

# **ARTICLES OF ASSOCIATION OF ČESKÁ KOKSÁRENSKÁ SPOLEČNOST, z.s. /registered association/**

## **1. Preamble**

- 1.1.** Česká koksárenská společnost, z.s. (hereinafter only the „Association“) is a self-administered and voluntary association of members, citizens and legal persons pursuing a common interest, which is an association in the meaning of Sec. 214 et seq. of the Act no. 89/2012 Coll., the Civil Code, (hereinafter only the „Civil Code“).
- 1.2.** The Association is a legal person qualified to make legal acts and during its activities it follows the Civil Code and these Articles of Association.

## **2. Name and Registered Office**

- 2.1.** The name of the Association: ČESKÁ KOKSÁRENSKÁ SPOLEČNOST, z.s.
- 2.2.** Registered office of the Association: Rodinná 4, Orlová – Poruba, 735 14

## **3. Purpose and Objective of the Association**

- 3.1.** The Association takes care of the Czech coke production sector, namely about professional development of specialists in the coke production sector, and it supports development of science, research and coke production technology. For such purpose it deals not only with the tradition of the coke production sector but also its appropriate position in the present and also in the future.

## **4. Main Activities of the Association**

- 4.1.** Activities of the Association are focused on attainment of the purpose and objectives described in the Art. 3 hereof, as the common interest of the members of the Association.
- 4.2.** The Association performs its activities and fulfills its objectives and purpose by organizing lectures and discussions of a professional nature, by publishing a magazine, by getting into contact with partner associations in other countries, as well as by adoption of public standpoints to professional problems at its assemblies, by organizing professional events and by other similar activities.
- 4.3.** By its activities the Association strives for permanent development of its professional authority towards central and public authorities so that such authorities would adopt their decisions in respect of the Czech coke production sector in collaboration with the Association.
- 4.4.** The areas of focus of the professional activities:
- a)** coal charge and carbonizing process,
  - b)** chemical production in coke plants,
  - c)** power chemistry of coal and industrial carbon,
  - d)** refractory materials and bricks,
  - e)** power and water management of coke plants,
  - f)** environment and work environment protection,
  - g)** automation and information technologies.

## **5. Membership in the Association**

- 5.1.** Membership in the Association is voluntary.
- 5.2.** Natural or legal persons fulfilling the conditions stipulated for regular membership may become members of the Association.
- 5.3.** The following may become regular members of the Association:
- a)** graduates from universities,
  - b)** graduates from high schools with a five-year long practice in the sector,
  - c)** persons fulfilling the prerequisites for attainment of the purpose and objectives of the Association,
  - d)** legal persons that are able to support attainment of the purpose and objectives of the Association.
- 5.4.** A natural or legal person becomes a regular member of the Association based on a written application form delivered to the address of the Association's registered office, to the Association's secretary office respectively, as of the day, of the Association's Executive Board's decision. Any refusal of membership shall be communicated to the applicant in writing. A legal person's application must be signed by the governing body of the organization, stating at the most 3 members of the organization being authorized to participate in the Association's activities on behalf of the organization.
- 5.5.** Each member shall receive the Association's Articles of Association.
- 5.6.** The membership in the association shall terminate by:
- a)** a written notice of withdrawal of a member from the Association delivery to the Association's Executive Board,
  - b)** exclusion of a member by a decision of the Association's Executive Board should the member fail to fulfill or seriously breach its obligations resulting from the membership or these Articles of Association.
- 5.7.** Pursuant to the provisions of Sec. 242 of the Civil Code, each member of the Association has the right to apply at the Court to decide about invalidity of his/her/its exclusion from the Association.

## **6. Rights and Obligations of Regular Members**

- 6.1.** Rights and obligations of regular members of the Association:
- a)** submit proposals in respect of the focus of the Association,
  - b)** participate in the Association's assemblies and vote therein,
  - c)** propose amendments of the Association's Articles of Association,
  - d)** receive professional materials elaborated by the Association and focused on the member's professional level improvement,
  - e)** be a member of the Association's bodies in accordance with the rules for their creation.
- 6.2.** Obligations of regular members of the Association:
- a)** actively participate in the Association in accordance with the conclusions of the Association's bodies,
  - b)** participate in assemblies and professional events, to which they have been delegated,
  - c)** comply with the Association's Articles of Association,
  - d)** refrain from acts damaging the Association or the interests of the Czech coke production sector, namely by any misuse of knowledge gained from the Association,
  - e)** duly pay membership fees specified in the Art. 14.3,
  - f)** inform the Executive Board on any changes in his/her/its personal data for the purposes of a duly list of members keeping.

## **7. List of Members**

**7.1.** The Association keeps a list of members.

**7.2.** The full list of members is kept electronically by the Executive Board and contains the name and surname, permanent residency address, mailing address respectively, date of birth, contact e-mail, phone no. respectively, data on the membership origin and termination and on membership fees payment. Any entries, deletions and changes in the data kept in the list shall be done by the Executive Board. The full list of members is not public.

## **8. Association Bodies**

**8.1.** The Association's organizational structure comprises of the following bodies:

- a) the Assembly,
- b) the Executive Board led by the President and the Vice-president,
- c) the Auditor of the Association's accounts.

**8.2.** The secretary office managed by the President or an appointed member of the Executive Board secures secretarial, administrative, managerial and organizational activities of the Association.

## **9. Assembly**

**9.1.** The Assembly is the highest body of the Association, it is an assembly of all members of the Association.

**9.2.** A regular Assembly is convened by the Executive Board always not later than by 30 June of the relevant calendar year, and also if the Assembly convening is requested by the President or the Vice-president in writing or at least by 40 members of the Association or if the Executive Board decides about the assembly convening.

**9.3.** Members of the Association shall receive and invitation to the Assembly, together with its agenda, not later than 15 days before its session, in writing or electronically to the contact address specified in the list of members.

**9.4.** The Assembly elects and removes the Executive Board and the Auditor of the Association's accounts. Namely the following belongs into the competency of the Assembly:

- a) review of the Executive Board's decisions about exclusion of a member,
- b) approval of the Articles of Association and their amendments,
- c) negotiation of the proposal for voluntary dissolution of the Association or about the Association's merger with another association,
- d) negotiation of all matters reserved into its powers.

**9.5.** Furthermore the regular Assembly held always by 30 June of the relevant calendar year negotiates and approves:

- a) the Report on activities elaborated by the Executive Board,
- b) the Association's business management (namely its budget for the current calendar year, the report on the business activities for the previous calendar year and the auditor's report on the Association's business for the previous calendar year),
- c) basic directions of activities for the current calendar year,
- d) awarding ČKS annual awards for the previous calendar year.

**9.6.** The Assembly is managed by a member of the Executive Board appointed by the Executive Board.

**9.7.** Minutes drawn by an appointed member of the Association and the minutes

secretary and verified by two minutes verifiers shall be drawn about the meeting of the Assembly.

- 9.8.** The Assembly shall be qualified to adopt decisions if a majority of all members of the Association is present. Decisions of the Assembly are adopted by public voting and shall be adopted if approved by at least a simple majority of all present persons.
- 9.9.** For the decision-making purposes each member shall have one vote, a legal person shall also have one vote, regardless to the number of its present representatives. All votes are of an equal force.
- 9.10.** Each member of the Association or a person having a legal interest worthy of legal protection may, pursuant to Sec. 258 et seq. of the Civil Code, submit to the court a motion for issuance of a decision about the Association's Assembly decision invalidity due to a conflict with the law or the Assembly's Articles of Association.
- 9.11.** The provisions specified in Articles 9.6 to 9.10 hereof for the Assembly shall be equality applicable to regular assemblies.

## **10. Executive Board**

- 10.1.** The Executive Board secures duly performance of all tasks and activities pursuing the purpose of the Assembly in the period in between the Assembly meetings.
- 10.2.** The term in the office of the Executive Board is 3 years.
- 10.3.** The Executive Board has five members and comprises of the President, the Vice-president and other members responsible for professional, representative, organizational and business activities. The Executive Board elects the President and Vice-president from its ranks.
- 10.4.** Members of the Executive Board, whose number has not dropped under one half, may co-opt substitute members until the closest session of the body authorized to elect the members.
- 10.5.** Members of the Executive Board are elected by the Assembly or a regular Assembly.
- 10.6.** A member of the Executive Board may resign by a written notice delivered to the Executive Board or the member may be removed by the Assembly, the regular Assembly respectively.
- 10.7.** The Executive Board is authorized to decide about all matters except for those, reserved into the powers of the Assembly or the regular Assembly (Articles 9.4 and 9.5).
- 10.8.** The Executive Board is obliged to duly keep the list of members pursuant to Sec. 236 of the Civil Code.
- 10.9.** The Executive Board meets at least six times a year, it is convened by the President and an authorized member of the Board draws minutes of each meeting.
- 10.10.** The Executive Board is qualified to adopt resolutions if at least tree members are present. The President decides in case of votes equality.
- 10.11.** The Executive Board may decide by „per rollam“ voting (postal voting). A draft decision for „per rollam“ voting is sent by the President or the Vice-president to the members of the Executive Board. Decisions are adopted on the day, on which the approving standpoint of the last member is delivered, by which the consent of a

simple majority of all members of the Executive Board is achieved. The decision adopted „per rollam“ shall be signed by the President or the Vice-president and it shall be sent to the members of the Executive Board.

**10.12.** The Executive Board assesses its activities always for the period of a calendar year at the regular Assembly in the scope of the Annual Report.

## **11. President and Vice-president**

**11.1.** The President and the Vice-president are the Association's governing bodies.

**11.2.** The President is Ing. Rostislav Kunčický.

**11.3.** The Vice-president is Ing. Karel Deingruber.

**11.4.** The President and the Vice-president represent the Association in all matters towards third parties.

## **12. Auditor of the Assembly's Accounts**

**12.1.** The Auditor of the Assembly's accounts inspects namely compliance with the Assembly's budget, compliance with all rules of business management and the annual book closing. At the regular Assembly it submits its Auditor's Report on the Association's Business Management.

**12.2.** The Auditor's term in the office is 3 years.

**12.3.** The Auditor of the Assembly's Accounts is elected by the Assembly.

## **13. Representation of the Association**

**13.1.** The President or the Vice-president are authorized to act on behalf of the Association. Each of them is authorized to act on behalf of the Association independently. The President and the Vice-president are authorized to sign on behalf of the Association.

## **14. Association's Business Management**

**14.1.** The Association does not conduct any gainful activity and its finances serve exclusively for attainment of the Association's purpose and objectives.

**14.2.** The Association obtains finances from contributions of its members, potentially from other financial resources, all in accordance with generally applicable legal regulations.

**14.3.** Annual membership fees of regular members amount to:

- a) CZK 200,- for natural persons,
- b) CZK 50,- for natural persons -retired,
- c) CZK 40,000.- for legal persons with registered office in the Czech Republic, with subject of business: production of coal, coke, coke-chemical products,
- d) CZK 10,000.- for other legal persons not fulfilling the conditions of the letter c),
- e) EUR 50 EUR for foreign natural persons,
- f) EUR 550 EUR for foreign legal persons.

**14.4.** Any of the members of the Association is authorized to pay a membership fee exceeding the amount stipulated in the Art. 14.3.

**14.5.** Membership fees shall be paid always by 31 March of the relevant calendar year.

- 14.6.** Finances shall be managed in accordance with the annual budget and the generally applicable rules for a single-entry accounting in accordance with the generally applicable legal regulations, namely the Accounting Act.
- 14.7.** The business management in the period of a calendar year shall be closed by the annual book closing.
- 14.8.** The business results are communicated to the members at the regular meeting, by the Audit Report on the Association's business management.
- 14.9.** The Association's governing body is responsible for the Association's business management.

**15. Dissolution and Liquidation of the Association**

- 15.1.** The Assembly decides about voluntary dissolution of the Association. The Executive Board is obliged to propose to the Association a voluntary dissolution, should the number of its members drop under 40.
- 15.2.** The property settlement at the Association termination shall be done in accordance with the provisions of Sec. 269 et seq. of the Civil Code, whereat at the Association's termination by voluntary dissolution or merger with another association, the settlement shall be done by the Auditor of the Association's accounts according to the rules adopted by the Assembly, the Executive Board respectively, should the Assembly not be qualified to adopt resolutions.

**16. Final Provisions**

- 16.1.** This wording of the Articles of Association has been approved by the Assembly on 10 June 2015, whose meeting has been confirmed by the Minutes of 10 June 2015.

Effectiveness as of 10 June 2015

Ing. Rostislav Kunčický .....

Ing. Karel Deingruber .....