# STATUTES

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## Article I.

### Name, description, and headquarters

**The International Career Advancement Network, z.s.** („Institute“) is a voluntary, non-governmental, non-profit association.
Its founding and actions fulfill citizens' right to associate under the Czech Constitution and Act No. 89/2012 Coll., of the Civil Code as amended (hereinafter referred to as "the Act"). The Institute is a legal entity under Czech law.

**The headquarters is** Antala Staška 1859/34, Prague 4, ZIP code 140 00.

## Article II.

### Purpose, mission, objectives, and main activities of the Institute

The Institute was established to:

* promote civil society,
* take part in education and personality development,
* meet the interests of its members and the public in education, culture, and other areas, in a proper form.

It focuses on the areas listed below (core activities). The institute carries them out through its educational and other activities.

**In particular, the Institute will do the following to achieve the above:**

* The Institute provides help with methods, technology, and materials for educational and public benefit events.
* The Institute works with other institutes and similar groups in its social activities.
* The Institute organizes educational and awareness-raising events such as lectures, conferences, and exhibitions. It also cooperates in cultural and professional events and supports and runs museum activities.
* The Institute supports:
	+ Lifelong general and vocational education.
	+ Adult education and youth education.
	+ Supplementing and deepening professional qualifications and retraining.
* Language and other courses are available to its members according to current demand.
* The Institute takes part in:
	+ Developing projects and seeking grant funding;
	+ Implementation of education projects;
	+ Projects, including international activities;
	+ Building international professional networks;
	+ Facilitating the sharing of experiences;
	+ Supporting the development of creativity and innovation**;**
	+ Education of its members for the age of artificial intelligence (AI);
	+ Consulting activities for the Institute's members and the public;
	+ Nature and environmental protection.

## Article III.

### Forms of the Institute's activities

**The Institute's main activities are as follows:**

a. building its membership base,

b. organizing educational, sporting, cultural, social, and other events supporting the development of personality,

c. organizing events and developing activities aimed at nature conservation, environmental protection, and sustainable development etc.,

d. advisory and consulting activities,

e. the operation of the educational establishment,

f. organizing seminars, lectures, conferences, and other educational events,

g. organizing professional training events, courses, and programs,

h. publishing and selling publications and other materials,

i. participating in administrative and other proceedings of public interest.

## Article IV.

### Membership of the Institute

**1.      Membership in the Institute** is available through sympathetic, contributing, active, collective, and honorary membership.

**a. Sympathetic Membership:**

(a) An individual becomes a Sympathetic Member on the date of delivery of a signed instrument of admission to the Governing Board of the Institute; instead of a signed instrument, the application may be made in any other form that the Institute publicly offers and accepts;

(b) Sympathetic Membership does not impose any obligations on the member beyond moral support for the existence of the Institute;

(c) Sympathetic membership will lapse if it is not renewed within five years from the date of signing the instrument of affiliation, from the date of transfer to sympathetic membership from another form of membership, or from the date on which the sympathetic member revokes his/her signature in writing on the instrument of affiliation.

The Governing Board may also revoke sympathetic membership if the member acts contrary to the Institute's objectives.

**b. Contributing Membership:**

(a) A person will become a contributing member on the date the Institute receives the membership fee and is informed of the payer and purpose of the payment;

(b) A contributing member will have the rights of a sympathetic member and the right to access information within the scope of the Institute's activities in print or electronic form; if invited to attend meetings of the Institute's body, the contributing member will have an advisory vote;

(c) An active member of the Institute will maintain its excellent reputation and pay regular membership dues; the Governing Board of the Institute will determine the amount of the membership fee for the calendar year.

(d) Contributing membership will stop when the contributing member revokes their signature in writing on the instrument of admission or when the membership is converted to another form of membership. Suppose the contributing member is in arrears, paying the membership fees for over a month despite receiving a reminder. In that case, the contributing membership will be converted to a sympathetic membership.

The Governing Board may cancel a contributing membership if the member violates the Institute's objectives.

**c. Active Membership:**

(a) sympathetic or contributing member of the Institute who expresses an interest in active membership and actively participates in the work of the Institute may become an active member. Active membership in the Institute will be established upon the Governing Board's approval of a written application. A member may appeal against a refusal of the Governing Board to the Audit and Control Committee;

(b) an active member shall have the rights of a sympathetic member, the right to participate in and be adequately informed about the work of the Institute, and the right to elect and be elected to the bodies of the Institute upon reaching the age of majority;

(c) an active member will be obliged to take part actively to the best of his/her ability and expertise in the activities of the Institute, to abide by the Statute of the Institute and the resolutions of the individual bodies of the Institute, and to perform the functions and tasks entrusted to him/her responsibly, impartially and objectively, and must be obliged to take care of the good name of the Institute and to pay the membership fees regularly; the amount of the membership fee must be determined for the relevant calendar year by the Governing Board;

(d) active membership will lapse if the active member cancels his/her membership in writing or switches to another form of membership; the Governing Board may decide to cancel active membership if the member acts contrary to the objectives of the Institute.

Suppose a member is passive for a prolonged period or has been delinquent in paying dues for more than one month despite receiving a reminder. In that case, the Governing Board will transfer the membership to a sympathetic membership.

**d. Collective Membership:**

(a) a non-profit legal entity, excluding political parties, whose activities are aimed at the protection of consumer interests in general or in a specific sector, may become a collective member; collective membership in the Institute will be established on the date of approval by the Governing Board based on a written application and payment of the membership fee;

(b) collective member will have the right to be informed about the activities of the Institute and to take part in the meetings with an advisory through its appointed representative;

(c) the collective member must appoint a representative and at least one alternate representative to participate in the Institute, who meet the conditions imposed on a sympathetic member, report at least once a year to the Institute on the activities and number of its members, and pay a membership fee in an amount determined by the Governing Board;

(d) Collective membership will cease by written resignation from the Institute, dissolution, merger, or division of the collective member, or a decision of the Governing Board to cease membership if the collective member's activities conflict with the Institute's objectives. If an entity expresses interest in continuing membership after a merger or division, its membership is continuous.

One, more, or all of the entities created by the division may continue to exercise collective membership.

**e. Honorary Membership:**

a) Honorary Membership shall be granted to a natural or legal person who has made an outstanding contribution to the development of the objectives of the Institute or who has made an exceptional contribution to the development of the Institute. Honorary Membership may be granted in memoriam;

b) an honorary member will have the right to be informed about the activities of the Institute and to attend meetings of the members with an advisory vote;

c) honorary member will be obliged to uphold the good name of the Institute;

d) honorary membership will begin or start on the date of approval by the Governing Board.

e) Honorary membership will stop if the Honorary Member renounces his/her membership in writing or terminates by decision of the Governing Board for breach of the Honorary Member's duties.

2. The Governing Board can revoke the membership. The member can appeal to the Review and Audit Committee, which will suspend the membership pending its decision.

 3. Membership in the Institute will stop on the date of the dissolution of the Institute.

 4. The same member's membership will continue regardless of any change in membership form during the term.

##  Article V.

### Organization of the Institute

**1. The bodies of the Institute are:**

1. Assembly of Members
2. Governing Board
3. Audit and Control Commission
4. other bodies, if any, approved by the Assembly of Members

**2. Assembly of Members**

1.      **Status of the Assembly of Members**—The Assembly of Members will be the supreme body of the Institute and will consist of its members under Active Membership as defined in Article IV., 1 c).

Its proceedings will be closed to the public.

**2.      Competence of the Assembly of Members**

The competence of the Assembly of Members includes, in particular:

a. approval of the statutes,

b. election and dismissal of members of the Governing Board, the Audit and Control Committee, and other bodies of the Institute,

c. the creation and abolition of other bodies,

d. the decision to dissolve the Institute,

e. the decision to merge with another registered association,

f. making decisions on other issues if required by law or the statutes.

### 3. Meeting of the Assembly of Members

a. A meeting of active members will be held at least once a year.

b. The Governing Board will convene a meeting of the active members by sending a written invitation by post or e-mail to all meeting members stating the place and time of the meeting and the draft agenda.

c. A moderator or moderators from the active members present will preside. They will preside over the meeting of members.

d. The members may choose recorders, verifiers, or scrutineers. They may also select members of committees, including the drafting or election committee, as needed.

e. A quorum for a meeting will consist of the most active Members. The Assembly of Members will act by consensus and only exceptionally vote. If a vote is taken, each member will have one vote and will be decided by a majority of the active members present unless otherwise specified in these Statutes.

**3. Governing Board**

**1.      Status of the Governing Board**

1     The Governing Board is the statutory body of the Institute.

2     The President (Director) or the Vice-President of the Institute will act on behalf of the Institute individually.

3     The Governing Board will be accountable to the Assembly of Members.

4     The Governing Board will, in particular, direct the activities of the Institute and be responsible for its management.

**2.   Election, composition, and term of office of the Governing Board**

1     The Governing Board has three members. Only a natural person who has reached the age of 18 and has total legal capacity may be a member of the Governing Board.

2     The members of the Governing Board will be elected and dismissed by the Assembly of Members.

3     The members of the Governing Board will elect and remove the Chairman of the Governing Board (Director of the Institute) and the Vice-Chairman of the Governing Board from among their members.

4     The Chairman of the Board (Director) convenes, organizes, and chairs the Board meetings. In his/her absence, he/she will be represented by the Vice-Chairman of the Board.

5     Members of the Governing Board are elected for a term of 5 years.

6     A member of the Governing Board may resign from his/her position upon written notice delivered to the Governing Board. In such a case, the performance of his/her duties will stop at the moment of delivery of the notice to the Governing Board.

7     If the number of members of the Governing Board has fallen below the specified number, the Governing Board is obliged to fill the number of members until the next meeting of the General Assembly with replacement member(s).

**3. Competence of the Governing Board**

1     The Governing Board will manage the activities of the Institute, deciding on all matters of the Institute unless reserved by law or the Statutes to the Assembly of Members.

2     The Governing Board will carry out actions aimed at fulfilling the Institute's mission and objectives and may also outsource their performance to third parties for this purpose.

3     The Governing Board will, in particular:

-      execute the resolutions of the Assembly of Members,

-      approve the report on the activities of the Governing Board and the activities of the Institute submitted periodically to the Assembly of Members,

- organize the preparation of the financial statements,

-      approve the financial statements and the method of payment of any losses,

-      decide on the establishment of the Institute's funds and the rules for their creation and use,

-      convene the Assembly of Members and prepare its proceedings,

-      decide on the admission as a member of the Institute or rejection of his/her application for admission,

-      decide on the expulsion of a member who has grossly and seriously disobeyed the mission and objectives of the Institute and the Statutes or who has been convicted of a deliberate crime, or who has been inactive for an extended period,

-      decide on the use of the membership fee fund,

-      decide on establishing other funds and lay down the rules for their creation and use.

 4     It shall submit to the Assembly of Members in particular:

-      proposals for amendments to the statutes,

-      a proposal to merge with another association or to dissolve the Institute voluntarily.

 5     The Governing Board will be guided by the policies and guidelines approved by the Assembly of Members as they are consistent with the law and the Articles of Association. Breach of these will not affect the actions of the members of the Governing Board vis-à-vis third parties.

**4. Meeting of the Governing Board**

1     The Governing Board will meet as necessary, but as a rule, once a calendar month.

2     The meeting will be convened by the Chairman (Director) of the Governing Board unless he/she delegates the convening to another member.

3     A meeting of the Governing Board must be convened at the written and reasoned request of any member of the Governing Board, no later than 3 days after the Chairman of the Governing Board has received such a request.

4     The meeting will be convened by written invitation (by letter, e-mail, or telephone data message), which must include the date, place, and agenda no later than 3 days before the meeting.

5     Minutes of the proceedings and decisions of the Governing Board will be taken and signed by the Chairman of the Governing Board and the Secretary.

6     The Institute will bear the costs associated with the Governing Board's meetings and other activities.

7     The Governing Board may invite a guest to its meetings.

8     Board meetings are closed to the public.

**Control and Audit Committee**

  **1 Status and scope**

1     The Audit and Review Committee (hereinafter referred to as the "Committee") will have three members elected by the Assembly of Members.

2     The Commission will elect a chairman from among its members to direct and organize its activities.

3     The Commission will control the management of the Institute.

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## Article VI.

### Management

**1. Accounting period and financial statements**

1     The accounting period is the calendar year.

2     The Institute will keep accounts in the prescribed manner and follow the law. The Governing Board will be responsible for the proper keeping of the accounts.

3     After the end of the financial year, but within one month at the latest, the Governing Board will ensure that proper accounts are drawn up. The Governing Board will approve the annual accounts and a proposal to cover any losses.

4     Proper financial statements must be drawn up in a manner consistent with generally applicable law and proper accounting principles to give a complete account of the financial position of the Institute and the profit or loss made during the preceding financial year.

5     The Governing Board will publish the key figures from the approved annual accounts.

**2. Management of the Institute**

1     The Institute covers its needs and costs from income generated mainly from voluntary membership fees, donations received, and grants received.

2     The Institute may also manage the property of other legal or natural persons based on a contract concluded by generally binding legal regulations.

3     The Institute will transfer its entire after-tax profit at the end of the financial year to the Reserve Fund. The Institute will use the reserve fund to cover losses recognized in the next accounting periods. The Assembly of Members will decide how to use the reserve fund.

4     The Institute will establish a membership dues fund from the income received from its members' voluntary membership dues. The Governing Board will decide how to use the membership fund.

5     The Governing Board may decide to establish other funds and to lay down the rules for their creation and use.

6     The Institute does not establish organizational units.

## Article VII.

### Termination of the Institute and property settlement

**1. Dissolution of the Institute**

The Institute may be dissolved voluntarily or by merger with another association. The Assembly of Members, based on the proposal of the Governing Board, will decide the manner of dissolution. The Institute may also be dissolved for any other reason provided for by law.

**2. Property settlement**

1     On the dissolution of the Institute, a property settlement will be made. The manner of the property settlement will be decided by the Assembly of Members.

2     The property settlement will be carried out by a liquidator appointed by the Governing Board.

3     The assets of the Institute will be transferred, after liquidation, to another legal entity of a non-profit nature whose objectives are close to those of the Institute as decided by the Assembly of Members.

## Article VIII.

### Effectiveness of the statute

The Statutes will enter into force on the date of their adoption by the Assembly of Members and take effect when the Court of Registration enters them in the Federal Register's collection of documents.

Prague, Czech Republic, European Union, 15 February 2024

(Translated from the original document in Czech, which you can find: <https://or.justice.cz/ias/ui/vypis-sl-detail?dokument=80486074&subjektId=1232504&spis=1388851>)