

## The full wording of the Statutes of AKU-BAT CZ, z.s. effective on 16. 12. 2020

### I. Legal status

**AKU-BAT CZ, z.s.** (the "Association" henceforth) is a voluntary, non-governmental, non-profit association of natural and legal persons - an independent legal person.

### II. Name, registered office and accounting period

1. Name: AKU-BAT CZ, z.s.
2. The Association's registered office: Prague
3. The accounting period shall be a calendar year.

### III. Mission and objectives of activities

1. The Association's mission:

The Association's mission is to create prerequisites and optimal conditions for the research, development, production and growth of technologies for storage of electricity in battery systems, cooperation with bodies and organizations which, directly or indirectly, continue up on the subject of activities of the associated members, in particular by initiating legislative, economic and organizational preconditions for the development of storage of electricity in battery systems, cooperation with central government bodies and self-governing bodies and the Parliament of the Czech Republic in the area of business activities in this industry, and generally beneficial objectives related to the use of these technologies. In order to perform these objectives, the Association joins, in particular, legal persons in the power industry, owners and operators of power plants generating electricity in energy renewable sources, scientists and institutions, non-governmental and non-profit organizations operating in the field of energy renewable sources and all enthusiasts engaged in the development of storage of electricity in battery systems.

2. The Association's primary objectives include the following:

- a) Propagation of the idea of using the storage of electricity in battery systems, with the aim of continued support of the development and application of this technology in the Czech Republic, i.e. the primary objective of the Association.
- b) Representation of interests of manufacturing and installation firms, owners and operators of technologies for storing electricity in battery systems *vis-à-vis* national authorities and institutions and institutions of the EU and international organizations in matters related to the research, production and operation of these technologies.
- c) Support and representation of members' interests by actively collecting information, participating in creating a technical, economic, legislative and legal environment for the

research, production, planning, development, operation and use of technologies of storage of electricity in battery systems.

- d) Collection and evaluation of information on members' activities with the aim of removing any barriers that hinder the development of the sector and to propose solutions.
- e) Support of the basic and applied research in the storage of electricity in battery systems in cooperation with higher education institutions, research and other institutions. Solving and implementation of projects and programmes, both domestic and foreign, in science, research and research applications.
- f) Formation of preconditions and submission of proposals for financing of development projects related to the storage of electricity in battery systems and installation of these technologies. To enable its members to cooperate on an active basis and to assert their objections during the process of creation and changes of legislation affecting the development of storage of electricity in battery systems. In order to fulfil the Association's primary objective, the Association shall use any available means permissible under the law to influence the formation of laws and any other legal regulations affecting the fulfilment of this primary objective and business activities of the Association's members.
- g) Support and assistance to the Association's members in connection with the development of their business activities in the field of storage of electricity in battery systems on the domestic and foreign markets.
- h) Promotion and propagation of technical information on the use of storage of electricity in battery systems among professionals and non-professionals and public administration. For this purpose: cooperation with media, organization of seminars, conferences, discussions, excursions, etc., publication activities.
- i) Contribution to the education process for children and adolescents, especially in the scope of ecologic education. For this purpose: cooperation with schools, local and higher self-governing bodies and authorities in direct or delegated powers, ecologic and information centres, non-profit sector, etc.
- j) Cooperation with similar organizations abroad and creation of conditions for a direct cooperation with foreign partners and membership in international organization with the focus on the same activities.
- k) Contribution to the provision of publicly beneficial activities for environmental protections by the development and use of storage of electricity in battery systems. Involvement in approval and authorization procedures and public hearings, chiefly with respect to evaluating the effects of constructions on the environment in the Czech Republic.

#### IV. Membership in the Association

1. Membership in the Association is voluntary and members may come from the ranks of any natural persons above 18 years of age or legal persons who consent to these

Statutes and observe resolutions of the Association's bodies. The Association shall maintain a register of its members. A member is registered within 10 days after his/her admission as a member of the Association. After membership termination, the member is deleted from the register. In the register, the name and surname / name of the member, place of residence / registered office, ID number if any and date of acceptance as a member shall be stated. Each member with voting rights is obliged to enter an e-mail address in the register of members for the purposes of voting per rollam at the General Meeting. If the e-mail address is not stated in the register of members, the member may not vote at the General Meeting per rollam or outside the General Meeting per rollam. The Executive Director of the Association is responsible for maintaining the register of members. At his/her request, each member, including a former member, has the right to receive from the Association a confirmation with an extract from the register of members containing data about his/her person, or a confirmation that these data have been deleted. The register of members can be published only with the consent of all members who are registered in it.

2. The following types of membership exist in the Association:
  - a. Full membership,
  - b. Honorary membership,
  - c. Affiliate membership.

Unless expressly stated otherwise in the Statues of the Association, the designation "member" applies to all.

3. Full members shall be admitted upon a decision of the Executive Director, on the basis of a fully completed written application submitted by applicants. A decision on admission of a full member shall be communicated in a manner regulated in Clause IX. on the basis of the Executive Director's decision on admission. This decision is notified forthwith by the Executive Director to the Board of Director, which shall have a veto power. A veto power must be exercised within two weeks of the day when the Executive Director informed of the admission; otherwise, it is understood that the admission of the given full member was approved by the Board of Director, and the full membership shall therefore become unconditioned. In case the Board of Directors exercises a veto power and the applicant has paid a contribution and a service charge, these payments shall be refunded to the applicant.
4. An appeal may be filed against a decision declining an application made by the Executive Director or the Board of Directors within two weeks of delivery of such decision. The appeal shall be ultimately resolved by the General Meeting. Until the appeal is decided, the given applicant shall not be treated as a full member of the Association and shall have no rights of a full member of the Association. However, such applicant may attend the part of the General Meeting that decides on his/her admission or non-admission, and at his/her request, the applicant shall be given the floor.
5. The Executive Director shall decide on the admission of an applicant as an affiliate member on the basis of his completed written application. The admission of an affiliate member shall be notified in the manner specified in Article IX. by decision of the

Executive Director. The Executive Director shall immediately inform the Board of Directors, which shall have the right of veto, of this decision. This must be done within 2 weeks from the date on which the Executive Director informed the Board of Directors of the admission, otherwise the Board is deemed to accept the admission and the affiliate membership becomes unconditional. If the Board of Directors exercises the right of veto and the contribution and service fees have already been paid by the applicant, these payments will be refunded.

6. The rejection of the application of an affiliate member by a decision of the Executive Director or the Board of Directors may be appealed within two weeks from the delivery of the rejection. The General Meeting decides on this appeal with final effect. Until the decision on appeal, the applicant is not considered a member of the Association and does not have the rights of a member of the Association. However, he/she may attend the part of the General Meeting at which a decision will be made on its acceptance or non-acceptance and he will be given the floor upon request.
7. Renowned or prominent persons from the Czech Republic or abroad who work in the field of energy storage may become honorary members. Honorary members are elected by the General Meeting upon a nomination presented by the Board of Directors. Nominations submitted by members must be delivered to the Board of Directors at least 60 days prior to the ordinary General Meeting. Membership of honorary members in the Association shall not be subject to payment of contributions or service charges. Honorary members have no voting right.
8. During meetings of the Association's bodies, members - legal persons shall be represented by a representative who exercises rights and obligations of a member.
9. Membership in the Association shall cease by death, cancellation of membership, expelling, dissolution of a legal person, adjudication of bankruptcy of a member, or dissolution of the Association. A member may cancel his/her membership in the Association, based on a written notification delivered to the Board of Directors. The cancellation of membership shall be effective on the day when a written notification is delivered to the Board of Directors. Any paid contributions or service charge shall not be refunded.
10. All claims of a member *vis-à-vis* the Association shall expire by termination of his/her membership.
11. A member who violates in a gross manner the Association's Statutes, decisions of the Association's bodies or any other rules established by the Association, or whose conduct causes harm to the Association, may be expelled on the basis of a decision of the Board of Directors. A decision on expelling must be executed in writing, justified in a due form and sent by registered post to the member's address listed in the register of members. A decision on expelling shall come into force on the 15<sup>th</sup> day of its delivery, unless an appeal is lodged by the expelled member within this time-limit.
12. In addition, the Board of Directors may decide to expel a member who has failed to pay a contribution or a service charge over a period exceeding three months, despite two reminders sent to him/her. The second reminder must inform of the intent to expel the member concerned.

13. An appeal may be filed against a decision of the Board of Directors on expelling as per Cl. IV. para. 7 within 15 days of delivery of such decision. The appeal shall be resolved ultimately by the General Meeting. A decision on expelling shall come into force on the day when a decision on the appeal is delivered to the expelled member, in which decision the General Meeting confirms the decision of the Board of Directors.
14. Under the terms and conditions set forth in Cl. IV. 10. hereof, the General Meeting may elect an honorary Chairperson of the Association. An honorary Chairperson is exempt from the obligation to pay a membership contribution or a service charge.

#### V. Rights and obligations of the Association's members

1. Members of the Association shall have the following rights:
  - attend and vote under the conditions of the Statutes of the Association at the General Meeting or outside the General Meeting per rollam, elect bodies and be elected to the Association's bodies subject to fulfilment of terms and conditions of the Association's Statutes, participate in all activities of the Association; an affiliate member of the Association or an honorary member of the Association do not have the right to vote at or outside the General Meeting per rollam.
  - advance their claims and standpoints, influencing thus the formation of the Association's opinions,
  - give their opinions of activities of the Association's bodies, submit their proposals for changes and alterations of the Association's essential documents, nominate candidates for the Association's bodies,
  - participate in the Association's bodies by working in professional commissions, working groups, etc.,
  - require that the Association provide or intermediate services ensuing from the Association's mission and objectives,
  - ask the Association for receipts of payment of contributions, service charges and cash donations.
2. Members of the Association undertake to adhere to these Statutes and have the following obligations:
  - defend the Association's objectives and cooperate on the Association's projects and fulfilment of its objectives using their capabilities,
  - observe decisions of the Association's bodies, act ethically and refrain from causing harm to the Association, refrain from initiating legal disputes against the Association, and be loyal to the Association,
  - pay in a timely manner the membership contributions and service charges determined and approved by the General Meeting and pay contractual liabilities, if any, to the Association in a timely manner; an honorary member of the Association is not obliged to pay membership fees or service fees to the Association.

- notify the Board of Directors (secretariat) of any changes of invoicing or contact data, especially e-mail addresses and addresses for service,
  - provide the Association's bodies with information necessary for the fulfilment of the Association's mission and objectives,
  - cooperate actively on fulfilment of the Association's mission and objectives as ensues from the Statutes and resolutions of the General Meeting,
  - hold in confidence all facts the disclosure of which to third persons would contradict the Association's objectives or the Statutes or the law,
3. Every member of the Association has a right to use the identification "Member AKU-BAT CZ, z.s." in ordinary business relations.

#### VI. Contributions of members to the Association's activities and service charges

1. The amount of basic contributions of members to the Association's activities (the "Contribution" henceforth), as well as service charges for the following year shall be determined by the Board of Directors and approved by the General Meeting. The amount, due date and manner of use of contributions and service charges shall be fixed in detail by the Payment Order of the Association.
2. The Board of Directors has a right to reduce a contribution or a service charge for a member who is actively engaged in work in expert commissions, working groups or other activities of the Association in conformity with internal regulations. The Board of Directors has a right to reduce a contribution or a service charge exceptionally in justified cases not listed in the Association's internal regulations; the reasons must be stated in the upcoming report to be submitted to the General Meeting.
3. For reasons deserving special regards, including especially an economic or social situation and circumstances of a member, the Board of Directors is entitled to reduce or waive a contribution or a service charge for a temporary period not exceeding one calendar year, based on an application of such member. A decision of the Board of Directors on reducing or waiving the contribution must be justified in a due form. Members may file an application for reducing or waiving a contribution or a service charge repeatedly.
4. Every member undertakes to pay a contribution or a service charge no later than within 7 business days before the General Meeting, and acknowledges that in case this obligation is violated, the member concerned shall lose his/her voting rights at the General Meeting convened according to the first sentence, resp. his/her vote by voting per rollam shall not be counted in the vote.
5. Every member who pays a contribution in the minimum amount of CZK 50,000.00, in words: fifty thousand Czech crowns, has a right to attend meetings of the Board of Directors. All members of the Association who attend a meeting of the Board of Directors by virtue of payment of the above contribution, have a right to give their opinions as to individual items on the agenda and constitute an advisory body (the "members of the Association who constitute an advisory body" henceforth).

6. In the course of the year, the Association provides its members with services derived from its core mission and objectives, consisting in particular of promotional and networking (promotion of members at events organized by the Association, on its website, and in all other materials and press releases issued by the Association, promotion of common interests of members), information (regular sending of information about the activities of the Association and events in the field, information on events held in the field, legislative monitoring) and individual (implementation of projects according to the interest of the member specified in the contract) services. The content and scope of the services provided by the Association is specified in the agreement concluded between the Association and a member of the Association. A service charge is charged to pay for these services. The Association may provide additional services for contract prices on the basis of contracts concluded with members of the Association.
7. The members of the Association are obliged to pay the contributions and service charges properly and on time and fulfil other financial obligations according to the concluded contracts for the payment of service fees according to the Payment Rules of the Association.

## VII. Bodies of the Association

### **The Association's bodies are:**

- A. General Meeting
- B. Board of Directors
- C. Statutory body
- D. Executive Director
- E. Professional sections and working commissions

### **A. General Meeting**

1. The General Meeting is the Association's highest body. The General Meeting shall be convened by the Board of Directors at least once a year.
2. The date and venue of the General Meeting, along with the agenda thereof, must be notified in writing to the Association's members who have a voting right, i.e. by e-mail or post or another suitable manner no later than 20 days prior to the date of the General Meeting. If the Board of Directors allows for voting per rollam, the notification must also include a draft resolution to be adopted by the General Meeting.
3. The Board of Directors is obligated to call the General Meeting also if so required by at least a half of all the Association's members with the voting right, specifically within 60 days, unless a later date is given in the request.
4. During the voting procedure at the General Meeting and per rollam, every full member of the Association who has no arrears towards the Association shall have a voting right.

Full member with a voting right has one vote. Honorary and affiliate members have no voting right.

5. The General Meeting shall be attended by a quorum if at least a half of all full members of the Association with a voting right are present.
6. The Board of Directors may decide to allow voting per rollam before the General Meeting, using e-mail as a technical means. Each member will receive a draft decision to the e-mail address stated in the register of members, at the latest together with the draft agenda of the General Meeting. The draft decision is delivered to the member when it reaches his/her e-mail address stated in the register of members. Together with the draft decision of the General Meeting, each member will receive an e-mail address to which he/she should send his/her statement, together with an indication of the deadline (date and time) within which he/she can vote per rollam. Full member with a voting right shall send an e-mail with his/her statement stating the draft decision and whether he/she votes "for" or "against". The statement must also contain the identification data of the member. The statement must be sent at the latest before the end of the voting period. A statement sent later or to the wrong address, or a statement that does not contain mandatory requirements, or from which it is not clear whether the member is voting for or against, is considered invalid. It is not necessary to attach an electronic signature for the purposes of per rollam voting.
7. Decision-making outside the General Meeting is allowed, namely per rollam voting using e-mail as a technical means. Each member with a voting right will receive a draft decision to the e-mail address stated in the register of members, at the latest together with the draft agenda of the General Meeting. The draft decision is delivered to the member when it reaches his/her e-mail address stated in the register of members. Together with the draft decision of the General Meeting, each member will receive an e-mail address to which he/she should send his/her statement, together with an indication of the deadline (date and time) within which he/she can vote per rollam. The member shall send an e-mail with his/her statement stating the draft decision and whether he/she votes "for" or "against". The statement must also contain the identification data of the member. The statement must be sent at the latest before the end of the voting period. A statement sent later or to the wrong address, or a statement that does not contain mandatory requirements, or from which it is not clear whether the member is voting for or against, is considered invalid. It is not necessary to attach an electronic signature for the purposes of per rollam voting. The Board of Directors shall prepare the minutes of the voting results and resolutions adopted per rollam and send them to the members of the Association to the e-mail address stated in the register of members within 10 working days from the end of the deadline for per rollam voting.
8. Each member with a voting right is entitled to vote only by one voting method. If a member has already voted per rollam, he/she is not entitled to vote in person at the General Meeting (but is entitled to attend it).
9. Per rollam voting is possible on all matters falling within the competence of the General Meeting, but it is not possible on matters for which the law requires a verified signature



of the member for his/her statement, or where the law requires a member's statement in the form of a public document.

10. Unless the General Meeting is attended by a quorum, the Board of Directors must convene a substitute General Meeting. A substitute General Meeting shall be convened by the Board of Directors by e-mail or in writing 20 days prior to the date of the substitute General Meeting at the latest. The substitute General Meeting must be held no later than within 60 days of the day when the ordinary General Meeting was to be held. The substitute General Meeting shall be attended by a quorum if at least one third of all members of the Association with a voting right are present. A new per rollam voting may be held before the substitute General Meeting. Votes obtained per rollam before the quorum of the ordinary General Meeting will not be used in voting at the substitute General Meeting.
11. The General Meeting shall decide by a simple majority of all present members with a voting right, unless a higher number of votes is required by a generally binding legal regulation or these Statutes. A member who voted per rollam is also considered to be a present member. Consent of a three-fourth majority of present members is required for changing of the Statutes, recalling of all members of the Board of Directors and a voluntary dissolution of the Association.
12. The powers of the General Meeting include:
  - proposing and approval of changes of the Association's Statutes,
  - electing and recalling of members of the Association's Board of Directors,
  - approval of the Association's budget for the following calendar year and the Association's annual financial statements,
  - approval of the Association's annual report,
  - approving of the incorporation of other legal persons and organizational units of the Association,
  - deciding on recalling and expelling a member from the Association,
  - deciding on other matters, if so stipulated by the law or the Association's Statutes,
  - deciding on the type and amount of contributions and service charges based on a proposal of the Board of Directors.
13. The General Meeting shall be chaired by the Chairperson of the Board of Directors. The Chairperson of the Board of Directors may appoint a Chair of the General Meeting, who is to follow instructions of the Chairperson of the Board of Directors. In case the General Meeting intends to consider the removal of the Board of Directors, the present members must first elect the Chair of this General Meeting. Minutes shall be recorded on the proceedings of the General Meeting, and must be signed by the Chairperson or Chair of the General Meeting, one member of the Board of Directors (certifier) and the Minutes Clerk. The minutes shall also include information on the number of votes obtained per rollam.
14. Minutes of the General Meeting shall be made available to all members by the Board of Directors in electronic form on the Association's website or by e-mail.

## **B. Board of Directors**

1. The Board of Directors shall manage the Association's activities between General Meetings. The Board of Directors shall decide on all matters concerning the Association not entrusted to the General Meeting or the Executive Director by the Statutes, in conformity with resolutions of the General Meeting. The Board of Directors shall appoint the Executive Director and oversee his/her activities. The Board of Directors shall propose and present the Association's budget to the General Meeting for consideration and approval. The Board of Directors shall prepare an annual report on the Association's activities.
2. The Board of Directors shall be composed of 7 members. Members of the General Meeting are elected and recalled by the General Meeting. The term of office of members of the Board of Directors shall be 4 years; however, this period shall terminate only after new members are elected, and new members of the Board of Directors must be elected at the next General Meeting. Members of the Board of Directors may be re-elected. Members of the Board of Directors shall elect the Chairperson and two Vice-Chairpersons from their number.
3. If the number of members of the Board of Directors decreases, the vacated position of a member of the Board of Directors shall be co-opted by the remaining members of the Board of Directors. The term of office of the co-opted member of the Board of Directors shall terminate at the moment a new member of the Board of Directors is elected, whereas a new member must be elected at all times at the next General Meeting. The Board of Directors is obligated to convene the General Meeting that is to elect a new member of the Board of Directors such that the General Meeting is held no later than within three months of the day when the number of members of the Board of Directors decreased.
4. Any person may be elected a member of the Board of Directors. If a member of the Board of Directors is a legal person, such member must be represented at all times by this legal person's statutory body or a person authorized to do so under a Power of Attorney.
5. Meetings of the Board of Directors shall be convened by the Chairperson, Vice-Chairperson or Executive Director as necessary, but no later than 7 days prior to the given meeting. The time-limit for notifying the date of the meeting may be shortened subject to consent of all members of the Board of Directors. The Chairperson is obligated to call meetings of the Board of Directors to enable members of the Board of Directors to meet at least once in three months. Moreover, the Chairperson must call a meeting in case the Chairperson is required to do so by three members of the Board of Directors.
6. The Board of Directors shall decide by a majority of present members of the Board of Directors. The Board of Directors shall decide by an absolute majority of all members of the Board of Directors on approving the Association's participation in other legal persons, on exercising rights and obligations of members in other legal persons where the Association is a member, on proposals for electing and recalling a representative for bodies of legal persons where the Association is a member. The Board of Directors

shall be quorate if an absolute majority of members of the Board of Directors is present. A member of the Board of Directors who attends a meeting and votes on resolutions in compliance with items 8 to 9 specified below in this paragraph is considered present. Every member of the Board of Directors shall have one vote.

7. The members of the Association who constitute an advisory body have a right to attend meetings of the Association's Board of Directors and must be given the floor should they require so.
8. Subject to consent of all members of the Board of Directors, the Board of Directors may decide by a resolution using technological devices (conference call, videoconference, etc.). Consent may be given for the whole term of office of the Board of Directors.
9. A resolution may be adopted remotely. The Chairperson of the Board of Directors, Vice-Chairperson of the Board of Directors or the Association's Executive Director may invite members of the Board of Directors by e-mail to vote on adopting a resolution by e-mail (*per rollam*). The invitation addressed to members of the Board of Directors must specify at least a 48-hour period during which members of the Board of Directors may vote. The vote initiator must always ask all members of the Board of Directors to confirm to have received the invitation of e-mail, i.e. a "read receipt". In this form, the Board of Directors shall be quorate if an absolute majority of all members of the Board of Directors votes by e-mail; this does not apply to cases when other members of the Board of Directors vote in line with the procedure as per item 6 of this paragraph. For a vote of a member of the Board of Directors to be valid, it is necessary that a voting participant sends his/her opinion and vote to all voting participants, i.e. chooses the option "send reply to all". In case of voting by e-mail, a resolution may be adopted only if consent is given by an absolute majority of members of the Board of Directors who have voted on adopting the decision by e-mail; this does not apply to cases when other members of the Board of Directors vote in line with the procedure as per item 6 of this paragraph. The vote initiator shall communicate the voting results to all members of the Board of Directors and members of the Association who constitute an advisory body no later than within 5 days of the end of voting.
10. Members of the Board of Directors must apologize for not being able to attend meetings of the Board of Directors at least one day before the given meeting of the Board of Directors.
11. Any member of the Board of Directors is allowed to authorize another member of the Board of Directors to vote on the meeting of the Board of Directors.
12. Minutes of meetings of the Board of Directors shall be recorded and signed off by the Chairperson. In case of remote voting, minutes must be accompanied by copies of e-mails or other written notifications on the basis of which members of the Board of Directors voted. Minutes of meetings of the Board of Directors shall be retained for at least 5 years, unless a longer period is laid down by the law. The Board of Directors shall make available minutes of meetings of the Board of Directors to all members in electronic form on the Association's website or send the same by e-mail upon request. Minutes of meetings of the Board of Directors shall be sent at all times by e-mail to the members of the Association who constitute an advisory body.
13. Meetings of the Board of Directors shall be convened and chaired by the Chairperson.

14. Vice-Chairmen of the Board of Directors shall represent the Chairperson in all matters entrusted to them by the Chairperson or an internal regulation. In the event the Chairperson is unable to hold his/her office on a long-term basis or the office of the Chairperson is temporarily vacated, and, at the same time, in case of a dispute between Vice-Chairpersons or a Vice-Chairperson and members of the Board of Directors, the Board of Directors shall decide by a majority of votes on matters entrusted to the exclusive powers of the Board of Directors.
15. The Board of Directors may constitute and fill other posts within the Association, but only members of the Association may be elected to these posts by the Board of Directors.
16. The office of a member of the Board of Directors shall cease upon death, leaving the Association, expulsion from the Association, expiry of the term of office, resignation from the office, cessation of his/her permanent membership or membership of a member of the Association - a legal or natural person represented by a member of the Board of Directors by proxy, or if his/her authorization of representation is revoked by the given member, or if a member is recalled by virtue of a resolution of the General Meeting. In particular, a member of the Board of Directors may be recalled if a member:
  - violates the Association's Statutes in a serious manner or on a repeated basis,
  - acts in contradiction with the Association's mission and objectives or disparages the Association's reputation,
  - fails to attend three successive meetings of the Board of Directors, and has not provided the Board of Directors with a due apology for his/her absence,
17. Costs of organizational arrangement, preparation, convening and meetings of the Board of Directors shall be paid by the Association from the Association's funds.
18. The powers of the Board of Directors shall include:
  - solving of conceptual issues,
  - approval of participation of the Association in other legal persons,
  - establishment and dissolution of professional sections and working commissions and appointing and recalling of section heads,
  - consideration of reports on activities of professional sections and working commissions,
  - appointing and recalling of the Executive Director and determination of his/her salary or remuneration,
  - supervision over the Executive Director's activities (including the right of veto to decide on the admission of an applicant as a full or affiliate member of the Association),
  - consideration of reports on activities of the Executive Director or the secretariat (if established),
  - development and approval of the PA and PR strategy of preparation of reports, including a report on activities of the Board of Directors and an annual report on the Association's activities, and submission of these reports to the General Meeting,
  - determination of salaries and remuneration of the Association's employees,

- deciding on other matters if so stipulated by the law or the Association's Statutes,
- issuance of the Association's internal regulations,
- exercise of rights and obligations of the Association as a member in other legal persons,
- proposals for electing and recalling of the Association's representative in bodies of other legal persons where the Association is a member,
- deciding on reducing or waiving a membership contribution at the request of a member,
- election of honorary members and honorary chairman of the Association.

### **C. Statutory body**

1. The Association's statutory body shall be collective.
2. The Association's statutory body shall be composed of the Chairperson of the Board of Directors and the Executive Director. Both members of the statutory body are authorized to act on behalf of the Association with third parties individually.

### **D. Executive Director**

1. The Executive Director is appointed by a decision of the Board of Directors. Based on discharge of his/her office, the Executive Director is responsible to the Board of Directors, which oversees the Executive Director's activities and assigns tasks to him/her.
2. In particular, the powers of the Executive Director shall include:
  - managing the Association's activities between meetings of the Board of Directors and General Meetings,
  - hiring employees and terminating employment with employees, entering into and terminating agreements to perform work and agreements to complete a job,
  - managing and overseeing activities of employees and remunerating employees according to the performance achieved by them, according to remuneration determined by the Board of Directors,
  - entering into purchase contracts, contracts for work, contracts of cooperation, contracts of services and other similar contracts in order to arrange for the Association's everyday activities, entering into contracts of lease of commercial premises in order to arrange for the Association's activities,
  - opening and operating the Association's bank accounts,
  - managing the Association's economic activities and payment transactions,
  - representing the Association in relation to the Tax Office, Trade Licensing Office, Health Insurance Companies, Social Security Administration, etc.

- overseeing the activities of the Association's professional sections and working commissions; for this purpose, the Executive Director has a right to attend meetings of professional sections and working commissions, to require information from them and assign tasks to them in compliance with the Association's needs; the Executive Director shall inform the Board of Directors of activities of professional sections and working commissions; furthermore, the Executive Director may give an impetus to the Board of Directors to establish or dissolve any professional sections and work commissions, or to appoint or recall members of these sections and commissions,
- active search of opportunities for securing income for the Association (subsidy programmes, funds, cooperation in seminars, etc.),
- active search of opportunities for promoting and development of the Association's image (participation in seminars, conferences, etc.),
- active search and formation of suitable partnerships that will enable the Association to strengthen its position and facilitate the enforcement of its interests,
- active search, addressing and gaining of new members, decide on the admission of applicants as full or affiliate members of the Association and management of the membership,
- management of a PA and PR agency in accordance with a PA and PR strategy approved by the Association's Board of Directors,
- interpretation of the Association's opinions and standpoints according to an approved communication manual,
- management of provision of services to members (proposals for new services, management of execution and provision of such services),
- management of the Association's projects (unless a special research team is established for a particular project),
- management of the Association's operational budget, activities and projects, save for the projects for which special solution teams are established and a budget,
- keeping the Board of Directors informed of results of projects, activities carried out in the area of PA, PR and Services for members by publishing such information on the Association's Intranet or by e-mail,
- regular preparation of reports on the Association's economic activities in form of a CF statement or another statement of managerial accounting,
- representing the Association externally *vis-à-vis* media, suppliers, partners,
- representing the Association in selected lectures, seminars, workshops,
- administering the Association's web and Intranet,
- fulfilling the tasks assigned to him/her by the Chairperson or Vice-Chairperson of the Board of Directors or in a resolution of the Board of Directors
- decide on the admission of the applicant as a full and an affiliate member of the Association.

## **E. Professional sections and working commissions of the Association**

1. Professional sections and working commissions constitute an advisory body of the Board of Directors and are composed of representatives of firms, professionals, researchers who work in the fields necessary for fulfilment of the Association's objectives; however, these persons need not be members of the Association.
2. Professional sections and working commissions are responsible for their activities to the Executive Director.
3. Professional sections and working commissions or teams are established and terminated by the Board of Directors as necessary.
4. Members of professional sections and working commissions are entitled to a discount from a membership contribution or a service charge in line with an internal regulation of the Association.

## VIII. Principles of economic activities and property of the Association

1. Sources of income for implementing the Association's objectives and activities specified herein shall include the following in particular:
  - a) contributions and service charges of the Association's members,
  - b) donations and subsidies provided by legal and natural persons,
  - c) revenues from the Association's economic activities,
  - d) grants, subsidies, contributions of governmental and non-governmental organizations, bridging loans,
  - e) proceeds from sale or intermediation of service and products,
  - f) proceeds from organization of seminars, conferences and other educative activities.
2. The Association's economic activities shall be arranged for by the Board of Directors and the Executive Director in line with generally binding regulations of the legal order of the Czech Republic, these Statutes and the annual budget approved by the General Meeting.
3. The Board of Directors shall propose and submit the Association's budget to the General Meeting for approval.
4. The Association is obligated to maintain accounting records in compliance with generally binding legal regulations of the Czech Republic such that the Association's accounting records provide true information on the Association's economic activities based on completeness, regularity, intelligibility and clarity. The annual financial statements must be submitted to the General Meeting for approval such that the annual financial statements are approved and disclosed in the Register of Associations within a statutory period.
5. The Association shall maintain due and evidentiary records of contributions and service charges paid by the Association's members. Contributions and service charges received

by members are deposited on the Association's bank account and, together with any bank interest, form a financing source of costs of the Association's activities.

6. The Association's expenses shall be expended on the fulfilment of the Association's objectives, in compliance with the objects of activities as per these Statutes and the Association's budget.
7. The Association's funds may be used only for the purpose of performance of the objectives listed in Clause III. hereof, in particular for:
  - a) arrangement of activities specified in the Statutes. Membership does not imply an entitlement to remuneration from the Association's funds, unless otherwise provided herein,
  - b) remuneration provided in return for any work done for the Association, subject to prior consent of the Board of Directors or based on an order placed by the Board of Directors,
  - c) compensation for travelling expenses in connection with activities under the Statutes shall be paid under valid legislation.
8. The Association may enter into a contract of cooperation with a natural or legal person or persons in order to secure the Association's activities and dealings financially.
9. No person shall be given an advantage in form of expenses contradictory to any of the Association's objectives or in form of an unreasonably high remuneration. Nevertheless, should selfless activities of a member exceed ordinary bounds to a considerable extent, time expenses and material expenses may be refunded in a reasonable manner. If necessary and on the basis of a resolution of the Board of Directors, the Association may establish a professional secretariat, with employees or colleagues entitled to a regular salary or remuneration.

#### IX. Communication and delivery

1. All communication and delivery of any notifications among the Association's members and bodies shall be effected electronically by e-mail in particular.
2. A notification shall be considered delivered on the day an e-mail message is delivered to the server of the message recipient, if delivered to the respective e-mail address as provided in the register of members.
3. E-mail address of Executive Director for notification of changes in the evidence of members is: sekretariat@akubat-asociace.cz, address of the Chairman of the Board of Directors is: president@akubat-asociace.cz. The e-mail addresses of other members of the Board of Directors, administration and professional sections are published and updated on the website of the Association [www.akubat-asociace.cz](http://www.akubat-asociace.cz).
4. In case a notification of excluding a member is delivered, such notification or an appeal against a decision of the Board of Directors must be sent also by registered post. A notification sent by registered post is considered delivered, in case a recipient is not reached at the address as registered by the Association, or if a recipient refuses to



collect the notification without cause, on the tenth day subsequent to the day of sending the notification.

#### X. Termination of the Association's existence

1. The Association's existence shall terminate by voluntary dissolution by virtue of a resolution of the General Meeting.
2. Upon the termination of the Association's existence, the remaining assets shall be transferred to a non-profit organization chosen by the General Meeting, and this non-profit organization must use the assets exclusively for the purposes of at least one of the activities in the sense of Cl. III., para. 2 hereof.

#### XI. Final provision

1. This wording of the Statutes of the Association contains amendments approved by the General Meeting of the Association on the 16<sup>th</sup> of December 2020.