

STATUTES OF THE ASSOCIATION

THE NATIONAL WOOD-PROCESSING
CLUSTER, registered association



Article 1

Introductory provisions

- 1.1. THE NATIONAL WOOD-PROCESSING CLUSTER, registered association, (Hereinafter referred to as "the Association") is a registered association of legal and natural persons established and registered within the meaning of Clause 214 et seq. of Act No. 89/2012 Coll. of the Civil Code (hereafter "the law").
- 1.2. The Association is a legal entity - a corporation that represents legal and natural persons doing business in the Czech Republic in the field of woodworking and wood processing industries, service providers operating in these and other related fields, educational and non-profit organizations.
- 1.3. The association is a voluntary and independent group and associates its members on the basis of a common interest expressed in the mission of the association.
- 1.4. The association is an open organization that will be opened to new members on non- discriminatory terms.
- 1.5. The association may carry out business activities with results that the post-tax profit will not be distributed among the members, but will be used to develop the activities for which the corporation was founded.
- 1.6. The subsidiary economic activity of the association is as follows: Production, trade and services not listed in appendix 1 to 3 of the Trade Licensing Act.
- 1.7. The association is set up to support innovation and to increase competitiveness in the industry.

Article 2

Name and headquarters of the association

- 2.1. Name: NÁRODNÍ DŘEVAŘSKÝ KLAŠTR, z.s.
(the NATIONAL WOOD-PROCESSING CLUSTER, registered association)
- 2.2. Headquarters: Studentská 6202 / 17,708 33 Ostrava - Poruba.

Article 3

Mission on the Association

- 3.1. The mission of the association is in particular:
 - o to create the conditions for maximum use of production synergies and developmental potential in the field of woodworking and wood processing industries and other related fields;
 - o to support innovation processes, research and development of activities run by members of the association;
 - o to promote communication between business, public, self-governing and non-profit organizations which have a related interest;
 - o to contribute to the successful implementation of the developmental and social programs of the members of the association and regions;
 - o to offer consulting services to its members, to organize seminars about cluster issues and issues related to the wood-processing industry.

- o to perform independently fundamental, applied research and experimental development and disseminate their results through education, publishing and other activities intended for know-how transfer .
- 3.2. The mission of the association is fulfilled in particular by:
- o providing services to members of the Association in the field of consultancy and analysis, obtaining support from public funds, ensuring all types of cooperation, training events (seminars, professional courses);
 - o administering and updating the association's membership database;
 - o preparing projects for obtaining grants and subsidies from the EU Structural Funds and from other sources;
 - o collecting and managing funds to support their nonprofit activities;
 - o supporting co-operation in the formation of consortia and mergers of the members of the association;
 - o promotion of public awareness of the mission of the association and the promotion of its members.

Article 4

Bodies of the Association

- 4.1. The bodies of the association are:
- o Plenary Meeting
 - o Executive Board
 - o Supervisory Board

Plenary meeting

- 4.2. The plenary meeting is the supreme body of the association and is convened by the association's statutory body at least once a year. The invitation to the plenary meeting must be in writing, signed by the statutory body of the association, and it must contain a precise agenda, date, time and place of the meeting and must be sent to all members of the association by registered letter - at least 10 days before the day of the meeting. At the same time, the invitation letter will be sent electronically via an e-mail. The delivery of the e-mail shall be confirmed by members via e-mail. The agenda may be amended by majority of the members of the plenary meeting.
- 4.3. Aside from the members of the association, the Statutory Body of the Association, the members of the Executive Board, the members of the Supervisory Board and the manager of the association are also entitled to participate in the plenary meetings.
- 4.4. The plenary meeting has a quorum if at least the majority of all members of the association are present. At the beginning of the meeting, the record-keeper and the verifier of the record are elected. The Plenary Meeting is headed by the president of the association and, in his absence, by the 1st Vice President of the association; If both are not present, then by the 2nd Vice president of the association

- 4.5. The plenary meeting is responsible in particular for:
- o approving the basic role and goals of the association;
 - o discussing and approving the annual report, the management report including the financial statements;
 - o approving the association budget;
 - o discussing the report of the Supervisory Board;
 - o electing and removing members of the Executive Board and members of the Supervisory Board of the Association;
 - o approving changes and supplementing amendments of the statutes;
 - o approving the amount of membership fees and the terms of their maturity;
 - o deciding to exclude a member of the association;
 - o deciding about the establishment, merger and cancellation of the professional and regional working groups and workplaces of the association, the organizational units of the association or the branch association;
 - o deciding to dismiss the association, to elect the liquidator and to determine his remuneration;
 - o deciding to merge the association with another association;
 - o deciding on how to handle the liquidation balance;
 - o approving the remuneration of members of the Executive Board and the Supervisory Board;
 - o making all other decisions which are not reserved to other bodies of the association.
- 4.6. Each member has one vote at the general meeting.
- 4.7. The resolutions are adopted by a simple majority of the members present; When deciding to dissolve the association, to merge the association with another association, to determine the membership fee, to amend and supplement the statutes the decision must be taken by a two-thirds majority of the members present.
- 4.8. The implementation of the project after the decision has been approved to receive a grant, and any association activity, which should involve the participation of the association in grants, such as joint association projects within subsidy titles, including the costs of such projects and activities these must be approved by an overall majority of all members of the association.
- 4.9. From the plenary meeting, the selected record-keeper shall record the minutes, which shall be verified by the selected verifier. The attachment of the minutes consists of adopted resolutions and the attendance list. The record will be received by all members of the association within 30 days of the plenary meeting by electronic mail.
- 4.10. The Statutory Body shall convene a nonscheduled plenary meeting within 30 days of the date if the President, the Vice-President, the Executive Board, the Supervisory Board or at least one third of the members of the Association shall request the summit. The request must be delivered to the statutory body and must include a draft agenda of the meeting. The same rules shall apply for the convening and voting at the nonscheduled plenary meeting as well as for the regular plenary meeting. If the statutory body does not call on the plenary meeting in the above manner, the plenary meeting may be convened by any member of the executive board or the supervisory board or by any of the members of the association who proposed the convening of the plenary meeting.

Accepting decisions per rollam

- 4.11. Proposals for which it is not possible or purposeful to convene a meeting of the plenary meeting may be decided by the board of directors to be sent to the members of the association for discussion outside the plenary meeting in written form, or by electronic mail (hereinafter "per rollam")
- 4.12. Members of the association must be familiar with the issue dealt by per rollam, including a draft resolution. The time limit for considering the matter and the draft resolution is usually set at five working days, but at least 48 hours.
- 4.13. The members of the association comment on the proposal sent by per rollam in the required manner whether they agree, disagree or abstain; they may also state the reasons for their statement. If a member of the association does not comment, it will be regarded as a disagreement.
- 4.14. If at least one member of the association requests within the time limit according to the paragraph (4.12.), per rollam vote shall be suspended and the proposal submitted to the regular session of the plenary meeting convened at the earliest possible date.
- 4.15. The minutes of the resolution approved by per rollam are attached to the minutes of the next meeting of the plenary meeting and are verified during the meeting.

Executive board

- 4.16. The executive board is the executive body of the association and manages the activity of the association.
- 4.17. The Executive Board has nine members. The post of a member of the Executive Board is irreplaceable.
- 4.18. The members of the Executive Board are elected and dismissed by the Plenary Meeting, among the members of the association. The Executive Board elects and dismisses from among its members the President, the 1st Vice - President and 2nd Vice President of the Association. The president and vice-presidents are statutory bodies of the association. At least two of them collectively act and sign on the behalf of the association.
- 4.19. The members of the Executive Board further elect and dismiss the association's manager. The manager does not need to be a member of the association and does not need to be a member of the executive board. The manager prepares a program and materials for the meetings of the executive board and arranges the routine activities of the association between the sessions of the executive board.
- 4.20. Members of the Executive Board may be assigned responsibility for individual sections of the Association's activities as decided by the Executive Board. The President is represented by the 1st Vice-President in his absence, and by the 2nd Vice-President.
- 4.21. The term of office of all members of the Executive Board is three years. Members of the Executive Board may be re-elected to their positions. If he / she does not leave the post according to Article 4.22., the members of the executive board shall stay in their posts until the election of new members.
- 4.22. Members of the Executive Board may withdraw from office by written notice and sent to the President by registered mail. Their post will expire on the date of receipt of this letter.
- 4.23. If the number of members of the Executive Board does not fall below half, the Executive board may co-opt other persons for the resigned or deceased members until the next plenary meeting of the association.
- 4.24. The executive board is convened and managed by the President, in his absence by the Vice-President. If they are both absent, they are represented by the 2nd Vice-President.

- 4.25. The Executive Board shall in particular:
- o carry out the mission and objectives of the association according to the resolution of the plenary meeting and the statutes of the association;
 - o prepare reports about the financial statements, final accounts and annual reports and submit them for approval to the plenary meeting;
 - o approve the admission of new members of the association;
 - o prepare the organization of the plenary meeting;
 - o approve the organizational code of the association, if the plenary meeting decides on its need;
 - o appoint the executive director of the association and determine his remuneration;
 - o propose amendments to the statutes.
- 4.26. The Executive Board meets at least four times a year. The Executive board has a quorum if an overall majority of its members attend its meeting. Decisions of the Executive Board shall be adopted by a majority of the members present. A two-thirds majority is required for the election and dismissal of the manager of the association, for approval of a proposal to amend and supplement the regulations, for dismissal the association, for merger of the association with another association, for proposal to dismiss a member of the association. In case of equality of votes, the president's vote decides and, in his absence, the vice-president's vote. In the absence of both, the vote of the 2nd Vice-President decides.

Supervisory Board

- 4.27. The Supervisory Board has three members elected by the plenary meeting for three years, the re-election is possible. The Supervisory Board elects its own Chairman who manages the activities of the Supervisory Board and the Vice-Chairman who represents the Chairman in his absence.
- 4.28. The Supervisory Board is responsible for the audit of accounting books, documents and regular or unscheduled financial statements of the association. The Supervisory Board shall prepare a written report on the financial statements, annual reports and reports on the management of the Association, which shall be submitted for approval to the plenary meeting.
- 4.29. Members of the Supervisory Board may withdraw from office by written notice sent by registered letter to the President. Their job position will expire on the date of a receipt of this letter
- 4.30. If the number of members of the Supervisory Board does not fall below half, the Supervisory Board may co-opt other persons for members resigned or deceased until the next plenary meeting.

Article 5

Membership

- 5.1. The association membership is voluntary. A legal or natural person may become a member of the association if they agree with the aforementioned mission of the association and intend to actively promote and implement this mission.
- 5.2. Admission as a member of the association shall be subject of approval of the membership application by the Executive Board. By filling in an application, the candidate recognizes the statutes of the association, the structure and the amount of membership fees.
- 5.3. The Executive Board shall notify the applicant in writing of its acceptance or non-acceptance. Admission is not a legal claim.
- 5.4. Membership shall cease due to death, withdrawal, or failure to pay the membership fee under the item 5.6. and 5.11. of the statutes or exclusion of a member, also in the case of a legal person it shall cease on the day of the establishment of insolvency by an insolvency court pursuant to a special law.
- 5.6. The statement of withdrawal must be sent in writing to the President by recorded mail. The withdrawal is effective by delivering of this letter.
- 5.7. If a member fails to fulfill his obligation to pay the annual membership fee despite a repeated notice for payment within three months of the second notice being sent, his membership will expire after the expiry of that three-month period.
- 5.8. For a serious reason, the plenary meeting may exclude the member by a simple majority vote of the members present. These reasons are considered to be serious: violation of the interests and mission of the association, gross violation of the statutes and gross violation of the Association's decisions. Exclusion of a member of the association does not create the legal right to return membership fees.
- 5.9. Members of the Association have the right to participate in the plenary meeting, to make proposals and to exercise the right to vote, even on behalf of the representative on the assumptions provided by these statutes of Association. Legal persons exercise their voting rights through their statutory bodies or authorized representatives.
- 5.10. Members are entitled to support and advice from the association on all matters referred to in Article 3, paragraph 3.2 of the Statutes.
- 5.11. Members support the association in achieving the objectives, programs and tasks of the association. They commit to abide by the statutes and follow the resolution of the governing bodies.
- 5.12. Members are required to pay annual membership fees proposed by the Executive Board and approved by the members of the plenary meeting. If the membership is established by June 30th of the relevant calendar year, the member pays the full amount of the membership fee, if the membership is established on 1st July or later, the member pays half of the membership fee. The annual membership fee may be paid even in installments on the basis of a resolution of the Executive Board in accordance with the written agreement.

Article 6

Financial management

- 6.1. The activity of the association is not aimed at achieving profit.
- 6.2. For the realization of its tasks, the Association obtains funds mainly from membership fees, gifts, grants, inheritance, subsidies, interest and from any other income from the management of the Company's assets.
- 6.3. The Executive Board regularly prepares the annual budget proposal of the association, as well as the financial plans of the association's management for a period of one year and five years.
- 6.4. The management of the association is approved by the plenary meeting.
- 6.5. The members undertake to participate in financing the operation of the association according to the decision made on the amount of membership fees. This commitment is valid throughout the membership.
- 6.6. In the event that the association receives specific subsidies or contributions, its activity may be terminated only after the conditions for drawing the grant have been met. The use of those resources is only possible for the purpose for which they were provided.
- 6.7. The Company is solely responsible for its liabilities by its assets. Any personal liability of individual members of the Executive Board or members of the Association for the obligations is excluded.
- 6.8. The accounting period is a calendar year.

Article 7

Termination of the association

- 7.1. The association is dissolved by:
 - a) voluntary dissolution
 - b) court decision.

From the moment of dissolution the association enters into liquidation. Dissolution of the association under paragraph 7.1. article a) is decided by the plenary meeting based on a proposal from the Executive Board. The decision is made at least with a two-thirds majority of the members present, and simultaneously the liquidator is elected. Liquidation of the association is regulated by law
- 7.2. The association is dismissed by:
 - a) deletion from the Federal Register after termination of liquidation
 - b) the date of the merger or division, unless otherwise provided by law.
- 7.3. The liquidator shall settle the liabilities and recover the claims of the association, and any liquidation balance shall be distributed among the members of the association in proportion to the amount of membership fees paid over the last 5 years prior to the decision to dismiss the association unless the plenary meeting of the association decides otherwise.
- 7.4. The merger or division of the association is governed by law.

Article 8
Final Provisions

- 8.1. In matters not governed by these Statutes, the activities of the Association are governed by law.
- 8.2. The plenary meeting shall decide on amendments and supplementing amendments to the statutes of the Association by a two-thirds majority of the members present. Proposals for amendments or amendments to the statutes shall be submitted by the Executive Board or by any member of the Association.
- 8.3. Every member of the association and new entrant to the association will receive one copy of the valid statutes and information on the amount and maturity of membership fees.
- 8.4. The members of the association may be appointed from the decision of the plenary meeting of persons in the field of science, culture, politics, education, etc. who agree and support the aims of the association. When nominated, they receive the nomination list of an honorary member of the association. These honorary members do not have the right to vote.

On behalf of THE WOOD-PROCESSING CLUSTER, registered association

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Ing. Jiří Pohloudek, President

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Ing. Miroslav Machala, 2nd Vice-president