

STATUTES

Česká komora zahraniční spolupráce, z. s.

Article 1.

Name, address and objectives

1.1

Name of association in the Czech language: Česká komora zahraniční spolupráce, z. s. (Hereinafter the "Association").

Name of association in English: Czech Chamber of Foreign Cooperation.

1.2

The address of the association is Ostrava.

1.3

The association is autonomous, apolitical and voluntary union of members, led by a common interest in achieving the objectives that are listed in paragraph 1.4 of this Statutes of the Association.

1.4

The main activity of the Association is to promote and develop activities and relationships within the Czech Republic and the Czech Republic and other worldwide countries in the field of economic and trade cooperation in the field of basic research, innovation and education activities, in the field of humanitarian activities, and in the field of environmental and ecology, which consist mainly of the following activities:

- a) mediation and support of contacts between subjects in the Czech Republic and in the other countries of the world,
- b) establishing and expanding cooperation between business and non-profit organizations and public institutions in the Czech Republic and in the other countries of the world, mainly through joint projects and initiatives,
- c) providing services and information services that lead to the development of cooperation between business and non-profit organizations and public institutions in the Czech Republic and in the other countries of the world,
- d) providing technical assistance in the conclusion of the contracts,
- e) searching, promotion and implementation of innovation, research and consulting services to business and non-profit organizations and public institutions,
- f) participation in the searching for business opportunities between subjects in the Czech Republic and in the other countries of the world.

1.5

Besides the main activity, which will be operated according to paragraph 1.4 of this article, association may provide also secondary economic activities to support the main activity. These activities may consist of the following business activities or gainful activities:

- a) mediation of trades and services,
- b) wholesale and retail trade;
- c) advisory and consulting services, expert studies and reports,
- d) advertising, marketing, media representation,
- e) translation and interpreting activities,
- f) services in the area of administrative and organizational services,

- g) mentoring, courses and training, including teaching,
- h) operation of cultural, educational and entertainment facilities, organization of cultural and entertainment events, exhibitions, fairs, shows, sales and similar types of events,
- i) production, trade and services that are not elsewhere classified.

1.6

The association brings together natural persons and legal persons from the Czech Republic and other countries in the world.

1.7

The association is a corporation established under the Act no. 89/2012., Civil Code.

Article 2. Member's rights and responsibilities

2.1

Membership (the membership rights and responsibilities) in the Association is linked to a person. It can not be transferred to another person and does not pass through inheritance. Member's rights and responsibilities are performed by a member personally and may not be transferred to another person.

2.2

A member can be both physical person or legal entity. If the member is a legal entity its membership rights and responsibilities are performed through its statutory authority, or its designated representative.

2.3

Membership of all regular members is equal. Each member of the Association has the right to attend general assembly of members and express their opinions freely there.

2.4

Member types in the association are:

- a) full members,
- b) partners (hereinafter referred to as "partner")

2.5

All members are required to:

- a) comply with of these statutes, operate in favor of Association and not to act against its interests,
- b) pay membership fees,
- c) provide data to the Association that are required for registration of the members of the Association.
- d) pay attention to Association's reputation and protect its name.
- e) according to their capabilities and abilities contribute to the fulfillment of the purpose for which the association was established.

2.6

Regular member is entitled to:

- a) be informed about all matters relating to the Association,

- b) elect and be elected to the body of the Association,
- c) attend general assembly of members and at that meeting use its voting rights,
- d) terminate his membership in the Association, it is done by his abdication.

2.7

Partner is entitled to:

- a) be informed about all matters relating to the Association,
- b) attend general assembly of members, but only as an advisor without voting rights,
- c) terminate his membership in the Association, it is done by his abdication.

Article 3.

Establishment and termination of membership

3.1

Applicant for membership in the Association has to send an application to the Board of Directors of the Association. The application has to contain names, dates of birth / company registration number, place of residence or domicile (or the delivery address, if different from the place of residence), phone and email links, the reason for interest in membership in the Association. Legal entities will provide individual - the representative who will be the person to represent the member in the Association. Simultaneously, the application shall demonstrate their willingness to follow the Statutes of Association from the moment of his acceptance as a partner and declare that he agree to process their personal data.

3.2

Upon receipt of an application for membership of Board of Directors decides on the acceptance of the candidate as a partner. Applicant becomes a partner when a decision on acceptance as a partner of the Association is delivered to him.

3.3

The Board of Directors has the right to decide on the adoption of a partner as a full member of the Association, if partner activities or conduct to work for the Association brings a substantial contribution. In this case, Board of Directors suggests its admission as a full member to the General Assembly. If the General Assembly concluded that the activity or conduct partner is beneficial for the activity of the association, it will decide on its admission as a full member. Partner becomes a full member at the moment of notification of full membership.

3.5

All the founders of the Association become full members of the Association.

3.6

Membership in the Association expires by:

- a) the agreement between the member and the Board of Directors of the Association,
- b) withdrawal of a member from the Association,
- c) exclusion of a member from the Association,
- d) member's death, if a it is a physical person or dissolution of the legal entity which is a member of the Association,
- e) dissolution of the Association without legal successor.

3.7

Each member may secede from the Association on the basis of written notice to the Board of Directors; secession will become effective after a period of thirty days from the date of receipt of the notice.

3.8

A member may be expelled from the Association if within a specified period did not pay the membership fee. A member may also be expelled if he commits a serious act against the goals of the Association or the Statutes of the Association or against another member of the Association. The exclusion is to be decided at the General Assembly based on a proposal from any member. Proposal for exclusion must be in written form and must state the reason for the exclusion and the facts on which the application is based. Furthermore, the proposal must be dated and signed. Before issuing the actual decision to exclude the member, the Board of Directors is obliged to send a copy of the proposal to the concerned member of the Association, together with the time limit for any comments. A member against whom the application is directed must have an opportunity within a specified time period to become well acquainted with the exclusion proposal and within the deadline state and prove everything that testifies in his favor. The decision to expel a member must be in written form, must contain a statement of reasons and must be delivered to the concerned member.

3.9

Termination of membership in the Association during the calendar year does not entitle a former member of the Association or its legal successor to refund already paid membership fees, not even its proportional part.

3.10

Upon termination of membership in an Association, member has no right to receive a share.

Article 4.

List of members of the Association

4.1

The Board of Directors maintains a list of members of the Association (hereinafter "the list") and performs updates. The purpose of the list is management overview of the membership and the legal relations of members of the Association. The list serves also for the purposes of membership enactment for members.

4.2

The list includes:

- a) for a member who is a physical member - name and surname, date of birth, place of residence, mailing address, if not identical with permanent residence, telephone and email,
- b) for a member who is a legal entity - data, which are in the public register, along with data about the statutory authority to the same extent as the member who is a physical person,
- c) the date of commencement and termination of membership, whether it is a partner or a full member, and the legal grounds for termination of membership.

4.3

The list is not public. Board of Directors with the consent of a member that granted explicit consent to the Association may publish such an information to the extend granted by such member consent.

Article 5. Bodies of the Association

5.1

Bodies of the Association are:

- a) President.
- b) Executive Vice President.
- c) Vice President.
- d) Board of Directors.
- e) General Assembly.

Article 6. The Board of Directors, President, Executive Vice President and Vice President

6.1

President, Executive Vice President and Vice President of the Association can be elected from regular members of the Association only.

6.2

President, Executive Vice President and Vice President form the Board of Directors of the Association, which is a collective statutory body of the Association.

6.3

The Board of Directors acts on behalf of the Association, and is authorized to act in all matters relating to the Association.

6.4

The Board of Directors is elected by the General Assembly of Members.

6.5

Election period is set to 5 years. To provide initial stability of the Association first election period of the Board of Directors after the founding of the Association is double, ie. 10 years.

6.6

The Board of Directors is answerable to the General Assembly of Members.

6.7

For all deliberations and decisions of the Board or Directors, and if the legal proceedings is required in written form, it is always necessary consensus or signature of at least two members of the Board of Directors in combination President and Executive Vice President or Executive Vice President and Vice President. Signing for the Association is happening so that the President, Executive Vice President or Executive Vice President and Vice President to the name of the Association attach their signature and identification of the function. Putting the name of the

Association and identification of the function is not required if from the content of the papers being signed it is obvious that the President, Executive Vice President or Vice President shall act in a specific case for the association.

Article 7. Honorary President of the Association

7.1

Function of Honorary President of the Association is awarded for outstanding contribution to the Association.

7.2

Honorary President has the right to attend all sessions and meetings of the executive bodies of the Association, where he has an advisory role.

7.3

The function of Honorary President is granted for an indefinite period, and this function can always hold by one person only, and only regular member of the Association. Honorary President is optional position in the Association, it is not required occupy this appointment.

7.4

Candidate for the post of Honorary President may be nominated by the Board of Directors, appointment is approved by the General Assembly.

Article 8. General Assembly of Members

8.1

The supreme body of the association is General Assembly of members consisting of all full members of the association.

8.2

Ordinary General Assembly is held at least once a year and is convened by the Board of Directors.

8.3

General assembly constitutes a quorum with more than half of the regular members of the Association. For a decision absolute majority of present regular members is necessary.

8.4

The competencies of the General Assembly of members are:

- a) decisions on the creation and dissolution of the Association, or its property settlement,
- b) decisions on a name and headquarters, as well as the symbolism of the Association,
- c) decisions on adoption and amendment of the Statutes of the Association,
- d) decisions on admission as a full member of the Association and on expulsions of members,
- e) decisions on sanctions in case of non-compliance with the statutes and other decisions of the bodies of the association,
- f) discussion and approval of Annual report of the Association and approval of the budget of the Association,
- g) establishing of guidelines for the activities of the Association for defined period,

- h) decisions on the property settlement in case of dissolution of the association,
- i) decisions on the establishing new bodies of the Association,
- j) decisions on the amount and due date of the membership fee.
- k) elect Board of Directors
- l) decisions on the function of Honorary President

8.5

Ordinary General assembly of members is convened at least once a year by Board of Directors. If requested by at least one third of regular members, the Board of Directors must convene Extraordinary General assembly within one month of receipt of the request for convening an Extraordinary General Assembly. If Board of Directors fails to do so, Extraordinary General Assembly can be convened by any other member of the association.

8.6

General Assembly shall be convened at least 7 days in advance. The notification about a convocation of General Assembly convened by the Board of Directors must contain:

- a) venue,
- b) date,
- c) hour of the meeting,
- d) whether it is an Ordinary or Extraordinary General Assembly,
- e) draft of the program.

8.7

At the General Assembly, issues not included in draft of the program can be decided if and only if all regular members that have the right to vote about this issue are present and agree.

8.8

If there is not a quorum at General Assembly, the Board of Directors shall convene the Replacement General Assembly and a send new notice at least 15 days prior to the meeting. This Replacement General Assembly constitutes a quorum with any number of the regular members of the Association.

8.9

General Assembly meeting is chaired by the Board of Directors or by a full member of the Association that is authorized by the Board of Directors.

8.10

General Assembly proceedings are validated by the Board of Directors, together with the selected verifier.

Article 9. Organizational units of Association

9.1

Organizational units of Association, authorized to act on their behalf, shall not be established.

Article 10.

Assets and Financial Management of Association

10.1

The Association is a legal entity. Its operations are governed by the applicable laws and regulations. Management, disposal of assets and with the entire fortune, must be in full compliance with applicable laws and regulations.

10.2

The Association has the right to acquire properties and other assets in its sole property.

10.3

The Association keeps accounts in accordance with applicable laws and regulations. Annual accounts are submitted annually by the Board of Directors meeting for the approval by the General Assembly.

10.4

Sources of income are mainly:

- a) membership fees, additional fees
- b) Income from secondary activities,
- c) donations and grants.

10.5

The activities of the Association are realized on the basis of the budget proposed by the Board of Directors and approved by the General Assembly.

10.6

All activities within the management, revenues, correspondence and expenditures must be approved by the Board of Directors of the Association in the way like is written in the 6.7 of this statutes, i.e. it is always necessary signature of at least two members of the Board of Directors in combination President and Executive Vice President or Executive Vice President and Vice President.

Article 11. Final Provisions

11.1

Issues not covered by these statutes are governed by generally binding legislation.

11.2

All disputes between the Association and its members shall be governed by Czech law before the competent courts in the Czech Republic.

11.3

These statutes were approved at the General Assembly on 27. 5. 2017. It come into effect on the date of registration of Associations, which is held by the Regional Court in Ostrava.

11.4

These statutes are written in Czech and English version, both versions are legally equal.