

# Charter

## Visegrad University Association

### **PREAMBLE**

We, the undersigned constituent universities of “Visegrad University Association “based in Nitra, Slovakia, as a non-profit Association.

- a) recognizing the importance of building a stable partnership between the partner Universities, their Faculties and their Departments;
- b) declaring the principle of democratic society, carrying out human rights and fundamental freedoms while stimulating and strengthening the quality of education, research and development activities in the international dimension;
- c) expressing our common goal and interest to create a platform for enhancing mutual cooperation, promoting common goals, removing barriers in education, science and research in the partner countries;
- d) bearing in mind the objectives of European and international conventions on harmonization of higher education, science and research at partner universities;

agree with the following "Visegrad University Association" Charter:

### **ARTICLE 1**

#### **Title**

An Association is founded herewith under the title “Visegrad University Association” (hereinafter as Association). The translation of the title and of the articles of the Association into other languages of the area must be rendered accurately.

## **ARTICLE 2**

### **Seat**

Nitra is the seat of the Association. The offices of the Executive Committee of the Association are situated at the place where the incumbent president of the Executive Committee exercises her/his academic activities.

## **ARTICLE 3**

### **Aim**

The aim of the Association is to link partner universities in order to provide quality educational and scientific environment and to promote development of closer cooperation among the Visegrad group as well as cooperating regions respecting the neighbouring countries policy of the International Visegrad Fund, especially to:

- a) to promote cooperation between Universities, Faculties, Departments; i.e., especially:
  - to exchange views and information about syllabi,
  - to exchange undergraduate and postgraduate students and
  - to exchange teaching, research and administrative staff;
- b) to provide members with the opportunity to exchange information, opinions etc. by publishing relevant scientific journal or by cooperation in elaborating scientific studies in relation to the future development of higher education and research as well as to improve their quality in the field related to all aspects of sustainability.
- c) to provide a platform for a perspective cooperation in the field of joint degree and double diploma at the Universities participating in the Association;
- d) to promote cooperation between Universities, Faculties and Departments in the field of research for the benefit of economy, society, peace and cultural development of the countries referred to the Association;
- e) to encourage cooperation between Universities inside and outside the countries referred to in the Association;
- f) to pursue cooperation in the field of higher education with the consolidation of close relations with other organizations and networks having similar aims.
- g) to undertake initiatives for the protection of the interests of Association members and their institutions, in order to be supported by international organizations and in particular by the higher education institutions of the Visegrad countries and the European Union.

## **ARTICLE 4**

### **Members: Constituent Members, Full Members, Honorary Members**

1. Members of the Association are classified as constituent, full and honorary members.
2. Constituent members are those who took the initiative of founding the Association and who sign these articles of Association.
3. Full members are those who are admitted as such, in accordance with the terms of these articles of Association.

Constituent and full members have the same rights and obligations.

4. Honorary members may be persons or legal entities who have offered outstanding services to the Association in the realization of its aims. The nomination of an honorary member is made by proposal of the Executive Committee to the General Meeting, the members of which decide.

Honorary members enjoy the same rights and obligations as constituent and full members, except:

- the obligation to pay a registration fee
- the obligation to pay an annual subscription
- the right to elect and be elected to the administrative bodies of the Association
- the right to vote at General Meetings

## **ARTICLE 5**

### **Admission of a Full Member**

1. Full members may be

Universities of the countries referred to the Association which are recognized or financed by the state of origin or faculties with approval of University (where the Faculty is a legal entity).

Each University, irrespective of the number of its faculties and/or departments participates with only one vote.

2. Each member is represented in the Association by one Rector/President or appointed representative, who is a member of the teaching-scientific staff of the University, Faculty or Department and expresses the interests of the majority of the educational institution (s)he represents.

3. In order for a University to be admitted, as a full member, an application must be filed to the Executive Committee of the Association. The application must state the address, the telephone number of the new member, the particulars of the representative and his alternate as well as a declaration that the provisions of these articles of association have been accepted. Together with the application, documentation is provided attesting the capacity of the new member as an institution of higher education of the area and the academic status of its representative and giving power of attorney. The registration fees are paid simultaneously with the submission of the application. A Letter of Reference from the National Rector's Conference, its equivalent or a current Association member is taken as an advantage when considering the application.

## **ARTICLE 6**

### **Method of registration of members**

1. The Executive Committee decides by unanimous vote of all members present to propose whether a candidate member is to be registered at the first regular or extraordinary general meeting, which must also agree unanimously on the proposal. A valid decision on the matter concerned can be taken by the Executive Committee and the General Meeting when a quorum of at least 1/3 of full members are present or represented.

In case of a decision by the General Meeting to reject the application, the registration fees which were paid according to article 8 paragraph 2a are refunded.

2. If the General Meeting accepts the registration, the Executive Committee reports it to the members of the Association in writing. Any member can submit to the Executive Committee a written and reasoned objection against the registration within 30 days from this report. The objection is discussed at the next regular or extraordinary General Meeting which must reach a unanimous decision on the issue. A valid decision on this matter can be taken by the General Meeting when a quorum of at least 1/3 of full members present (or represented) is constituted.

3. In the case of the two previous paragraphs the discussion is carried out according to the terms of these articles of association and the members or candidate members can intervene in these discussions with regard to decisions which concern them.

4. The rejected candidate member can file a new application provided that the reasons for which it was rejected have ceased and at least one year has lapsed from the rejection decision.

5. The status of the representative of an institution which is a member of the Association is neither transferable nor inheritable by the representative of himself or herself.

## **ARTICLE 7**

### **Rights of Members**

1. All constituent and full members have the right to participate in the General Meeting, the right to express their opinion and the right to vote provided they have fulfilled their financial obligations.

2. All constituent and full members have the right to vote and to be elected to the administrative bodies of the Association with respect to Article 22 paragraph 1b and 1c.

3. All members have the right to participate in the activities and functioning of the Association.

## **ARTICLE 8**

### **Obligations of Members**

1. All members (constituent and full) are obliged to:
  - a) abide by the provisions of these articles of association and the decisions of the General Meeting and the Executive Committee;
  - b) participate in the General Meeting, the bodies and the activities of the Association;
  - c) work for the realization of the aims of the Association;
  - d) safeguard the high standards of the Association.
  
2. The financial obligations of the members, except for the honorary members, are:
  - a) for new members to pay a registration fee of 400.- Euro;
  - b) to pay an annual subscription of 400.- Euro which must be paid by the end of November in each year for the next year.
  - c) to pay extra fees which are decided by the General Meeting.
  - d) the annual subscription and the registration fee described in Article 8 2a) and 2b) are valid for the period of 2015 - 2017. The annual subscription and the registration fee for the following year will be decided at the regular General Meeting in 2017.
  
3. The amount of registration fee and the annual subscription are subject to modification by proposal of the Executive Committee to the General Meeting, which is taken in accordance with article 20.

## **ARTICLE 9**

### **Resignation and Cancellation of Membership**

1. Members have the right to withdraw from the Association whenever they wish, by submitting a written declaration to the Executive Committee at least three months before the end of a financial year. The annual subscription of the year of withdrawal is not refunded.
  
2. A membership can be cancelled by the Association following a proposal from the Executive Committee by reason of:
  - a) the financial obligations to the Association being more than one year overdue; In this case the membership can be reinstated as soon as the amount due is paid, in which case a new registration fee is payable.
  - b) a member not having participated continuously for two years in the activities of the Association without good reason;
  - c) a member not having participated, without good reason, in three consecutive General Meetings;

- d) a member modifying its aim and activities in such a way that the conditions of article 3 are not fulfilled.

3. The proposal by the Executive Committee that a membership be cancelled is subject to review and decision by the GM. The institution-member, whose membership has been cancelled, has the right to submit a written objection to the first regular or extraordinary General Meeting after the cancellation. The General Meeting is entitled to reverse its decision if, in the meantime the reasons leading to the cancellation decision have been removed.

## **ARTICLE 10**

### **Expulsion of a Member**

1. Members can be penalized for offences towards the Association with expulsion from the Association for one year and, in case of relapse, permanently.

Reasons for expulsion are especially:

- a) non compliance with decisions of the Executive Committee or other bodies of the Association;
- b) conduct against the interests and the reputation of the Association.

2. The Executive Committee delegates two of its members to investigate the offence. Following the examination of the evidence and the member concerned, these members submit their findings to the Executive Committee. The latter decides by secret ballot taking into account the findings, without being obliged to adopt them.

3. The aforementioned decision of the Executive Committee is taken on condition that it is upheld by the first regular or extraordinary General Meeting, following the decision. The member concerned has the right to speak at the General Meeting. The decision of the General Meeting is taken by secret ballot in accordance with article 16 paragraph 3 and is final.

4. Membership status is suspended for the period between the decision of the Executive Committee and the final decision of the General Meeting.

## **ARTICLE 11**

### **Consequences of withdrawal, cancellation or expulsion**

Members which withdraw, whose membership is cancelled or which are expelled from the Association have no claim on the property of the Association nor are they entitled to claim reimbursement of their fees and subscriptions.

## **ARTICLE 12**

### **Financial resources - Donors**

1. The financial resources of the Association are:
  - a) registration fees of new members (except honorary members);
  - b) annual subscription of the members (except honorary members);
  - c) extra obligatory charges of members (except honorary members), the amount of which is determined by a decision of the General Meeting after a proposal of the Executive Committee;
  - d) voluntary contributions by members or non-members;
  - e) donations by members and non-members;
  - f) income from exploitation of the property of the association;
  - g) income from any lawful revenue of the Association acts and activities and from any other lawful resource.
  - h) funds will be used to finance the association activities related to the aims of the association.

## **ARTICLE 13**

### **General Meeting**

1. The General Meeting (hereinafter as G.M.) is the supreme body of the Association.
2. The regular G.M. shall be convened once each year at a time and place decided by the Executive Committee (the time and place must be chosen to permit attendance by the greatest possible number of members) and is exclusively competent for the matters listed in Article 20 paragraph 1. The Executive Committee may, provided that a reasoned justification of its decision is issued, decide not to convene a regular general meeting for one year during the Executive Committee term of office.
3. The extraordinary G.M. is convened whenever a need arises and decides on issues set out in Article 20 paragraph 2.
4. All constituent and full members can participate in the G.M., provided that they have fulfilled their financial obligations. Each member has one vote and votes through its representative. Honorary members participate in the G.M. without voting rights, but with the right to express their opinion and to make a written proposal.
5. Members vote in the G.M. either personally through their representative or through the authorised representative of another member or through their deputies. The authorisation can be granted only to other members of the Association and must be in writing.
6. The bodies (General Meeting, Executive Committee, Audit Committee) may meet and reach decisions by telematic means and may also cast their votes by letter.

## **ARTICLE 14**

### **Convocation of the G.M.**

1. The regular G.M. is convened by the Executive Committee as provided for in the previous article.
2. The extraordinary General Meetings are convened either upon the initiative of the Executive Committee or upon the initiative of 1/3 of the members entitled to vote. For the convocation a written application is submitted to the Executive Committee, which is signed by the members requesting the convocation and stating the matters for discussion. A telegram or a facsimile transmission or an e-mail with the names of the applicant members and the matters for discussion is sufficient. The Executive Committee must proceed to the necessary actions within 10 days. The G.M. must be convened within 30 days from the submission of the application. The reasons for which the convocation of the G.M. is requested must also be stated in the application.
3. The G.M. is convened by written invitations sent to all members by post, telegram, fax, e-mail or telex. The written invitations and the announcement must be made at least two months in advance to the meeting, which shall guarantee the participation of all members, on the basis of general or specific circumstances, in particular the distance between the domicile of the members and the place of the meeting of the G.M.. The matters of the agenda must be stated in the invitation briefly but clearly.
4. The time and place at which the G.M. shall be convened by the Executive Committee in such a way as to facilitate the attendance of all members. The G.M. shall remain in session until all the items on the agenda have been discussed, and its session may resume on the day immediately following, if so decided by the members present at the specific session

## **ARTICLE 15**

### **Quorum at the G.M.**

1. For the decisions of the G.M. to be valid, a quorum must be present. A quorum is constituted when 1/3 of full members of the Association are present. When the 1/3 is not an even number, it is rounded off to the most proximate previous figure.
2. If no quorum is achieved according to the previous article, the General Meeting is postponed for one hour.
3. The provisions of this article apply unless otherwise provided in these articles of association.
4. The quorum is calculated according to the members present and not according to votes; namely, those who are represented by proxy from the competent authority of their institution, are not included when calculating the quorum.



## **ARTICLE 16**

### **Voting at the General Meetings**

1. Decisions at the general meetings are taken by majority of votes of the members present unless these articles of association otherwise provide. All members have the right to vote in accordance with article 13 paragraph 4. The vote of all members has the same value.
2. Voting is conducted by open ballot, unless these articles of association otherwise provide.
3. The General Meeting can decide by a simple majority of the members present, that the voting for a particular issue will be held by secret ballot. In such and any other case where the present articles of association provide for voting by secret ballot, notwithstanding paragraph 4 of this article, the voting shall be conducted by a procedure which is to be decided by the Executive Committee, and which must ensure the secrecy and prompt conduct of the voting.
4. A decision can be taken even without a meeting of the members if all members declare in writing, by signed letter or signed facsimile transmission, their consent to a proposal. Such letter shall be deemed equivalent to a vote and should come to the Executive Committee within a period of 20 days from notification of the respective proposal to the members of the Association.

## **ARTICLE 17**

### **Minutes of the G.M.**

1. The minutes of the G.M. are taken by the Secretary General (or a person nominated by the Secretary General) of the Executive Committee, and signed jointly by the secretary and the president of the General Meeting.
2. The decisions of the General Meetings are recorded in the respective book of the Association and announced to the members by the Executive Committee.

## **ARTICLE 18**

### **President of the G.M.**

1. The President of the Executive Committee shall be appointed President of the G.M..
2. The President of the G.M. declares the opening of the G.M. at the time stipulated by the invitation. (S)he ascertains that a quorum is present and after that either adjourns or opens the G.M. accordingly. After that (s)he reads the agenda, determines the speaking time of the members and calls upon members to speak.
3. The president of the G.M. must enforce order during the session. (S)he has the right to call short breaks in the proceedings to allow members to relax.

## **ARTICLE 19**

### **The agenda**

1. The items for discussion in the G.M. are set out in the agenda. The agenda is drawn up by the Executive Committee.
2. The agenda must include the pending issues which are dealt with in article 6 paragraphs 1 and 2, article 9 paragraph 3 and article 10 paragraph 3.
3. Any decision of the G.M. made on issues not included in the agenda is deemed to be invalid. The agenda can be altered (modification, removal, of existing issues or addition of new ones) only by decision of the G.M. by a unanimous vote of the Members present holding voting rights.

## **ARTICLE 20**

### **Competence of the G.M.**

1. The annual report of proceedings of the Association is submitted to and approved by the General Meeting the General Meeting:
  - a) approves the annual report of the proceedings and the balance sheet of the previous year;
  - b) approves the budget for the next year;
  - c) decides on any matter of the agenda as well as the matters referred to in article 6 paragraphs 1 and 2, article 9 paragraph 3, article 10 paragraph 3 and article 14 paragraph 2.
2. The extraordinary General Meeting is competent only to:
  - a) decide the increase and decrease of the annual subscription, the amendment of the articles of association, the dissolution of the Association and the fate of the property of the Association after the dissolution. A quorum of simple majority of members of Association and 2/3 of the votes is necessary for such a decision to be taken by the General Meeting;
  - b) decide on matters on article 6 paragraphs 1 and 2, article 9 paragraph 3 and article 10 paragraph 3;
  - c) decide on the imposition of extra charges on the members;
  - d) exercise supervision and control of the members of the Executive Committee;
  - e) decide on any other matter of the agenda.

## **ARTICLE 21**

### **Audit committee**

The Audit Committee of the Association consists of 3 members, is elected by the outgoing G.M. and is responsible for scrutiny of the annual financial results of the Association, at the end of the financial year.

## **ARTICLE 22**

### **Executive Committee**

1.

a) The Executive Committee (hereinafter as E.C.) shall consist of ten (10) members. The E.C. shall serve for a renewable term of four years. The E.C. shall consist of the President, three (3) Vice Presidents, General Secretary, Liaison Officer and four (4) members. The General Secretary and Liaison Officer will be appointed by the president of the E.C. and will be members of the teaching, research or administrative staff of the university of the incumbent president. The Treasurer shall be appointed by the E.C. and shall always be a member of the teaching, research or administrative staff of the Slovak University of Agriculture in Nitra. All members of the Association from each country nominate for the E.C. with respect to article 22 paragraph 1c. by only one member and his alternate, even if the nominated persons are not present. The nominated members shall vote by secret single ballot to appoint the eight members of the E.C using up to eight crosses to indicate their choices. The E.C shall propose a vote by the G.M. to elect a three-member audit committee to oversee the ballot. Membership of the E.C is an honorary position, the members services are offered gratis, without any right to compensation. The travelling expenses (fare - accommodation - meals) of the representatives of the members of each country of the Association will be covered by the university which they represent.

b) The President of the E.C. is also a President of Visegrad University Association. The Constituent President of the E.C. and Visegrad University Association is Dr.h.c.prof.Ing.Peter Bielik, PhD., who will guarantee the maintaining of the functioning and the progress of the association as the Visegrad University Association activities are linked and determined by the strategic project of the International Visegrad Fund.

c) Vice Presidents shall be elected from all full members of the association for the period of four (4) years apart from the country of origin of the President of the E.C. The First Vice-president will be the vice-president with the highest number of votes. A Vice-President must be an academic representative of the given institution.

2. Members of the E.C. are elected from representatives of full members of the Association who have not been irrevocably deprived of their civil rights and have full legal capacity.

## **ARTICLE 23**

### **Incorporation of the E.C.**

1. The president of the retiring E.C. of the Association shall invite, within a reasonable period of time and, if possible, on the day of the election, the newly-elected members of the committee to assume their new positions, at the same time appointing a place and time for their meeting. At this meeting the responsibilities of the new committee members shall be allocated. Vice Presidents shall be elected by the committee in a secret ballot to be carried out among the members of the E.C.

2. Within 5 days from the formation of the E.C. a joint meeting takes place between incoming and outgoing E.C. with the view to delivering and receiving of documents, books, seals, treasury of the Association and the movable property of the Association in general. A relevant protocol delivery-receipt is drawn up, which is signed by all members (of the outgoing and incoming E.C.) who must constitute a quorum.

3. The current affairs of the Association are administered by the outgoing E.C. until the handing over to the new E.C. .

## **ARTICLE 24**

### **Termination of the office term of the E.C. or its Member**

1. The E.C. can resign at any time prior to the termination of its term of office. In such an event the new E.C. forms itself in accordance with article 23. Until the new E.C. is incorporated the current issues of the Association are administered by the resigned E.C.

2. A member of the E.C. can resign at any time. In such case (s)he is replaced by her/his respective alternate.

3. The G.M. can always dismiss a member of the E.C. or the entire E.C. for a good reason. The decision is taken on a unanimous vote of a quorum of at least 2/3 of the members of the Association and must be fully reasoned.

4. If a member of the E.C. is dismissed, (s)he is replaced by her/his respective alternate. If the entire E.C. is dismissed, a new E.C. forms itself in accordance with article 23. The current issues of the Association are administered by a five-member temporary E.C. which is appointed by the G.M. that has dismissed the E.C. The handing over and taking over are conducted in accordance with article 23 paragraph 2, as appropriate.

5. The members of the E.C. automatically forfeit their office in case of death or if the conditions of article 5 paragraph 1 and article 22 paragraph 2 cease to exist. The substitution is conducted in accordance with paragraph 2 of this article.

## **ARTICLE 25**

### **Operation of the E.C.**

1. The E.C. shall meet regularly once a year. The E.C. may also convene for an extra-ordinary meeting when summoned by the President of the E.C. or following a written request for a meeting submitted by at least four (4) members of the E.C.

2. The meetings are held at the place and time determined by the president of the E.C. the members are notified by the president of the E.C. within a reasonable period of time of the place and time of the meeting as well as the agenda. The invitation must be in writing: by post, telegram, fax, e-mail or telex.

3. A quorum of the E.C. is constituted if at least the majority of its members are present at the meeting and the decisions are taken by an open unanimous vote of the members present.

4. The E.C. can decide without holding a meeting on a matter, which has been reported in writing to its members by its president. The decision is taken when all members of the E.C. consent in writing within the time limit set by the president for this purpose. For a timely written consent, the date of the sending of the document from the member to the president is taken into account. The decisions of the E.C. are recorded in the book of minutes. In case of disagreement between the members of the E.C., the various views supported are written in the book of minutes, if requested by at least one member of the E.C..

5. A member who is absent from a meeting can be represented by another member with a proxy.

## **ARTICLE 26**

### **Competence of the E.C.**

1. The E.C. attends to the affairs of the Association and is responsible for the observance of these articles of association and the enforcement of the decisions of the G.M.. It must submit proposals to the G.M. and guide its actions towards the realisation of the aims of the Association. It drafts and submits the annual report of the proceedings to the regular General Meeting.

All members (constituent and full) are obliged to:

- a) abide by the provisions of these articles of association and the decisions of the General Meeting and the Executive Committee;
- b) participate in the General Meeting, the bodies and the activities of the Association;
- c) work for the realization of the aims of the Association;
- d) safeguard the high standards of the Association;
- e) realize the aims of the Association.

2. The E.C. is responsible for:

- a) administering the property of the Association and approving the necessary expenditure within the scope of the budget;
- b) drawing up the annual report of proceedings, account and budget and submitting them for approval to the G.M. and the audit committee;
- c) renting the premises and hiring the staff necessary for the functioning of the Association;
- d) deciding on commencing or dismissing court proceedings concerning the Association;
- e) appointing or dismissing committees consisting of members of the Association and appointing or hiring or dismissing advisors for the study and investigation of particular issues;
- f) convening a general meeting in accordance with the present articles of association and drawing up the agenda;

g) ensuring, by virtue of its decision, that as far as its means allow and at least once during its term of office conferences, seminars and similar activities will be held in a member state. These events will be intended to promote cooperation among the institutions of higher education in various countries.

3. The E.C. has any other competence delegated to it by the present articles of Association. Its members are jointly liable against the Association for any damage the Association has suffered from acts, omissions or decisions taken by them. The damage must be attributed to willful misconduct or gross negligence of a member of the E.C..

## **ARTICLE 27**

### **Duties of E.C. Judicial and Extra Judicial Representation of the Association**

1. The president of the E.C. represents the Association before civil, administrative or other authorities and any person or legal entity, as well as before the courts or every level of jurisdiction civil or administrative courts suing or being sued. (S)he proposes the appointment of an attorney at law where it is deemed necessary.

2. The president of the E.C. is bound to observe the provisions of these articles of association and to enforce the decisions of the E.C. and the G.M. and to ensure the smooth and harmonious operation of the Association.

3. The president of the E.C. convenes the E.C. in accordance with article 25 paragraph 1 and conducts the meeting. (S)he is the president of the General Meeting and has all the powers of article 18.

4. The president signs every outgoing document as well as every contract into which the Association enters. (S)he controls the treasury and signs together with the treasurer the pay orders and the cash receipts.

5. The President of the E.C. has every other power granted to him by these articles of association.

6. The President is personally responsible for his acts or omissions and his decisions.

7. If the president of the E.C. is impeded from exercising her/his powers or her/his seat is vacated in any way, (s)he is substituted by the first vice-president appointed by the president after the elections. . The alternate of the president assumes all his powers and responsibilities.

## **ARTICLE 28**

### **Duties of the Vice-presidents of the E.C.**

1. The vice-presidents are responsible for the harmonious functioning of the Association and the organization of any kind of events according to the decisions of the E.C.. and the G.M..

2. The vice-presidents undertake the duties assigned to them by the president.
3. The first vice-president substitutes for the president when the latter is prevented from carrying out his duties.
4. A Vice president can be substituted at the G.M. by a representative nominated by a Vice-president.

## **ARTICLE 29**

### **Duties of the Secretary General of the E.C.**

The Secretary General is responsible for:

- a) the keeping of minutes of the E.C. and the G.M.;
- b) the keeping of the books and seals of the Association;
- c) applications of new members, registrations and cancellations;
- d) the orderly and harmonious operation of the secretariat;
- e) the provision of information to institutions of higher education on the affairs and the activities of the Association.

## **ARTICLE 30**

### **Duties of the Treasurer**

1. The Treasurer keeps and preserves the treasury of the Association, which is situated in Nitra and carries out on behalf of the Association the payments and the receipts.  
The liquid assets of the Association are deposited under the responsibility of the president and the treasurer in an account of the State Treasury.
2. When collecting cash payments (s)he issues receipts from a duplicate receipt which carries the seal of the Association and signs together with the president of the E.C., who can decide to authorize her/him to sign on her/his behalf as well. (S)he is responsible for the collection of the registration fees, the annual subscriptions and other extra charges.
3. For the payments (s)he issues pay orders from a special book for this purpose, which carries the seal of the Association and is signed by the president of the E.C. who can decide to authorize her/him to sign on her/his behalf.
4. The Treasurer keeps an expenditure-receipt book of the Association and takes care of the transactions of the Association with banks in accordance with the decisions of the E.C... (S)he submits to the E.C. statements of account every 6 months.
5. The Treasurer draws up the annual account, the balance-sheet and the budget and submits them to the E.C.

6. The Treasurer is accountable and bears civil and criminal liability for every loss of money or payments made without the procedures of articles of association and the decisions of the E.C. and G.M. having been complied with.

7. The Treasurer in case of impediment is substituted for by a member of the E.C. or other member of the Association appointed for this purpose.

8. The Treasurer shall be responsible for keeping the Association archives.

### **ARTICLE 31**

#### **Keeping books and seals**

1. The Association keeps the following books duly attested and under the seal of the Association:

- a) list of members;
- b) book of minutes and decisions of the G.M.;
- c) book of minutes and decisions of the E.C.;
- d) balance-sheet book;
- e) book of minutes of the audit committee;
- f) record of incoming and outgoing documents as well as receipts of returns and payments.

2. The Association uses a seal which is round and bears the title of the Association in English on the perimeter. In the middle of the seal the logo of the Association is shown.

### **ARTICLE 32**

#### **Dissolution of the Association. Winding up. Fate of the property after the dissolution.**

1. The dissolution of the Association is carried out after a decision of the extraordinary G.M. which is convened for this purpose.

2. The winding up of the Association is carried out by two liquidators who are elected by the same extraordinary G.M. of the previous paragraph which has been convened for this purpose.

3. Any residue assets of the Association after the liquidation are given to another association or institution following a proposal of the aforesaid extraordinary G.M.. These assets are never distributed to the members of the Association.

4. Any liabilities residue after the liquidation burden all members except for honorary members.

5. The liquidators are accountable in accordance with the provisions of the Civil Code which is in force at the seat of the Association (Nitra, Slovakia).

### **ARTICLE 33**

#### **Amendment of the Articles of Association. Modification of the aims of the Association**



1. The present articles of association can be amended by a decision of the General Meeting taken in accordance with article 20 paragraph 2.

2. The aims of the Association can be modified only by consent of all its members. To this purpose a G.M. is convened at which all members with a voting right must be present. The decision is valid only if it is unanimous. Members who cannot be present at the G.M. can declare their consent in writing.

#### **ARTICLE 34**

The present articles of association are governed by Slovak Law, consisting of 34 articles and after having been read out and approved, are signed by all the founding members who convened for this purpose in Nitra on 10th and 11th of November, 2011.