



# **THE NETHERLANDS-CZECH CHAMBER OF COMMERCE**

# **S T A T U T E S**

**2023**

# STATUTES OF THE NETHERLANDS-CZECH CHAMBER OF COMMERCE

## **Art. 1 Name and Seat**

- 1) The name of the organisation shall be as follows: the Netherlands-Czech Chamber of Commerce (hereinafter the "Organisation" or the "Chamber"). The abbreviation "NCCC" can be used when referring to the Netherlands-Czech Chamber of Commerce.
- 2) The seat of the Chamber shall be Prague. The Chamber is authorised to relocate its seat within the Czech Republic as required and establish its divisions also in other countries in accordance with the legal regulations of the respective countries, all the above by virtue a decision of the Board of Directors.

## **Art. 2 Character, Basic Objectives and Forms of Activities of the Organisation**

- 1) The Netherlands-Czech Chamber of Commerce is a non-governmental, non-political and non-profit organisation. Its activities are aimed at providing comprehensive support to business and other relationships between the Czech Republic and the Kingdom of the Netherlands and promotion and protection of common interests of its members.
- 2) In order to achieve the objectives specified above, the Chamber uses, in particular, the following means:
  - a) close co-operation with Czech and Netherlands authorities, particularly chambers of commerce and similar associations
  - b) identifying and contacting natural and legal persons in the Netherlands and in the Czech Republic having interest in mutual business relationships
  - c) enquiry service on Netherlands and Czech firms, market development and relationships on the markets of the two countries,
  - d) providing access to information on the aspects of manufacture, consumption, sales, transport options, customs, payment terms, bankruptcies, etc.
  - e) advertising and presentation activities aimed at promoting and developing Czech-Netherlands trade
  - f) organisation of exhibitions of Netherlands and Czech products
  - g) submission of issues and instigations to chambers of commerce and trade and economic chambers and other competent Czech and Netherlands authorities and institutions
  - h) analysing the markets in the Netherlands and the Czech Republic
  - i) giving opinions within the objects of activities of the Chamber
  - j) publishing a newsletter with news from the above areas and other information on the activities of the Chamber
  - k) organising business and social gatherings with the goal of disseminating information, providing networking opportunities or adding other value to its members
  - l) identifying and supporting social causes where the chamber may provide a positive contribution
  - m) all other activities required for the fulfilment of the objectives of the Chamber

### **Art. 3 Funds**

The funds required for the achievement of the Chamber's objectives shall be obtained, in particular, by the following:

- a) regular membership fees
- b) donations, subsidies and voluntary contributions by both members and non-members
- c) state subsidies
- d) fees for the Chamber's services, revenues from the Chamber's activities, etc.
- e) advertising and promotion
- f) other revenues

### **Art. 4 Membership**

- 1) Both natural and legal persons may become regular members of the Chamber. Membership is tied to the person of the member, it is not transferable to another person and does not pass to his/her legal successor.
- 2) Persons who have made an important contribution to the fostering of relationships between the Kingdom of the Netherlands and the Czech Republic or have made an important contribution to the activities of the Chamber may be appointed as honorary members by the Board of Directors. Honorary members are relieved from membership fees.
- 3) Decisions on the acceptance of members shall be made by the Board of Directors on the basis of applications for membership submitted by the applicants in writing to the address of the Chamber. There is no legal entitlement to membership of the organisation; the Board of Directors may refuse an application for acceptance without giving a reason.
- 4) Membership of the Chamber shall end:
  - By voluntary resignation 2 months before the end of a calendar year. The resignation must be made in writing and addressed to the Board of Directors of the Chamber demonstrably in due time.
  - By death of natural persons and loss of legal capacity of or initiation of bankruptcy proceedings against legal persons.
  - Expulsion through a decision of the Board of Directors for serious reasons, particularly on the grounds of causing gross harm to the interests of the Chamber or its members, dishonest conduct at variance with the interests of the Chamber and failure to duly pay the membership fees.
  - By dissolution of a member – legal person.
  - By dissolution of the Chamber.
- 5) The minimum amount of the membership fees shall be determined by the General Meeting.

### **Art. 5 Rights and Obligations of Members**

- 1) Members have the right to participate in the General Meeting and to make proposals and instigations at the General Meeting. Such proposals and instigations must be discussed at the General Meeting provided that they were demonstrably delivered to the Board of Directors at least 8 business days before the date of the General Meeting. Proposals and initiatives that have not been delivered to the board of directors within the deadline according to the previous sentence may be discussed at the general meeting if 2/3 of all members present approve it.

- 2) Members have the right to be informed by the Board of Directors, at the General Meeting, about the activities and economic management of the Chamber.
- 3) Members have the right to participate in events organised by the Chamber under the same conditions as other members and to use the services provided by the Chamber.
- 4) Regular members have the right to vote. The right to vote may be exercised by a member in person or through one officially authorised representative, where such authorisation may only be granted to some other member of the Chamber. Every member of the Chamber may represent, at the General Meeting, a maximum of two other members of the Chamber.
- 5) Members are obliged to promote the interests of the Chamber and to refrain from anything that could be at variance with the principles and objectives of the Chamber's activities. They must abide by the statutes and respect the decisions of the bodies of the Chamber.
- 6) Regular members must pay the membership fees in due time. The Board reserves the right to deny services or participation in events organised by the Chamber to a member who fails to make a payment within 2 months of a demonstrably delivered notice by the Chamber.

#### **Art. 6 Bodies of the Chamber**

The bodies of the Chamber shall be as follows:

- a) the General Meeting
- b) the Board of Directors
- c) the Presidium
- d) reviewing accountants
- e) the Secretariat
- f) committees

#### **Art. 6.1 General Meeting**

- 1) The General Meeting is the highest body of the chamber and consists of all members of the chamber.
- 2) An ordinary General Meeting shall be held every year.
- 3) An extraordinary General Meeting may be convened whenever this is considered important by the Board of Directors. Furthermore, it must be convened whenever this is requested in writing by at least 1/10 of the members, not later than within four weeks of demonstrable delivery of the request to the Board of Directors. Failing this, the members may convene an extraordinary General Meeting themselves. If 100% of the members of the chamber are present at the general meeting, they can waive the right to a proper and timely convocation.
- 4) The members must be advised of the venue, time and agenda of the General Meeting in writing at least two weeks in advance.
- 5) The competence of the General Meeting shall include, in particular:
  - a) election of the Board of Directors
  - b) election of the reviewing accountants
  - c) decision-making on amendments to the Statutes
  - d) determination of the amount of annual fees
  - e) approval of the annual financial statements
  - f) approval of annual reports on the Chamber's activities
  - g) decision-making on dissolution of the Chamber
  - h) decision-making on merging the Chamber with some other organisation or association

- i) approval of new members
- 6) The General Meeting shall have a quorum regardless of the number of members present. Resolutions shall be adopted by a simple majority of votes of the persons present, unless otherwise specified in the statutes of the chamber. Each member shall have one vote. In case of equality of votes, the President shall have the casting vote.

#### **Art. 6.2 Board of Directors**

- 1) The Board of Directors shall have 15 members and it shall consist of the President, Vice-President and other members of the Board of Directors elected by the General Meeting for 2 years. During its term of office, if required, the Board of Directors may co-opt new members by a three-quarter majority of votes. The co-opting of new members shall be subject to approval at the next General Meeting.
- 2) Only a natural person may become a member of the Board of Directors. Legal persons may propose to the General Meeting its representative as a nominee for membership. However, the Board of Directors may not comprise several representatives of a single legal person or a holding if several members of the Chamber are grouped in a holding.
- 3) The office of member of the Board of Directors is a honorary office without entitlement to financial remuneration. Members of the Board of Directors may be re-elected without limitation.
- 4) The competence of the Board of Directors shall include all acts of the Chamber that are not expressly entrusted to some other body, particularly the General Meeting or the Presidium. The Board of Directors shall particularly determine the direction of the Chamber's activities, manage all the usual activities of the Chamber, administer the Chamber's assets and make decisions on co-opted membership of the Chamber until confirmation by the General Meeting.
- 5) The Board of Directors shall have a quorum if at least one quarter of its members are present.
- 6) A meeting of the Board of Directors shall be convened by the President or Vice-President at least four times a year. The invitation must be delivered to the members at least 14 days in advance. The Board of Directors shall be obliged to convene an extraordinary meeting if this is requested by at least 25% of the members of the Board of Directors, not later than 20 days of the request; otherwise, the members have the right to convene the meeting themselves. If 100% of the board members are present at the meeting, they may waive the right to a proper and timely convening.
- 7) The conclusions of meetings of the Board of Directors shall be recorded in a protocol which shall be sent to the members of the Board of Directors not later than together with the invitation to the next meeting.

#### **Art. 6.3 Presidium**

- 1) The Presidium is the statutory body of the Chamber and it shall consist of the President and Vice-President who shall be elected by the Board of Directors for a period of two years from among the members of the Board of Directors.
- 2) The President and the Vice-President of the chamber may be re-elected in their respective offices, without limitation.
- 3) The Presidium shall represent the Chamber vis-à-vis third parties, manage the activities of the Board of Directors and make decisions on matters concerning the running of the office. The Presidium shall be superior to the office staff and shall be entrusted with the entire related personnel agenda.

- 4) The President or Vice-President shall preside over the General Meeting and the meetings of the Board of Directors.
- 5) The Presidium is authorised to manage the activities of the Chamber and also to make decisions on important matters of extreme urgency. The Presidium must advise the Board of Directors as soon as possible of all measures and decisions adopted by the Presidium.

#### **Art. 6.4. Reviewing Accountants**

- 1) The General Meeting shall appoint 2 reviewing accountants for a period of one year. They shall be tasked with reviewing accounts and verifying the financial statements. They shall inform the General Meeting of the results in writing by means of minutes of the review delivered to the Board of Directors at least 15 days before the date of the General Meeting. The members of the Board of Directors may not become reviewing accountant.
- 2) The business and accounting year of the Chamber shall correspond to a calendar year.

#### **Art. 6.5 Secretariat**

- 1) The Presidium shall appoint a paid Secretariat which shall be entrusted with keeping the administrative agenda of the Chamber. The members of the Secretariat shall be the Chamber's employees and perform activities based on instructions from the Presidium and the director of the Secretariat. The director shall be superior to the staff of the Secretariat and shall be accountable to the Presidium for the work of the staff.
- 2) The appointment of the director must be approved by the Board of Directors and the appointment of employees of the Secretariat must be approved by the Presidium. The Presidium may grant the director the authority to sign documents with a view to administering the individual matters within the normal agenda of the Chamber.

#### **Art. 6.6 Committees**

The Board of Directors may establish permanent or ad hoc committees or working groups for dealing with individual responsibilities or matters. Only members of the Chamber may be nominated to such committees. Non-members may be appointed only with 80% approval by all Board members. The chair shall be held by a member of the Board of Directors, appointed by the Board. Committees shall report to the Board of Directors.

#### **Art. 7 Decision-making Outside the Bodies of the Chamber**

- 1) Voting per rollam as stipulated below may be used in decision-making by all the bodies of the Chamber set forth in Art. 6 of these Statutes (hereinafter the "Chamber body").
- 2) The members of the Chamber may make decisions per rollam on the grounds of urgency, economy or other serious grounds or in the event that the matter concerned should have been discussed at a duly convened meeting of any Chamber body which was unable to make decision due to a lacking quorum, as well as outside the meetings of a Chamber body.
- 3) The members of the body of the Chamber must be informed by the Presidium that decision-making will take place outside the given Chamber body at least ten days in advance by a written invitation, to which the corresponding voting sheet will be attached, or corresponding ballot sheets in the sense of paragraph 4) below, and, simultaneously, by posting a notice of the per rollam decision-making outside the

given body at the seat of the Chamber and on the Chamber's website or in another form accessible via remote access – online. The notice must contain the date of commencement and the date of termination of the voting. Furthermore, the notice must contain the relevant resolution and, if applicable, what the decision-making is to be concerned with and where it is possible to become acquainted with the resolution and, if appropriate, its annexes (draft resolutions and their possible annexes can also be made available on the website of the chamber or in another form accessible via remote access – online).

- 4) For a resolution to be valid, the heading of each voting sheet must be designated as "Voting Sheet" and, in case of several sheets, a unique serial number of each sheet and the total number of sheets. Furthermore, the full name of the organisation and the exact wording of the resolution to be adopted must be indicated in the heading. The heading must also contain the date as at which the voting commences and the date identifying the last day of the period during which the voting may take place. The voting sheet(s) must together contain the full list of all Chamber body members, where each member must be duly identified in the voting sheet and, furthermore, enough space must be left for each member to attach a declaration of consent or disagreement, date and signature(s).
- 5) Any member of a Chamber body may at any time propose to the given body that decision-making take place outside a meeting of the Chamber body. The Chamber body shall discuss the proposal, and if it approves the proposal, it shall determine the date of the voting where the deadline for decision-making outside the Chamber body may not be less than thirty days, and determine the manner in which the voting shall take place.
- 6) The provisions on voting in the respective Chamber bodies shall apply analogously to the voting, where the voting itself shall take place in that the voting member shall write the words "I agree" or "I disagree" next to his/her name on the voting sheet (or mark his/her answer by a cross in the column so designated), the date when (s)he did so, and confirm the above by attaching his/her signature. Acting by a proxy shall be possible in this manner of decision-making only on the basis of an officially authenticated power of attorney, where the power of attorney or its officially authenticated copy or an authorized electronic conversion of this power of attorney or its officially certified copy (in the case of voting by e-mail) shall form an annex to the decision outside the Chamber body.
- 7) If the relevant member does not express his/her opinion within the time limit set for voting, it is considered that he/she does not agree with the proposed resolution.
- 8) The decision-making shall end and come into force and effect (unless the effect is postponed in the resolution) as at the last day of the period of time indicated in the heading of the voting sheet or on the date when the last signature of a member of the Chamber body is attached.
- 9) A member of a Chamber body can vote not only by correspondence, but also through e-mail communication through e-mail addresses that the members of the Chamber communicate to the Board of Directors and members of individual bodies to the Chairman of that body or in another electronic form (guaranteed electronic signature is not required).
- 10) The relevant body of the Chamber will inform its members of the voting results by communicating these results by e-mail to the e-mail addresses provided by the relevant members in accordance with Article 11, paragraph 1 of these Statutes, and also on the Chamber's website or in another form accessible via remote access (online).

**Art. 8 Manner of Acting on Behalf of the Chamber**

The President together with the Vice-President, jointly, shall act and sign documents on behalf of the Chamber. The director of the Secretariat may sign usual correspondence based on which the Chamber incurs no financial or property-related obligations. The director of the Secretariat may enter into obligations vis-à-vis third parties on the basis of a power of attorney issued by the Presidium for the purpose and for the period stipulated therein.

**Art. 9 Guarantee by the Chamber**

The Chamber shall guarantee its obligations only by its assets. Personal guarantee by the members shall be ruled out.

**Art. 10 Dissolution of the Chamber**

- 1) The Chamber may be dissolved only through a decision of the General Meeting. The General Meeting shall have a quorum notwithstanding the number of the members present, of which fact the members must be advised in the invitation delivered pursuant to par. 6.1 (3) above.
- 2) The General Meeting shall make a decision on dissolution of the Chamber by a three-quarter majority of votes of the members present. If the aforementioned majority is not achieved, a new General Meeting shall be convened within 4 weeks and make decisions by a simple majority of votes of the members present.
- 3) The General Meeting shall also make decisions on the use of the remaining assets of the Chamber in case of its liquidation. It shall prefer humanitarian and charitable objectives in its decision-making.

**Art. 11 Final Provisions**

- 1) The working language of the Chamber shall be English.
- 2) In case of discrepancies, the Czech version of the Statutes prevails.
- 3) The Statutes of the Chamber may be amended at the General Meeting by a majority of votes of the Chamber members present.
- 4) These Statutes, as amended, shall come into force and effect upon their approval.