

ELPIDA

ARTICLES OF ASSOCIATION of a Civil Association

The **ELPIDA** civil society is an association of volunteers, lecturers, artists, art lovers and supporters that strives to develop, pursue and disseminate positive human and artistic values and aims to seek, draw attention to and support versatile artistic talents, creative and artistic work and artistic crafts, and to organise accompanying supportive and educational activities in the spirit of such values.

The Association was founded under the Act No. 83/1990 Coll. concerning associations of citizens as amended.

Article I Basic Provisions

- (1) Name of the association **ELPIDA** (hereinafter referred to only as the "Association")
- (2) Seat of the Association: Uhliská 38, 935 05 Pukanec.
- (3) The Association is a voluntary, open, sovereign, independent, non-profit and apolitical organisation with legal personality.
- (4) The Association can associate with similar organisations into higher forms of associations and enter into contractual relationships with such organisations or it can be divided to smaller organisational units.

Article II Objectives and Activities of the Association

- (1) Objectives of the Association are:
 - a. Support for education, national and international cooperation and for socially weak and other selected groups from profits earned by the Association
 - b. Spreading of artistic and cultural awareness and positive human, artistic and national values nationally and internationally
 - c. Support for art, artists and artistic activities in accordance with philosophy of the Association
 - d. Support for entrepreneurship, innovative solutions, products and services
- (2) The Association pursues its objectives by:
 - a. Searching, associating, supporting and developing artistic talents and artists interested in working or cooperating in line with the Association's philosophy
 - b. Disseminating of shared positive values by various means and methods (for example by publishing and media activities)
 - c. Informative, analytical, advisory, consultancy, lecturing, expert, mediation, organisational, publishing and media activities
 - d. Creating and organising opportunities and events to promote objectives of the Association both nationally and internationally
 - e. Arranging for financial support and funds needed to operate the Association by applying for investigation of grant tasks announced by other Slovak, foreign and international organisations and institutions.
 - f. Ensuring and organising additional services for members of the Association (website, network of contacts, national and international cooperation, logistics network, advisory and marketing services to support sale of works of art etc.).

Article III Membership in the Association

- (1) A member of the Association can be any natural or legal entity that is interested in becoming involved in activities pursued by the Association, agrees with its Articles, internal regulations and philosophy of the Association.
- (2) Membership in the Association is established upon member's admission based on a written application for membership. Admission decisions are undertaken by the Presidency which shall issue a relevant confirmation of the membership signed by a member of the Presidency.
- (3) Membership is not limited by citizenship.
- (4) The Association has the following types of members: **founding, ordinary and honorary.**
- (5) Membership in the Association shall cease upon:
 - a. Resignation
 - b. Exclusion due to a failure to comply with fundamental duties of a member or on any other serious grounds or a fault inconsistent with the membership in the Association. A decision on exclusion shall be taken by the Association Presidency. The membership is defunct upon decision of the Presidency on the exclusion.

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- c. Death of a member or extinction of a legal entity
- d. Extinction of the Association

Article IV Rights and Duties of Members of the Association

Ordinary Membership

- (1) A due member of the Association has the right:
 - a. To be involved in activities of the Association,
 - b. To vote members of the control body of the Association
 - c. To forward motions and complaints to bodies of the Association and to request their opinion
 - d. To be informed about activities and decisions taken by bodies of the Association
- (2) An ordinary member of the Association has the duty:
 - a. To follow the Articles and internal regulations of the Association
 - b. To be aware of and comply with decisions of bodies of the Association
 - c. To help bodies of the Association in pursuit of its objectives and to be proactively involved in work of the Association in line with member's conscience, scope of their abilities or in line with their authorisation
 - d. To pay membership fees and other approved contributions in time
 - e. To protect and improve assets of the Association

Honorary Membership

- (3) Honorary membership can be granted to persons who contributed significantly to pursuit of objectives and tasks of the Association. A decision on granting honorary membership shall be taken by the Association Presidency.
- (4) No rights and duties arise from the honorary membership.

Article V Bodies of the Association

The bodies of the Association are:

- I. General Assembly
- II. Association Presidency
- III Statutory body
- IV Control and Review Board

I. General Assembly

- (1) General Assembly is the top body of the Association that meets at regular sessions summoned by the Presidency from time to time, however, at least once a year.
- (2) The duty to call the general assembly arises when it is requested by at least one third of ordinary members of the Association.
- (3) Sessions of the general assembly are conducted by a member of the Presidency.
- (4) A general assembly reaches its quorum when it is attended by at least one half of ordinary members of the Association, otherwise the session is suspended. If the next general assembly is not attended by more than one half of members, the assembly shall reach its quorum with the given number of attending members. Other members shall be notified in writing about results of the session.
- (5) The general assembly takes decisions by more than one half of votes of attending ordinary members.
- (6) Presidency members have the power of veto in voting.
- (7) A motion is approved by a majority of attending ordinary members of the Association and not vetoed by a Presidency member.
- (8) At general assembly sessions, the Presidency:
 - a. Submits reports on activities and administration of the Association in the preceding period
 - b Submits draft budget for the following period
 - c. Informs the members about significant decisions taken by the Presidency at the time between general assembly sessions
 - d. Submits Schedule of Association activities for the following period and suggests allocation of tasks and competencies

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- (9) The general assembly:
- Comments on important issues concerning activities of the Association
 - Submits motions and comments
 - Appoints and recalls members of the Control and Review Board
 - Approves the Schedule of Association activities, budget and report on activities and administration of the Association
 - Takes decisions based on Presidency's proposal to unite with another association

II. Association Presidency

- The Presidency of the Association is a managing and executive body of the Association
- The Presidency of the Association is composed of the founding members in accordance with applicable registration by the Slovak Ministry of the Interior, together with co-opted members of the Association.
- The Presidency of the Association meets from time to time. Meetings and sessions can be summoned by any member of the Presidency.
- The Presidency acts and makes decision on the basis of consent of all its members, unless specified otherwise in these Articles or internal regulations. Members of the Presidency take joint decisions in particular in matter specified in this Article, clause II(6)(a)(f)(g).
- The Presidency of the Association shall elect its president and vice-presidents.
- The Association Presidency:
 - Sets forth and adopts the Articles and internal regulations of the Association
 - Summons general assembly sessions and drafts the agenda
 - Drafts the schedule of activities and the report on activities of the Association
 - Drafts the budget and the report on administration of the Association
 - Takes decisions about membership in the Association
 - Takes decisions about cancellation of the Association and appoints a liquidator
 - Takes decisions about significant changes in objectives and aims of the Association, name of the Association and fashion of behaviour and presentation of the Association
- The Presidency establishes work commissions, administrative and other units and branches of the Association or appoints individuals to perform tasks and decisions in order to manage activities of the Association.
- The Presidency regularly reports to other members of the Association on results of its activities and informs them about important decisions, changes and planned activities at regular meetings or by appropriate mean of communication and notification.

III. Statutory body

- The statutory body of the Association is the president and the first vice-president, if any.
- The statutory clerks represent the Association before third entities and sign contracts up to SKK 100,000 (EUR 3,000) on behalf of the Association – each of them independently, whereas they are liable for their individual actions on behalf of the Association to other Association members. Contracts and commitments that exceed SKK 100,000 (EUR 3,000) require signature of both statutory clerks (if there is a single statutory clerk, they shall be solely liable for commitments).

IV. Control and Review Board

- The Control and Review Board is a control body to be elected and recalled by the general assembly and it reports to the general assembly.
- The membership in the Board cannot be combined with the membership in the managing and executive body of the Association.
- The Board consists of at least one reviewer, who:
 - inspects administration and observance of the Articles and internal regulations of the Association
 - Notifies the Presidency about any defects and suggests proposals to eliminate them
 - Drafts a review report and submits it to the general assembly.

Article VI Principles of Administration

- The Association can own and administer movable and immovable property. The Association can use state-owned and/or private property based on contractual relationships.
- The Association rents, borrows or acquires facilities or premises of other organizations or institutions in order to pursue its objectives and activities.
- The source of income for the Association is:

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- a. Membership fees and other fees set out by internal rules
 - b. Gifts, contributions, subsidies and grants from Slovak and foreign natural and legal entities and from national and international institutions
 - c. Revenues from assets of the Association of the Association
 - d. Income from own business and activities undertaken by the Association
 - e. Other revenues
- (4) The Association enters into cooperation agreements from time to time with other civil associations and institutions as well as into contracts of work with natural and legal entities.
- (5) Members of Association bodies shall be entitled at least to compensation of expenses incurred from fulfilment of their tasks or their position, as well as to a reward for their effort based on written authorisations or mandate agreements.
- (6) In Accordance with Article II thereof, funds of the Association can be used in particular to:
- a. Cover material costs related to regular activities of the Association
 - b. Enhance and upgrade technical level, educational and artistic activities
 - c. Enhance material and technical equipment of elementary and secondary schools and other institutions
 - d. Support selected target groups or people
 - e. For accompanying and presentation activities organised by the Association.
- (7) The managing and executive body of the Association is responsible for administration of the Association. The administration is conducted in accordance with internal regulations and approved budget and it is supervised by the Control and Review Board.

Article VII Protection of Association's Reputation

- (1) The reputation of the Association cannot be used or misused by individuals for their personal benefit or enrichment or for any other purpose.
- (2) An individual member cannot represent the Association without a written permit from the Presidency signed by at least one statutory clerk of the Association.
- (3) Any misuse of the Association's reputation can be a reason for exclusion from the Association.

Article VIII Final Provisions

- (1) The Association is founded on the date of its registration by the Slovak Ministry of the Interior.
- (2) The present Articles of Association replace the Articles of Association dated 28 November 2005 registered by the Slovak Ministry of the Interior under file No. VVS/1-900/90- 26666, upon which they come into effect on the date they are approved by the general assembly of the Association held on 18 March 2007 at Uhliská.
- (3) The Articles of Association have been made in 2 counterparts of which each counterpart is valid as the original copy. One copy is intended for registration, the other copy for the Association.
- (4) Any matters not regulated by these Articles of Association or internal regulations of the Association shall be governed by generally binding regulations of the Slovak Ministry of Education or the Slovak Ministry of the Interior.