

**ARTICLES OF ASSOCIATION**  
OF THE BRITISH CHAMBER OF COMMERCE IN THE CZECH REPUBLIC

**1.**

**Foundation, Name and Location of the Chamber**

- 1.1 The British Chamber of Commerce in the Czech Republic (“the Chamber”) is founded, for an indefinite period of time, in accordance with the provisions of Section 49(2) of Law No. 42/1980 on Foreign Economic Relations, as amended.
- 1.2 The name of the Chamber shall be:
- in Czech: Britská obchodní komora v České republice; and  
in English: The British Chamber of Commerce in the Czech Republic.
- 1.3 The registered office of the Chamber shall be at Na Florenci 2116/15, Praha 1, 110 00.

**2.**

**Form of Chamber**

- 2.1 The Chamber is a Czech legal entity, which affiliates legal entities and individual persons that are interested in developing economic and commercial relations between the Czech Republic and the United Kingdom of Great Britain and Northern Ireland (the “United Kingdom”).
- 2.2 The Chamber is not established for the purpose of carrying on business.

**3.**

**Objects**

- 3.1 The objectives for which the Chamber is established are:
- (a) To foster the development of and encourage and promote all commercial, industrial, tourist and cultural relations between the Czech Republic and the United Kingdom.
  - (b) To assist members and other legal entities or individual persons in establishing and developing trading relations between the United Kingdom and the Czech Republic and to facilitate by all lawful means commercial exchange between the two countries.
  - (c) To undertake all such other lawful actions approved by the Board of Directors as are incidental or conducive to the attainment of the above purposes and to the extension or maintenance of British-Czech trade.

- 3.2 The objectives of the Chamber shall not extend to the internal regulations of, or relations between, workers and employers, or organisations of workers and organisations of Member employers.

#### 4.

##### Membership

- 4.1 All persons, companies, associations, organisations and partnerships whose membership the Board of Directors shall consider advantageous to the furtherance of trade between the Czech Republic and the United Kingdom or to the objectives of the Chamber shall be eligible for membership of the Chamber.

- 4.2 The number of Members of the Chamber shall be unlimited.

- 4.3 Membership shall be divided into the following classes:

(a) Corporate Member

Any corporation which pays a subscription determined by the Board of Directors and is accepted as a Member by the Executive Committee shall be a Corporate Member. The rights of a Corporate Member shall be determined by the Board of Directors; however, a Corporate Member shall always have the right to attend and vote at General and Special Meetings of the Chamber. In determining subscription rates for Corporate Members, the Board of Directors may stipulate different rates of subscription for different categories of Corporate Member.

(b) Individual Member

A non-corporate person who pays a reduced subscription fee determined by the Board of Directors and is accepted as a Member by the Boards of Directors shall be an Individual Member. Individual membership shall be open to individuals who are unable to qualify as Corporate Members. This applies to: persons whose corporation is already represented as a Corporate Member; executives of Governmental, EU, UN, or World Bank entities which are not members or unable to be members; and executives of non-commercial entities such as charities and educational establishments. The rights of an Individual Member shall be determined by the Board of Directors; however, an Individual Member shall have the right to attend and vote at General and Special Meetings of the Chamber. Unless the Board of Directors decides otherwise, individual membership is not open to individuals working for an entity that could qualify as a Corporate Member but has not become a Corporate Member.

(c) Honorary Member

The Board of Directors may admit to Honorary Membership of the Chamber persons distinguished in statesmanship, diplomacy, commerce, industry or finance who shall not be deemed Members within the provisions of these Articles of Association of the

Chamber. Honorary Members shall not be entitled to hold elective office in the Chamber, nor shall they have any right to vote at the General Meeting of the Chamber.

4.4 All applications for Membership of the Chamber shall be in writing and shall be submitted to the Managing Director or to the Board of Directors. At its next meeting the majority of the Board of Directors members then present may or may not admit the candidate as a member. All such applications shall comply with the provisions of any by-laws or regulations from time to time prescribed by the Board of Directors relating to the application or to Membership. Every applicant shall agree in his/her/its application to be bound, if admitted, by the Articles of Association and by any by-laws or other regulations for the time being in force. Admission by the Board of Directors (together with payment of the applicable subscription) shall constitute the attaining of Membership.

4.5 Subscriptions shall be payable in advance for a specific period of Membership and shall be of such amount or amounts as may from time to time be fixed by the Board of Directors for the period in question.

4.6 No Member shall be entitled, so long as any subscription payable by him/her/it remains unpaid, to exercise any of the privileges of Membership.

4.7 Expulsion

A Member may be expelled by a resolution of the Board of Directors but has the right to appeal against such decision. Such appeal shall be heard at the next Annual General Meeting or Special Meeting (whichever is the earlier), and the decision taken thereat shall be final and binding.

4.8 Resignation

A Member may resign upon giving written notice to the Managing Director or Executive Committee not less than thirty days before the expiry of the period in respect of which he/she/it has paid a subscription. Notices received less than thirty days before the expiry of such period shall not relieve a member of his/her/its obligation to pay his/her/its subscription for the next year unless the Board of Directors decides otherwise.

4.9 Cessation of Membership

A Member shall automatically cease such Member's Membership of the Chamber:

- (a) if his/her/its subscription or any other fees due to the Chamber are in arrears for a period exceeding two months;
- (b) if an adjudication in bankruptcy is made against him/her or his/her firm, or he/she/it suspends payment or compounds with his/her/its creditors, or if a member corporation goes into voluntary or compulsory liquidation or is otherwise unable to pay its debts;

(c) if, being an Individual Member, he/she is proclaimed of unsound mind.

4.10 Any person ceasing to be a Member of the Chamber for any reason shall nevertheless remain liable to pay all annual subscriptions and other sums payable by him/her/it to the Chamber at the date of his/her/its ceasing to be a Member.

## 5.

### Chamber Finances

5.1 The Chamber's activities shall be financed from: Members' subscriptions; payments for services provided by the Chamber to its Members and third parties; gifts; and special grants.

5.2 Annual Subscription Fee

The annual subscription fee payable by Members and the date or dates on which it shall be paid shall be determined by the Board of Directors from time to time. The annual subscription fee shall be non-refundable.

5.3 Dues in Arrears

A Member whose annual subscription fee is in arrears shall not be entitled to vote on any question, and should his/her/its annual subscription fee remain unpaid two months after falling due all privileges of Membership shall be forfeited, and his/her/its name may be posted in the arrears list in the office of the Chamber. However the arrears shall remain a debt due to and recoverable by the Chamber. The Fiscal Year of the Chamber shall be from 1 January to 31 December (both dates inclusive).

## 6.

### Liability

The Chamber's liability is limited to its assets. Members of the Chamber shall not be liable for any of the Chamber's obligations.

## 7.

### Organisational Structure of the Chamber

7.1.1 Board of Directors

a) The business of the Chamber shall be managed by a Board of Directors. The number of elected members of the Board of Directors ("Elected Board Members") shall be nine (9) and not less than five (5).

(b) If the number of Elected Board Members is below nine (9) then the Board of Directors may co-opt additional Board Members (Co-opted Board Members), provided that the total number of Elected and Co-opted Board Members may not exceed nine (9) provided that there is always a majority of elected Board Members constituting the Board. A Co-opted Board Member must be elected from Member

Representatives, as defined in Article 7.3 (c), by Board Members by majority vote, provided that a Chairman (or in the Chairman's absence the Vice-Chairman in rank order) has the casting vote. A Co-opted Board Member may continue in office until the next General Meeting of the Chamber.

- (c) If the number of Elected and Co-opted Board Members falls below five (5), the remaining Elected and Co-opted Board members shall at a meeting convened as soon as practicable for such purpose fill the vacancy or vacancies so as to bring the number of Elected and Co-opted Board Members up to five (5), provided that there remains a majority of elected Board Members. In the event that the minimum of five cannot be met with a majority of elected members, the board shall call a Special General Meeting to appoint sufficient elected members.

## 7.2 Membership of the Board of Directors

The Board of Directors shall consist of:

- (a) the Honorary Chairman and the Honorary Vice Chairman;
- (b) the Elected Board Members;
- (c) any Co-opted Board Members

## 7.3 Elected Board Members and Honorary Board Members

- (a) The Elected Board Members shall be elected (or re-elected as the case may be) from Member Representatives (as defined in Article 7.3 (c)) at an Annual General Meeting. Nominations of candidates for membership of the Board of Directors must be received by the Managing Director at least fifteen (15) days prior to the election of the Board of Directors at the Annual General Meeting. The Managing Director shall check the nominations for correctness, eligibility and compliance with these Articles of Association. The Board of Directors will specify at least thirty (30) days before the Annual General Meeting any information which it reasonably requires candidates to provide.
- (b) Candidates receiving the highest number of votes at the Annual General Meeting shall be elected. If two or more candidates receive the same number of votes in a situation where, if all such candidates were elected the number of Elected Board Members would exceed nine, the Chairman (or in his/her absence, the Vice-Chairman in rank order) shall determine which such candidates shall be elected.
- (c) The term "Member Representative" means either an Individual Member of the Chamber or the representative of a Corporate Member.
- (d) At the Annual General Meeting all Elected Board Members who have served as Elected Board Members for the Term shall retire from office. "Term" shall mean the period between the Annual General Meeting at which the Elected Board Member

was elected (or re-elected as the case may be) and the third Annual General Meeting following such Annual General Meeting.

(e) Elected Board Members retiring under the provisions of Article 7.3 (d) may be re-elected for further Terms by the relevant Annual General Meeting.

(f) The Chairman, two Vice-Chairmen (in rank order) and the Treasurer shall be elected and dismissed by the Board of Directors from amongst the members thereof.

(g) The Honorary Chairman

The Honorary Chairman shall be current HM Ambassador of the United Kingdom to the Czech Republic. The Honorary Chairman has no voting rights at meetings of the Board of Directors.

(h) The Honorary Vice-Chairman

The Honorary Vice-Chairman shall be the current Commercial Attaché of the British Embassy in the Czech Republic. The Honorary Vice-Chairman has no voting rights at meetings of the Board of Directors.

(i) The Elected Chairman

The Elected Board Members shall elect from among their own number a Chairman who, in accordance with Article 4.3(c), cannot be an Honorary Member (the "Chairman"). The Chairman shall remain in office until the first meeting of the Board of Directors after the first Annual General Meeting following his/her election.

The Board of Directors may re-elect the same individual as Vice-Chairman for as many terms as it thinks fit.

(j) The Elected First Vice-Chairman

The Elected Board Members shall elect from their own number a First Vice Chairman, who under Article 4.3(c) cannot be an Honorary Member (the "First Vice-Chairman"). The First Vice-Chairman shall remain in office until the first meeting of the Board of Directors after the first Annual General Meeting following his/her election.

The First Vice-Chairman shall preside at meetings of the Board of Directors in the absence of the Chairman and shall have the same powers, authority and duties as the Chairman.

The Board of Directors may re-elect the same individual as Vice-Chairman for as many terms as it thinks fit.

(k) The Elected Second Vice-Chairman

The Elected Board Members shall elect from their own number a Second Vice Chairman, who according to Article 4.3.(c) cannot be an Honorary Member (the “Second Vice-Chairman”). The Second Vice-Chairman shall remain in office until the first meeting of the Board of Directors after the first Annual General Meeting following his/her election.

The Second Vice-Chairman shall preside at meetings of the Board of Directors in the absence of the Chairman and First Vice-Chairman and shall have the same powers, authority and duties as the Chairman.

The Board of Directors may re-elect the same individual as Second Vice-Chairman for as many terms as it thinks fit.

(l) Treasurer

The Elected Board Members shall elect from their own number a Treasurer who, under Article 4.3(c) cannot be an Honorary Member (the “Treasurer”). The Treasurer shall remain in office until the first meeting of the Board of Directors after the second Annual General Meeting after his/her election. The Board of Directors may re-elect the same individual as Treasurer for as many terms as it thinks fit.

The Treasurer shall keep true accounts of the sums of money received and expended by the Chamber, and of the assets and liabilities thereof. The accounts of the Chamber shall be prepared by the Treasurer in accordance with Czech law. Such accounts shall be audited by the auditors appointed by the Board of Directors.

Receipts for money payable to the Chamber shall be signed by the Treasurer or any other person appointed by the Board of Directors, and such receipts shall be deemed to be valid.

Cheques and payment orders in respect of monies payable by the Chamber shall be signed by the Treasurer or any other person authorised by the Board of Directors to sign cheques or payment orders (the “Authorised Signatory”). The Board of Directors may instruct the Treasurer and Authorised Signatories that any payments of sums over a specified amount shall require the signatures of the Treasurer and an Authorised Signatory, or of two Authorised Signatories.

The Treasurer shall, unless the Board of Directors otherwise directs, keep accounts, collect the subscriptions of Members and all other dues and revenues of the Chamber.

The Treasurer shall present semi-annual financial reports to the Board of Directors. At the Annual General Meeting the Treasurer shall lay before the Chamber a proper

income and expenditure account for preceding completed Fiscal Year, together with a proper balance sheet made up as at the end of the Fiscal Year in question. Every such balance sheet shall be accompanied by proper reports from the Board of Directors and the Auditors.

The Treasurer shall have the right to delegate any of the Treasurer's duties to another individual who shall perform such duty under the Treasurer's supervision.

#### 7.4 Cessation of Membership of the Board of Directors

Membership of the Board of Directors shall cease:

- (a) if the term of office expires;
- (b) if any such Director becomes of unsound mind or bankrupt;
- (c) if any such Director or legal entity of which he/she is representative submits a written resignation to the Chamber;
- (d) if any such Director or legal entity of which he/she is representative is removed from office by a simple majority of votes cast by the Members at an Annual General Meeting or a Special Meeting of the Chamber.

#### 7.5 Functions of the Board of Directors

- (a) The business of the Chamber shall be managed by the Board of Directors, which may exercise all such powers of the Chamber and undertake all such acts and things on behalf of the Chamber as may be exercised or done by the Chamber. The Board of Directors shall decide all matters which are not reserved for the decision of the General Meeting. In particular, the Board of Directors is responsible for:
  - (i) producing an Annual Report (on the activities and management of the Chamber) and Accounts for the Annual General Meeting;
  - (ii) the appointment of auditors and the examination and approval of the auditors' report;
  - (iii) directing and controlling executive officials of the Chamber and fixing the remuneration level of all Chamber employees;
  - (iv) deciding on any proposed expulsion of a Member.
- (b) The Board of Directors may authorise the Chairman or the Managing Director to negotiate, sign or execute all or any contracts or commitments undertaken in connection with the business or affairs of the Chamber.
- (c) The Board of Directors may establish its own business procedures. The Board of Directors shall meet at least twice between Annual General Meetings, including for the purpose of calling the Annual General Meeting. The number of such meetings shall be decided by the Board of Directors. The meeting shall be called by the



Chairman, or in the Chairman's absence by the Vice-Chairman in rank order. A meeting may also be called at the request of one third of the Elected Board Members by giving ten (10) days' prior written notice to all members of the Board of Directors; such notice shall state the time and place fixed for the meeting. If the meeting is summoned at the request of one third of the elected Board Members, the notice shall give details of the business proposed to be transacted thereat.

- (d) A quorum of the Board of Directors meeting shall constitute at least one half of all Elected Board Members, who must be present in person. Questions arising at any meeting shall be decided by a simple majority of the votes of those Elected Board Members present. In the event of an evenly-split vote the Chairman shall have a casting vote, and in the event of the Chairman's absence the Vice-Chairman in rank order has the casting vote.
- (e) The Board of Directors shall appoint a Managing Director and may appoint employees as it deems necessary, determining their remuneration and conditions of service appropriately. The Board of Directors may delegate to the Managing Director such powers as it deems appropriate. The Managing Director shall be responsible for the day-to-day administration of the Chamber under the direction of the Chairman and the Board of Directors and shall carry out such specific duties as they may direct. It is expected that reasonably regular communication between the Managing Director and the Chairman and Vice Chairmen will take place and the Board shall be informed of such communications at regular Board meetings.
- (f) The Board of Directors is empowered to create committees necessary for the functioning of the Chamber ("Committees"), to designate their form and powers, and to select Chairmen therefor.
- (g) In the event of disputes arising between Board Members relating to a conflict of interest or any other strategic issue vital for the Chamber, one half of Board Directors may request a dispute resolution process, which shall be applied as follows:
  - (i) either party to the dispute may suggest an independent Mediator. The Honorary Chairman (or in his/her absence the Honorary Vice-Chairman) shall, within five working days of the delivery of the list of suggested Mediators, choose one that shall be in charge of the mediation process;
  - (ii) the Board of Directors shall in good faith try, with the help of the Mediator, to resolve any dispute at the next Board meeting; if it is not successful it shall try to resolve such dispute at the following Board meeting. During the mediation process the Chairman is not granted a casting vote. The time between these two consecutive Board meetings should not exceed thirty (30) days;
  - (iii) if the Board of Directors does not resolve any dispute after two mediated Board meetings, a Special General Meeting shall be called by the Chairman

of the Board no later than fourteen (14) days from the date on which the mediation process failed. At the Special General Meeting the issue shall be presented and decided by a simple majority of votes of Members present.

#### 7.6 Board of Directors' Decision-Taking out of the Meeting

- a) If all members of a Board of Directors so agree, the Board can adopt a decision without meeting in person (per rollam). Directors' consent to a decision being taken per rollam must take the same form as the voting referred to in Article 7.6(b) and must be granted no later than by the end of voting within the per rollam decision-making procedure. If a Board member votes within a per rollam decision-making procedure, it shall be deemed that he/she has consented to such per rollam decision-making.
- b) Voting within the per rollam decision-making procedure may take either of the following forms:
  - (i) in writing, including voting by means that make it possible for the voting Board members to express their will in writing, including the identification of the voting person (e.g. by fax or e-mail);
  - (ii) by means transmitting the voting Board members' voices or their voices and images (such as telephone, conference calls or videoconference).
- c) Per rollam decision-making may be initiated by:
  - (i) a call by the Chairman of the Board of Directors or, in his/her absence, by the Vice-Chairman in rank order ; or
  - (ii) a joint call by all members of the Board of Directors present at the meeting, if the Board of Directors does not constitute a quorum due to a shortage of members present.
- d) Per rollam decision-making is subject to the same rules as the adoption of decisions at Board meetings provided, that all Board members are deemed to be in attendance (i.e. present) and the Chairman of the Board of Directors (or, in his/her absence, the Vice-Chairman in rank order) shall be deemed to be the presiding person.
- e) The information on the decision-making referred to in Article 7.6 (a) through 7.6 (d) must be recorded in the minutes of the next meeting of the Board of Directors.
- f) If the Board of Directors constitutes a quorum at a meeting, members who are not present in person at the meeting may vote at the meeting in the manner referred to in Article 7.6(b); they shall also be deemed to be present for the purposes of determining the number of votes necessary for the adoption of a decision. The expression of the will of a Board member who is not present at the meeting in person must unambiguously indicate how he/she votes; it is not permissible for a

Board member who is not present in person to authorise another Board member who is present at the meeting in person to vote instead of him/her. The information on decision-making under this paragraph must be included in the minutes of the Board meeting.

- g) The minutes of the proceedings of the meetings of the Board of Directors and decisions approved shall be prepared and shall be signed by the Chairman of the Board of Directors and the minutes clerk appointed by the Board of Directors; if the meeting was not presided over by the Chairman of the Board of Directors the minutes from the meeting shall also be signed by the person who presided over the meeting. The names of the Board of Directors members that voted against individual decisions of the Board of Directors or abstained from voting shall be specified in the minutes of the meeting of the Board of Directors. The minutes of meetings of the Board of Directors must be archived throughout the term of existence of the Chamber.

#### 7.7 The Executive Committee

- (a) The Board of Directors is empowered to create an Executive Committee which, subject to the overriding control of the Board of Directors, shall carry out the work of the Chamber in between the meetings of the Board of Directors. The responsibilities of the Executive Committee shall be those assigned to it by these Articles of Association and by the Board of Directors.
- (b) The Executive Committee shall consist of the Chairman, the Vice-Chairmen, the Treasurer and the Managing Director.
- (c) Three members of the Executive Committee shall be a quorum at a meeting of the Executive Committee. The Executive Committee shall take its decisions by majority vote; in the event of a split vote the chairman of the meeting shall have a casting vote.
- (d) The Executive Committee establishes its own business procedures. The Executive Committee shall, whenever required by the Board of Directors, give a written account or report of its activities.

#### 7.8. Duties of the Board of Directors Members

- (a) Members of the Board of Directors shall exercise their office with due care and not disclose confidential information and facts to third parties, if such disclosure might be detrimental to the Chamber. A member of the Board of Directors shall also be obliged to observe a duty of confidentiality after his/her office expires. In particular, the following duties fall within the obligation to act with due care:
- (i) to participate in activities of the Board of Directors actively, independently and with professional knowledge of the issues involved;

- (ii) (if any potential conflict between the interests of the Chamber and the interests of an individual member of the Board of Directors, whether directly or indirectly, is identified during the decision-making of the Board of Directors) to abstain from voting, setting forth the reason therefor or, as the case may be, not to participate during the relevant part of the meeting of the Board of Directors. Every Director shall disclose all such situations at the Annual General Meeting.
- (b) Members of the Board of Directors shall be allowed to enter into commercial relations with the Chamber under the following provisions:
  - (i) the Board of Directors acknowledges an offer made by a Board Member and the Managing Director publishes the offer on the Chamber's webpage in the Member's Area for ten (10) working days;
  - (ii) if no Member submits a competing offer within ten (10) days to the Executive Director, the Board of Directors may at its following meeting approve the decision by two thirds of the votes, provided that the Director whose offer is the subject of such vote abstains from voting;
  - (iii) if a competing offer is submitted by a Member, the Board of Directors at its following meeting shall decide by majority vote which offer to accept.

All such decisions shall be disclosed at the Annual General Meeting.
- (c) All members of the Board of Directors shall follow the Board of Directors' Code of Conduct and are expected to adhere to the standards of due care, loyalty and good faith, and shall avoid any conflict of interest.

#### 7.9. Representation of the Chamber, Signing on Behalf of the Chamber

The Chamber is represented by the Chairman or the First Vice-Chairman or the Second Vice-Chairman acting and signing on behalf of the Chamber independently. The Managing Director can act and sign on the basis of a statutory proxy granted by the Board of Directors.

### 8.

#### **General Meetings of the Chamber**

- 8.1 The General Meeting is the supreme governing body of the Chamber.
- 8.2 An Annual General Meeting shall be held by the Chamber at least once every calendar year. The period between Annual General Meetings shall not be more than fifteen (15) months. All Annual General Meetings shall be open to all Members.
- 8.3 The Annual General Meetings shall be held for the purpose of considering reports from the Board of Directors and the Committees of the Chamber and approving the audited financial accounts. The Annual General Meeting is responsible for the election of the Board of Directors. The Annual General Meeting shall take decisions concerning motions of the Board

of Directors, other motions included on the agenda and any other business that is determined to be necessary by two thirds of those present and entitled to vote.

8.4 The Annual General Meeting shall make fundamental decisions when necessary concerning changes to these Articles of Association, decisions on the dissolution of the Board of Directors and decisions concerning the discontinuation of the work of or the liquidation of the Chamber.

8.5 Notification of the Annual General Meeting

- (a) Notification of the Annual General Meeting shall be issued on the instructions of the Chairman (in his/her absence by the Vice-Chairman in rank order) and sent out at least thirty (30) days prior to the date of the Annual General Meeting. Notification shall be deemed to have been given at the time of posting.
- (b) The time, date and location of the Annual General Meeting, as well as the agenda, shall be indicated in the notification.
- (c) Every Member shall be entitled to receive proper notification of and attend the Annual General Meeting.

8.6 Voting Rights at Annual General Meetings

- (a) Each Corporate Member and each Individual Member is entitled to cast one vote during votes at Annual General Meetings. Honorary Members are not entitled to vote by virtue of their status as Honorary Members alone.
- (b) For the purposes of the election of the Board of Directors, the following rules shall apply:
  - (i) The Chairman, or in his/her absence the Vice-Chairman in rank order, or the Treasurer shall notify the Annual General Meeting of the number of vacancies on the Board of Directors.
  - (ii) If the number of candidates is fewer than or equal to the number of vacancies, all such candidates will be deemed elected without voting taking place.
  - (iii) If the number of candidates for election to the Board of Directors exceeds the number of vacancies, each Corporate Member or Individual Member shall be entitled to cast votes for candidates up to a maximum of the number of vacancies, one vote for each different candidate.
- (c) No Member shall be entitled to vote unless they have paid their dues to the Chamber in full.

8.7 Proxy

Votes may be given personally or by proxy. Any Member entitled to attend an Annual General Meeting and vote thereat may by written proxy delegate a representative with

discretionary power to vote for and on behalf of such Member. A proxy need not be a Member of the Chamber.

#### 8.8 Quorum

- (a) Twenty (20) Members with the right to vote, represented personally or by proxy, shall constitute a quorum at the Annual General Meeting.
- (b) However, if a quorum is not present at a duly called Annual General Meeting, the Annual General Meeting shall stand adjourned until the same day of the next week at the same time at the same time and place or to such other day and at such other time and place as the Board of Directors shall determine.
- (c) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the start of the adjourned meeting, the number of Members with voting rights actually present shall constitute a quorum. The agenda for the adjourned meeting shall remain the same.

8.9 Unless otherwise stipulated in the Articles of Association, resolutions are passed by a simple majority of votes cast, including proxy votes.

#### 8.10 Poll

- (a) A secret ballot (the "Poll") may be demanded by the Chairman of the Meeting or by at least three Members immediately after the show of hands in question and before or upon the declaration of the result of a show of hands. Unless a Poll be so demanded a declaration by the Chairman of the Meeting that a resolution has been carried or lost and an entry to that effect in the minutes of the Meeting, shall constitute conclusive evidence of such fact without the need for proof of the number or proportion of the votes recorded in favour or against the resolution. The demand for a Poll may be withdrawn.
- (b) If a Poll be demanded in the manner aforesaid, it shall be taken at such time and place and in such manner as the Chairman of the Meeting shall direct and the result of the poll shall be deemed to constitute a resolution of the meeting at which the Poll was demanded.
- (c) No Poll shall be demanded in respect of the election of a Chairman of a Meeting or any motion to adjourn the Meeting.

#### 8.11 Special Meetings of the Chamber

- (a) A Special Meeting may be called by the Chairman, or in his/her absence by the Vice-Chairman in rank order or by the Treasurer. A Special Meeting shall also be called by the Managing Director upon the request in writing of at least two (2) Members of the Board of Directors or twenty (20) Members of the Chamber.

- (b) A Special Meeting shall be called by the Chairman, or in his/her absence by the Vice-Chairman in rank order in the event that the dispute resolution process, as defined in Article 7.5(g), fails.
- (c) Seven (7) days' notice in writing shall be given to Members before every Special Meeting, specifying the place, the date, and the time of the meeting, as well as the agenda for the meeting.
- (d) The quorum requirement for the Special Meeting shall be the same as the quorum requirement for an Annual General Meeting, as described in Article 8.8 above. If a quorum is not present at a Special Meeting convened upon the request of at least twenty (20) Members, in accordance with Article 8.11(a), the Special Meeting shall be dissolved and shall not automatically be reconvened.
- (e) At any such Special Meeting, no other business except that designated in the invitation shall be acted upon.
- (f) Subject to the provisions of the above paragraphs (a), (b), (c), (d) and (e) of this Article 8.11, the provisions of these Articles of Association applying to Annual General Meetings shall also apply to Special Meetings.

#### 8.12 Chairman of Annual General and Special Meetings

- (a) All Annual General Meetings and Special Meetings shall be presided over by the Chairman of the Board, or in the Chairman's absence the Vice-Chairman in rank order; in their absence the Meeting shall elect a chairman.
- (b) A Member shall not withdraw from Meetings prior to their adjournment except by permission of the presiding Chairman of the Meeting.

#### 8.13 Agenda of the Annual General Meeting

Any duly called Annual General Meeting is competent to transact business. Subject to Article 8.3, only issues listed in the agenda may be considered. A Member must propose in writing an item to be considered by the Board of Directors for inclusion in the agenda at least fifteen (15) days prior to the date of the Annual General Meeting. An item shall be included in the agenda (or a change or addition to the agenda shall be made) whenever requested in writing by either (i) one tenth of all Members or (ii) twenty (20) Members (whichever number is smallest) at least fifteen (15) days prior to the Annual General Meeting. Notice of any such change in, or addition to, the agenda shall be given in writing to all Members immediately.

## 9.

### Committees

- 9.1 In accordance with the provisions of Article 7.5(g) of these Articles of Association Committees may be created to facilitate the work of the Chamber, to consider important questions or to examine selected problems concerning the activities of the Chamber.

- 9.2 Committees may be created and terminated by the Board of Directors.
- 9.3 The Committee Chairmen shall be appointed by the Board of Directors. The members of the Board of Directors can serve as Committee Chairmen.
- 9.4 A Committee Chairman shall be responsible for supervising the activities of the relevant Committee, summoning and chairing Committee meetings, and presenting the Committee reports to the Board of Directors.
- 9.5 The frequency of the Committee's meetings shall be decided by the Committee. A simple majority of Committee members shall constitute the Committee's quorum. All questions at the meeting shall be decided by majority vote of Committee members.
- 9.6 The Committees shall make reports to the Board of Directors on the projects assigned to them and on those which they may originate.

## **10.**

### **Amendments**

Any amendments or additions to these Articles of Association shall be made by a resolution passed by two-thirds of Members represented at an Annual General or Special Meeting of the Chamber which has been submitted to the Annual General Meeting or Special Meeting by the Board of Directors or at least 10 Members, provided that notice of the proposed amendments shall have been sent to each Member with the invitation for the Annual General Meeting or Special Meeting.

## **11.**

### **Liquidation of the Chamber**

11.1 The Chamber may be dissolved by decision of a Special Meeting called for such purpose by a two-thirds majority of votes present. Notice of dissolution of the Chamber shall be given by the Board of Directors within seven days to the Ministry of Trade and Industry of the Czech Republic and, at the same time, an application shall be made for the Chamber to be removed from the Commercial Register.

11.2 In the event of the dissolution of the Chamber, its assets shall be handed over to a non-profit making organisation serving similar aims as the Chamber. The selection of this organisation shall be decided by a two-thirds majority of votes present at the same Special Meeting which decides upon the dissolution of the Chamber.

## **12.**

### **General**

12.1 A meeting of the founding members of the Chamber shall elect the representatives who shall be entitled to represent the Chamber until the appointment of the Temporary Board of Directors (as defined below). In particular, these representatives shall represent the Chamber in meetings called to discuss government approval of the Articles of Association of the Chamber and in respect of the Chamber's registration in the Commercial Register.



12.2 The representatives referred to in Article 12.1 shall deal with all necessary formalities, declarations and documents for the incorporation of the Chamber and the commencement of its business.

12.3 For the purposes of these Articles of Association the term “Steering Group” shall mean those individuals who sign the foundation agreement in respect of the Chamber. The Steering Group shall appoint the Elected Members of the first Board of Directors of the Chamber (the “Temporary Board of Directors”). The Temporary Board of Directors shall serve until the first Elected Board Members take office at the conclusion of the first Annual General Meeting. The first Annual General Meeting shall be called within six (6) months of the registration of the Chamber in the Commercial Register.

12.4 These Articles of Association have been drawn up in Czech and English and both versions have equal validity. In the event of, and to the extent of, any ambiguity or conflict between the English version of these Articles of Association and the Czech version, the Czech version shall prevail.

12.5 These Articles of Association were adopted by at a meeting of the founding members held on 7 October 1996 in Prague. They become valid on the date of their approval by the Ministry of Trade and Industry of the Czech Republic in accordance with section 49 of Law No. 42/1980 on Foreign Economic Relations, as amended, and in accordance with section 13 of Law No. 2/1969 of the Czech National Council on the Organisation of Ministers and other Central Bodies of State Administration of the Czech Republic, as amended. These Articles of Association become effective on the day on which the Chamber is registered in the Commercial Register, in accordance with section 51 of Law No. 42/1980, as amended.

12.6 These Articles of Association were changed and adopted at the Annual General Meeting in Prague on 20th May 2013.

Lukáš Ševčík

Chairman of the Board of Directors

Marcela Roche

Executive Director