

## **ARTICLES**

### **The Association of Synthetic Turf Football Pitches Builders with ESTC, membership**

#### **Article 1**

##### **Name and registered office of the association**

1.1 Name: The Association of Synthetic Turf Football Pitches Builders with ESTC, Interest Association (hereinafter also referred to as the "Association").

1.2 Registered office of the Association: Londýnská 329/25, Vinohrady, 120 00 Prague 2.

#### **Article 2**

##### **The purpose of the Association**

2.1 In securing its purpose, the Association cooperates with the Football Association of the Czech Republic (hereinafter also referred to as "FAČR") and with the ESTC - EMEA Synthetic Turf Council, with its registered office at 40, rue Belliard, 1040 Brussels (hereinafter also referred to as "ESTC"). Members of the Association who are legal entities are also members of the ESTC.

2.2 The purpose of the Association is to associate builders of synthetic turf football pitches in the Czech Republic into a professional organization and to ensure the highest possible quality of synthetic turf football pitches in the Czech Republic, to develop expertise and ensure top quality in this area by all members of the Association and to promote common interests in their activities.

2.3 The Association cooperates with the FAČR in order to achieve the highest possible quality of synthetic turf football pitches in compliance with the FAČR competition rules and the FAČR implementation instruction to certification of synthetic turf football pitches of the new 3rd generation - (UT3G).

2.4 The purpose of the Association is also cooperation with other entities operating in this field, which affect the construction of football pitches and with entities that provide other related services in the Czech Republic and abroad.

2.5 The Association also intends to disseminate and pass on objective information in the given area within its activities to end users, which are football clubs, especially clubs that are organized within the FAČR.

2.6 The aim of the Association is, among other things, to strive for the good name and quality of services provided by Association members.

2.7 The Association aims, among other things, to defend and represent the common interests of the members of the Association related to the operation of their activities and promote them to public authorities and territorial and administrative bodies and other organizations, including advisory services for these entities.

2.8 The purpose of the Association is also to provide professional, consulting and advisory services to its members, in order to develop them and create the competitiveness of the field in the given region.

2.9 The purpose of the Association is, among other things, to organize various courses, training and similar events that will be organized in order to provide current information from the field or will be otherwise beneficial for the members of the Association, including the mutual exchange of experiences in this field.

2.10 The association also develops its own professional publishing information and educational activities, or other activities to fulfil the above objectives and to support the further development of the Association, even at international level. Within this activity, the goal is primarily acquisition and transfer knowledge of the latest trends in the construction of synthetic turf pitches.

### **Article 3**

#### **Membership**

3.1 Membership in the Association is voluntary. Membership in the Association is regular or affiliated. A full member of the Association may be a legal entity that operates in the field of construction of synthetic turf football pitches, and which wishes to participate in fulfilling the goals and purpose of the Association and agrees with the Articles of the Association. An individual over the age of 18 who wants to participate in the fulfilment of the goals and purpose of the Association and agrees with the Statutes of the Association, may be a full member, providing they were elected as a member of the statutory body of the Association. Associate members may be a legal entity that operates in the field of construction of football pitches as a professional supplier of necessary components for pitches with UT3G. Rules embedded in these Articles for members, apply to both full and associate members, unless expressly stated otherwise. The legal entity is represented by its statutory body, unless the legal entity designates another representative.

3.2 Membership in the Association is tied to the member and does not pass to any legal successor.

3.3 A legal entity that wishes to become a full member of the Association must also be permanent member of ESTC.

3.4 A member of the Association cannot be a natural person who is a member of the body of a legal entity, which is a member of the Association.

3.5 The General Meeting of the Association decides on admission as a member by an absolute majority of all members votes, on the basis of a written application or an offer of membership from the Association made by an absolute majority of all members of the Association and the subsequent delivery of the declaration of the applicant containing his/her declaration of accession to the Statutes of the Association, which must be delivered to the Association no later than thirty (30) days from the date of delivery of the offer. The membership in the Association is established on the day

specified in the decision of the General Meeting on admission as a member of the Association or in the case of a membership offer, by delivering the offer to the candidate and paying the membership fee contribution within ten (10) days from the date of delivery of the call of the Steering Committee. Date of membership creation may not precede the date of the decision of the General Meeting to accept as a member.

### 3.6 Membership expires

- a) secession,
- b) exclusion,
- c) non-payment of the membership fee even after the request for its payment and after the expiration of the period set out in the Association's call for payment,
- d) death or cessation of a member of the Association,
- e) the cessation of the Association,
- f) in the case of a person who has established a membership pursuant to Article 3.1 of the Articles of Association, on the day of the termination of the position in the Steering Committee of the Association.

3.7 Withdrawal terminates the membership on the day of delivery of the member's written notice of withdrawal from the Association.

3.8 By expulsion, the membership expires on the day of delivery of the decision of the General Meeting on expulsion to the member of the Association to whom it relates. A written proposal for expulsion may be submitted by any Association member; the proposal must contain the circumstances justifying the expulsion. The member of the Association against which the proposal is directed may become acquainted with the proposal for expulsion at the Association registered office, ask for an explanation, state and document everything that is to his/her advantage.

3.9 The General Meeting of the Association decides on the expulsion at its meeting by an absolute majority of votes of all members of the Association. A member of the Association may be expelled for the reasons set out by law, or if he/she commits an act:

- (a) which is a criminal offense under the applicable law of the Czech Republic, or
- b) which is in conflict with the Articles of the Association, or
- c) which is in conflict with the FAČR and ESTC regulations in the field of activities of synthetic turf football pitch builders with, or
- d) which is incompatible with the interests and goals of the Association or another member of the Association and within a reasonable time, but not longer than thirty (30) days, did not seek redress even after Association summons. A summons is not required if the consequences of a breach of membership obligations are not possible to remove or if it caused serious damage to the Association or to another member of the Association.

3.10 A member of the Association whose expulsion is voted upon does not exercise the right to vote.

3.11 The expulsion decision shall be delivered to the expelled member at the address indicated on the list of members or to their e-mail address.

3.12 A member of the Association whose expulsion is in question may, within fifteen (15) days from the date delivery of the decision of the General Meeting, submit a written objection to the decision of the General Meeting to be reviewed by the Steering Committee. An application for review of a decision shall be submitted by the expelled member in writing to the Steering Board.

3.13 Upon termination of membership, there is no right to a refund of previously paid membership fees or their proportional amounts.

3.14 The association maintains a list of members. Registration and deletion concerning the membership of persons in the Association is carried out by the Secretary General of the Association by entering the new data and crossing out the data, which changes so that this information is still legible. The list of members can be kept in electronic form. The list of members is not made available.

## **Article 4**

### **Rights and obligations of members**

4.1 Members of the Association have the following rights:

- a) to participate in the meeting at the General Meeting,
- b) to be elected to the bodies of the Association,
- c) to elect members of the bodies of the Association,
- d) to submit suggestions and proposals to the bodies of the Association,
- e) to request an explanation from the Steering Committee,
- f) to request information from the bodies of the Association,
- g) to participate in events organized by the Association or to participate in them,
- h) to withdraw from the Association at any time,
- i) to participate in the practical activities of the Association.

The rights mentioned under points 4.1. letter b) and c) do not have associate members of the Association.

4.2 The members of the Association have the following duties:

- a) to observe the Articles of the Association, comply with the resolutions of the bodies of the Association,
- b) to defend the interests and pursue the goals of the Association, a member of the Association must not directly harm by their actions or indirectly the good name of another member of the Association, in particular they may not publicly criticize another member of the Association in a way that affects their good name, it is also prohibited to damage interests of the members of the Association by unreasonably low price offers, which are not in accordance with prices usual at the place and time.
- c) to pay membership fees in a duly and timely manner in the amount and within the deadline determined by the General Meeting, possibly by Articles.
- d) to take an active part in the activities of the bodies to which they have been elected,
- e) to notify the Association's registered office of any changes to its name or company, address, telephone number or email connection and other facts important from the point of view of the activities of the Association and managing the List of Members,

- g) to avoid conduct which would jeopardize or undermine the joint efforts of all Members to: achieving the highest quality in the construction of football pitches with the UT3G,
- h) to carry out the construction of pitches exclusively in accordance with all currently valid provisions of the Implementation FAČR instruction on attestations of football pitches with the UT3G,
- i) to pay special attention to the implementation of the construction supply of the final structural layer of the gravel-crumb fraction 0/4 and also to perform and document all tests of compaction, flatness and water permeability of the substructure according to valid standards,
- j) not to conceal material facts found during the execution of the contract,
- k) a member of the Association may not take over a work in progress without the knowledge of its previous contractor,
- l) to be a member of the ESTC and in a timely manner, i.e., by the last day of March of the calendar year, to pay the established annual fees to the ESTC account.

## **Article 5**

### **Membership fee**

5.1 Membership fees are intended to ensure the activities of the Association.

5.2 The amount of the annual membership fee of a full member is determined by the General Meeting. Member fee however, may never be lower than CZK 10,000 (in words: ten thousand Czech crowns) and it may not be set in an amount exceeding CZK 100,000 (in words: one hundred thousand Czech crowns).

5.3. The amount of the annual membership fee of an associate member is equal to one half of the annual membership fee of a full member set by the General Meeting.

5.4. The maturity of the member's annual membership fee is determined by the General Meeting.

## **Article 6**

### **Bodies of the Association**

6.1 The bodies of the Association are the General Meeting and the Steering Committee.

## **Article 7**

### **General Meeting**

7.1 The General Meeting is the highest body of the Association. The General Meeting consists of regular members of the Association.

7.2 Meetings of the General Meeting are convened by the Secretary General of the Association in agreement with the President of the Association as needed, but at least once a year. The Secretary General convenes the General Meeting by a written invitation sent to all members of the Association to the address specified in the List of members, i.e. at least fourteen (14) days before the date of the General Meeting.

In the invitation it shall state the place and time of the General Meeting, the draft agenda of the General Meeting and proposals for materials for individual items of the General Meeting. By written invitation is also meant an e-mail. An already convened meeting of the General Meeting may be revoked or postponed by the same manner as convened. If all members agree, it is possible to convene a General Meeting even without observing the above principles.

7.3 The Secretary General of the Association is obliged to convene the General Meeting also, if it shall be requested in writing by at least one quarter of the full members of the Association, within one (1) month from the delivery of the written request; if the President does not convene a meeting of the General Meeting within the given period, a person who has submitted a request to convene a General Meeting, may convene a meeting of the General Meeting at costs of the Association by himself. A meeting convened in this way may be cancelled or postponed only on a proposal or with the consent of the person who initiated it.

7.4 The General Meeting is quorate if an absolute majority of all regular members of the Association are present. Unless stated otherwise, the General Meeting decides by an absolute majority of votes of the present regular members of the Association. Decision to amend the Articles of the Association and dissolve the Association requires the consent of at least two thirds of all regular members of the Association.

7.5 Legal entities are represented at the General Meeting by members of the statutory bodies of the legal persons or an authorized person. The natural persons must attend in person.

7.6 If the General Meeting does not have a quorum at the specified time, its meeting shall begin half an hour later and the General Meeting is quorate in any number of the present regular members of the Association.

7.7 Each regular member of the Association has one vote. The votes of the regular members are equal. Association members have no voting rights.

7.8 Meetings of the General Meeting are chaired by the President of the Association or a member of the Steering Committee authorized by him. An issue that was not included on the agenda when it was announced can only be decided with the consent of an absolute majority of all regular members of the Association.

7.9 The Steering Committee shall ensure that the minutes of the General Meeting are issued within thirty (30) days from on the day of its holding. If this is not possible, the minutes shall be made by the person chairing the meeting or by whom the general meeting authorized it. The minutes must show who convened the meeting and how and when held, who opened it, who chaired it, or what other officials the General Meeting elected, what resolutions were adopted and when the minutes were made. A copy of the minutes of the General Meeting will be sent by the Steering Committee to all members of the Association to the addresses listed in the List of Members.

7.10 The scope of the General Meeting includes:

- a) Deciding on the amendment of the Articles of the Association,
- b) Admission of members of the Association,

- c) election and removal of the President of the Association, the Secretary General of the Association and a Member of the Committee,
- d) Approval of the amount of the membership fee,
- e) Discussing the report of the Steering Committee on the activities and management of the Association for the past period and approval of the financial statements and budget for the following year.
- f) Approval of the plan of activities of the Association and the draft budget of the Association,
- g) Approval of the rules of procedure and election rules of the General Meeting,
- h) deciding on the expulsion of a member,
- i) Deciding on the dissolution of the Association with liquidation or on its transformation,
- k) Election of a liquidator,
- l) Election of the recorder, the verifier of the minutes and the person authorized to count the votes at the General Meeting,
- n) Other matters not mentioned in this paragraph, unless this is contrary to the statutes; or by law

## **Article 8**

### **Steering Committee**

8.1 The Steering Committee is the collective statutory body of the Association. A member of the Steering Committee may be just a person. The Steering Committee consists of three (3) regular members, namely the President of the Association, The Secretary General of the Association and a Member of the Committee, always at least two (2) of whom must be members of the bodies of legal entities that are regular members of the Association or authorized by their employees. The Steering Committee is responsible for the proper management of the Association, it monitors compliance with the budgetary rules, approves changes to the budget, takes due care of the assets and due fulfilling of the Association mission. The Steering Committee leads and directs the work of the Association in the period between the General meetings, oversees compliance with the Articles, takes care of the development of the Association. Each of the members of the Steering Committee of the Association is obliged to act with due diligence.

8.2 The term of office of the members of the Steering Committee shall be two years and shall begin on the day of the election. The term of office of a member of the Steering Committee shall not end, in the event of expiry of the term of office, earlier, before a new member of the Steering Committee is elected by the General Meeting. In this case, ceases the function of the member of the Steering Committee whose term of office has expired by electing a new member of the Steering Committee.

8.3 A member of the Steering Committee may resign during his term of office, as follows: by registered letter addressed to the Association. If in the progress of a term of office, one of the members of the Steering Committee resigns, the Steering Committee is authorized to co-opt a new member of the Steering Committee.

8.4 The members of the Steering Committee may be re-elected.

8.5 The members of the Steering Committee represent the Association externally, each of them independently with the exception of:

- a) the property dispositions with immovable property
- b) the conclusion of all contracts and
- c) a written communication with the FAČR and the ESTC, where in the cases referred to under letter a), b) and c) the Association is represented by at least two members of the Steering Committee. Legal proceedings consisting in the management of real estate's require the signature of the President of the Association and another member of the Steering Committee.

8.6 When acting on behalf of the Association, the members of the Steering Committee are obliged to act in accordance with the decisions of the General Meeting and the Steering Committee.

8.7 The Steering Committee shall meet as necessary, at least twice a year, at a place and time which: provided by the Secretary General, usually by written invitation sent at least fourteen (14) days before the date of the Steering Committee meeting to all members of the Steering Committee at their address of permanent residence. The Secretary-General shall convene a meeting of the Steering Committee whenever, if two members of the committee so request.

8.8 The Steering Committee shall have a quorum if at least two of its members are present. For adoption of a decision, it requires the consent of a majority votes of all the members of the Steering Committee. When making decisions the voting rights of the members of the Steering Committee are equal. In the event of equality of votes, the President of the Association shall have the casting vote.

8.9 Written minutes of the proceedings of the Steering Committee shall be drawn up and prepared by the authorized member of the Steering Committee.

8.10 The Steering Committee decides on other issues that are not within the competence of other bodies of the Association or which are entrusted to them by the Articles.

8.11 The Secretary-General shall perform his duties on the basis of an employment contract.

8.12 The powers of the Steering Committee include:

- a) To perform the tasks assigned to the Steering Committee by the General Meeting,
- b) To inform the General Meeting of the Association about its activities,
- c) To contribute to the improvement of communication between the members of the Association,
- d) To assist the members of the Association in solving their problems related to the goal and purpose of the Association,
- e) Duly manage the property of the Association,
- f) To submit to the General Meeting a report on management,
- g) To submit to the General Meeting a draft budget for the next period,
- h) To keep due accounting records,
- ch) To act in accordance with the Articles of the Association,



i) To facilitate the amicable settlement of disputes between the members of the Association.

## **Article 9**

### **List of members of the Association**

9.1 The Association maintains a list of all its members. The Steering Committee is in charge of keeping the list of members.

9.2 The registration of the establishment of membership and its termination is made on the basis of the decision of the authorized body of the Association.

9.3 In the case of a natural person, the name, surname, residence of the legal person, company and registered office shall be stated. All individual members will be given an address for delivery to the member if it is to be delivered to an address different from the address of residence or registered office, the date and manner of origin and termination of membership shall also be stated. The List is accessible only to members and bodies of the Association. On deletion of data from the List of members of the Association is decided by the General Meeting.

9.4 The Association treats data about a member as confidential and may not use them without his/her consent to be provided to the third parties. The association may, without the consent of the member, communicate only his name, field or specialization. An exception is the official website of the Association, where logos of all the members are placed on the title page with a hypertext link to their website.

## **Article 10**

### **Financing and management**

10.1 The activities of the Association are financed by the fees of its members, from the income from the property of the Association, donations from domestic natural and legal persons, or contributions from territorial and state bodies, FAČR, grants, subsidies, subventions and other legal revenues and yields.

10.2 The financial and material resources available to the Association may only be used for the purpose of fulfilling the goals of the Association and for activities in accordance with the Articles of the Association. When using these funds, they must be handled with due diligence.

10.3 The Steering Committee of the Association is responsible for the management, which is obliged to submit to the General Meeting a report on management, including accounting financial statements regarding the method of management and implementation of budget. Management is carried out in accordance with the annual budget approved by the General Meeting. On transfers of ownership of movable property, on its acquisition and all other dispositions thereof, the Steering Committee shall decide. About all dispositions with immovable property, the General Meeting

decides by a vote by which it binds the Steering Committee to act on behalf of the Association.

## **Article 11**

### **Voting per rollam**

11.1 The General Meeting may also take its decisions per rollam (outside the meeting) by correspondence (in writing). The proposal for per rollam decision-making is sent to the individual members by e-mail, to the e-mail address given in the List of members or in writing using postal services to the address indicated in the List of members. The proposal must contain at least the motion for a resolution, the background materials needed for its assessment or an indication of where it is published, and information on the period within which the member of the Association is to express himself. This period may not be less than 10 work days. The validity of a written vote requires the statement of a regular member and indicating the day, month and year when it was made, signed by own hand on the deed containing the full text of the draft decision. The Steering Committee shall notify the members of the Association in writing or in another appropriate manner, the result of the vote and, if a resolution has been adopted, inform them of the entire content of the resolution adopted. If he/she fails to do so without undue delay, he/she may make a notification at the expense of the Association, by the person who proposed the resolution. In a per rollam vote, the decision shall be taken if an absolute majority of all members of the Association is in favor of its adoption.

11.2 A motion to vote on a matter per rollam must be circulated to all regular members and before it is circulated approved by the Steering Committee, in writing or by email.

## **Article 12**

### **Dissolution of the Association and liquidation**

12.1 The Association may be dissolved:

- a) by a decision of the General Meeting,
- b) on the basis of law,
- c) by a court.

12.2 In the event of the dissolution of the Association without a legal successor by a decision of the General Meeting, it will be executed by its liquidation. The General Meeting shall decide on the method of property settlement and decide on the calling of the liquidator. In the event that the Association has received purpose-tied fulfillment from the state or other public budget (subsidy, grant, etc.), the liquidator shall dispose of the relevant part of the liquidation balance as decided by the competent body of the provider for this purpose-tied fulfillment.

## **Article 13**

### **Final Provisions**

13.1 Based on the decision of the General Meeting, the Association may issue internal regulations of the Association regulating in particular management, organizational and rules of procedure.

13.2 The Articles of the Association are deposited in the seat of the Association.

13.3 Legal relations of the Association are governed by these Articles of the Association and in cases not regulated by them the relevant provisions of Act No. 89/2012 Coll., of the Civil Code, as amended regulations.