

Internal Regulation of InterLan Association

Article 1. Any Romanian legal entity which meets the following conditions may become a member of InterLAN Association:

- a) it holds a certificate from the National Regulatory Authority for Communications (ANRC) for supplying public networks.
- b) it holds a public AS
- c) it proves by its descriptive file that its object of activity is supply of Internet access to domestic users
- d) it proves by its descriptive file that its monthly turnover for supply of Internet services does not exceed USD 50,000.
- e) it acknowledges the status of the association and binds to actively contribute to the performance of the actions initiated by the association, as member.

Article 2. Registration of the members is made based on a request for registration to the Board of Directors of the Association. The acceptance of new members is approved by the Board of Directors. The members pay a monthly fee set by resolution of the Board of Directors. When joining the Association, a new member assimilates the statute and the previously drafted deeds and contributes to the patrimony of the Association with the registration fee set by the Board of Directors.

- a) In order to join the association, the candidates must submit at the headquarters of the association the file containing the following:
 - Request for registration
 - Descriptive file
 - Copy of the Sole Registration Code (CUI)
 - Copy of the ANRC Certificate
 - Copy of the ID
 - Specimen stamp
- b) In its first ordinary meeting of the month, the Board of Directors shall analyze all requests accompanied by the relevant documentation, shall inform the existing members of the new candidates and shall guide the candidates in order for them to go through all required steps.
- c) The members may inform the Board of Directors within maximum 15 business days on the eventual objections against the candidates, being bound to support their claims with conclusive evidence.
- d) When all required conditions for joining are met, the Board of Directors sets the date for a meeting when the candidate must be interviewed for its acceptance in the association.
- e) Following the collection of all necessary data, of the members' opinion and the interview, the Board of Directors decides by voting whether the candidate is accepted or not, and is bound to notify its decision both to the members and to the candidate.

Article 3. Rules concerning the conduct of Interlan members

1. Competition between Interlan members is allowed only as provided by law no. 21 of April 10, 1996, as further amended until now.
2. The Interlan members undertake to observe the provisions of law 148/26.07.2000 on advertising and promotion.
3. It is mandatory for all Interlan members, in case of commercial offers and promotional materials indicating the value of the transport capacities, to explicitly mention the minimum guaranteed values for each category (e.g. metropolitan, external) or for each type of traffic, as applicable.
4. Interlan prohibits its members to use communication connections without being based on legal commercial agreements.
5. All members of Interlan must ensure to their subscribers, under agreements, the following parameters:
 - a) technical support: minimum 8 hours/day during business days.
 - b) service availability: minimum 90% / month
 - c) maximum period for remediation of possible malfunctions: 3 business days.
 - d) maximum term for installation – 15 business days.
6. Considering that Romanian regulations concerning dumping are rather vague and therefore disputes may arise, Interlan recommends to its members the following price/external transport capacity standards:
 - a) between EUR 5- EUR 10- 8-16 kbps guaranteed minimum.
 - b) between EUR 10- EUR 15- 16- 23 kbps guaranteed minimum.
 - c) between EUR 15- EUR 20- 32-64 kbps guaranteed minimum.

* prices without VAT

7. In case of conflicts arising between its members because of non-compete (dumping) practices, the involved parties are bound to provide to the Board of Directors, at its request, all evidence available to them. Following the evidence provided by the parties involved in the conflict, the Board of Directors shall issue a set of recommendations for the settlement of the issue, and if such recommendations do not lead to an amicable settlement of the conflict, it can propose to the General Meeting the revocation of the member it deems guilty.
8. The Interlan members are prohibited to practice any discrimination concerning traffic with other members, save for special cases, which are approved in advance by the Board of Directors, at the written recommendation of the Technical Department.
9. The destruction of the equipment and/or infrastructure, by any Interlan member, to the detriment of the Association, of any member of the Association or third parties are completely prohibited and shall be immediately notified to the competent state authorities.
10. The Interlan members are bound to collaborate with the state authorities for the prevention, limitation, localization, and punishment of electronic crimes.
11. The Interlan members are liable against the Association for the actions committed by their clients or representatives, actions which might damage Interlan or its members.
12. The Board of Directors is bound to notify and collaborate with the competent bodies of the Romanian state when they notice that any of its members breach the law.

Article 4. Rights and obligations of Interlan members

1. **The rights** of the members of the association:

- a) to take part in the activities of the association.
- b) to benefit, without discrimination, from the results of the activities of the Association.
- c) to elect the bodies of the association, either directly or by representation, and be part of them.
- d) to be informed and to express freely the point of view regarding any matter concerning the association.
- e) to make requests, propositions or complaints to any level of the association and to receive an answer.
- f) to use the material base of the association for the purpose it was created for.
- g) to use the means of documentation and information of the association, to benefit from the conditions created by it in view of increasing the level of knowledge and skills in the field of electronic communications.
- h) to use in their documents the reference "*member of the Interlan association*" and/or the logo of the association.
- i) to be able to waive the membership any time.
- j) to attend the meetings of the Board of Directors without being entitled to vote.

2. **Obligations** of the Interlan members:

- a) to observe the Statutes and internal regulations for operation of the association.
- b) to actively contribute to the actions proposed and organized by the association, for the achievement of the purpose and targets thereof.
- c) to pay the fee set by the Board of Directors in due time.
- d) not to engage the association in any activity without having a mandate in this respect.
- e) to observe the decisions taken in the Association.
- f) to provide to the Association and update the data base regarding itself, whenever changes occur which might interest the Association.
- g) to support the interests and activities of the Association and not to undertake anything that might affect the purpose and prestige of the Association.
- h) in the event of a conflict between the members of the Association, they are bound to try to settle the conflict between them amicably, being able to resort subsequently to the mediation of the Board of Directors, before referring to the court of law, the mass media or the interference of other authorities.
- i) not to enter into agreements regarding the infrastructure of the Association without the prior consent of the Board of Directors.

Article 5. The management bodies of the Association are the following:

- the General Meeting of the Members of the Association
- the Board of Directors
- the Censors Commission

Article 6. The decisions of the bodies of the association taken in accordance with the provisions of the Statutes are mandatory for all its members and for all units of the association.

Article 7. The General Assembly is the collective management body of the Association.

The General Assembly consists of all members of the association, each represented by a natural person.

The General Assembly meets at the calling of the Chairman of the Association in ordinary meetings twice a year, or in extraordinary meetings, whenever required, pursuant to a written and grounded request of the Board of Directors or of at least 30% of the total number of members of the Association.

The General Assembly is called at least 5 business days before the set date, based on a calling notice, sent by the usual means of communication of the Association, which shall set out the place, date and agenda. The calling notice shall be accompanied, as the case may be, and depending on the possibilities, by the materials which are to be analyzed and approved by the General Assembly of the Members of the Association.

The General Assembly is statutorily met if at least two thirds of the total number of members of the Association is present, by representatives appointed by them.

Resolutions are passed with a simple majority of the present members. The method of voting is decided on a case-by-case basis by the General Assembly.

Article 8. The General Assembly of the Members of the Association has the following responsibilities:

- a) approves the statutes of the Association.
- b) approves the regulation for organization and operation of the Association.
- c) appoints and revokes the members of the Board of Directors.
- d) approves the organizational structure of the Association.
- e) sets the strategy and general objectives of the Association.
- f) decides the dissolution and liquidation of the Association, establishing by the same decision the destination of the assets remaining after liquidation, in observance of the law and of this regulation.
- g) orders the suspension of the membership, the exclusion from the Association respectively.
- h) fulfils any other responsibilities set forth by the law or by the statutes.

Article 9. The Board of Directors is the administration body of the Association, which implements the resolutions of the General Assembly of the Members.

The Board of Directors consists of 7 members.

The members of the Board of Directors are elected by the General Assembly of Shareholders, based on the submitted request or by the proposal made by another member and accepted by the candidate, by eligibility in the decreasing order of the obtained votes.

The mandate of the Board of Directors is valid for six months.

The chairman of the Board of Directors is also the Chairman of the Association.

The Board of Directors gathers in ordinary meetings twice a month (in the 1st and 3rd weeks) and in extraordinary sessions at the request of the Chairman or of 1/3 of its members.

The meetings shall be planned and notified to the members of the Board of Directors by the Chairman at least 5 days in advance.

The meetings of the Board of Directors are held in the presence of at least 5 members of the Board.

The Board of Directors passes decisions with a simple majority of the attending members, by open vote.

The implementation of the decisions of the Board of Directors and the performance of the current activities of the Association is provided by the Executive Manager.

A member of the Board of Directors who accumulated 3 ungrounded absences during his/her mandate shall be replaced.

Article 10. The Board of Directors has the following responsibilities:

- a) analyses and approves the nominations submitted for the office of chairman of the Association. Confirms the Chairman and empowers him/her.
- b) ensures and supervises the enforcement of the provisions of the Statutes, of its internal regulations, as well as of the resolutions of the General Assembly.
- c) analyses the problems related to current activities of the Association, passes decisions and takes adequate action in accordance with the Statutes of the Association.
- d) presents to the General Assembly the activity plan for the current period, the budget of revenues and expenditures, as well as the balance sheet.
- e) approves the revenues and expenditures budget for current periods.
- f) appoints the persons with rights to sign at the bank.
- g) proposes the regulation for organization and operation of the Association, monitors its enforcement in observance of the provisions of the Statutes.
- h) analyzes and approves the amendments or additions to the Statutes of the Association that it refers to the General Meeting for approval.
- i) approves the acceptance of new members in the Association
- j) decides on the way in which the departments of the Association operate and are organized, as well as the relations between them
- k) approves the mandates for the delegates of the Association who attend internal and international reunions.
- l) appoints the Executive Manager of the Association and empowers him/her to perform the actions devolving on him/her in accordance with the internal regulations and the other documents of the Association.
- m) approves the relocation of the premises.
- n) approves the affiliation of the Association to other associating structures.

Article 11. The chairman of the Association performs his/her entire activity under the mandate of the Board of Directors and has the following responsibilities:

- a) chairs the meetings of the General Assembly and of the Board of Directors.
- b) controls the activity of the Executive Manager.
- c) binds the Association in terms of its patrimony in relations with third parties.
- d) may delegate his/her responsibilities to one of the members of the Board of Directors.
- e) represents the Association in relations with governmental bodies and with the other organizations in the country and abroad, legally binds the Association in relations with third parties.
- f) has a casting vote in case of tie votes at the meetings of the Board of Directors.

Article 12. The revenues of the Association result from:

- a) monthly fees paid by the members, which are set by the Board of Directors.
- b) interests and dividends from investing available amounts, under the law.
- c) revenues from direct economic activities, after payment of all legal mandatory contributions.
- d) revenues from the activity carried out by the Association, agreement or contract - based, which are in connection with the purpose of the Association.
- e) donations, subsidies, sponsorship, deposits, payments etc, in lei or foreign currency, made by natural persons or legal entities, either public or private, laic and religious, from Romania or abroad.
- f) resources obtained from the state budget and/or the local budgets.
- g) credits, loans, investments in securities and real estates, bank deposits, ownership rights and any other sources of revenues which do not breach the Statues of the Association and the laws in force.
- h) other revenues set forth by the law.

Article 13. The monthly fee is set by the Board of Directors.

Article 14. The amounts of money, securities and real estates, as well as other values deposited in the account of the Association or taken over by it shall be deemed as assets increasing the patrimony of the Association and are part of its patrimony.

Article 15. A member of the Interlan Association can have its membership suspended in one of the following circumstances:

- a) at the request freely expressed in writing by a member.
- b) in case of failure to pay the fee in due time and in its entirety. The measure lasts until clarification of the financial situation.
- c) if it is demonstrated that an investigation or criminal proceedings were initiated against it. The measure shall survive until legal settlement of the respective claim.
- d) if the Board of Directors identifies breaches of article 3 of this regulation, by the member and/or other actions not provided by the national legislation but which obviously damage another member. The measure lasts until completion of the research by the Board of Directors in the case.

Article 16. A member of the Interlan Association may lose this capacity based on the resolution of the General Meeting when it meets one of the following conditions:

- a) at the request freely expressed in writing by a member.
- b) in case there is a final decision of the state bodies for a crime subject to the criminal law committed by the Interlan member.
- c) in case the Board of Directors concluded that there is an obvious and unequivocal damage of an Interlan member by actions others than those provided by the laws in force.
- d) if the respective member cumulates more than 2 consecutive absences from the General Meeting.