

ARTICLES OF THE CZECH IRISH BUSINESS AND CULTURAL ASSOCIATION (CIBCA)

NAME

1. The Name of the Association is (the) “**Czech Irish Business and Cultural Association**” (“CIBCA” or “the Association”). The Association is registered in the Companies Register maintained by the City Court of Prague under file number L 6824, and business ID 629 41 488.

PLACE OF BUSINESS

2. The seat of the Association is “Tržiště 366/13, 118 00 Praha 1, Czech Republic.

OBJECTIVES

3. Its objectives are:
 - a. To provide a forum in the Czech Republic for individuals and companies with interest in Ireland/Czech Republic commercial relations to enable them to meet, discuss and exchange ideas and information on an informal basis.
 - b. To promote the development of commerce and cultural exchange between Ireland and the Czech Republic.
 - c. To promote and organise any scheme of assistance or any scheme for raising and dispensing funds for charitable, educational or benevolent purposes among Members and other persons.

MEMBERSHIP

4. Membership is open to persons interested in promoting Irish/Czech Republic relations both commercially and culturally.
5. Paid-up members of the Association will have the right to vote and to hold office.
6. Applications for membership are made to the Committee. Should a membership application not be accepted and the applicant shall be notified of the decision in writing.
The Articles in their complete form are stored at the seat of the Association, and also published on the Association website.

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ENTRANCE FEES, SUBSCRIPTIONS AND OTHER DUES RIGHTS AND OBLIGATIONS OF MEMBERS

7. Annual subscriptions are payable by members. The annual subscription will be set by the Committee. Membership of the Association will last for one year from the date of payment of subscription. No refund of fees will be made to any person leaving the Association.

Membership entitlements are as follows:

- a. Individual membership entitles one (1) member to attend Association functions, attend General Meetings and exercise one vote at such meetings.
 - b. Family membership entitles two (2) adults and their of-age children to attend Association functions, attend General Meetings and exercise two votes at such meetings.
 - c. Corporate membership entitles three (3) people to attend Association functions, attend General Meetings and exercise three votes at such meetings.
 - d. The Irish Government organization Enterprise Ireland is a corporate member of CIBCA. The director of Enterprise Ireland in Prague is entitled to fill the role of Honorary Secretary of the Association with a delegated employee of Enterprise Ireland in Prague. If the director exercises this option and the function of Honorary Secretary is filled by an Enterprise Ireland employee, only four Committee Members will be elected. If the director of Enterprise Ireland in Prague does not use this option, five Committee Members will be elected.
 - e. Honorary Membership of the Association can be granted by the Committee to persons or to organisations who have been outstanding in their support of the Association over a long period.
 - f. All Members of the Association are entitled to benefit from concessions granted to Members, including reductions in admission fees and/or free admission.
8. Members and other interested parties are entitled to donate sums of money to the Association in order to sponsor individual events organised by the Association or to assist the Association in the fulfilment of its objectives.

SUPREME AUTHORITY

9. The supreme authority of the Association is vested in a General Meeting of the Members.

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10. An Annual General Meeting shall be held each year within fifteen (15) months of the previous Annual General Meeting. At other times a General Meeting may be called by the Committee on the request in writing of ten (10) or more Members and may be called at any time by order of the Committee.
11. A majority of all voting rights of the Association present at a General Meeting (either in person or by valid Proxy) shall form a quorum. Motions are decided by a majority of votes cast at the Meeting. Each Member has one vote (with the exception of those referred to in Articles 7.b. and 7.c.).
12. a. At least two weeks' (14 days) notice will be given of an Annual General Meeting and at least ten (10) days notice of any other General Meeting on the Association's website and further communicated by email to current Members. Such notices will contain the agenda, date, time, and place of the Meeting. The following items will be considered at the Annual General Meeting:
 - i. The Annual Report of the Committee;
 - ii. The previous Financial Year's accounts; accounts up to the AGM;
 - iii. Election of New Committee;
 - iv. Any Other Business.

The General Meeting is responsible for determining the main focus of the Association's activities, deciding on changes to the Articles, approving the Association's financial results, evaluating the activities of other Association bodies and their members, and deciding on eventual dissolution of the Association or its transformation.

- b. Any Member who wishes to place an item on the agenda of a General Meeting may do so by informing the Honorary Secretary at least one week before the Meeting is due to be held. The Honorary Secretary shall inform the Members of any motion so proposed by emailing the Members at least 2 days before the General Meeting.

STATUTORY AUTHORITY

13. The management and administration of the Association shall be entrusted to a Committee elected at each Annual General Meeting. The Committee, so elected, shall appoint a President from amongst its Members. The Association is represented in all matters by the President.
14. Any paid-up member of the Association as at the date of the Notice of The Annual General Meeting may apply to become a Committee Member for the forthcoming year.
 - a. All paid-up Members seeking a post on the Committee shall submit their name to the Honorary Secretary at least one week prior to the Annual General Meeting.
 - b. The Members of the Association shall hold a secret ballot to select a maximum of 5 individuals of their choice to take up posts on the Committee. The number of Committee Members may be impacted by paragraph 7.d. of the Articles.

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- c. Members of the Association who are unable to attend General Meetings are entitled to grant a Proxy Vote enabling another Member of the Association to exercise their Vote on their behalf. Completed Proxy Forms must be delivered to the Hon. Secretary at least 24 hours before the start of the General Meeting in order to ensure their validity. Delivery is to be performed by sending a scan of the signed Proxy Form by email at least 24 hours in advance of the General Meeting. Proxy Votes have equal value for the purposes of election of Committee Members and all other motions at General Meetings, provided they are properly drawn up, lodged with the Honorary Secretary in good time and exercised at that General Meeting by the person named thereon.
- d. In accordance with paragraph 13, the elected Committee Members shall select a President from the elected Committee of five who volunteer to stand for the post of President of the Association.
- e. The elected Committee shall, during the AGM decide on their respective roles, at minimum:
- A President
 - A Vice-President
 - An Honorary Secretary (see paragraph 7.d.)
 - A Treasurer
- subject to each person's willingness to assume responsibility for the position proposed.
- f. Members will be notified of the appointed posts within 2 weeks following the first Committee Meeting.
- g. The Committee is empowered to co-opt additional Committee Members (known as "Co-opted Committee Members") at any time during the Committee Elected Year depending on the workload and range of objectives to be achieved. The Committee must have a recorded majority vote among the five elected Committee Members to approve each individual Member co-opted. The Committee will notify the Members of the names of Co-opted Committee Members within a week of the vote. As elected Committee Members must, at all times, constitute a majority on the Committee, the number of Co-opted Members cannot be greater than three.
- h. In the event an elected Committee Member is unable to participate appropriately during the Committee Elected Year, the elected Member can either resign, be dismissed or replaced with the Committee's agreement by majority vote of the elected Committee Members.. The Committee will notify the Members of any changes to the Committee within 2 weeks of any such vote.

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- i. The Elected Committee Members have the right to dismiss a Committee Member from the Committee, if in the opinion of a majority of the elected Committee Members, the presence of that particular Committee Member is detrimental to the interests and/or reputation of the Association. A Committee Member under threat of dismissal from the committee under this section does not have the right to call or call with others, an extraordinary General Meeting, for the purpose of blocking a move to dismiss him/her by the elected Committee Members.
15. Resolutions are passed and voting outcomes shall be decided by a simple majority of the votes cast, including Proxy Votes. In the case of a tied vote, the vote of the President or - in his/her absence - the vote of the Vice-President shall decide the issue.
16. A Committee Meeting shall be held at least once a quarter after seven (7) day's notice to Committee Members. The President may call a Committee Meeting at any time by giving 3 days' notice. At least one half of the Committee Members must be present for its proceedings to be valid. Minutes must be taken at each Committee Meeting and circulated to each Committee Member.
17. The duty of the Committee is to organise and supervise the daily activities of the Association. The Committee may not act contrary to the expressed wishes of the General Meeting without prior reference to it and always remains subordinate to the General Meeting.
18. The Committee has power to authorise the expenditure of all sums of money incurred for the Association's purposes from the Association's funds.
19. The Committee is empowered to establish sub-committees in order to deal with specific tasks which the Committee feels are desirable in order to fulfil its objectives. The chairperson of each sub-committee will be a Committee Member and will report on its activities to the Committee.
20. The Committee Elected Year is the period from one Annual General Meeting to the next year's Annual General Meeting.

DUTIES OF OFFICE-BEARERS

21. The duties of the office-bearers are as follows:
 - a. The President shall act as Chairman at all General and Committee Meetings. He/she shall also represent the Association in its dealing with outside persons.
 - b. The Vice-president shall assist the President and deputise for him/her in his/her absence.

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- c. The Honorary Secretary shall keep all records - except financial - of the Association and shall be responsible for their correctness. He/she will keep minutes of all General and Committee meetings. He/she shall maintain an up-to-date Register of Members at all times.
 - d. The Treasurer shall keep all funds and collect and disburse all monies on behalf of the Association and shall keep an account of all monetary transactions and shall be responsible for their correctness. Authorisations for withdrawals from the bank account(s) will be authorised by the President or the Vice-President or the Honorary Secretary in addition to the Treasurer.
 - e. Ordinary Committee Members shall fully engage in all discussion and decision making of the Committee and perform any specific duties assigned by the Committee from time to time.
 - f. Members of the Committee shall exercise their authority with due care and not disclose confidential information and facts to third parties, if such disclosure might be detrimental to the Association. A Member of the Committee shall also be obliged to keep the duty of confidentiality after his/her office has expired.
 - g. In particular the following duties fall within the obligation to act with due care:-
 - 1. To participate in the activities of the Committee actively and with professional knowledge of the issues involved;
 - 2. In respect of any potential conflicts of interest of the Association with interests that affect an individual member of the Committee, whether directly or indirectly, are identified and revealed during decision-making of the Committee. Any such member shall abstain from voting on the issue and shall not participate during the relevant part of the Committee Meeting. Each Committee Member shall disclose all such situations at the next Annual General Meeting of the Association.
 - h. All Committee Members are expected to adhere to appropriate standards of due care, loyalty, good faith and the avoidance of conflict of interest. In particular, Members of the Committee are expected, at all times, to conduct themselves in a manner to ensure that the reputation of the Association is not damaged or brought into disrepute.
22. In the event of a dispute arising between Committee Members, relating to conflicts of interest or other matters which affect the functioning of the Committee, at least one half of the Committee Members may request the President to initiate Dispute Resolution process which shall be applied as follows:
- either party to the dispute or any individual Committee Member may suggest an independent Mediator.

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- Within five days of receipt of a request for Mediation, The President will appoint a Mediator, either from the list of those suggested, or from the President's own choosing, who will fully investigate the issues, interview all the relevant people and keep minutes of his/her meetings. If the President is party to the dispute, The Mediator will be chosen by the Vice-President acting alone.
- The Mediator will present his/her findings to the next Committee Meeting and the Committee will, in good faith, and with the help of the Mediator help to resolve the dispute.

If the issue is not resolved at the Mediated Committee Meeting, the outstanding issues will be re-examined by the Committee and the Mediator at the next Committee Meeting. If the dispute is not resolved after two Mediated Committee Meetings, the matters at issue will be decided by vote of the majority of the elected Committee Members in a manner which ensures that a conclusion is reached in respect of the matters at issue. The parties to the conflict shall not be involved in either the formulation of Resolutions aimed at resolving the dispute nor shall they be entitled to vote on such Resolutions.

Mediators and Committee Members are obliged to keep all dealings relating the Dispute Management confidential.

FINANCIAL RECORDS AND FINANCIAL YEAR

23. Financial records

- a. The Treasurer and the Committee shall ensure that the Association financial records are available for inspection on request to any member. The annual tax filings will be reviewed in addition by an external qualified accountant.
- b. By agreement with the Financial Office, The Financial Year runs annually from 1st May to 30th April of the following year.

AMENDMENTS TO RULES

- 24. No alteration of or addition/deletion to these rules shall be made except at a General Meeting, and they shall come into immediate effect following the approval of the General Meeting. The approved Articles will be forwarded for notification within 15 days of approval to the Public Register.
- 25. In the event of any question or matter arising out of any point, which is not expressly provided for in the Articles of CIBCA and are not governed by the Civil Code or other relevant effective laws, the Committee shall have power to use their own discretion. The decision of the Committee shall be final unless it is reversed at a General Meeting of Members.

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DISSOLUTION

26.

- a. The Association shall not be dissolved, except with the consent of not less than 3/5 of the Members of the Association for the time being resident in the Czech Republic expressed, either in person or by proxy, at a General Meeting convened for the purpose.

- b. In the event of the Association being dissolved as provided above, all debts and liabilities legally incurred on behalf of the Association shall be fully discharged, and the remaining funds will be donated to an approved charity or charities in the Czech Republic. The Committee shall select such beneficiaries.

Approved by the Annual General Meeting

on November 7, 2023

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President
Czech Irish Business and Cultural Association

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Honorary Secretary
Czech Irish Business and Cultural Association