The President presides the meetings and has the right to vote,

Appointment and approval of the members of the Board of Directors shall be done per the Appointment Rules adopted by the General Assembly.

The position of Board of Directors member is not a remunerated one.

Starting with the Board of Directors tenure from 2014, the first five TV stations ranked based on their market share, without a cap for the market share value and which are not part of the same media group, will be de jure members in the Board of Directors. The mandate is 3 years, but each year the above rule will be applied and the mandate of the TV stations which do not fulfil the above rule will cease and their positions will be taken by

the TV stations which fulfil the criteria mentioned above. If the President of the Association represents one of the TV stations which fulfils the above mentioned criteria, elections will be organised for one position which is vacant.

**Art. 17<sup>1</sup>** In case that radio stations will become ARMA members, the Board of Directors shall consist of 14 members and appointed among the representatives in the General Assembly and shall be established for its structure as follows: 5 TV stations, 2 Radio stations, 4 advertisers and 3 media or advertising agencies, to reflect all categories of Association members.

**Art. 18** (1) The mandate in the Board of Directors is of 3 years.  
(2) Abolished.

**Art. 18<sup>1</sup>** The Board of Directors' meeting agenda, accompanied by all relevant materials, shall be sent to all the members of the Board of Directors at least one calendar day prior to the meeting.

Whenever considers it necessary, the Executive Bureau can decide the Board of Directors' meetings to be held by telecommunication means. To this end, the Executive Bureau shall adopt a set of rules on holding the meetings by telecommunication means.

**Art. 19** The Board of Directors operates in the presence of no less than 8 of its members and takes decisions by the positive vote of half plus two of the present members. If quorum is not achieved, a new Board of Directors meeting will be called no earlier than 2 working days from the last meeting. For the 2nd meeting, the Board of Directors operates in the presence of 6 of its members and takes decisions by the positive vote of half plus two of the present members.

The Board of Directors may also adopt decisions without meeting and deliberation, in case the decision subject to approval is signed by all the members of the Board of Directors.

The President of the Association shall preside the meetings of the Board of Directors.

**Art. 19<sup>1</sup>** In case that radio stations will become ARMA members, the Board of Directors operates in the presence of no less than 80% of its members and takes decisions by the positive vote of half plus two of the present members.

If the quorum is not achieved, a new Board of Directors meeting will be called no earlier than 2 working days from the last meeting. For the 2<sup>nd</sup> meeting, the Board of Directors operates in the presence of 66% of its members and takes decisions by the positive vote of half plus two of the present members.

The Board of Directors may also adopt decisions without meeting and deliberation, in case the decision subject to approval is signed by all the members of the Board of Directors.

The President of the Association shall preside the meetings of the Board of Directors.

The Board of Directors works through specialized commissions for each survey, according to their definitions mentioned under articles 7<sup>1</sup>, 7<sup>2</sup> or 7<sup>3</sup> as case may be. The specialized commissions will work according to the regulations adopted by the Board of Directors.

**Art. 19<sup>2</sup>** Before the opening of the Board of Directors' meeting, the President shall appoint a person to draft the meeting minutes.

The minutes of the meeting shall be communicated to all the members of the Board of Directors, whether they attended the meeting or not.

### *Section 3 The Auditor*

Art. 20 The internal financial control of the Association shall be carried out by an Auditor.

For a competent fulfilling of his/her duties the Auditor shall have the following responsibilities:

- a) Checking the way in which the Association patrimony is managed;
- b) Drawing up reports and presenting them to the General Assembly;
- c) Participating in the Board of Directors meeting without the right to vote;
- d) Fulfilling any other duties set by the General Assembly.

Art.21 The Auditor must meet the conditions in the special legislation in force.

### *Section 4 The Committees*

Art. 22 The Committees shall operate within the Association, consisting of representatives, deputy members, appointed by each of the three categories of members.

Art. 23 The number of members, the procedure of electing the members of the Committees, their actual responsibilities, the work procedure within the Committees as well as any other relations between it and the Board of Directors or Association members shall be set by the General Assembly, the Organization and Operation Rules of the Committees.

### *Section 5. The President and the vice-presidents*

Art. 24 The President was elected in the person of Mr. Mihail Vartosu.

Art. 25 The General Assembly shall elect the President for a term of 3 years among the candidates who run for President.

The President is elected together with the members of the Board of Directors. For the present situation, the tenure of the President shall be prolonged until November 2014, when elections for President and Board of Directors members shall be organized.

The President can be elected only among the TV stations representatives.

The President participates and presides the Board of Directors meetings. The President has the right to vote at the Board of Directors meetings.

The two Vice-presidents of the Association shall be elected among the Board of Directors members and represent the other two categories of members which the President does not belong to, i.e. advertisers and advertising/media agencies. The candidates for the two positions of Vice-presidents may be only among the Board of Directors members, representing the other two member categories which the President does not belong to, i.e. advertisers and advertising/media agencies.

In case that Radio stations will become ARMA members, a First Vice-President will be elected among the members of the Board of Directors, representing the radio stations.

The position of President, First Vice-president and Vice-president are not remunerated ones.

*Art. 26* In his absence, the President may assign any other member of the Board of Directors to carry out his powers or only a part thereof.

*Art. 26<sup>1</sup>* In his absence, the First Vice-president and/or the vice-presidents may assign any other member of the Board of Directors to carry out his powers or only a part thereof.

*CHAPTER IV.*                    *FINAL PROVISIONS*

*Art. 27*                    Legal provisions in force shall extend this Statute.

## Appendix to the By-Laws dated July 19, 2012

Regarding any and all activities developed according to ARMA By-Laws: ARMA members which attend any meeting called for the interest of the Association will observe, during discussions, the provisions of the Law on Competition. The attendees shall not enter into any agreements or concerted actions which violate free competition on the market. The attendees are not permitted to exchange information on prices, costs, production values, business strategies and commercial policies, recruiting strategies, investment programs and/or strategies, agreements or tenders procedures in which are parts and all and any aspects which might violate the Competition law in force. Any attendee is asked to inform the Board of Directors about any aspect which might be a violation of the above principles.

A written version of this declaration will be sent to any member which requests it because the declaration represents a strong principle for the Association. The written declaration shall be issued by the President of the Association.

### Procedure rules:

- any meeting shall be summoned with the prior notices mentioned by the By-Laws. The agenda will be communicated, also
- any meeting takes place in the presence of the executive personnel of ARMA
- any attendee is allowed to request the presence of a specialized legal counsel for debating a specific topic from the agenda and the executive personnel will assure the presence of a specialized legal counsel to the meeting when that topic is discussed
- after any meeting, of any kind, a meeting's minute shall be issued and shall be sent to all persons allowed to receive it, present or absent from that meeting.

## Appendix to the By-Laws dated December 11, 2013

The category „big tv stations” is defined according to the following technical criteria: First five TV stations ranked upon the market share, without a cap for the value of market share and which are not part of the same media group.

The composition of this category will be decided yearly using the following target: national, individuals 4+.

The criteria will be applied starting with January 1, 2014.