ARTICLES OF INCORPORATION OF THE ASSOCIATION "ROESF ASSOCIATION" (Updated)

The undersigned founding members:

1. **COTOS MIHAI-DANIEL**, Romanian citizen, born on 17.12.1982 in Rădăuți, Suceava County, residing in Cluj-Napoca, 23 Unirii Street, staircase 3, apartment 54, Cluj County, identified with Identity Card series CJ no. 113894, issued by SPCLEP Cluj on 10.02.2015 and valid until 17.12.2025, Personal Identification Number (CNP) 1821217330526.
2. **MERCA SERGIU-COSMIN**, Romanian citizen, born on 27.10.1982 in Huedin, Cluj County, residing in Sâncraiu Village, Sâncraiu Commune, no. 154, Cluj County, identified with Identity Card series CJ no. 1015680, issued by SPCLEP Huedin on 18.10.2023 and valid until 17.10.2033, Personal Identification Number (CNP) 1821027124242.
3. **ARDELEAN (formerly SASARAN) MĂDĂLINA-ANDREEA**, Romanian citizen, born on 07.10.1993 in Baia Mare, Maramureș County, residing in Baia Mare, 2 Traian Boulevard, apartment 6, Maramureș County, identified with Identity Card series XM no. 132981, issued by SPCLEP Baia Mare on 27.07.2022 and valid until 03.08.2031, Personal Identification Number (CNP) 2931007245054.

have decided to update the Articles of Incorporation of the Association as follows:

I. Name

The name of the Association is **“ROESF ASSOCIATION”**.

II. Registered Office

The registered office of the Association is located in **Cluj-Napoca, 16 Brutarilor Street, Cluj County**.

III. Duration

The Association is established for an **indefinite period**, commencing from the date of acquiring legal personality, in accordance with Romanian legislation.

IV. Governing Rules

The Association shall operate in accordance with the Statute attached to and forming an integral part of these Articles of Incorporation, approved unanimously by the founding members.

V. Purposes and Objectives of the Association

Main Purpose

The main purpose of the Association is the promotion, support, implementation, and coordination of activities contributing to the growth in popularity of the concept of esports (electronic sports) within Romania, by presenting esports as an alternative to conventional sports, through the active involvement in educating young people interested in this field and by organizing professional esports competitions at local, national, and international levels.

Objectives

1. To promote the concept of esports and professional esports practice.
2. To identify amateur players throughout Romania through esports competitions who have the potential to become semi-professional or professional players.
3. To establish an operational group consisting of teachers, psychologists, coaches, and esports referees to monitor player development.
4. To create and develop local initiatives that lay the foundation for sustainable and competitive teams.
5. To create multi-game esports tournaments.
6. To attract private-sector support for the esports movement in Romania.
7. To identify and develop interdisciplinary arts generated by esports and gaming (artistic products such as drawings, graphic illustrations, music, clothing items, photo-video elements, livestreams, vlogs, and other content-generating components).
8. To obtain sponsorships for the organization of the Association's activities.
9. To collaborate with clubs, associations, and other sports structures, governmental and non-governmental organizations, public institutions, and local authorities.
10. To implement projects and obtain non-reimbursable funding.
11. To promote volunteerism.
12. To stimulate and promote any individual or collective initiative leading to the enhancement of the Association's prestige.
13. To develop proprietary programs and partnership-based programs with public authorities in Romania and abroad.

VI. Assets at Establishment

At the date of establishment, the Association has assets totaling **RON 200**, consisting of the cash contributions of the founding members as follows:

- **COTOS MIHAI-DANIEL** – contribution of RON 100
- **MERCA SERGIU-COSMIN** – contribution of RON 50
- **ARDELEAN MĂDĂLINA-ANDREEA** – contribution of RON 50

VII. Governing Bodies of the Association

The governing bodies of the Association are:

- General Assembly
- Board of Directors

The first Board of Directors consists of:

- **COTOS MIHAI-DANIEL**
- **MERCA SERGIU-COSMIN**
- **ARDELEAN MĂDĂLINA-ANDREEA**

Within the Board of Directors, members hold the following positions:

- **COTOS MIHAI-DANIEL** – President
- **MERCA SERGIU-COSMIN** – Vice-President
- **ARDELEAN MĂDĂLINA-ANDREEA** – Secretary

Executed in Cluj-Napoca on 31.10.2024, in three original copies.

Reply with "continue" and I'll provide Part 2/5 (the Statute – Chapters I–IV).

STATUTE OF THE ROESF ASSOCIATION (Updated)

Chapter I – General Provisions

Article 1

ROESF ASSOCIATION is a Romanian legal entity established on the principle of freedom of association, in accordance with Government Ordinance No. 26/2000, as amended and supplemented, regarding associations and foundations.

It is a freely consented union of its members, a non-governmental, non-profit organization, independent from political parties, state bodies, and other institutional or political entities, carrying out its activities in accordance with applicable laws, the Articles of Incorporation, and this Statute.

Article 2

ROESF ASSOCIATION is established based on the free consent of the founding members—natural persons who have expressed their intention to adhere to the Articles of Incorporation and the Statute of the Association, are interested in promoting, supporting, and developing the activities of the Association, provide financial support to the Association, and actively participate in the actions organized by it.

Article 3

The Association shall carry out its activities in the forms and structures established by the Articles of Incorporation and this Statute, enjoying organizational, operational, and financial autonomy.

Chapter II – Name, Registered Office, Duration

Article 4 – Name

The name of the Association is **ROESF ASSOCIATION**.

This name shall appear on any document, correspondence, or publication issued by the Association and shall be respected in all relationships with organizations and institutions within Romania and abroad.

Article 5 – Registered Office

The registered office of ROESF ASSOCIATION is located in:

Cluj-Napoca, 16 Brutarilor Street, Cluj County.

The registered office may be relocated to any other address in compliance with legal procedures.

The Association may establish branches and/or subsidiaries in other localities in Romania and abroad, in compliance with legal provisions.

Article 6 – Duration

ROESF ASSOCIATION is established for an **indefinite period**, beginning on the date it acquires legal personality, in accordance with Romanian legislation.

Chapter III – Purposes and Objectives of ROESF ASSOCIATION

Article 7 – Purpose of the Association

The main purpose of the Association is the promotion, support, implementation, and coordination of activities contributing to the increased popularity of esports (electronic sports) in Romania by presenting esports as an alternative to conventional sports, actively participating in

the education of young people interested in this field, and organizing professional esports competitions at local, national, and international levels.

Article 8 – Objectives

1. Promoting the concept of esports and professional esports practice.
2. Identifying amateur players throughout Romania through esports competitions who have the potential to become semi-professional or professional players.
3. Creating an operational group composed of teachers, psychologists, coaches, and esports referees to monitor player development.
4. Creating and supporting local initiatives that establish the foundation for sustainable and competitive teams.
5. Organizing multi-title esports tournaments.
6. Attracting private-sector support for the esports movement in Romania.
7. Identifying and developing interdisciplinary arts generated by esports and gaming (artistic works such as drawings, graphic illustrations, music, clothing items, photo-video productions, livestreams, vlogs, and other content-generating elements).
8. Obtaining sponsorships for organizing the Association's activities.
9. Cooperating with clubs, associations, and other sports organizations; governmental and non-governmental organizations; public institutions; and local authorities.
10. Developing projects and obtaining non-reimbursable funding.
11. Promoting volunteerism.
12. Encouraging and promoting any individual or collective initiatives that contribute to increasing the prestige of the Association.
13. Developing proprietary programs and programs implemented in partnership with public authorities in Romania and abroad.

Chapter IV – Assets of ROESF ASSOCIATION

Article 9

At the date of establishment, ROESF ASSOCIATION had assets amounting to **RON 200**, consisting of the contributions made by the founding members.

The financial resources of ROESF ASSOCIATION, supplementing its initial assets, shall consist of:

a) membership fees;

b) interest and dividends resulting from the lawful investment of available funds;

c) revenues obtained from direct economic activities;

d) donations from Romanian and/or foreign natural or legal persons;

e) inheritances;

f) sponsorships obtained under contracts concluded in accordance with applicable legal regulations;

g) resources obtained from the state budget and/or local budgets;

h) public fundraising campaigns organized to finance specific activities;

i) any other revenues permitted by law.

The determination of membership fee levels, payment methods, and payment frequency shall fall within the competence of the General Assembly.

The Association's assets are distinct from the assets of each member and shall be used exclusively for achieving the Association's purposes and objectives.

The Association shall annually prepare a revenue and expenditure budget and financial statements in accordance with legal provisions.

The Association may open bank accounts in Romanian currency or foreign currencies in Romania and abroad.

To strengthen the Association's financial resources, commercial companies may be established by decision of the General Assembly pursuant to Law No. 31/1990 on commercial companies, provided such companies are connected to the main purpose of the Association.

Any profit obtained from these economic activities shall be used entirely to achieve the purposes and objectives of the Association.

Chapter V – Membership in the Association. Rights and Obligations. Exclusion. Withdrawal.

Article 11 – Categories of Members

ROESF ASSOCIATION consists of the following categories of members:

a) Founding Members

Founding members are the three individuals who consented to the establishment of the Association during the constitutive assembly.

Founding members are required to establish the initial assets of the Association and, through their ethical and professional conduct, ensure the growth and prestige of ROESF ASSOCIATION.

b) Associate Members (Adhering Members)

Associate members are persons who join ROESF ASSOCIATION after its legal establishment, under the conditions set forth by this Statute.

They voluntarily agree to comply with the provisions of this Statute and the Articles of Incorporation, pay the established membership fees, and support the Association through their activities and contribution to achieving its purposes and objectives.

Any Romanian or foreign natural person and/or legally established legal entity may become an associate member.

Membership status is personal and non-transferable and may not pass to successors.

c) Supporting Members

Supporting members are natural or legal persons who do not wish or are unable to participate directly in the Association’s activities but provide moral and/or material support for the proper conduct of its activities and are registered as such.

d) Honorary Members

Any Romanian or foreign natural person who enjoys special recognition from the founding and associate members due to their professional activity may become an honorary member.

Honorary members are proposed by the founding or associate members and elected by the General Assembly.

Article 12 – Rights of Members of ROESF ASSOCIATION

Members of the Association have the following rights:

a) to elect and be elected to the governing bodies of the Association;

b) to participate in all activities organized by the Association;

c) to freely and openly express opinions regarding the activities of the Association;

d) to be appointed as representatives of the Association at domestic and international events;

e) to represent the Association in accordance with the principles of professional ethics;

f) to benefit from the activities and programs organized by the Association.

A member who has a personal interest in a matter subject to decision by the General Assembly or the Board of Directors may not participate in the vote regarding that matter.

Voting rights may not be delegated.

Article 13 – Obligations of Members of ROESF ASSOCIATION

Members are obliged:

a) to actively participate in the activities organized by the Association and contribute financially, through personal activities, or through services to its development;

b) to comply with the provisions of the Statute, ethical standards, and professional principles and to act for the enhancement of the Association's prestige;

c) not to prejudice the interests of the Association and not to undertake actions contrary to its interests.

Article 14 – Admission of Members

The admission of associate members shall be decided by the General Assembly on the basis of:

- a written application submitted by the applicant; and
- the opinion issued by the Board of Directors.

The Association has an open-membership policy regarding the admission of new members.

Article 15 – Loss of Membership

Membership in ROESF ASSOCIATION may cease in one of the following situations:

a) By Request

Upon request, provided that the decision is communicated to the Board of Directors at least six (6) months before the end of the financial year.

b) By Exclusion

A member may be excluded for:

- failure to pay membership fees by the end of the current year;
- unjustified absence from three consecutive General Assemblies;
- repeated disruptive or destabilizing conduct within the Association;
- actions or behavior prejudicial to achieving the Association's purposes and objectives;
- actions damaging the image of the Association;
- violations of the Articles of Incorporation, Statute, behavioral rules, and/or solidarity obligations;
- failure to comply with other obligations established by the Association.

The exclusion decision shall be adopted by the Board of Directors upon the proposal of at least seven members thereof.

The decision shall be valid if approved by a majority of one-half plus one of the members of the Board of Directors.

When exclusion is included on the agenda, attendance is mandatory for all members of the Board of Directors.

An excluded member may appeal the decision to the General Assembly, whose decision shall be final and binding.

Prior to exclusion, the Board of Directors may apply the following disciplinary measures, depending on the seriousness of the conduct:

- reprimand;
- warning.

These sanctions may not be appealed.

Three consecutive reprimands and/or warnings may trigger the exclusion procedure.

The exclusion of a founding member may only be decided by the General Assembly.

For such a decision to be valid:

- at least three-quarters (3/4) of all members of the Association, whether present or absent, must be represented;
- the decision must be approved by two-thirds (2/3) of the members present.

c) By Deregistration

Membership shall terminate in cases of:

- death;
- loss of Romanian citizenship.

Article 16 – Withdrawal

Any member may withdraw from the Association at any time, provided that the withdrawal request is communicated to the Board of Directors at least six (6) months before the end of the financial year.

Members who withdraw or are excluded:

- have no rights over the assets of the Association;
- remain liable for unpaid contributions corresponding to the period during which they were members.

Article 18 – Organizational Structure

ROESF ASSOCIATION shall be structured as follows:

- General Assembly
- Board of Directors

Article 19 – General Assembly

The General Assembly is the supreme governing body of the Association and consists of the founding members and associate members who meet the conditions established by this Statute and the Articles of Incorporation.

The General Assembly is the governing body of the Association and exercises permanent oversight over the Board of Directors and the Auditor (or Audit Committee, where applicable).

General Assemblies may be ordinary or extraordinary.

Article 20 – Ordinary General Assembly

The Ordinary General Assembly shall be convened at least once per year, within two months following the end of the financial year, for the purpose of examining the financial statements of the previous year.

Convening the Ordinary General Assembly

The Ordinary General Assembly shall be convened by the Board of Directors:

- on its own initiative;
- at the request of at least one-fifth (1/5) of the associate members;
- at the request of the auditor.

The notice of meeting shall be sent electronically at least fifteen (15) days before the meeting date.

The notice shall include:

- place of meeting;
- date and time;
- agenda.

The notice shall also specify the date, time, and place of the second meeting should the first meeting fail to meet quorum requirements.

Voting Rights

Only associate members who:

- are registered in the Membership Register;
- have paid all membership fees due under the Statute;
- have at least one month of membership seniority

shall have voting rights.

A member who has a personal interest in a matter submitted to the General Assembly, either directly or through their spouse, ascendants, descendants, collateral relatives, or relatives by affinity up to the fourth degree inclusive, may neither participate in deliberations nor vote.

Any member violating the above rule shall be liable for damages caused to the Association if, without that vote, the required majority could not have been obtained.

Members may only be represented in the General Assembly by another member on the basis of a special mandate.

Quorum and Decisions

The Ordinary General Assembly is legally constituted if attended by **one-half plus one (absolute majority)** of the total number of associate members.

Resolutions shall be adopted by a vote of **one-half plus one of the members present**.

When the agenda concerns the exclusion of members, the decision shall be adopted by a **two-thirds (2/3) majority** of members present.

Decisions regarding:

- dissolution of the Association;
- modification of the social purpose (object of activity)

shall require a **two-thirds (2/3) majority of the total membership**, including both present and absent members.

When amendments or additions to the Statute are proposed, the full text of such amendments must be available at the Association's registered office at least fifteen (15) days before the meeting so that interested members may review them.

If the quorum required for valid decision-making is not achieved, a second Ordinary General Assembly shall be held at the place, date, and time indicated in the original notice. In that case, decisions may be adopted by simple majority regardless of the number of members present.

The General Assembly shall be chaired by the President, and in his/her absence, by the Vice-President.

Voting Procedure

Voting within the General Assembly shall be direct.

Secret voting is mandatory for:

- election of members of the Board of Directors;
- election of the Auditor;
- dismissal of such persons.

Resolutions adopted by the General Assembly in compliance with the law and this Statute are binding upon all members, including those absent or voting against them.

A Vote Counting Committee shall be elected during the meeting.

Natural or legal persons may attend General Assembly meetings as invited guests, subject to prior notification of and approval by the Board of Directors.

Minutes

Minutes shall be drawn up and signed by the President and the Secretary.

The minutes shall record:

- fulfillment of convocation requirements;
- date and place of the meeting;
- number of members present;
- summary of debates;
- resolutions adopted;
- statements made by members upon request.

Documents relating to the convocation and attendance lists shall be attached to the minutes.

Powers of the Ordinary General Assembly

The Ordinary General Assembly has the following principal powers:

a) establishes the strategy and general objectives of the Association;

b) approves the revenue and expenditure budget and the financial statements;

c) approves or amends the Articles of Incorporation and the Statute;

d) elects and dismisses members of the Board of Directors;

e) elects and dismisses the Auditor or members of the Audit Committee, where applicable;

f) decides on the establishment of branches and determines the relationship between branches and the headquarters;

g) decides on the conduct of economic activities by the Association;

h) adopts the Statute and Internal Regulations of the Association and approves amendments thereto;

i) decides on the destination of the Association's assets in the event of dissolution and liquidation;

j) decides on the dissolution and liquidation of the Association;

k) exercises any other powers necessary for achieving the Association's purposes and objectives.

The Ordinary General Assembly may delegate part of its powers to the Board of Directors.

Article 21 – Extraordinary General Assembly

The Extraordinary General Assembly shall be convened whenever:

- the Board of Directors considers it necessary; or
- at least one-fifth (1/5) of the members request it,

for urgent matters concerning the achievement of the Association's purposes and objectives.

Convocation

The Extraordinary General Assembly shall be convened by the Board of Directors or at the initiative of at least one-fifth (1/5) of the members.

Notice shall be sent electronically at least five (5) days before the meeting.

The notice shall include:

- place;
- date;
- time;
- agenda.

The Extraordinary General Assembly may address any issue within the competence of the Ordinary General Assembly and any other matter necessary for the functioning of the Association.

Voting Rights

Voting rights belong only to members who:

- are entered in the Membership Register;
- are up to date with membership fees;
- have at least three months of membership seniority.

The same conflict-of-interest, representation, and liability rules applicable to the Ordinary General Assembly shall apply.

Quorum and Decisions

The Extraordinary General Assembly shall be legally constituted if attended by at least **two-thirds (2/3) of all members**.

Resolutions shall be adopted by an **absolute majority (one-half plus one)** of those present.

If the quorum is not met, a second Extraordinary General Assembly shall be convened at the place, date, and time specified in the original notice, and resolutions may then be adopted regardless of the number of members present.

Minutes shall be drafted in the same manner as for the Ordinary General Assembly.

Article 22

For the proper functioning of the Association and the protection of the rights and obligations of its members, the General Assembly may adopt and elaborate an Internal Regulation of the Association.