

## ARTICLES OF CIVIC ASSOCIATION KHnet.info



### **Art. I. FUNDAMENTAL PROVISIONS**

1. The civic association with name KHnet.info (hereinafter referred to as "Association") is a voluntary, independent and non-profit association of natural persons and legal entities.
2. The Association is a legal entity within the meaning of Citizen Association Act No. 83/1990 Coll., as amended.
3. Seat of the Association is Kutná Hora, Studentů 133, PSČ 28401

### **Art. II. ACTIVITIES OF THE ASSOCIATION**

1. To achieve its goals, the Association will pursue especially the following activities:
  - a) Development and running of computer network for mutual communication of its members and connection with other networks.
  - b) Operation of information system
  - c) Supporting using of internet and information technologies.
  - d) Supporting propagation of education, culture and knowledge.
  - e) Expanding application of the up-to-date information technologies.
  - f) Organizing of schooling, discussions, excursions, conferences and workshops for its members and for public.
  - g) The Association may finance the non-profit project of other natural or legal person provided it contributes to achievement of the goals of the Association, or is a part of other such project.
  - h) Getting subsidies, grants and sponsorship contributions for the purpose of funding the Association and its projects.
  - i) Cooperation with subjects which pursue compatible goals.
  - j) Support for humanitarian, environmental and sports projects and events.

### **Art. III. MEMBERSHIP IN THE ASSOCIATION**

1. A member of the Association can be every natural person or legal entity which is willing to participate in the activity fulfilling the goals of the Association.
  - a) Full member
  - b) Associated member – member with limited rights, who lives with at least one full member in common household. Legal entities may not have an associated member.

2. Membership in the Association is entirely voluntary and originates by enlistment in the list of members and payment of obligations according to Article VII., Par. 1, letter a., point II.
3. Applicant for membership, after submitting application for enlistment to the list of members, is referred to as member expectant.
4. The Council of the Association (hereinafter referred to as Council) decides on admission of a member. During the decision making, the Council will consider technical possibilities of connection of new member to the communication infrastructure of the Association.
5. Deleted.
6. The membership ceases by erasing of the name in the list of the Association members.
7. The membership ceases to exist:
  - a) Upon resignation of member from the Association.
  - b) Upon decision of the Council of excluding the member.
  - c) Upon death of a member.
  - d) Upon dissolution of the member which is the legal entity.
  - e) Upon termination of the Association.
8. The General Meeting may decide to exclude the member without giving a reason by the three-fifth majority of votes.
9. Termination of membership of the full member terminates automatically also the membership of its associated members, who are associated to him.

#### **Art. IV. RIGHTS AND OBLIGATIONS OF MEMBER**

1. The member of the Association is entitled to:
  - a) Take part in the General Meeting session, to vote in it and to submit the proposals. Associated member may only participate in the Meeting session but may not vote. He may submit proposals only through the full member, to which he is associated.
  - b) Elect and be elected to the bodies of the Association. The associated members may be elected only to the Audit and Technical Commission.
  - c) To be represented by other member during the members' meeting – through delegation of the voting right to another member, with notarized power of attorney.
  - d) To make use of products of the Association (access to the local network and Internet, shareware, consulting, organizational and technical support, etc) under the conditions laid down by the Council.
  - e) Suggest the Control Commission the inspection on the Association activity.
2. The member of the Association is obliged to:
  - a) Follow the Articles of the Association as well as all internal rules issued by the Association.
  - b) Pay membership fees and contributions in the due terms.
  - c) Notify the changes in data kept in the list of members of the Association.

- d) The member which is the legal entity is obliged to delegate a representative by granting him the notarized power of attorney, who will be acting on behalf of him, i.e. on behalf of the legal entity which is the member of the Association.

3. The obligation of the associated member is only set in the Art. IV, par. 2, letter a).

## **Art. V. BODIES OF THE ASSOCIATION**

### **1. General Meeting**

- a) A General meeting is the supreme body of the Association and is constituted by all members of the Association. The General Meeting is summoned by the Council of the Association at least once a year with overlap of maximum two months. However, the Council shall summon the General Meeting at any time, if it is requested by at least one third of all members of the Association or the Control Commission. In this case, the Council is obliged to summon the General Meeting within one month at latest.
- b) The General Meeting is summoned by notice on the web server of the Association and by distributing the information to all Association members via e-mail at least 7 days in advance. Agenda of the session is the part of the notification.
- c) Deleted.
- d) The General Meeting decides by the simple majority of votes of presented members.
- e) At the presentation, the deputing member shall present the notarized power of attorney to deputy other member. Upon the power of attorney, the represented member is considered as present. During the voting, the deputing member votes with the strength of his own vote and with the votes of the represented members.
- f) The General Meeting has a quorum if 1% of the Association members are present, at least. In the case that no quorum is reached, the Council summons an alternative General Meeting within 14 days that has always the quorum.
- g) The General Meeting is chaired by chairman who is appointed by the Council.
- h) In the General Meeting, firstly the verifier is elected and then, after possible supplement, the agenda. The session of the General Meeting is closed. For each session, the written report of the proceedings is drawn up which is signed by the elected verifier and the Chairman of the Association.
- i) Solely the General Meeting is entitled to:
  - i. Elect the members of the Council for a period of 3 years from the members of the Association, by the equal, direct election.
  - ii. Elect the members of the Audit Commission for a period of 1 year from the members of the Association, by the equal, direct election.
  - iii. Withdraw a member of the Council or the Audit Commission of the Association, by the voting.
  - iv. Change the Articles; in this case the General Meeting decides with the three-fifth majority of votes of present members.

j) The General Meeting is further entitled to:

- i. Approve the Council's report on management and the Audit Commission's report on the review of the Association activity for the previous calendar year.
- ii. In the event of termination of the Association, it decides on carrying out the liquidation and disposition of assets and liquidation balance. Obligations towards the Association members will be settled in preference.
- iii. Decide on any other matters that are reserved for the General Meeting by this Articles, internal rules or if the Council requests the decision.

2. Council

a) The Council is the executive body of the Association and it must have at least three members. The Chairman of the Association is the chairman of the Council and a member of the Council at the same time. The Council may have more than three members; however the number of its members must be always odd. Member of the Council of the Association may be only adult natural person who is fully qualified to perform legal acts.

b) The Council is entitled to:

- i. Elect a Chairman of the Association out of its members for a period of 4 years.
- ii. Withdraw the Chairman of the Association.
- iii. Receive the internal rules of the Association in all matters except the matters that are exclusively within the competence of the General Meeting.
- iv. Decide on the admission of new members of the Association.
- v. Decide on exclusion of a member from the Association if the member did not pay the membership fees even after appeal of the Council in additionally appointed due term. Or if a member of the Association breaches its obligations as a member by an extraordinary serious manner or he damages the reputation of the Association, although he was notified in writing by the Council about possibility of exclusion from the Association.
- vi. Maintain a list of members of the Association, as well as its supporting registration.
- vii. Manage the assets of the Association.
- viii. Approve the amount of all fees through the Finance Regulations.
- ix. Approve the Organizational Regulation and Operating Rules.

c) The Council is further entitled to:

- i. Summon the General Meeting and to appoint its chairman.
- ii. Submit a report on the results of the management to the General Meeting.
- iii. Carry out other activities that are determined for the Council by these Articles or internal regulations.

- iv. Do all necessary measures to ensure the proper operation of the Association, as well as to carry out other activities, if this activity does not belong to other bodies of the Association.
- d) The Council meets as needed, usually electronically.
- e) The Council decides by simple majority of all votes, unless the decision demands the unambiguous consent.
- f) Decisions of the Council are always made in writing, verified by the signatures of all Council members present, this is valid even in case of electronical solution of the Council session.
- g) The Council will enable all members of the Association to see the minutes of the meeting and the decisions of the Council, it also enables Audit Commission the inspection of accounting and other material relating to the activities of the Association.
- h) The membership in the Council ceases especially upon the death of the member, its exclusion by the General Meeting, resignation or expiration of his term. In the case of termination of membership in the Council, the Council itself is authorized to designate a replacement Council member, if the number of the Council members being elected by the General Meeting does not drop below the half. The functional term of the Council member designated in such a way expires on the day of the next General Meeting session.

### 3. Chairman

- a) The Chairman is the statutory representative of the Association. He represents the Association externally and acts on its behalf in all matters, respecting the decisions of the Council or General Meeting.
- b) In the time between meetings of the Council, the Chairman is authorized to make all measures and decisions necessary to ensuring the proper operation of the Association, except those that are reserved for the General Meeting by the Articles.

### 4. Audit Commission

- a) Audit Commission is the control and inspection body of the Association.
- b) Audit Commission has minimum two members and is elected by the General Meeting.
- c) Audit Commission carries out inspection activities in the field of economy of the Association, particularly accounting and finance, as well as control of other activities of the Association. The Council is obliged to provide the Audit Commission with all material related to activities of the Association.
- d) At least once a year, it carries out the revision of accounting and submits the General Meeting the report on the management and activities of the Association for the previous calendar year.

### 5. Common provisions on the bodies of the Association

- a) The office in the bodies of the Association shall be honorary.
- b) The offices in the Audit Commission and member of the Council are incompatible.

## **Art. VI. TECHNICAL COMMISSION**

1. Technical commission is a special advisory body of the Council. It is made up of individual representatives of points of backbone network and it serves to deal with technical, professional or special issues.
2. Sphere of action and tasks are determined by the body that has appointed the Technical Commission, or by internal rules of the Association. The same body shall decide on the number of members of the commission, its personal constitution, as well as on its dissolution, by introducing in the Organizational regulations of the Association.
3. Recommendations of the Technical Commission are not obliging for the Council of the Association.
4. Tasks of the Technical Commission:
  - a) to manage the creation, development, operating conditions and other parameters of computer network of the Association.
  - b) notify the members of the Association of the planned construction, operation, lock-outs and technical problems
  - c) submit the technical solution of operation and development of the KHnet.info network to the Council of the Association for the approval

## **Art. VII. PRINCIPLES OF MANAGEMENT**

1. The Association manages its property, which source is especially:
  - a) membership fees and contributions
    - i. Regular member monthly contribution for the use of technical resources of the Association.
    - ii. One-time entry fee.
    - iii. Annual membership fee for overhead costs of the Association related to promotion of the Association and its activities in other institutions, media, professional and general public press etc., for entry in the list of members, for the issue of documents confirming facts contained in the list etc. In the event of termination of membership in the Association of the member's own will, the aliquot part of the fee is returnable. Only the whole months remaining till the end of the year count for this calculation.
    - iv. Extraordinary member contributions.
  - b) Gifts and other payments of natural and legal persons.
  - c) Revenues from other sources.
2. These resources are used solely in accordance with the object of activities of the Association and for ensuring its operation.
3. The aim of the Association is not realizing a profit. Management surplus shall be used in the following year according to budget approved by the Council that is published in the Financial Regulations.
4. Members are not liable for obligations of the Association, the Association shall be liable for the obligations on its behalf.

5. Management of the Association is ruled by internal Financial Regulations of the Association and by generally binding legal regulations of the Czech Republic.
6. The financial statement for the previous calendar year must be discussed by the Council till the end of February in the following year.
7. The Council submits the report on the management for the previous period to the General Meeting for approval.

## **Art. VIII. FINAL PROVISIONS**

1. For its operation the Council shall issue the following internal regulations:
    - a) Organizational regulations – deals with competences of the bodies, their responsibilities and the way of cooperation.
    - b) Operating rules – deals with behavior and general principles of work of individual members in the network and other areas of interest of the Association.
    - c) Financial regulations – it deals with rules and manner of financing of the Association, particularly the financing of the operation, development and construction of network, creating the financial reserves and general principles of financial management.
  2. By termination of membership, also the activity in the bodies of the Association is terminated.
  3. Deleted.
- 

On behalf of the Council of KHnet.info:

.....  
Aleš Kerner  
Chairman