

Statutes of the Association

On 20 June 2019, the membership meeting of the Association for International Affairs, z. s. approved the following Statutes in accordance with the provisions of Section 214 et seq. of Act No. 89/2012 Coll., the Civil Code, as amended (hereinafter referred to as "the Civil Code").

The generic masculine is used in the Statutes only for the purpose of clarity and does not express discrimination against a particular group of persons. All generic masculinities in this text must be understood to include the grammatical feminine.

Article I.

Name and seat of the Association

1. The name of the Association is: Asociace pro mezinárodní otázky
2. The English translation of the name of the Association is: Association for International Affairs
3. The headquarters of the Association is: Žitná 608/27, 110 00 Prague 1 - Nové Město, Czech Republic
4. The identification number of the Association is: 659 99 533

Article II.

The mission of the Association

1. The Society provides a space for the expression and implementation of ideas, thoughts and projects serving the development of education, understanding and tolerance among people regardless of colour, race, age, gender, sex, sexual orientation, language, religion, political or other opinion, national, ethnic or social origin.
2. The Society is a forum for the discussion, study and deeper understanding of the history and the present of international affairs, economy, culture and social issues.
3. The Association focuses attention on global, regional, cross-border and national issues and challenges.
4. The Association thus contributes to the common good in accordance with these Statutes in the sense of Section 146 of the Civil Code.

Article III.

Activities of the Association

1. The Association organizes public and non-public discussions, seminars, lectures and meetings with prominent Czech and foreign experts and public figures.
2. The Association is the organizer of the educational project Prague Student Summit.
3. The Association organizes educational and awareness programs, cultural and social events.
4. The Association cooperates with Czech and foreign entities.
5. The Association may send members and associates abroad on its behalf.
6. The Association generates its own publishing activities.
7. The Association is dedicated to working with children and young people and is considered a "non-state, non-profit organization of children and youth".
8. The Association undertakes other activities that are consistent with its mission.

Article IV.

Bodies of the Association

1. The bodies of the Association are:
 - a. the membership meeting as the highest body of the Association;
 - b. the Supervisory Board as the Association's oversight committee, a supervisory body with extended powers;
 - c. the Director as the statutory body of the Association.

Article V.

Membership

1. Only natural persons over the age of 18 can be members of the Association.
2. Membership is decided by the membership meeting.
3. Membership in the Association shall commence on the day following the date on which a general membership meeting is held.
4. Membership in the Association shall cease:
 - a. by written declaration of the member delivered to the Director or the Supervisory Board;
 - b. by a decision of the membership meeting, against which there is no appeal, to expel for serious reasons, which shall be expressly deemed to be repeated non-payment of the membership fee;
 - c. death of a member.
5. The Supervisory Board shall entrust a member of the Association, who expressly agrees, to maintain a list of members of the Association in electronic form, and who shall make entries and deletions in the list according to the decision of the membership meeting. The list of members of the Association is undisclosed.
6. Sections 238 to 241 of the Civil Code shall not apply.

Article VI.

Rights and obligations of members

1. The right of a member of the Association is in particular:
 - a. to participate in the activities of the Association;
 - b. to vote and to be elected to the bodies of the Association;
 - c. to participate in public and non-public events organized by the Association;
 - d. to be informed about the activities of the Association.
2. The duties of a member of the Association are in particular:
 - a. to consult and inform the bodies of the Association about their activities related to membership in the Association;
 - b. to pay the membership fee on time;
 - c. to comply with these Statutes and the internal normative regulations of the Association.

Article VII.

Membership meeting

1. The membership meeting is the highest body of the Association in the sense of the Civil Code. The membership meeting consists of all members of the Association.
2. The membership meeting shall meet in general and extraordinary meetings. The provisions for general meetings shall also apply mutatis mutandis to extraordinary meetings.
3. The Supervisory Board shall be required to call a general membership meeting no later than fifteen (15) months after the previous general membership meeting, in writing and in sufficient time, but not less than ten (10) calendar days before the scheduled meeting. A general membership meeting shall be held at least once per calendar year.
4. An extraordinary membership meeting shall be convened when the number of members of the Supervisory Board falls below five (5) persons, unless this condition has occurred more than eleven (11) months after the last general membership meeting.
5. An extraordinary membership meeting may also be convened upon the written request of at least one third of the members of the Association.
6. If at least one-half of the total membership of the Association is not present at the time and date set for the commencement of the general membership meeting, the start of the meeting shall be delayed by thirty (30) minutes. Thereafter, the membership meeting has a quorum in as many of the members of the Association as are present. The provisions of Sections 250, 252 and 257 of the Civil Code shall not apply.
7. The membership meeting shall decide by a majority vote of the members present, unless otherwise stated in these Statutes. In the event of a tied vote, the vote of the Chairperson of the Supervisory Board shall prevail.
8. The membership meeting by its decision:
 - a. decides on the scope of activities, the main tasks of the Association and all other fundamental issues related to the activities of the Association;
 - b. on the basis of a proposal, decides on the formation and termination of membership in the Association;
 - c. elects and dismisses the members of the Supervisory Board from among the members of the Association;
 - d. determines the amount and maturity of the membership fee;
 - e. by a decision of a two-thirds majority of the members present, amends the Statutes of the Association;
 - f. by a decision of a two-thirds majority of all members, decides to dissolve the Association;
 - g. carries out other activities aimed at fulfilling the mission of the Association in accordance with these Statutes.
9. Decisions of the membership meeting are binding for all members of the Association and its bodies.
10. Members of the Association attend the general membership meeting in person, no representation is possible.
11. Written minutes of the general membership meeting shall be taken and signed by the Chairperson and Vice-Chairpersons of the Supervisory Board.
12. The Chairperson of the Supervisory Board shall organise and chair the general membership meeting, unless the members decide otherwise. Section 253 of the Civil Code shall not apply.

Article VIII.

Supervisory Board

1. The Supervisory Board is the control committee of the Association in the sense intended by the Civil Code, the collective supervisory body of the Association, but with extended powers.
2. The Supervisory Board shall consist of seven (7) members of the Association elected by the membership meeting for a two-year term of office with the possibility of re-election.

3. Membership of the Supervisory Board is incompatible with the office of Director.
4. The term of office of the Supervisory Board shall begin on the day following the date of the election of the members of the Supervisory Board.
5. The Supervisory Board shall remain in office until the date of election of a new Supervisory Board.
6. At its first meeting, which shall be held within thirty (30) calendar days from the date of the election of the Supervisory Board by the membership, the Board shall elect a Chairperson and two Vice-Chairpersons.
7. If the Chairperson or Vice-Chairperson of the Supervisory Board ceases to be a member of the Board, a new Chairperson or Vice-Chairperson of the Board shall be elected at the next meeting of the Supervisory Board.
8. Membership of the Supervisory Board shall cease:
 - a. at the end of the term of office;
 - b. by written declaration of the member delivered to the Chairperson of the Board;
 - c. in the arising of incompatibility of functions;
 - d. termination of membership in the Association.
9. The Chairperson of the Supervisory Board, or a member of the Supervisory Board authorized by the Chairperson, acts on behalf of the Supervisory Board.
10. The Chairperson of the Supervisory Board shall convene individual meetings of the Board in writing. If the Chairperson of the Board is unable to convene a meeting of the Board, the Vice-Chairperson shall convene it. If the Vice-Chairperson of the Board is unable to convene a meeting of the Supervisory Board, it shall be convened in writing by one-third of the members of the Supervisory Board.
11. A quorum of the Supervisory Board shall be present if at least four (4) members are present. Written minutes of the Board meetings shall be taken and sent to the Director and members of the Association.
12. The Supervisory Board shall decide by a simple majority vote, unless otherwise specified. In the event of a tied vote, the Chairperson's vote shall prevail.
13. The Supervisory Board:
 - a. proposes the admission of new members and the expulsion of existing members;
 - b. oversees the financial management and activities of the Association;
 - c. approves reports on the activities and financial management of the Association;
 - d. proposes amendments to the Statutes and comments on other documents of the Association;
 - e. appoints and dismisses the Director by a majority vote of all members of the Supervisory Board, with the contract of office of Director being concluded by the Chairperson of the Supervisory Board;
 - f. may request the Director to provide information relating to individual matters of the Association, and the Director shall comply with such request without undue delay;
 - g. shall be informed in advance by the Director of the issuance of written internal regulations of the Association;
 - h. shall be informed in advance by the Director of the entering into of commitments obliging the Association to exceed the monetary amount determined by a resolution approved by a membership meeting;
 - i. proposes the wording of the resolution of the membership meeting as set out in the previous point;
 - j. informs the members of the Association of its findings in an appropriate form;
 - k. oversees the proper observance of these Statutes by the members of the Association.
14. The Chairperson of the Supervisory Board is granted disposal rights over the Association's bank accounts. The Chairperson of the Supervisory Board shall be entitled, with the prior approval of the Supervisory Board, to withdraw disposal rights over the Association's bank accounts from the Director. The chairperson of the Supervisory Board may transfer his/her disposal rights over the Association's bank account to the vice-chairperson of the Supervisory Board.
15. Members of the Supervisory Board may participate in the meetings of all organisational structures of the Association.

16. If the number of members on the Board falls below five (5), the membership meeting shall elect as many members of the Board as for their number to be at least five (5). The term of office of these elected members shall end with the term of office of the original members of the Supervisory Board.
17. Section 246 of the Civil Code shall not apply.

Article IX.

Director

1. The Director is an individual statutory and executive body of the Association according to the Civil Code, who manages and ensures the activities of the Association. The Director is responsible for the activities and financial management of the Association and represents the Association externally.
2. The Director is appointed by the Supervisory Board for an indefinite term and enters into a contract with the Chairperson of the Supervisory Board about the performance of the functions of the role. Membership of the Association is not a condition for the performance of this function.
3. The Director shall carry out the tasks assigned to him/her by the membership meetings.
4. The Director shall inform the Supervisory Board in advance of the entering into of commitments obliging the Association to exceed the monetary amount determined by a resolution approved by a membership meeting.
5. The Director may create and staff the organisational structure for the activities of the Association. The Director shall also define the functions and powers of the organisational structure created and shall always inform the Supervisory Board thereof.
6. The Director may issue written internal regulations of the Association or other necessary documents, of which he shall always inform the Supervisory Board. The Supervisory Board must be informed of the content of the written internal rules of the Association before they are issued.
7. The Director submits an annual report on the activities and financial management of the Association to the Supervisory Board and to the membership meeting.
8. In the event that the position of Director is not filled, the Chairperson of the Supervisory Board or, with the prior consent of the Supervisory Board, another person authorised by a decision of a majority of all members of the Supervisory Board shall temporarily exercise his/her powers.
9. The Director shall not be entitled to withdraw from the Chairperson of the Board the disposal rights over the Association's bank accounts.

Article X.

Acting on behalf of the Association

1. The Director acts externally for the Association, binds it and signs all documents.

Article XI.

Financial Management principles

1. The sources of the assets of the Association are mainly donations, grants and contributions from public budgets and private sources and membership fees.
2. In order to fulfill its mission according to Article II of these Statutes, the Association may develop secondary economic activities, in particular in the form of organizing conferences, conducting projects and publishing analyses.
3. The aim of the Association is not profitable activity.

4. The Association is entitled to acquire and dispose of assets in accordance with the fulfilment of its mission under Article II of these Statutes.

Article XII.

Proposals to amend the Statutes of the Association

1. A proposal to amend the Statutes may be submitted by the Supervisory Board. A proposal to amend the Statutes may also be submitted by a two-thirds majority of the members of the Association present at a general membership meeting.
2. A draft amendment to the Statutes submitted by the Supervisory Board, including the wording of the proposed amendments, must be circulated to the members of the Association at least ten (10) days prior to the general membership meeting.

Article XIII.

Dissolution of the Association

1. The Association is dissolved:
 - a. by voluntary dissolution by a two-thirds majority of all members at a general or extraordinary membership meeting;
 - b. by the decision of a competent public authority; or
 - c. by law.

Article XIV.

Settlement of assets on dissolution of the Association

1. In the event of a decision of the membership meeting to dissolve the Association, the membership meeting shall also decide on the method of settlement of the Association's assets.

Article XV.

Final, transitional and repeal provisions

1. The term "in writing" includes submissions made by e-mail.
2. The dispositive norms of the Civil Code shall always be interpreted in accordance with these Statutes, and the provisions of the Statutes shall expressly prevail over these norms.
3. The membership meeting is entitled to interpret these Statutes, or in urgent cases by the Supervisory Board, whose decision must subsequently be approved by the membership meeting, otherwise it is null and void.
4. These Statutes shall take effect on the day following the date of their approval by the membership meeting.
5. The entry into force of the Statutes shall not terminate the existing office of Director.
6. The Statutes adopted at the membership meeting on 20 June 2013 are hereby repealed.

Approved by the membership meeting held in Prague on 20 June 2019

Zuzana Netolická,

Chairwoman of the Supervisory Board