

# **ARTICLES OF ASSOCIATION of Derbianus Conservation, z.s. /registered association/**

## **PREAMBLE**

### **Art. I.**

#### **Association Name**

Association name: **Derbianus Conservation, z.s.**

The Association was founded on 18 August 2010 as a civic association based on a registration by the Ministry of the Interior of the Czech Republic under the name Derbianus Czech Society for African Wildlife, o.s. /civic association/. In 2014, in compliance with the legislative changes, the civic association has been transformed to a registered association. The legal form change had no influence on the purpose, the primary objectives and focus of the organization.

(hereinafter only the "Association")

### **Art. II.**

#### **Association's Registered Office**

Česká zemědělská univerzita v Praze  
/Czech University of Life Sciences Prague/  
Kamýcká 129  
165 00 Prague 6 – Suchdol

### **Article III.**

#### **Statutes of the Association**

1. The Association is an independent legal person.
2. The Association is a voluntary, independent, non-political organization associating natural and legal persons supporting the Association's objectives based on their common interest.
3. For the purposes of the Association's objective supporting the Association may be a founder or co-founder of another legal person, if activities of such organization support the purpose of the Association.
4. The Association may participate in activities of other legal persons or institutions for the purposes of the Association's purpose fulfillment.

### **Art. IV.**

#### **Purpose of the Association**

1. The purpose of the Association is to contribute to world-wide biodiversity protection by supporting and implementing activities aimed on protection of endangered species in the areas of their original sites and on support of permanently sustainable management of such sites.
2. The primary activities of the Association focused on primary objectives fulfillment include namely:

- a) Preservation of the endangered western Derby Eland subspecies (*Taurotragus derbianus derbianus*) namely by implementation of a special breeding program in Senegal, improvement of antelope protection and research and their general environment. Another objective is research and preservation of selected biodiversity elements in Africa.
  - b) Preparation, management and support of projects focused on preservation of endangered species and their original sites.
  - c) Environmental education.
  - d) Cooperation with the academic community, zoological gardens and other organizations and institutions in respect of identification, preparation, support and implementation of projects.
  - e) Web sites operation.
  - f) Publishing specialized publications and other press materials relating to the Association's activities and results promotion.
  - g) Participation in preparation of legal regulations and comment procedures for the drafted legal regulations relating to fulfillment of the Association's objectives.
  - h) Cooperation with professional public.
  - i) Cooperation with organizations having similar focus in the territory of the Czech Republic and also abroad.
  - j) Presentation of the Association and its results in relation to laic and professional public.
3. The Association's subsidiary activities focused on fulfillment of the Association's purpose and the primary activities supporting include namely:
- a) Organization of professional lectures, consulting, cultural, educational, training and social events, consulting mediation.
  - b) Publishing informational and promotional materials, production of audio-visual materials.
  - c) Securing and administration of funds intended for the Association's own activities and their management in compliance with the Association's objective and focus.
  - d) The Association may conduct subsidiary economic activities based on business activities or other profit generating activities exclusively for the purposes of its primary activities supporting.

## **MEMBERSHIP CONDITIONS**

### **Art. V.**

#### **Membership Origin**

- 1. Any natural or legal person interested in an active support of the Association's objectives and respecting the Association's Articles of Association may become a member of the Association.
- 2. Types of membership:
  - a) A Sympathizer:
    - i. Membership originates based on the Association's confirmation of an application delivery to the address of the Association's registered office, an e-mail, or by an electronic form filling in at the Association's web pages and subsequent written confirmation by the Association.
    - ii. A Sympathizer is entitled to:

- (1) participate in cultural and educational programs organized by the Association and its Regular Members;
  - (2) participate in the Association's activities, except for activities reserved by the Articles of Association only to Regular Members;
  - (3) make use of other benefits and services provided by the Association, except for benefits and services reserved by the Articles of Association only to Regular Members.
- iii. This type of membership is free of charge and contributions are voluntary.
- b) A Regular Member:
- i. The Association's Executive Committee decides on the membership origin based on an application delivery to the address of the Association's registered office, an e-mail address or an electronic form filling in at the Association's web pages (if created by the Association) and subsequent written confirmation of the Executive Committee's decision.
  - ii. A Regular Member may be any legal person or natural person reaching 18 years of age, having a full legal capacity.
  - iii. The membership origin is also a subject to a payment of the membership fee, amount of which has been stipulated by the Executive Committee (in special cases the Executive Committee may decide to waive the obligation to pay this fee).
  - iv. A Regular Member is entitled to:
    - (1) be elected into the Association bodies;
    - (2) participate in the General Meeting, in case of a legal person by its authorized representative specified in the application form;
    - (3) vote in the General Meeting, raise proposals and counter-proposals;
    - (4) participate in the Association's activities;
    - (5) demand explanations from the Executive Committee relating to its activities;
    - (6) participate in cultural and educational programs organized by the Association and its Regular Members;
    - (7) make use of other benefits and services provided by the Association.
- c) An Honorary Member.
- i. The Association's Executive Committee decides on the membership origin based on the proposed candidate's written consent.
  - ii. An Honorary Member is entitled to:
    - (1) participate in the General Meeting,
    - (2) participate in cultural and educational programs organized by the Association and its Regular Members;
    - (3) participate in the Association's activities, except for activities reserved by the Articles of Association only to Regular Members;
    - (4) make use of other benefits and services provided by the Association, except for benefits and services reserved by the Articles of Association only to Regular Members.
  - iii. This type of membership is free of charge, contributions are voluntary.
- d) A Founding Member (hereinafter only the "Founding Member"):
- i. The Founding Members are:
    - Karolína Brandlová
    - Pavla Hejcmanová
    - Tamara Fedorova
    - Magdalena Žáčková

- Petr H. Verner
- ii. The membership originated by the decision of the General Meeting and the Executive Committee based on a provable long-term contribution of the Association.
  - iii. A Member is entitled to:
    - (1) be elected into the Association bodies;
    - (2) participate in the General Meeting and the Executive Committee's Meeting;
    - (3) vote in the General Meeting and raise proposals and counter-proposals;
    - (4) participate in the Association's activities;
    - (5) demand explanations from the Executive Committee relating to its activities;
    - (6) participate in cultural and educational programs organized by the Association and its Regular Members;
    - (7) make use of other benefits and services provided by the Association;
    - (8) express his/her disagreement with election of a member of the Executive Committee pursuant to the Art. X. par. 8 and the Art. XI par. 16 hereof;
    - (9) vote on removal of a member of the Executive Committee pursuant to the Art. XI par. 4 hereof;
    - (10) grant his/her consent with decisions of the Executive Committee pursuant to the Art. XI. par. 8 letter c), k), l).
  - iv. This type of membership is free of charge and the membership validity is not limited by time.

#### **Art. VI. Obligations of the Association Member**

The Member of the Association is obliged to follow the Association's Articles of Association, respect decisions of the Association bodies and always act in such manner as to prevent causing any damage to the Association's interests.

#### **Art. VII. Membership Termination**

1. A membership in the Association shall terminate:
  1. by withdrawal, whereat the withdrawing member must inform the Executive Committee on his/her withdrawal in writing or by an e-mail; the membership shall terminate as of the day of such notice delivery;
  2. by exclusion based on the Executive Committee's decision (e.g. due to a serious breach of the obligations resulting from the Articles of Association, when a member acts in a conflict with the Association's interests and damages the Association's good reputation; failure to pay the membership fee in time);
  3. by death of a member;
  4. by dissolution of the Association;
  5. by dissolution of a member – a legal person.

2. Membership of a Founding Member may be terminated only upon proposal of any of the Founding Members and with the consent of all Founding Members of the Association authorized to vote in this matter. The Founding Member proposed for exclusion from the Association shall be entitled to be present during voting, he/she shall be also entitled to provide his/her standpoint to the proposal, however he/she shall not be entitled to vote on his/her exclusion.

**Art. VIII.  
List of Members**

1. The Executive Committee shall keep a list of all members of the Association. The list shall contain the following data:
  - a) forename, surname/corporate name of a legal person;
  - b) titles and other professional or interest focus;
  - c) date of birth/ identification number of a legal person;
  - d) residential address of a member / registered office of a legal person;
  - e) authorized representative of a legal person;
  - f) contact information;
  - g) day of membership commencement;
  - h) type of membership.
2. Also other data shall be entered into the List, if approved by a member. An Association member is obliged to inform on any changes in data, relating to his/her person, being inscribed into the list, without any undue delay.

**ASSOCIATION BODIES**

**Art. IX.  
Association Bodies**

The Association bodies are: the General Meeting, the Executive Committee and the President of the Association.

**Art. X.  
General Meeting**

1. The General Meeting is an advisory body of the Association.
2. The General Meeting shall be convened by the Executive Committee by sending a written invitation or an electronic written invitation to all Regular Members of the Association to the addresses provided in the List of Members, i.e. at least 14 working days before the General Meeting session. The General Meeting session shall be organized by the Executive Committee at least once a year. Only Regular Members, Honorary Members, Founding Members and persons invited to participate by the Executive Committee may participate in the General Meeting.
3. A Regular Member shall participate in the General Meeting personally or by representation based on a power of attorney. Each member has one vote.
4. The General Meeting shall be entitled to demand from the Executive Committee:
  - a) the Report on Activities in the previous period;
  - b) the Financial Statements for the previous period;

- c) the Plan of Activities for the upcoming period.
- 5. Unless expressly stipulated otherwise by the Articles of Association a simple majority of the votes of the members present is necessary for adoption of a decision by the General Meeting.
- 6. The General Meeting is entitled to submit suggestions to the Executive Committee in respect of solutions relating to the Association's activities.
- 7. The Executive Committee is obliged to convene an Extraordinary General Meeting in 30 days from the day, on which convocation of the Extraordinary General Meeting is requested in writing by at least one third of all Regular Members of the Association.
- 8. In the event of the Executive Committee's termination the Founding Members are obliged to convene and Extraordinary General Meeting in 30 days from the day on which they learned about the Executive Committee's termination, during which a new Executive Committee shall be elected.
  - a) Only a natural person reaching 18 years of age, with full legal capacity and being a Regular Member of the Association, may be a candidate to the position of a member of the Executive Committee; in case of a member – a legal person, the legal person's representative must be a natural person reaching 18 years of age, with full legal capacity.
  - b) A person shall inform about his/her intent to candidate not later than on the day of the Extraordinary General Meeting session.
  - c) Election of new members of the Executive Committee takes place in such manner that a list of candidates is handed out to all Regular Members present in the General Meeting and those shall circle the name/names to whom they give their votes. Each member may circle only so many names as is the number of vacant positions being voted on. The order of elected candidates shall be given by the number of the given votes.
  - d) Immediately after its appointment the Executive Committee shall hold a constitutive meeting, during which the members of the Executive Committee shall elect their President from their ranks.
- 9. The Executive Committee shall draw Minutes of the General Meeting session in thirty days from its closing. Should it be impossible, the Minutes shall be drawn by a person authorized by the General Meeting. From the Minutes it must be clear who convened the Meeting, how long it had been held, who opened and presided the Meeting, what decisions had been adopted and when and who drew the Minutes. Each Member of the Association may view all the Minutes from the General Meeting sessions.

**Art. XI.**  
**Executive Committee**

- 1. The Executive Committee is the highest body of the Association, managing its activities.
- 2. The Executive Committee has 8 members elected by the Executive Committee for the term of 5 years.
- 3. Should a member of the Executive Committee die, resign or be removed before the term expiry, the remaining members of the Executive Committee shall immediately appoint a new member by their mutual agreement. Such appointed members of the Executive Committee shall be appointed only for the remaining part of the term of

- the previous member of the Executive Committee. The Executive Committee shall draw Minutes on the course of such appointment.
4. Should the Executive Committee, the President of the Executive Committee or any of its members behave in an especially condemnable manner, damage the Association and act in a conflict with the Association's purpose and objectives, the Founding Members may propose to the President/the Executive Committee removal of such member. In such case, the members of the Executive Committee and also the Founding Members shall vote on such removal of the member/members. Should a Founding Member be a member of the Executive Committee, his/her votes shall not be added up. The relevant member/President may be present during voting, however he/she shall not be entitled to vote.
  5. The Executive Committee meetings shall be convened and managed by the President according to the current needs. Unless expressly stipulated otherwise by the Articles of Association a simple majority of votes of the members of the Executive Committee present shall be necessary for adoption of a decision. Each member of the Executive Committee has one vote, the President has also one vote, in the event of vote equality, the President's vote shall be decisive. The President shall be obliged to invite also the Founding Members to each meeting of the Executive Committee, in writing and at least 5 days in advance. The Founding Members shall be entitled to provide their standpoints to the agenda of the Executive Committee meeting, however they shall not be voting unless invited to do so by the Executive Committee on an ad hoc basis or in a voting pursuant to the Art. XI. par. 8 letter c), k), l).
  6. The Executive Committee is entitled to decide in any matter relating to the Association, except for matters belonging into the powers of the General Meeting or the President. It manages all activities of the Association.
  7. Minutes containing the date, agenda, significant proposals, voting results and decisions must be drawn on each meeting of the Executive Committee.
  8. The following belongs into the powers of the Executive Committee:
    - a) implementation of the Association's concepts;
    - b) management of the Association's activities in accordance with the Articles of Association;
    - c) interpretation and amendment of the Articles of Association;
    - d) election of the Executive Committee members and their removal;
    - e) approval of the budget governing the Association's business activities;
    - f) approval of the Association's Annual Report on business results;
    - g) decisions on all matters relating to the Association and securing all activities of the Association, unless reserved into the powers of the General Meeting by the Articles of Association;
    - h) decisions on commencement and termination of a membership in the Association;
    - i) convocation of General Meeting;
    - j) decisions on postponement, reduction or waiver of a membership fee, should there be serious reasons to do so;
    - k) decision on dissolution of the Association or its merger with another association,
    - l) election of the President and his/her removal.
  9. Decisions of the Executive Committee pursuant to the Art. XI. par. 8 letter c), k), l) require the consent of the majority of the Founding Members.

10. Furthermore, the Executive Committee is obliged to provide the General Meeting with a Report on the Association's activities and business results in the previous calendar year.
11. The Executive Committee may establish the position of a director for fulfillment of certain tasks. The director shall terminate his/her activities after fulfillment of the relevant task or by a decision of the Executive Committee. The director reports to the Executive Committee and he/she may decide independently only in the scope of the powers granted to him/her.
12. The Executive Committee may establish expert commissions for fulfillment of the Association's objectives.
13. Not later than in 90 days before the end of its term the Executive Committee shall designate the day of elections and arrangement of the elections. The Executive Committee is obliged to inform all Regular Members of the Association on the elections date not later than in 30 days before such a date.
14. Only a natural person reaching 18 years of age, having a full legal capacity and being a Regular Member of the Association may candidate for the position of a member of the Executive Committee.
15. The person shall inform the current Executive Committee on his/her intent to candidate not later than in 7 days before the elections commencement. The President shall send the list of candidates to the Founding Members not later than in 6 days before the elections date.
16. Voting on the new members of the Executive Committee takes place by acclamation. The Founding Members have the right to express their disagreement with elections of the individual members within 10 days from elections of the new members of the Executive Committee. Should all Founding Members express their disagreement, the elections into the Executive Committee shall be void and a new candidate must be elected.
17. Immediately after the elections the new Executive Committee shall organize a constitutive meeting, during which the members of the Executive Committee shall elect the President of the Association from their ranks.

**Art. XII.**  
**President of the Association**

1. The Association is represented by the President of the Executive Committee, who is the statutory body of the Association.
2. The President is elected by the Executive Committee from its ranks for the term of 5 years.
3. In between the meetings of the Executive Committee the President has the right to independently decide about urgent matters relating to the Association.
4. The President is obliged to represent the Association with due managerial care and he/she is entitled to make legal acts on behalf of the Association and to commit the Association only in accordance with the purpose of the Association and the concept of Association's activities. The President is obliged to inform the Executive Committee about his/her decisions as soon as possible, however not later than during the closest meeting of the Executive Committee.
5. Signing on behalf of the Association takes place in such manner that the President attaches his/her signature to a written or otherwise marked out name of the Association.

6. The President may appoint another member of the Executive Committee for fulfillment of certain tasks, and he/she may appoint also another person due to his/her expert qualification and on extraordinary basis.
7. In the event of a resignation or another reason of the President's termination, the new President shall be elected by the Executive Committee in the period of 30 days.

### **Art. XIII.**

#### **Common Provisions on the Association Bodies**

1. A candidate's consent with office serving is necessary for election in to the Association body.
2. Should a legal person be elected as a member of the Association body, a statutory representative of such legal person shall immediately inform the President of the Executive Committee in writing on the natural person authorized to participate in meetings of such body.
3. A member of the Association body is entitled to resign on his/her position. He/she is obliged to do so in a form of a written notice sent to the President of the Executive Committee. Should the President resign on his/her position, he/she shall do so in a form of a written notice sent to all members of the Executive Committee and the Founding Members.
4. The position of a member of the Association body shall terminate should the official's membership in the Association be terminated.

### **Art. XIV.**

#### **Business Management Rules**

1. The Association manages its assets purposefully and in an economical manner in compliance with valid legal regulations.
2. The Association shall compile an annual budget, according to which it shall manage its business.
3. Membership fees are implemented only for Regular Members. Any possible changes in the membership fee amount shall be decided by the Executive Committee.
4. The Association acquires assets namely:
  - a) from membership fees;
  - b) from voluntary contributions of members;
  - c) from voluntary contributions of third persons (legal and natural);
  - d) from sponsorship or other donations (financial and non-financial);
  - e) by sale of sponsorship donations;
  - f) by commercial use of sponsor's areas;
  - g) from governmental and international funding and grants;
  - h) from revenues from collections;
  - i) from revenues from subsidiary activities of the Association;
  - j) from revenues from owned assets.
5. During its business activities the Association does not strive to generate profit. The acquired funds shall be used for the benefit of the Association for activities securing fulfillment of the Association's purpose.
6. The Association is liable for its liabilities by its entire assets; the members are not liable for the Association's liabilities.

**Art. XV.**  
**Association Termination and Dissolution**

1. The Association may be dissolved by a court's decision should any of the legal reasons be fulfilled.
2. The Association may be dissolved by voluntary dissolution or merger with another association, which shall be decided by the Executive Committee. This decision must be unilaterally approved based on an inspection and audit of the Association's business management and activities, when such a situation is deemed inevitable.
3. Should the Association be dissolved the Executive Committee shall stipulate the date and manner of assets, liabilities and receivables settlement in compliance with generally applicable regulations.
4. The Association shall be terminated by its deletion from the Register of Associations.

These Articles of Association were approved by the Executive Committee in Prague on 10 May 2017.